



SHARDA CROPCHEM LIMITED

Our Company was incorporated as Sharda Worldwide Exports Private Limited on March 12, 2004, at Mumbai, as a private limited company under the Companies Act, 1956, as amended (the “Companies Act, 1956”). Our Company changed its name to Sharda Cropchem Private Limited on September 18, 2013. Thereafter, our Company was converted into a public limited company on September 18, 2013 and consequently, the name of our Company was changed to Sharda Cropchem Limited. For details of changes in the name of our Company, see “History and Certain Corporate Matters” on page 139.

Registered and Corporate Office: Domnic Holm, 29th Road, Bandra (West), Mumbai 400 050

Tel: (91 22) 6678 2800; **Fax:** (91 22) 6678 2828

Contact Person: Jetkin N. Gudhka, Company Secretary and Compliance Officer

Email: co.sec@shardaintl.com; **Website:** www.shardacropchem.com/

Corporate Identity Number: U51909MH2004PLC145007

Promoters of our Company: Ramprakash V. Bubna, Sharda R. Bubna, Ashish R. Bubna and Manish R. Bubna

PUBLIC OFFER OF 22,555,124 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (THE “EQUITY SHARES”) OF SHARDA CROPCHEM LIMITED (THE “COMPANY”) FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE THROUGH AN OFFER FOR SALE BY THE SELLING SHAREHOLDERS (AS DEFINED IN THE SECTION “DEFINITIONS AND ABBREVIATIONS”) AGGREGATING UP TO ₹ [●] MILLION (THE “OFFER”). THE OFFER WILL CONSTITUTE 25% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR DETAILS OF THE EQUITY SHARES OFFERED BY EACH SELLING SHAREHOLDER, SEE “DEFINITIONS AND ABBREVIATIONS – OFFER RELATED TERMS” ON PAGE 2.

THE FACE VALUE OF EQUITY SHARES IS ₹ 10 EACH. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY AND THE SELLING SHAREHOLDERS IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS (THE “BRLMs”) AND WILL BE ADVERTISED AT LEAST FIVE WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE.

In case of any revisions in the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days after such revision of the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”) together with the BSE referred to as the “Stock Exchanges”), by issuing a press release, and also by indicating the change on the website of the BRLMs, the Syndicate Members and the Self Certified Syndicate Banks (“SCSBs”).

In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended (“SCRR”), this is an Offer for at least 25% of the post-Offer capital. The Offer is being made through the Book Building Process wherein 50% of the Offer shall be available for Allocation on a proportionate basis to Qualified Institutional Buyers (“QIBs”), provided that our Company and the Selling Shareholders may allocate up to 30% of the QIB Category to Anchor Investors on a discretionary basis. 5% of the QIB Category (excluding the Anchor Investor Portion) 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 QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Offer Price. All potential investors, other than Anchor Investors, may participate in this Offer through an Application Supported by Blocked Amount (“ASBA”) process providing details of their respective bank accounts which will be blocked by SCSBs. QIBs (except Anchor Investors) and Non-Institutional Investors are mandatorily required to utilise the ASBA process to participate in this Offer. Kindly note that Allotment, amongst other conditions mentioned in this Red Herring Prospectus, shall be undertaken upon receipt of Bids equivalent to at least 25% of the Offer (including Bids received under the Anchor Investor Portion) from Mutual Funds and/or Insurance Companies. For details, see “Offer Procedure” on page 414.

RISK IN RELATION TO THE FIRST OFFER

This being the first public offer 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 per Equity Share. The Floor Price is [●] times the face value and the Cap Price is [●] times the face value. The Offer Price (determined and justified by our Company and the Selling Shareholders in consultation with the BRLMs as stated under the section “Basis for Offer Price” on page 85) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

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

COMPANY’S AND SELLING SHAREHOLDERS’ ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this 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 Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Each Selling Shareholder, severally and not jointly, assumes responsibility only for statements in relation to such Selling Shareholder included in this Red Herring Prospectus.

LISTING

The Equity Shares offered through this Red Herring Prospectus are proposed to be listed on the BSE and the NSE. We have received an ‘in-principle’ approval from each of BSE and NSE for the listing of the Equity Shares pursuant to the letters dated May 2, 2014 and April 30, 2014, respectively. For the purposes of the Offer, the Designated Stock Exchange shall be NSE.

BOOK RUNNING LEAD MANAGERS



Edelweiss Financial Services Limited
14th Floor, Edelweiss House
Off C.S.T. Road, Kalina
Mumbai 400 098
Tel: (91 22) 4009 4400
Fax: (91 22) 4086 3610
Email: swl.ipo@edelweissfin.com
Investor Grievance Email:
customerservice.mb@edelweissfin.com
Website: www.edelweissfin.com
Contact Person: Abhishek Agarwal
SEBI Registration No.: INM0000010650



IDFC Securities Limited
Naman Chambers
C-32, G Block
Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Tel: (91 22) 6622 2600
Fax: (91 22) 6622 2501
Email: scl.ipo@idfc.com
Investor Grievance Email: complaints@idfc.com
Website: www.idfcapital.com
Contact Person: Akshay Bhandari
SEBI Registration No.: MB/INM000011336

REGISTRAR TO THE OFFER



Karvy Computershare Private Limited
Plot No. 17-24
Vittal Rao Nagar
Madhapur
Hyderabad 500 081
Tel: (91 40) 4465 5000
Fax: (91 40) 2343 1551
Email: sharda.ipo@karvy.com
Website: http://karisma.karvy.com
Contact Person: M. Murali Krishna
SEBI Registration No.: INR000000221

BID/ OFFER PROGRAMME*

BID/OFFER OPENS ON: SEPTEMBER 5, 2014*

BID/OFFER CLOSING ON: SEPTEMBER 9, 2014

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

TABLE OF CONTENTS

SECTION I: GENERAL.....	1
DEFINITIONS AND ABBREVIATIONS	1
PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA.....	11
FORWARD-LOOKING STATEMENTS	17
SECTION II: RISK FACTORS	18
SECTION III: INTRODUCTION	45
SUMMARY OF INDUSTRY	45
SUMMARY OF BUSINESS	48
SUMMARY FINANCIAL INFORMATION.....	53
THE OFFER	63
GENERAL INFORMATION	64
CAPITAL STRUCTURE	73
OBJECTS OF THE OFFER.....	84
BASIS FOR OFFER PRICE	85
STATEMENT OF TAX BENEFITS	88
SECTION IV: ABOUT THE COMPANY	101
INDUSTRY OVERVIEW	101
OUR BUSINESS	121
REGULATIONS AND POLICIES.....	136
HISTORY AND CERTAIN CORPORATE MATTERS.....	139
SUBSIDIARIES	144
MANAGEMENT	157
PROMOTERS AND PROMOTER GROUP	178
GROUP COMPANIES.....	181
RELATED PARTY TRANSACTIONS	187
DIVIDEND POLICY	188
SECTION V: FINANCIAL INFORMATION.....	189
FINANCIAL STATEMENTS	189
MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	312
SECTION VI: LEGAL AND OTHER INFORMATION	337
OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS	337
GOVERNMENT AND OTHER APPROVALS.....	342
OTHER REGULATORY AND STATUTORY DISCLOSURES	393
SECTION VII: OFFER INFORMATION.....	406
TERMS OF THE OFFER	406
OFFER STRUCTURE.....	409
OFFER PROCEDURE	414
RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES	463
SECTION VIII: MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION	464
SECTION IX: OTHER INFORMATION	496
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION	496
DECLARATION.....	498

SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act or regulation shall be to such legislation, act or regulation as amended from time to time.

General Terms

Term	Description
“Our Company”, “The Company”	Sharda Cropchem Limited, a company incorporated under the Companies Act, 1956 and having its Registered Office at Domnic Holm, 29 th Road, Bandra (West), Mumbai 400 050
“We”, “our” or “us”	Unless the context otherwise indicates or implies, refers to the Company together with its Subsidiaries

Company Related Terms

Term	Description
Articles/ Articles of Association	Articles of Association of our Company
Associate	Associate of our Company, namely, Sharda Private (Thailand) Limited
Auditors/ Statutory Auditors	Statutory auditors of our Company, namely, S. R. Batliboi & Co. LLP, Chartered Accountants
Belts	Conveyor belts, V belts and timing belts
Board/ Board of Directors	Board of directors of our Company or a duly constituted committee thereof
Director(s)	Director(s) of our Company
Equity Shares	Equity shares of our Company of face value of ₹ 10 each fully paid-up
Europe	Includes Albania, Austria, Belgium, Bulgaria, Croatia, Cyprus, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Ireland, Italy, Latvia, Lithuania, Macedonia, Malta, Netherlands, Norway, Poland, Portugal, Romania, Serbia, Slovakia, Slovenia, Spain, Sweden, Switzerland, Turkey and United Kingdom
Group Companies	Companies, firms and ventures promoted by our Promoters, irrespective of whether such entities are covered under Section 370(1)(B) of the Companies Act, 1956 or not. For details, see “Group Companies” on page 181
Key Management Personnel/KMP	Key management personnel in terms of Regulation 2(1)(s) of the SEBI Regulations and disclosed in the section “Management” on page 157
Latin America	Includes Argentina, Bolivia, Brazil, Chile, Colombia, Costa Rica, Ecuador, Guatemala, Panama, Paraguay, Peru and Uruguay
Listing Agreement	Listing agreement to be entered into by our Company with the Stock Exchanges
Memorandum of Association	Memorandum of Association of our Company
NAFTA	Canada, Mexico and United States
Promoters	Promoters of our Company, namely, Ramprakash V. Bubna, Sharda R. Bubna, Ashish R. Bubna and Manish R. Bubna. For details, see “Promoters and Promoter Group” on page 178
Promoter Group	Persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(zb) of the SEBI Regulations
Registrar of Companies/RoC	Registrar of Companies, Mumbai located at 100, Everest, Marine Drive, Mumbai 400 002

Term	Description
Registered Office/ Corporate Office	The registered office as well as corporate office of our Company is located at Domnic Holm, 29 th Road, Bandra (West), Mumbai 400 050
Rest of the World	Australia, Bahrain, Bangladesh, Barbados, China, Hong Kong, India, Indonesia, Israel, Malaysia, New Zealand, Pakistan, Philippines, South Korea, Taiwan, Thailand and Vietnam in Asia; Algeria, Egypt, Eritrea, Ivory Coast, Kenya, Libya, Morocco, South Africa, Sudan, Tanzania, Tunisia, Zambia and Zimbabwe in Africa; Jordan, Lebanon, Saudi Arabia and United Arab Emirates in the Middle East and Georgia, Jamaica, Moldova, Russian Federation, Trinidad and Tobago and Ukraine
Shareholders	Shareholders of our Company
Subsidiaries	Subsidiaries of our Company, namely, Axis Crop Science Private Limited, Euroazijski Pesticidi d.o.o., Sharda Balkan Agrochemicals Limited, Sharda Benelux BVBA, Sharda Bolivia S.R.L., Shardacan Limited, Sharda Chile SpA, Sharda Colombia S.A., Sharda Costa Rica SA, Sharda Cropchem Espana, S.L., Sharda De Guatemala, S.A., Sharda De Mexico S DE RL DE CV, Sharda Del Ecuador CIA. Ltda., Sharda Do Brasil Comercio De Produtos Quimicos E Agroquimicos LTDA, Sharda Europe BVBA, Sharda Hellas Agrochemicals Limited, Sharda Hungary Kft, Sharda International Africa (Pty) Ltd, Sharda International DMCC, Sharda Italia SRL, Sharda Malaysia SDN. BHD., Sharda Peru SAC, Sharda Polska SP. ZO.O, Sharda Spain, S.L., Sharda Swiss SARL, Sharda Ukraine LLC, Sharda USA LLC, Sharda Uruguay S.A., Shardarus LLC, Shardaserb DO.O, Sharzam Limited, Sharpar S.A., Siddhivinayak International Limited and Sharda Poland SP.ZO.O (with effect from May 30, 2014). For details, see “Subsidiaries” on page 144

Offer Related Terms

Term	Description
Allotment/ Allot/ Allotted	Unless the context otherwise requires, the transfer of the Equity Shares pursuant to the Offer to the successful Bidders. Please note that in addition to the conditions as stated in this Red Herring Prospectus, Allotment is also subject to receipt of Bids equivalent to at least 25% of the Offer (including Bids received under the Anchor Investor Portion) from Mutual Funds and/or Insurance Companies.
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been or are to be Allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion, with a minimum Bid of ₹ 100 million
Anchor Investor Bid/ Offer Period	The day, one Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	Final price at which the Equity Shares will be Allotted to Anchor Investors in terms of this Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price, but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company and the Selling Shareholders in consultation with the BRLMs
Anchor Investor Portion	Up to 30% of the QIB Portion, which may be allocated by our Company and the Selling Shareholders, in consultation with the BRLMs, 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 price at which allocation is being done to Anchor Investors

Term	Description
Application Supported by Blocked Amount/ASBA	An application, whether physical or electronic, used by Bidders, other than Anchor Investors, to make a Bid authorising a SCSB to block the Bid Amount in the ASBA Account maintained with the SCSB. ASBA is mandatory for QIBs (except Anchor Investors) and the Non-Institutional Investors participating in the Offer
ASBA Account	An account maintained with the SCSB and specified in the Bid cum Application Form submitted by an ASBA Bidder for blocking the Bid Amount mentioned in the Bid cum Application Form
ASBA Bidder	Prospective investors (except Anchor Investors) in this Offer who intend to submit Bid through the ASBA process
Banker(s) to the Offer/Escrow Collection Bank(s)	Banks which are clearing members and registered with SEBI as bankers to an offer and with whom the Escrow Account will be opened, in this case being, Axis Bank Limited, HDFC Bank Limited, IndusInd Bank Ltd and Yes Bank Limited
Basis of Allotment	Basis on which the Equity Shares will be Allotted to successful Bidders under the Offer and which is described in the section “Offer Procedure” on page 414
Bid	An indication to make an offer during the Bid/ Offer Period by a Bidder pursuant to submission of the Bid cum Application Form, or during the Anchor Investor Bid/ Offer Period by the Anchor Investors, to purchase the Equity Shares from the Selling Shareholders at a price within the Price Band, including all revisions and modifications thereto
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form
Bid cum Application Form	The form used by a Bidder, including an ASBA Bidder, to make a Bid and which will be considered as the application for Allotment in terms of this Red Herring Prospectus and the Prospectus
Bid/ Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Syndicate, the Designated Branches and the Registered Brokers will not accept any Bids for the Offer, which shall be notified in two national daily newspapers, one each in English and Hindi and in one Marathi daily newspaper, each with wide circulation
Bid/ Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids for the Offer, which shall be notified in two national daily newspapers, one each in English and Hindi and in one Marathi daily newspaper, each with wide circulation
Bid/ Offer Period	Except in relation to Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof
Bid Lot	[●]
Bidder	Any prospective investor who makes a Bid pursuant to the terms of this Red Herring Prospectus and the Bid cum Application Form
Book Building Process	The book building process, as provided in Schedule XI of the SEBI Regulations, in terms of which this Offer is being made
Broker Centres	Broker centers notified by the Stock Exchanges, where Bidders can submit their Bid cum Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the respective Stock Exchanges
BRLMs/Book Running Lead Managers	The book running lead managers to the Offer, namely, Edelweiss and IDFC Securities
CAN/Confirmation of	Notice or intimation of allocation of the Equity Shares sent to Anchor

Term	Description
Allocation Note	Investors, who have been allocated the Equity Shares, after the Anchor Investor Bid/Offer Period
Cap Price	The higher end of the Price Band, above which the Offer Price will not be finalised and above which no Bids will be accepted
Cut-off Price	The Offer Price, finalised by our Company and the Selling Shareholders in consultation with BRLMs. Only Retail Individual Investors are entitled to Bid at the Cut-off Price. QIBs and Non-Institutional Investors are not entitled to Bid at the Cut-off Price
Designated Branches	Such branches of the SCSBs which shall collect the Bid cum Application Forms used by the ASBA Bidders, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries
Designated Date	The date on which the funds are transferred from the Escrow Account or the amount blocked by the SCSBs is transferred from the ASBA Account, as the case may be, to the Public Offer Account or the Refund Account, as appropriate, after the Prospectus is filed with the RoC
Designated Stock Exchange	NSE
Draft Red Herring Prospectus or DRHP	The Draft Red Herring Prospectus dated February 13, 2014 issued in accordance with the SEBI Regulations, which did not contain complete particulars of the price at which the Equity Shares will be transferred and the size of the Offer
Edelweiss	Edelweiss Financial Services Limited
Eligible NRI(s)	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and this Red Herring Prospectus constitutes an invitation to purchase the Equity Shares
Engagement Letter	The engagement letter dated October 8, 2013 between our Company, the Selling Shareholders and the BRLMs
Escrow Account	Account opened with the Escrow Collection Bank(s) and in whose favour the Bidders (excluding the ASBA Bidders) will issue cheques or drafts in respect of the Bid Amount when submitting a Bid
Escrow Agent	The escrow agent appointed pursuant to the Share Escrow Agreement, in this case being, Karvy Computershare Private Limited
Escrow Agreement	The agreement dated August 26, 2014 entered into between our Company, the Selling Shareholders, the BRLMs, the Syndicate Members, the Escrow Collection Bank(s), the Refund Bank and the Registrar to the Offer for collection of the Bid Amounts and where applicable, refunds of the amounts collected, to the Bidders (excluding the ASBA Bidders) on the terms and conditions thereof
First Bidder	The Bidder whose name appears first in the Bid cum Application Form
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Offer Price will be finalised and below which no Bids will be accepted
IDFC Securities	IDFC Securities Limited
Mutual Fund Portion	5% of the QIB Category (excluding the Anchor Investor Portion), or 394,715 Equity Shares which shall be available for allocation to Mutual Funds only
Net Proceeds	Proceeds of the Offer less the Offer expenses. For further information about the Offer expenses, see “Objects of the Offer” on page 84
Non-Institutional Investors	All Bidders, including Category III foreign portfolio investors that are not QIBs or Retail Individual Investors and who have Bid for the Equity Shares for an amount more than ₹ 200,000 (but not including NRIs other than

Term	Description
	Eligible NRIs)
Non-Institutional Category	The portion of the Offer being not less than 15% of the Offer, comprising of 3,383,269 Equity Shares which shall be available for allocation on a proportionate basis to Non-Institutional Investors, subject to valid Bids being received at or above the Offer Price
Offer	The offer for sale of 22,555,124 Equity Shares comprising of an offer for sale of, (i) 14,320,495 Equity Shares by HEP Mauritius Limited; (ii) 4,117,314 Equity Shares by Ramprakash V. Bubna; and (iii) 4,117,315 Equity Shares by Sharda R. Bubna, for cash at a price of ₹ [●] per Equity Share aggregating to ₹ [●] million, pursuant to the terms of this Red Herring Prospectus
Offer Agreement	The agreement dated February 13, 2014 between our Company, the Selling Shareholders and the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Offer
Offer Price	The final price at which the Equity Shares will be Allotted in terms of this Red Herring Prospectus. The Offer Price will be decided by our Company and the Selling Shareholders in consultation with the BRLMs on the Pricing Date. Provided that for the purposes of the Anchor Investors, this price shall be the Anchor Investor Offer Price
Offer Proceeds	The proceeds of the Offer. For details, see “Objects of the Offer” on page 84
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 Offer will be decided by our Company and the Selling Shareholders in consultation with the BRLMs and advertised, at least five Working Days prior to the Bid/ Offer Opening Date, in English national daily newspaper, Financial Express, Hindi national daily newspaper, Jansatta, and Marathi newspaper Navshakti, each with wide circulation
Pricing Date	The date on which our Company and the Selling Shareholders in consultation with the BRLMs will finalise the Offer Price
Prospectus	The Prospectus to be filed with the RoC in accordance with Section 26 of the Companies Act, 2013, containing, <i>inter alia</i> , the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information
Public Offer Account	Account opened with the Bankers to the Offer to receive monies from the Escrow Account and from the ASBA Account on the Designated Date
QIB Category	The portion of the Offer (including the Anchor Investor Portion) amounting to 50% of the Offer being 11,277,561 Equity Shares, which shall be Allotted to QIBs, including the Anchor Investors
Qualified Foreign Investors or QFIs	A person who has opened a dematerialized account with a qualified depository participant as a qualified foreign investor
Qualified Institutional Buyers or QIBs	Qualified institutional buyers as defined under Regulation 2(1)(zd) of the SEBI Regulations
Red Herring Prospectus or RHP	This Red Herring Prospectus dated August 27, 2014 issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer. This Red Herring Prospectus will become the Prospectus upon filing with the RoC after the Pricing Date
Refund Account(s)	The account opened with the Refund Bank, from which refunds, if any, of the whole or part of the Bid Amount (excluding refunds to ASBA Bidders) shall be made

Term	Description
Refund Bank	Axis Bank Limited
Refunds through electronic transfer of funds	Refunds through NECS, NEFT, Direct Credit or RTGS, as applicable
Registered Brokers	Stock brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar Agreement	The agreement dated January 29, 2014 between our Company, the Selling Shareholders and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
Registrar to the Offer/Registrar	Registrar to the Offer, in this case being Karvy Computershare Private Limited
Restated Consolidated Summary Statements	Restated consolidated summary statements of assets and liabilities as at March 31, 2014, 2013, 2012, 2011 and 2010 and statement of profit and loss and cash flows for each of the years ended March 31, 2014, 2013, 2012, 2011 and 2010 for the Company and its Subsidiaries and an Associate
Restated Summary Statements	Collectively, the Restated Consolidated Summary Statements and the Restated Unconsolidated Summary Statement
Restated Unconsolidated Summary Statements	Restated unconsolidated summary statements of assets and liabilities as at March 31, 2014, 2013, 2012, 2011 and 2010 and statement of profit and loss and cash flows for each of the years ended March 31, 2014, 2013, 2012, 2011 and 2010 for the Company
Retail Individual Investor(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 Offer (including HUFs applying through their Karta and Eligible NRIs)
Retail Category	The portion of the Offer being not less than 35% of the Offer comprising of 7,894,294 Equity Shares which shall be available for allocation to Retail Individual Investor(s), which shall not be less than the minimum Bid Lot, subject to availability in the Retail Category and the remaining Equity Shares to be Allotted on a proportionate basis
Revision Form	Form used by the Bidders, including ASBA Bidders, to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous revision form(s). Kindly note that QIBs and Non-Institutional Investors are not allowed to lower their Bid once submitted
Self Certified Syndicate Bank(s) or SCSB(s)	The banks registered with SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries
Selling Shareholders	HEP Mauritius Limited, Sharda R. Bubna and Ramprakash V. Bubna
Share Escrow Agreement	The agreement dated August 22, 2014 entered into amongst our Company, the Selling Shareholders, the BRLMs and the Escrow Agent in connection with the transfer of Equity Shares under the Offer by the Selling Shareholders and credit of such Equity Shares to the demat accounts of the Allottees
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms, a list of which is available at the website of the SEBI (www.sebi.gov.in) and updated from time to time
Syndicate Agreement	The agreement dated August 26, 2014 entered into amongst the BRLMs, the Syndicate Members, our Company, the Selling Shareholders and the Registrar to the Offer in relation to the collection of Bids in this Offer (excluding Bids from Bidders applying through the ASBA process or Bids submitted to the Registered Brokers)
Syndicate Members	Intermediaries registered with the SEBI who are permitted to carry out activities as an underwriter, in this case being, Edelweiss Securities Limited and Sharekhan Limited
Syndicate/ members of the	BRLMs and the Syndicate Members

Term	Description
Syndicate	
TRS/Transaction Registration Slip	The slip or document issued by the Syndicate, or the SCSB (only on demand), as the case may be, to the Bidders as proof of registration of the Bid
Underwriters	BRLMs and the Syndicate Members
Underwriting Agreement	The agreement amongst the Underwriters, our Company and the Selling Shareholders to be entered into on or after the Pricing Date
Working Days	Any day, other than Saturdays and Sundays, on which commercial banks in Delhi or Mumbai are open for business, provided however, for the purpose of the time period between the Bid/Offer Closing Date and listing of the Equity Shares on the Stock Exchanges, “Working Days” shall mean all days excluding Sundays and bank holidays in Delhi or Mumbai in accordance with the SEBI circular no. CIR/CFD/DIL/3/2010 dated April 22, 2010

Technical/Industry Related Terms

Term	Description
ASs	Active substances
AI or GAIs	Active ingredients or generic active ingredients
BRIC countries	Brazil, Russian Federation, India and China
CAP	Common Agriculture Policy
CSO	Central Statistical Organization
DAC	Department of Agriculture & Cooperation
EU	European Union
G20	Group of Twenty Finance Ministers and Central Bank Governors
GDP	Gross Domestic Product
GM	Genetically modified
HT	Herbicide tolerant
IPR	Intellectual Property Rights
IR	Insect resistant
M&A	Mergers and Acquisitions
MAI	Makhteshim Agan
MNCs	Multi National Corporations
OECD	Organisation for Economic Co-operation and Development
PCO	Pest control operators
R&D	Research and development
WTO	World Trade Organization
Rio +20 Summit	United Nations conference on Sustainable development, held in Rio de Janeiro (Brazil) in June 2012

Conventional Terms/ Abbreviations

Term	Description
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 issued by the Institute of Chartered Accountants of

Term	Description
	India
BSE	BSE Limited
CAGR	Compounded annual growth rate
Category I foreign portfolio investor(s)	FPIs who are registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations
Category II foreign portfolio investor(s)	FPIs who are registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations
Category III foreign portfolio investor(s)	FPIs who are registered as “Category III foreign portfolio investors” under the SEBI FPI Regulations
CDSL	Central Depository Services (India) Limited
CIN	Corporate identity number
Client ID	Client identification number of the Bidder’s beneficiary account
Companies Act/Act	Companies Act, 1956 and/or the Companies Act, 2013, as applicable
Companies Act, 1956	Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon the notification of the Notified Sections)
Companies Act, 2013	The Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections
CSR	Corporate social responsibility
Debtor-Turnover Ratio	Trade Receivable / Revenue from operations X 365
Depositories	NSDL and CDSL
Depositories Act	Depositories Act, 1996
DIN	Director identification number
DP ID	Depository participant’s identification
DP/Depository Participant	A depository participant as defined under the Depositories Act
EBITDA	Earnings before interest, tax, depreciation and amortisation
EGM	Extraordinary general meeting
EPS	Earnings per share
FCNR	Foreign currency non-resident
FDI	Foreign direct investment
FEMA	Foreign Exchange Management Act, 1999 read with rules and regulations thereunder and amendments thereto
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000
FII(s)	Foreign institutional investors as defined under the SEBI FII Regulations
Financial Year/ Fiscal/ FY/ Fiscal Year	The period of 12 months ending March 31 of that particular year
FIPB	Foreign Investment Promotion Board
FPI(s)	A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations
FVCI	Foreign venture capital investors as defined and registered with SEBI under the SEBI FVCI Regulations
GDP	Gross domestic product

Term	Description
GIR	General index register
GoI/Government	Government of India
HUF	Hindu undivided family
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Income Tax Act/ I.T. Act	The Income Tax Act, 1961
Indian GAAP	Generally Accepted Accounting Principles in India
Insurance Companies	Insurance companies as registered with the Insurance Regulatory and Development Authority
IPO	Initial public offering
LLP Act	Limited Liability Partnership Act, 2008
MICR	Magnetic ink character recognition
Mutual Funds	A mutual fund registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
National Investment Fund	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI, published in the Gazette of India
NAV	Net asset value
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the Ministry of Corporate Affairs, Government of India
NR/ Non-Resident	A person resident outside India, as defined under the FEMA and includes an NRI, FPIs registered with SEBI and FVCIs registered with SEBI
NRE Account	Non resident external account
NRI	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% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
p.a.	Per annum
P/E Ratio	Price/earnings ratio
PAN	Permanent account number
PAT	Profit after tax
RBI	Reserve Bank of India
RoNW	Return on net worth
₹/Rs./Rupees	Indian Rupees
RTGS	Real time gross settlement
SCRA	Securities Contracts (Regulation) Act, 1956

Term	Description
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995 as repealed pursuant to the SEBI FPI Regulations
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
SEBI Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations
Securities Act	United States Securities Act, 1933
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
Sq. Ft./sq. ft.	Square feet
State Government	The government of a State in India
Stock Exchanges	BSE and NSE
UK	United Kingdom
US/United States/U.S.A.	United States of America
US GAAP	Generally Accepted Accounting Principles in the United States of America
USD/US\$	United States Dollars
VAT	Value added tax
VCFs	Venture capital funds as defined in and registered with SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations as the case may be

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

All references to “India” contained in this Red Herring Prospectus are to the Republic of India and all references to the “U.S.”, “U.S.A” or the “United States” are to the United States of America. Except in “Industry Overview”, all references to Europe, Latin America, NAFTA and Rest of the World shall be to such terms as defined in the section “Definitions and Abbreviations – Company Related Terms” on page 1.

Financial Data

Unless the context provides otherwise, financial data included in this Red Herring Prospectus is derived from the Restated Unconsolidated Summary Statements or the Restated Consolidated Summary Statements prepared in accordance with sub-clause (i), (ii) and (iii) of clause (b) of sub-section (1) of section 26 of Chapter III of the Companies Act, 2013 read with rule 4 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the SEBI Regulations. In this Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off.

Our Company’s Financial Year or Fiscal commences on April 1 and ends on March 31 of the next year, so all references to particular Financial Year or Fiscal, unless stated otherwise, are to the 12 months period ended on March 31 of that year.

There are significant differences between Indian GAAP, US GAAP and IFRS. The reconciliation of the financial information to US GAAP or IFRS financial information has not been provided. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Red Herring Prospectus, and it is urged that you consult your own advisors regarding such differences and their impact on our Company’s financial data. Accordingly, the degree to which the financial information included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices, Indian GAAP, the Companies Act and the SEBI Regulations. Any reliance by persons not familiar with Indian accounting practices, Indian GAAP, the Companies Act, the SEBI Regulations on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited.

Unless the context provides otherwise, any percentage amounts, as set forth in the sections “Risk Factors”, “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 18, 121 and 312, respectively, and elsewhere in this Red Herring Prospectus have been calculated on the basis of the Restated Summary Statements prepared in accordance with sub-clause (i), (ii) and (iii) of clause (b) of sub-section (1) of section 26 of Chapter III of the Companies Act, 2013 read with rule 4 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the SEBI Regulations.

Currency and Units of Presentation

All references to

“€” are to Euro, the official currency of the euro zone, which consists of 18 of the 28 member states of the European Union, namely, Austria, Belgium, Cyprus, Estonia, Finland, France, Germany, Greece, Ireland, Italy, Latvia, Luxemburg, Malta, the Netherlands, Portugal, Slovakia, Slovenia and Spain;

“AED” are to United Arab Emirates Dirham, the official currency of United Arab Emirates;

“BOB” are to Boliviano, the official currency of Bolivia;

“BRL” are to Real, the official currency of Brazil;

“CAD” are to Canadian Dollars, the official currency of Canada;

“CHF” are to Swiss franc, the official currency of Switzerland;

“COP” are to Colombian Peso, the official currency of Colombia;

“CRC” are to Colon, the official currency of Costa Rica;

“GTQ” are to Quetzal, the official currency of Guatemala;

“HRK” are to Kuna, the official currency of Croatia;

“HUF” are to Forint, the official currency of Hungary;

“ZMK” are to Kwacha, the official currency of Zambia;

“MXN” are to Mexican Peso, the official currency of Mexico;

“PEN” are to Nuevo Sol, the official currency of Peru;

“PHP” are to Philippine Peso, the official currency of Philippines;

“PLN” are to Zloty, the official currency of Poland;

“PYG” are to Guaraní, the official currency of Paraguay;

“RUB” are to Russian Ruble, the official currency of Russia;

“THB” are to Baht, the official currency of Thailand;

“UAH” are to Hryvnia, the official currency of Ukraine;

“USD” or “US Dollar” are to United States Dollars, the official currency of United States of America;

“UYU” are to Uruguayan Peso, the official currency of Uruguay;

“RM” are to Ringgit, the official currency of Malaysia; and

“ZAR” are to South African Rand, the official currency of South Africa.

Our Company has presented certain numerical information in this Red Herring Prospectus in “million” units. One million represents 1,000,000 and one billion represents 1,000,000,000.

Exchange Rates

This Red Herring Prospectus contains conversion of certain US Dollar and other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI 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 conversion rate.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Rupee and various other currencies.

Name of company	Currency	Closing rates in ₹ as of											
		March 31, 2014	December 31, 2013	March 31, 2013	December 31, 2012	March 14, 2012	December 31, 2011	March 31, 2011	December 31, 2010	March 31, 2010	December 31, 2009	March 31, 2009	December 31, 2008
Sharda Balkan Agrochemicals Limited ⁽¹⁾	EUR	-	85.32	-	72.36	-	68.79	-	59.63	-	-	-	-
Shardacan Limited ⁽²⁾	CAD	-	58.07	-	55.02	-	55.06	-	-	-	-	-	-
Sharda Costa Rica SA ⁽²⁾	CRC	0.11	-	0.11	-	-	-	-	-	-	-	-	-
Sharda De Guatemala, S.A. ⁽²⁾	GTQ	-	7.70	-	6.92	-	-	-	-	-	-	-	-
Sharda Del Ecuador CIA. Ltda. ⁽¹⁾	USD	-	61.85	-	54.76	-	53.15	-	44.86	-	46.65	-	-
Sharda Do Brasil Comercio De Produtos Quimicos E Agroquimicos LTDA ⁽¹⁾	BRL	-	26.21	-	26.75	-	28.49	-	27.05	-	-	-	-
Sharda Hellas Agrochemicals Limited ⁽¹⁾	EUR	-	85.32	-	72.36	-	68.79	-	59.63	-	-	-	-
Sharda Hungary Kft ⁽²⁾	HUF	-	0.29	-	0.25	-	-	-	-	-	-	-	-
Sharda	USD	60.08	-	54.41	-	-	-	-	-	-	-	-	-

Name of company	Currency	Closing rates in ₹ as of											
		March 31, 2014	December 31, 2013	March 31, 2013	December 31, 2012	March 14, 2012	December 31, 2011	March 31, 2011	December 31, 2010	March 31, 2010	December 31, 2009	March 31, 2009	December 31, 2008
International DMCC ⁽¹⁾													
Sharda International FZE ⁽¹⁾	USD	-	-	-	-	49.87	-	44.72	-	45.37	-	50.98	-
Sharda Italia SRL ^{(1) and (2)}	EUR	-	85.32	-	72.36	-	-	-	-	-	-	-	-
Sharda Peru SAC ⁽²⁾	PEN	-	21.73	-	21.40	-	20.03	-	15.97	-	16.01	-	-
Sharda Polska SP.ZO.O ⁽²⁾	PLN	-	20.49	-	17.71	-	15.83	-	15.14	-	16.21	-	-
Sharda Spain, S.L. ⁽¹⁾	EUR	-	85.32	-	72.36	-	-	-	-	-	-	-	-
Sharda Swiss SARL ⁽¹⁾	CHF	-	69.65	-	59.93	-	56.48	-	47.82	-	-	-	-
Sharda Ukraine LLC ⁽²⁾	UAH	-	7.36	-	6.79	-	6.69	-	5.62	-	5.76	-	-
Sharda USA LLC ⁽¹⁾	USD	-	61.85	-	54.76	-	53.15	-	44.86	-	46.65	-	48.00
Shardarus LLC ⁽¹⁾	RUB	-	1.88	-	1.80	-	1.66	-	1.47	-	1.54	-	1.67
Shardaserb DO.O ⁽²⁾	RSD	-	0.74	-	0.64	-	-	-	-	-	-	-	-
Sharzam Limited ⁽²⁾	ZMK	-	0.01	-	0.01	-	-	-	-	-	-	-	-
Sharda Chile SpA ⁽¹⁾	USD	60.08	-	-	-	-	-	-	-	-	-	-	-
Sharda Cropchem Espana, S.L. ⁽¹⁾	EUR	82.59	-	-	-	-	-	-	-	-	-	-	-

⁽¹⁾ Source of exchange rate: www.mecklai.com

⁽²⁾ Source of exchange rate: www.oanda.com

Name of company	Curren cy	Average rates in ₹ as of																												
		March 31, 2014	Decemb er 31, 2013	April 1, 2013 to Septemb er 30, 2013	January 1, 2013 to Septemb er 30, 2013	Octob er 13, 2012to March 31, 2013	April 1, 2012 to March 31, 2013	May 9, 2012to Decemb er 31, 2012	April 11, 2012 to Decemb er 31, 2012	March 7, 2012 to Decemb er 31, 2012	Februar y 20, 2012 to Decemb er 31, 2012	Februar y 8, 2012 to Decemb er 31, 2012	January 20, 2012 to Decemb er 31, 2012	January 1, 2012 to Decemb er 31, 2012	April 1, 2011 to Marc h 14, 2012	March 4, 2011 to Decemb er 31, 2011	January 1, 2011 to Decemb er 31, 2011	April 1, 2010 to Marc h 31, 2011	May 31, 2010 to Decemb er 31, 2010	March 31, 2010 to Decemb er 31, 2010	March 1, 2010 to Decemb er 31, 2010	January 1, 2010 to Decemb er 31, 2010	April 1, 2009t o Marc h 31, 2010	June 11, 2009 to Decemb er 31, 2009	May 13, 2009 to Decemb er 31, 2009	January 12, 2009 to Decemb er 31, 2009	January 1, 2009 to Decemb er 31, 2009	April 1, 2008 to Marc h 31, 2009	January 1, 2008 to Decemb er 31, 2008	
Sharda Balkan Agrochemic als Limited ⁽¹⁾	EUR	-	78.84	-	78.64	-	-	-	-	-	-	-	-	70.58	-	-	64.21	-	58.43	-	-	-	-	-	-	-	-	-	-	-
Shardacan Limited ⁽²⁾	CAD	-	56.55	-	58.03	-	-	-	-	-	-	-	-	53.54	-	49.14	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sharda Costa Rica SA ⁽²⁾	CRC	0.11		0.11	-	0.10	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sharda De Guatemala, S.A. ⁽²⁾	GTQ	-	7.31	-	7.34	-	-	-	-	6.61	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sharda Del Ecuador CIA. Ltda. ⁽¹⁾	USD	-	58.31	-	58.82	-	-	-	-	-	-	-	-	53.95	-	-	49.00	-	-	-	-	45.75	-	-	-	-	-	47.68	-	-
Sharda Do Brasil Comercio De Produtos Quimicos E Agroquimicos LTDA ⁽¹⁾	BRL	-	26.48	-	27.33	-	-	-	-	-	-	-	-	27.62	-	-	27.77	-	-	26.13	-	-	-	-	-	-	-	-	-	-
Sharda Hellas Agrochemic als Limited ⁽¹⁾	EUR	-	78.84	-	78.64	-	-	-	-	-	-	-	-	70.58	-	-	64.21	-	58.43	-	-	-	-	-	-	-	-	-	-	-
Sharda Hungary Kft ⁽²⁾	HUF	-	0.27	-	0.26	-	-	-	-	-	-	0.24	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sharda Internationa l DMCC ⁽¹⁾	USD	60.45		59.07	-	-	54.33	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sharda Internationa l FZE ⁽¹⁾	USD	-	-	-	-	-	-	-	-	-	-	-	-	-	47.83	-	-	45.58	-	-	-	-	47.55	-	-	-	-	-	46.12	-
Sharda Italia SRL ⁽¹⁾ and ⁽²⁾	EUR	-	78.84	-	78.57	-	-	-	69.92	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sharda Peru SAC ⁽²⁾	PEN	-	21.57	-	21.80	-	-	-	-	-	-	-	-	20.72	-	-	18.00	-	-	-	-	15.99	-	15.94	-	-	-	-	-	-
Sharda Polska SP.ZO.O ⁽²⁾	PLN	-	19.10	-	18.82	-	-	-	-	-	-	-	-	16.77	-	-	15.49	-	-	-	-	15.67	-	-	-	-	16.18	-	-	-
Sharda Spain, S.L. ⁽¹⁾	EUR	-	78.84	-	67.71	-	-	-	-	-	68.51	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sharda Swiss SARL ⁽¹⁾	CHF	-	64.79	-	64.61	-	-	-	-	-	-	-	-	58.21	-	-	52.15	-	-	-	45.17	-	-	-	-	-	-	-	-	-
Sharda Ukraine LLC ⁽²⁾	UAH	-	7.08	-	7.02	-	-	-	-	-	-	-	-	6.74	-	-	6.15	-	-	-	-	5.69	-	-	-	5.99	-	-	-	-

Name of company	Curren cy	Average rates in ₹ as of																												
		Marc h 31, 2014	Decemb er 31, 2013	April 1, 2013 to Septemb er 30, 2013	January 1, 2013 to Septemb er 30, 2013	Octob er 13, 2012to March 31, 2013	April 1, 2012 to Marc h 31, 2013	May 9, 2012to Decemb er 31, 2012	April 11, 2012 to Decemb er 31, 2012	March 7, 2012 to Decemb er 31, 2012	Februar y 20, 2012 to Decemb er 31, 2012	Februar y 8, 2012 to Decemb er 31, 2012	January 20, 2012 to Decemb er 31, 2012	January 1, 2012 to Decemb er 31, 2012	April 1, 2011 to Marc h 14, 2012	March 4, 2011 to Decemb er 31, 2011	January 1, 2011 to Decemb er 31, 2011	April 1, 2010 to Marc h 31, 2011	May 31, 2010 to Decemb er 31, 2010	March 31, 2010 to Decemb er 31, 2010	March 1, 2010 to Decemb er 31, 2010	January 1, 2010 to Decemb er 31, 2010	April 1, 2009 to Marc h 31, 2010	June 11, 2009 to Decemb er 31, 2009	May 13, 2009 to Decemb er 31, 2009	January 12, 2009 to Decemb er 31, 2009	January 1, 2009 to Decemb er 31, 2009	April 1, 2008 to Marc h 31, 2009	January 1, 2008 to Decemb er 31, 2008	
Sharda USA LLC ⁽¹⁾	USD	-	58.27	-	58.82	-	-	-	-	-	-	-	-	53.96	-	-	49.00	-	-	-	-	45.75	-	-	-	-	-	47.68	-	44.06
Shardarus LLC ⁽¹⁾	RUB	-	1.84	-	1.87	-	-	-	-	-	-	-	-	1.73	-	-	1.56	-	-	-	-	1.50	-	-	-	-	-	1.60	-	1.64
Shardaserb DO.O ⁽²⁾	RSD	-	0.69	-	0.69	-	-	-	-	-	-	-	0.63	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sharzam Limited ⁽²⁾	ZMK	-	0.01	-	0.01	-	-	0.01	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sharda Chile SpA ⁽¹⁾	USD	61.02	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sharda Cropchem Espana, S.L. ⁽¹⁾	EUR	83.55	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

⁽¹⁾ Source of exchange rate: www.mecklai.com

⁽²⁾ Source of exchange rate: www.oanda.com

Industry and Market Data

Unless stated otherwise, industry and market data used in this Red Herring Prospectus have been obtained or derived from publicly available information as well as industry publications and sources. Industry publications generally state that information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Accordingly, no investment decision should be made solely on the basis of such information. Although we believe that industry data used in this Red Herring Prospectus is reliable, it has not been independently verified. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the section “Risk Factors” on page 18. Accordingly, investment decisions should not be based solely on such information. In the sections “Summary of Industry” and “Industry Overview” on pages 45 and 101, all sales information included from the source “Phillips McDougall, AgriService 2014 v1.0” is presented at the distributor level, with currency conversions performed using average year exchange rates.

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

Definitions

For definitions, see “Definitions and Abbreviations” on page 1. In the section “Main Provisions of the Articles of Association” on page 464, defined terms have the meaning given to such terms in the Articles of Association.

FORWARD-LOOKING STATEMENTS

This Red Herring Prospectus contains certain “forward-looking statements”. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “project”, “will”, “will continue”, “will pursue” or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by the forward-looking statements due to risk or uncertainties. Certain important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
- Inability to successfully obtain registrations in a timely manner or at all;
- Unfavourable climatic conditions adversely affecting the agricultural industry;
- Introduction of alternative crop protection measures;
- Inability to maintain or manage relationships with third parties, being manufacturers or formulators.

For further discussion on factors that could cause actual results to differ from expectations, see “Risk Factors”, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 18, 121 and 312, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

Forward-looking statements reflect current views as of the date of this Red Herring Prospectus and are not a guarantee of future performance. These statements are based on the management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, the Selling Shareholders, our Directors, the BRLMs 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. Our Company will ensure that the investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchanges.

SECTION II: RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. You should carefully consider all information in this Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. If any or some combination of the following risks actually occur, our business, prospects, results of operations, cash flows and financial condition could suffer, the trading price of the Equity Shares could decline and you may lose all or part of your investment. Investors in the Equity Shares should pay particular attention to the fact that we are subject to extensive regulatory environment that may differ significantly from one jurisdiction to other.

We have described the risks and uncertainties that our management believes are material, but these risks and uncertainties may not be the only ones we face. Some risks may be unknown to us and other risks, currently believed to be immaterial, could be or become material. To obtain a complete understanding of our business, you should read this section in conjunction with the sections “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Financial Statements” on pages 121, 312 and 189, respectively.

This Red Herring Prospectus also contains forward-looking statements, which refer to future events that involve known and unknown risks, uncertainties and other factors, many of which are beyond our control, which may cause the actual results to be materially different from those expressed or implied by the forward-looking statements. See “Forward-Looking Statements” on page 17. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section.

Internal Risk Factors

1. *There are outstanding criminal proceedings against one of our Promoter and Independent Director.*

There are four criminal proceedings pending against Ramprakash V. Bubna, our Promoter, Chairman and Managing Director, in his capacity of non-executive director of Piramal Financial Services Limited (“PFSL”), before the Metropolitan Magistrate, Ahmedabad under Section 138 of the Negotiable Instruments Act, 1881, as amended (the “NI Act”) in relation to dishonour of cheques issued by PFSL to various entities. For further details, see “Outstanding Litigation and Material Developments - Litigation involving our Promoters – Litigation against Ramprakash V. Bubna – Criminal Cases” on page 339. Further, there are two criminal proceedings pending against M. S. Sundara Rajan, our Non-Executive and Independent Director, in his capacity of an independent director of Varun Industries Limited (“VIL”), before various forums including Metropolitan Magistrate, Mumbai under Section 138 of the NI Act in relation to dishonour of cheques issued by VIL to various entities. For further details, see “Outstanding Litigation and Material Developments - Litigation involving our Directors – Litigation against M. S. Sundara Rajan – Criminal Cases” on page 340.

We cannot assure you that these proceedings will be decided in favour of our Promoter or our Independent Director involved therein. An adverse outcome in the above mentioned proceedings could have an adverse effect on the ability of our Promoter and Independent Director, who are involved in the above proceedings, to serve our Company, which may have a material adverse effect on our business, prospects, financial condition and results of operations. Further, such an adverse outcome may also have an adverse effect on our reputation and may affect our future business.

2. *There are outstanding legal proceedings involving us, our Promoters, Subsidiaries and Directors.*

There are outstanding legal proceedings involving us, our Promoters, Subsidiaries and Directors. These proceedings are pending at different levels of adjudication before various courts, tribunals and other authorities, from which further liability may arise. A summary of such outstanding legal proceedings as of the date of this Red Herring Prospectus is as follows:

Litigation against our Company

Sr. No.	Nature of cases	No. of outstanding cases	Amount involved (in ₹ millions)
1.	Direct tax	3	416

Sr. No.	Nature of cases	No. of outstanding cases	Amount involved (in ₹ millions)
2.	Indirect tax	1	78.51

Litigation against our Directors

Sr. No.	Nature of cases	Litigation against	No. of outstanding cases	Amount involved (in ₹ millions)
1.	Criminal	Ramprakash V. Bubna	4	40.33
2.	Criminal	M. S. Sundara Rajan	2	29.20

Litigation against our Subsidiaries

Sr. No.	Nature of cases	Litigation against	No. of outstanding cases	Amount involved
1.	Civil	Sharda Europe BVBA	1	-
2.	Civil	Sharda Bolivia S.R.L.	1	.*
3.	Indirect Tax	Sharda de Mexico S De RL DE CV	1	7.75 million MXN

* For details on the amount involved in this matter, see “Outstanding Litigation and Material Developments – Litigation involving Subsidiaries –Sharda Bolivia S.R.L. - Litigation against Sharda Bolivia – Civil Cases”

Litigation against our Promoters

Sr. No.	Nature of cases	Litigation against	No. of outstanding cases	Amount involved (in ₹ millions)
1.	Criminal	Ramprakash V. Bubna	4	40.33

For further details of outstanding legal proceedings involving us, our Promoters, Subsidiaries and Directors, see “Outstanding Litigation and Material Developments” on page 337.

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

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

Further, we also explore opportunities and venture into new jurisdictions. We may have limited experience and knowledge of the market and regulatory conditions in such jurisdictions. Also, we are subject to additional risks in relation to complying with a wide variety of local laws, including restrictions on the import and export of certain intermediates, chemicals, technologies and multiple and possibly overlapping tax structures. Additionally, regulatory and procedural requirements are subject to change and as a result, may, at times, be unclear or inconsistent. Consequently, there is an increased risk that we may inadvertently fail to comply with such regulations or procedures, which could lead to a variety of sanctions being imposed by the relevant authorities, as well as withholding or delay in receipt of regulatory approvals for formulations or generic active ingredients. Further, any adverse change in the regulatory environment in the future may subject us to increased obligations and may adversely affect our business, cash flows and results of operations.

If we fail to comply with applicable statutory, regulatory or procedural requirements for obtaining registrations in different jurisdictions, there could be a delay in the grant of registrations and consequently delay in the distribution of formulations or generic active ingredients and we may lose the identified business opportunity. Moreover, if we fail to comply with various conditions attached to

such registrations and permissions once received, the relevant regulatory body may suspend, curtail or revoke our ability to distribute such formulations or generic active ingredients. If we fail to obtain or comply with the conditions in such registrations and other related approvals, in a timely manner or at all, our business, results of operations, cash flows and financial condition could be adversely affected.

4. ***As part of our strategy, we propose to launch new formulations and generic active ingredients, primarily, pursuant to our own registrations from time to time. The process of seeking registrations for any formulation or generic active ingredient is complex, expensive and time consuming. If we are unable to successfully obtain registrations in a timely manner or at all, we may lose the market opportunities which may result in our delay or failure to recover the costs incurred towards seeking registrations and other related activities and may adversely affect our operations and profitability.***

We, primarily, distribute formulations and generic active ingredients pursuant to our own registrations. We have, in the past, and will, in the future, continue to focus on seeking registrations for formulations and generic active ingredients in our own name. The legal and procedural requirements for seeking registrations differ in each jurisdiction. Amongst the regulated markets including Europe, the United States, Brazil and Japan, the process and regulatory requirements to seek registrations for formulations or generic active ingredients are fairly complex and stringent.

Further, the registration process is capital intensive and requires large financial commitment. We invest substantial capital *inter alia* on creating the dossier, the registration fees, data compensation cost, particularly, in the United States, field trials, fees to consultants, laboratories and other intermediaries to ensure compliance with applicable regulatory requirements, safety standards and effectiveness of the formulation on crops. In addition to seeking registration of formulations and generic active ingredients in the Company's name, the Company also incurs significant expenditure for seeking registrations of formulations and generic active ingredients in the name of its Subsidiaries as well as certain third parties including distributors, consultants and Group Companies for which the Company derives economic benefits. For further details in relation to cost incurred in the registration process, see "Industry Overview" on page 101.

Further, obtaining registration for formulations or generic active ingredients is a time consuming process. Registration of formulations or generic active ingredients is dependant upon the result of different tests. Certain jurisdictions require field trials of the formulations on crops in different climatic and soil conditions and accordingly such field trial are necessarily spread over a span of time and across different geographic areas. Further, in the past, we have experienced delays in obtaining registration on account of various factors such as change in applicable laws and discrepancy in dossiers submitted. If we are unable to obtain the necessary registration for formulations or generic active ingredients in a timely manner or at all, we may lose the market opportunity. Consequently, our returns may be lower than anticipated which may result in our failure to recover the costs incurred towards seeking the registration, which could adversely affect our growth, profitability, financial condition and market position.

5. ***We are required to obtain, renew and maintain statutory and regulatory permits, registrations, licenses and approvals for our business operations from time to time. Any failure or delay to obtain or renew them may adversely affect our operations.***

We require certain statutory and regulatory permits, licenses and approvals to carry out our business operations and applications for their renewal need to be made within certain timeframes. Particularly for our agrochemical business, we are required to hold registrations for formulations and generic active ingredients across jurisdictions in which we operate and some of such registrations may be subject to periodical renewal by the authorities. The period after which renewal is required and the procedure for renewal varies from jurisdiction to jurisdiction. While we have applied renewal for a few of these approvals, registrations and permits, we cannot assure you that we will receive these approvals and registrations in a timely manner or at all. Further, if we are unable to renew or obtain necessary permits, licenses and approvals on acceptable terms, in a timely manner or at all, our business, operations and financial conditions may be adversely affected. For further details, see "Government and Other Approvals" on page 342.

6. ***We offer diversified range of formulations and generic active ingredients to protect different kind of crops in the agricultural industry, which is seasonal and cyclical in nature. Accordingly, if the***

agricultural industry in the regions in which we operate is adversely affected by unfavourable climatic conditions, the demand for formulations or generic active ingredients in such region could be adversely affected.

Our agrochemical business is heavily dependent on the agricultural industry which, in turn, is subject to soil and climatic conditions, rainfall, seasonal and other weather factors, which make the performance of the agricultural sector as a whole or the levels of production of a particular crop relatively unpredictable. Further, global warming and other changes to the weather pattern are being witnessed globally which may make it difficult for us to place reliance on weather forecasts and growth opportunities.

The weather can affect the presence of diseases and pest infestations in the short term on a regional basis, and accordingly, may negatively affect the demand for formulations and generic active ingredients. Further, on account of seasonality of the agricultural industry, our operating results may fluctuate from quarter to quarter and the sales pattern of the formulations or generic active ingredients across the world may also be different from our projections and estimates.

Accordingly, if the agricultural sector in the regions where we operate, and particularly the crops to which our formulations or generic active ingredients cater are adversely affected by unfavourable soil or climatic conditions, poor rainfall, seasonal fluctuations, commodity crop price fluctuations or any other extraneous events, the demand for formulations or generic active ingredients and hence the results of our agrochemical operations and our business, financial condition, cash flows and results of operations could be adversely affected.

7. *Our results of operations are subject to risks arising from exchange rate fluctuations.*

Whilst our reporting currency is Indian Rupees, we transact a significant portion of our business in several other foreign currencies, primarily, in U.S. Dollars, Euros and British Pound. Accordingly, substantial portion of our revenues are denominated in foreign currencies. Moreover, due to the time gap between the accounting of sales and realisation of payment, the foreign exchange rate at which the sale is recorded in the books of account may vary with the foreign exchange rate at which the cash is realised by us, thereby benefiting or adversely affecting us, depending on the depreciation or appreciation of Rupee.

We also source formulations and generic active ingredients in their finished form from third party manufacturers, primarily, in China or India, for onward sale. Further, we procure generic active ingredients for the preparation and sale of formulations wherein we outsource the process of preparation of formulations to third party formulators, primarily, in Europe and United States. Accordingly, the prices or fees we pay for procurement, preparation of formulations and seeking registrations are denominated in foreign currencies, predominantly in U.S. Dollars and Euros. Similarly, substantial part of our revenue from operations for non-agrochemicals is denominated in U.S. Dollars, Euros and Australian Dollars and payment for their procurement is predominantly made in U.S. Dollars. Further, due to the time gap between the accounting of purchases and actual payments, the foreign exchange rate at which the purchase is recorded in the books of account may vary with the foreign exchange rate at which the payment is made, thereby benefiting or affecting us, depending on the appreciation or depreciation of Rupee.

As of Fiscals 2014 and 2013, unhedged foreign exchange exposure on an unconsolidated basis in relation to (i) receivables for goods aggregated to ₹ 2,531.41 million and ₹ 2,518.85 million, respectively; (ii) payables for goods and services aggregated to ₹ 1,591.36 million and ₹ 1,536.03 million, respectively; and (iii) payables for capital expenses aggregated to ₹ 584.94 million and ₹ 626.95 million, respectively. We are, therefore, exposed to risks arising from exchange rate fluctuations.



Since a substantial portion of our revenue and expenditure is in foreign currencies, we enjoy a natural hedge to a certain extent. With respect to any foreign currency exposure over and above the natural hedge, we enter into spot and forward exchange contracts and use of such contracts broadly subjects us to market and credit risk, including counterparty credit risk and the risk of incurring financial losses. In the event the foreign exchange rates move contrary to expectations or if our risk management procedures prove to be inadequate, it could adversely affect our results of operation, cash flows,


liquidity and financial condition.

8. ***We derive significant portion of our revenue from formulations and generic active ingredients based on certain generic molecules. Our business may be materially and adversely affected if any of these generic molecules are substituted by another generic molecule.***

As of March 31, 2014, our top five molecules comprising of, Tebuconazole, Imidacloprid, Quizalofop, Chlorpyrifos and 2,4-D Acid, contribute 13.28%, 7.45%, 5.57%, 6.18% and 3.85% of our restated consolidated revenue from operations. For details, see “Our Business – Top Five Molecules” on page 131. While the composition of the top generic molecules contributing to our revenues undergoes a change every year owing to the nature of our business, any adverse regulatory action, increased competition or fluctuation in demand or supply of these generic molecules, our revenue from these generic molecules and the resultant formulations and generic active ingredients may decline in the future. Further, these generic molecules generate significant portion of their total individual revenue from certain specific jurisdictions such as Europe, NAFTA and Latin America, and in the event that these generic molecules or the formulations or generic active ingredients based on the same are not able to generate revenue as anticipated from these jurisdictions and which is not compensated through increased revenue from other jurisdictions, such loss of revenue could adversely affect our business, results of operations, cash flows and financial condition. For details of our top five generic molecules, see “Our Business” on page 121.

We seek to expand our product portfolio by registering formulations and generic active ingredients based on certain new and existing generic molecules in different segments. Our ability to expand in such segments will depend on various factors, including our ability to identify generic molecules, demand and accessible markets for niche formulations and generic active ingredients, the demand for and pricing pressures from competitors regarding such niche formulations and generic active ingredients in the domestic and international markets. Our failure to appropriately identify and respond to competitive pressures in this segment or successfully introduce new generic agrochemicals may adversely affect our strategy and future results of operations.

9. ***We do not own the SHARDA CROP CHEM LIMITED and  trademarks and have made applications for registration of the same. Until we receive the registration, SHARDA CROP CHEM LIMITED and  trademarks enjoy limited legal protection and our ability to use the trademarks and logo may be impaired.***

We have submitted six applications for registration of SHARDA CROP CHEM LIMITED and  and the same are pending. For details, see “Government and Other Approvals” on page 342. Accordingly, we may not be able to efficiently prevent any unauthorized use of the logo and trademark. Any such unauthorized usage of the logo could result in the dilution of the logo recognized with our Company and loss of reputation which may result in adverse effects to our business and results of operations.

10. ***Our agrochemical business could be adversely affected by introduction of alternative crop protection measures such as biotechnology products, pest resistant seeds or genetically modified (“GM”) crops.***

Our agrochemical business may be adversely affected by increased use of biotechnology products, pest resistant seeds, GM crops and other organic crop protection substitutes of formulations or generic active ingredients. The adoption of the products derived through biotechnology or alternative pest management and crop protection measures could have a negative impact on traditional formulations or generic active ingredients. While the launch and wide commercial use of GM crops may take some time, GM crops are likely to have more resistance to insects, pests and disease than non-GM crops and therefore, may require significantly less use of agrochemicals than non-GM crops. The growth and acceptance of such alternative pest management and crop protection products and measures by consumers may have an adverse effect on sales of our formulations which thereby may affect our financial condition and results of operations.

11. ***We are susceptible to product liability claims that may not be covered by insurance and may subject us to substantial expenditure thereby adversely affecting our reputation and if the claim is successful, could require us to pay substantial amounts.***

We face the risk of loss resulting from, and the adverse publicity associated with, product liability lawsuits in the jurisdictions that we operate in, especially in the United States and Europe, whether or not such claims are valid. We may also be subject to claims resulting from manufacturing defects or negligence in storage, packaging or handling which may lead to the deterioration of formulations or generic active ingredients. Even unsuccessful product liability claims would likely require us to incur substantial expenses on litigation, divert management's time, adversely affect our goodwill and impair the marketability of formulations.

We are liable for the quality of the formulations and generic active ingredients for the duration of their shelf life. Disputes over non-conformity of formulations or generic active ingredients with prescribed quality standards or specifications are generally referred to independent testing laboratories. If any independent laboratory confirms that the formulations or generic active ingredients do not conform to the prescribed or agreed standards and specifications, we may be required to bear the expenses of replacing and testing such formulations or generic active ingredients, which could adversely affect our business, results of operations, cash flows and financial condition.

In addition, we cannot be certain that our product liability insurance will, in fact, be sufficient to cover such claims or our policy limits will be sufficient to cover such claims or that we will be able to maintain adequate insurance coverage in the future at acceptable costs. Further, our insurance cover may not cover the jurisdictions in which we distribute formulations or generic active ingredients. A successful product liability claim that is excluded from coverage or exceeds our policy limits may require us to pay substantial sums and may adversely affect our financial position and results of operations. In addition, insurance coverage for product liability may become expensive in the future. From time to time, the agrochemical industry has experienced difficulty in obtaining desired product liability insurance coverage.

The risk of product liability suits is also likely to increase as we obtain registrations for more formulations and generic active ingredients and enhance our portfolio. While we maintain comprehensive general liability insurance policy for formulations and generic active ingredients and our non-agrochemical products, if any product liability claim not covered by insurance or exceeds the policy limits were sustained against us, it could adversely affect our business, financial condition, results of operations and cash flows.

12. *A substantial portion of our business involves third parties, being manufacturers or formulators, and we rely on them for supply of formulations or generic active ingredients in their finished form or for outsourcing the preparation of formulations or packaging, labelling, consultation, storage and distribution. If we do not maintain and manage our relationships with these third parties, our business, results of operations could be adversely affected.*

We rely on third parties for undertaking a substantial portion of our operations including supply of formulations or active ingredients in their finished form or undertaking preparation of formulations, packaging, consultation, storage and distribution. We source formulations and generic active ingredients in their finished form from third party manufacturers, primarily, in China or India, for onward sale. We also procure generic active ingredients for the preparation and sale of formulations wherein we outsource the process of preparation of formulations to third party formulators, primarily, in Europe and United States. Whilst we have short term to long term contracts with the third party manufacturers, we do not have similar contracts with the third party formulators. For further details, see "Risk Factors – We may not enter into definitive contracts with all third party manufacturers for procurement of formulations and generic active ingredients in their finished form. Further, we do not have definitive contracts with any third party formulators for outsourcing the preparation of formulations." on page 24.

We also engage consultants and rely on their knowledge for legal and procedural compliances while seeking registrations of formulations and generic active ingredients. Further, we enter into warehousing arrangements with warehouses in different countries to store formulations and generic active ingredients.

We may not be able to find suitable third party entities or successfully enter into arrangements on commercially reasonable terms, or at all, for execution of orders. Additionally, we have limited control over the operations and businesses of such third party entities. Our relationships with such third parties

are on non-exclusive basis, which allows such entities to engage with our competitors. We also compete for these third parties with other leading agrochemical companies that may have more visibility, greater brand recognition and financial resources, and a broader product portfolio than we do. If our competitors provide greater incentives to these third party entities, they may choose to process and promote the formulations or active ingredients of our competitors instead of our formulations or generic active ingredients. Our dependence on arrangements with third parties may subject us to a number of risks, including:

- not being able to control the amount and timing of resources that the third parties may devote towards ensuring availability of formulations or generic active ingredients;
- financial difficulties, bankruptcy proceedings, etc., that may be faced by such third parties during the course of execution;
- delay in obtaining registrations in a timely and efficient manner;
- significant changes in the business strategy of third parties that may adversely affect its willingness or ability to fulfil their obligations under our orders;
- inadequate marketing and distribution resulting in surplus formulations or generic active ingredients.

If we fail to maintain or manage our relationship with third parties for any of the operations that we outsource or in the markets in which we operate or the new markets where we intend to venture, our business, results of operations, cash flows and financial condition could be adversely affected.

13. *We may not enter into definitive contracts with all third party manufacturers for procurement of formulations and generic active ingredients in their finished form. Further, we do not have definitive contracts with any third party formulators for outsourcing the preparation of formulations.*

Majority of our arrangements for procurement of formulations and generic active ingredients in their finished form are undertaken on the basis of purchase orders and invoices, on a transaction to transaction basis. We also procure generic active ingredients for the preparation and sale of formulations wherein we outsource the process of preparation of formulations to third party formulators, primarily, in Europe and United States. Until date, we do not have any contracts with such third party formulators in Europe and United States. Going forward, we propose to continue with the same approach. Whilst, this approach allows us flexibility to determine the terms of each transaction with them, we may be subject to price volatility caused by various factors, including commodity market fluctuations, the quality and availability of supply, currency fluctuations and consumer demand. Further, we approach several third party manufacturers and third party formulators to ensure consistent supply, however, there can be no assurance that we will not experience supply disruptions in the future. The third party manufacturers or third party formulators may be unable to provide us with sufficient quantities at a suitable price for us to meet the market demand. In certain circumstances, the third party manufacturers or third party formulators may also choose to supply the formulations or generic active ingredients to our competitors instead of us at relatively lower prices.

14. *Our success depends on our ability to retain and attract technical personnel and various other professionals including consultants. If we are not able to retain them or recruit additional qualified personnel, we may not be able to successfully develop our business.*

We are assisted by various technical personnel and experienced professionals including consultants globally to provide us with critical market and regulatory information applicable to the jurisdictions where they operate. These consultants are familiar with the application processes for seeking registrations in different jurisdictions and are involved in preparation of dossiers. We benefit from their experience and the loss of their association with us may significantly delay or prevent the development of our business.

Competition among agrochemical companies for qualified professionals is intense and the ability to retain or associate with qualified individuals is critical to our success. Furthermore, as we expect to

continue to expand our operations and seek registrations for formulations and generic active ingredients, we will need to continue to attract and retain such professionals.

There can be no assurance that we will be able to retain and attract such professionals in the future on acceptable terms, or at all, and the failure to do so may have an adverse effect on our business and results of operations.

15. *A substantial portion of our agrochemical and non-agrochemical sales are undertaken against future payment on an unsecured basis which may subject us to significant credit risk.*

We deliver a significant portion of formulations, generic active ingredients and non-agrochemical products against future payment. Our credit terms vary according to local market practice and typically, the credit period ranges between 30 days to 180 days. If any of our customers fail to make payments to us or become insolvent, we would suffer losses and our business, financial condition and results of operations could be adversely affected. Whilst we believe that we have not experienced material losses in this respect, but in severe abnormal conditions there can be a significant impact on our customers' ability to pay their debts, which could result in a material adverse effect on our business, results of operations and financial condition. Moreover, majority of our agrochemical and non-agrochemical sales are not supported by letters of credit or bank guarantee. We typically ship formulations or generic active ingredients on delivery against acceptance basis. The documents evidencing title to the formulations or generic active ingredients are released to the buyers only against acceptance of documents for payment at a future date. In case of any disputes or differences or default with regard to our payments, we would have to initiate appropriate recovery proceedings and in many instances in the jurisdiction of the customer which may pose additional challenges due to unawareness of the civil laws and procedures of such jurisdiction. Further, we may be subject to working capital shortages due to delays or defaults in payments by customers. If buyers default in their payments on an assignment for which we have devoted significant resources or if an order or assignment in which we have invested significant resources is delayed, cancelled or curtailed, it could have a material adverse effect on our business, financial condition, results of operations and cash flows.

16. *Any delay in production at, or shutdown of any of the facilities of third party manufacturers or formulators or failure to meet quality requirements, could adversely affect our business, cash flows and results of operations.*

We do not own any manufacturing facility and rely on third party manufacturers, primarily based in China or India and in some cases on manufacturers in the local jurisdictions in which we intend to undertake the sale, for supply of the formulations and generic active ingredients in their finished form. In addition to procurement of formulations in their finished form, we also rely on third party formulators, primarily, in Europe and United States, to whom we outsource the preparation of formulations. In the event that there are disruptions in the facilities of such third party manufacturers or formulators such as natural or man-made disasters, workforce disruptions, delays in receipt of regulatory approval, fire or the failure of machinery, it may impact our ability to deliver such formulations or generic active ingredients and meet with our commitments and could affect our business, prospects, results of operations and financial condition. We cannot assure you that we will be able to transfer orders to other third party manufacturer without breach of the conditions of registration of any formulation or generic active ingredient or incurring any significant liability or transfer orders at all, which could affect our business, prospects, results of operations, cash flows and financial condition.

Our agreements with our customers require us to supply formulations or generic active ingredients in compliance with specific delivery schedules. Failure on their or our part to adhere to contractually agreed timelines may have the following, amongst others, consequences:

- there may be delays in payment to us for formulation or generic active ingredient;
- we may become liable to pay liquidated damages;
- claims may be brought against us for losses suffered as a result of our non-performance;
- the order may be cancelled; and

- damage to our reputation.

Additionally, use of third party manufacturers and formulators is subject to certain additional risks, such as our inability to monitor the quality, safety and manufacturing processes on a continuous basis at such third party manufacturing facilities. While the manufacturers are required to meet standards and norms prescribed by the Food and Agriculture Organisation of the United Nations and issue a certificate of analysis, there can be no assurance that such third parties would maintain the quality standards in respect of formulations or generic active ingredients. In the event after the formulations or generic active ingredients reach the market, certain developments including the re-review of formulations or generic active ingredients that are already marketed, new scientific information, greater scrutiny in advertising and promotion, the discovery of previously unknown side effects could adversely affect demand for such formulations or generic active ingredients.

If these third party manufacturing facilities cease to be available to us at costs acceptable to us or we experience problems with, or interruptions in such services or quality standards and we are unable to find other facilities to provide similar manufacturing capacity on comparable terms and on a timely basis, our operations would be disrupted and our results of operations and cash flows could be adversely affected.

17. *We have historically derived a substantial portion of our revenue from operations in agrochemicals from Europe and Latin America and if we fail to continue to generate significant revenue from operations from these regions, it may adversely affect our business, market position and results of operations.*

For the Fiscals 2014 and 2013, we derived a significant percentage of our revenue from operations in agrochemicals from Europe and Latin America. For example, we derived 60.92% and 42.92% of our unconsolidated revenue from operations in agrochemicals from Europe for Fiscals 2014 and 2013, respectively, and we derived 19.84% and 34.09% of our unconsolidated revenue from operations in agrochemicals in Latin America for the Fiscals 2014 and 2013, respectively. As a result, our business, financial condition and results of operations have been and will continue to be dependent on the prevailing agrochemical market conditions in Europe and Latin America. We cannot assure you that we will be able to continue to generate a significant portion of our revenue from operations from these markets.

We also continue to evaluate initiatives and strategies to increase our presence in these markets. The success of such expansion in different markets is dependent upon our ability to continue to obtain registrations from the relevant regulatory authorities for formulations and generic active ingredients which we intend to sell, as well as timely renewal of existing registrations. Any change in the regulations, practices or focus in relation to foreign agrochemical providers or process of registration, or abrupt changes in the climatic conditions, that results in a slowdown or inability to obtain government approvals or registrations could adversely affect this strategy, which in turn could adversely affect our business, market position, results of operations and cash flows.

Furthermore, our growth strategy in Europe and Latin America may not result in additional revenue or operating income as anticipated. The costs involved in expanding our presence in these markets may be higher than expected and we may face significant competition in these regions. Continuous price erosion could adversely affect our sales revenue and profit potential in these regulated markets. These, as well as other changes in our business environment, may adversely affect our business, results of operations and cash flows.

18. *Increased competition may result in decreased demand or lower prices for our agrochemical and non-agrochemical products which could reduce our profitability.*

We face substantial competition from existing and potential competitors who may seek registration for same formulations or generic active ingredients as us in a particular jurisdiction or competitors who are already distributing and selling formulations and generic active ingredients which we propose to register. None of our registrations are granted exclusively to us and our competitors are free to seek registration for formulations or generic active ingredients for which we hold registrations. In the event that other players obtain registration for formulations or generic active ingredients registered in our name, it may adversely affect our sales and margin in relation to such registered formulation or generic

active ingredient.

Additionally, we compete with existing agrochemical companies on the basis of portfolio of our formulations and generic active ingredient offerings, product traits, including disease resistance, plant quality and other factors, as well as based on price, reputation, customer service and customer convenience. We have also undertaken forward integration of our operations and have set up our own sales forces in various countries. Though, we intend to maintain good relationships with our third party distributors, with the existence of our sales force in addition to third party distributors in some of such jurisdictions, we may end-up competing with these distributors in such countries. Some of our competitors are large multi-national companies that have significantly greater resources and access than those available to us. If we are unable to compete effectively, including in terms of pricing or providing quality formulations and generic active ingredients, our market share may decline, which could have a material adverse effect on our results of operations and cash flows.

Further, in relation to our non-agrochemical business of order based procurement and supply of Belts, dye and dyes intermediates, we face significant competition from other entities engaged in these businesses, many of which manufacture and market products similar to ours and are based in the same regional market or sell in the same markets that we cater to. Some of these competitors are larger and better placed to take advantage of efficiencies created by size, and have better financial resources or greater access to capital at lower costs, and may be better known in regional markets in which they compete. In addition, as the industry is highly fragmented, we also face competition from local manufacturers, who may be able to cater to local demands at a lower cost.

The players in these industries generally compete with each other on key attributes such as technical competence, quality of products and services, pricing, delivery and track record. As a result of intense competition, we may have to reduce the prices of our non-agrochemical offerings and/or increase expenditures in order to differentiate ourselves and achieve economies of scale which may adversely affect our profitability and margins. Our inability to compete successfully in industry would materially affect our business prospects, results of operations and cash flows.

19. *Any shortfall in the supply of generic active ingredients or an increase in generic active ingredient costs may adversely impact the pricing and supply of formulations and have an adverse effect on our business and results of operations.*

We procure generic active ingredients in their finished form for onward sale or for the purposes of formulations, primarily from the third party manufacturers in China and India. Generic active ingredients are subject to supply disruptions and price volatility caused by various factors including commodity market fluctuations, quality and availability of supply, currency fluctuations, consumer demand and changes in government programs. While we procure generic active ingredients from several third party manufacturers, within and outside India, there can be no assurance that we will be able to procure them on favourable terms in the future.

Further, any failure by suppliers to deliver the required generic active ingredients in the necessary quantities, adhere to delivery schedules, or provide the generic active ingredients as per the specified quality and technical specifications, would adversely affect our operations and productivity, and hence our results of operations. Any increase in the generic active ingredient prices or occurrence of any of the factors indicated above may result in corresponding increases in costs for formulations and may adversely impact our business, results of operations and cash flows.

If the demand for formulations or generic active ingredients slows, we could, be holding formulations and generic active ingredients in excess of the actual demand. A number of factors may reduce the demand for formulations and generic active ingredients including weather conditions and an over-supply on account of increased competition, among other things. Although we have capabilities to store certain levels of excess output, a sustained decrease in demand may result in us holding formulations and generic active ingredients for a period of time, which may have an adverse effect on business and results of operations.

20. *There have been certain instances in the past of delays in making regulatory filings with the RBI. We may be subject to regulatory actions including any monetary penalties that may be imposed by RBI.*

We have made overseas investments and incorporated various Subsidiaries outside India. In accordance with the requirements of the FEMA Regulations, we were required to make the prescribed filings with the RBI at the time of making remittance and certain annual filings in relation to the overseas investments. In the past, there have been instances of delay and failure in making the necessary filings with the RBI on account of various reasons such as changes in accounting policies and delay in procuring financials of the relevant subsidiaries. We have also received foreign investment in our Company. On June 9, 2011, our Company had issued Equity Shares to the non-resident shareholder in addition to the resident shareholders pursuant to a bonus issue and in this regard, there has been a delay in making the necessary filings with RBI. Such Equity Shares allotted to the non-resident shareholder pursuant to the bonus issue are also part of the Equity Shares being offered in the Offer. We cannot assure you that RBI will not impose any penalty on us or will not take any penal action in relation to the delays in making the necessary filings under the FEMA Regulations. In the event that any adverse actions are taken against us, our results of operations and profitability could be adversely affected.

21. ***Our failure to accurately forecast demand or in case of order based procurements, any cancellation of orders or delay in supply of formulations or generic active ingredients by third party manufacturers or formulators to meet such orders, could result in an unexpected shortfall or surplus in the supply of formulations or generic active ingredients resulting into higher inventory, which could adversely affect our operations and profitability.***

In Europe and the United States, we maintain inventory of formulations and generic active ingredients in warehouses based on existing demand trends to meet seasonal demand. We monitor such inventory levels based on our own projections of future demand. In certain instances, we also store formulations or generic active ingredients with our customers or formulators based on our forecast of their demand. In the past, we have experienced high levels of inventory of ₹ 1,020.19 million as per the Restated Consolidated Summary Statements as at March 31, 2012 to meet seasonal demand in Europe and NAFTA. If we are unable to appropriately estimate the demand for formulations or generic active ingredients for any reason, the same could result in surplus of inventory levels or unavailability of formulations or generic active ingredients in high demand resulting in below potential sales. Additionally, in case of order based procurements, any cancellation of orders or delay in supply of formulations or generic active ingredients by third party manufacturers or formulators to meet such orders, could also result in surplus or shortfall of formulations or generic active ingredients, which could adversely affect our operations. Further, excess stock subjects us to additional risks related to warehousing of formulations and generic active ingredients such as health and safety hazard and environmental damage and theft, which could adversely affect our operations and profitability.

22. ***In addition to distribution of formulations and generic active ingredients through third party distributors, as part of our strategy, we have also undertaken forward integration of our operations in various countries in Europe and in Mexico, Colombia, South Africa and India and propose to grow our business through forward integration in these and other jurisdictions. If our sales force is not able to penetrate existing markets or we are unable to increase our sales force, then our profitability could be adversely impacted.***

While, traditionally, we undertook distribution of formulations and generic active ingredients through third party distributors based in Europe, NAFTA, Latin America and Rest of the World, we have undertaken forward integration of our operations and have set up our own sales force in various countries in Europe as well as Mexico, Colombia, South Africa and India and propose to develop our business through forward integration in these and other jurisdictions.

Our forward integration efforts have in the past and may going forward face resistance from existing third party distributors in various jurisdictions in which we operate and propose to operate. We may be unable to increase our sales force and access within these jurisdictions. This may result in us not being able to extend our reach and the customers may prefer to continue to purchase formulations through established third party distributors. This may affect our ability to increase the penetration of formulations and generic active ingredients, which could adversely affect our operations and profitability could be adversely impacted.

23. ***We rely on authorities granting registrations for protection of intellectual property rights and against counterfeit products, especially in emerging markets. In the event that the formulations or generic active ingredients are marketed and sold under the label or name similar to ours, by other entities and we are not able to obtain necessary protection from authorities granting registrations,***

we may suffer loss of revenue or damage to our reputation which could adversely affect our competitive position, business and results of operations.

We obtain registration for formulations and generic active ingredients in different jurisdictions whereby the label and name under which such formulations or generic active ingredients shall be distributed is specified. While we believe that the authority granting us registration for a particular formulation or generic active ingredient would not grant a registration for such formulation or generic active ingredient under the same label and name to another applicant, the said label or name is not registered under any specific intellectual property rights.

Further, the entities operating in our markets could pass off their own spurious or sub-standard formulations or generic active ingredients, including counterfeit or pirated formulations or generic active ingredients. Certain entities could imitate our label, name, packaging materials or attempt to create look-alike products. The proliferation of formulations and generic active ingredients with unauthorised label or name, and the time and attention lost to defending claims and complaints about counterfeit formulations and generic active ingredient could have an adverse effect on our goodwill, market share, growth prospects and results of operations.

Further, while we endeavour to ensure that we do not infringe the intellectual property rights of third parties, we cannot determine with certainty whether we are infringing upon any existing third party intellectual property rights. We cannot assure that we will not receive any claims of the registered owners disputing sale of any formulations or generic active ingredients by us. Any claims of infringement, regardless of merit or resolution of such claims, could force us to incur significant costs in responding to, defending and resolving such claims, and may divert the efforts and attention of our management and technical personnel away from our business. We could be required to pay third party infringement claims, alter our business methodology, obtain licenses or cease some portions of our agrochemical operations. The occurrence of any of the foregoing could result in unexpected expenses. In addition, if we are required to cease distribution of affected formulations or generic active ingredients, our revenue could be materially and adversely affected.

- 24. *Non-compliance with the instructions prescribed on the label of formulations and generic active ingredients or indiscriminate uses of formulations marketed or distributed by us could adversely impact our sales.***

All formulations are packed with instructions about the optimum dosage and usage method and labels of generic active ingredients typically provide for directions for use. However, any wrong usage of formulations by the end user could damage crops. While usage of formulations and generic active ingredients by end users as per the instructions is not in our control, any such damage could result in potential litigation instituted by end users raising questions on the nature of instructions and may consequently tarnish our reputation. We may have to incur significant costs defending in such suits which may impact our sales and hence our profitability.

- 25. *If any third party laboratory on which we rely for tests does not perform its obligations as contractually required or in accordance with Good Laboratory Practices (“GLP”), we may not be able to obtain regulatory approval or commercialize formulations.***

We approach independent certified laboratories and other third party service providers for conducting tests of new formulations and generic active ingredients and expect to continue to do so. We do not control many aspects of their activities and third party laboratories may not complete activities on schedule or may not conduct studies in accordance with applicable plans and protocols. Nonetheless, in certain jurisdictions we are responsible for confirming that each of our laboratory tests is conducted in accordance with its protocol and GLP standards. If third parties fail to carry out their obligations, development of formulations or generic active ingredients, their registration and commercialization could be delayed or prevented or an enforcement action could be brought against us which may adversely affect our business, financial condition and results of operations.

- 26. *We derive beneficial interest from sale of formulations and generic active ingredients pursuant to registrations which are owned by third parties being our distributors, consultants and our Group Company, Sharphil Inc.. If we are unable to derive the beneficial interest from such sales, we may be unable to recover our expenses towards these registrations and our profitability may be adversely***

affected.

We primarily distribute formulations and generic active ingredients pursuant to our own registrations. To a certain extent, we also undertake sale of formulations and generic active ingredients pursuant to registrations owned by third parties being our distributors, consultants and our Group Company, Sharphil Inc.. We have incurred expenditure towards obtaining such third party registrations and we currently derive beneficial interest from sales based on such registrations. However, we do not have any agreements with such third parties for availing the beneficial interest of sales based on such registrations. There can be no assurance that such third parties will not engage with our competitors or will continue to source such formulations or generic active ingredients from us. If we do not continue to enjoy the beneficial interest from sales based on these registrations we may not be able to recover our expenditure towards such registrations and our business and profitability could be adversely affected.

27. ***In case of registrations applied for by us or our Subsidiaries but held in the names of third parties including distributors, consultants or Group Companies, any default in complying with the terms of such registrations may restrict our ability to market and distribute such generic agrochemicals in those countries thereby affecting business opportunity, our business and results of operations.***

We along with our Subsidiaries apply for and obtain registrations in the names of third parties including distributors, consultants and Group Companies, in addition to our own name. In such instances, we incur all expenses in relation to tests, creating dossiers and seeking registrations. On receipt of registration, we derive beneficial interest from the sale of formulations and generic active ingredients pursuant to such third party registrations. If the parties that hold such registrations default in complying with the terms of such registration and, as a result, we are unable to market and distribute formulations and generic active ingredients in those countries and therefore lose the existing business opportunity, it would have an adverse effect on our business, financial condition, results of operations and cash flows.

28. ***We may not be successful in obtaining changes in the registrations held in our name pursuant to the change of the name of the Company or in transferring the registrations to the name of our Company which could adversely affect our business and results of operations.***

Certain of our registrations are held in the previous name of our Company, Sharda Worldwide Exports Private Limited. Whilst we have initiated the process of seeking change in the name of the registration holder, the process and the cost implications of such changes may be differ across countries and there can be no assurance that we will be granted registrations in the current name of the Company in a timely manner or at all. In the event we are not able to obtain the registrations in our new name in a timely manner or at all, our business and results of operations could be adversely affected.

Further, in terms of the memorandum of understandings entered into by us with each M/s. Bubna Enterprises and M/s. Sharda International (together the “**Sole Proprietary Concerns**”), each dated June 2, 2004, the businesses of the Sole Proprietary Concerns, which includes their agrochemical business, has been transferred to our Company. However, as of the date, we have not completed the procedure for transfer of some of the registrations held by the Sole Proprietary Concerns in various jurisdictions to our Company’s name. Whilst we continue to undertake marketing and distribution of formulations and generic active ingredients based on such registrations, there can be no assurance that we will be able to continue to do so in the event that such transfers are not completed, which could have a material adverse impact on our business, results of operations and cash flows.

29. ***Formulations and generic active ingredients are subject to quality inspections by the regulatory authorities and in the event such regulatory authority adjudges that we have not met the quality norms prescribed in the relevant jurisdictions, it may adversely affect our reputation, business and results of operations.***

The quality of formulations and generic active ingredients is open to verification by the regulatory agencies in the markets we operate. These regulatory agencies carry out quality inspections of formulations and generic active ingredients. In case, the formulation or the generic active ingredient does not comply with the quality norms prescribed by the government or are defective, it could lead to issuance of show cause notices. Failure to meet the quality standards could lead to suspension of sales

of those batches or of those formulations and generic active ingredients in that particular country or a ban on the sale of the formulation or generic active ingredient. In the past, we have not faced any suspension or cancellation of registration for sale of any formulation or generic active ingredient. However the same cannot be guaranteed for future. Any such events are likely to impact our reputation, business, results of operations and cash flows.

30. *Our ability to Allot Equity Shares in the Offer is dependant upon receipt of Bids equivalent to at least 25% of the Offer from Mutual Funds and/or Insurance Companies.*

Our Company and the Selling Shareholders shall proceed with Allotment of Equity Shares in the Offer only if Bids equivalent to at least 25% of the Offer (including Bids received under the Anchor Investor Portion) from Mutual Funds and/or Insurance Companies. Consequently, our ability to Allot Equity Shares to various categories of institutional investors, including domestic and overseas, may be restricted. In the event, such minimum number of Bids is not received from the aforesaid institutional investors, our Offer may fail even though we may otherwise receive full subscription in the Offer and consequently, we may not be able to Allot the Equity Shares.

31. *Our auditors report on the unconsolidated financial statements contains certain CARO qualifications.*

The annexure to our auditor's reports on the unconsolidated financial statements for the Fiscals 2014, 2013, 2012, 2011 and 2010 contain specific CARO qualifications which are detailed as follows:

A. For the Financial year ended March 31, 2014

Clause (ix)(c)

According to the records of the Company, the dues outstanding of income-tax, sales tax, wealth-tax, service tax, customs duty, excise duty and cess on account of any dispute, are as follows:

Name of the statute	Nature of dues	Forum where dispute is pending	Period to which the amount relates	Amount (₹ in million)
Finance Act, 1994	Service tax	Commissioner, CESTAT	2007-08 to 2012-13	78.51

B. For the Financial year ended March 31, 2013

(i) Clause (vii)

The company does not have an internal audit system.

(ii) Clause (ix)(a)

Undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, customs duty, excise duty, cess and other material statutory dues have been regularly deposited with the appropriate authorities *except a slight delay in case of service tax.*

C. For the Financial year ended March 31, 2012

(i) Clause (vii)

The company does not have an internal audit system.

(ii) Clause (ix)(a)

Undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, customs duty, excise duty cess and other material statutory dues have generally been regularly deposited with the appropriate

authorities. *In case of service tax there have been delays in large number of cases.*

(iii) Clause (ix)(b)

According to the information and explanations given to the Auditors, undisputed dues in respect of provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty cess and other material statutory dues which were outstanding, at the year end, for a period of more than six months from the date they became payable, are as follows:

Name of the statute	Nature of dues	Amount (Rs. In millions)	Period to which the amount relates	Due date	Date of payment
Finance Act, 1994	Service tax	44.32	F.Y. 2007-08 to FY 2011-12	Various dates	22 nd September 2012

(iv) Clause (ix)(c)

According to the records of the Company, the dues outstanding of income-tax, sales tax, wealth-tax, service tax, customs duty, excise duty and cess on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs. In millions)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	3.92	F.Y. 2004-05	Commissioner of Income Tax (Appeals), Mumbai.

D. For the Financial year ended March 31, 2011

(i) Clause (vii)

No internal audit has been performed during the period.

(ii) Clause (ix)(c)

According to the records of the Company, the dues outstanding of income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty and cess on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs. In millions)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	3.92	F.Y. 2004-05	Commissioner of Income Tax (Appeals), Mumbai.

E. For the financial year ended March 31, 2010

(i) Clause (vii)

No internal audit has been performed during the period.

(ii) Clause (ix)(a)

Undisputed statutory dues including provident fund, investor education and protection fund, or employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess have generally been regularly deposited with the appropriate authorities *though there has been a slight delay in a few cases.*

For further details, see "Financial Statements" on page 189. While these qualifications did not require adjustments in the Restated Unconsolidated Summary Statements and our management has sought to implement processes to prevent the recurrence of such incidents, there can be no assurance that these

measures will be effective and that such incidents will not recur. In the event, such qualifications or other qualifications are included in our financial statements in the future it may impact our business and results of operation.

32. *Our auditor's report on the unconsolidated financial statements for the Fiscals 2013, 2012, 2011 and 2010 have qualifications on internal audit systems.*

We have internal control systems commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services as well as it has an operational SAP system. However, we did not have an internal audit system and a qualification to this effect was included in our auditor's report on the unconsolidated financial statements for the Fiscals 2013, 2012, 2011 and 2010. Subsequently, our Company has appointed S.H. Bathiya & Associates, Chartered Accountants, as an internal audit agency for the Fiscal 2014 and 2015.

33. *Patent laws allowing innovator companies to extend their patents could delay the introduction of formulations and generic active ingredients and adversely affect our business.*

In many countries, patent holders have the option of extending the terms of their patents. For instance, the regulatory authorities in the United States allow companies to extend the terms of their patents to compensate for the time spent awaiting necessary regulatory approval for grant of patent. While in certain jurisdictions, registration is allowed during the patent period, the extension of patent terms or the extension of exclusivity in the marketplace by these or other means may delay our introduction of formulations and generic active ingredients and may adversely affect our business.

34. *If we suffer a large uninsured loss or if we suffer an insured loss that significantly exceeds our insurance coverage, our financial condition and results of operations may be adversely affected.*

Our business and assets could suffer damage from fire, natural calamities, misappropriation or other causes, resulting in losses, which may not be fully compensated by insurance. While we believe that we maintain insurance coverage in amounts consistent with industry norms, our insurance policies do not cover all risks and are subject to exclusions and deductibles. We enter into warehousing arrangements with warehouses in different countries to store formulations and generic active ingredients. Although in most jurisdictions, liabilities arising due to third party premises are covered by insurance, such coverage may not cover all risks and may be restricted to only certain kinds of damage. Further, we also utilise the facilities of customers for storing formulations or generic active ingredients for which we have not received definite orders from our customer. There can be no assurance that such formulations or generic active ingredients are adequately insured.

Further, we are required to renew these insurance policies from time to time and in the event, we fail to renew the insurance policies within the time period prescribed in the respective insurance policies or not obtain at all, we may face significant uninsured losses.

If we suffer a large uninsured loss or if any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be adversely affected.

35. *Formulations and generic active ingredients are hazardous in nature. If any accidents occur involving such hazardous materials and substances, we may be held liable for consequent damages and litigation.*

Any mishandling or accident while storing or transporting formulations or generic active ingredients may cause personal injury or loss of life and may further lead to severe damage or destruction to property or equipment and environmental damage and may result in the suspension of operations and the imposition of civil and criminal liabilities. Further, we depend on third party storage and transportation capabilities to store and transport formulations and generic active ingredients. While we maintain comprehensive general liability insurance policy for our formulations, any mishandling of formulations or generic active ingredients by these carriers could affect our business adversely and liabilities incurred as a result of these events have the potential to adversely impact our financial position.

Additionally, certain jurisdictions require field trials of formulations on crops and in the event such field trials are not conducted strictly in terms of the applicable protocol or if such field trials result in damage to the crops, soil, water bodies or leaves potential residues in final harvested commodities causing damage to the ecological system, we may be subject to various liabilities including law suits which may adversely impact our reputation, business operations and cash flows.

36. ***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 preparing dossiers and obtaining registrations for formulations and generic active ingredients. 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 conducting tests and trials, seeking or grant of registrations, or cost overruns while seeking registrations, changes in business plans due to prevailing economic conditions, unanticipated expenses and regulatory changes. If we are not able to manage our financial requirements from our internal accruals in the future, we may be required to seek additional debt or equity financing. Additional debt financing could increase our interest costs and require us to comply with restrictive covenants in our 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.

37. ***Our Promoters play key role in our functioning and we heavily rely on their knowledge and experience in operating our business and therefore, it is critical for our business that our Promoters remain associated with us. Our success also depends upon the services of our key managerial personnel and our ability to attract and retain key managerial personnel and our inability to attract them may affect our operations.***

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 growth of our business and are closely involved in the overall strategy, direction and management of our business. Our Promoters have been actively involved in the day to day operations and management since the incorporation of the Company. One of our Promoters, Ramprakash V. Bubna, is our founder. Accordingly, our performance is heavily dependent upon the services of our Promoters. If our Promoters are unable or unwilling to continue in their present position, we may not be able to replace them easily or at all. Further, we rely on the continued services and performance of our key executives and senior management for continued success and smooth functioning of the operations of the Company. If we lose the services of any of our key managerial personnel, we may be unable to locate suitable or qualified replacements, and may incur additional expenses to recruit and train new personnel, which could adversely affect our business operations and affect our ability to continue to manage and expand our business. Moreover, other than keyman insurance policy obtained for Ashish R. Bubna and Manish R. Bubna, we do not maintain key person insurance to insure against the loss of key personnel.

Our Promoters, along with the key managerial personnel, have over the years built relations with manufacturers, formulators, customers and other persons who are connected with us. The loss of their services could impair our ability to implement our strategy, and our business, financial condition, results of operations and prospects may be materially and adversely affected.

38. ***We have in the past entered into related party transactions and may continue to do so in the future. Further, certain of our related party transactions may not have been undertaken on an arm's length basis.***

We have entered into transactions with several related parties. While we believe that all such transactions have been conducted on an arm's length basis, there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties. For example, Axis Crop Science Private Limited ("**Axis Crop**") occupies and uses our registered office, obtained by us on a leave and license basis from our Promoters and their relatives, as its

registered office and currently does not have a separate leave and license agreement or pay any lease rentals for such use. There can be no assurance that Axis Crop will continue with such arrangement or that this or any future arrangement with Axis Crop shall be on an arm's length basis. Furthermore, it is likely that we may enter into related party transactions in the future. These transactions may involve conflicts of interests which may be detrimental to our Company. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our results of operations and cash flows.

39. *We have issued loans to our Subsidiaries which are unsecured and are subject to an interest rate lower than the market rates.*

We have issued certain loans including unsecured inter-corporate deposits to our Subsidiaries which were given at an interest rate which may not be consistent with the prevailing market rates. For example, we have entered into an inter-corporate deposit agreement with Axis Crop Science Private Limited ("**Axis Crop**") to grant inter-corporate deposits aggregating to ₹ 150 million and are charging an interest rate lower than the market rates. If we may continue with such arrangements with Axis Crop or other Subsidiaries or other entities or subject to applicable laws, enter into similar arrangements in the future, or invest in debt instruments with other entities, such investments may adversely affect our results of operations and cash flows.

40. *Our Promoters have interests in entities which are in the same line of business as us.*

Our Promoters hold majority of the shares of Sharphil Inc. Philippines, our Group Company, which hold registrations for formulations and generic active ingredients and is involved in the agrochemical business. Our Promoters may devote substantial time and resources to develop and grow the business of Sharphil Inc.. Whilst we derive the beneficial interest of sales based on the registrations held by Sharphil Inc., there can be no assurance that we will continue to enjoy such beneficial interest and there may be conflicts of interest between us and Sharphil Inc. if we obtain registrations in the jurisdictions where Sharphil Inc. holds registrations. Our Promoters, who are also a part of our management, would have to divide their time and energy between Sharphil Inc. and us or any other affiliates and our operations. As a result, our Promoters may have conflict of interest which may materially and adversely affect our business, results of operations and financial condition.

41. *We do not own our Registered Office and other premises from which we operate.*

We do not own our Registered Office premises situated at Dominic Holm, 29th Road, Bandra (West), Mumbai 400 050, and occupy the same on a leave and license basis from our Promoters and their relatives. The leave and license agreements for our Registered Office expires on September 30, 2016. For further details, see "Promoters and Promoter Group – Interests of Promoters" on page 178. A majority of our sales and marketing and administration offices are occupied by us on a leasehold basis. The lease periods and rental amounts vary on the basis of their locations. We cannot assure you that we will be able to renew our leases on commercially acceptable terms or at all. In the event that we are required to vacate our current premises, we would be required to make alternative arrangements for new offices and other infrastructure and we cannot assure that the new arrangements will be on commercially acceptable terms. If we are required to relocate our business operations during this period, we may suffer a disruption in our operations or have to pay increased charges, which could have an adverse effect on our business, prospects, results of operations and financial condition.

42. *Our Promoters will be able to exercise significant influence and control over us after the Offer and may have interests that are different from those of our other shareholders.*

After completing the Offer, our Promoters will together hold 75% of the issued and outstanding Equity Shares. By virtue of their shareholding, our Promoters will have the ability to exercise significant control and influence over us and our affairs and business, including the election of Directors, the timing and payment of dividends, the adoption of and amendments to our Memorandum and Articles of Association, the approval of a merger or sale of substantially all of our assets and the approval of most other actions requiring the approval of our shareholders.

The interests of our Promoters may be different from or conflict with the interests of our other shareholders and their influence may result in the delay or prevention of a change of our management

or control, even if such a transaction may be beneficial to our other shareholders.

43. *Our Promoters and Directors may have interests in us other than reimbursement of expenses incurred or normal remuneration or benefits.*

Our Promoters are interested in us to the extent of any transactions entered into or their shareholding and dividend entitlement. Our Directors are also interested in us to the extent of their shareholding and dividend entitlement, remuneration and commission paid to them for services rendered as our Directors and reimbursement of expenses payable to them. For further information, see “Management”, “Promoters and Promoter Group” on pages 157 and 178, respectively. Also, for related party transactions, as per Accounting Standard 18, during the last five Fiscals, see “Related Party Transactions” on page 187.

44. *We rely on our systems including information technology systems to manage our business processes and reporting and their failure could adversely affect our operations.*

We rely on our information technology systems to manage our business processes and reporting. Any failure or malfunction in these information technology systems could result in business interruptions, including disruption in tracking, recording and analyzing work in progress, processing financial information, managing creditors/debtors or engaging in normal business activities. This could adversely affect our reputation, competitive position and operational efficiencies.

45. *We may be subject to fine or compounding pursuant to delay in appointment of a whole-time secretary.*

Pursuant to an increase in our paid-up capital in March 2007, in terms of the Companies Act, 1956 we were required to appoint a whole-time secretary of our Company. However, the Company appointed a whole-time secretary in January 2009 resulting in delay in the appointment of the whole-time secretary for a period of one year and 10 months. We cannot assure you that the Tribunal (erstwhile Company Law Board) or the Appellate Tribunal will not impose any penalty or take any action against us which may impact our reputation, results of operations and cash flows.

46. *The acquisition of other companies, businesses or technologies 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 explored inorganic growth opportunities to consolidate our operations, increase our revenue and expand our geographic presence and we may in the future acquire additional assets, technologies or businesses to complement our operations. For instance, in 2011, we acquired majority control of Axis Crop Science Private Limited, in 2013, our subsidiary, Sharda International DMCC acquired Siddhivinayak International Limited and Sharda Benelux BVBA and in 2014, Sharda International DMCC acquired Euroazijski Pesticidi d.o.o..

To foster our growth, we may consider making additional acquisitions in the future to expand our business. However, we have limited experience in acquiring businesses, and any acquisitions we undertake could limit our ability to integrate an acquired business and may create unforeseen operating difficulties and expenditures, including potentially dilutive issuances of the Equity Shares, incurrence of debt, contingent liabilities or amortization expenses or write-offs of goodwill, difficulties in integrating the operations, technologies, research and development activities, personnel and distribution, marketing and promotion activities of acquired businesses and ineffectiveness or incompatibility of acquired technologies. Our inability to identify suitable acquisition opportunities, entering into agreement with such parties or obtain 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 results of operations could be materially and adversely affected.

47. ***Our historical financial information may not be indicative of future growth. Historically we have demonstrated growth on account of successful implementation of our strategies. If for any reason our strategies do not result in the same level of success, our results of operations could be adversely affected.***

Our Company has historically continued to demonstrate growth in revenues year after year. Our Company's total revenue from operations, on a consolidated basis, has increased to ₹ 7,819.11 million in Fiscal 2014 from ₹ 3,518.29 million in Fiscal 2010 and our profit after tax, on a consolidated basis, have increased to ₹ 1,069.03 million in Fiscal 2014 from ₹ 289.36 million in Fiscal 2010. The historical financial information however may not be indicative of our future growth. Our future growth will depend, among other things, upon the continued success of our business model and our ability to successfully implement our strategies. Our results of future operations may be adversely affected if these strategies do not get successfully implemented for any reason.

48. ***We will not receive any proceeds from the Offer for Sale portion.***

This Offer comprises of an offer for sale of 22,555,124 Equity Shares by our Promoters, Ramprakash V. Bubna, Sharda R. Bubna as well as our shareholder, HEP. The entire proceeds from the Offer will be paid to the aforesaid persons in proportion of the Equity Shares offered by them in the Offer and we will not receive any proceeds from the Offer.

49. ***Some of our Group Companies have incurred losses in the past.***

Certain of our Group Companies have incurred losses in the years as set forth below:

Sr. No.	Name of the entity	Profit/(Loss) (Amount in ₹ million) for the year ended		
		March 31, 2014	March 31, 2013	March 31, 2012
1.	Palmspring Estates Private Limited	(0.16)	(0.17)	(0.13)
2.	Blossoms Properties Private Limited	(0.15)	(0.15)	(0.12)

50. ***We have unsecured loans which may be recalled by the lenders at any time.***

As per our Restated Consolidated Summary Statements as at Fiscal 2014, we have short-term borrowings – unsecured amounting to ₹ 399.12 million comprising of (i) a bank overdraft facility (unsecured) of outstanding amount of ₹ 396.46 million; (ii) loan from directors, namely, Anil Kumta of outstanding amount of ₹ 0.79 million taken by Axis Crop and from Jacques Ryon of outstanding amount of ₹ 1.87 million taken by Sharda Europe B.V.B.A. These loans may be recalled by the lenders at any time. In the event that any lender seeks the accelerated repayment of any such loan, it may have a material adverse effect on the business, cash flows and financial condition of the entity against which repayment is sought.

External Risk Factors

51. ***Our operations and profitability are dependent upon the availability of transportation and other logistic facilities in a time and cost efficient manner. The prolonged disruption or unavailability of their facilities in a timely manner could result in delays or non-supply or may require us to look for alternative sources which may be cost inefficient, thereby adversely affecting our operations, profitability, reputation and market position.***

We do not have in-house transportation facility and we heavily rely on efficient transportation and other logistic facilities at every stage of our business activity including procurement of formulations and generic active ingredients in their finished form from manufacturers or delivery of generic active ingredients to and delivery of formulations from the formulators. For this purpose, we hire services of transportation companies on a transaction to transaction basis.

Factors such as increased transportation costs and transportation strikes could adversely impact the supply of formulations or generic active ingredients. In addition, formulations or generic active ingredients may be lost, delayed or damaged in transit for various reasons including accidents or

natural disasters. Disruption of transportation services because of weather related problems, strikes, lock-outs, accidents, inadequacies in road infrastructure or other events could impair our procurement of, and our ability to supply, formulations or generic active ingredients. We also hire services of shipping companies for transportation of formulations and generic active ingredients across jurisdictions and this subjects us to certain additional risks such as delay due to adverse weather, limited number of available slots, spillage and piracy.

There is no assurance that such disruptions will not occur in the future. Any delay in the timely delivery of our formulations and generic active ingredients may adversely affect our relationship with our customers and consequently our goodwill. Any such disruptions could result in the customer refusing to take delivery or seeking additional discount which could materially adversely affect our business, financial condition and results of operations.

52. *Our revenue from operations are to a large extent dependent on the stability of agricultural commodity prices, trade policies and the cropping pattern adopted by the farming community in the regions we operate.*

As per our Restated Consolidated Summary Statements, our revenue from operations for the Fiscals 2014 and 2013 was ₹ 7,819.11 million and ₹ 7,777.28 million respectively, of which we derived about 82.52% and 82.52%, respectively, of revenue from operations in agrochemicals.

We derive bulk of sales from formulations used on crops like rice, cereals, soya bean, maize and oilseed. Recently, the commodity prices have been on a rise with sharp fluctuations. We cannot assure you that such rising commodity prices would not result in the farmers and consumers preferring cheaper substitutes for the crops that we cater to. Any significant change in cropping patterns or change in consumption patterns may significantly reduce the demand for formulations which may have significant impact on our sales and profitability.

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

Any changes in government policies relating to the agriculture sector such as reduction of government expenditure, withdrawal or changes in incentives and subsidy systems, export restrictions on crops, or adverse changes in commodity prices and/or minimum support prices could have an adverse effect on the ability of farmers to spend on agrochemicals.

Our ability to freely set prices for formulations and generic active ingredients may be restricted by the government and our profits may reduce. Governments and end users of our agrochemicals may seek to find ways to reduce or contain agriculture related costs. We currently seek registrations and sell formulations and generic active ingredients across Europe, NAFTA, Latin America and Rest of the World. We cannot predict the nature of the measures that may be adopted by governments or private organisations or their impact on our revenues. In the event such measures result in increased costs for farmers to undertake agriculture, their demand for formulations and generic active ingredients may reduce, which could reduce our cash flows. Also, if agriculture related legislation or third party payer influence results in lower prices for formulations or generic active ingredients, our overall revenues may decrease and our cash flows and profits could be adversely affected even in cases where the demand for formulations and generic active ingredients increases.

54. *Our international operations expose us to complex management, legal, tax and economic risks, which could adversely affect our business, results of operations, cash flows and financial condition.*

We generate a significant part of our total revenue from the international markets. We operate our agrochemical and non-agrochemical business primarily in the international markets and have Subsidiaries in various countries across Europe, NAFTA, Latin America and Rest of the World. This subjects us to various risks including risks related to compliance with a wide variety of local laws, import and export restrictions, multiple tax and cost structures, cultural and language factors.

Additionally, the accounting standards, tax laws and other fiscal regulations in the jurisdictions we operate in are subject to differing interpretations. Differing interpretations of tax and other fiscal laws and regulations may exist within various governmental ministries, including tax administrations and

appellate authorities, thus creating uncertainty. Due to our limited operating history in these international jurisdictions, we may be exposed to risks as a result of non-compliance with different regulatory conditions in these international jurisdictions. The degree of uncertainty in tax laws and regulations, combined with significant penalties for default and a risk of aggressive action by various government or tax authorities, may result in our tax risks being significantly higher than expected. Any of the above events may result in an adverse effect on the business, financial condition and results of operations. In addition, we may face competition in other countries from companies that may have more experience with operations in such countries or with international operations generally.

If we do not effectively manage our international operations and the operations of these Subsidiaries, it may affect our profitability from such countries, which may adversely affect our business, results of operations, cash flows and financial condition.

55. *Changing laws, rules and regulations and legal uncertainties in India may adversely affect our business and financial performance.*

We are governed by various laws and regulations in India and any change in laws or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business may adversely affect our business and financial performance. For details, see “Regulations and Policies” on page 136.

There can be no assurance that the relevant governmental authorities will not implement new regulations and policies which may require us to obtain additional approvals and licenses from the government and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the implementation of the new regulations may have a material adverse effect on our business, financial condition and results of operations.

For instance, the Companies Act, 2013 has recently been passed by the Indian Parliament and has received assent of the President of India. Certain sections of the Companies Act, 2013 have been notified and the corresponding sections of the Companies Act, 1956 have ceased to have effect from the date of notification of such sections. Although the Companies Act, 2013, is not yet fully operational, it envisages significant changes to the Indian company law framework, including the issue of capital by companies, corporate governance, audit matters and corporate social responsibility, the introduction of a provision allowing the initiation of class action suits in India against companies by shareholders or depositors, a restriction on investment by an Indian company through more than two layers of subsidiary investment companies (subject to certain permitted exceptions), prohibitions on loans to directors and insider trading and restrictions on directors and key managerial personnel from engaging in forward dealing. Various provisions of the Companies Act, 2013 are subject to detailed rules and further directions to be issued by the GoI. We have not yet determined the impact of this legislation on our business and results of operations and it may cause challenges in its implementation.

56. *If there is a change in policies related to tax, duties or other such levies applicable to us, it may affect our results of operations.*

We avail certain benefits from the Duty Drawback Scheme that accord favourable treatment to us in form of rebate on duty on exported goods. New or revised policies related to tax, duties or other such levies promulgated from time to time by the relevant authorities may significantly affect our results of operations. We cannot assure you that we would continue to be eligible for such rebate or any other benefits. The reduction or termination of such incentives, or non-compliance with the conditions under which such incentives are made available, will increase our liability and adversely affect our business, prospects and results of operations.

57. *Our business and activities may be regulated by the Competition Act, 2002.*

The Competition Act, 2002, as amended (the “**Competition Act**”) was enacted for the purpose of preventing practices that have or are likely to have an adverse effect on competition in India and has mandated the Competition Commission of India (the “**CCI**”) to separate such practices. Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which causes or is likely to cause an appreciable adverse effect on competition is void and attracts substantial

penalties.

Any agreement among competitors which directly or indirectly involves determination of purchase or sale prices, limits or controls production, or shares the market by way of geographical area or number of customers in the relevant market is presumed to have an appreciable adverse effect on competition in the relevant market in India and shall be void. Further, the Competition Act prohibits abuse of dominant position by any enterprise. If it is proved that the contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be guilty of the contravention and liable to be punished.

On March 4, 2011, the Government notified and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. The combination regulation provisions require that the acquisition of shares, voting rights, assets or control or mergers or amalgamations which cross the prescribed asset and turnover based thresholds shall be mandatorily notified to and pre-approved by the CCI. In addition, on May 11, 2011, the CCI issued the final Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011, which sets out the mechanism for implementation of the combination regulation provisions under the Competition Act. It is unclear as to how the Competition Act and the CCI will affect the business environment in India.

The applicability or interpretation of the Competition Act to any merger, amalgamation or acquisition proposed by us, or any enforcement proceedings initiated by the CCI, either *suo moto* or pursuant to any complaint, for alleged violation of any provisions of the Competition Act may adversely affect our business, financial condition and results of operations.

58. *The occurrence of natural or man-made disasters may adversely affect our business, results of operations, cashflows and financial condition.*

The occurrence of natural disasters, including hurricanes, floods, earthquakes, tsunamis, pandemic disease, may adversely affect our financial condition and results of operations. We cannot assure prospective investors that such events will not occur in the future or that our business, results of operations, cashflows and financial condition will not be adversely affected.

59. *Any downgrading of India's sovereign rating by an international rating agency could have a negative impact on our business and trading price of our Equity Shares.*

Any adverse revisions to India's sovereign credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional external financing, and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures and the trading price of the Equity Shares.

60. *Current economic conditions may adversely affect our business and our financial performance and may have an impact on the price of our Equity Shares.*

Global market and economic conditions were unprecedented and challenging with tighter credit conditions and recession in most major economies, and the future economic environment may continue to be less favourable than that of recent years. We are exposed to many different economies, industries and companies, any of which may be or become unstable in such economic environment and could adversely affect our business, results of operations, cashflows and financial condition. The levels of instability and volatility in markets in the global economy and financial markets as well as India, including, without limitation, commodity markets, stock markets and foreign exchange markets may have a material adverse effect on our operations. Further, the Indian Rupee may exhibit a downward trend and this may lead to a sell down by foreign investors which may in turn result in a fall in the price of our Equity Shares. Any future slowdown or adverse impact in the global markets including Indian financial markets and the Indian economy in general, could result in a material adverse effect on our business, our financial performance and the prices of our Equity Shares.

61. *If the rate of price inflation increases, our business and results of operations may be adversely*

affected.

If the rate of price inflation increases in India or in other economies in which we operate, our costs, such as salaries, or any other of our expenses may increase. If this trend continues, we may be unable to accurately estimate or control our expenses and this could have an adverse effect on our business and results of operations.

- 62. *Public companies in India, including our Company, may be required to prepare financial statements under IFRS or IndAS (a variation of IFRS). The transition to IFRS or IndAS in India is still unclear and we may be negatively affected by such transition.***

We currently prepare our annual and interim financial statements under Indian GAAP. Public companies in India, including us, may be required to prepare annual and interim financial statements under Indian Accounting Standard 101 “First-time Adoption of Indian Accounting Standards (“IndAS”). The Institute of Chartered Accountants of India (“ICAI”) recently published a near final version of IndAS. On February 25, 2011, the Ministry of Corporate Affairs (“MCA”) of the Government announced that IndAS will be implemented in a phased manner and the date of such implementation will be notified at a later date. As of the date of this Red Herring Prospectus, the MCA has not yet notified the date of implementation of IndAS. There is not yet a significant body of established practice on which to draw in forming judgments regarding its implementation and application. Additionally, IndAS differs in certain respects from International Financial Reporting Standard (“IFRS”) and therefore financial statements prepared under IndAS may be substantially different from financial statements prepared under IFRS. There can be no assurance that our financial condition, results of operations, cash flow or changes in shareholders’ equity will not be present differently under IndAS than under Indian GAAP or IFRS. As we adopt IndAS reporting, we may encounter difficulties in the ongoing process of implementing and enhancing its management information systems. There can be no assurance that the adoption of IndAS by us will not adversely affect our results of operations or financial condition and any failure to successfully adopt IndAS in accordance with the prescribed timelines may have an adverse effect on our financial position and results of operations.

- 63. *Significant differences exist between Indian GAAP and other accounting principles, such as U.S. GAAP and IFRS, which may affect investors’ assessments of our Company’s financial condition.***

We have not attempted to explain in a qualitative manner the impact of the IFRS or U.S. GAAP on the financial information included in this Red Herring Prospectus, nor do we provide a reconciliation of our financial information to those of U.S. GAAP or IFRS. The U.S. GAAP and IFRS differ in significant respects from Indian GAAP. Indian GAAP differs from other accounting principles with which prospective investors may be familiar in other countries. Accordingly, the degree to which the financial information included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices, Indian GAAP, the Companies Act and the SEBI Regulations. Any reliance by persons not familiar with Indian accounting practices, Indian GAAP, the Companies Act and the SEBI Regulations, on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited.

- 64. *After completion of this Offer, our Company will be able to publish its financial results, after the listing, in accordance with the applicable requirements under the Listing Agreement. During this interim period between the financials disclosed in this Red Herring Prospectus and the announcement of its financial results, the financial results of our Company may not be available in public domain, which may cause price and volume fluctuations or may not develop an active trading market for our Equity Shares.***

This Red Herring Prospectus includes financial information for Fiscals 2014, 2013, 2012, 2011 and 2010. After completion of this Offer, our Company will publish its financial results after listing of its Equity Shares on the Stock Exchanges in accordance with clause 41 and other applicable provisions of the Listing Agreement. During this interim period between March 31, 2014 being the last date as of which financials are disclosed in this Red Herring Prospectus and until the announcement of our financial results post listing, the financial results of our Company may not be available in public domain. Further, our past performance may not be indicative of our earning potential during this interim period or future, and the same may also be adversely affected by various factors including any

material variations or changes in the assets or liabilities, profit or losses or cash flows for the quarter ended June 30, 2014 and half year ended September 30, 2014 as compared to March 31, 2014, volatility in the Indian and global securities markets, the results of our operations, the performance of our competitors, significant developments in India's economic fiscal, liberalization and deregulation policies, adverse media reports and changes in developments in, perceptions in the market about investments in or estimates by financial analysts on us and the agrochemical industry.

- 65. *Any future issuance of Equity Shares may dilute your shareholding and sales of our Equity Shares by our Promoter or other major shareholders may adversely affect the trading price of the Equity Shares.***

Any future equity issuances by us, including a primary offering, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sales of our Equity Shares by our Promoter or other major shareholders may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences for us including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares.

- 66. *We cannot assure you that our Equity Shares will be listed on the BSE and the NSE in a timely manner or at all, which may restrict your ability to dispose of the Equity Shares.***

In accordance with Indian law and practice, permission for listing of the Equity Shares will not be granted until after the Equity Shares offered in this Offer have been Allotted. Approval will require all other relevant documents authorizing the issue of Equity Shares to be submitted. There could be a failure or delay in listing our Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

- 67. *You will not be able to sell immediately on an Indian stock exchange any of the Equity Shares you purchase in the Offer.***

The Equity Shares will be listed on the Stock Exchanges. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and trading may commence. Investor' book entry, or demat accounts, with depository participants in India are expected to be credited within two working days of the date on which Offer and Allotment is approved by the Board. Thereafter, upon receipt of final listing and trading approval from the Stock Exchanges, trading in the Equity Shares is expected to commence within approximately 2-3 working days.

We cannot assure you that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified above.

- 68. *There are restrictions on daily movements in the price of Equity Shares, which may adversely affect a shareholder's ability to sell, or the price at which it can sell, Equity Shares at a particular point in time.***

Subsequent to listing, we will be subject to a daily circuit breaker imposed on listed companies by all stock exchanges in India which does not allow transactions beyond certain volatility in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on our circuit breaker is set by the Stock Exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The Stock Exchanges are not required to inform us of the percentage limit of the circuit breaker from time to time, and may change it without our knowledge. This circuit breaker would effectively limit the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, there can be no assurance regarding the ability of shareholders to sell the Equity Shares or the price at which shareholders may be able to sell their Equity Shares.

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

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if

securities transaction tax (“STT”) has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Any gain realised on the sale of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognised stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less which are sold other than on a recognised stock exchange and on which no STT has been paid, will be subject to short term capital gains tax at a relatively higher rate as compared to the transaction where STT has been paid in India. See “Statement of Tax Benefits” beginning on page 88.

70. *Government regulation of foreign ownership of Indian securities may have an adverse effect on the price of the Equity Shares.*

Foreign ownership of Indian securities is subject to Government regulation. In accordance with the foreign exchange regulations currently in force in India, under certain circumstances the Reserve Bank of India (“RBI”) must approve the sale of the Equity Shares from a non-resident of India to a resident of India or *vice-versa* if the sale does not meet the requirements specified by the RBI. The RBI must approve the conversion of the Rupee proceeds from any such sale into foreign currency and repatriation of that foreign currency from India unless the sale is made on a stock exchange in India through a stock broker at the market price. As provided in the foreign exchange controls currently in effect in India, the RBI has provided the price at which the Equity Shares are transferred based on a specified formula, and a higher (or lower, as applicable) price per share may not be permitted. We cannot assure investors that any required approval from the RBI or any other Government agency can be obtained on terms favourable to a non-resident investor in a timely manner or at all. Because of possible delays in obtaining requisite approvals, investors in the Equity Shares may be prevented from realizing gains during periods of price increase or limiting losses during periods of price decline. For more information, see “Restrictions on Foreign Ownership of Indian Securities” on page 463.

Prominent Notes

1. Public offer of 22,555,124 Equity Shares of face value of ₹10 each for cash at a price of ₹ [●] per Equity Share through an offer for sale by the Selling Shareholders aggregating up to ₹ [●] million. The Offer will constitute 25% of the post-Offer paid-up equity share capital of our Company.
2. The net worth of our Company, as of March 31, 2014 was ₹ 5,164.95 million and ₹ 5,528.96 million as per our Company’s Restated Unconsolidated Summary Statements and Restated Consolidated Summary Statements, respectively.
3. The net asset value per Equity Share of our Company, as of March 31, 2014 was ₹ 57.25 and ₹ 61.28, as per our Company’s Restated Unconsolidated Summary Statements and Restated Consolidated Summary Statements, respectively.
4. The average cost of acquisition per Equity Share by each Promoter is as follows:

Name of the Promoters	Average cost of acquisition per Equity Share (in ₹)
Ramprakash V. Bubna	0.851
Sharda R. Bubna	0.851
Ashish R. Bubna	0.526
Manish R. Bubna	0.526

5. For details of related party transactions, as per Accounting Standard 18, entered into by us during the last Fiscal, see “Related Party Transactions” on page 187.
6. On September 18, 2013, our name was changed from Sharda Worldwide Exports Private Limited to Sharda Cropchem Private Limited and on the same day, the name of our Company was changed from Sharda Cropchem Private Limited to Sharda Cropchem Limited pursuant to change of the nature of the Company from a private company to a public company. For details of change in name, see “History and Certain Corporate Matters” on page 139.
7. Except for Sharphil Inc., none of our Group Companies have any business or other interests in the

Company. For details of transactions with this Group Company during the last five Fiscals, see “Related Party Transactions” on page 187.

8. There has been no financing arrangement whereby the Promoter Group, the Directors and their relatives have financed the purchase by any other person of securities of our Company other than in normal course of the business of the financing entity during the period of six months immediately preceding the date of filing of the Draft Red Herring Prospectus with SEBI.
9. Investors may contact the BRLMs who have submitted the due diligence certificate to SEBI for any complaint pertaining to the Offer.

SECTION III: INTRODUCTION

SUMMARY OF INDUSTRY

The information in this section is derived from various government publications and other industry sources. Neither we, nor any other person connected with the issue has verified this information. 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.

OVERVIEW OF THE GLOBAL AGROCHEMICALS INDUSTRY

Current Scenario

The global market for conventional crop protection products (excluding sales of herbicide tolerant and insect resistant seed, as well as non-crop agrochemicals) is estimated to have increased by 9.4% to reach \$54,208 million during 2013. This figure is based on the results of our own market analysis of the crop protection sector and takes into account the results of market research conducted in the majority of country markets.

When the impact of trade-weighted inflation and currency factors are taken into account then the change in the overall market in real terms equated to an increase of 9.9% over 2012.

Conventional Crop Protection Market (Distributor Level) - 2008/ 2013						
	2008	2009	2010	2011	2012	2013
World Crop Protection Market (\$ Mn.)	43,187	40,147	41,291	46,539	49,549	54,208
Nominal Change on previous year (%)	20.3%	-7.0%	2.8%	12.7%	6.5%	9.4%
Real change on previous year (%)	10.2%	-1.5%	0.2%	7.1%	8.9%	9.9%

The above table refers to the value of the market for chemical crop protection products, based on the sales of agrochemical products for crop use, including forestry and plantation crops. It does not, however, include agrochemical product sales in non-crop situations and markets which comprise the following sectors: turf, nursery and ornamentals, home & garden, PCO (pest control operators), rodenticides, wood preservatives, materials preservation, stored grains, public health, post-harvest protectants and industrial outlets. In 2013 the overall value of the agrochemical market for the use of products in the non-crop sector is estimated to have grown by 1.7% to \$6,481 million.

Agrochemicals Market (Distributor Level) – 2012-2013			
Sales (\$ Mn.)	2012	2013	% Change 2013/ 2012
Conventional Crop Protection	49,549	54,208	9.4%
Non- Crop Agrochemical Market	6,372	6,481	1.7%
Total	55,921	60,689	8.5%

Sales of conventional agrochemical products used in crop protection experienced growth of 9.4% to \$54,208 million, whilst sales of herbicide tolerant (HT) and insect resistant (IR) seed into the crop protection sector increased by 8.7% in 2013 to reach \$20,100 million.

Growth within the crop protection sector is directly linked to support for agriculture, crop commodity prices and farm incomes, however the non-crop sector is influenced more by the economic position of the major markets, with consumer purchasing being a significant factor. Growth within the GM seed market is predominantly driven by the introduction of new technology with competition within the sector now intensifying as the number of available trait offerings continues to grow.

Due to the positive growth of both the conventional crop protection market and the input trait sector, the value of the overall crop protection sector in 2013 is estimated to have increased by 9.2% to \$74,308 million.

Crop Protection Market Value (Distributor Level- \$ Mn.) - 2008/ 2013						
Sales (\$ Mn.)	2008	2009	2010	2011	2012	2013
Conventional Crop Protection	43,187	40,147	41,291	46,539	49,549	54,208
GM Seed	9,150	10,570	12,870	15,685	18,495	20,100

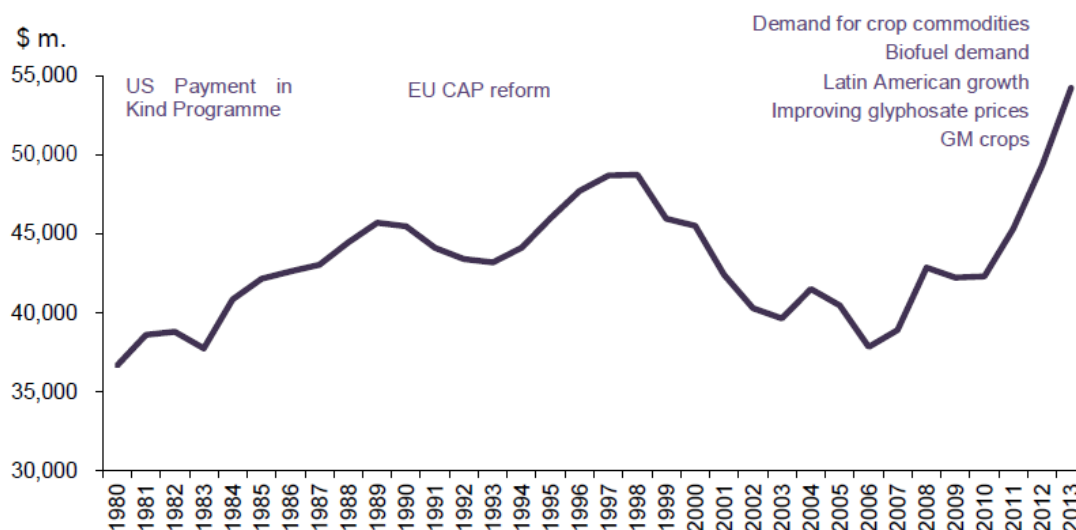
Crop Protection Market Value (Distributor Level- \$ Mn.) - 2008/ 2013						
Sales (\$ Mn.)	2008	2009	2010	2011	2012	2013
Total	52,337	50,717	54,161	62,224	68,044	74,308

Source: Phillips McDougall, AgriService 2014 v1.0

Historical growth trends in the Agrochemical Industry

The following graph outlines the relative change in real terms in the value of the conventional crop protection market in the period from 1980 to 2013.

Conventional Crop Protection Market Value – Constant 2013 US Dollars



During the period 1980 to 1998 the value of the global crop protection market essentially grew year on year with the main exemptions being the downturns in both 1983 and 1991-1993. These reductions arose from changes in governmental support for agriculture in one of the main markets, namely the implementation of the Payment in Kind scheme in the USA (1983) and the introduction of set-aside in the EU following CAP reform (1991-1993).

Following the initial introduction of GM crops in 1996, the market experienced a period of decline in real terms between 1998 and 2006. This reflected the increase in uptake of GM technology, particularly in North America and Latin America where a rapid switch to crop varieties containing traits conferring glyphosate tolerance and insect resistance led to declines in selective herbicide and insecticide applications in cotton, canola, soybean and maize.

In addition to the impact of GM technology, crop prices over the same period were relatively flat, resulting in a depressing effect on the overall demand for agrochemical products.

However in 2007 crop prices began to grow, and in 2008 spiked at a very high level, subsequently creating a major improvement in the agriculture economy. In 2009, crop prices fell back from their peak as the global economy experienced a severe down turn following the banking crisis in Europe and the Americas. This, coupled with a major reduction in glyphosate prices following increased supply from Chinese companies, resulted in the overall value of the global crop protection market declining.

During 2010 glyphosate prices remained low, and with improving crop prices the agrochemical market was more or less unchanged in real terms. In the early part of 2011 commodity prices increased, led by gains in wheat as a result of drought in Russia and flooding in Canada during 2010. Although glyphosate prices remained stable, significantly higher crop prices resulted in a buoyant agricultural economy and a significant rise in agrochemical demand in 2011. During 2012 the overall market experienced strong growth on the back of a continuation in the improvement of crop prices, and this trend continued into 2013 when, in real terms, the market experienced 9.9% growth over 2012.

The table below outlines the real and nominal growth rates for the conventional crop protection market value by

decade.

Growth of the Conventional Crop Protection Market		
Period	% Per Annum	
	Real Terms	Nominal
1970- 79	7.6	14.2
1980-89	2.5	5.3
1990-99	0.1	2.2
2000-09	-0.8	5.5
2010-13	8.6	9.5

Source: Phillips McDougall, AgriService 2014 v1.0

Heavy Duty Conveyor Belts Industry Development Trend

1. In the variety series, quality and technical, some company fully comply with international standards, industry concentration is gradually increased competitiveness showed significant gradient with Large gap between local enterprises and foreign-invested enterprises shrinking. From a global perspective, the conveyor belt industry can yield a higher concentration degree.
2. With the sustained and rapid economic growth in China, the production fields of automation, mechanization and constantly improve the level of demand for rubber conveyor belt year by year, in the future China rubber conveyor belt industry to maintain 20% growth rate.
3. With the gradual maturity of the market, competition among enterprises gradually shifted to competing brands.

Source: QY Research Heavy Duty Conveyor Belts Industry Report

SUMMARY OF BUSINESS

Overview

We are a crop protection chemical company engaged in the marketing and distribution of a wide range of formulations and generic active ingredients globally. We are also involved in order based procurement and supply of Belts, general chemicals, dyes and dye intermediates. Over the years, we have, primarily, grown organically and our core strength lies in identifying generic molecules, preparing dossiers, seeking registrations, marketing and distributing formulations or generic active ingredients in fungicide, herbicide and insecticide segments. We have also recently entered into the biocide segment and have acquired several registrations from the existing registration holders, primarily, in Europe. As of August 5, 2014, we have over 180 Good Laboratory Practices (“GLP”) certified dossiers and as of July 15, 2014, we own over 1,040 registrations for formulations and over 155 registrations for generic active ingredients across Europe, NAFTA, Latin America and Rest of the World. Our library of dossiers gives us a competitive edge and facilitates us in seeking registrations in different countries in a time efficient manner. This also fosters our ability to operate in and distribute diversified range of formulations and generic active ingredients globally including highly regulated markets, which would not be permitted without such registrations. As of August 5, 2014, we have filed over 500 applications for seeking registrations globally which are pending at different stages.

We began our operations through two sole proprietary firms, each set up by Ramprakash V. Bubna and Sharda R. Bubna. After our incorporation as Sharda Worldwide Exports Private Limited in 2004, the generic agrochemical business and non-agrochemical business conducted by both firms was transferred to our Company. Subsequently, we started seeking registrations inorganically by acquiring registrations from third parties, primarily in Europe. Over the years, we have focused on organic growth and have invested substantially in preparing dossiers and seeking registrations in our own name.

A typical agrochemical value chain consists of the following key activities: (a) basic and applied research, (b) identification of new product and registration opportunities, (c) seeking registrations, (d) manufacture of the active ingredient, (e) formulation and packaging, and (f) marketing and distribution. For details, see “Our Business – Agrochemical Value Chain”. In this value chain, we have adopted an asset light business model whereby our focus is strongly on identification of generic molecules and registration opportunities, preparing dossiers and seeking registrations for formulations and generic active ingredients. We procure formulations and generic active ingredients in their finished form from third party manufacturers for onward sale. We also procure generic active ingredients for preparation and sale of formulations wherein we outsource the process of preparation of formulations to third party formulators. This enables us to offer diversified range of formulations and generic active ingredients in fungicide, herbicide and insecticide segments for protecting different kind of crops as well as serve turf and specialty markets and in biocide segment as disinfectants, thereby catering to varied market demand.

An integral part of the agrochemical value chain comprises of marketing and distribution of formulations and generic active ingredients. In the past, we were dependent on third party distributors based in Europe, NAFTA, Latin America and Rest of the World for distribution of formulations and generic active ingredients. Recently, we have also set up our own sales force comprising of our employees and consultants in various countries in Europe as well as in Mexico, Colombia, South Africa and India and other jurisdictions in addition to third party distributors. Since 2010, we have increased our own sales force to over 100 personnel globally including India and we continue to focus on increasing our own sales force in addition to third party distributors.

In addition to generic agrochemical operations, we also undertake order based procurement and supply of non-agrochemical products including Belts, general chemicals, dyes and dye intermediates. We procure these non-agrochemical products, primarily, from the manufacturers in China or India and supply them in over 35 countries across Australia, Asia, Europe, North America and Latin America. Amongst these non-agrochemical products, Belts are our key products and for the Fiscals 2014 and 2013, revenue from operations from sale of Belts have contributed to ₹ 14.04 million and ₹ 22.02 million representing 39.35% and 12.86%, respectively, of the unconsolidated total revenue from operations in non-agrochemicals.

Our unconsolidated total revenue from operations for Fiscal 2014 was ₹ 5,321.26 million, of which, ₹ 5,285.58 million and ₹ 35.68 million representing 99.33% and 0.67%, respectively, was contributed by our revenue from operations in agrochemicals and non-agrochemicals, respectively. Our unconsolidated total revenue from operations in Fiscal 2013 was ₹ 5,562.23 million, of which, ₹ 5,391.04 million and ₹ 171.19 million representing 96.92% and 3.08%, respectively, was contributed by our revenue from operations in agrochemicals and non-agrochemicals, respectively. As per our Restated Consolidated Summary Statement, our restated profit

after tax for Fiscals 2014 and 2013 was ₹ 1,069.03 million and ₹ 843.73 million, respectively.

Our Competitive Strengths

We believe we have the following competitive strengths:

Asset light business model

We have an asset light business model whereby we focus on identifying generic molecules, preparing dossiers, seeking registrations, marketing and distributing formulations through third party distributors or our own sales force. We procure formulations and generic active ingredients in their finished form from third party manufacturers for onward sale. We also procure generic active ingredients for preparation and sale of formulations wherein we outsource the process of preparation of formulations to third party formulators. This, we believe, benefits us in terms of cost competitiveness and helps us to offer varied range of formulations as well as generic active ingredients in a timely manner.

This business model also allows us to channelize and efficiently utilise our time, resources and bandwidth towards developing our core competency of seeking registrations which would otherwise be spent on *inter alia* identifying and owning land on leasehold or freehold basis, setting up research and development (“R&D”) operations and manufacturing or formulation facilities, technology maintenance and upgradation or hiring qualified R&D employees or maintaining a workforce to operate at the manufacturing or formulation facilities, some of which are heavily capital intensive.

Overall, the asset light business model helps us pay unfettered attention and invest capital and time on identifying generic molecules and corresponding formulations and generic active ingredients, preparing dossiers and seeking registrations, thereby driving our portfolio of formulations and generic active ingredients. Consequently, we are also able to cater to the demand for protection of wide range of crops grown in varied soil and weather conditions across different jurisdictions as well as serve turf and specialty markets.

We also follow the asset light business model for our non-agrochemical operations and supply Belts, general chemicals, dyes and dye intermediates only on the basis of the specific orders received from the distributors. We procure these non-agrochemical products, primarily, from the manufacturers in China or India which provides us the flexibility to cater to varied customer demands.

Core competency in registration

Our core competency lies in identifying opportunities in generic molecules and corresponding formulations and generic active ingredients, preparing dossiers and seeking registrations in the relevant jurisdictions. As a result of our focused efforts in seeking registrations in different countries and our investment of time and capital towards this objective, our library of dossiers and the number of registrations owned by us have increased progressively. Our GLP certified dossiers has increased to over 180 as of August 5, 2014, and our registrations for formulations and generic active ingredients have increased to over 1,040 and over 155, respectively, as of July 15, 2014, of which, over 365 and 125 registrations for formulations and generic active ingredients, respectively, are owned by the Company and over 675 and 30 registrations for formulations and generic active ingredients, respectively, are owned by our Subsidiaries. Of these, approximately 430 and 20 registrations for formulations and generic active ingredients, respectively, owned by some of our Group Companies which were subsequently acquired by our subsidiary, Sharda International DMCC. In addition to the above mentioned registrations, 14 registrations for formulations, are held by Sharphil Inc., our Group Company.

The legal and procedural requirements for seeking registrations differ in each jurisdiction. Over the years, we have focused and navigated through the regulatory requirements in these jurisdictions which have equipped us to anticipate potential issues and prepare ourselves for complying with the regulatory requirements in an efficient manner. We are also supported by an experienced pool of consultants and their knowledge in relation to the application process followed in their respective countries which facilitate us in seeking registrations. Amongst the highly regulated markets, being Europe, United States and Canada in NAFTA, Brazil and Japan, we have been able to successfully obtain registrations in Europe and United States and have recently ventured into Brazil and Canada. In the Fiscals 2014 and 2013, our revenue from operations in agrochemicals in Europe contributed 61.34% and 44.29%, respectively, of our unconsolidated total revenue from operations in agrochemicals. Further, our revenue from operations in agrochemicals in NAFTA contributed to 9.25% and 13.43% of our unconsolidated total revenue from operations in agrochemicals for the Fiscals 2014 and 2013, respectively. We believe that our ability and experience to obtain registrations in such highly regulated markets

with high entry barriers places us in an advantageous position.

Further, the process of preparing dossiers and seeking registrations is fairly time consuming. In addition, capital investment required for preparing dossiers and seeking registrations is also a critical entry barrier for a generic agrochemical company. As at March 31, 2014, we have gross block of intangible assets and intangible assets under development, on an unconsolidated basis, of ₹ 3,807.74 million.

We believe that our core competency in seeking registrations also enables us to enter into new markets in an efficient manner and helps us in overcoming the critical entry barriers to a great extent.

Global distribution network

In the past, we were undertaking the distribution of formulations and generic active ingredients through third party distributors based in Europe, NAFTA, Latin America and Rest of the World. With an objective to increase our presence in the agrochemical value chain, we have set up our own sales force in various countries in Europe as well as in Mexico, Colombia, South Africa and India and other jurisdictions in addition to third party distributors. As of August 5, 2014, we have over 440 third party distributors and over 100 personnel of our own sales force in over 60 countries across Europe, NAFTA, Latin America and Rest of the World. We believe that we have been able to increase the penetration of formulations and generic active ingredients in various countries due to the pan presence of the third party distributors and availability of our own sales force.

We believe that our relationship with the third party distributors and availability of our own sales force enables us to introduce new formulations and generic active ingredients in our existing market in a timely manner. We also benefit from their feedback which enables us to gauge the demand for our existing formulations and generic active ingredients.

We also supply our non-agrochemical products to our customers, primarily, distributors, across Australia, Asia, Africa, Europe, North America and Latin America based on their specific orders.

Strong sourcing capabilities

We believe that the availability of multiple manufacturers and formulators in the agrochemical industry helps us in not being dependent on a single or limited number of manufacturers or formulators. We source formulations and generic active ingredients in their finished form from third party manufacturers, primarily, in China or India for onward sale. We also procure generic active ingredients for preparation and sale of formulations wherein we outsource the process of preparation of formulations to third party formulators, primarily, in Europe and United States. We have and we continue to develop and maintain our relationship with the third party manufacturers and third party formulators. In certain instances, we have also entered into short-term to long-term agreements with the third party manufacturers for procuring formulations or generic active ingredients in their finished form. Our relationship with the third party manufacturers and third party formulators provide us the flexibility to adjust our orders in accordance with the fluctuating demands and our strong sourcing capabilities enable us to seek supply of formulations or generic active ingredients at competitive market prices. This also enables us to take advantage of the economies of scale.

Over the years, we have also developed strong sourcing capabilities for our non-agrochemical business. We procure non-agrochemical products from manufacturers, primarily, in China or India at competitive prices, based on the orders we receive from our customers which results in operational efficiencies.

Strong geographic spread and diversified portfolio

Our agrochemical business operations are spread in over 60 countries across Europe, NAFTA, Latin America and Rest of the World offering diversified range of formulations and generic active ingredients in fungicide, herbicide, insecticide and biocide segments. For the Fiscal 2014, our revenue from operations in agrochemicals in Europe, NAFTA, Latin America and Rest of the World contributed 61.34%, 9.25%, 19.97% and 9.45%, respectively, to our unconsolidated total revenue from operations in agrochemicals. For Fiscal 2013, Europe, NAFTA, Latin America and Rest of the World contributed 44.29%, 13.43%, 35.18% and 7.11%, respectively, to our unconsolidated total revenue from operations in agrochemicals. Over the past few years, we have increased our presence in Europe with our continuous marketing efforts to further extend and diversify our business operations geographically. With our presence in multiple geographies, we have diversified our revenue sources and at the same time developed knowledge about the local weather and soil conditions which enables us to foresee and satisfy the local demand. Also, our library of dossiers provides us the opportunity to venture into newer markets. Further, our non-agrochemical operations are also spread in over 35 countries across Europe,

NAFTA, Latin America and Rest of the World. As a result, our revenues from our non-agrochemical order based operations are not dependent upon a single country.

Our product portfolio in agrochemical business comprises of formulations and generic active ingredients in fungicide, herbicide and insecticide segments for protecting different kind of crops as well as serves turf and specialty markets and in biocide segment as disinfectants thereby allowing us to offer varied range of formulations and generic active ingredients. As part of our non-agrochemical business, our product portfolio comprises of Belts, general chemicals, dyes and dye intermediates which enable us to cater to varied demands.

We believe that this diversification in terms of geographies and product portfolio reduces the risks of adverse market, seasonal conditions or concentration and dependence on a single jurisdiction.

Experienced management team and personnel

Our Promoters have played a key role in developing our business and we benefit from their significant experience in the agrochemical and non-agrochemical business. Our Promoters have a combined experience of approximately 60 years in the agrochemical business. For details in relation to our Promoters and the experience of our key management personnel, see “Our Promoters and Promoter Group” and “Management”, respectively. We believe that the domain knowledge and experience of our Promoters and our management team provides us with a significant competitive advantage as we seek to grow in our existing markets and enter new geographies. Further, our business and operations are led by a qualified, experienced and capable management team. Our ability to attract and retain our key management personnel and our in-house team has enabled us in streamlining the registration process thereby economising the registration costs and the time involved.

Financial strength

We have maintained a focus on capital efficiency and we strive to maintain a conservative debt policy. We have grown without incurring material indebtedness. We believe we have the ability to leverage our balance sheet to take advantage of a favourable business cycle or market opportunity. We have also demonstrated a consistent track record of profitability with more than ₹ 680.00 million in each year for the last three financial years. For Fiscals 2014 and 2013, our net worth was ₹ 5,528.96 million and ₹ 4,667.63 million, respectively, as per our Restated Consolidated Summary Statements and we had cash and cash equivalents of ₹ 215.92 million and ₹ 324.55 million, respectively, as per our Restated Consolidated Summary Statements. We believe that our financial strength makes us well positioned for any changes in the market conditions and to take advantage of new opportunities.

Our Strategy

Our objective is to continue to offer quality formulations and generic active ingredients and we also intend to expand our reach in various jurisdictions through our own sales force, in an efficient manner. To sustain our future growth and development, we have and will continue to employ the following strategies:

Concentrate on forward integration through our own sales force in our existing markets

As part of our strategy, we intend to leverage our market presence and execution capabilities and set up our own sales force to begin forward integration of our operations. Our sales force comprises of our employees and consultants and enables us to extend our reach. We also adopt factory-to-farmer approach to be a one-stop solution provider and provide facilities including availability of agronomists for creating awareness about the use of formulations.

We commenced forward integration of our operations in Europe and we continue to focus on forward integration of our operations in various regions and in Europe, in particular, which has experienced benefits of forward integration in countries such as Hungary, Italy, Czech Republic and Poland. We have also undertaken forward integration of our operations in Mexico, Colombia, South Africa and India and we continue to extend our reach in these countries and other jurisdictions. This, we believe, enables us to increase our margins and the penetration of our portfolio of formulations and generic active ingredients as well as serve better.

Strengthen our distribution presence in the existing and new markets, including highly regulated markets, by leveraging our existing portfolio of formulations and generic active ingredients

We plan to further expand our distribution presence geographically by marketing and distributing our existing portfolio of formulations and generic active ingredients. We distribute formulations and generic active

ingredients in over 60 countries as on August 5, 2014 across Europe, NAFTA, Latin America and Rest of the World through third party distributors as well as our own sales force. We believe that there is significant growth potential in our existing portfolio and we are well positioned to capitalize the opportunities available in the markets in which we operate. We intend to penetrate further in these existing markets, including the highly regulated markets, thereby increasing the presence of our formulations and generic active ingredients in the existing markets.

We also intend to explore opportunities in new markets such as Africa, Central America and Japan by leveraging on our knowledge of the generic agrochemical markets, existing dossiers and seek registrations in such new markets for distributing our existing portfolio of formulations and generic active ingredients. We will continue to put in efforts for increasing our presence in countries such as Canada where we do not have major operations and we believe that with this strategy, we will be able to mark our presence in the agrochemical markets in these jurisdictions.

Continued focus on obtaining registrations across jurisdictions to increase our portfolio of formulations and generic active ingredients

We will continue to identify generic molecules going off-patent and focus on seeking registrations to increase our portfolio of formulations and generic active ingredients across Europe, NAFTA, Latin America and Rest of the World. Towards this end, we have, and intend to continue to engage experienced consultants in different countries across regions to benefit from their knowledge about the registration processes in the local jurisdiction as well as the market conditions. We will continue to pursue opportunities for expanding our portfolio of formulations and generic active ingredients in the future.

Over the years, we have also invested in preparing dossiers and the process of seeking registrations for formulations and generic active ingredients in our own name. We intend to leverage our existing dossiers and portfolio of formulations and generic active ingredients to develop new composition of formulations.

Increase the scale of our biocide registration organically and inorganically and focus on their marketing and distribution

We have ventured into the biocide segment which we believe will offer us growth opportunities and diversified customer base. In November 2012, we commenced marketing and distribution of biocides and are currently distributing biocides in various countries including Spain, France, Italy, Hungary, Croatia, United Kingdom, Slovakia, Slovenia, Belgium, Bulgaria, Greece, Poland, Czech Republic. We plan to increase our marketing and distribution activities for biocide products in other European countries also. As of July 15, 2014, we own over 120 registrations for biocides. We will continue to increase our registrations for biocide products. We also intend to grow inorganically and in this regard, we have acquired registrations from existing biocide registration holders, primarily, in Europe.

Pursue opportunities of inorganic growth through strategic acquisitions and partnerships

We have primarily grown and expanded our agrochemical business organically. In November 2011, we acquired 76% stake in Axis Crop Science Private Limited, which is a company focussed on marketing and distribution of formulations in India. For further details, see “History and Certain Corporate Matters – Summary of Key Agreements” on page 140. This has enabled us to establish our presence in the Indian market. We continue to evaluate and examine the possibility of partnerships with other companies across different jurisdictions which would provide us with an opportunity to increase our portfolio of registrations, grow in such market or increase the presence of our generic agrochemicals. We will continue to evaluate additional markets and product opportunities, including potential acquisitions and relationships which we believe will be beneficial to increase our presence in the generic agrochemical markets.

SUMMARY FINANCIAL INFORMATION

The following tables set forth the summary financial information derived from the Restated Summary Statements.

These Restated Summary Statements have been prepared in accordance with sub-clause (i), (ii) and (iii) of clause (b) of sub-section (1) of section 26 of Chapter III of the Companies Act, 2013 read with rule 4 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the SEBI Regulations and presented under the section "Financial Statements" on page 189. The summary financial information presented below should be read in conjunction with the Restated Summary Statements, the notes thereto and the sections "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 189 and 312 respectively.

RESTATED UNCONSOLIDATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(Rs. in million)						
Sr. No.	Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
A.	Equity & Liabilities					
	Share Holder's Funds					
	(a) Equity share capital	902.21	902.21	902.21	180.44	180.44
	(b) Reserves and Surplus	4,262.74	3,628.91	3,029.99	1,864.09	1,670.44
	Total of Shareholder funds	5,164.95	4,531.12	3,932.20	2,044.53	1,850.88
B	Non-current liabilities					
	(a) Deferred tax liabilities (Net)	102.63	90.44	51.18	42.70	59.40
	(b) Long –term Provision	1.53	-	-	-	-
	Total of Non-current liabilities	104.16	90.44	51.18	42.70	59.40
C	Current liabilities					
	(a) Short-term borrowings	-	2.15	26.31	4.79	15.27
	(b) Trade payables	1614.57	1642.51	1726.04	997.60	793.98
	(c) Other current liabilities	674.83	687.84	469.39	419.92	387.72
	(d) Short-term provisions	266.36	105.99	105.07	33.40	4.57
	Total of Current liabilities	2,555.76	2,438.49	2,326.81	1,455.71	1,201.54
	Total of A + B + C	7,824.87	7,060.05	6,310.19	3,542.94	3,111.82
	Assets					
D	Non-current assets					
	(a) Fixed assets:					
	Tangible assets	13.09	12.80	12.79	10.54	9.21
	Intangible assets	618.98	627.32	566.60	788.84	928.31
	Intangible assets					

Sr. No.	Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
	under development	1,334.84	883.91	630.60	315.78	161.12
		1,966.91	1,524.03	1,209.99	1,115.16	1,098.64
	(b) Non-current investments	64.19	59.45	48.44	13.16	13.16
	(c) Long-term loans and advances	189.11	137.90	79.62	26.83	27.28
	(d) Other non-current assets	79.96	73.98	29.18	-	64.04
	Total Non-current assets	2,300.17	1,795.36	1,367.23	1,155.15	1,203.12
E	Current assets					
	(a) Current investments	1,692.41	922.71	323.16	254.99	172.51
	(b) Inventories	611.75	808.59	982.80	477.05	332.15
	(c) Trade receivables	2,855.67	3,001.13	3,242.19	1,559.69	1,374.64
	(d) Cash and Bank balances	153.89	318.62	294.52	71.47	24.18
	(e) Short-term loans and advances	186.82	191.48	96.68	19.80	2.70
	(f) Other current assets	24.16	22.16	3.61	4.79	2.52
	Total current assets	5,524.70	5,264.69	4,942.96	2,387.79	1,908.70
	Total of D+E	7,824.87	7,060.05	6,310.19	3,542.94	3,111.82

RESTATED UNCONSOLIDATED SUMMARY STATEMENT OF PROFITS AND LOSSES

(Rs. in million)

Particulars	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
Income:					
Revenue from operations	5,321.26	5,562.23	3,469.50	2,411.84	2,033.65
Other income	353.75	177.12	63.05	39.86	32.73
Total revenue	5,675.01	5,739.35	3,532.55	2,451.70	2,066.38
Expenses:					
Purchase of traded goods	1,434.80	2,336.39	1,302.83	1,117.90	1,033.27
Raw materials consumed	1,493.61	1,318.94	950.58	486.08	388.72
(Increase)/decrease in inventories of finished goods	163.83	(23.32)	(111.38)	(8.58)	(105.38)
Employee benefits expense	118.07	77.57	59.99	50.06	35.86
Finance costs	5.86	0.10	0.09	1.92	0.97
Depreciation and amortisation expense	288.41	366.98	368.61	315.41	247.52
Other expenses	912.59	624.10	404.85	201.12	269.28

Particulars	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
Total expenses	4,417.17	4,700.76	2,975.57	2,163.91	1,870.24
Restated Profit before tax	1,257.84	1,038.59	556.98	287.79	196.14
Tax expense/(credit):					
- Current tax	400.70	295.56	168.83	110.85	31.24
-Deferred tax expense/(credit)	12.19	39.26	8.48	(16.71)	31.96
Total tax expense	412.89	334.82	177.31	94.14	63.20
Restated Profit after tax	844.95	703.77	379.67	193.65	132.94

RESTATED UNCONSOLIDATED SUMMARY STATEMENT OF CASH FLOWS

(Rs. in million)

Particulars	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
A. CASH FLOW FROM/(USED IN) OPERATING ACTIVITIES					
Profit before taxation (as restated)	1,257.84	1,038.59	556.98	287.79	196.14
Non cash adjustments to reconcile profit before tax to net cash flows					
Depreciation and amortisation expense	288.41	366.98	368.61	315.41	247.52
Provision/(reversal) for diminution in value of current investments	(0.04)	0.04	(0.01)	0.01	0.72
Provision/(reversal) for diminution in value of non-current investments	(3.62)	(5.42)	9.04	-	-
Loss on sale/scrap of fixed assets (Net)	8.10	12.28	-	-	0.04
Net (gain)/loss on sale of current investments	(73.67)	(15.76)	(11.96)	(2.88)	1.33
Net (gain)/loss on sale of non-current investments	(10.29)	-	-	-	-
Unrealised foreign exchange (gain)/loss	98.55	64.73	8.04	(35.36)	106.49
Finance costs	5.86	0.10	0.09	1.92	0.97
Interest income	(46.10)	(38.06)	(4.11)	(3.34)	(4.24)
Dividend income	(7.18)	(19.16)	(15.55)	(8.53)	(19.04)
Operating profit before working capital changes (as restated)	1,517.86	1,404.32	911.13	555.02	529.93
Movements in Working					

Particulars		Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
	Capital					
	(Increase)/decrease in long-term loans and advances	(49.46)	0.03	26.25	0.44	29.13
	(Increase)/decrease in trade receivables	138.55	110.53	(344.49)	(154.36)	(196.64)
	(Increase)/decrease in inventories	196.79	174.23	(195.74)	(144.89)	(182.30)
	(Increase)/decrease in short-term loans and advances	46.94	(90.92)	(36.04)	(17.15)	7.19
	(Increase)/decrease in other current assets	(2.88)	0.75	1.19	(2.27)	(1.43)
	Increase/(decrease) in long – term provisions	1.53	-	-	-	-
	Increase/(decrease) in trade payables	(48.33)	(51.93)	245.08	206.64	246.64
	Increase/(decrease) in other current liabilities	26.19	30.92	10.30	3.33	(1.63)
	Increase/(decrease) in short-term provisions	54.13	0.92	(33.19)	(1.79)	(29.12)
		363.46	174.53	(326.64)	(110.05)	(128.16)
	Cash flow from operations	1,881.32	1,578.85	584.49	444.97	401.77
	Direct taxes paid (Net of refunds)	(402.44)	(353.88)	(247.87)	(80.23)	(81.57)
	Net cash generated from/(used in) operating activities (A)	1,478.88	1,224.97	336.62	364.74	320.20
B.	CASH FLOW FROM/(USED IN) INVESTING ACTIVITIES					
	Amount received pursuant to Scheme of Amalgamation	-	-	296.21	-	-
	Interest received on bank deposits and others	1.58	31.35	4.11	3.34	4.24
	Dividends received on current investments	6.94	0.93	-	-	16.50
	Dividends received on non-current investments	0.20	0.20	-	-	2.54
	Acquisition of / investment in subsidiaries	(0.26)	(3.10)	7.28	-	(0.48)
	Purchase of non-current investments	(50.00)	(2.50)	(3.58)	-	-
	Proceeds from sale of non-current investments	59.42	-	-	-	-
	Purchase of fixed assets including intangible assets, intangible assets under development and capital advances	(850.24)	(488.40)	(377.39)	(300.65)	(499.20)
	Proceeds from sale of	-	0.44	-	-	0.19

Particulars		Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
	fixed assets					
	Current Investments not considered as cash and bank balances					
	- (Purchases) / Proceeds from sale	(695.95)	(565.83)	(40.64)	(70.35)	198.90
	Redemption/(investment) in bank deposits (having original maturity of more than three months)	28.69	(72.16)	1.55	63.98	0.85
	Net cash generated from/(used in) investing activities (B)	(1,499.62)	(1,099.07)	(112.46)	(303.68)	(276.46)
C.	CASH FLOW FROM/(USED IN) FINANCING ACTIVITIES					
	Finance costs paid	(5.86)	(0.10)	(0.09)	(1.92)	(0.97)
	Dividend paid on equity shares	(90.22)	(90.22)	-	-	-
	Tax on equity dividend paid	(14.64)	(14.64)	-	-	-
	Proceeds from/ (Repayment of) short- term borrowings.	(2.15)	(23.46)	(4.63)	(10.48)	(64.25)
	Net cash generated from/(used in) financing activities (C)	(112.87)	(128.42)	(4.72)	(12.40)	(65.22)
D.	Net Increase/(Decrease) in cash and bank balances (A+B+C)	(133.61)	(2.52)	219.44	48.66	(21.48)
E.	Cash and Cash Equivalents at the beginning of the year	287.42	294.52	70.05	22.82	44.30
F.	Effect of exchange differences on restatement of foreign currency cash and bank balances	0.08	(4.59)	5.03	(1.43)	-
G.	Total Cash and Cash Equivalents at the end of the year (D+E+F)	153.89	287.41	294.52	70.05	22.82
	Components of cash and cash equivalents					
	Cash on hand	0.12	0.06	0.06	0.03	0.00
	With banks - on current account	153.77	287.35	294.46	70.02	22.82
	Total cash and cash equivalents	153.89	287.41	294.52	70.05	22.82

RESTATED CONSOLIDATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(Rs. in million)

Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Equity & Liabilities					
A Share Holders' Funds					
(a) Equity share capital	902.21	902.21	902.21	180.44	180.44
(b) Reserves and Surplus	4,655.24	3,766.04	3,026.88	3,015.25	2,614.50
Total of Shareholder funds	5,557.45	4,668.25	3,929.09	3,195.69	2,794.94
B Minority interest	0.24	0.01	0.37	0.01	0.00
C Non-current liabilities					
(a) Long term Borrowings	0.04	0.17	0.36	-	-
(b) Deferred tax liabilities (Net)	101.82	90.02	51.15	42.70	59.40
(c) Long Term Provisions	2.12	0.17	0.23	-	-
Total of Non-current liabilities	103.98	90.36	51.74	42.70	59.40
D Current liabilities					
(a) Short-term borrowings	399.12	458.83	33.95	23.73	22.12
(b) Trade payables	2,049.38	1,932.10	1,744.84	1,170.95	906.83
(c) Other current liabilities	755.01	708.22	471.83	428.39	403.29
(d) Short-term provisions	276.66	106.32	105.66	33.40	4.57
Total of Current liabilities	3,480.17	3,205.47	2,356.28	1,656.47	1,336.81
Total of (A + B + C+D)	9,141.84	7,964.09	6,337.48	4,894.87	4,191.15
Assets					
E Non-current assets					
(a) Fixed assets:					
Goodwill on consolidation	2.17	-	-	-	-
Tangible assets	18.98	14.21	13.72	12.67	11.05
Intangible assets	619.25	627.56	566.62	863.17	1,059.11
Intangible assets under development	1,334.84	883.91	630.60	335.46	181.08
	1,975.24	1,525.68	1,210.94	1,211.30	1,251.24
(b) Non-current investments	52.50	48.02	40.11	41.46	40.14
(c) Long-term loans and advances	204.83	137.97	79.69	26.83	27.28
(d) Other non-current assets	79.96	73.98	29.16	25.52	89.79
Total non-current assets	2,312.53	1,785.65	1,359.90	1,305.11	1,408.45

Particulars		As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
F	Current assets					
	(a) Current investments	1,692.41	922.71	323.83	254.99	172.51
	(b) Inventories	807.72	929.16	1,020.19	579.08	375.57
	(c) Trade receivables	4,002.14	3,788.36	3,266.22	2,483.60	2,148.74
	(d) Cash and bank balances	216.28	356.62	297.15	232.53	68.10
	(e) Short-term loans and advances	86.53	159.23	66.58	34.77	15.26
	(f) Other current assets	24.23	22.36	3.61	4.79	2.52
	Total current assets	6,829.31	6,178.44	4,977.58	3,589.76	2,782.70
	Total of E+F	9,141.84	7,964.09	6,337.48	4,894.87	4,191.15

RESTATED CONSOLIDATED SUMMARY STATEMENT OF PROFIT AND LOSS

(Rs. in million)

Particulars	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
Income:					
Revenue from operations	7,819.11	7,777.28	6,135.13	4,417.73	3,518.29
Other income	328.28	148.85	65.93	75.85	40.81
Total revenue	8,147.39	7,926.13	6,201.06	4,493.58	3,559.10
Expenses:					
Purchase of traded goods	3,443.78	4,174.39	3,198.25	2,542.40	2,131.74
Raw materials consumed	1,512.86	1,353.34	1,256.98	579.51	398.57
(Increase)/decrease in inventories of traded and finished goods	183.77	(84.80)	(262.04)	(28.81)	(79.65)
Employee benefits expense	181.27	135.85	108.69	84.12	52.32
Finance costs	13.73	3.57	1.36	2.10	1.53
Depreciation and amortisation expense	288.89	367.32	427.20	371.23	305.74
Other expenses	1,039.43	798.66	608.26	434.57	396.29
Total expenses	6,663.73	6,748.33	5,338.70	3,985.12	3,206.54
Restated Profit before tax	1,483.66	1,177.80	862.36	508.46	352.56
Tax expense/(credit):					
- Current tax	402.83	295.56	169.42	110.85	31.24
- Deferred tax expense/(credit)	11.80	38.88	8.39	(16.71)	31.96
Total tax expense	414.63	334.44	177.81	94.14	63.20
Restated Profit after tax and before minority interest for the year	1,069.03	843.36	684.55	414.32	289.36
Minority Interest	(0.00)	(0.37)	(2.55)	0.00	(0.00)
Restated Profit after tax	1,069.03	843.73	687.10	414.32	289.36

RESTATED CONSOLIDATED SUMMARY STATEMENT OF CASH FLOWS
(Rs. in million)

	Particulars	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
A.	CASH FLOW FROM/(USED IN) OPERATING ACTIVITIES					
	Profit before taxation (as restated)	1,483.66	1,177.80	862.36	508.46	352.56
	Non cash adjustments to reconcile profit before tax to net cash flows					
	Depreciation and amortisation expense	288.89	367.32	427.20	371.23	305.74
	Provision/(reversal) for diminution in value of current investments	(0.04)	0.04	(0.01)	0.01	0.72
	Provision/(reversal) for diminution in value of non-current investments	(3.63)	(5.41)	9.04	(1.95)	(5.92)
	Loss on sale/scrap of fixed assets (Net)	8.10	12.28	-	-	0.04
	Net gain on sale of current investments	(73.67)	(15.76)	(11.96)	(2.88)	1.33
	Net gain on sale of non- current investments	(10.29)	-	-	-	-
	Unrealised foreign exchange (gain)/loss (Net)	94.49	65.70	20.19	(26.40)	104.44
	Finance costs	13.73	3.57	1.36	2.10	1.53
	Interest income	(7.60)	(3.76)	(3.37)	(3.48)	(4.86)
	Dividend income	(7.19)	(19.17)	(15.69)	(8.65)	(16.59)
	Operating profit before working capital changes (as restated)	1,786.45	1,582.61	1,289.12	838.44	738.99
	Movements in Working Capital					
	(Increase)/decrease in long-term loans and advances	(66.87)	(58.28)	(52.86)	0.44	(21.21)
	(Increase)/decrease in trade receivables	(79.48)	(656.75)	(662.30)	(310.28)	(211.80)
	(Increase)/decrease in inventories	233.26	91.03	(424.56)	(203.51)	(161.34)
	(Increase)/decrease in short-term loans and advances	125.38	(93.48)	(28.07)	(19.55)	(1.10)
	(Increase)/decrease in other current assets	(2.78)	0.57	1.21	(2.27)	(1.43)
	Increase/(decrease) in	(147.17)	219.15	460.04	267.53	213.85

	Particulars	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
	trade payables					
	Increase/(decrease) in other current liabilities	48.37	47.87	12.51	(3.77)	3.48
	Increase/(decrease) in short-term provisions	63.71	59.57	45.85	(1.79)	21.20
	Increase/(decrease) in long-term provisions	1.95	(0.06)	0.23	-	-
		176.37	(390.38)	(647.95)	(273.20)	(158.35)
	Cash flow from operations	1,962.82	1,192.23	641.17	565.24	580.64
	Direct taxes paid (Net of refunds)	(402.44)	(354.48)	(247.87)	(80.23)	(81.57)
	Net cash generated from/(used in) operating activities (A)	1,560.38	837.75	393.30	485.01	499.07
B.	CASH FLOW FROM/(USED IN) INVESTING ACTIVITIES					
	Interest received on bank deposits and others	1.61	1.74	3.37	3.48	4.86
	Dividends received on current investments	6.95	0.94	0.01	-	13.95
	Dividends received on non-current investments	0.20	0.20	0.13	0.11	2.64
	Purchase of non-current investments	(46.38)	(2.08)	(11.09)	(0.01)	4.53
	Proceeds from sale of non-current investments	59.43	-	-	-	-
	Purchase of fixed assets, including intangible assets, intangible assets under development and capital advances	(854.98)	(489.43)	(419.77)	(300.00)	(507.27)
	Proceeds from sale of fixed assets	-	0.44	-	-	0.19
	(Purchases)/Proceeds from sale of Current Investments (Net)	(695.91)	(565.19)	(41.30)	(70.37)	198.18
	Redemption/(investment) in bank deposits (having original maturity of more than three months)	29.20	(71.94)	(1.80)	63.39	2.88
	Acquisition of subsidiary/step-down subsidiary	(4.83)	-	(2.40)	-	-
	Net cash generated from/(used in) investing activities (B)	(1,504.71)	(1,125.32)	(472.85)	(303.40)	(280.04)
C.	CASH FLOW FROM/(USED IN)					

	Particulars	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
	FINANCING ACTIVITIES					
	Finance costs paid	(13.73)	(3.57)	(1.36)	(2.10)	(1.53)
	Dividend paid on equity shares	(90.22)	(90.22)	-	-	-
	Tax on equity dividend paid	(14.64)	(14.64)	-	-	-
	Changes in Minority Interest	(0.01)	0.00	0.10	0.01	0.00
	Repayment of long-term borrowings	(0.13)	(0.20)	(0.14)	-	-
	Proceeds from/(Repayment of) short-term borrowings (Net)	(99.94)	425.56	(2.51)	1.61	(115.06)
	Net cash generated from/(used in) financing activities (C)	(218.67)	316.93	(3.91)	(0.48)	(116.59)
D.	Exchange Difference arising on conversion debited to Foreign Currency Translation Reserve	27.74	0.34	145.28	(16.19)	(96.87)
E.	Net Increase/(Decrease) in cash and bank balances(A+B+C+D)	(135.26)	29.70	61.82	164.94	5.57
F.	Cash and Cash Equivalent at the beginning of the year	324.55	296.06	230.28	66.74	61.12
G.	Effect of exchange differences on restatement of foreign currency cash and bank balances	(0.87)	(1.21)	3.65	(1.40)	0.05
H.	Cash and Cash Equivalent taken over on acquisition	27.50	-	0.31	-	-
I.	Total Cash and Cash Equivalent at the end of the year (E+F+G+H)	215.92	324.55	296.06	230.28	66.74
	Components of cash and cash equivalents					
	Cash on hand	0.53	0.06	0.46	0.03	0.00
	With banks - on current account	215.39	324.49	295.60	230.25	66.74
	Total cash and cash equivalents	215.92	324.55	296.06	230.28	66.74

THE OFFER

Offer of Equity Shares ⁽¹⁾⁽²⁾	22,555,124 Equity Shares
<i>Of which</i>	
Offer for sale by HEP Mauritius Limited	14,320,495 Equity Shares
Offer for sale by Sharda R. Bubna	4,117,315 Equity Shares
Offer for sale by Ramprakash V. Bubna	4,117,314 Equity Shares
<i>Of which</i>	
A) QIB Category ⁽³⁾⁽⁴⁾	11,277,561 Equity Shares
<i>Of which</i>	
Anchor Investor Portion	3,383,268 Equity Shares
Balance available for allocation to QIBs other than Anchor Investors (assuming Anchor Investor Portion is fully subscribed)	7,894,293 Equity Shares
<i>Of which</i>	
Available for allocation to Mutual Funds only (5% of the QIB Category (excluding the Anchor Investor Portion))	394,715 Equity Shares
Balance of QIB Category for all QIBs including Mutual Funds	7,499,578 Equity Shares
B) Non-Institutional Category ⁽⁴⁾	Not less than 3,383,269 Equity Shares
C) Retail Category ⁽⁴⁾	Not less than 7,894,294 Equity Shares
Pre and post Offer Equity Shares	
Equity Shares outstanding prior to the Offer	90,220,495 Equity Shares
Equity Shares outstanding after the Offer	90,220,495 Equity Shares

Allocation to investors in all categories, except the Retail Category and the Anchor Investor Portion, if any, shall be made on a proportionate basis.

- (1) *The Equity Shares offered by the Selling Shareholders in the Offer have been held by them for a period of at least one year prior to filing of the Draft Red Herring Prospectus with SEBI. The Offer has been authorised by the Selling Shareholders as follows: 14,320,495 Equity Shares offered by HEP Mauritius Limited authorised by the board resolution dated September 25, 2013, 4,117,315 Equity Shares offered by Sharda R. Bubna as per consent letter dated January 20, 2014 and 4,117,314 Equity Shares offered by Ramprakash V. Bubna as per consent letter dated January 20, 2014.*
- (2) *Please note that in addition to receipt of sufficient number of valid Bids from Retail Individual Investors, Non-Institutional Investors and Qualified Institutional Buyers and other conditions as stated in this Red Herring Prospectus, Allotment of Equity Shares pursuant to the Offer will be undertaken only upon receipt of Bids equivalent to at least 25% of the Offer (including Bids received under the Anchor Investor Portion) from Mutual Funds and/or Insurance Companies.*
- (3) *Our Company and the Selling Shareholders may, in consultation with BRLMs, allocate up to 30% of the QIB Category 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 price at which allocation is being done to other Anchor Investors. For further details, see "Offer Procedure" on page 414.*
- (4) *Under subscription, if any, in any category, except in the QIB category, would be allowed to be met with spill over from any other category or combination of categories at the discretion of our Company and the Selling Shareholders, in consultation with BRLMs and the Designated Stock Exchange.*

GENERAL INFORMATION

Our Company was incorporated as Sharda Worldwide Exports Private Limited on March 12, 2004 as a private limited company under the Companies Act, 1956. Our Company changed its name to Sharda Cropchem Private Limited and a fresh certificate of incorporation was issued by the RoC on September 18, 2013. Thereafter, our Company was converted into a public limited company on September 18, 2013 and consequently, the name of our Company was changed to Sharda Cropchem Limited. A fresh certificate of incorporation pursuant to the change of name was issued by the RoC on September 18, 2013. For further details, see “History and Certain Corporate Matters” on page 139. For further details of the business of our Company, see “Our Business” on page 121.

Registered and Corporate Office of our Company

Sharda Cropchem Limited

Domnic Holm
29th Road, Bandra (West)
Mumbai 400 050
Tel: (91 22) 6678 2800
Fax: (91 22) 6678 2828
Website: www.shardacropchem.com/
Corporate Identity Number: U51909MH2004PLC145007
Registration Number: 145007

Address of Registrar of Companies

Our Company is registered with the Registrar of Companies of Mumbai, Maharashtra, located at 100, Everest, Marine Drive, Mumbai 400 002.

Chief Financial Officer

Gautam Arora is the chief financial officer of the Company. His contact details are as follows:

Gautam Arora

Sharda Cropchem Limited
Domnic Holm, 29th Road
Bandra (West)
Mumbai 400 050
Tel: (91 22) 6678 2800
Fax: (91 22) 6678 2828

Board of Directors

The Board of our Company comprises of the following:

Name	Designation	DIN	Address
Ramprakash V. Bubna	Chairman and Managing Director	00136568	501, Pleasant Park, 5 th Floor, 24 th Road, Bandra (West), Mumbai 400 050
Sharda R. Bubna	Executive Director	00136760	501, Pleasant Park, 5 th Floor, 24 th Road, Bandra (West), Mumbai 400 050
Ashish R. Bubna	Executive Director	00945147	501, Pleasant Park, 5 th Floor, 24 th Road, Bandra (West), Mumbai 400 050
Manish R. Bubna	Executive Director	00137394	501, Pleasant Park, 5 th Floor, 24 th Road, Bandra (West), Mumbai 400 050
Vishal Marwaha	Non-Executive and Nominee Director	00164204	D2A/8, Vasant Vihar, New Delhi 110 057
M. S. Sundara Rajan	Independent and Non-Executive Director	00169775	Ashwarooda, Flat no. 11, 2 nd Floor, Building No. 248, Ambujammal street, T. T. K. Salai, Alwarpet, Chennai 600 018
Urvashi Saxena	Independent and Non-Executive Director	02021303	2602 Lightbridge, Hiranandani Meadows, Gladys Alwares Road, Thane (West), 400 610
Shitin Desai	Independent and Non-	00009905	Manek, Flat 6A, 6 th Floor, 11, L. D. Ruparel Marg,

Name	Designation	DIN	Address
	Executive Director		Malabar Hill, Mumbai 400 006
P. R. Srinivasan	Independent and Non-Executive Director	00365025	25A, Belvedere Court, Sane Guruji Marg, Mumbai 400 011
Shobhan Thakore	Independent and Non-Executive Director	00031788	509, Cumbala Crest, 42/A, G. Deshmukh Marg, Mumbai 400 026

For further details of our Directors, see “Management” on page 157.

Company Secretary and Compliance Officer

Jetkin N. Gudhka is the Company Secretary and the Compliance Officer of our Company. His contact details are as follows:

Jetkin N. Gudhka
Domnic Holm
29th Road, Bandra (West)
Mumbai 400 050
Tel: (91 22) 6678 2800
Fax: (91 22) 6678 2828
Email: co.sec@shardaintl.com

Investors can contact the Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems, such as non-receipt of letters of Allotment, credit of Allotted Equity Shares in the respective beneficiary account and refund orders.

All grievances relating to the Offer may be addressed to the Registrar to the Offer, giving full details such as name, application number, address of the applicant, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the entity and centre where the Bid cum Application Form was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Offer with a copy to the relevant SCSB and the Syndicate Members at the Specified Locations with whom the Bid cum Application Form was submitted, giving full details such as name and address of the applicant, Bid cum Application Form number, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and Designated Branch or the collection centre of the SCSB or the address of the centre of the Syndicate Member at the Specified Locations where the Bid cum Application Form was submitted by the ASBA Bidder.

Further, with respect to the Bid cum Application Forms submitted with the Registered Brokers, the investor shall also enclose the acknowledgment from the Registered Broker in addition to the documents/information mentioned hereinabove.

Book Running Lead Managers

Edelweiss Financial Services Limited

14th Floor, Edelweiss House
Off C.S.T. Road, Kalina
Mumbai 400 098
Tel: (91 22) 4009 4400
Fax: (91 22) 4086 3610
Email: swl.ipo@edelweissfin.com
Investor Grievance Email: customerservice.mb@edelweissfin.com
Website: www.edelweissfin.com
Contact Person: Abhishek Agarwal
SEBI Registration No.: INM0000010650

IDFC Securities Limited*

Naman Chambers
C-32, G Block
Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Tel: (91 22) 6622 2600
Fax: (91 22) 6622 2501
Email: scl.ipo@idfc.com
Investor Grievance Email: complaints@idfc.com
Website: www.idfccapital.com
Contact Person: Akshay Bhandari
SEBI Registration No.: MB/INM000011336

** Pursuant to the order of the Bombay High Court dated March 28, 2014, IDFC Capital Limited has been merged with IDFC Securities Limited with effect from April 7, 2014. Pursuant to the merger, IDFC Securities Limited had applied to SEBI for transfer of merchant banking license in the name of IDFC Securities Limited. Post*

submission of necessary documents and undertakings, SEBI has issued fresh merchant banking certificate dated June 24, 2014 to IDFC Securities Limited.

Inter-se allocation of responsibilities between the BRLMs

The following table sets forth the *inter se* allocation of responsibilities for various activities among the BRLMs for the Offer:

Sr. No.	Activities	Responsibility	Coordinator
1.	Capital structuring with relative components and formalities such as type of instruments, etc.	Edelweiss and IDFC Securities	Edelweiss
2.	Due diligence of our Company's operations/ management/ business plans/ legal etc. Drafting and finalization of the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus and all statutory advertisements. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the SEBI, Stock Exchanges and RoC including obtaining in-principle listing approvals, SEBI observations on the Draft Red Herring Prospectus and RoC filing of the Red Herring Prospectus and Prospectus.	Edelweiss and IDFC Securities	IDFC Securities
3.	Drafting and approval of all publicity material other than statutory advertisements as mentioned above including corporate advertisement, brochure, corporate film, etc.	Edelweiss and IDFC Securities	IDFC Securities
4.	Appointment of other intermediaries namely, Registrar and Bankers to the Offer, printers, advertising agency, IPO Grading Agency, etc.	Edelweiss and IDFC Securities	IDFC Securities
5.	International institutional marketing of the Offer, which will cover, <i>inter alia</i> : <ul style="list-style-type: none"> • Preparation of road show presentation and FAQs; • Finalising the list and division of investors for one to one meetings; and • Finalising road show schedule and investor meeting schedules. 	Edelweiss and IDFC Securities	IDFC Securities
6.	Domestic institutional marketing of the Offer, which will cover, <i>inter alia</i> : <ul style="list-style-type: none"> • Finalising the list and division of investors for one to one meetings; and • Finalising road show schedule and investor meeting schedules. 	Edelweiss and IDFC Securities	Edelweiss
7.	Retail and Non-institutional marketing of the Offer, which will cover, <i>inter alia</i> : <ul style="list-style-type: none"> • Finalising media, marketing and PR strategy; • Finalising centers for holding conference for brokers, etc; • Finalising bidding/ collection centers; and • Deciding on the quantum of the issue material and follow up on distribution of publicity and issue materials including form, prospectus, etc. 	Edelweiss and IDFC Securities	Edelweiss
8.	Co-ordination with Stock Exchanges for book building software, bidding terminals and mock trading.	Edelweiss and IDFC Securities	Edelweiss
9.	Finalisation of Offer Price in consultation with our Company and the Selling Shareholders.	Edelweiss and IDFC Securities	IDFC Securities
10.	The post Bidding activities including management of escrow accounts, co-ordination of non-institutional and institutional allocation, intimation of allocation and dispatch of refunds to Bidders, etc. The post-Offer activities will involve essential follow up steps, which include the finalization of Basis of Allotment, dispatch of	Edelweiss and IDFC Securities	IDFC Securities

Sr. No.	Activities	Responsibility	Coordinator
	refunds, demat delivery of shares, finalization of listing and trading of instruments with the various agencies connected with the work such as the Registrar to the Offer and Bankers to the Offer and the bank handling refund business. The BRLMs shall be responsible for ensuring that these agencies fulfil their functions and enable it to discharge this responsibility through suitable agreements with our Company.		

Syndicate Members

Edelweiss Securities Limited

Registered office: 2nd floor, MB Towers
Plot No. 5, Road No. 2
Banjara Hills, Hyderabad 500 034
Corporate office: Edelweiss House
Off C.S.T. Road, Kalina, Mumbai 400 098
Tel: (91 22) 6747 1342
Fax: (91 22) 6747 1347
E-mail: swl.ipo@edelweissfin.com
Website: www.edelweissfin.com
Contact Person: Prakash Boricha
SEBI Registration Nos: BSE: INB011193332; NSE: INB231193310; MCX-SX: INB261193396

Sharekhan Limited

10th Floor, Beta Building
Lodha iThink Techno Campus
Off Jogeshwari - Vikhroli Link Road
Opposite Kanjurmarg Railway Station
Kanjurmarg (East)
Mumbai 400 042
Tel: (91 22) 6115 0000
Fax: (91 22) 6748 1891
E-mail: myaccount@sharekhan.com
Website: www.sharekhan.com
Contact Person: Ajay Maheshwari / Pravin Darji/
Pankaj Patel
SEBI Registration No: BSE: INB011073351; NSE: INB231073330

Indian Legal Counsel to the Offer

Amarchand & Mangaldas & Suresh A. Shroff & Co.

Peninsula Chambers
Peninsula Corporate Park
Ganpatrao Kadam Marg
Lower Parel
Mumbai 400 013
Tel: (91 22) 2496 4455
Fax: (91 22) 2496 3666

Statutory Auditors of our Company

S. R. Batliboi & Co. LLP, Chartered Accountants

12th Floor, The Ruby
29 Senapati Bapat Marg
Dadar (West)
Mumbai 400 028
Tel: (91 22) 6192 0600
Fax: (91 22) 6192 1000
Email: srbc@in.ey.com
Peer review certificate dated August 8, 2012 valid for a period of three years.

Registrar to the Offer

Karvy Computershare Private Limited

Plot No. 17-24
Vittal Rao Nagar
Madhapur
Hyderabad 500 081
Tel: (91 40) 4465 5000

Fax: (91 40) 2343 1551
Email: sharda.ipo@karvy.com
Website: http://karishma.karvy.com
Contact Person: M. Murali Krishna
SEBI Registration No.: INR000000221

Bankers to the Offer and Escrow Collection Banks

Axis Bank Limited

Jeevan Prakash Building
Sir P M Road, Fort
Mumbai 400 001
Tel: (91 22) 4086 7374/ 4086 7464
Fax: (91 22) 4086 7376
Email: viraj.vaidya@axisbank.com,
sandeep.sarangule@axisbank.com,
nachiket.kalwit@axisbank.com
Website: www.axisbank.com
Contact Person: Viraj Vaidya/Sandeep Sarangule/
Nachiket Kalwit
SEBI Registration No.: INB100000017

HDFC Bank Limited

FIG - OPS Department
Lodha, I Think Techno Campus, O-3, Level
Next to Kanjurmarg Railway Station
Kanjurmarg (East)
Mumbai 400 042
Tel: (91 22) 3075 2928
Fax: (91 22) 2579 9801
Email: uday.dixit@hdfcbank.com
Website: www.hdfcbank.com
Contact Person: Uday Dixit
SEBI Registration No.: INBI00000063

IndusInd Bank Ltd

PNA House, 4th Floor, Plot No. 57 and 57/1
Road No. 17, Near SRL
MIDC, Andheri (East)
Mumbai 400 093
Tel: (91 22) 6106 9234
Fax: (91 22) 6106 9315
Email: suresh.esaki@indusind.com
Website: www.indusind.com
Contact Person: Suresh Esaki
SEBI Registration No.: INB100000002

Yes Bank Limited

Indiabulls Finance Centre
Tower 2, 26th Floor
Senapati Bapat Marg, Elphinstone (West)
Mumbai 400 013
Tel: (91 22) 3347 9342
Fax: (91 22) 2497 4884
Email: Ankurkumar.mody@yesbank.in
Website: www.yesbank.in
Contact Person: Ankurkumar Mody
SEBI Registration No.: INBI00000935

Refund Bank

Axis Bank Limited

Jeevan Prakash Building
Sir P M Road, Fort
Mumbai 400 001
Tel: (91 22) 4086 7374/ 4086 7464
Fax: (91 22) 4086 7376
Email: viraj.vaidya@axisbank.com,
sandeep.sarangule@axisbank.com,
nachiket.kalwit@axisbank.com
Website: www.axisbank.com
Contact Person: Viraj Vaidya/Sandeep Sarangule/
Nachiket Kalwit
SEBI Registration No.: INB100000017

Bankers to our Company

Union Bank of India

Overseas Branch
Ground Floor, Union Bank Bhavan
239 Vidhan Bhavan Marg
Nariman Point
Mumbai 400 021
Tel: (91 22) 2282 1855
Fax: (91 22) 2282 1781

Email: chandrabhushan@unionbankofindia.com
Website: www.unionbankofindia.com
Contact Person: C. B. Jha

Credit Rating

As this Offer is an offer for sale of the Equity Shares, there is no credit rating for this Offer.

Monitoring Agency

The Offer being an offer for sale, our Company will not receive any proceeds from the Offer and is not required to appoint a monitoring agency for the Offer.

Trustees

The Offer being an offer for sale of the Equity Shares, the appointment of trustees is not required.

Experts

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

Our Company has received written consent from its Auditor namely, S. R. Batliboi & Co. LLP, Chartered Accountants, to include its name as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Red Herring Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 in respect of the reports of the Auditor on the Restated Unconsolidated Summary Statements and on the Restated Consolidated Summary Statements, each dated August 9, 2014 and the statement of tax benefits dated August 19, 2014 included in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

Self Certified Syndicate Banks

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

Registered Brokers

Bidders can submit Bid cum Application Forms in the Offer using the stock broker network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE and the NSE at http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3 and http://www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm, respectively.

Book Building Process

The book building, in the context of the Offer, refers to the process of collection of Bids on the basis of this Red Herring Prospectus within the Price Band, which will be decided by our Company and the Selling Shareholders, in consultation with the BRLMs, and advertised at least five Working Days prior to the Bid/Offer Opening Date. The Offer Price shall be determined by our Company and the Selling Shareholders in consultation with the BRLMs after the Bid/Offer Closing Date. The principal parties involved in the Book Building Process are:

- our Company;
- the Selling Shareholders;
- the BRLMs;
- the Syndicate Members;

- the SCSBs;
- the Registered Brokers;
- the Registrar to the Offer; and
- the Escrow Collection Bank.

The Offer is being made through the Book Building Process wherein 50% of the Offer shall be available for Allocation on a proportionate basis to QIBs, provided that our Company and the Selling Shareholders may allocate up to 30% of the QIB Category to Anchor Investors on a discretionary basis. 5% of the QIB Category (excluding the Anchor Investor Portion) 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 QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Offer Price. Under subscription if any, in any category, except in the QIB category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company and the Selling Shareholders in consultation with the BRLMs and the Designated Stock Exchange.

QIBs (excluding Anchor Investors) and Non-Institutional Investors can participate in the Offer only through the ASBA process and Retail Individual Investors have the option to participate through the ASBA process. Anchor Investors are not permitted to participate through the ASBA process.

In accordance with the SEBI Regulations, QIBs bidding in the QIB Category and Non-Institutional Investors bidding in the Non-Institutional Category 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 can revise their Bids during the Bid/ Offer Period and withdraw their Bids until finalisation of the Basis of Allotment. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/ Offer Period. Allocation to the Anchor Investors will be on a discretionary basis. For further details, see “Offer Procedure” on page 414.

Our Company will comply with the SEBI Regulations and any other ancillary directions issued by SEBI for this Offer. In this regard, our Company and the Selling Shareholders have appointed the BRLMs to manage the Offer and procure purchases for the Offer.

The process of Book Building under the SEBI Regulations is subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to making a Bid or application in the Offer.

Illustration of Book Building Process and Price Discovery Process

Investors should note that this example is solely for illustrative purposes and is not specific to the Offer; it also excludes bidding by Anchor Investors or under the ASBA process.

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

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

The price discovery is a function of demand at various prices. The highest price at which the issuer is able to

issue the desired number of equity shares is the price at which the book cuts off, *i.e.*, ₹ 22.00 in the above example. The issuer, in consultation with the book running lead managers, will finalise the issue price at or below such cut-off price, *i.e.*, at or below ₹ 22.00. All bids at or above this issue price and cut-off bids are valid bids and are considered for allocation in the respective categories.

Steps to be taken by Bidders for Bidding:

1. Check eligibility for making a Bid (see “Offer Procedure – Who Can Bid?” on page 415);
2. Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
3. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the State of Sikkim, who, in terms of the SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, for Bids of all values, ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participants transacting in the securities market, irrespective of the amount of transaction (see “Offer Procedure” on page 414);
4. Ensure that the Bid cum Application Form is duly completed as per the instructions given in this Red Herring Prospectus and in the Bid cum Application Form;
5. Bids by QIBs (except Anchor Investors) and the Non-Institutional Investors shall be submitted only through the ASBA process;
6. Bids by non-ASBA Bidders will have to be submitted to the Syndicate (or their authorised agents) or the Registered Brokers;
7. Bids by ASBA Bidders will have to be submitted to the Designated Branches or the Syndicate in the Specified Locations or the Registered Brokers in physical form. It may also be submitted in electronic form to the Designated Branches of the SCSBs only. ASBA Bidders should ensure that the specified bank accounts have adequate credit balance at the time of submission to the SCSB to ensure that the Bid cum Application Form submitted by the ASBA Bidders is not rejected.

Notwithstanding the foregoing, the Offer is also subject to (i) receipt of Bids equivalent to at least 25% of the Offer (including Bids received under the Anchor Investor Portion) from Mutual Funds and/or Insurance Companies (ii) obtaining the final approval of the RoC after the Prospectus is filed with the RoC; and (iii) obtaining final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment.

Allotment to Retail Individual Investors and Minimum Bid Lots

In the event, the Bids received from Retail Individual Investors exceeds 7,894,294 Equity Shares, then the maximum number of Retail Individual Investors who can be allocated/Allotted the minimum Bid Lot will be computed by dividing the total number of the Equity Shares available for allocation/Allotment to Retail Individual Investors by the minimum Bid Lot (“**Maximum RIB Allottees**”). The allocation/Allotment to Retail Individual Investors will then be made in the following manner:

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

For details, see “Offer Procedure” on page 414.

Refund on Withdrawal of the Offer

For details in relation to refund on withdrawal of the Offer, see “Offer Procedure – Part B” on page 453.

Underwriting Agreement

After the determination of the Offer Price and allocation of the Equity Shares, but prior to filing of the Prospectus with the RoC, our Company and the Selling Shareholders intend to enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. It is proposed that pursuant to the terms of the Underwriting Agreement, the BRLMs shall be responsible for bringing in the amount devolved in the event that the Syndicate Members do not fulfil their underwriting obligations. The Underwriting Agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein.

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

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

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

The abovementioned underwriting commitments are indicative and will be finalised after pricing of the Offer and actual allocation and subject to the provisions of Regulation 13(2) of the SEBI Regulations.

In the opinion of the Board of Directors (based on certificates provided by Underwriters), resources of the above-mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The above-mentioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as stock brokers with the Stock Exchanges. The Board of Directors/ Committee of Directors, has accepted and entered into the Underwriting Agreement on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment.

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

CAPITAL STRUCTURE

The Equity Share capital of our Company as at the date of this Red Herring Prospectus is set forth below:

(In ₹, except share data)

		Aggregate value at face value	Aggregate value at Offer Price
A.	AUTHORISED SHARE CAPITAL		
	105,000,000 Equity Shares	1,050,000,000	
B.	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER		
	90,220,495 Equity Shares	902,204,950	
C.	PRESENT OFFER IN TERMS OF THIS RED HERRING PROSPECTUS		
	Offer for Sale of 22,555,124 Equity Shares aggregating up to ₹ [●] million ⁽¹⁾⁽²⁾	225,551,240	[●]
D.	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER		
	90,220,495 Equity Shares	902,204,950	
E.	SECURITIES PREMIUM ACCOUNT		
	Before the Offer	214,854,612	
	After the Offer	214,854,612	

⁽¹⁾ The Equity Shares being offered by the Selling Shareholders in the Offer have been held by them for a period of at least one year prior to the filing of the Draft Red Herring Prospectus with SEBI and are eligible for being offered for sale in the Offer. The Offer has been authorised by the Selling Shareholders as follows: (i) 14,320,495 Equity Shares offered by HEP Mauritius Limited pursuant to the board resolution dated September 25, 2013; (ii) 4,117,315 Equity Shares offered by Sharda R. Bubna as per consent letter dated January 20, 2014; and (iii) 4,117,314 Equity Shares offered by Ramprakash V. Bubna as per consent letter dated January 20, 2014.

⁽²⁾ Please note that in addition to receipt of sufficient number of valid Bids from Retail Individual Investors, Non-Institutional Investors and Qualified Institutional Buyers and other conditions as stated in this Red Herring Prospectus, Allotment of Equity Shares pursuant to the Offer will be undertaken only upon receipt of Bids equivalent to at least 25% of the Offer (including Bids received under the Anchor Investor Portion) from Mutual Funds and/or Insurance Companies.

The Offer has been authorised by the Board of Directors pursuant to the resolution dated December 16, 2013.

Changes in the Authorised Capital

- (1) The initial authorised share capital of ₹ 10,000,000 divided into 1,000,000 equity shares of ₹ 10 each was increased to ₹ 20,000,000 divided into 2,000,000 equity shares of ₹ 10 each pursuant to a resolution of our Shareholders passed on May 11, 2004.
- (2) The authorised share capital of ₹ 20,000,000 divided into 2,000,000 equity shares of ₹ 10 each was increased to ₹ 200,000,000 divided into 20,000,000 equity shares of ₹ 10 each pursuant to a resolution of our Shareholders passed on March 19, 2007.
- (3) The authorised share capital of ₹ 200,000,000 divided into 20,000,000 equity shares of ₹ 10 each was increased to ₹ 1,050,000,000 divided into 105,000,000 equity shares of ₹ 10 each pursuant to a resolution of our Shareholders passed on May 23, 2011.

Notes to Capital Structure

1. Share Capital History of our Company

- (a) The history of the equity share capital and the securities premium account of our Company is set out in the following table:

Date of allotment of Equity Shares	Number of Equity Shares allotted	Face value (₹)	Issue price (₹)	Consideration	Cumulative number of Equity Shares	Cumulative paid-up equity capital (₹)	Cumulative securities premium (₹)
March 12, 2004	10,030	10	10	Cash	10,030	100,300	-
March 30, 2004	989,970	10	10	Cash	1,000,000	10,000,000	-
May 14, 2004	100,000	10	110	Cash	1,100,000	11,000,000	10,000,000
June 30, 2004	280,000	10	110	Cash	1,380,000	13,800,000	38,000,000
March 24, 2007	13,800,000	10	-	Other than cash ⁽¹⁾	15,180,000	151,800,000	Nil
March 14, 2008	1,718,459	10	349.15	Cash	16,898,459	168,984,590	560,290,211 ⁽²⁾
May 27, 2008	1,145,640	10	349.15	Cash	18,044,099	180,440,990	936,618,572 ⁽²⁾
June 9, 2011	72,176,396	10	-	Other than cash ⁽³⁾	90,220,495	902,204,950	214,854,612

⁽¹⁾ Bonus issue in the ratio of 10:1 authorised by our Shareholders through a resolution passed in the EGM held on March 19, 2007, undertaken through the capitalisation of the securities premium account and free reserves.

⁽²⁾ Net of preliminary and share issue expenses towards issue of Equity Shares.

⁽³⁾ Bonus issue in the ratio of 4:1 authorised by our Shareholders through a resolution passed in the EGM held on May 23, 2011, undertaken through the capitalisation of the securities premium account.

(b) The details of the Equity Shares allotted for consideration other than cash are set out below:

Date of allotment of the Equity Shares	Name of the allottee	Number of the Equity Shares	Face value (₹)	Issue price (₹)	Reasons for allotment	Benefits accrued to our Company
March 24, 2007	Equity Shareholders of our Company	13,800,000	10	-	Bonus issue in the ratio of 10:1 authorised by our shareholders through a resolution passed on March 19, 2007	-
June 9, 2011	Equity Shareholders of our Company	72,176,396	10	-	Bonus issue in the ratio of 4:1 authorised by our shareholders through a resolution passed on May 23, 2011	-

2. History of the Equity Share Capital held by our Promoters

(a) Details of the build up of our Promoter's shareholding in our Company:

Ramprakash V. Bubna										
Date of allotment/transfer	Nature of transaction	Number of the Equity Shares	Nature of consideration	Face value (₹)	Issue/acquisition/sale price (₹)	Total Issue/acquisition/sale price (₹)	Cumulative no. of Equity Shares	Percentage of the pre- Offer and post- Offer paid-up capital	Percentage of pledged shares, if any	Source of funds
March 12, 2004	Allotment	10,000	Cash	10	10	100,000	10,000	0.01	Nil	Internal accruals from the erstwhile proprietary concern
March 30, 2004	Allotment	290,000	Cash	10	10	2,900,000	300,000	0.32	Nil	Internal accruals from the erstwhile proprietary concern
May 14, 2004	Allotment	30,000	Cash	10	110	3,300,000	330,000	0.03	Nil	Internal accruals from the erstwhile proprietary concern
June 30, 2004	Allotment	84,000	Cash	10	110	9,240,000	414,000	0.09	Nil	Internal accruals from the erstwhile proprietary concern
March 24, 2007	Allotment	4,140,000	Bonus issue in the ratio of 10:1	10	-	-	4,554,000	4.59	Nil	-
November 8, 2007	Transfer ⁽¹⁾	(450,000)	By way of gift	10	-	-	4,104,000	(0.50)	-	-
November 8, 2007	Transfer ⁽²⁾	(450,000)	By way of gift	10	-	-	3,654,000	(0.50)	-	-
June 9, 2011	Allotment	14,616,000	Bonus issue in the ratio of 4:1	10	-	-	18,270,000	16.20	Nil	-
Total		18,270,000								

⁽¹⁾ Equity Shares held by Ramprakash V. Bubna transferred by way of gift to the joint shareholding of Anisha M. Bubna and Manish R. Bubna, Anisha M. Bubna being the first holder.

⁽²⁾ Equity Shares held by Ramprakash V. Bubna transferred by way of gift to the joint shareholding of Seema A. Bubna and Ashish R. Bubna, Seema A. Bubna being the first holder.

Sharda R. Bubna										
Date of allotment/transfer	Nature of transaction	Number of the Equity Shares	Nature of consideration	Face value (₹)	Issue/acquisition/sale price (₹)	Total Issue/acquisition/sale price (₹)	Cumulative no. of Equity Shares	Percentage of the pre- Offer and post- Offer paid-up capital	Percentage of pledged shares, if any	Source of funds
March 12, 2004	Allotment	10	Cash	10	10	100	10	0.00	Nil	Internal accruals from the erstwhile proprietary concern
March 30, 2004	Allotment	299,990	Cash	10	10	2,999,900	300,000	0.33	Nil	Internal accruals from the erstwhile proprietary concern
May 14, 2004	Allotment	30,000	Cash	10	110	3,300,000	330,000	0.03	Nil	Internal

Sharda R. Bubna										
Date of allotment/transfer	Nature of transaction	Number of the Equity Shares	Nature of consideration	Face value (₹)	Issue/acquisition/sale price (₹)	Total Issue/acquisition/sale price (₹)	Cumulative no. of Equity Shares	Percentage of the pre- Offer and post- Offer paid-up capital	Percentage of pledged shares, if any	Source of funds
2004										accruals from the erstwhile proprietary concern
June 30, 2004	Allotment	84,000	Cash	10	110	9,240,000	414,000	0.09	Nil	Internal accruals from the erstwhile proprietary concern
March 24, 2007	Allotment	4,140,000	Bonus issue in the ratio of 10:1	10	-	-	4,554,000	4.59	Nil	-
November 8, 2007	Transfer ⁽¹⁾	(450,000)	By way of gift	10	-	-	4,104,000	(0.50)	-	-
November 8, 2007	Transfer ⁽²⁾	(450,000)	By way of gift	10	-	-	3,654,000	(0.50)	-	-
June 9, 2011	Allotment	14,616,000	Bonus issue in the ratio of 4:1	10	-	-	18,270,000	16.20	Nil	-
Total		18,270,000								

⁽¹⁾ Equity Shares held by Sharda R. Bubna transferred by way of gift to the joint shareholding of Anisha M. Bubna and Manish R. Bubna, Anisha M. Bubna being the first holder.

⁽²⁾ Equity Shares held by Sharda R. Bubna transferred by way of gift to the joint shareholding of Seema A. Bubna and Ashish R. Bubna, Seema A. Bubna being the first holder.

Ashish R. Bubna										
Date of allotment/transfer	Nature of transaction	Number of the Equity Shares	Nature of consideration	Face value (₹)	Issue/acquisition/sale price (₹)	Total Issue/acquisition/sale price (₹)	Cumulative no. of Equity Shares	Percentage of the pre- Offer and post- Offer paid-up capital	Percentage of pledged shares, if any	Source of funds
March 12, 2004	Allotment ⁽¹⁾	10	Cash	10	10	100	10	0.00	Nil	Own funds
March 30, 2004	Allotment	199,990	Cash	10	10	1,999,900	200,000	0.22	Nil	Own funds
May 14, 2004	Allotment	20,000	Cash	10	110	2,200,000	220,000	0.02	Nil	Own funds
June 30, 2004	Allotment	56,000	Cash	10	110	6,160,000	276,000	0.06	Nil	Own funds
March 24, 2007	Allotment	2,760,000	Bonus issue in the ratio of 10:1	10	-	-	3,036,000	3.06	Nil	-
November 8, 2007	Transfer ⁽²⁾	450,000	By way of gift	10	-	-	3,486,000	0.50	-	-
November 8, 2007	Transfer ⁽³⁾	450,000	By way of gift	10	-	-	3,936,000	0.50	-	-
June 9, 2011	Allotment	12,144,000	Bonus issue in the ratio of 4:1	10	-	-	16,080,000	13.46	Nil	-
June 9, 2011	Allotment ⁽⁴⁾	3,600,000	Bonus issue in the ratio of 4:1	10	-	-	19,680,000	3.99	Nil	-
Total		19,680,000⁽⁵⁾								

⁽¹⁾ Allotment of Equity Shares which are jointly held by Ashish R. Bubna and Seema A. Bubna, Ashish R. Bubna being the first holder.

⁽²⁾ Equity Shares held by Ramprakash V. Bubna transferred by way of gift to the joint shareholding of Seema A. Bubna and Ashish R. Bubna, Seema A. Bubna being the first holder.

⁽³⁾ Equity Shares held by Sharda R. Bubna transferred by way of gift to the joint shareholding of Seema A. Bubna and Ashish R. Bubna, Seema A. Bubna being the first holder.

⁽⁴⁾ Bonus issue of Equity Shares for the Equity Shares held jointly by Seema A. Bubna and Ashish R. Bubna, Seema A. Bubna being the first holder.

⁽⁵⁾ Includes Equity Shares held jointly as per notes (1) to (4) above.

Manish R. Bubna										
Date of allotment/transfer	Nature of transaction	Number of the Equity Shares	Nature of consideration	Face value (₹)	Issue/acquisition/sale price (₹)	Total Issue/acquisition/sale price (₹)	Cumulative no. of Equity Shares	Percentage of the pre- Offer and post- Offer paid-up capital	Percentage of pledged shares, if any	Source of funds
March 12, 2004	Allotment ⁽¹⁾	10	Cash	10	10	100	10	0.00	Nil	Own funds
March 30, 2004	Allotment	199,990	Cash	10	10	1,999,900	200,000	0.22	Nil	Own funds
May 14, 2004	Allotment	20,000	Cash	10	110	2,200,000	220,000	0.02	Nil	Own funds
June 30, 2004	Allotment	56,000	Cash	10	110	6,160,000	276,000	0.06	Nil	Own funds
March 24, 2007	Allotment	2,760,000	Bonus issue in the ratio of 10:1	10	-	-	3,036,000	3.06	Nil	-
November 8, 2007	Transfer ⁽²⁾	450,000	By way of gift	10	-	-	3,486,000	0.50	-	-
November 8, 2007	Transfer ⁽³⁾	450,000	By way of gift	10	-	-	3,936,000	0.50	-	-
June 9, 2011	Allotment	12,144,000	Bonus issue in the ratio of 4:1	10	-	-	16,080,000	13.46	Nil	-
June 9, 2011	Allotment ⁽⁴⁾	3,600,000	Bonus issue in the ratio of 4:1	10	-	-	19,680,000	3.99	Nil	-
Total		19,680,000⁽⁵⁾								

⁽¹⁾ Allotment of Equity Shares which are jointly held by Manish R. Bubna and Anisha M. Bubna, Manish R. Bubna being the first holder.

⁽²⁾ Equity Shares held by Ramprakash V. Bubna transferred by way of gift to the joint shareholding of Anisha M. Bubna and Manish R. Bubna, Anisha M. Bubna being the first holder.

⁽³⁾ Equity Shares held by Sharda R. Bubna transferred by way of gift to the joint shareholding of Anisha M. Bubna and Manish R. Bubna, Anisha M. Bubna being the first holder.

⁽⁴⁾ Bonus issue of Equity Shares for the Equity Shares held jointly by Anisha M. Bubna and Manish R. Bubna, Anisha M. Bubna being the first holder.

⁽⁵⁾ Includes Equity Shares held jointly as per notes (1) to (4) above.

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares.

(b) *Details of Promoters' contribution and Lock-in:*

Pursuant to the SEBI Regulations, an aggregate of 20% of the post- Offer equity share capital of our Company held by our Promoters (individual holding) shall be locked-in as minimum Promoters' contribution for a period of three years from the date of Allotment pursuant to the Offer. The Equity Shares that are being locked-in are not ineligible for computation of Promoters' contribution under Regulation 33 of the SEBI Regulations.

Accordingly, 18,044,099 Equity Shares, aggregating up to 20% of the post- Offer equity share capital of our Company, held by our Promoters (individual holding), shall be locked-in for a period of three years from the date of Allotment in the Offer. Details of the same are as follows:

Date of allotment/transfer and when made fully paid-up	Nature of transaction	Number of the Equity Shares	Face value (₹)	Issue/acquisition price per Equity Share (₹)	Percentage of post- Offer paid-up capital
Ramprakash V. Bubna					
June 9, 2011	Bonus issue	4,353,036	10	-	4.82
Sharda R. Bubna					
June 9, 2011	Bonus issue	4,353,035	10	-	4.82
Ashish R. Bubna					
June 9, 2011	Bonus issue	4,669,014	10	-	5.18

Date of allotment/ transfer and when made fully paid-up	Nature of transaction	Number of the Equity Shares	Face value (₹)	Issue/acquisition price per Equity Share (₹)	Percentage of post-Offer paid-up capital
Manish R. Bubna					
June 9, 2011	Bonus issue	4,669,014	10	-	5.18
Total		18,044,099			20.00

The minimum Promoters' contribution has been brought in to the extent of not less than the specified minimum lot and from the persons defined as 'promoter' under the SEBI Regulations. The Equity Shares that are being locked-in are not ineligible for computation of Promoters' contribution under Regulation 33 of the SEBI Regulations. In this regard, our Company confirms the following:

- (a) The Equity Shares offered for the Promoters' contribution (i) have not been acquired in the last three years for consideration other than cash and revaluation of assets or capitalisation of intangible assets; or (ii) bonus shares out of revaluation reserves or unrealised profits of our Company or issued against Equity Shares which are otherwise ineligible for computation of the Promoters' contribution;
- (b) Our Promoters have given undertakings to the effect that they shall not sell, transfer or dispose of, in any manner, the Equity Shares forming part of the minimum Promoters' contribution from the date of filing the Draft Red Herring Prospectus with SEBI till the date of commencement of lock-in in accordance with SEBI Regulations;
- (c) Promoter's contribution does not include any Equity Shares acquired during the preceding one year at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;
- (d) Our Company has not been formed by the conversion of a partnership firm into a company; and
- (e) The Equity Shares held by our Promoters and offered for Promoter's contribution are not subject to any pledge.

Details of the Equity Shares locked-in for one year

In addition to the above Equity Shares that are locked-in for three years and except the Equity Shares sold by the Selling Shareholders in the Offer, the entire pre-Offer equity share capital of our Company would be locked-in for a period of one year from the date of Allotment of the Equity Shares in the Offer.

- (c) *Lock-in of the Equity Shares to be Allotted, if any, to the Anchor Investor*

Any Equity Shares Allotted in the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

- (d) *Other requirements in respect of lock-in:*

The Equity Shares held by our Promoters which are locked-in for a period of one year may be pledged only with scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or public financial institutions, provided that such pledge of the Equity Shares is one of the terms of the sanction of the loan.

The Equity Shares held by our Promoters and locked-in may be transferred to any other Promoter or person of our 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.

The Equity Shares held by persons other than our Promoters and locked-in for a period of one year from the date of Allotment in the Offer may be transferred to any other person holding the Equity Shares which are locked-in, subject to the continuation of the lock-in in the hands of transferees for the remaining period and compliance with the SEBI Takeover Regulations.

3. Details of the share capital held by the Selling Shareholders

- (a) The details of the shareholding of HEP Mauritius Limited in our Company is set forth below:

HEP Mauritius Limited					
Date of transaction	Nature of transaction	Number of Equity Shares	Face value (₹)	Issue/ acquisition price per Equity Share (₹)	Nature of consideration
March 14, 2008	Allotment	1,718,459	10	349.15	Cash
May 27, 2008	Allotment	1,145,640	10	349.15	Cash
June 9, 2011	Allotment	11,456,396	10	-	Bonus issue in the ratio of 4:1
Total		14, 320,495			

(b) Details of the share capital held by Sharda R. Bubna

For details in relation to the share capital held by Sharda R. Bubna, see “Capital Structure – History of the Equity Share Capital held by our Promoters – Details of the build-up of our Promoter’s shareholding in our Company”.

(c) Details of the share capital held by Ramprakash V. Bubna

For details in relation to the share capital held by Ramprakash V. Bubna, see “Capital Structure – History of the Equity Share Capital held by our Promoters – Details of the build-up of our Promoter’s shareholding in our Company”.

4. Shareholding Pattern of our Company

- (a) The table below presents the shareholding pattern of the Equity Shares before the proposed Offer and as adjusted for the Offer:

Category Code	Category of Shareholder	Number of Shareholders	Pre-Offer				Post-Offer				Shares Pledged or otherwise encumbered	
			Total Number of Shares	Number of Shares held in Dematerialised form	Total Shareholding as a percentage of total number of shares		Total Number of Shares	Number of Shares held in Dematerialised form	Total Shareholding as a percentage of total number of shares		No. of Shares	As a Percentage
					As a Percentage of (A+B)	As a Percentage of (A+B+C)			As a Percentage of (A+B)	As a Percentage of (A+B+C)		
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)					(VIII)	(IX)= (VIII)/(IV)*100
(A)	Promoter and Promoter Group											
1	Indian											
(a)	Individual / HUF	8	75,900,000	75,900,000	84.13	84.13	67,665,371	67,665,371	75	75	Nil	Nil
(b)	Central / State Government(s)	-	-	-	-	-	-	-	-	-	-	-
(c)	Bodies Corporate	-	-	-	-	-	-	-	-	-	-	-
(d)	Financial Institutions / Banks	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Others (Specify)	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (A)(1):	8	75,900,000	75,900,000	84.13	84.13	67,665,371	67,665,371	75	75	Nil	Nil
2	Foreign											
(a)	Individual(Non-Resident Individuals / Foreign Individuals)	-	-	-	-	-	-	-	-	-	-	-
(b)	Bodies Corporate	-	-	-	-	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-	-	-	-	-
(d)	Qualified Foreign Investor	-	-	-	-	-	-	-	-	-	-	-
	Any Others	-	-	-	-	-	-	-	-	-	-	-

Category Code	Category of Shareholder	Number of Shareholders	Pre-Offer				Post-Offer				Shares Pledged or otherwise encumbered	
			Total Number of Shares	Number of Shares held in Dematerialised form	Total Shareholding as a percentage of total number of shares		Total Number of Shares	Number of Shares held in Dematerialised form	Total Shareholding as a percentage of total number of shares		No. of Shares	As a Percentage
					As a Percentage of (A+B)	As a Percentage of (A+B+C)			As a Percentage of (A+B)	As a Percentage of (A+B+C)		
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)					(VIII)	(IX)= (VIII)/(IV)*100
	(Specify)											
	Sub Total (A)(2):	-	-	-	-	-	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1) + (A)(2)	8	75,900,000	75,900,000	84.13	84.13	67,665,371	67,665,371	75	75	Nil	Nil
(B) Public shareholding												
1	Institutions											
(a)	Mutual Funds / UTI	-	-	-	-	-	-	-	-	-	-	-
(b)	Financial Institutions / Banks	-	-	-	-	-	-	-	-	-	-	-
(c)	Central / State Government(s)	-	-	-	-	-	-	-	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-
(e)	Insurance Companies	-	-	-	-	-	-	-	-	-	-	-
(f)	Foreign Institutional Investors	-	-	-	-	-	-	-	-	-	-	-
(g)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-	-	-
(h)	Qualified Foreign Investor	-	-	-	-	-	-	-	-	-	-	-
(I)	Others (Specify)	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (B)(1):	-	-	-	-	-	-	-	-	-	-	-
B 2. Non-Institutions												
(a)	Bodies Corporate	1	14,320,495	14,320,495	15.87	15.87	-	-	-	-	-	-
(b)	Individual	-	-	-	-	-	-	-	-	-	-	-
(i)	Individual Shareholders Holding Nominal Share Capital upto ₹ 1 lakh	-	-	-	-	-	-	-	-	-	-	-
(ii)	Individual Shareholders Holding Nominal Share Capital in excess of ₹ 1 lakh	-	-	-	-	-	-	-	-	-	-	-
(c)	Qualified Foreign Investor	-	-	-	-	-	-	-	-	-	-	-
(d)	Any Others (Specify)	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (B)(2):	-	-	-	-	-	-	-	-	-	-	-
	Total (B)=(B)(1) + (B)(2)	1	14,320,495	14,320,495	15.87	15.87	-	-	-	-	-	-
	Total (A) + (B)	9	90,220,495	90,220,495	100	100	67,665,371	67,665,371	75	75	Nil	Nil
(C) Shares held by Custodians and against which Depository Receipts have been issued												
(i)	Promoter and Promoter Group	-	-	-	-	-	-	-	-	-	-	-
(ii)	Public	-	-	-	-	-	-	-	-	-	-	-
	Total (A) + (B) + (C)	9	90,220,495	90,220,495	100	100	67,665,371	67,665,371	75	75	Nil	Nil
(D) Public pursuant to the Offer												
	Grand Total (A)+(B)+(C)+(D)	9	90,220,495	90,220,495	100	100	90,220,495	90,220,495	100	100	Nil	Nil

5. Public shareholders holding more than 1% of the pre-Offer paid-up capital of our Company:

The details of the public shareholders holding more than 1% of the pre-Offer paid-up capital of our Company and their pre-Offer and post-Offer shareholding are set forth in the table below:

Sr. No.	Name of the Shareholder	Pre-Offer		Post-Offer	
		Number of the Equity Shares held	Percentage (%)	Number of the Equity Shares held	Percentage (%)

Sr. No.	Name of the Shareholder	Pre-Offer		Post-Offer	
		Number of the Equity Shares held	Percentage (%)	Number of the Equity Shares held	Percentage (%)
1.	HEP Mauritius Limited	14, 320,495	15.87	Nil	Nil

6. The list of top 10 Shareholders and the number of the Equity Shares held by them is as under:

(a) As of the date of this Red Herring Prospectus:

Sr. No.	Name of the shareholder	Number of the Equity Shares held	Percentage (%)
1.	Ramprakash V. Bubna	18,270,000	20.25
2.	Sharda R. Bubna	18,270,000	20.25
3.	Ashish R. Bubna	15,179,990	16.83
4.	Manish R. Bubna	15,179,990	16.83
5.	HEP Mauritius Limited	14,320,495	15.87
6.	Seema A. Bubna and Ashish R. Bubna	4,500,000	4.99
7.	Anisha M. Bubna and Manish R. Bubna	4,500,000	4.98
8.	Ashish R. Bubna and Seema A. Bubna	10	0.00
9.	Manish R. Bubna and Anisha M. Bubna	10	0.00
Total		90,220,495	100.00

(b) As of 10 days prior to the date of this Red Herring Prospectus:

Sr. No.	Name of the shareholder	Number of the Equity Shares held	Percentage (%)
1.	Ramprakash V. Bubna	18,270,000	20.25
2.	Sharda R. Bubna	18,270,000	20.25
3.	Ashish R. Bubna	15,179,990	16.83
4.	Manish R. Bubna	15,179,990	16.83
5.	HEP Mauritius Limited	14, 320,495	15.87
6.	Seema A. Bubna and Ashish R. Bubna	4,500,000	4.99
7.	Anisha M. Bubna and Manish R. Bubna	4,500,000	4.98
8.	Ashish R. Bubna and Seema A. Bubna	10	0.00
9.	Manish R. Bubna and Anisha M. Bubna	10	0.00
Total		90,220,495	100.00

(c) As of two years prior to the date of this Red Herring Prospectus:

Sr. No.	Name of the shareholder	Number of the Equity Shares held	Percentage (%)
1.	Ramprakash V. Bubna	18,270,000	20.25
2.	Sharda R. Bubna	18,270,000	20.25
3.	Ashish R. Bubna	15,179,990	16.83
4.	Manish R. Bubna	15,179,990	16.83
5.	HEP Mauritius Limited	14, 320,495	15.87
6.	Seema A. Bubna and Ashish R. Bubna	4,500,000	4.99
7.	Anisha M. Bubna and Manish R. Bubna	4,500,000	4.98
8.	Ashish R. Bubna and Seema A. Bubna	10	0.00
9.	Manish R. Bubna and Anisha M. Bubna	10	0.00
Total		90,220,495	100.00

7. Our Company has not issued Equity Shares at a price which may be lower than the Offer Price during a period of one year preceding the date of this Red Herring Prospectus.
8. As on the date of this Red Herring Prospectus, our Company does not have an employee stock option plan.
9. As on the date of this Red Herring Prospectus, the BRLMs and their respective associates do not hold any Equity Shares in our Company.
10. Any under-subscription in any category, except QIBs, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company and the Selling Shareholders in consultation with the BRLMs and the Designated Stock Exchange.
11. Our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 391 to 394 of the Companies Act, 1956.
12. None of our Promoters, Promoter Group or Directors and their immediate relatives have purchased or sold any Equity Shares during the period of six months immediately preceding the date of filing of the Draft Red Herring Prospectus with SEBI.
13. The Promoter Group, the Directors and their relatives have not purchased or sold any securities of the Subsidiaries during a period of six months preceding the date of filing of this Red Herring Prospectus.
14. None of our Promoters, Promoter Group or Directors have purchased/subscribed or sold any securities of our Company within three years immediately preceding the date of filing this Red Herring Prospectus with the Registrar of Companies which in aggregate is equal to or greater than 1% of pre-Offer capital of our Company.
15. As of the date of the filing of this Red Herring Prospectus, our Company has nine Shareholders (including joint shareholders).
16. Our Company, the Selling Shareholders, our Directors and the BRLMs have not entered into any buy-back and/or standby arrangements for purchase of the Equity Shares being offered in the Offer from any person.
17. Our Company has no outstanding warrants, options or rights to convert debentures, loans or other instruments into the Equity Shares as on the date of this Red Herring Prospectus.
18. Our Company has not issued any Equity Shares out of revaluation of reserves.
19. All Equity Shares in the Offer are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Red Herring Prospectus.
20. Our Company presently does not intend or propose any further issue of the Equity Shares, whether by way of issue of bonus shares, preferential allotment and rights issue or in any other manner during the period commencing from submission of this Red Herring Prospectus with SEBI and the RoC until the Equity Shares offered through this Red Herring Prospectus have been listed on the Stock Exchanges or until the application monies are refunded on account of non-listing.
21. Our Company presently does not intend or propose to alter its capital structure for a period of six months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of the Equity Shares or further issue of the Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for the Equity Shares) whether on a preferential basis or by way of issue of bonus issue or on a rights basis or by way of further public issue of the Equity Shares or qualified institutional placements or otherwise. However, if our Company enters into acquisitions, joint ventures or other arrangements, our Company may, subject to necessary approvals, consider raising additional capital to fund such activity or use of Equity Shares as consideration for acquisitions or participations in such joint ventures.
22. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from

time to time.

23. Except for the sale of Equity Shares in the Offer, our Promoters and Promoter Group will not participate in the Offer.
24. There have been no financial arrangements whereby our Promoter Group, Directors and their relatives have financed the purchase by any other person of securities of our Company, other than in the normal course of the business of the financing entity during a period of six months preceding the date of filing of the Draft Red Herring Prospectus.

OBJECTS OF THE OFFER

The objects of the Offer are to achieve the benefits of listing the Equity Shares on the BSE and the NSE and to carry out the sale of 22,555,124 Equity Shares by the Selling Shareholders. The listing of the Equity Shares will enhance our brand name and provide liquidity to the existing shareholders. The listing of the Equity Shares will also provide a public market for the Equity Shares in India. Our Company will not receive any proceeds from the Offer.

Offer Expenses

The Offer related expenses consist of listing fees, underwriting fees, selling commission, fees payable to the BRLMs, legal counsel, Bankers to the Offer including processing fee to the SCSBs for processing Bid cum Application Forms submitted by the ASBA Bidders procured by the members of the Syndicate and submitted to the SCSBs, Escrow Bankers and Registrar to the Offer, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the BSE and the NSE. All expenses with respect to the Offer will be paid by and shared between the Selling Shareholders in proportion to the Equity Shares being offered for sale in the Offer. Payments, if any, made by our Company in relation to the Offer shall be on behalf of the Selling Shareholders and such payments will be reimbursed by the Selling Shareholders to our Company in proportion to the Equity Shares being offered for sale in the Offer. The break-up for the Offer expenses is as follows:

Activity	Estimated Expense ⁽¹⁾ (₹ million)	As a % of total estimated Offer expense ¹	As a % of total Offer size ¹
Book Running Lead Managers (including underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
Commission and processing fee for SCSBs ⁽²⁾	[●]	[●]	[●]
Brokerage and selling commission for Registered Brokers	[●]	[●]	[●]
Registrar to the Offer	[●]	[●]	[●]
Other advisors to the Offer	[●]	[●]	[●]
Bankers to the Offer	[●]	[●]	[●]
Others:			
- Listing fees	[●]	[●]	[●]
- Printing and stationery expenses	[●]	[●]	[●]
- Advertising and marketing	[●]	[●]	[●]
- Miscellaneous	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

¹ Will be completed after finalisation of the Offer Price.

² The SCSBs would be entitled to a processing fees of ₹ 15 (excluding service tax) per Bid cum Application Form, for processing the Bid cum Application Forms procured by the members of the Syndicate or the Registered Brokers and submitted to the SCSBs.

Monitoring of Utilization of Funds

Since the Offer is an offer for sale and our Company will not receive any proceeds from the Offer, our Company is not required to appoint a monitoring agency for the Offer.

BASIS FOR OFFER PRICE

The Offer Price of ₹ [●] will be determined by our Company and the Selling Shareholders in consultation with the BRLMs, on the basis of assessment of market demand and the following qualitative and quantitative factors for the Equity Shares offered by way of the Book Building Process. The face value of the Equity Shares is ₹ 10 and the Offer Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band.

Investors should also refer to the sections “Our Business”, “Risk Factors” and “Financial Statements” on pages 121, 18 and 189, respectively, to have an informed view before making an investment decision.

Qualitative Factors

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

- Asset light business model;
- Core competency in registration;
- Global distribution network;
- Strong sourcing capabilities;
- Strong geographic spread and diversified portfolio; and
- Experienced management team and personnel.

For further details, see “Our Business” and “Risk Factors” on pages 121 and 18, respectively.

Quantitative Factors

Information presented in this section is derived from the Restated Consolidated Summary Statements prepared in accordance with the Companies Act and the SEBI Regulations.

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

1. *Earning Per Share (“EPS”)*

Financial Period	Basic EPS (₹)	Diluted EPS (₹)	Weight
Fiscal 2012	7.62 ⁽¹⁾	7.62 ⁽¹⁾	1
Fiscal 2013	9.35 ⁽¹⁾	9.35 ⁽¹⁾	2
Fiscal 2014	11.85 ⁽¹⁾	11.85 ⁽¹⁾	3
Weighted Average	10.31	10.31	

⁽¹⁾ As per the Restated Consolidated Summary Statements

Notes:

1. Basic and diluted earnings per share are computed in accordance with Accounting Standard 20 'Earnings per Share' notified accounting standard by Companies (Accounting Standards) Rules, 2006 (as amended).
2. Weights applied have determined by the management of the Company.

2. *Price Earning Ratio (“P/E” Ratio)*

a. P/E Ratio in relation to Price Band of ₹ [●] to ₹ [●] per Equity Share:

Particulars	P/E at the lower end of Price Band (no. of times)	P/E at the higher end of Price Band (no. of times)
P/E based on basic EPS for Fiscal 2014	[●]	[●]
P/E based on weighted average basic EPS for Fiscal 2014	[●]	[●]

b. P/E Ratio in relation to Price Band of ₹ [●] to ₹ [●] per Equity Share based on the diluted EPS:

Particulars	P/E at the lower end of Price Band (no. of times)	P/E at the higher end of Price Band (no. of times)
P/E based on diluted EPS for Fiscal 2014	[●]	[●]
P/E based on weighted average diluted EPS for Fiscal 2014	[●]	[●]

Industry P/E* :

Particulars	P/E
Highest	32.0
Lowest	8.4
Average	26.6

* Source: Capital Market (Magazine), Issue: August 04, 2014 – August 17, 2014 (for the Industry Average) Industry considered is "Pesticides / Agrochemicals – Indian"

3. Return on Net Worth (RoNW)*

As per Restated Consolidated Summary Statements:

Particulars	RONW%	Weight
Fiscal 2012	17.49 ⁽¹⁾	1
Fiscal 2013	18.08 ⁽¹⁾	2
Fiscal 2014	19.34 ⁽¹⁾	3
Weighted Average	18.61	

⁽¹⁾ As per the Restated Consolidated Summary Statements

* For details of RoNW computation, please refer to Annexure XVII - Restated Consolidated Summary Statements of Accounting Ratios in the section "Financial Statements" on page 189.

4. Minimum Return on Increased Net Worth required for maintaining pre-issue EPS as at March 31, 2014 is:

To maintain pre-Offer basic EPS

(a) Based on Restated Consolidated Summary Statements of our Company:

- (i) At the Floor Price - [●]%
- (ii) At the Cap Price - [●]%

To maintain pre-Offer diluted EPS

(b) Based on Restated Consolidated Summary Statements of our Company:

- (i) At the Floor Price - [●]%
- (ii) At the Cap Price - [●]%

5. Net Asset Value ("NAV") Per Equity Share*

(a) Net Asset Value per Equity Share as of March 31, 2014 is ₹ 61.28* as per Restated Consolidated Summary Statements

After the Offer: ₹ [●]*

Offer Price: ₹ [●][#]

* NAV calculated as defined in Annexure XVII of the Restated Consolidated Summary Statements of Accounting Ratios in the section "Financial Statements" on page 189

[#] Offer Price will be determined on the conclusion of the Book Building Process.

6. Comparison of Accounting Ratios with Industry Peers

Name of Company	Standalone / Consolidated	Face Value (Rs. Per share)	EPS (₹)		NAV (₹ per share)	P/E ⁽⁵⁾	RONW (%)
			Basic	Diluted			
Sharda Cropchem Limited ⁽¹⁾	Consolidated ⁽¹⁾	10	11.85	11.85	61.28	NA	19.34
Peer Group							
PI Industries ⁽²⁾	Consolidated	1	13.84	13.73	50.89	29.30	27.14
Rallis India ⁽³⁾	Consolidated	1	7.81	7.81	36.92	28.62	21.15
UPL Limited ⁽⁴⁾	Consolidated	2	21.59	21.59	122.43	14.06	18.10

(1) Based on Restated Consolidated Summary Statements for the year ended March 31, 2014

(2) Source: Annual Report for PI Industries, 2014

(3) Source: Annual Report for Rallis India, 2014

(4) Source: Annual Report for UPL Limited, 2014

(5) P/E ratio based on closing market price as on August 8, 2014 available on www.nseindia.com and using Basic EPS

7. Comparison of Profitability Margins with Industry Peers

Name of Company	Standalone / Consolidated	Face Value (Rs. Per share)	EBITDA Margin ⁵ (In %)			PAT Margin ⁶ (In %)			Return on Net Worth ⁷ (In %)		
			Fiscal 2014	Fiscal 2013	Fiscal 2012	Fiscal 2014	Fiscal 2013	Fiscal 2012	Fiscal 2014	Fiscal 2013	Fiscal 2012
Sharda Cropchem Limited ⁽¹⁾	Consolidated ⁽¹⁾	10	21.92	19.54	20.82	13.12	10.64	11.08	19.34	18.08	17.49
Peer Group											
PI Industries ⁽²⁾	Consolidated	1	18.91	16.28	16.79	11.67	8.39	11.72	27.14	18.37	32.01
Rallis India ⁽³⁾	Consolidated	1	14.91	14.33	15.83	8.66	8.10	7.74	21.15	19.17	17.93
UPL Limited ⁽⁴⁾	Consolidated	2	19.73	18.96	19.02	8.71	8.34	7.16	18.10	16.68	13.31

(1) Based on Restated Consolidated Summary Statements for the year ended March 31, 2014

(2) Source: Annual Report for PI Industries for the years ended March 31, 2014 and March 31, 2013

(3) Source: Annual Report for Rallis India for the years ended March 31, 2014 and March 31, 2013

(4) Source: Annual Report for UPL Limited for the years ended March 31, 2014 and March 31, 2013

(5) EBITDA Margin: EBITDA / Total Revenue

(6) PAT Margin: Profit After Tax / Total Revenue

(7) RONW = Profit After Tax / Net Worth

The peer group above has been determined on the basis of listed public companies comparable in size to our Company whose business portfolio is comparable with our Company's business.

Since the Offer is being made through the Book Building Process, the Offer Price will be determined on the basis of investor demand.

The face value of the Equity Shares is ₹ 10 each and the Offer Price is [●] times of the face value of the Equity Shares. The Offer Price of ₹ [●] has been determined by our Company and the Selling Shareholders in consultation with the BRLMs on the basis of assessment of the market demand from investors for the Equity Shares through the Book Building Process and is justified based on the above accounting ratios. For further details, see "Risk Factors" on page 18 and the financials of our Company including important profitability and return ratios, as set out in the section "Financial Statements" on page 189 to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in the section "Risk Factors" on page 18 and you may lose all or part of your investments.

STATEMENT OF TAX BENEFITS

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

To
The Board of Directors
Sharda Cropchem Limited
(Formerly known as Sharda Worldwide Exports Private Limited)
Dominic Holm, 29th Road,
Bandra (West),
Mumbai – 400 050

Dear Sirs,

We hereby confirm that the enclosed annexure, prepared by Sharda Cropchem Limited ('the Company') states the possible tax benefits available to the Company and the shareholders of the Company under the Income – tax Act, 1961 ('Act'), the Wealth Tax Act, 1957 and the Gift Tax Act, 1958, 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 tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the company may or may not choose to fulfill.

The amendments in Finance Act, 2014 have been incorporated to the extent relevant in the enclosed annexure.

The Direct Tax Code (which will replace the Income Tax Act, 1961 and Wealth Tax Act, 1957) was proposed to come into effect from April 1, 2013. As per the Budget Speech delivered by the Finance Minister on February 28, 2013, the Standing Committee on Finance has submitted its report to the Ministry of Finance and its recommendations to the Direct Tax Code are being examined by the Ministry of Finance. Thus, it may undergo changes by the time it is actually introduced and hence, at the moment, it is unclear when will it come into effect and what effect the proposed Direct Tax Code would have on the Company and the investors.

The benefits discussed in the enclosed Annexure are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and hence 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.

Our confirmation is based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

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

- the Company or its shareholders will continue to obtain these benefits in future; or
- the conditions prescribed for availing the benefits, where applicable have been/would be met.

For S. R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E

per Vijay Maniar

Partner

Membership No.: 36738

Place: Mumbai

Date: August 19, 2014

ANNEXURE TO THE STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO SHARDA CROP CHEM LIMITED (FORMERLY KNOWN AS SHARDA WORLDWIDE EXPORTS PRIVATE LIMITED) AND ITS SHAREHOLDERS

Outlined below are the possible benefits available to the Company and its shareholders under the current direct tax laws i.e. the Income Tax Act, 1961 (Amended as per the Finance Act (No. 2), 2014), the Wealth Tax Act, 1957 and the Gift Tax Act, 1958 in India for the Financial Year 2014-15.

A. Special Tax benefits available to the Company

No special tax benefit is available to the Company.

B. Benefits to the Company under the Act

General tax benefits

(a) Business income

- The Company is entitled to claim depreciation on specified tangible and intangible assets owned by it and used for the purpose of its business as per provisions of Section 32 of the Act. Business losses, if any, for an assessment year can be carried forward and set off against business profits for 8 subsequent years. Unabsorbed depreciation, if any, for an assessment year can be carried forward and set off against any source of income in subsequent years as per provisions of Section 32 of the Act.

(b) MAT credit

- As per provisions of Section 115JAA of the Act, the Company is eligible to claim credit for Minimum Alternate Tax ('MAT') paid for any assessment year commencing on or after April 1, 2006 against normal income-tax payable in subsequent assessment years.
- MAT credit shall be allowed to be carried forward for any assessment year to the extent of difference between the tax paid under Section 115JB and the tax payable as per the normal provisions of the Act for that assessment year. Such MAT credit is available for set-off up to 10 years succeeding the assessment year in which the MAT credit arises.

(c) Capital gains

(i) Computation of capital gains

- Capital assets are categorized into short-term capital assets and long-term capital assets based on the holding period. Capital assets being shares or any other security listed in a recognized Stock Exchange in India or unit of Unit Trust of India or unit of a Mutual Fund (Equity Oriented) specified u/s 10(23) of the Act or a zero coupon bond held by the assessee for a period of more than 12 months are considered as long-term capital asset. Capital gains arising from transfer of which are termed as long-term capital gains (LTCG). In respect of any other capital assets of holding period exceeding 36 months are to be considered as long-term capital asset.
- Short term capital gains (STCG) means capital gains arising from transfer of capital assets being shares or any other security listed in a recognized Stock Exchange in India or unit of Unit Trust of India or unit of a Mutual Fund (Equity Oriented) specified u/s 10(23) of the Act or a zero coupon bond held by the assessee for a period of more than 12 months or less.
- It has been amended by the Finance Act, 2014 that an unlisted security and a unit of Mutual Fund (other than an equity oriented Mutual Fund) shall be a short-term capital asset if it is not for more than 36 months.
- In respect of any other capital assets, STCG means capital gains arising from the transfer of an asset, held by an assessee for 36 months or less.

- LTCG arising on transfer of equity shares of a company or units of an equity oriented fund [as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D)] is exempt from tax as per provisions of Section 10(38) of the Act, provided the transaction is chargeable to securities transaction tax (STT) and subject to conditions specified in that section.
- Income by way of LTCG exempt under Section 10(38) of the Act is to be taken into account while determining book profits in accordance with provisions of Section 115JB of the Act.
- As per provisions of Section 48 of the Act, LTCG arising on transfer of capital assets, other than bonds and debentures (excluding capital indexed bonds issued by the Government), is computed by deducting the indexed cost of acquisition and indexed cost of improvement from the full value of consideration.
- As per provisions of Section 112 of the Act, LTCG not exempt under Section 10(38) of the Act are subject to tax at the rate of 20% with indexation benefits. However, if such tax payable on transfer of listed securities or units or zero coupon bonds exceed 10% of the LTCG (without indexation benefit), the excess tax shall be ignored for the purpose of computing the tax payable by the assessee. However, it has been amended by the Finance Act, 2014 to allow concessional rate of tax of 10% on capital gain only to listed securities (other than units) and zero coupon bond.
- As per provisions of Section 111A of the Act, STCG arising on sale of equity shares or units of equity oriented mutual fund [as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D)], are subject to tax at the rate of 15% provided the transaction is chargeable to STT. No deduction under Chapter VIA is allowed from such income.
- STCG arising on sale of equity shares or units of equity oriented mutual fund [as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D)], where such transaction is not chargeable to STT is taxable at the normal rate i.e. 30%.
- The tax rates mentioned above stands increased by surcharge, payable at the rate of 5% where the taxable income of a domestic company exceeds Rs.10,00,000. Surcharge shall be payable at the rate of 10% where the taxable income of a domestic company exceeds Rs.100,000,000. Further, education cess and secondary and higher education cess on the total income at the rate of 2% and 1% respectively is payable by all categories of taxpayers.
- As per Section 50 of the Act, where a capital asset is forming part of a block of assets in respect of which depreciation has been allowed under the Act, capital gains shall be computed in the following manner:
 - where full value of consideration on account of transfer of any asset forming part of block of asset, as reduced by expenditure incurred wholly or exclusively in connection with transfer, exceeds the written down value of block of assets and actual cost of assets acquired during the year, such excess shall be deemed to be short term capital gains and taxed accordingly.
 - where any block of assets ceases to exist, for the reason that all the assets in that block are transferred, the difference between the consideration arising on result of transfer and the written down value of block of assets and the actual cost of assets acquired during the year, shall be deemed to be short term capital gains/ (losses) and taxed accordingly.
- As per provisions of Section 71 read with Section 74 of the Act, short term capital loss arising during a year is allowed to be set-off against short term as well as long term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent 8 assessment years.
- As per provisions of Section 71 read with Section 74 of the Act, long term capital loss arising during a year is allowed to be set-off only against long term capital gains. Balance loss, if any, shall be carried forward and set-off against long term capital gains arising during subsequent 8 assessment years.

(ii) Exemption of capital gains from income – tax

- Under Section 54EC of the Act, capital gain arising from transfer of long term capital assets shall be exempt from tax, subject to the conditions and to the extent specified therein, if the capital gain is invested within a period of six months from the date of transfer in the bonds redeemable after three years and issued by:-
 - National Highway Authority of India (NHAI) constituted under Section 3 of National Highway Authority of India Act, 1988; and
 - Rural Electrification Corporation Limited (REC), a company formed and registered under the Companies Act, 1956.
- Where a part of the capital gains is reinvested, the exemption is available on a proportionate basis. The maximum investment in the specified long term asset cannot exceed Rs.5,000,000 per assessee during any financial year. It has been provided by the Finance Act, 2014 that capital gains is reinvested does not exceed Rs.5,000,000. As per the earlier provisions the assessee could make an investment of Rs.10,000,000 for capital gains arising after the month of September where he made investments of Rs.5,000,000 each in two financial years i.e. one within the year and the second in the next year but before the expiry of six months. The new provisions as amended by the Finance Act, 1961 have clarified that the assessee will not be able to avail such benefit amounting to Rs.10,000,000.
 - Where the new bonds are transferred or converted into money within three years from the date of their acquisition, the amount so exempted shall be taxable as capital gains in the year of transfer / conversion.
 - The characterization of the gain / losses, arising from sale / transfer of shares/ units as business income or capital gains would depend on the nature of holding and various other factors.

(d) Securities Transaction Tax ('STT')

- As per provisions of Section 36(1)(xv) of the Act, STT paid in respect of the taxable securities transactions entered into in the course of the business is allowed as a deduction if the income arising from such taxable securities transactions is included in the income computed under the head 'Profit and gains of business or profession'. Where such deduction is claimed, no further deduction in respect of the said amount is allowed while determining the income chargeable to tax as capital gains.

(e) Dividends

- As per provisions of Section 10(34) read with Section 115-O of the Act, dividend (both interim and final), if any, received by the Company on its investments in shares of another Domestic Company is exempt from tax. The Domestic Company distributing dividends will be liable to pay dividend distribution tax at the rate of 15% (plus a surcharge of 10% on the dividend distribution tax and education cess and secondary and higher education cess of 2% and 1% respectively on the amount of dividend distribution tax and surcharge thereon) on the total amount distributed as dividend.
- The Finance Act, 2014 has amended the calculation of the Dividend Distribution Tax which is given as under :
 - For example where the amount of dividend paid or distributed by a company is Rs.85, then DDT under the amended provision would be calculated as follows:

Dividend amount distributed = Rs. 85
 Increase by Rs.15 [i.e. $85 \times 0.15 / (1 - 0.15)$]
 Increased amount = Rs. 100
 DDT @ 15% of Rs. 100 = Rs.15
 Tax payable u/s 115-0 is Rs. 15
 Dividend distributed to shareholders = Rs.85.
- Further, if the company being a holding company, has received any dividend from its subsidiary on which dividend distribution tax has been paid by such subsidiary, then company will not be required to pay dividend distribution tax to the extent the same has been paid by such subsidiary company.

- As per provisions of Section 10(35) of the Act, income received in respect of units of a mutual fund specified under Section 10(23D) of the Act (other than income arising from transfer of such units) is exempt from tax.
- As per the provisions of Section 115BBD of the Act, dividend received by Indian company from a specified foreign company (in which it has shareholding of 26% or more) would be taxable at the rate of 15% on gross basis (excluding surcharge and education cess). It is amended by the Finance Act, 2014 that the benefit of this provisions will not have any sunset clause i.e. will not be restricted to any particular assessment year as per the earlier provisions the section was applicable only till 31st March, 2014.
- For removing the cascading effect of dividend distribution tax, the Income Tax provides while computing the amount of dividend distribution tax payable by a Domestic Company, the dividend received from a foreign subsidiary on which income-tax has been paid by the Domestic Company under Section 115BBD of the Act shall be reduced.

(f) Buy-back of shares

- As per The Finance Act, 2013 a new section was introduced i.e. Section 115QA of the Act. As per the said section, a company will have to pay 20% tax on 'distributed income' on buy-back of shares (not being shares listed on recognised stock exchange). Distributed income has been defined to mean consideration paid by the said company for purchase of its own shares as reduced by the amount which was received by the Indian unlisted company at the time of issue of such shares.

(g) Other Provisions

- As per provisions of Section 80G of the Act, the Company is entitled to claim deduction of a specified amount in respect of eligible donations, subject to the fulfillment of the conditions specified in that section.

As per provisions of Section 14A of the Act, expenditure incurred to earn an exempt income is not allowed as deduction while determining taxable income.

C. Benefits to the Resident members / shareholders of the Company under the Act

(a) Dividends exempt under section 10(34) of the Act

- As per provisions of Section 10(34) read with Section 115-O of the Act, dividend (both interim and final), if any, received (after levy of dividend distribution tax) on its investments in shares of Domestic Company is exempt from tax.

(b) Capital gains

(i) Computation of capital gains

- Capital assets are categorized into short-term capital assets and long-term capital assets based on the holding period. Capital assets being shares or any other security listed in a recognized Stock Exchange in India or unit of Unit Trust of India or unit of a Mutual Fund (Equity Oriented) specified u/s 10(23) of the Act or a zero coupon bond held by the assessee for a period of more than 12 months are considered as long-term capital asset. Capital gains arising from transfer of which are termed as long-term capital gains (LTCG). In respect of any other capital assets of holding period exceeding 36 months are to be considered as long-term capital asset.
- Short term capital gains (STCG) means capital gains arising from transfer of capital assets being shares or any other security listed in a recognized Stock Exchange in India or unit of Unit Trust of India or unit of a Mutual Fund (Equity Oriented) specified u/s 10(23) of the Act or a zero coupon bond held by the assessee for a period of more than 12 months or less.

- It has been amended by the Finance Act, 2014 that an unlisted security and a unit of Mutual Fund (other than an equity oriented Mutual Fund) shall be a short-term capital asset if it is not for more than 36 months.
- In respect of any other capital assets, STCG means capital gain arising from the transfer of an asset, held by an assessee for 36 months or less.
- LTCG arising on transfer of equity shares of a company or units of an equity oriented fund [as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D)] is exempt from tax as per provisions of Section 10(38) of the Act, provided the transaction is chargeable to STT and subject to conditions specified in that section.
- The Finance Act, 2012 has amended the chapter of Securities Transaction Tax [Chapter VII of Finance Act (No 2) of 2004]. As per the amendment, sale of unlisted equity shares under an offer for sale to the public which are included in an initial public offer and where such shares are subsequently listed on a recognized stock exchange, the same would be covered within the ambit of taxable securities transaction under the said Chapter. Accordingly, STT is leviable on sale of shares under an offer for sale to the public in an initial public offer and the LTCG arising on transfer of such shares would be exempt from tax as per provisions of Section 10(38) of the Act.
- As per provisions of Section 48 of the Act, LTCG arising on transfer of capital assets, other than bonds and debentures (excluding capital indexed bonds issued by the Government), is computed by deducting the indexed cost of acquisition and indexed cost of improvement from the full value of consideration.
- As per provisions of Section 112 of the Act, LTCG not exempt under Section 10(38) of the Act are subject to tax at the rate of 20% with indexation benefits. However, if such tax payable on transfer of listed securities or units or zero coupon bonds exceed 10% of the LTCG (without indexation benefit), the excess tax shall be ignored for the purpose of computing the tax payable by the assessee. However, it has been amended by the Finance Act, 2014 to allow concessional rate of tax of 10% on capital gain only to listed securities (other than unit) and zero coupon bond.
- As per provisions of Section 111A of the Act, STCG arising on sale of equity shares or units of equity oriented mutual fund [as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D)], are subject to tax at the rate of 15% provided the transaction is chargeable to STT. No deduction under Chapter VIA is allowed from such income.
- STCG arising on sale of equity shares or units of equity oriented mutual fund [as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D)], where such transaction is not chargeable to STT is taxable at the rate of 30% in case of domestic company and at normal slab rates in case of other assesseees.
- As per the Finance Act, 2013, any income arising to shareholders on account of buy-back of shares as referred to in Section 115QA of the Act (buy-back of shares by unlisted companies) shall be exempt in the hands of the shareholders.
- In the case of domestic companies, the tax rates mentioned above stands increased by surcharge, payable at the rate of 5% where the taxable income of a domestic company exceeds Rs 10,000,000. As per Finance Act, 2013 surcharge shall be payable at the rate of 10% where the taxable income of a domestic company exceeds Rs 100,000,000. Further, education cess and secondary and higher education cess on the total income at the rate of 2% and 1% respectively is payable.
- As per the Finance Act, 2013, surcharge shall be payable at the rate of 10% where the taxable income of a taxpayer other than a domestic company exceeds Rs 10,000,000. Further, education cess and secondary and higher education cess on the total income at the rate of 2% and 1% respectively is payable.
- As per provisions of Section 71 read with Section 74 of the Act, short term capital loss arising during a year is allowed to be set-off against short term as well as long term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent 8 assessment years.

- As per provisions of Section 71 read with Section 74 of the Act, long term capital loss arising during a year is allowed to be set-off only against long term capital gains. Balance loss, if any, shall be carried forward and set-off against long term capital gains arising during subsequent 8 assessment years.

(ii) Exemption of capital gains arising from income – tax

- As per Section 54EC of the Act, capital gains arising from the transfer of a long term capital asset are exempt from capital gains tax if such capital gains are invested within a period of 6 months after the date of such transfer in specified bonds issued by NHAI and REC and subject to the conditions specified therein.
- Where a part of the capital gains is reinvested, the exemption is available on a proportionate basis. The maximum investment in the specified long term asset cannot exceed Rs 5,000,000 per assessee during any financial year. It has been provided by the Finance Act, 2014 that deduction under section 54EC of the Act does not exceed Rs.5,000,000. As per the earlier provisions the assessee could make an investment of Rs.10,000,000 for capital gains arising after the month of September where he made investments of Rs.5,000,000 each in two financial years i.e. one within the year and the second in the next year but before the expiry of six months. The new provisions as amended by the Finance Act, 1961 have clarified that the assessee will not be able to avail such benefit amounting to Rs.10,000,000.
 - Where the new bonds are transferred or converted into money within three years from the date of their acquisition, the amount so exempted is taxable as capital gains in the year of transfer / conversion.
- In addition to the same, some benefits are also available to a resident shareholder being an individual or Hindu Undivided Family ('HUF').
- As per provisions of Section 54F of the Act, LTCG arising from transfer of shares is exempt from tax if the net consideration from such transfer is utilized within a period of one year before, or two years after the date of transfer, for purchase of a new residential house, or for construction of residential house within three years from the date of transfer and subject to conditions and to the extent specified therein.
- As per provisions of Section 56(2)(vii) of the Act and subject to exception provided in second proviso therein, where an individual or HUF receives shares and securities without consideration or for a consideration which is less than the aggregate fair market value of the shares and securities by an amount exceeding fifty thousand rupees, the excess of fair market value of such shares and securities over the said consideration is chargeable to tax under the head 'income from other sources'. However, the said section is not applicable in case the shares and securities are received under instances specified under the proviso thereon.

(c) Other Provisions

- As per provisions of Section 14A of the Act, expenditure incurred to earn an exempt income is not allowed as deduction while determining taxable income.
- The characterization of the gain / losses, arising from sale / transfer of shares as business income or capital gains would depend on the nature of holding and various other factors.

D. Benefits to the Non-resident shareholders of the Company under the Act

(a) Dividends exempt under section 10(34) of the Act

- As per provisions of Section 10(34), dividend (both interim and final), if any, received by non-resident shareholders from the Company is exempt from tax.

(b) Capital gains

(i) Computation of capital gains

- Capital assets are categorized into short-term capital assets and long-term capital assets based on the holding period. Capital assets being shares or any other security listed in a recognized Stock Exchange in India or unit of Unit Trust of India or unit of a Mutual Fund (Equity Oriented) specified u/s 10(23) of the Act or a zero coupon bond held by the assessee for a period of more than 12 months are considered as long-term capital asset. Capital gains arising from transfer of which are termed as long-term capital gains (LTCG). In respect of any other capital assets of holding period exceeding 36 months are to be considered as long-term capital asset.
- Short term capital gains (STCG) means capital gains arising from transfer of capital assets being shares or any other security listed in a recognized Stock Exchange in India or unit of Unit Trust of India or unit of a Mutual Fund (Equity Oriented) specified u/s 10(23) of the Act or a zero coupon bond held by the assessee for a period of more than 12 months or less.
- It has been amended by the Finance Act, 2014 that an unlisted security and a unit of Mutual Fund (other than an equity oriented Mutual Fund) shall be a short-term capital asset if it is not for more than 36 months.
- In respect of any other capital assets, STCG means capital gain arising from the transfer of an asset, held by an assessee for 36 months or less.
- LTCG arising on transfer of equity shares of a company or units of an equity oriented fund [as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D)] is exempt from tax as per provisions of Section 10(38) of the Act, provided the transaction is chargeable to STT and subject to conditions specified in that section.
- The Finance Act, 2012 has amended the chapter of Securities Transaction Tax [Chapter VII of Finance Act (No 2) of 2004]. As per the amendment, sale of unlisted equity shares under an offer for sale to the public which are included in an initial public offer and where such shares are subsequently listed on a recognized stock exchange, the same would be covered within the ambit of taxable securities transaction under the said Chapter. Accordingly, STT is leviable on sale of shares under an offer for sale to the public in an initial public offer and the LTCG arising on transfer of such shares would be exempt from tax as per provisions of Section 10(38) of the Act.
- As per provisions of Section 112 of the Act, LTCG arising on transfer of listed securities not exempt under Section 10(38) of the Act are subject to tax at the rate of 20% with indexation benefits. The indexation benefits are however not available in case the shares are acquired in foreign currency. In such a case, the capital gains shall be computed in the manner prescribed under the first proviso to Section 48. As per first proviso to Section 48 of the Act, where the shares have been purchased in foreign currency by a non-resident, the capital gains arising on its transfer need to be computed by converting the cost of acquisition, expenditure incurred in connection with such transfer and full value of the consideration received or accruing as a result of the transfer, into the same foreign currency in which the shares were originally purchased. The resultant gains thereafter need to be reconverted into Indian currency. The conversion needs to be at the prescribed rates prevailing on dates stipulated. If the tax payable on transfer of listed securities exceeds 10% of the LTCG, the excess tax shall be ignored for the purpose of computing tax payable by the assessee. However, it has been amended by the Finance Act, 2014 to allow concessional rate of tax of 10% only on capital gain to listed securities (other than unit) and zero coupon bond.
- Further, LTCG arising from transfer of unlisted securities (other than by way of offer for sale under an initial public offer) is chargeable to tax at 10% without indexation and foreign exchange fluctuation benefits.
- As per provisions of Section 111A of the Act, STCG arising on sale of equity shares or units of equity oriented mutual fund [as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D)], are subject to tax at the rate of 15% provided the transaction is chargeable to STT. No deduction under Chapter VIA is allowed from such income.

- STCG arising on sale of equity shares or units of equity oriented mutual fund [as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D)], where such transaction is not chargeable to STT is taxable at the normal rates of taxation as applicable to the taxpayer.
- Any income arising to shareholders on account of buy-back of shares as referred to in Section 115QA of the Act (buy-back of shares by unlisted companies) shall be exempt in the hands of the shareholders.
- The tax rates mentioned above stands increased by surcharge, payable at the rate of 2% where the taxable income of a foreign company exceeds Rs 10,00,000. The levy of surcharge as follows:
 - In case of a foreign company whose income exceeds Rs 100,00,000, the rate of surcharge shall increase from 2% to 5%
 - In case of other non-residents, whose income exceeds Rs 10,00,000 surcharge shall be payable at 10%.
 - Further, education cess and secondary and higher education cess on the total income at the rate of 2% and 1% respectively is payable by all categories of taxpayers.
- As per provisions of Section 71 read with Section 74 of the Act, short term capital loss arising during a year is allowed to be set-off against short term as well as long term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent 8 assessment years.
- As per provisions of Section 71 read with Section 74 of the Act, long term capital loss arising during a year is allowed to be set-off only against long term capital gains. Balance loss, if any, shall be carried forward and set-off against long term capital gains arising during subsequent 8 assessment years.

(ii) Exemption of capital gains arising from income – tax

- As per Section 54EC of the Act, capital gains arising from the transfer of a long term capital asset are exempt from capital gains tax if such capital gains are invested within a period of 6 months after the date of such transfer in specified bonds issued by NHAI and REC and subject to the conditions specified therein.
- Where a part of the capital gains is reinvested, the exemption is available on a proportionate basis. The maximum investment in the specified long term asset cannot exceed Rs 5,00,000 per assessee during any financial year. It has been provided by the Finance Act, 2014 that the deduction under section 54EC of the Act does not exceed Rs.5,00,000. As per the earlier provisions the assessee could make an investment of Rs.10,00,000 for capital gains arising after the month of September where he made investments of Rs.5,00,000 each in two financial years i.e. one within the year and the second in the next year but before the expiry of six months. The new provisions as amended by the Finance Act, 1961 have clarified that the assessee will not be able to avail such benefit amounting to Rs.10,00,000.
- Where the new bonds are transferred or converted into money within three years from the date of their acquisition, the amount so exempted is taxable as capital gains in the year of transfer / conversion.
- As per provisions of Section 14A of the Act, expenditure incurred to earn an exempt income is not allowed as deduction while determining taxable income.
- The characterization of the gain / losses, arising from sale / transfer of shares as business income or capital gains would depend on the nature of holding and various other factors.
- In addition to the same, some benefits are also available to a non- resident shareholder being an individual or HUF.
- As per provisions of Section 54F of the Act, LTCG arising from transfer of shares is exempt from tax if the net consideration from such transfer is utilized within a period of one year before, or two years after the date of transfer, for purchase of a new residential house, or for construction of residential house within three years from the date of transfer and subject to conditions and to the extent specified therein.

- As per provisions of Section 56(2)(vii) of the Act and subject to exception provided in second proviso therein, where an individual or HUF receives shares and securities without consideration or for a consideration which is less than the aggregate fair market value of the shares and securities by an amount exceeding fifty thousand rupees, the excess of fair market value of such shares and securities over the said consideration is chargeable to tax under the head 'income from other sources'. However, the said section is not applicable in case the shares and securities are received under instances specified under the proviso thereon.

(c) Tax Treaty benefits

- As per provisions of Section 90(2) of the Act, non-resident shareholders can opt to be taxed in India as per the provisions of the Act or the double taxation avoidance agreement entered into by the Government of India with the country of residence of the non-resident shareholder, whichever is more beneficial. It needs to be noted that a non-resident is required to hold a valid tax residency certificate. Additionally the non-resident tax payer is required to provide such other documents and information in the Form 10F as prescribed vide Notification 57 of 2013 dated 1 August 2013. However, it may be noted that Tax Authorities may ask for other information and supporting documents if required.
- It has been amended by the Finance Act, 2014 that any security held by a foreign institutional investor which has invested in such security in accordance with the regulations made under the Securities & Exchange Board of India Act, 1992 would be treated as a capital asset only so that any income arising from transfer of such security by a foreign portfolio investor (FPI) would be treated in the nature of capital gains.

(d) Taxation of Non-resident Indians

- Special provisions in case of Non-Resident Indian ('NRI') in respect of income / LTCG from specified foreign exchange assets under Chapter XII-A of the Act are as follows:
 - NRI means a citizen of India or a person of Indian origin who is not a resident. A person is deemed to be of Indian origin if he, or either of his parents or any of his grandparents, were born in undivided India.
 - Specified foreign exchange assets include shares of an Indian company which are acquired / purchased / subscribed by NRI in convertible foreign exchange.
- As per provisions of Section 115E of the Act, LTCG arising to a NRI from transfer of specified foreign exchange assets is taxable at the rate of 10% (plus education cess and secondary & higher education cess of 2% and 1% respectively). Further as per the Finance Act, 2013 a surcharge of 10% is applicable in case income of the NRI exceeds Rs 10,000,000.
- As per provisions of Section 115E of the Act, income (other than dividend which is exempt under Section 10(34)) from investments and LTCG [other than gain exempt under Section 10(38)] from assets (other than specified foreign exchange assets) arising to a NRI is taxable at the rate of 20% (plus education cess and secondary & higher education cess of 2% and 1% respectively). No deduction is allowed from such income in respect of any expenditure or allowance or deductions under Chapter VI-A of the Act. Further as per the Finance Act, 2013, a surcharge of 10% is applicable in case income of the NRI exceeds Rs 10,000,000.
- As per provisions of Section 115F of the Act, LTCG arising to a NRI on transfer of a foreign exchange asset is exempt from tax if the net consideration from such transfer is invested in the specified assets or savings certificates within six months from the date of such transfer, subject to the extent and conditions specified in that section.
- As per provisions of Section 115G of the Act, where the total income of a NRI consists only of income /LTCG from such foreign exchange asset / specified asset and tax thereon has been deducted at source in accordance with the Act, the NRI is not required to file a return of income.

- As per provisions of Section 115H of the Act, where a person who is a NRI in any previous year, becomes assessable as a resident in India in respect of the total income of any subsequent year, he / she may furnish a declaration in writing to the assessing officer, along with his / her return of income under Section 139 of the Act for the assessment year in which he / she is first assessable as a resident, to the effect that the provisions of the Chapter XII-A shall continue to apply to him / her in relation to investment income derived from the specified assets for that year and subsequent years until such assets are transferred or converted into money.
- As per provisions of Section 115I of the Act, a NRI can opt not to be governed by the provisions of Chapter XII-A for any assessment year by furnishing return of income for that assessment year under Section 139 of the Act, declaring therein that the provisions of the Chapter shall not apply for that assessment year. In such a situation, the other provisions of the Act shall be applicable while determining the taxable income and tax liability arising thereon.
- The Finance Act, 2013, any income arising to shareholders on account of buy-back of shares as referred to in Section 115QA of the Act (buy-back of shares by unlisted companies) shall be exempt in the hands of the shareholders.

E. Benefits available to Foreign Institutional Investors ('FIIs') under the Act

(a) Dividends exempt under section 10(34) of the Act

- As per provisions of Section 10(34) of the Act, dividend (both interim and final), if any, received by a shareholder from a domestic Company is exempt from tax.

(b) Long – term capital gains exempt under section 10(38) of the Act

- LTCG arising on sale of equity shares of a company subjected to STT is exempt from tax as per provisions of Section 10(38) of the Act.
- It is pertinent to note that as per provisions of Section 14A of the Act, expenditure incurred to earn an exempt income is not allowed as deduction while determining taxable income.

(c) Capital gains

- As per provisions of Section 115AD of the Act, income (other than income by way of dividends referred to in Section 115-O) received in respect of securities (other than units referred to in Section 115AB) is taxable at the rate of 20% (plus applicable surcharge and education cess and secondary & higher education cess). No deduction is allowed from such income in respect of any expenditure or allowance or deductions under Chapter VI-A of the Act.
- As per provisions of Section 115AD of the Act, capital gains arising from transfer of securities is taxable as follows:

Nature of income	Rate of tax (%)
LTCG on sale of equity shares not subjected to STT	10
STCG on sale of equity shares subjected to STT	15
STCG on sale of equity shares not subjected to STT	30

- For corporate FIIs, the tax rates mentioned above stand increased by surcharge, payable at the rate of 5% where the taxable income exceeds Rs 100,000,000. Further, education cess and secondary and higher education cess on the total income at the rate of 2% and 1% respectively is payable by all categories of FIIs.
- The benefit of exemption under Section 54EC of the Act mentioned above in case of the Company is also available to FIIs.

- As per the Finance Act, 2013 any income arising to shareholders on account of buy-back of shares as referred to in Section 115QA of the Act (buy-back of shares by unlisted companies) shall be exempt in the hands of the shareholders as per section 10(34A) of the Act.

(d) Securities Transaction Tax

- As per provisions of Section 36(1)(xv) of the Act, STT paid in respect of the taxable securities transactions entered into in the course of the business is allowed as a deduction if the income arising from such taxable securities transactions is included in the income computed under the head 'Profit and gains of business or profession'. Where such deduction is claimed, no further deduction in respect of the said amount is allowed while determining the income chargeable to tax as capital gains.

(e) Tax Treaty benefits

- As per provisions of Section 90(2) of the Act, FIIs can opt to be taxed in India as per the provisions of the Act or the double taxation avoidance agreement entered into by the Government of India with the country of residence of the FII, whichever is more beneficial. It needs to be noted that a non-resident is required to hold a valid tax residency certificate. Additionally the FII is required to provide such other documents and information in the Form 10F as prescribed vide Notification 57 of 2013 dated 1 August 2013. However, it may be noted that Tax Authorities may ask for other information and supporting documents if required.
- It has been amended by the Finance Act, 2014 that any security held by a foreign institutional investor which has invested in such security in accordance with the regulations made under the Securities & Exchange Board of India Act, 1992 would be treated as a capital asset only so that any income arising from transfer of such security by a foreign portfolio investor (FPI) would be treated in the nature of capital gains.
- The characterization of the gain / losses, arising from sale / transfer of shares as business income or capital gains would depend on the nature of holding and various other factors.

F. Benefits available to Mutual Funds under the Act

(a) Dividend income

- Dividend income, if any, received by the shareholders from the investment of mutual funds in shares of a domestic Company will be exempt from tax under section 10(34) read with section 115O of the Act.
- As per provisions of Section 10(23D) of the Act, any income of mutual funds registered under the Securities and Exchange Board of India Act, 1992 or Regulations made there under, mutual funds set up by public sector banks or public financial institutions and mutual funds authorized by the Reserve Bank of India, is exempt from income-tax, subject to the prescribed conditions.

G. Wealth Tax Act, 1957

- Wealth tax is chargeable on prescribed assets. As per provisions of Section 2(m) of the Wealth Tax Act, 1957, the Company is entitled to reduce debts owed in relation to the assets which are chargeable to wealth tax while determining the net taxable wealth.
- Shares in a company, held by a shareholder are not treated as an asset within the meaning of Section 2(ea) of the Wealth Tax Act, 1957 and hence, wealth tax is not applicable on shares held in a company.

H. Gift Tax Act, 1958

- Gift tax is not leviable in respect of any gifts made on or after October 1, 1998.

Note:

- All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.

SECTION IV: ABOUT THE COMPANY

INDUSTRY OVERVIEW

The information in this section is derived from various government publications and other industry sources. Neither we, nor any other person connected with the issue has verified this information. 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.

OVERVIEW OF THE GLOBAL AGRICULTURE AND FOOD INDUSTRY

The current world food and agricultural situation is characterized by continued high and volatile international food prices and the persistence of hunger and malnutrition in many parts of the world. This is generating growing concerns about the long-term sustainability of agricultural and food systems. These problems lie at the heart of recent discussions by the G20 Ministers of agriculture and the United Nations conference on Sustainable development (Rio+20 Summit), both held in June 2012, which emphasized the need for sustainable growth in agricultural productivity to help eradicate hunger and ensure more efficient use of natural resources. *Source: FAO, State of Food and Agriculture 2012- Investing in Agriculture for a Better Future*

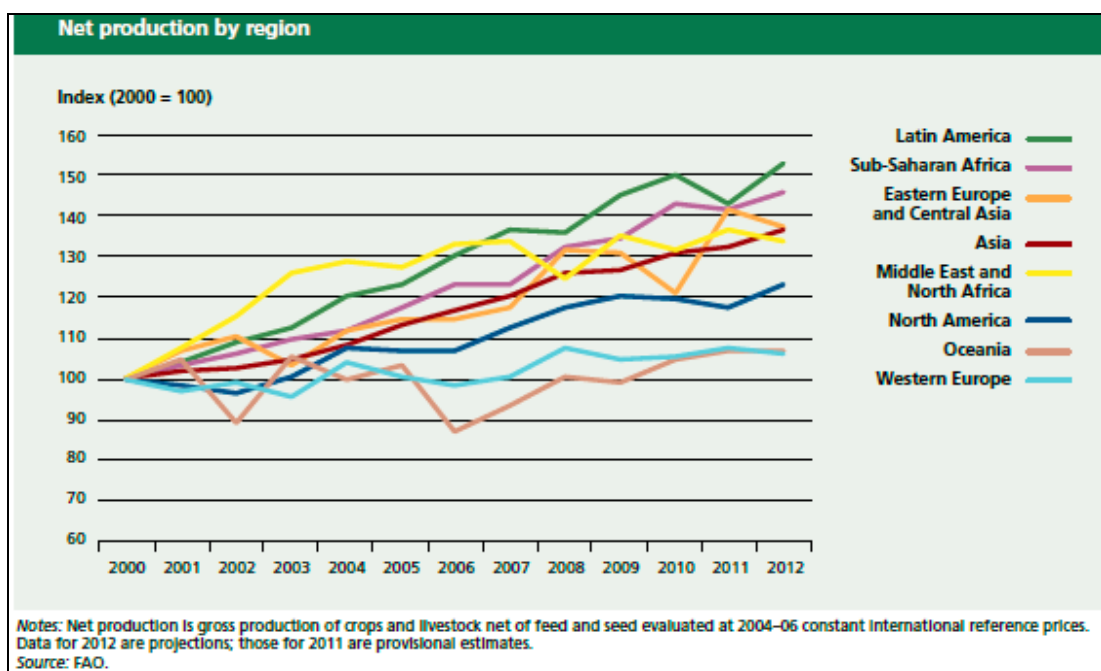
Global agricultural production growth declined somewhat from the 1960s through the 1980s before resuming higher rates of growth in recent years. Total production growth for crops largely mirrors that for all agriculture, whereas total production growth for livestock has not increased in the most recent period, perhaps because prices for livestock products have not risen as much as for crops. In per capita terms, growth in agricultural production declined very slightly in the latter decades of the last century before accelerating significantly since 2000. The decline and subsequent recovery of per capita production was more pronounced for crops than for all agriculture. *Source: FAO, State of Food and Agriculture 2012- Investing in Agriculture for a Better Future*

Average Annual Growth in Agricultural Production					
	1961-70	1971-80	1981-90	1991-2000	2001-10
All Agriculture					
Total Production	2.70	2.40	2.30	2.50	2.60
Per Capita Production	0.70	0.60	0.60	1.00	1.40
Crops					
Total Production	2.70	2.40	2.30	2.50	2.60
Per Capita Production	0.90	0.40	0.30	1.10	1.50
Livestock					
Total Production	2.90	2.50	2.40	2.20	2.20
Per Capita Production	0.90	0.60	0.70	0.70	1.00

Note: Annual average change in Index of net agricultural production. Net production is gross production of crops and livestock net of feed and seed evaluated at 2004-06 constant international reference prices.

Region-wise Production

The production responses by the different regions over the last decade have been very diverse. In Latin America, agricultural production increased by more than 50 percent from 2000 to 2012, with Brazil expanding production by more than 70 percent. Sub-Saharan Africa saw agricultural production growth of more than 40 percent. Eastern Europe and Central Asia expanded production by almost 40 percent, and the region is emerging as a key global supplier. In North America and Western Europe, on the other hand, agricultural output has increased only by about 20 percent and 6 percent, respectively, since 2000. Indeed, the OECD countries as a group increased output by only 14 percent over the period, while the BRIC countries (Brazil, Russian Federation, India and China) increased it by 39 percent, the least-developed countries by 54 percent and the remaining developing countries by 45 percent. *Source: FAO, State of Food and Agriculture 2012- Investing in Agriculture for a Better Future*



Food consumption

Despite higher prices, rapid income growth has supported robust increases in per capita food consumption in most emerging and developing countries. Eastern Europe and Central Asia experienced the strongest growth in per capita food consumption since 2000 at 24 percent, followed by Asia at almost 20 percent. In sub-Saharan Africa, per capita consumption grew quickly from 2000 to 2005, but higher prices in the latter part of the decade appear to have limited further growth, and per capita consumption in the region was only 11 percent higher in 2012 than in 2000. Not surprisingly, per capita consumption of food has been stagnant in Western Europe and declining in North America, given the already high consumption levels. **Source:** FAO, *State of Food and Agriculture 2012- Investing in Agriculture for a Better Future*

OVERVIEW OF THE AGRICULTURE INDUSTRY IN INDIA

Agriculture is the principal source of livelihood for more than 58% of the population of this country. Agriculture provides the bulk of wage goods required by non-agriculture sectors and most of the raw materials for the industries sector. The combined efforts of Central Government, State Governments and the farming community have succeeded in achieving record production of 244.78 million tonnes of food grains during 2010-11. This record production has been achieved through effective transfer of latest crop production technologies to farmers under various crop development schemes being implemented by the Department of Agriculture & Cooperation backed by remunerative prices for various crops through enhanced minimum support prices. **Source:** *Annual Report 2011-12, Government of India, Ministry of Agriculture, Department of Agriculture and Cooperation*

As per the land use statistics 2010-11, the total geographical area of the country is 328.7 million hectares, of which 141.6 million hectares is the net sown area. The gross cropped area is 198.9 million hectares with a cropping intensity of 140.5%. The net irrigated area is 63.6 million hectares **Source:** *Annual Report 2013-14, Government of India, Ministry of Agriculture, Department of Agriculture and Cooperation*

Agriculture GDP

The agriculture and allied sectors contributed approximately 13.9% of India's GDP (at constant 2004-05 prices) during 2013-14. Gross Domestic Product (GDP) of agriculture and allied sectors and its share in total GDP of the country during the last 4 years, including the current year, at 2004-05 prices is as follows:

Particulars	2009-10	2010-11	2011-12	2012-13	2013-14
GDP of Agriculture and Allied Sectors (₹ in crores)	660,987	717,814	753,832	764,510	799,996
Percentage of Total GDP	14.6	14.56	14.4	13.9	13.9

Source: *Annual Report 2013-14, Government of India, Ministry of Agriculture, Department of Agriculture and Cooperation; Central Statistics Office, Ministry of Statistics and Programme Implementation, Government of India*

There has been a continuous decline in the share of agriculture and allied sector in the GDP from 14.6 percent in 2009-10 to 13.9 percent in 2013-14 at 2004-05 prices. Falling share of agriculture and allied sector in GDP is an expected outcome in a fast growing and structurally changing economy. **Source:** *Annual Report 2013-14, Government of India, Ministry of Agriculture, Department of Agriculture and Cooperation*

Overall Growth of the Agricultural Sector in India

The growth performance of the agriculture sector has been fluctuating. It witnessed a growth rate of 4.8 percent between 1992-97. However, the agrarian situation saw a downturn towards the beginning of 1997-2002 and 2002-07, when the agricultural growth rate came down to 2.5 percent and 2.4 percent respectively. This crippling growth rate of 2.4 percent in agriculture as against a robust annual average growth rate of 7.6 per cent for the economy during the tenth plan period was clearly a cause for concern. The trend rate of growth during the period 1992-93 to 2010-11 is 2.8 percent while the average annual rate of growth in agriculture & allied sectors-GDP during the same period is 3.2 percent. **Source:** *State of Indian Agriculture 2011-12*

As per the Central Statistics Office (CSO) revised estimates (released on 31st January 2013) of Gross Domestic Product, agriculture and allied sectors grew at 3.6 per cent during 2011- 12, recording an average rate of growth of 3.6 per cent per year during the 11th Plan (2007-12). Further, as per the advance estimates released by CSO on 7th February, 2013, agriculture and allied sectors are estimated to grow at 1.8 per cent during 2012-13 as against 3.6 per cent during the last year. **Source:** *State of Indian Agriculture 2012-13*

Agriculture Production

As per Second Advance Estimates for 2013-14, total production of rice in the country is estimated at 106.19 million tonnes which is a new record. The current year's production is higher by 9.5 lakh tonnes than the last year's record production of 105.24 million tonnes. Production of wheat estimated at 95.60 million tonnes is also a new record. Previous record production of 94.88 million tonnes of wheat was achieved during 2011-12. Production of rice as well as wheat is also considerably higher than their average production levels. The production of Coarse Cereals estimated at 41.64 million tonnes is also higher by 1.60 million tonnes than the last year's production and 1.83 million tonnes than the average production of last five years. Total food grains production estimated at all time record of 263.20 million tonnes is higher by 6.07 million tonnes than the last year's production of 257.13 million tonnes. During the year, there has been quantum increase of 20.50 million tonnes over the average production of foodgrains during the last five years. Setting all time new records, production of pulses and oilseeds estimated at 19.77 million tonnes and 32.98 million tonnes respectively are higher by 1.43 million tonnes and 2.04 million tonnes over their last year's production levels. Their production is also higher by 3.19 million tonnes and 3.83 million tonnes respectively than their average production levels. The current year's production of Sugarcane estimated at 345.92 million tonnes is higher by 4.72 million tonnes than the last year. The production of Cotton estimated at an all time record of 35.60 million bales (of 170 kg each) registered an increase of 5.86 million bales over the average cotton production of 29.74 million bales. Production of Jute is also estimated to be marginally higher than its average production.

(Million Tonnes)				
Crops	2012-13	2013-14 (2 nd Advance Estimates)	Absolute Difference (Col. 3-2)	% change in 2013-14 over 2012-13
1	2	3	4	5
Foodgrains	257.13	263.20	6.07	2.36%
Oilseeds	30.94	32.98	2.04	6.59%
Sugarcane	341.20	345.92	4.72	1.38%
Cotton*	34.22	35.60	1.38	4.03%

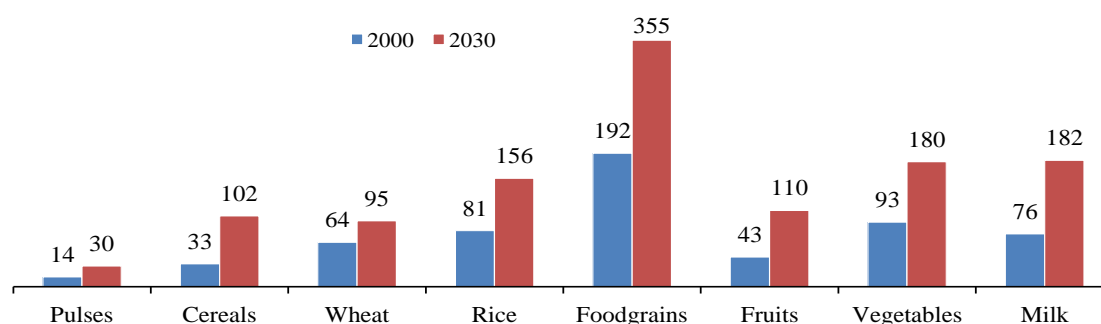
* *Production in million bales of 170 kg each*

Source: *Annual Report 2013-14, Government of India, Ministry of Agriculture, Department of Agriculture and Cooperation*

Growing Demand for Food

The demand for food and processed commodities is increasing due to growing population and rising per capita income. There are projections that demand for food grains would increase from 192 million tonnes in 2000 to 345 million tonnes in 2030. Hence in the next 20 years, production of food grains needs to be increased at the rate of 5.5 million tonnes annually. **Source:** *Indian Council of Agricultural Research – Vision 2030*

(In Mn Tonnes)



Source: Indian Council of Agricultural Research – Vision 2030

OVERVIEW OF THE GLOBAL AGROCHEMICALS INDUSTRY

Current Scenario

The global market for conventional crop protection products (excluding sales of herbicide tolerant and insect resistant seed, as well as non-crop agrochemicals) is estimated to have increased by 9.4% to reach \$54,208 million during 2013. This figure is based on the results of our own market analysis of the crop protection sector and takes into account the results of market research conducted in the majority of country markets.

When the impact of trade-weighted inflation and currency factors are taken into account then the change in the overall market in real terms equated to an increase of 9.9% over 2012.

Conventional Crop Protection Market (Distributor Level) - 2008/ 2013						
	2008	2009	2010	2011	2012	2013
World Crop Protection Market (\$ Mn.)	43,187	40,147	41,291	46,539	49,549	54,208
Nominal Change on previous year (%)	20.3%	-7.0%	2.8%	12.7%	6.5%	9.4%
Real change on previous year (%)	10.2%	-1.5%	0.2%	7.1%	8.9%	9.9%

The above table refers to the value of the market for chemical crop protection products, based on the sales of agrochemical products for crop use, including forestry and plantation crops. It does not, however, include agrochemical product sales in non-crop situations and markets which comprise the following sectors: turf, nursery and ornamentals, home & garden, PCO (pest control operators), rodenticides, wood preservatives, materials preservation, stored grains, public health, post-harvest protectants and industrial outlets. In 2013 the overall value of the agrochemical market for the use of products in the non-crop sector is estimated to have grown by 1.7% to \$6,481 million.

Agrochemicals Market (Distributor Level) – 2012-2013			
Sales (\$ Mn.)	2012	2013	% Change 2013/ 2012
Conventional Crop Protection	49,549	54,208	9.4%
Non- Crop Agrochemical Market	6,372	6,481	1.7%
Total	55,921	60,689	8.5%

Sales of conventional agrochemical products used in crop protection experienced growth of 9.4% to \$54,208 million, whilst sales of herbicide tolerant (HT) and insect resistant (IR) seed into the crop protection sector increased by 8.7% in 2013 to reach \$20,100 million.

Growth within the crop protection sector is directly linked to support for agriculture, crop commodity prices and farm incomes, however the non-crop sector is influenced more by the economic position of the major markets, with consumer purchasing being a significant factor. Growth within the GM seed market is predominantly driven by the introduction of new technology with competition within the sector now intensifying as the number of available trait offerings continues to grow.

Due to the positive growth of both the conventional crop protection market and the input trait sector, the value of the overall crop protection sector in 2013 is estimated to have increased by 9.2% to \$74,308 million.

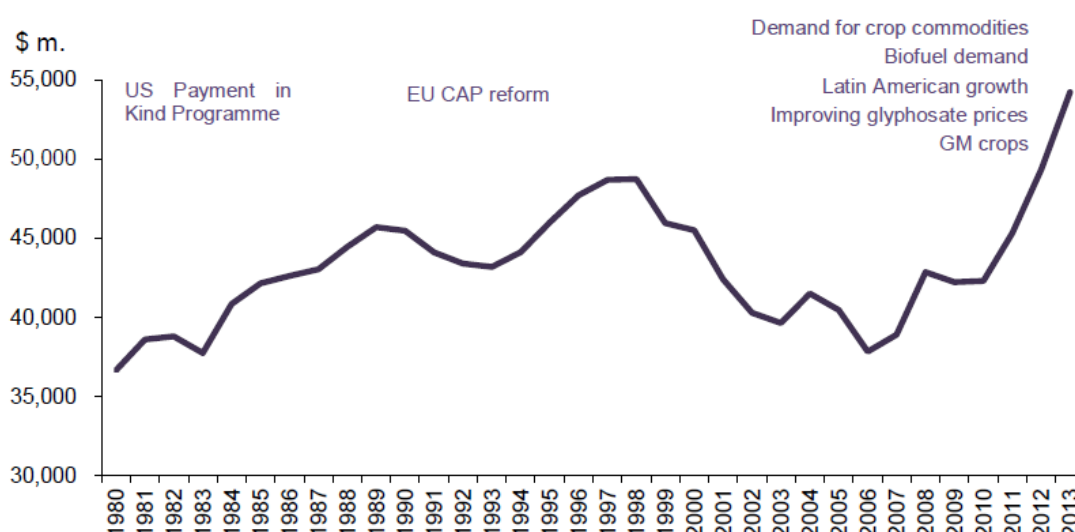
Crop Protection Market Value (Distributor Level- \$ Mn.) - 2008/ 2013						
Sales (\$ Mn.)	2008	2009	2010	2011	2012	2013
Conventional Crop Protection	43,187	40,147	41,291	46,539	49,549	54,208
GM Seed	9,150	10,570	12,870	15,685	18,495	20,100
Total	52,337	50,717	54,161	62,224	68,044	74,308

Source: Phillips McDougall, AgriService 2014 v1.0

Historical growth trends in the Agrochemical Industry

The following graph outlines the relative change in real terms in the value of the conventional crop protection market in the period from 1980 to 2013.

Conventional Crop Protection Market Value – Constant 2013 US Dollars



During the period 1980 to 1998 the value of the global crop protection market essentially grew year on year with the main exemptions being the downturns in both 1983 and 1991-1993. These reductions arose from changes in governmental support for agriculture in one of the main markets, namely the implementation of the Payment in Kind scheme in the USA (1983) and the introduction of set-aside in the EU following CAP reform (1991-1993).

Following the initial introduction of GM crops in 1996, the market experienced a period of decline in real terms between 1998 and 2006. This reflected the increase in uptake of GM technology, particularly in North America and Latin America where a rapid switch to crop varieties containing traits conferring glyphosate tolerance and insect resistance led to declines in selective herbicide and insecticide applications in cotton, canola, soybean and maize.

In addition to the impact of GM technology, crop prices over the same period were relatively flat, resulting in a depressing effect on the overall demand for agrochemical products.

However in 2007 crop prices began to grow, and in 2008 spiked at a very high level, subsequently creating a major improvement in the agriculture economy. In 2009, crop prices fell back from their peak as the global economy experienced a severe down turn following the banking crisis in Europe and the Americas. This, coupled with a major reduction in glyphosate prices following increased supply from Chinese companies, resulted in the overall value of the global crop protection market declining.

During 2010 glyphosate prices remained low, and with improving crop prices the agrochemical market was more or less unchanged in real terms. In the early part of 2011 commodity prices increased, led by gains in wheat as a result of drought in Russia and flooding in Canada during 2010. Although glyphosate prices remained stable, significantly higher crop prices resulted in a buoyant agricultural economy and a significant

rise in agrochemical demand in 2011. During 2012 the overall market experienced strong growth on the back of a continuation in the improvement of crop prices, and this trend continued into 2013 when, in real terms, the market experienced 9.9% growth over 2012.

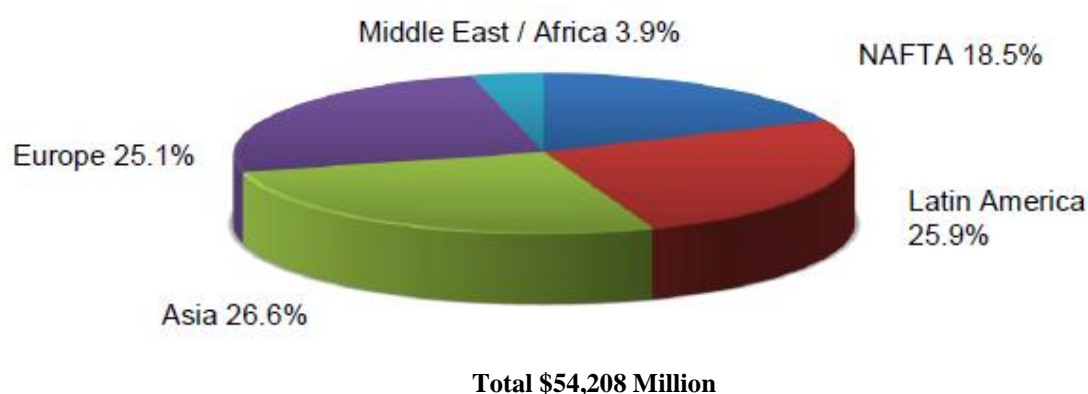
The table below outlines the real and nominal growth rates for the conventional crop protection market value by decade.

Growth of the Conventional Crop Protection Market		
Period	% Per Annum	
	Real Terms	Nominal
1970- 79	7.6	14.2
1980-89	2.5	5.3
1990-99	0.1	2.2
2000-09	-0.8	5.5
2010-13	8.6	9.5

Source: Phillips McDougall, AgriService 2014 v1.0

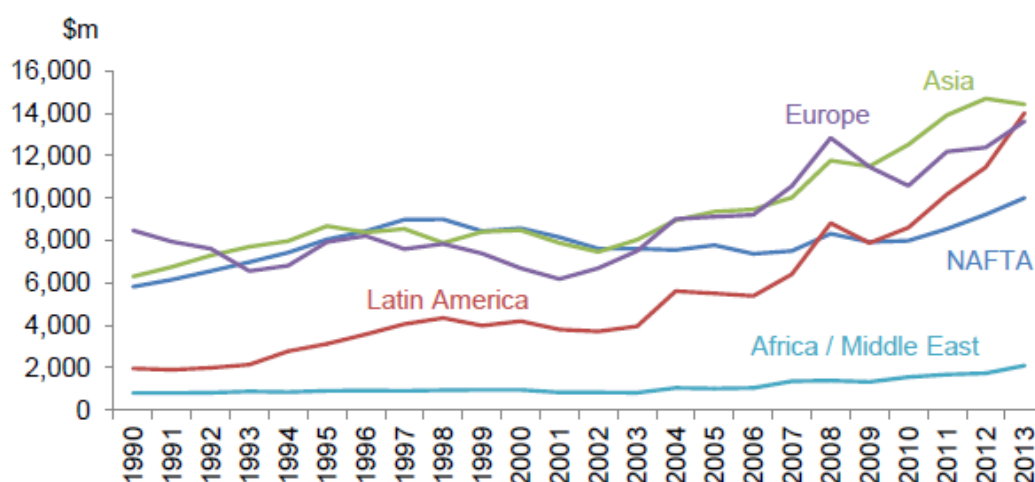
Regional Markets in the Agrochemical Industry

The market for conventional crop protection products in 2013 was divided by region as shown below.



The growth in regional market performance since 1990 is given in the chart below:

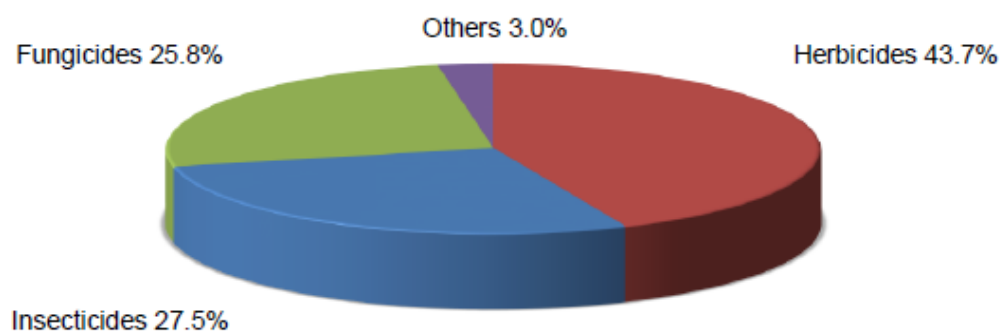
Regional Market Performance since 1990



Source: Phillips McDougall, AgriService 2014 v1.0

Product Segments in the Agrochemical Industry

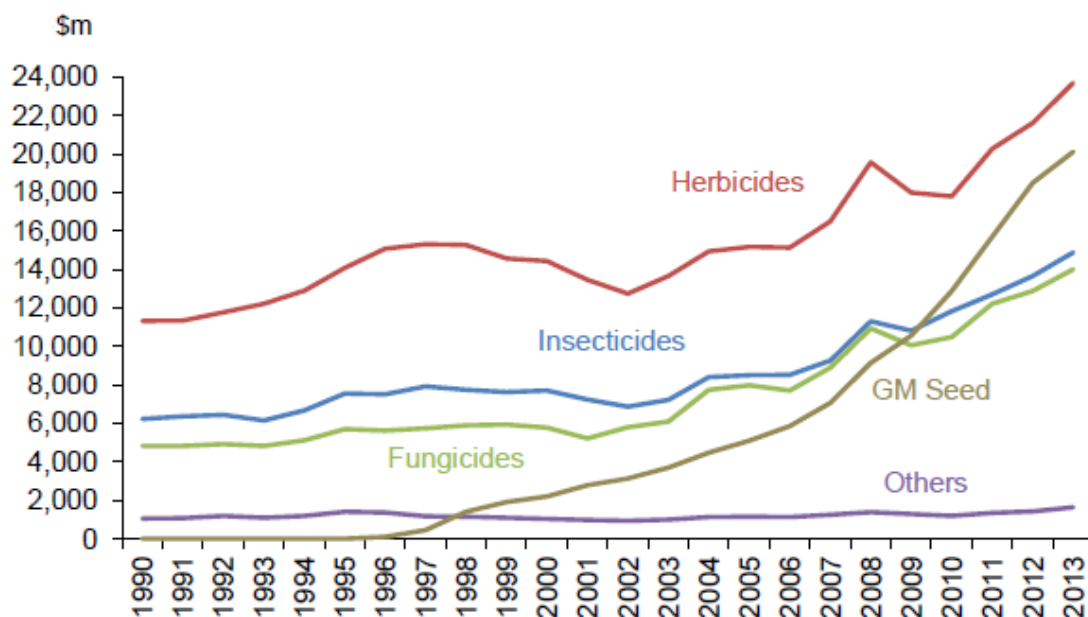
During 2013, the market for conventional crop protection products was divided by sector as shown below.



Total \$54,208 Million

In addition to the above, a further \$20,100 million is attributable to the sale of seed of crops genetically manipulated to express input traits, herbicide tolerance or insect resistance, the uptake of which has a direct impact on the market for conventional agrochemical products, as can be seen in the graph below.

Crop Protection Product Sector Performance: 1990-2013



In 2013, the value of the herbicides sector rose by 9.6% benefitting from improved glyphosate pricing as well as volume demand in developing markets. The value of insecticide sales improved by 9.1%, benefitting from strong acceptance for new products, notably chlorantraniliprole. For fungicides, sales increased by 8.8% with a strong Asian soybean rust market in Brazil offsetting the negative effects of unfavourable weather conditions in the USA and Europe.

Sales of agrochemicals used in non-crop situations rose by 1.7% to \$6,481 million aided by an increase in glyphosate prices. The GM seed market rose by 8.7% to \$20,100 million, driven by value enhancement due to the increased adoption of stacked trait varieties as well as continued expansion in Latin America and Asia.

Leading Herbicides (2012)		
Active Ingredient	Size (\$ Mn.)	Rank
Glyphosate	4,575	1
Paraquat	685	2
2,4-D	640	3

Leading Herbicides (2012)		
Active Ingredient	Size (\$ Mn.)	Rank
Mesotrione	620	4
Metolachlor	605	5
Acetochlor	560	6
Atrazine	480	7
Glufosinate	420	8
Pinoxaden	360	9
Pendimethalin	345	10
Mesosulfuron	290	11=
Nicosulfuron	290	11=
Clomazone	285	13
Fenoxaprop	270	14
Picloram	265	15

Leading Insecticides (2012)		
Active Ingredient	Size (\$ Mn.)	Rank
Thiamethoxam	1,140	1
Imidacloprid	1,030	2
Chlorantraniliprole	915	3
Fipronil	645	4
Chloropyrifos	625	5
Lambda- Cyhalothrin	530	6
Clothianidin	510	7
Abamectin	360	8
Deltamethrin	340	9
Acephate	305	10
Cypermethrin	290	11
Bifenthrin	265	12
Spinosad	260	13
Carbofuran	230	14=
Flubendiamide	230	14=

Leading Fungicides (2012)		
Active Ingredient	Size (\$ Mn.)	Rank
Azoxystrobin	1,260	1
Pyraclostrobin	800	2
Mancozeb	630	3
Prothioconazole	625	4
Trifloxystrobin	615	5
Copper Fungicides	535	6
Tebuconazole	500	7
Epoxiconazole	495	8
Cyproconazole	365	9
Boscalid	355	10
Propiconazole	350	11
Metalaxyl	345	12
Chlorothalonil	320	13
Fludioxonil	280	14
Difenoconazole	260	15

Over the next five years it is expected that fungicides will continue to lead market growth, the products being key to delivering the crop yield and quality improvement that the market is demanding. In the herbicide sector a more stable pricing position in the glyphosate market is expected to result in a steady market improvement overall, with volume growth led by increasing usage in developing markets. Lower growth is anticipated in the insecticide sector as the *Helicoverpa* issue in Brazil comes under control, and a further negative impact is expected from GM seeds. In addition, less growth is expected for insecticides than fungicides and herbicides in

developing markets.

Source: Phillips McDougall, AgriService 2014 v1.0

INDUSTRY CHARACTERISTICS

Consolidated Industry Structure / Competition in the Industry

One of the defining characteristics of the crop protection industry over the previous few decades has been the degree of company consolidation that has taken place. This can be attributed to several factors, one of the most important of which has been an apparent lack of growth opportunities. This is exemplified by the gradual slowing of industry sales, beginning in 1980, and lasting through to 2008

Growth of the Conventional Crop Protection Market		
Period	% Per Annum	
	Real Terms	Nominal
1960- 69	10.2	12.3
1970- 79	6.8	14.2
1980-89	2.2	5.3
1990-99	0.1	1.9
2000-09	-0.7	2.8
2010-12	8.0	11.2

As can be seen in the above table, the value of the crop protection industry increased significantly during the 1960s and 1970s, both in real and nominal terms. Up until relatively recently the rate of growth of the value of the industry was low. This has led to increasing level of M&A activity within the industry in the last few years.

As a consequence of the M&A activity that has occurred in recent years there has been a reduction in the overall number of companies participating in the sector. Of note is the series of product and company acquisitions made by both Makhteshim and Nufarm which have resulted in both companies growing to occupy a similar market share as some of the major multinational R&D companies, occupying the 4-15% market share bracket.

Other notable events in recent years have included the formation of Arysta in 2001, and in a similar manner to that of Nufarm and MAI, United Phosphorus Ltd who have undertaken a number of acquisitions, most notably that of Cerexagri in 2007. As a result UPL has advanced to become the twelfth largest in the sector and now occupy a place amongst those holding a 2-4% market share. Since that time UPL have gone on to acquire Icona, Evofarms, a 50% holding in Sipcam Isagro Brazil and most recently the Dutch agrochemical company, Agrichem.

In addition to this, Mitsui Chemicals acquired the agrochemical business of Sankyo, while Nufarm acquired 100% of Agripec in 2007 and Etigra and AH Marks in 2008.

Other significant changes of note in recent years include the change in ownership of Arysta, the acquisition of a 23% holding in Nufarm by Sumitomo Chemical, and the acquisition by The China National Chemical Corporation (ChemChina) of a 60% majority stake in Makhteshim Agan.

Historically, two of the most significant events to have occurred in the modern agrochemical market were: the formation of Syngenta; and the acquisition of the Aventis Crop Protection business by Bayer, which resulted in the formation of the two industry leaders whose market share is today in excess of 15% each.

Occupying the second tier is a group of companies with market shares between 5-15%. This group is comprised of the other main R&D driven multinational companies.

With market shares between 1% and 5%, the third tier companies include the larger generic players, in particular the two leading generic companies, Nufarm and Adama (formerly Makhteshim Agan). More recently a number of companies have also joined this tier, namely Arysta, Cheminova and UPL (formerly United Phosphorus). In the case of the more recent entrants to this tier of the market, much of the growth that has arisen has been as a result of M&A activity undertaken by the companies, aimed at significantly enhancing product portfolios and distribution capability.

Agro- chemicals Industry Structure – 2013*					
Region	Market Share				
	>15%	15%-5%	5%-1%	1%-0.5%	<0.5%
Europe	Bayer Syngenta	BASF	Cheminova	Sipcam Oxon	Isagro Helm Phyteurop
USA		Dow Monsanto DuPont	FMC	Chemtura Ammvac	Gowan Albaugh
Japan			Sumitomo Chemical Arysta	Ishihara Kumiai Nihon Nohyaku Nippon Soda Nissan Mitusi	Hokko Agro Kanesho SDS Biotech OAT Agrio Nippon Kayaku Kyoyu Agri
Others			Adama Nufarm UPL	Sinochem	Rotam Rallis Sinon Excel Wynka Red Sun Gharda

* *Ranked by Headquarter location and Global Market Share*

The ranking outlined in the table above is comprised of the main manufacturing organisations and does not include those that are primarily focussed on product distribution. However within this latter category there are several companies with significant sales revenues, notably companies such as Agrium, Helena, Growmark, Wilbur-Ellis and Winfield in the USA and the leading Japanese trading companies, Mitsui & Co., Sumitomo Corporation and Marubeni Corporation.

Leading Crop Protection Companies in Key Regional Markets - 2012				
NAFTA	Latin America	Asia	Europe	Rank
Syngenta	Syngenta	Syngenta	Bayer	1
Bayer	Bayer	Bayer	Syngenta	2
Dow	BASF	Sumitomo Chemicals	BASF	3
Monsanto	Dow	Dow	MAI	4
BASF	Monsanto	Nufarm	Dow	5
DuPont	FMC	DuPont	DuPont	6
Nufarm	DuPont	BASF	Monsanto	7
MAI	MAI	Monsanto	Nufarm	8
Sumitomo Chemicals	Arysta	Kumiai	Cheminova	9
FMC	Nufarm	MAI	Sumitomo Chemicals	10

Source: Phillips McDougall, AgriService 2014 v1.0

Product Acquisition

Over the last decade, several of the medium sized agrochemical companies have strengthened their position in the agrochemical industry through a series of strategic initiatives. While many of these moves have involved the acquisition of agrochemical companies, often with the aim of gaining additional distribution capability or regional marketing exposure, an increasing number of M&A transactions have been targeted at strengthening the respective product portfolios of the purchasing company through the acquisition of a particular agrochemical product or product range. Although product acquisition has always been a feature of the agrochemical industry, the last ten years has seen the overall level of this type of M&A activity increasing significantly.

The key reasons as to why product acquisitions are more common than they were in the past include:

- Consolidation amongst the industry majors has resulted in competition regulators requiring that product lines be divested in order to satisfy market share concerns. This is an increasingly important factor in what is now a relatively consolidated industry.

- Several companies have pursued a strategy of streamlining their product portfolio and focussing only on those products considered to offer market potential. As a result products considered non-core to the on-going business have been divested.
- The re-registration system operating in both the EU and the USA has led to some companies deciding that it is not viable to support a particular product during the regulatory review. This has resulted in a number of agrochemical companies deciding to divest certain products.

For several of the medium sized companies, notably Arysta, MAI, Nufarm, Cheminova and United Phosphorus, product and company acquisitions have become a key feature of their strategy to advance not only their relative position within the agrochemical industry, but also to provide the company with a proprietary product range.

Source: Phillips McDougall, AgriService 2014 v1.0

Barriers to Entry

The Agrochemicals industry has many natural entry barriers. The **complicated and evolving regulatory environment**, which varies from country to country, requires considerable experience and effort to understand. For example, the regulatory system in Europe is now based on hazard rather than risk; in the past exposure/toxicity issues were assessed by risk which if deemed to be acceptable would allow the product to be registered. Under the new regulations, if exposure/toxicity does not meet cut off criteria the product will not achieve registration, regardless of level of exposure.

The **knowledge based** nature of the industry coupled with its **consolidated structure** makes it further difficult for any new player to enter. Only a very few companies are involved in R&D, because they are larger companies, with financial strength to invest on the order of hundred million dollars in researching new molecules. Even for generic players, the **expertise and investment** required to successfully complete dossiers and own registrations can be a stumbling block for newer players.

The high degree of competition further highlights the importance of a **strong marketing & distribution setup**, which is essential to reach the eventual customers, the farmers.

Source: Phillips McDougall

Generics Opportunity

In 2012, the global market for crop protection products increased by 6.4% to \$47,360 million; if products used in non-crop situations are included then the total market for agrochemicals rose by 5.7% to \$53,732 million.

In analysing the generic sector, a key element is the definitions that are used. For the purposes of this analysis, a generic company is defined as one that manufactures active ingredients and receives the majority of its sales from products that are off patent, and that were researched, developed or first introduced by another company.

Source: AgriFutura July 2013, Phillips McDougall, AgriService 2014 v1.0

Once an active ingredient loses patent protection, generic competition may or may not occur as, in addition to the basic patent which protects the molecule per se, there may be other patents covering novel formulations, synergic mixtures of active substances (ASs), methods of manufacture, key intermediates, etc. Companies other than the inventor of the new active ingredient may develop such ancillary patents to create “proprietary off-patent products”.

The generic sector, primarily, is not involved in basic R&D to discover new ASs. There are three basic types of generic companies. Firstly the larger generic companies with sales in excess of \$300 million have a mixed product portfolio of generic and proprietary off-patent products. Secondly, there are marketing companies which do not manufacture ASs but specialize in gaining registrations and formulate and market finished products. The third category of generic companies in the AS manufacturing company, this type of company specializes in the manufacture of active ingredients and is less likely to invest in gaining registrations and relies on marketing companies to gain market access. There are many smaller generic manufacturing companies (mainly in India and China) with sales of less than pound 50 million/year that fall into this third category.

Mixed Portfolio of Generic and Proprietary Off-patent Products

Companies such as Makhteshim – Agan and Nufarm have developed over the years from regional suppliers of generic products to global suppliers of generic and off-patent proprietary products. They have also progressed from being basic manufactures of ASs to companies which source many ASs from third parties.

Critical mass is extremely important for generic companies to survive and grow. The table below identifies the top 6 generic agrochemical companies by sales revenue for 2012 and 2013.

Source: Enigma Marketing Research, New Off-Patent/Generic Agrochemicals – post 2013

Company	Sales Revenue (\$ Mn.)		% Growth (2012/13)
	2013	2012	
Adama	2,876	2,649	8.6%
Nufarm	2,297	2,246	2.3%
United Phosphorus	1,607	1,448	11.0%
Arysta	1,501	1,527	-1.7%
Cheminova	1,101	1,027	7.2%
Sipcam	514	459	12.0%

Source: Phillips McDougall, AgriService 2014 v1.0

All six companies have increased turnover significantly since 2010, as a result of the strategy to become global players by acquisition or licensing of products and acquisition of companies in addition to organic growth.

With the right strategy and the right people these companies are well set to become global companies operating in all the major agrochemical markets and now can :-

- Spread registration costs over a number of regional markets.
- Negotiate with the inventor companies to licence products soon to become off-patent.
- Continue to acquire products with relative small sales revenue which are no long of interest to the inventor companies.
- Continue to grow through the acquisition of smaller generic manufacturing and marketing companies.
- Develop new formulations and new mixture products of off-patent ASs and own a portfolio of associated patents

Marketing Companies

The term marketing company is used to define those companies that:-

- Register finished products in national and regional markets
- Are not involved in discovery of new active ingredients (AIs)
- Do not manufacture agrochemical AIs
- Purchase AIs and/or finished formulated products.
- Sell finished formulated products to the distributor network.

Marketing companies may also develop branded products and new mixture products to create a portfolio of off-patent proprietary products. Gowan, Staehler (now owned by Cheminova), Brabant (now owned by United Phosphorus) and SAPEC Agro are among those companies in this category.

AS Manufacturing Companies

There are many hundreds of smaller generic manufacturing companies (mainly in India and China) with sales of less than £50 million/year that fall into this category. Many of these companies initially relied on the local market for sales and then have sought export markets where registrations are quickly obtained and are inexpensive. However, as registration requirements in all countries become harder and more expensive it will be necessary for serious, long-term players to enter the large well protected markets of Europe and US in order to

spread registration costs over as many markets as possible by developing partner companies (marketing companies) which can provide registrations and marketing skills.

Smaller generic companies often have a lack of market, Intellectual Property Rights (IPR) and registration knowledge and do not always fully understand the key issues in getting a product to market. They have a tendency to choose new generics based on the technologies used in manufacture rather than choosing new generics based on market knowledge and a comprehensive techno-commercial assessment.

In order for these companies to grow and take advantage of the increasing market share taken by generics it is necessary to invest larger sums of money in product registrations and/or find partner with which to share the costs. The following have been the major barriers to generic companies achieving this:-

- Lack of critical mass to develop new generics
- Increasing cost of registrations
- Reduced product range due to more stringent registrations systems.
- Lack of market, IPR and registration knowledge

To date, only a few Indian and Chinese companies have managed to develop European/USA registrations. Two major drivers operate which should result in the generic sector increasing market share:-

- Increasing percentage of off-patent products
- Increasing global demand of agrochemicals, especially in markets, such as, S. America, Eastern Europe and Asia where older, established products have a large percentage of sales compared to new chemistries.

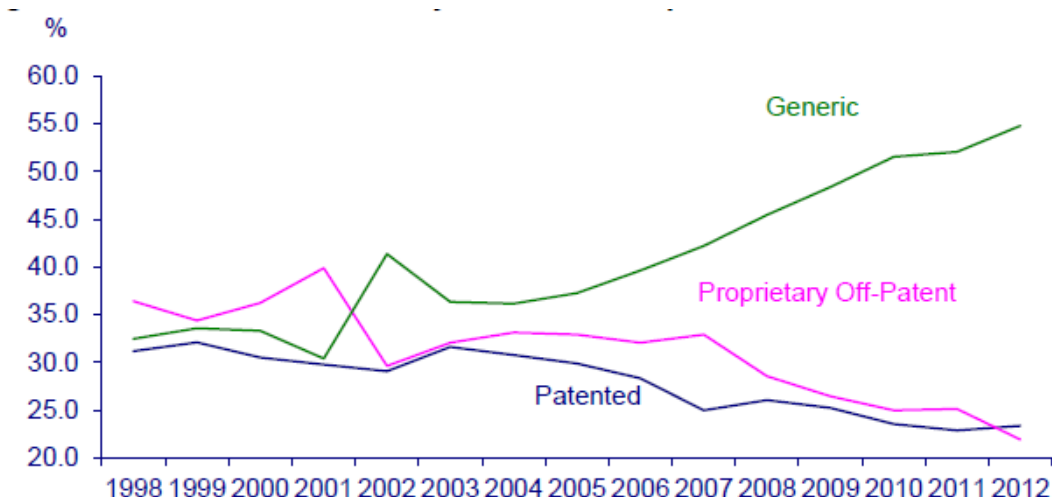
Source: Enigma Marketing Research, *New Off-Patent/Generic Agrochemicals – post 2013*

The following table presents an analysis based on individual product sales. In this analysis, Proprietary relates to the sales of patented active ingredients (this is taken to be products that have been on the market for 15 years or less); Proprietary Off-Patent relates to the sales of products that are off-patent, but where the company that first introduced the molecule still has a share of sales of >90%, and hence has a dominating position with the product. A product is deemed generic when the share of sales for the company that first introduced the product falls below 90%.

Market Breakdown- 2012	
Sector	Share (%)
Proprietary	23.3%
Proprietary Off- Patent	21.9%
Generic	54.8%

The following figure tracks the change in proportion of the three major product categories with time. The patent expiration for glyphosate has had a major impact on the off-patent sector and, by our analysis, in 2002 the product moved from the Proprietary Off-patent sector into the Generic sector, as Monsanto's share of sales of the product declined to below 90%.

Agrochemical Market Share by Product Group Since 1998



Overall, it is estimated that 23.3% of agrochemical sales in 2012 were due to patented products and that by definition 76.7% were due to off-patent products. However, from the company sales analysis, generic companies make up 29.6% of total sales, hence again by definition 70.4% of industry sales can be attributed to the R&D driven companies, not only with patented molecules (23.3%), but also a further 47.1% due to products that are offpatent and either of Proprietary Off-Patent or Generic status. The analysis shows that although the market share due to generic products increased in 2012, the overall share attributable to generic companies remained essentially stable, indicating a greater influence by the R&D driven companies in the generic sector of the market.

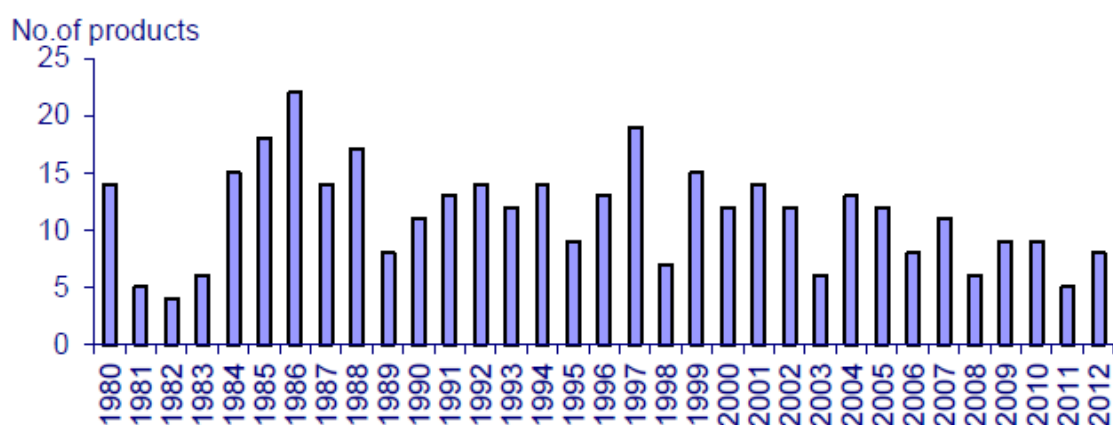
This analysis is however based on active ingredients, with a growing trend now being R&D investment on products when they undergo patent expiry, particularly the development of brands that contain mixtures with patented products. This trend is increasing with the slowdown in the rate of new active ingredient introductions. As a result some active ingredients in the Proprietary off patent or even Generic sectors achieve significant sales in 'patented' brands. In addition many 'generic' companies create proprietary brands with off-patent active ingredients through the use of patented formulation technology. It is in this 'patented' brands sector where we currently see the greatest competition in the market place.

Source: AgriFutura July 2013, Phillips McDougall, AgriService 2014 v1.0

Slowing Pace of New Product Introductions

Since 1980, 375 new active ingredients have been introduced onto the global market for conventional chemical crop protection products at an average rate of 11.36 products per year. The graph below shows the number of products introduced each year.

New Active Ingredient Introductions 1980-2012



Apart from the bulge in the late 1980s, when a number of sulfonylureas, imidazolinones and post-emergent graminicides were being introduced, the rate of introduction has remained relatively stable over this period, until now.

However, due to industry consolidation the number of research driven agrochemical companies has declined significantly since 1980, whilst a shift in focus of the leading companies toward seeds and traits has also had an impact on investment in the development of new chemical crop protection products. At present thirty one active ingredients remain in the later stages of development; if all of these products achieve introduction within the next five years then the annual rate of products introduced will be 6.2, somewhat below the historical rate of 11.36 since 1980.

Source: Phillips McDougall, AgriService 2014 v1.0

Clearly there are many factors that have affected the R&D into new agrochemicals including:-

- Industry consolidation, there now being fewer companies involved in the research of new active ingredients
- Shift in focus of R&D to seeds and traits
- The rising cost of R&D
- Greater requirements by regulatory bodies
- The move to a hazard based registration system in the EU

When major products are coming off patent, a strategy by most companies is to introduce mixtures with other patented active ingredients, or proprietary formulation technology, effectively creating a 'patented' brand. Hence proprietary sales are not solely due to patented active ingredients.

The proprietary nature of a product may also be extended through protection of registration or re-registration, particularly in the EU. Depending on when registration is achieved, in some cases the period of data protection can continue beyond the time when patents have lapsed. In addition different country and process patents may also apply.

Source: AgriFutura December 2011, Phillips McDougall, AgriService 2014 v1.0

China as Global Manufacturing Hub for Agrochemicals

Inventor companies and the larger generic/off-patent companies out-source the manufacture of some Active Substances (ASs) and some intermediates; they have teams of experts making sure that the management of the supply chain is in place to secure the huge investment already made in R&D and registration department. Marketing companies invest considerable effort and resources into obtaining registrations and getting a product to market but tend to spend very little effort on Supply Chain Management.

China has over 2,600 manufacturers of ASs and formulated products. The last 5 years has seen a large increase in the number of manufacturers. The large scale of manufacturing is evident from the fact that the top 10 Chinese companies have sales between \$150mn - \$300 mn per annum. There is also an excess of capacity for agrochemicals in China. For example, China now has 60 companies registered to manufacture imidacloprid with a total capacity of 25,000 tons of AS, however actual output in 2009 in the region of 12,000 tons with 8,000 tons exported for a world market of 18,000 tons.

Source: Enigma Marketing Research, New Off-Patent/Generic Agrochemicals – post 2013

FACTORS AFFECTING GROWTH & FUTURE INDUSTRY OUTLOOK

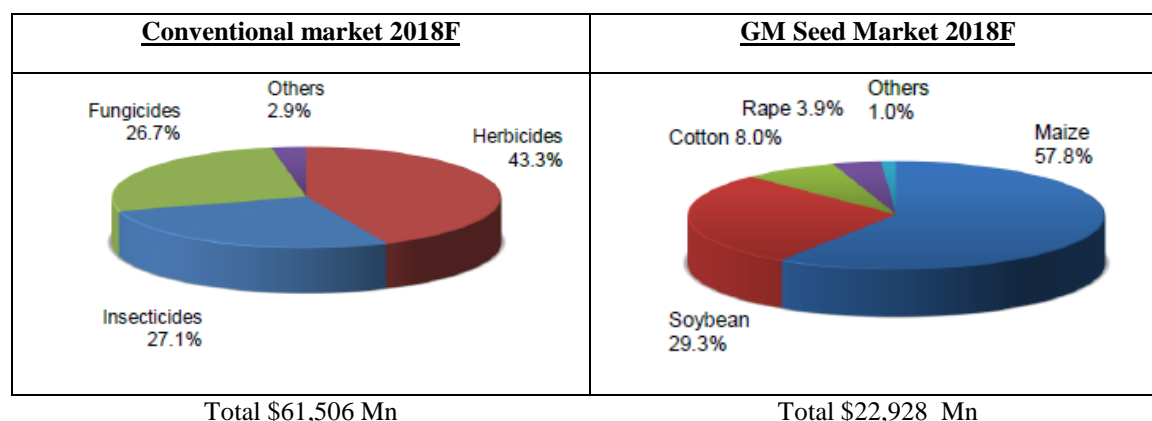
1. **Crop Commodity Prices / Farm Income:** As crop prices improve, so does the wealth and purchasing capability of the farmers for agrochemicals and other crop inputs. High crop prices drive the wish to maximise yields and hence income.
2. **Economic Growth, Population Growth and Dietary Changes:** In the major developing countries, such as the BRIC, East Europe and South East Asia, increasing wealth is resulting in people wanting more and better quality food. Also, they are shifting toward a meat based diet, thus further increasing the need for crops for animal feed. More people, higher food demand & tightening crop supplies are adding to the demand for food and thus agrochemicals.

3. **High Energy Costs:** High fuel costs promote the development of biofuels, for many of which the feedstock is agricultural crops. Rising cultivation of crops for biofuel production increases the potential market for agrochemicals.
4. **Re-registration and Resistance creating opportunities for new products:** As old products leave the market or become less effective due to resistance development, there arises a market opportunity for more advanced and often higher priced alternatives, adding value to the market.
5. **Intellectual Property in WTO Signatories:** Intellectual property protection promotes the introduction of proprietary technology into a country. Often proprietary products are more active and also command a higher price. This drives market development and value.
6. **R&D and Generics:** As the rate of new product introduction slows, the market is increasingly shifting to off-patent chemistry. However the MNCs are investing more heavily in trying to sustain their business with products when they go off patent. Also the advanced generic companies are investing in patented formulation technology, creating a proprietary brand from an off patent active ingredient. Both these factors have increased competition in the off patent products market. The generic companies' share of the global market has been static in the last five years, despite fewer new products coming to the market and some major chemistry suffering patent expiry. A generic company has to try to differentiate its product offering to compete in the post patent market; otherwise it will become a commodity product supplier in a very competitive, low value sector of the market.
7. **Support for Agriculture (WTO, EU (single farm payment), and Expansion of EU):** Not now as important as crop prices are high subsidies are not so required to support farm incomes. With the single farm payment system in the EU the farmer gets economic support regardless of what he plants and produces (it is not linked to production anymore). As a result crop planting is directly affected by crop prices, if prices fall then smaller farmers will often move to cultivate a more profitable crop, or move to animal production.

Source: Phillips McDougall

Future Outlook

Market Forecast for Crop Protection Market: 2013 / 2018 (\$ Mn.)							
	Herbicides	Insecticides	Fungicides	Others	Conventional Market	GM Seed	Total
2013	23,685	14,885	14,008	1,630	54,208	20,100	74,308
2018	26,650	16,665	16,387	1,804	61,506	22,928	84,434
Growth % P.A	2.4%	2.3%	3.2%	2.0%	2.6%	2.7%	2.6%



Over the next five years it is expected that fungicides will continue to lead market growth, the products being key to delivering the crop yield and quality improvement that the market is demanding. In the herbicide sector a more stable pricing position in the glyphosate market is expected to result in a steady market improvement overall, with volume growth led by increasing usage in developing markets. Lower growth is anticipated in the insecticide sector as the Helicoverpa issue in Brazil comes under control, and a further negative impact is

expected from GM seeds. In addition, less growth is expected for insecticides than fungicides and herbicides in developing markets.

In terms of regions, the growth expected across various geographies is as below:

Region	Crop-Protection			Non-Crop			GM Seeds		
	2013 (\$ mn)	Forecast 2018 (\$ mn)	Forecast 2018/ 2013 (% p.a.)	2013 (\$ mn)	Forecast 2018 (\$ mn)	Forecast 2018/ 2013 (% p.a.)	2013 (\$ mn)	Forecast 2018 (\$ mn)	Forecast 2018/ 2013 (% p.a.)
NAFTA	10,011	10,421	0.8%	2,150	2,495	3.0%	13,593	14,602	1.4%
Lat Am	14,026	15,744	2.3%	504	705	6.9%	5,208	6,200	3.5%
Asia	14,432	17,336	3.7%	2,459	2,801	2.6%	1,032	1,790	11.6%
Europe	13,634	15,526	2.6%	992	1,137	2.8%	18	21	3.1%
Middle East & Africa	2,105	2,479	3.3%	376	448	3.6%	249	315	4.8%
World	54,208	61,506	2.6%	6,481	7,586	3.2%	20,100	22,928	2.7%

Source: Phillips McDougall, AgriService 2014 v1.0

Re-Registrations in EU

The European re-registration procedure has been ongoing since the passing of Council Directive 91/414/EC in 1991. Four lists of products were called for re-registration, effectively covering most products with existing registrations in the EU market. The target is to achieve re-registration through listing in Annex 1 to the directive, and thus maintain full access to the marketplace.

The following table summarises the outcome of the process so far:

List	No. of products	Products of Commercial Significance*	Accepted into Annex 1	Re-registration pending/resubmitted	Not Accepted/Not Supported
Existing Products					
1	90	90	56	0	34
2	148	114	34	0	80
3	389	262	109	0	153
4	204	12	4	0	8
Biologicals	21	21	15	0	6
Total	831	499	218	0	281
New Active Ingredients			86	49	8
New Biologicals			14	12	1
Total New a.i.s			100	61	9
Total Exiting + New a.i.s			318	61	290

* as active ingredients for crop protection

** removed from system for re-submission

Updated December 2012

379

In total 831 products were called for re-registration, however of those only 499 are recognised as agrochemical active ingredients of commercial significance, including those active by biological control. As of December 2012, of those 499 active ingredients, 218 had been accepted in to Annex 1. The registrants of 281 commercially significant active ingredients have either decided not to support the products through the re-registration procedure, or the products have been refused re-registration; although a number of these have been re-submitted.

For new active ingredients wishing to enter the EU market, registration of the active ingredient is also described as acceptance on to Annex 1. Since the passing of the legislation in 1994, as of December 2012, 100 new active ingredients, including biological products, had been accepted on to Annex 1, whilst a further 61 chemical and

biological active ingredients were awaiting approval.

In 1994, there were ~500 crop protection active ingredients registered for use in the EU, including those called for re-registration as well as those recently approved. Up to December 2012, 281 existing actives have left, or are in the process of leaving, the market. If all products awaiting approval achieve acceptance, chemical and biological, existing and new active ingredients, then the market in the EU will be limited to 379 active ingredients, possibly a few more if the banned products that have been re-submitted achieve re-registration on re-examination.

Clearly a market opportunity exists for replacement of products that have already left the market. Most of the new active ingredients that were not accepted on to Annex 1 were actually withdrawn by the applicants, often following the registration dossier being deemed incomplete.

The criteria for continued registration are now somewhat more strenuous following the re-writing of 91/414, legislation that was approved toward the end of 2009. The major alteration is that non approval is now based on a hazard rather than risk based assessment. In general this procedure is expected to come into effect in June 2011, however incorporation of some criteria, notably endocrine disruption as one of the hazard criteria, is not now expected until 2013. However, it is likely that some of the products that have achieved re-registration may not receive re-authorization when they are reassessed under the seven year review procedure.

Source: AgriFutura September 2010, Phillips McDougall, AgriService 2014 v1.0; The Global Agrochemical and Seed Markets Industry Developments, April 2014, Phillips McDougall

Heavy Duty Conveyor Belts - Key Countries Development Status

Major manufactures of Heavy Duty Conveyor Belts locate at USA, Europe and Japan, and as newly industrializing countries such as China, India developing rapidly, Heavy Duty Conveyor Belts production increase rapidly. Many international manufactures have already or start to establish production base in these countries. *Source: QY Research, Global and China Heavy Duty Conveyor Belts Industry Market Research Report (Selective Extract – Global Copy), February 6, 2014 (“QY Research Heavy Duty Conveyor Belts Industry Report”)*

India, Vietnam, Indonesia and other countries in South and Southeast Asia has many Heavy Duty Conveyor Belt manufactures because of these countries nearby natural rubber base and labor cost lower. However, these countries product is low or medium-end, and almost be sold in local area. *Source: QY Research Heavy Duty Conveyor Belts Industry Report*

Heavy Duty Conveyor Belts - Competitive Landscape

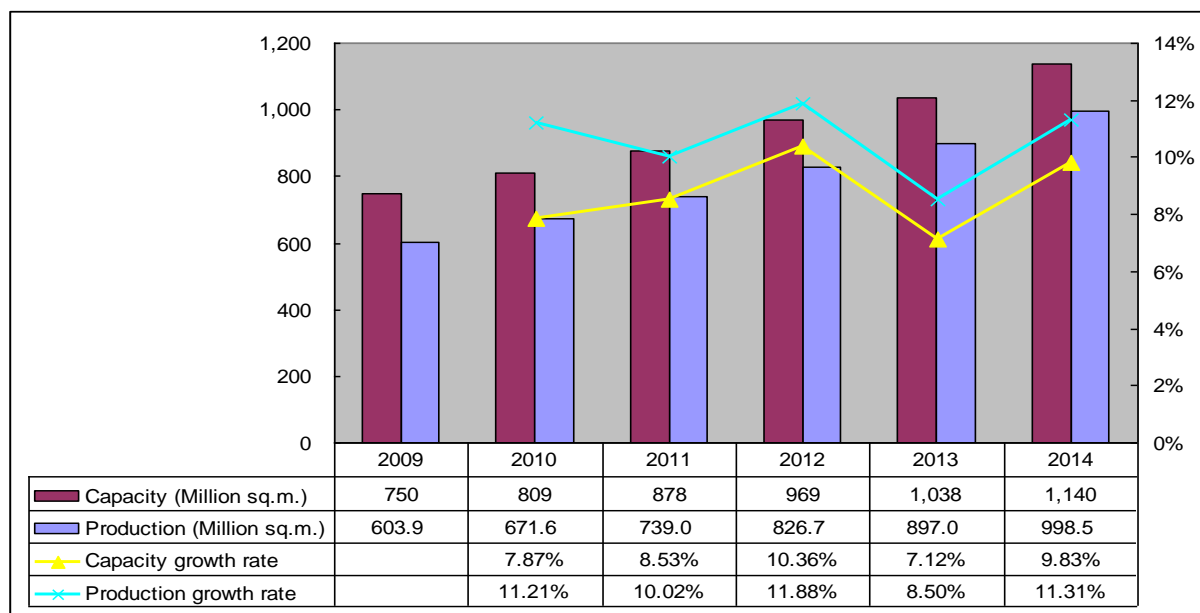
Global largest manufactures are Goodyear, ContiTech AG and Fenner, Yokohama, Bridgestone, Bando Chemical Industries, Trelleborg, Wuxi Boton, Zhejiang Double Arrow, Shandong Aneng, QingDao Rubber Six are smaller. These companies occupy more than 50% of global total capacity. *Source: QY Research Heavy Duty Conveyor Belts Industry Report*

Table 2009-2014 Global Major Manufactures Heavy Duty Conveyor Belts Capacity (Million sq.m.) List

Company name	2009	2010	2011	2012	2013	2014
Goodyear	80	80	90	100	110	120
ContiTech AG	75	80	80	90	90	100
Fenner	65	65	75	80	80	90
YOKOHAMA	45	48	50	55	55	60
Bridgestone	40	45	45	50	50	55
Bando Chemical Industries	32	35	35	38	40	45
Trelleborg	27	27	27	30	30	32
Wuxi Boton	12	20	25	25	30	30
Zhejiang Double Arrow	24	30	36	40	42	48
Shandong Aneng	32	37	43	46	55	60
QingDao Rubber Six	15	18	20	24	30	33
Others	290	324	352	391	426	467
Total	750	809	878	969	1,038	1,140

Source: QY Research Heavy Duty Conveyor Belts Industry Report

Figure 2009-2014 Global Major Manufactures Heavy Duty Conveyor Belts Capacity Production and Growth Rate

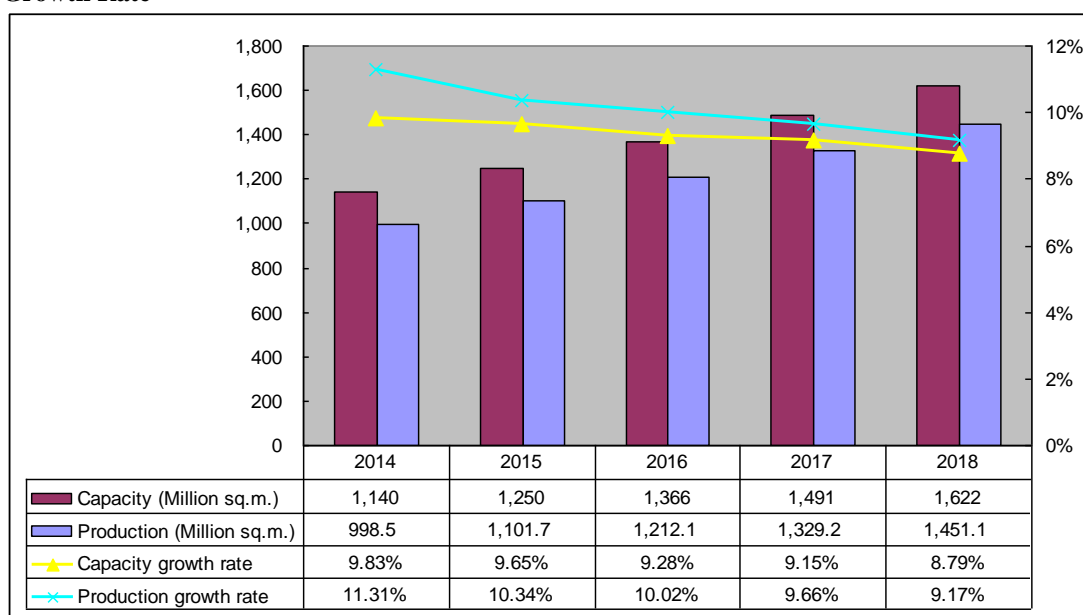


Source: QY Research Heavy Duty Conveyor Belts Industry Report

Heavy Duty Conveyor Belts - Growth Outlook

Heavy Duty Conveyor Belts International Market is driven by newly industrializing countries, Europe, USA and Japan market demand keep stable, and it is expected that the market will be shrinkage. In a word, it is forecasted that global Heavy Duty Conveyor Belts Market growth rate will decrease, but this change is a little which is showed as following figure. *Source: QY Research Heavy Duty Conveyor Belts Industry Report*

Figure 2014-2018 Global Major Manufactures Heavy Duty Conveyor Belts Capacity Production and Growth Rate



Source: QY Research Heavy Duty Conveyor Belts Industry Report

Heavy Duty Conveyor Belts Industry Development Trend

1. In the variety series, quality and technical, some company fully comply with international standards, industry concentration is gradually increased competitiveness showed significant gradient with Large gap between local enterprises and foreign-invested enterprises shrinking. From a global perspective, the conveyor belt industry can yield a higher concentration degree.
2. With the sustained and rapid economic growth in China, the production fields of automation, mechanization and constantly improve the level of demand for rubber conveyor belt year by year, in the future China rubber conveyor belt industry to maintain 20% growth rate.
3. With the gradual maturity of the market, competition among enterprises gradually shifted to competing brands.

Source: *QY Research Heavy Duty Conveyor Belts Industry Report*

OUR BUSINESS

Overview

We are a crop protection chemical company engaged in the marketing and distribution of a wide range of formulations and generic active ingredients globally. We are also involved in order based procurement and supply of Belts, general chemicals, dyes and dye intermediates. Over the years, we have, primarily, grown organically and our core strength lies in identifying generic molecules, preparing dossiers, seeking registrations, marketing and distributing formulations or generic active ingredients in fungicide, herbicide and insecticide segments. We have also recently entered into the biocide segment and have acquired several registrations from the existing registration holders, primarily, in Europe. As of August 5, 2014, we have over 180 Good Laboratory Practices (“GLP”) certified dossiers and as of July 15, 2014, we own over 1,040 registrations for formulations and over 155 registrations for generic active ingredients across Europe, NAFTA, Latin America and Rest of the World. Our library of dossiers gives us a competitive edge and facilitates us in seeking registrations in different countries in a time efficient manner. This also fosters our ability to operate in and distribute diversified range of formulations and generic active ingredients globally including highly regulated markets, which would not be permitted without such registrations. As of August 5, 2014, we have filed over 500 applications for seeking registrations globally which are pending at different stages.

We began our operations through two sole proprietary firms, each set up by Ramprakash V. Bubna and Sharda R. Bubna. After our incorporation as Sharda Worldwide Exports Private Limited in 2004, the generic agrochemical business and non-agrochemical business conducted by both firms was transferred to our Company. Subsequently, we started seeking registrations inorganically by acquiring registrations from third parties, primarily in Europe. Over the years, we have focused on organic growth and have invested substantially in preparing dossiers and seeking registrations in our own name.

A typical agrochemical value chain consists of the following key activities: (a) basic and applied research, (b) identification of new product and registration opportunities, (c) seeking registrations, (d) manufacture of the active ingredient, (e) formulation and packaging, and (f) marketing and distribution. For details, see “Our Business – Agrochemical Value Chain”. In this value chain, we have adopted an asset light business model whereby our focus is strongly on identification of generic molecules and registration opportunities, preparing dossiers and seeking registrations for formulations and generic active ingredients. We procure formulations and generic active ingredients in their finished form from third party manufacturers for onward sale. We also procure generic active ingredients for preparation and sale of formulations wherein we outsource the process of preparation of formulations to third party formulators. This enables us to offer diversified range of formulations and generic active ingredients in fungicide, herbicide and insecticide segments for protecting different kind of crops as well as serve turf and specialty markets and in biocide segment as disinfectants, thereby catering to varied market demand.

An integral part of the agrochemical value chain comprises of marketing and distribution of formulations and generic active ingredients. In the past, we were dependent on third party distributors based in Europe, NAFTA, Latin America and Rest of the World for distribution of formulations and generic active ingredients. Recently, we have also set up our own sales force comprising of our employees and consultants in various countries in Europe as well as in Mexico, Colombia, South Africa and India and other jurisdictions in addition to third party distributors. Since 2010, we have increased our own sales force to over 100 personnel globally including India and we continue to focus on increasing our own sales force in addition to third party distributors.

In addition to generic agrochemical operations, we also undertake order based procurement and supply of non-agrochemical products including Belts, general chemicals, dyes and dye intermediates. We procure these non-agrochemical products, primarily, from the manufacturers in China or India and supply them in over 35 countries across Australia, Asia, Europe, North America and Latin America. Amongst these non-agrochemical products, Belts are our key products and for the Fiscals 2014 and 2013, revenue from operations from sale of Belts have contributed to ₹ 14.04 million and ₹ 22.02 million representing 39.35% and 12.86%, respectively, of the unconsolidated total revenue from operations in non-agrochemicals.

Our unconsolidated total revenue from operations for Fiscal 2014 was ₹ 5,321.26 million, of which, ₹ 5,285.58 million and ₹ 35.68 million representing 99.33% and 0.67%, respectively, was contributed by our revenue from operations in agrochemicals and non-agrochemicals, respectively. Our unconsolidated total revenue from operations in Fiscal 2013 was ₹ 5,562.23 million, of which, ₹ 5,391.04 million and ₹ 171.19 million representing 96.92% and 3.08%, respectively, was contributed by our revenue from operations in agrochemicals and non-agrochemicals, respectively. As per our Restated Consolidated Summary Statement, our restated profit

after tax for Fiscals 2014 and 2013 was ₹ 1,069.03 million and ₹ 843.73 million, respectively.

Our Competitive Strengths

We believe we have the following competitive strengths:

Asset light business model

We have an asset light business model whereby we focus on identifying generic molecules, preparing dossiers, seeking registrations, marketing and distributing formulations through third party distributors or our own sales force. We procure formulations and generic active ingredients in their finished form from third party manufacturers for onward sale. We also procure generic active ingredients for preparation and sale of formulations wherein we outsource the process of preparation of formulations to third party formulators. This, we believe, benefits us in terms of cost competitiveness and helps us to offer varied range of formulations as well as generic active ingredients in a timely manner.

This business model also allows us to channelize and efficiently utilise our time, resources and bandwidth towards developing our core competency of seeking registrations which would otherwise be spent on *inter alia* identifying and owning land on leasehold or freehold basis, setting up research and development (“R&D”) operations and manufacturing or formulation facilities, technology maintenance and upgradation or hiring qualified R&D employees or maintaining a workforce to operate at the manufacturing or formulation facilities, some of which are heavily capital intensive.

Overall, the asset light business model helps us pay unfettered attention and invest capital and time on identifying generic molecules and corresponding formulations and generic active ingredients, preparing dossiers and seeking registrations, thereby driving our portfolio of formulations and generic active ingredients. Consequently, we are also able to cater to the demand for protection of wide range of crops grown in varied soil and weather conditions across different jurisdictions as well as serve turf and specialty markets.

We also follow the asset light business model for our non-agrochemical operations and supply Belts, general chemicals, dyes and dye intermediates only on the basis of the specific orders received from the distributors. We procure these non-agrochemical products, primarily, from the manufacturers in China or India which provides us the flexibility to cater to varied customer demands.

Core competency in registration

Our core competency lies in identifying opportunities in generic molecules and corresponding formulations and generic active ingredients, preparing dossiers and seeking registrations in the relevant jurisdictions. As a result of our focused efforts in seeking registrations in different countries and our investment of time and capital towards this objective, our library of dossiers and the number of registrations owned by us have increased progressively. Our GLP certified dossiers has increased to over 180 as of August 5, 2014, and our registrations for formulations and generic active ingredients have increased to over 1,040 and over 155, respectively, as of July 15, 2014, of which, over 365 and 125 registrations for formulations and generic active ingredients, respectively, are owned by the Company and over 675 and 30 registrations for formulations and generic active ingredients, respectively, are owned by our Subsidiaries. Of these, approximately 430 and 20 registrations for formulations and generic active ingredients, respectively, owned by some of our Group Companies which were subsequently acquired by our subsidiary, Sharda International DMCC. In addition to the above mentioned registrations, 14 registrations for formulations, are held by Sharphil Inc., our Group Company.

The legal and procedural requirements for seeking registrations differ in each jurisdiction. Over the years, we have focused and navigated through the regulatory requirements in these jurisdictions which have equipped us to anticipate potential issues and prepare ourselves for complying with the regulatory requirements in an efficient manner. We are also supported by an experienced pool of consultants and their knowledge in relation to the application process followed in their respective countries which facilitate us in seeking registrations. Amongst the highly regulated markets, being Europe, United States and Canada in NAFTA, Brazil and Japan, we have been able to successfully obtain registrations in Europe and United States and have recently ventured into Brazil and Canada. In the Fiscals 2014 and 2013, our revenue from operations in agrochemicals in Europe contributed 61.34% and 44.29%, respectively, of our unconsolidated total revenue from operations in agrochemicals. Further, our revenue from operations in agrochemicals in NAFTA contributed to 9.25% and 13.43% of our unconsolidated total revenue from operations in agrochemicals for the Fiscals 2014 and 2013, respectively. We believe that our ability and experience to obtain registrations in such highly regulated markets

with high entry barriers places us in an advantageous position.

Further, the process of preparing dossiers and seeking registrations is fairly time consuming. In addition, capital investment required for preparing dossiers and seeking registrations is also a critical entry barrier for a generic agrochemical company. As at March 31, 2014, we have gross block of intangible assets and intangible assets under development, on an unconsolidated basis, of ₹ 3,807.74 million.

We believe that our core competency in seeking registrations also enables us to enter into new markets in an efficient manner and helps us in overcoming the critical entry barriers to a great extent.

Global distribution network

In the past, we were undertaking the distribution of formulations and generic active ingredients through third party distributors based in Europe, NAFTA, Latin America and Rest of the World. With an objective to increase our presence in the agrochemical value chain, we have set up our own sales force in various countries in Europe as well as in Mexico, Colombia, South Africa and India and other jurisdictions in addition to third party distributors. As of August 5, 2014, we have over 440 third party distributors and over 100 personnel of our own sales force in over 60 countries across Europe, NAFTA, Latin America and Rest of the World. We believe that we have been able to increase the penetration of formulations and generic active ingredients in various countries due to the pan presence of the third party distributors and availability of our own sales force.

We believe that our relationship with the third party distributors and availability of our own sales force enables us to introduce new formulations and generic active ingredients in our existing market in a timely manner. We also benefit from their feedback which enables us to gauge the demand for our existing formulations and generic active ingredients.

We also supply our non-agrochemical products to our customers, primarily, distributors, across Australia, Asia, Africa, Europe, North America and Latin America based on their specific orders.

Strong sourcing capabilities

We believe that the availability of multiple manufacturers and formulators in the agrochemical industry helps us in not being dependent on a single or limited number of manufacturers or formulators. We source formulations and generic active ingredients in their finished form from third party manufacturers, primarily, in China or India for onward sale. We also procure generic active ingredients for preparation and sale of formulations wherein we outsource the process of preparation of formulations to third party formulators, primarily, in Europe and United States. We have and we continue to develop and maintain our relationship with the third party manufacturers and third party formulators. In certain instances, we have also entered into short-term to long-term agreements with the third party manufacturers for procuring formulations or generic active ingredients in their finished form. Our relationship with the third party manufacturers and third party formulators provide us the flexibility to adjust our orders in accordance with the fluctuating demands and our strong sourcing capabilities enable us to seek supply of formulations or generic active ingredients at competitive market prices. This also enables us to take advantage of the economies of scale.

Over the years, we have also developed strong sourcing capabilities for our non-agrochemical business. We procure non-agrochemical products from manufacturers, primarily, in China or India at competitive prices, based on the orders we receive from our customers which results in operational efficiencies.

Strong geographic spread and diversified portfolio

Our agrochemical business operations are spread in over 60 countries across Europe, NAFTA, Latin America and Rest of the World offering diversified range of formulations and generic active ingredients in fungicide, herbicide, insecticide and biocide segments. For the Fiscal 2014, our revenue from operations in agrochemicals in Europe, NAFTA, Latin America and Rest of the World contributed 61.34%, 9.25%, 19.97% and 9.45%, respectively, to our unconsolidated total revenue from operations in agrochemicals. For Fiscal 2013, Europe, NAFTA, Latin America and Rest of the World contributed 44.29%, 13.43%, 35.18% and 7.11%, respectively, to our unconsolidated total revenue from operations in agrochemicals. Over the past few years, we have increased our presence in Europe with our continuous marketing efforts to further extend and diversify our business operations geographically. With our presence in multiple geographies, we have diversified our revenue sources and at the same time developed knowledge about the local weather and soil conditions which enables us to foresee and satisfy the local demand. Also, our library of dossiers provides us the opportunity to venture into newer markets. Further, our non-agrochemical operations are also spread in over 35 countries across Europe,

NAFTA, Latin America and Rest of the World. As a result, our revenues from our non-agrochemical order based operations are not dependent upon a single country.

Our product portfolio in agrochemical business comprises of formulations and generic active ingredients in fungicide, herbicide and insecticide segments for protecting different kind of crops as well as serves turf and specialty markets and in biocide segment as disinfectants thereby allowing us to offer varied range of formulations and generic active ingredients. As part of our non-agrochemical business, our product portfolio comprises of Belts, general chemicals, dyes and dye intermediates which enable us to cater to varied demands.

We believe that this diversification in terms of geographies and product portfolio reduces the risks of adverse market, seasonal conditions or concentration and dependence on a single jurisdiction.

Experienced management team and personnel

Our Promoters have played a key role in developing our business and we benefit from their significant experience in the agrochemical and non-agrochemical business. Our Promoters have a combined experience of approximately 60 years in the agrochemical business. For details in relation to our Promoters and the experience of our key management personnel, see “Our Promoters and Promoter Group” and “Management”, respectively. We believe that the domain knowledge and experience of our Promoters and our management team provides us with a significant competitive advantage as we seek to grow in our existing markets and enter new geographies. Further, our business and operations are led by a qualified, experienced and capable management team. Our ability to attract and retain our key management personnel and our in-house team has enabled us in streamlining the registration process thereby economising the registration costs and the time involved.

Financial strength

We have maintained a focus on capital efficiency and we strive to maintain a conservative debt policy. We have grown without incurring material indebtedness. We believe we have the ability to leverage our balance sheet to take advantage of a favourable business cycle or market opportunity. We have also demonstrated a consistent track record of profitability with more than ₹ 680.00 million in each year for the last three financial years. For Fiscals 2014 and 2013, our net worth was ₹ 5,528.96 million and ₹ 4,667.63 million, respectively, as per our Restated Consolidated Summary Statements and we had cash and cash equivalents of ₹ 215.92 million and ₹ 324.55 million, respectively, as per our Restated Consolidated Summary Statements. We believe that our financial strength makes us well positioned for any changes in the market conditions and to take advantage of new opportunities.

Our Strategy

Our objective is to continue to offer quality formulations and generic active ingredients and we also intend to expand our reach in various jurisdictions through our own sales force, in an efficient manner. To sustain our future growth and development, we have and will continue to employ the following strategies:

Concentrate on forward integration through our own sales force in our existing markets

As part of our strategy, we intend to leverage our market presence and execution capabilities and set up our own sales force to begin forward integration of our operations. Our sales force comprises of our employees and consultants and enables us to extend our reach. We also adopt factory-to-farmer approach to be a one-stop solution provider and provide facilities including availability of agronomists for creating awareness about the use of formulations.

We commenced forward integration of our operations in Europe and we continue to focus on forward integration of our operations in various regions and in Europe, in particular, which has experienced benefits of forward integration in countries such as Hungary, Italy, Czech Republic and Poland. We have also undertaken forward integration of our operations in Mexico, Colombia, South Africa and India and we continue to extend our reach in these countries and other jurisdictions. This, we believe, enables us to increase our margins and the penetration of our portfolio of formulations and generic active ingredients as well as serve better.

Strengthen our distribution presence in the existing and new markets, including highly regulated markets, by leveraging our existing portfolio of formulations and generic active ingredients

We plan to further expand our distribution presence geographically by marketing and distributing our existing portfolio of formulations and generic active ingredients. We distribute formulations and generic active

ingredients in over 60 countries as on August 5, 2014 across Europe, NAFTA, Latin America and Rest of the World through third party distributors as well as our own sales force. We believe that there is significant growth potential in our existing portfolio and we are well positioned to capitalize the opportunities available in the markets in which we operate. We intend to penetrate further in these existing markets, including the highly regulated markets, thereby increasing the presence of our formulations and generic active ingredients in the existing markets.

We also intend to explore opportunities in new markets such as Africa, Central America and Japan by leveraging on our knowledge of the generic agrochemical markets, existing dossiers and seek registrations in such new markets for distributing our existing portfolio of formulations and generic active ingredients. We will continue to put in efforts for increasing our presence in countries such as Canada where we do not have major operations and we believe that with this strategy, we will be able to mark our presence in the agrochemical markets in these jurisdictions.

Continued focus on obtaining registrations across jurisdictions to increase our portfolio of formulations and generic active ingredients

We will continue to identify generic molecules going off-patent and focus on seeking registrations to increase our portfolio of formulations and generic active ingredients across Europe, NAFTA, Latin America and Rest of the World. Towards this end, we have, and intend to continue to engage experienced consultants in different countries across regions to benefit from their knowledge about the registration processes in the local jurisdiction as well as the market conditions. We will continue to pursue opportunities for expanding our portfolio of formulations and generic active ingredients in the future.

Over the years, we have also invested in preparing dossiers and the process of seeking registrations for formulations and generic active ingredients in our own name. We intend to leverage our existing dossiers and portfolio of formulations and generic active ingredients to develop new composition of formulations.

Increase the scale of our biocide registration organically and inorganically and focus on their marketing and distribution

We have ventured into the biocide segment which we believe will offer us growth opportunities and diversified customer base. In November 2012, we commenced marketing and distribution of biocides and are currently distributing biocides in various countries including Spain, France, Italy, Hungary, Croatia, United Kingdom, Slovakia, Slovenia, Belgium, Bulgaria, Greece, Poland, Czech Republic. We plan to increase our marketing and distribution activities for biocide products in other European countries also. As of July 15, 2014, we own over 120 registrations for biocides. We will continue to increase our registrations for biocide products. We also intend to grow inorganically and in this regard, we have acquired registrations from existing biocide registration holders, primarily, in Europe.

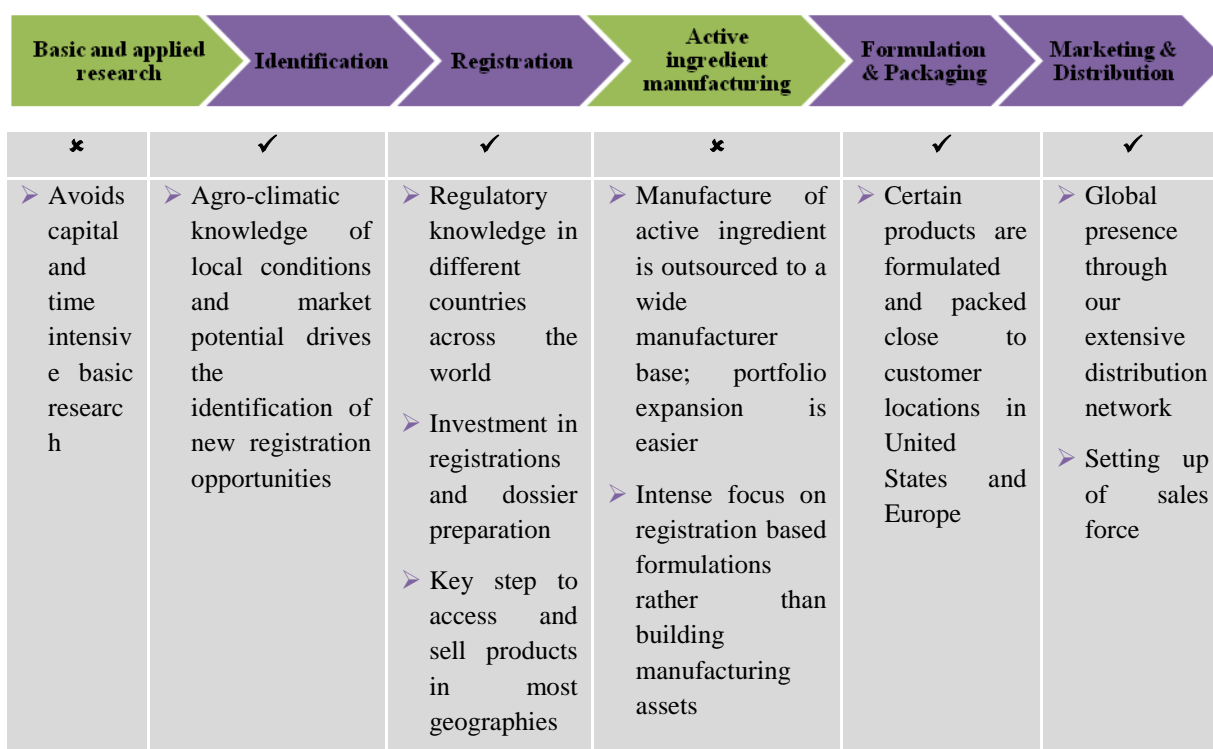
Pursue opportunities of inorganic growth through strategic acquisitions and partnerships

We have primarily grown and expanded our agrochemical business organically. In November 2011, we acquired 76% stake in Axis Crop Science Private Limited, which is a company focussed on marketing and distribution of formulations in India. For further details, see “History and Certain Corporate Matters – Summary of Key Agreements” on page 140. This has enabled us to establish our presence in the Indian market. We continue to evaluate and examine the possibility of partnerships with other companies across different jurisdictions which would provide us with an opportunity to increase our portfolio of registrations, grow in such market or increase the presence of our generic agrochemicals. We will continue to evaluate additional markets and product opportunities, including potential acquisitions and relationships which we believe will be beneficial to increase our presence in the generic agrochemical markets.

Description of our Business

Agrochemical Value Chain

Typically, the key activities of an agrochemical value chain are: (a) basic and applied research, (b) identification of new product and registration opportunities, (c) seeking registrations, (d) manufacture of the active ingredient, (e) formulation and packaging, and (f) marketing and distribution. A diagrammatic representation, with our presence in such activities, is set out below:



A brief description of our business model covering certain aspects of the above mentioned agrochemical value chain is provided below:

Basic and applied research

We operate in formulations and generic active ingredients solely based on the generic (off-patent) molecules which have been in use in the past which saves us from investment of time and capital in basic and applied research. This differentiates us from an innovator company which concentrates its capital, time and resources primarily towards R&D activities. Being a generics agrochemical company, we are able to proceed directly with the preparation of dossiers and seeking registrations after identifying opportunities in generic (off-patent) molecules and corresponding formulations and generic active ingredients.

Identification of formulations and generic active ingredients and registration opportunities

Identification of formulations and generic active ingredients is the starting point and cornerstone of our business operations. During this identification process, we consider several factors including competition, margins and entry barriers, size of the market, ability to leverage it across jurisdictions globally, marketing and the time involved to seek registrations.

In some regions including Europe, the regulators maintain comprehensive public registers of pesticide products and active ingredients, stating the present and future regulatory status of all approved products and their corresponding generic active ingredients. We have, in the past, and will continue to explore these data in order to identify opportunities in such generic molecules coming off-patent and corresponding formulations in the future.

Registration

Registration process is another vital element of the agrochemical value chain and we believe our focus on this element of the agrochemical value chain gives us a competitive advantage. We undertake the following key activities as part of the registration process:

1. **Preparation of dossier:** A dossier broadly provides the regulatory compliance data of the prescribed human and environment safety standards. It consists of data provided by the applicant in relation to the formulation or the generic active ingredient including details about its physical, chemical and biological properties, such as studies, test analysis and risk assessments. Our in-house team and

external consultants are actively involved in preparation of the dossier for which we approach the GLP certified laboratories for conducting majority of the tests and key studies for such formulations and generic active ingredients. The nature and the scope of the studies may vary depending upon the requirements of the country where we intend to seek registration. Typically, for preparing the dossier for a formulation, we undertake varied toxicity tests, physico chemical testing, field trials and risk assessments. Similarly, for preparing the dossier for a generic active ingredient, we typically undertake five batch analysis of the generic active ingredient and carry out varied toxicity and physico chemical testing. These studies or tests are briefly explained below:

- (a) Five batch analysis: This involves the analysis of samples of the generic active ingredient in five batches to test the purity of generic active ingredient present in each batch as well as the profile of impurities in it. The five batch analysis is performed by GLP certified contract laboratories in compliance with the standards prescribed by, among others, the Food and Agriculture Organisation of the United Nations, the Organisation for Economic Co-operation and Development (“OECD”), the European Commission’s Directorate-General for Health and Consumer Affairs (“DG SANCO”) and the United States Environmental Protection Agency (the “EPA”).
- (b) Toxicity tests: Different toxicity tests are carried out on formulations and generic active ingredients to determine the possible adverse effect of their use to humans and *inter alia* on wildlife, soil and possible contamination of water sources and air.
- (c) Physico chemical testing: Physico chemical tests of the formulations and generic active ingredients are undertaken to determine their properties such as density, pH level and stability of the formulations or the generic active ingredients.
- (d) Field trials: Field trials involve the use of the formulations on the crops cultivated in different climatic conditions, seasons and soil conditions. The field trials indicate the effectiveness and adverse consequence of the use of the formulations on the crops, soil and water bodies and potential residues in final harvested commodities.

2. Applying for registrations: We seek registrations for our formulations and generic active ingredients across various countries which we believe are a potential market for our generic agrochemicals. Once we have identified the relevant formulation or the generic active ingredient for which we intend to seek registration, we examine the data and studies required to be submitted for making an application for registration in the relevant jurisdiction. In the event such data or study or part of it is already available in the market, we enter into arrangements with the data holder for use of their data and rely upon demonstration of the technical equivalence of our formulations or the generic active ingredients as part of the regulatory approval process. Alternatively, we undertake the relevant studies or tests to prepare our own data and dossier for seeking registrations. The regulatory process for registrations varies in each country, including countries within the same region.

Manufacture and Procurement of the Active Ingredient

We do not manufacture or prepare formulations or generic active ingredients on our own. We procure generic active ingredients in their finished form from the third party manufacturers, primarily, in China or India for onward sale or for the purposes of preparation of formulations. With the availability of multiple manufacturers, we are able to approach them on a transaction to transaction basis and not be dependent on a single or limited number of manufacturers or formulators.

In this regard, before filing the application for registration, we typically enter into an agreement with the third party manufacturers to procure the relevant generic active ingredient. Such agreements are negotiated on a case to case basis and some of them involve exclusive assignment to the manufacturers. In certain countries, we are required to identify the manufacturer in the application filed for seeking registration. Over the years, we have developed considerable working experience with the manufacturers, primarily, in China and India and we believe this has helped in establishing ourselves as the preferred choice amongst these manufacturers.

At this stage, we typically approach the manufacturers at two instances. Firstly, to collect samples of the generic active ingredients for conducting laboratory tests for preparing the dossiers. We identify one or more manufacturers who will be responsible to manufacture the relevant generic active ingredient at this instance. The availability of wide base of manufacturers assures supply of generic active ingredient in accordance with the

market demands and at competitive prices. Secondly, after receipt of the registration, we approach the manufacturers to procure the relevant generic active ingredient in order to undertake their onward sale or for the purposes of preparation of formulations.

In addition to risk assessment, we also take steps to ensure the quality and timely delivery of our formulations or generic active ingredients. We have seven personnel in China whose primary focus is on quality control. Factory inspections and sample checks at port are undertaken periodically to ensure quality and proper packaging prior to shipment.

Formulation and Packaging

We procure formulations in their finished form, primarily, from the manufacturers in China or India. We also procure generic active ingredients for the preparation and sale of formulations wherein we outsource the preparation of formulations to third party formulators, primarily, in Europe and United States.

These formulations are also packaged and labelled by the third party formulators in accordance with the specifications applicable in each country. Each label is specified by the regulatory authority granting the registration for the said formulation or generic active ingredient. The label displays the name under which the formulation or the generic active ingredient is to be sold and its constituents along with *inter alia* the identity of the manufacturer, registration holder, its dosage, precautions and directions for use.

Marketing and Distribution

We undertake marketing and distribution of formulations in over 60 countries across Europe, NAFTA, Latin America and Rest of the World primarily through a network of over 440 third party distributors and over 100 personnel of our own sales force. In the past, we had distributed formulations and generic active ingredients through third party distributors. With an objective to increase our presence in the agrochemical value chain, we have set up our own sales force in various countries in Europe as well as in Mexico, Colombia, South Africa, India and other jurisdictions in addition to third party distributors. Since 2010, we have increased our own sales force of over 100 personnel globally and we continue to focus on increasing our own sales force in addition to third party distributors. We believe these third party distributors and our own sales force play a critical role in the marketing and distribution of our formulations.

We also maintain inventory of our formulations and generic active ingredients particularly to meet the seasonal demand in Europe and the United States. For this, we typically enter into warehousing arrangement with the warehouses in the respective countries.

We have an experienced sales and marketing team which proactively reaches out to the distributors to provide them periodic updates regarding additions to our registration portfolio for the country where such distributor operates. We also attend industry conventions which provide us with a platform for identifying and interacting with potential customers. To increase the reach of our operations, we have engaged our own sales force of over 25 personnel in Europe, over five personnel in NAFTA, over 10 personnel in Latin America and over 50 personnel in the Rest of the World.

Our Operations

The table below sets out the contribution of our revenue from operations in agrochemicals and non-agrochemicals to our unconsolidated total revenue from operations:

For the Fiscal						
	2014		2013		2012	
Particulars	₹ in million	% of revenue from operations	₹ in million	% of revenue from operations	₹ in million	% of revenue from operations
Revenue from operations:						
<i>Agrochemicals</i>						
Traded goods	2,322.58	43.65	3,183.55	57.24	1814.20	52.29
Manufactured goods	2,963.00	55.68	2,207.49	39.68	1,599.08	46.09

For the Fiscal						
	2014		2013		2012	
Particulars	₹ in million	% of revenue from operations	₹ in million	% of revenue from operations	₹ in million	% of revenue from operations
Total (A)	5,285.58	99.33	5,391.04	96.92	3413.28	98.38
<i>Non-Agrochemicals</i>						
Traded goods	35.68	0.67	171.19	3.08	56.22	1.62
Total (B)	35.68	0.67	171.19	3.08	56.22	1.62
Total Revenue from operations (A+B)	5,321.26	100	5,562.23	100	3,469.50	100

We market and distribute formulations and generic active ingredients in over 60 countries across Europe, NAFTA, Latin America and Rest of the World. We also operate in non-agrochemical products in over 35 countries across Australia, Asia, Europe, North America and Latin America. A map indicating our presence of agrochemical operations and non-agrochemical operations globally is set out below:

Agrochemical operations



Non-agrochemical operations



Region based revenue from operations in agrochemicals and non-agrochemicals

The following table represents the region based revenue from operations in agrochemicals and non-agrochemicals and their contribution to our unconsolidated total revenue from operations, for the periods indicated below:

Regions	Operations	Fiscal											
		2014				2013				2012			
		₹ in million	% of revenue from operations	% of I ⁽¹⁾	% of II ⁽²⁾	₹ in million	% of revenue from operations	% of I	% of II	₹ in million	% of revenue from operations	% of I	% of II
Europe	Agrochemicals (A)	3,241.93	60.92	61.34	-	2,387.46	42.92	44.29	-	1,561.90	45.02	45.76	-
	Non-agrochemicals (B)	-	-	-	-	3.96	0.07	-	2.31	1.94	0.06	-	3.45
NAFTA	Agrochemicals (C)	488.83	9.19	9.25	-	723.96	13.02	13.43	-	566.88	16.34	16.61	-
	Non-agrochemicals (D)	0.15	0.00	-	0.41	(0.28)	(0.00)	-	(0.16)	6.14	0.18	-	10.93
Latin America	Agrochemicals (E)	1,055.59	19.84	19.97	-	1,896.36	34.09	35.18	-	903.27	26.03	26.46	-
	Non-agrochemicals (F)	33.60	0.63	-	94.17	151.86	2.73	-	88.71	2.19	0.06	-	3.89
Rest of the World	Agrochemicals (G)	499.23	9.38	9.45	-	383.26	6.89	7.11	-	381.24	10.99	11.17	-
	Non-agrochemicals (H)	1.93	0.04	-	5.42	15.65	0.28	-	9.14	45.96	1.32	-	81.74
	Total (I= A+C+E+G)	5,285.58	99.33	100.00	-	5,391.04	96.92	100.00	-	3,413.28	98.38	100.00	-
	Total (II= B+D+F+H)	35.68	0.67	-	100.00	171.19	3.08	-	100.00	56.22	1.62	-	100.00
	TOTAL (I+II)	5,321.26	-	-	-	5,562.23	-	-	-	3,469.50	-	-	-

⁽¹⁾ Percentage of revenue of operations from agrochemicals

⁽²⁾ Percentage of revenue of operations from non-agrochemicals

Registration based revenue from operations in agrochemicals

Further, our restated consolidated revenues from operations in agrochemicals from the sale of generic active ingredients and formulations registered/ owned by our Company, our Subsidiaries and others for Fiscal 2014 is set out below:

(in ₹ million)

Particulars	Restated Consolidated Revenue from Operations in Agrochemicals		
	Formulations	Generic Active Ingredients	Total
Owened / Registered by the Company (A)	1,163.99	530.62	1,694.61
Owened / Registered by Subsidiaries of the Company (B)	2,419.05	270.02	2,689.07
Owened / Registered by Third Parties (C) ⁽¹⁾ (as provided by the Company)	842.32	223.12	1,065.44
Total Restated Consolidated Revenue from Operations from registrations owned by the Company, Subsidiaries and Third Parties (A+B+C)	4,425.36	1,023.76	5,449.12
Others (as provided by the Company) (D) ⁽²⁾	596.26	407.18	1,003.44
Total Restated Consolidated Revenue from Operations in Agrochemicals(A+B+C+D)	5,021.62	1,430.94	6,452.56

⁽¹⁾ Sale of formulations or generic active ingredients pursuant to registrations held by our Group Companies (most of which have now been acquired by our Subsidiary, Sharda International DMCC during this Fiscal 2014) or consultants or third party distributors (where the Company's dossiers have been used for seeking registrations).

⁽²⁾ Sale of formulations or generic active ingredients pursuant to registrations held by Others in which case, registrations and dossiers are owned by third parties.

Top Five Molecules

We derive significant portion of our revenue from formulations and generic active ingredients based on certain generic molecules. The revenue contribution of the top five molecules to our restated consolidated revenue from operations for Fiscals 2014, 2013 and 2012 is set out below:

Name of molecule	For Fiscal					
	2014		2013		2012	
	₹ in million	% of total restated consolidated revenue from operations	₹ in million	% of total restated consolidated revenue from operations	₹ in million	% of total restated consolidated revenue from operations
Acephate	-	-	644.44	8.29	-	-
Tebuconazole	1,038.57	13.28	672.78	8.64	466.42	7.60
Imidacloprid	582.42	7.45	487.86	6.27	433.93	7.07
Diquat	-	-	-	-	304.52	4.96
Paraquat	-	-	442.47	5.69	-	-
Quizalofop	435.67	5.57	458.49	5.90	300.79	4.91
Chloripyriphos	482.92	6.18	-	-	366.78	5.98
2,4 D Acid	301.19	3.85	-	-	-	-
Total Restated Consolidated Revenue from top five molecules	2,840.77	36.33	2,706.04	34.79	1,872.44	30.52
Total restated consolidated revenue from operations	7,819.11	100.00	7,777.27	100.00	6,135.12	100.00

Note: The revenue from operations data is reflected only for top five molecules in each of the respective year and sign '-' in the above table denotes that the particular molecule did not form a part of top five molecules in the respective financial year.

The details regarding our operations in each of these regions are provided below:

Agrochemical business in Europe

Evolution

We commenced our agrochemical business in Europe through order based procurement and supply of formulations and generic active ingredients to third party registration holders. Subsequently, we invested in preparing dossiers and supplied the same to third parties thereby facilitating them to seek registrations. The first registration in Europe region was obtained in Romania. Over the years, we have focused on seeking registrations, organically and inorganically, for formulations and generic active ingredients across fungicides, herbicide, insecticide and biocide segments. As of August 5, 2014, we have filed over 220 applications for registrations in Europe which are pending at different stages.

Key markets

We believe that our key markets in Europe on the basis of our turnover as of March 31, 2014, on a consolidated basis, include Spain, Poland, Italy, Germany and Hungary.

Key generic molecules

As of March 31, 2014, on a consolidated basis, our key generic molecules in Europe are Tebuconazole, Quizalofop, Diquat, Imidacloprid and Nicosulfuron.

Sales, marketing and distribution

We primarily sell formulations and generic active ingredients on the basis of our own registrations. To a certain extent, we also undertake such sales on the basis of the registrations held by third parties. Some of such third parties may include our distributors, consultants and group companies in respect of which we derive economic benefits. In the Fiscals 2014 and 2013, our revenue from operations in agrochemicals in Europe contributed ₹ 3,241.93 million and ₹ 2,387.46 million representing 61.34% and 44.29%, respectively, of our unconsolidated total revenue from operations in agrochemicals.

We also maintain inventory of formulations and generic active ingredient particularly to meet the seasonal demand in Europe and in this regard, we typically enter into warehousing arrangement with the warehouses in the respective countries.

We undertake marketing and distribution of formulations and generic active ingredients through third party distributors and our own sales force. We have also commenced marketing and distribution of biocides in certain countries in Europe.

Non-Agrochemical business in Europe

Our non-agrochemical business in Europe consists of order based procurement and supply of Belts and general chemicals and our key markets on the basis of our turnover as of March 31, 2014, on a consolidated basis, include France, United Kingdom, Spain, Germany and Portugal.

In the Fiscals 2014 and 2013, our revenue from operations in non-agrochemicals in Europe contributed ₹ 0.00 and ₹ 3.96 million representing 0.00% and 2.31%, respectively, of our unconsolidated total revenue from operations in non-agrochemicals.

Agrochemical business in NAFTA

Evolution

In the NAFTA region, we commenced our agrochemical business and obtained registrations in the United States and Mexico. We have also started our agrochemical operations in Canada and have received our first registration in Canada in the year 2011. Over the years, we have focused on seeking registrations for formulations and generic active ingredients across fungicides, herbicide and insecticide segments, organically. As of August 5, 2014, we have filed over 80 applications for registrations in NAFTA which are pending at different stages.

Key markets

We believe that our agrochemical operations are spread in Mexico and the United States and both these countries are our key markets in NAFTA on the basis of our turnover as of March 31, 2014, on a consolidated basis.

Key generic molecules

As of March 31, 2014, on a consolidated basis, our key generic molecules in NAFTA are Paraquat, Chlorpyrifos, Imidacloprid, Propiconazole and Fomesafen.

Sales, marketing and distribution

We primarily focus on sales of formulations and generic active ingredients on the basis of our own registrations. To a certain extent, we also undertake such sales on the basis of the registrations held by third parties. Some of such third parties may include our distributors, consultants and group companies in respect of which we derive economic benefits. In the Fiscals 2014 and 2013, our revenue from operations in agrochemicals in NAFTA contributed ₹ 488.83 million and ₹ 723.96 million representing 9.25% and 13.43%, respectively, of our unconsolidated total revenue from operations in agrochemicals.

We also maintain inventory of formulations and generic active ingredients particularly to meet the seasonal demand in United States and in this regard, we typically enter into warehousing arrangement with the warehouses in United States.

We undertake marketing and distribution of formulations and generic active ingredients through third party distributors and our own sales force.

Non-Agrochemical business in NAFTA

Our non-agrochemical business in NAFTA consists of order based supply of Belts and general chemicals and our key markets on the basis of our turnover as of March 31, 2014, on a consolidated basis, are the United States, Canada and Mexico.

In the Fiscals 2014 and 2013, our revenue from operations in non-agrochemicals in NAFTA contributed ₹ 0.15 million and ₹ (0.28) million representing 0.41% and (0.16%), respectively, of our unconsolidated total revenue from operations in non-agrochemicals.

Agrochemical business in Latin America

Evolution

The first registration in Latin America region was obtained in Paraguay. Over the years, we have focused on seeking registrations, inorganically and organically, for formulations and generic active ingredients across fungicides, herbicide and insecticide segments. As of August 5, 2014, we have filed over 160 applications for registrations in Latin America which are pending at different stages.

Key markets

We believe that our key markets in Latin America on the basis of turnover as of March 31, 2014, on a consolidated basis, include Argentina, Colombia, Peru, Paraguay and Ecuador.

Key generic molecules

As of March 31, 2014, on a consolidated basis, our key generic molecules in Latin America are 2,4-D Acid, Paraquat, Imidacloprid, Chlorimuron and Fomesafen.

Sales, marketing and distribution

In Latin America, we undertake sales of formulations and generic active ingredients on the basis of our own registrations. To a certain extent, we also undertake such sales on the basis of the registrations held by third parties. Some of such third parties may include our distributors, consultants and group companies in respect of which we derive economic benefits. In the Fiscals 2014 and 2013, our revenue from operations in agrochemicals in Latin America contributed ₹ 1,055.59 million and ₹ 1,896.36 million representing 19.97% and 35.18%, respectively, of our unconsolidated total revenue from operations in agrochemicals.

We undertake marketing and distribution of formulations and generic active ingredients through third party distributors and our own sales force.

Non-Agrochemical business in Latin America

Our non-agrochemical business in Latin America consists of order based procurement and supply of Belts, general chemical and dyes and our key markets on the basis of our turnover as of March 31, 2014, on a consolidated basis, include Brazil, Colombia, Peru, Argentina and Chile.

In the Fiscals 2014 and 2013, our revenue from operations in non-agrochemicals in Latin America contributed ₹ 33.60 million and ₹ 151.86 million representing 94.17% and 88.71%, respectively, of our unconsolidated total revenue from operations in non-agrochemicals.

Agrochemical business in Rest of the World

Evolution

In addition to the regions mentioned above, we also undertake agrochemical business in several countries in Asia, Africa and the Middle East. In this region, first registration was obtained in Algeria. Over the years, we have focused on seeking registrations, organically, for formulations and generic active ingredients across fungicides, herbicide and insecticide segments. As of August 5, 2014, we have filed over 40 applications for registrations in Rest of the World which are pending at different stages.

Key markets

We believe that our agrochemical operations in Rest of the World are spread in over 20 countries. The key markets in Rest of the World on the basis of our turnover as of March 31, 2014, on a consolidated basis, include India, Morocco, Philippines, South Africa and Taiwan.

Key generic molecules

As of March 31, 2014, on a consolidated basis, the key generic molecules in Rest of the World are Chlorpyrifos, Imidacloprid, Hexaconazole, Azoxystrobin and Glufosinate Ammonium.

Sales, marketing and distribution

In Rest of the World, we undertake sales of formulations and generic active ingredients on the basis of our own registrations. To a certain extent, we also undertake such sales on the basis of the registrations held by third parties. Some of such third parties may include our distributors, consultants and group companies in respect of which we derive economic benefits. In the Fiscals 2014 and 2013, our revenue from operations in agrochemicals from Rest of the World contributed ₹ 499.23 million and ₹ 383.26 million representing 9.45% and 7.11%, respectively, of our unconsolidated total revenue from operations in agrochemicals.

We undertake marketing and distribution of formulations and generic active ingredients through third party distributors and our own sales force.

Non-Agrochemical business in Rest of the World

Our non-agrochemical business in Rest of the World consists of order based procurement and supply of Belts, general chemicals and our key markets on the basis of our turnover as of March 31, 2014, on a consolidated basis, include Australia, South Africa, Zambia, Lebanon and New Zealand.

In the Fiscals 2014 and 2013, our revenue from operations in non-agrochemicals in Rest of the World contributed ₹ 1.93 million and ₹ 15.65 million representing 5.42% and 9.14%, respectively, of our unconsolidated total revenue from operations in non-agrochemicals.

Competition

We compete with generic agrochemical companies as well as innovator agrochemical companies offering formulations and generic active ingredients in the markets in which we operate. With our geography wide presence, we also face competition from the local generic agrochemical players in various jurisdictions. In our non-agrochemical business, we compete, primarily, with the manufacturers offering Belts, general chemicals,

dyes and dye intermediates.

Insurance

We maintain commercial general liability insurance for our agrochemical products and our non-agrochemical products worldwide excluding the United States and Canada, for offices of our Company and certain Subsidiaries in Europe, India and the U.A.E., for third party premises owned by the formulators for preparing the formulations (excluding the United States and Canada) and for certain third party premises used by us for warehousing (excluding the United States and Canada). Our commercial general liability policies typically cover liability that may be incurred due to *inter alia* bodily injury and damage to property, fire, personal and advertising injury and medical expenses in relation to accidents. We also maintain commercial general liability and pollution legal liability insurance in the United States and Canada for liability arising from *inter alia* bodily injury and property damage, personal and advertising injury, medical payments, pollution as well as additional coverage for fire, and loss during transportation in the manner specified in the said policy. Further, we maintain product liability insurance for our agrochemical products and Belts. In addition, we have taken a marine cargo insurance policy in relation to our generic agrochemical products, Belts, rubber products, dyes and dye intermediates, for conveyance, transit and storage in specified premises. We also maintain keyman insurance for some of our directors. Our policies are subject to customary exclusions such as consequence of war and other hostilities.

Intellectual property

We undertake marketing and distribution of formulations or generic active ingredients under the label and name prescribed by the relevant issuing authority at the time of granting registration. For further details in relation to risks relating to our intellectual property, see “Risk factors - We rely on authorities granting registrations for protection of intellectual property rights and against counterfeit products, especially in emerging markets. In the event that the formulations or generic active ingredients are marketed and sold under the label or name similar to ours, by other entities and we are not able to obtain necessary protection from authorities granting registrations, we may suffer loss of revenue or damage to our reputation which could adversely affect our competitive position, business and results of operations”.

We have also made six applications, each dated November 27, 2013, to the Registrar of Trademarks, Mumbai for the registration of our name and logo. For details, see “Government and Other Approvals” on page 342.

Employees

As of August 5, 2014, our Company has over 175 employees.

Properties

Our registered and corporate office is located at Domnic Holm, 29th Road, Bandra (West), Mumbai 400 050. We occupy our registered office on a leave and license basis from our Promoters and their relatives which will expire on September 30, 2016. For further details on related party transactions, as per Accounting Standard 18, during the last five Fiscals, see “Related Party Transactions” on page 187.

REGULATIONS AND POLICIES

The following description is a summary of certain sector specific laws and regulations in India, which are applicable to our Company. 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.

The Insecticides Act, 1968 (the “Insecticides Act”)

The Insecticides Act regulates the import, manufacture, sale, transport, distribution and use of insecticides, with a view to prevent risk to human beings or animals and other matters connected therewith. The definition of insecticides includes fungicides and weedicides. Any person who desires to import or manufacture any insecticide is required to apply to the registration committee, established under the Insecticides Act, for the registration of such insecticide. The functions of the registration committee include registering insecticides after scrutinizing their formulae and verifying claims made by the importer or the manufacturer, as the case may be, as regards their efficacy and safety to human beings and animals; and perform such other functions as are assigned to it.

Any person who desires to manufacture or sell, stock or exhibit for sale or distribute any insecticide, or to undertake commercial pest control operations with the use of any insecticide may make an application to the licensing officer for the grant of a license under the Insecticides Act. Our Company is also required to comply with the guidelines, regulations and rules issued by the Central Insecticides Board (“CIB”). The functions of the CIB include to advise the central and state governments on technical matters such as the risk to human beings or animals involved in the use of insecticides and the safety measures necessary to prevent such risk and the manufacture, sale, storage, transport and distribution of insecticides with a view to ensure safety to human beings or animals and to carry out the other function assigned to it by or under this Act. The license granted under the Insecticides Act may be revoked or suspended or cancelled in accordance with the provisions of the Insecticides Act. Additionally, in the event of violation of the provisions of the Insecticides Act, the same shall constitute an offence, for which a person may be penalised, imprisoned or both.

The Insecticides Rules, 1971 (the “Insecticides Rules”)

The Central Government, in exercise of the powers conferred by Section 36 of the Insecticides Act, and upon consultation with the CIB, promulgated the Insecticides Rules. The Insecticides Rules assign functions to the CIB in addition to those assigned under the Insecticides Act, including specifying the uses of the classification of insecticides on the basis of their toxicity as well as their being suitable for aerial application; advising on the tolerance limits for insecticides, residues and an establishment of minimum intervals between the application of insecticides and harvest in respect of various commodities; and specifying the shelf-life of insecticides. Further, the Insecticides Rules assign additional functions to the registration committee. These include specifying the precautions to be taken against poisoning through the use or handling of insecticides and carrying out such other incidental or consequential matters necessary for carrying out the functions assigned to it under the Insecticides Act or Insecticides Rules. In terms of the Insecticides Rules, the functions of the Central Insecticides Laboratory, established under the Insecticides Act, include analysing samples of insecticides and insecticide residues and determining the efficacy and toxicity of insecticides. The Insecticides Rules make detailed provisions for manufacture and/or sale of insecticides, *inter alia*, the registration of insecticides, grant of license to manufacture insecticides and specifications relating to packaging, transportation and labelling of insecticides, the appointment, powers, duties and functions of insecticide analysts and inspectors.

The Pesticides Management Bill, 2008 (the “Pesticide Management Bill”)

The Pesticides Management Bill proposes to regulate the import, manufacture, export, sale, transport, distribution, quality and use of pesticides with a view to control pests; ensure availability of quality pesticides; allowing its use only after assessment of its efficacy and safety; minimising the contamination of agricultural commodities by pesticide residues; create awareness among users regarding safe and judicious use of pesticides and to take necessary measures to continue, restrict or prohibit the use of pesticides on reassessment with a view to prevent its risk on human beings, animals or environment, and for matters connected therewith or incidental thereto. The Pesticide Management Bill has been introduced in the Rajya Sabha.

Public Liability Insurance Act, 1991 (“Public Liability Act”)

The Public Liability Act provides for public liability insurance for the purpose of providing immediate relief to the persons affected by accidents occurring while handling any hazardous substance, as defined under the Public Liability Act and for matters connected therewith or incidental thereto. Every owner, prior to handling any hazardous substance, is required to maintain, one or more insurance policies against the liability to give relief under the Public Liability Act. In addition every owner is also required to pay, together with the premium, such amount not exceeding the amount of the premium, to be credited to the Environment Relief Fund.

Foreign Trade (Development and Regulation) Act, 1992 (the “Foreign Trade Act”)

In India, exports and imports are regulated by the Foreign Trade Act. The Foreign Trade Act empowers the Government of India to *inter alia*, (a) make provisions for development and regulation of foreign trade by facilitating imports into, and increasing exports from India, (b) prohibit, restrict or otherwise regulate exports and imports, in all or specified cases as well as subject them to exemptions, (c) formulate and announce an export and import policy and also amend the same by notification in the Official Gazette, and (d) appoint a Director General of Foreign Trade for the purpose of administering foreign trade and advising the Central Government in formulating export and import policy and implementing the policy. Under the Foreign Trade Act, every importer and exporter must obtain an ‘Importer Exporter Code’ from the Director General of Foreign Trade or from any other duly authorized officer. The Director General of Foreign Trade or an authorised officer can suspend or cancel a licence issued for export or import of goods in accordance with the Foreign Trade Act, after giving the licence holder a reasonable opportunity of being heard.

The Export (Quality Control and Inspection) Act, 1963 (the “Export Act”)

The Export Act empowers the Government of India to establish, a council called the Export Inspection Council, which would advise the Central Government regarding measures for the enforcement of quality control and inspection in relation to commodities intended for export and to formulate programmes in connection therewith, to make, with the concurrence of the Central Government, grants-in-aid to various agencies involved in foreign trade.

Foreign Exchange Management (Export of Goods and Services) Regulations, 2000 (the “FEM Export of Goods and Services Regulations”)

The FEM Export of Goods and Services Regulations require that every exporter of goods or software in physical form or through any other form, either directly or indirectly, to any place outside India, other than Nepal and Bhutan, furnish to the Commissioner of Customs, a declaration in one of the forms set out in the Schedule and supported by such evidence as may be specified, containing true and correct material particulars including the amount representing the full export value of the goods or software; or if the full export value is not ascertainable at the time of export, the value which the exporter, having regard to the prevailing market conditions expects to receive on the sale of the goods in overseas market, and affirms in the said declaration that the full export value of goods (whether ascertainable at the time of export or not) or the software has been or will within the specified period be, paid in the specified manner. The amount representing the full export value of goods or software exported shall be realised and repatriated to India within six months from the date of export. However, where the goods are exported to a warehouse established outside India with the permission of the RBI, the amount representing the full export value of goods exported shall be paid to the authorised dealer as soon as it is realised and in any case within 15 months from the date of shipment of goods.

Foreign Trade Policy (2009-2014)

The Ministry of Commerce and Industry, Government of India, issued the New Foreign Trade Policy on August 27, 2009 for the period 2009-2014 (the “**Foreign Trade Policy**”). The Foreign Trade Policy is updated every year on the 31st of March and the modifications, improvements and new schemes become effective from April of each year. The principal objectives of the Foreign Trade Policy are (a) to facilitate sustained growth in exports of the country so as to achieve larger percentage share in the global merchandise trade, (b) to provide domestic consumers with good quality goods and services at internationally competitive prices as well as creating a level playing field for the domestic producers, (c) to stimulate sustained economic growth by providing access to essential raw materials, intermediates, components, consumables and capital goods required for augmenting production and providing services, (d) to enhance the technological strength and efficiency of Indian agriculture, industry and services, thereby improving their competitiveness to meet the requirements of the global markets, and (e) to generate new employment opportunities and to encourage the attainment of

internationally accepted standards of quality.

Duty Drawback Scheme

In terms of Customs Act, 1962, customs duty paid at the time of import of goods, with certain cuts, can be claimed as duty drawback at the time of export of such goods under the Duty Drawback Scheme. The Duty Drawback is of two types: (i) all industry rate and (ii) brand rate. All industry rates are notified by the Government in the form of drawback schedule every year. Where the export product has not been notified in all industry rate of duty drawback or where the exporter considers the all industry rate of duty drawback insufficient to fully neutralise the duties of his export product, the exporter may opt for the brand rate of duty drawback.

Regulations governing overseas investments by Indian entities

An Indian entity is allowed to make Overseas Direct Investment (“**ODI**”) under the automatic route up to 100% of its net worth. ODI can be made by investing in either joint ventures (“**JVs**”) or wholly owned subsidiaries (“**WOSS**”) outside India. Resident individuals, under the Liberalised Remittance Scheme (“**LRS**”), are allowed to remit up to USD 75,000 per Fiscal outside India to set up JV/WOS outside India under the ODI route. While current restrictions on the use of LRS for prohibited transactions, such as, margin trading and lottery continue, use of LRS for acquisition of immovable property outside India directly or indirectly is, currently, not allowed.

Excise Regulations

The Central Excise Act, 1944 seeks to impose an excise duty on specified excisable goods, which are produced or manufactured in India. However, the Government has the power to exempt certain specified goods from excise duty, by notification. The rate, at which the said duty is sought to be imposed, is contained in the Central Excise Tariff Act, 1985.

Customs Regulations

All imports to the country and exports from the country are subject to duties under the Customs Act, 1962 at the rate specified under the Custom Tariff Act 1975.

Other Laws

Our Company must also comply at all times with the provisions of various other laws, rules and regulations including, the Maharashtra State Tax on Profession, Trades, Callings and Employment Act, 1975, labour laws including the Payment of Bonus Act, 1965, the Employees Provident Fund and Miscellaneous Provisions Act, 1952, environmental regulations, legislations relating to shops and commercial establishments, intellectual property protection, electricity and other revenue and tax legislations.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief History of our Company

Our Company was incorporated as Sharda Worldwide Exports Private Limited on March 12, 2004 as a private limited company under the Companies Act, 1956. Our Company changed its name to Sharda Cropchem Private Limited pursuant to the resolution passed by our Shareholders on September 6, 2013 and a fresh certificate of incorporation was issued by the RoC on September 18, 2013. Thereafter, our Company was converted into a public limited company on September 18, 2013 pursuant to the resolution passed by our Shareholders on September 6, 2013 and consequently, the name of our Company was changed to Sharda Cropchem Limited. A fresh certificate of incorporation pursuant to the change of name was issued by the RoC on September 18, 2013.

Our Promoters, Sharda R. Bubna and Ramprakash V. Bubna, commenced operations in dealing with dyes and dyes intermediates through their sole proprietorship concerns, namely, M/s. Sharda International in 1987 and M/s. Bubna Enterprises in 1989, respectively (together the “**Sole Proprietary Concerns**”). Our Company, pursuant to a resolution passed by our Board of Directors on April 6, 2004, approved the transfer of the entire business of the Sole Proprietary Concerns to our Company. The businesses of the Sole Proprietary Concerns, consisting of manufacture and export of dyes, dye intermediates, pesticides, agrochemicals and V-Belts, were transferred to our Company with effect from April 1, 2004, on an “as is and where is basis” pursuant to the memorandum of understanding between our Company and M/s. Bubna Enterprises dated June 2, 2004 and the memorandum of understanding between our Company and M/s. Sharda International dated June 2, 2004.

For information on our Company’s profile, activities, services, market, growth, export and profits from foreign operations, managerial competence, major suppliers and customers, see “Management”, “Our Business” and “Industry Overview” on pages 157, 121 and 101, respectively.

Changes in the Registered Office

There has been no change in the Registered Office of our Company since the date of its incorporation.

Main objects of Company

The main objects contained in the Memorandum of Association of our Company are as follows:

“To carry on the business whether in India or abroad as exporters, importers, buyers, sellers, distributors, stockists, agents and/or suppliers, dealers of all type of chemicals and chemical product, dyes, dyes intermediates, agrochemicals, insecticides, pesticides, fungicides, herbicides, limigants, rodenticides, moulding material, plastics, pharmaceuticals, bulk drug, drug intermediate, perfumery chemicals, rubber auxiliaries, agricultures, chemicals, food preservatives, food colours, petrochemicals, synthetic resins, v-belts, conveyor belts, farming agents, lubricants, fertilizers, sachharine, paints, pigments, varnishes, compound oxygen, hydrogen, nitrogen, carbonic acid, actyrlene, and any other gases or any compound thereof all type of heavy chemicals such as sulphuric and other acid, caustic soda, soda ash, all type of textile chemicals, photographic chemicals, rubber products, all type of textile goods, all industrial and organic and inorganic chemicals, steel, steel products, steel chains. No money circulating scheme will be carried out by the company.”

The main objects as contained in the Memorandum of Association enable our Company to carry on the business as being presently carried out.

Amendments to the Memorandum of Association

The table below sets forth the amendments to our Memorandum of Association:

Date of shareholders’ resolution	Nature of Amendment
May 11, 2004	Amendment of Clause V(A) of the Memorandum of Association to reflect increase in the initial authorised share capital from ₹ 10,000,000 divided into 1,000,000 equity shares of

Date of shareholders' resolution	Nature of Amendment
	₹ 10 each to ₹ 20,000,000 divided into 2,000,000 equity shares of ₹ 10 each.
March 19, 2007	Amendment of Clause V(A) of the Memorandum of Association to reflect increase in the authorised share capital from ₹ 20,000,000 divided into 2,000,000 equity shares of ₹ 10 each to ₹ 200,000,000 divided into 20,000,000 equity shares of ₹ 10 each.
May 23, 2011	Amendment of Clause V(A) of the Memorandum of Association to reflect increase in the authorised share capital from ₹ 200,000,000 divided into 20,000,000 equity shares of ₹ 10 each to ₹ 1,050,000,000 divided into 105,000,000 equity shares of ₹ 10 each.
September 6, 2013	Clause I of the Memorandum of Association was altered by inserting the name “Sharda Cropchem Private Limited” in place of “Sharda Worldwide Exports Private Limited”.
September 6, 2013	Clause I of the Memorandum of Association was altered by inserting the name “Sharda Cropchem Limited” in place of “Sharda Cropchem Private Limited”.

Major events of our Company

The table below sets forth some of the key events in the history of our Company:

Major Events of our Company	
Year	Events
2004	Our Company was incorporated as a private limited company
	Our Company acquired the businesses of the sole proprietary concerns, M/s. Sharda International and M/s. Bubna Enterprises
2006	We commenced obtaining registrations in the United States
2008	HEP subscribed to 1,718,459 Equity Shares for an aggregate consideration of ₹ 600 million on March 14, 2008 and 1,145,640 Equity Shares for an aggregate consideration of ₹ 400 million on May 27, 2008.
2011	Our Company acquired 76% shareholding in Axis Crop Science Private Limited
2012	Our subsidiary, Sharda International FZE was merged with our Company
2013	Our Company changed its name from Sharda Worldwide Exports Private Limited to Sharda Cropchem Private Limited and thereafter to Sharda Cropchem Limited, upon conversion to a public limited company

Summary of key agreements

Memorandum of understanding between M/s. Bubna Enterprises, represented by its proprietor, Ramprakash V. Bubna (“Bubna Enterprises”) and our Company dated June 2, 2004

Our Company has entered into a memorandum of understanding dated June 2, 2004 (the “**BE MoU**”) with Bubna Enterprises, pursuant to which the entire business of Bubna Enterprises comprising of manufacture and export of dyes, intermediates, pesticides, agrochemicals, V-Belts, etc. was transferred to our Company with effect from April 1, 2004. In terms of the BE MoU, the entire assets and liabilities of Bubna Enterprises, as on March 31, 2004, was transferred to our Company on “as is and where is” basis. In consideration of transfer of

business to our Company, the outstanding capital and reserves of Bubna Enterprises as on March 31, 2004 was transferred to the loan account in the books of our Company and our Company was required to pay interest at a mutually agreed rate to Bubna Enterprises. Pursuant to the memorandum of understanding, Bubna Enterprises shall not carry out similar business as our Company.

Memorandum of understanding between M/s. Sharda International, represented by its proprietor, Sharda R. Bubna (“Sharda International”) and our Company dated June 2, 2004

Our Company has entered into the memorandum of understanding dated June 2, 2004 (the “**SI MoU**”) with Sharda International, pursuant to which the entire business of Sharda International comprising of manufacture and export of dyes, intermediates, pesticides, agrochemicals, V-Belts, etc. was transferred to our Company with effect from April 1, 2004. In terms of the SI MoU, the entire assets and liabilities of Sharda International as on March 31, 2004 was transferred to our Company on an “as is and where is” basis. In consideration of transfer of business to our Company, the outstanding capital and reserves of Sharda International as on March 31, 2004 was transferred to the loan account in the books of our Company and our Company is required to pay interest at a mutually agreed rate to Sharda International. Pursuant to the memorandum of understanding, Sharda International shall not carry out similar business as our Company.

Scheme of Amalgamation between Sharda International FZE (“SIFZE”) and our Company

On June 9, 2011, our Board of Directors approved a scheme of amalgamation under Sections 391 to 394 of the Companies Act, 1956 for amalgamation of SIFZE, a wholly owned subsidiary of our Company, with our Company (the “**Scheme of Amalgamation**”), whereby the entire business and undertaking of SIFZE including all its assets, liabilities, rights, duties, and obligations were transferred to our Company. SIFZE is in the process of dissolution. As SIFZE was a wholly owned subsidiary of our Company, there was no consideration for the aforesaid amalgamation with our Company. The Scheme of Amalgamation was sanctioned by the High Court of Bombay on January 16, 2012 and the appointed date of the Scheme of Amalgamation was March 15, 2012.

Share Subscription and Shareholders Agreement dated March 11, 2008 between our Company, HEP Mauritius Limited (“HEP”) and Ramprakash V. Bubna, Sharda R. Bubna, Ashish R. Bubna, Manish R. Bubna, Seema Bubna and Anisha Bubna (the “Individual Shareholders”), as amended by the Amendment Agreement dated January 20, 2014

Our Company, the Individual Shareholders and HEP have entered into a share subscription and shareholders agreement dated March 11, 2008 (the “**SSSHA**”), pursuant to which, HEP subscribed to 1,718,459 Equity Shares for an aggregate consideration of ₹ 600 million on March 14, 2008 and 1,145,640 Equity Shares for an aggregate consideration of ₹ 400 million on May 27, 2008.

In order to regulate their relationship and the respective rights and obligations as shareholders of our Company, the SSSHA provides certain rights to HEP including *inter alia* (i) right to appoint one nominee director on our Board, (ii) pre-emptive and anti-dilution rights in case of any fresh issue of Equity Shares or other preference or equity-related or convertible securities by our Company to other investors/shareholders subject to certain exemptions, (iii) restriction on transfer of Equity Shares held by Individual Shareholders, (iv) put option right in case the Company fails to consummate a Qualified IPO (as defined in the SSSHA) and an Investor Qualified IPO (as defined in the SSSHA) and have the Equity Shares listed on a recognised stock exchange on or before a specified date and (v) affirmative voting rights in relation to certain reserved matters such as listing/delisting of the equity shares of our Company or any of our Subsidiaries and amendment of charter documents of our Company and any of our Subsidiaries.

The provisions of the SSSHA terminate automatically, (i) in relation to HEP and its affiliates holding our Equity Shares, in the event they cease to hold at least 5% of the Equity Share capital of our Company on a fully diluted basis; (ii) in relation to any third party, to whom HEP has sold Equity Shares and who have entered into a deed of adherence, in the event such third party ceases to hold at least 4% of the Equity Share capital of our Company on a fully diluted basis; or (iii) after the Qualified IPO, upon the Individual Shareholders and their respective relatives and affiliates collectively ceasing to hold 10% of the Equity Share capital of our Company.

The parties to the SSSHA have entered into an amendment agreement dated January 20, 2014 (the “**Amendment Agreement**”) whereby the parties have mutually agreed to amend certain terms and conditions of the SSSHA including the put option right and the termination clause. In terms of the Amendment Agreement, the SSSHA shall terminate automatically upon allotment of Equity Shares in the IPO (such termination being

effective prior to the listing of the Equity Shares offered in the IPO). The parties have also agreed that the provisions of the SSSHA will be incorporated under Part B of our Company's Articles of Association which will become ineffective from the date of allotment of the Equity Shares pursuant to the IPO by our Company. HEP shall have a right to appoint a nominee director on our Board till HEP along with its affiliates continues to hold 5% or more Equity Shares (on a fully diluted basis) after the IPO.

Share Subscription, Share Purchase cum Shareholder's Agreement dated November 30, 2011 between our Company, Axis Crop Science Private Limited ("Axis Crop"), Anil Ganpati Kumta and Aruna Anil Kumta, promoters of Axis Crop ("Axis Agreement") and the Call Option Deed dated November 30, 2011 between our Company, Axis Crop and Anil Ganpati Kumta (the "Call Option Deed")

Pursuant to the Axis Agreement, our Company has purchased 60,000 equity shares of Axis Crop for a consideration of ₹ 40 per Equity Share aggregating to ₹ 2.40 million (the "**Secondary Shares**") and subscribed to 66,667 equity shares of Axis Crop for a consideration of ₹ 40 per Equity Share aggregating to ₹ 2.67 million on a preferential allotment basis (the "**Primary Shares**").

The Axis Agreement provides certain rights to our Company including the right to appoint at least 76% of the total strength of the board of directors of Axis Crop, the right of first offer and last refusal in case the promoters of Axis Crop, during the subsistence of the Axis Agreement, intend to sell a part or all of the equity shares of Axis Crop held by them in Axis Crop, drag along rights *vis-a-vis* the promoters of Axis Crop and any other shareholder of Axis Crop, in case our Company proposes to transfer equity shares held by us in Axis Crop and a call option from the promoters of Axis Crop. The Axis Agreement also restricts the promoters of Axis Crop from transferring their equity shareholding in Axis Crop without our consent. The terms of the Axis Agreement shall continue to be in effect until terminated by mutual consent in writing by our Company, Axis Crop and the promoters of Axis Crop or upon the shareholding of the promoters of Axis Crop, in Axis Crop, falling below 2% on a fully diluted basis. Further, our Company may unilaterally terminate the Axis Agreement if the promoters of Axis Crop commit breach of the terms of the Axis Agreement.

Further, pursuant to the Call Option Deed, our Company has a call option, to purchase 40,000 equity shares of Axis Crop, being the entire shareholding of Anil Ganpati Kumta, during a period of one year, commencing on the fifth year from the date of issue of the Primary Shares to our Company.

Shares Sale Agreement dated April 1, 2013 entered into between Ramprakash V. Bubna and Sharda International DMCC ("Shares Sale Agreement")

Sharda International DMCC ("**Sharda DMCC**"), a subsidiary of our Company, has entered into the Shares Sale Agreement with Ramprakash V. Bubna, pursuant to which, Sharda DMCC purchased 250 equity shares of Siddhivinayak International Limited, being 100% of its issued and paid-up capital, held by Ramprakash V. Bubna for an aggregate consideration of AED 250,000. The transfer of shares is effective from September 30, 2013.

Letter of guarantee issued by Ramprakash V. Bubna, Sharda R. Bubna, Ashish R. Bubna and Manish R. Bubna in favour of Union Bank of India

Pursuant to a facility letter dated May 29, 2014 issued by Union Bank of India, our Company has availed certain fund based and non-fund based credit facilities amounting to ₹ 1,291 million from Union Bank of India valid till May 18, 2015. (the "**UBI Facility**"). In terms of the UBI Facility, Ramprakash V. Bubna, Sharda R. Bubna, Ashish R. Bubna and Manish R. Bubna have issued a letter of guarantee dated July 10, 2014 undertaking to jointly and severally guarantee to Union Bank of India the due payment and discharge of the UBI Facility. The period of the said guarantee is continuing and is valid for all present and future advances, liabilities, bills and promissory notes whether made, of guarantees held by Union Bank of India from time to time. The different sub-limits of the UBI Facility are additionally secured by six demand promissory notes and letters of continuity issued by our Company, in each case aggregating to ₹ 2,491 million, letter of hypothecation of bills, counter indemnity for ₹ 5 million issued by our Company, fixed deposit receipt for ₹ 65.5 million and hypothecation by way of first charge in favour of Union Bank of India of our Company's movable goods and assets, both present and future, all stock of raw materials, work-in-progress, semi-finished goods and finished goods such as dyes, dye intermediates, agrochemicals, bulk drugs and rubber belts, all present and future book debts, outstanding, monies receivables, claims and securities which are now due or which may become due when the security continues.

Letter of guarantee issued by Ramprakash V. Bubna, Sharda R. Bubna, Ashish R. Bubna and Manish R. Bubna in favour of Union Bank of India

Pursuant to a facility letter dated October 23, 2013 issued by Union Bank of India, Sharda International DMCC has availed a standby letter of credit for \$ 10 million from Union Bank of India valid till October 2014 (the “**2014 Facility**”). In terms of the 2014 Facility, Ramprakash V. Bubna, Sharda R. Bubna, Ashish R. Bubna and Manish R. Bubna have issued a letter of guarantee dated June 22, 2012 undertaking to jointly and severally guarantee to Union Bank of India the due payment and discharge of the 2014 Facility. The period of the said guarantee is continuing and is valid for all present and future advances, liabilities, bills and promissory notes whether made, incurred or discounted before or after June 22, 2012 to Sharda International DMCC. The 2014 Facility is additionally secured by a corporate guarantee of \$ 10 million from our Company, pledge of units of Union KBC Dynamic Fund Bond – Growth valued at ₹ 10 million held by our Company, pledge of term deposit for margin and counter indemnity.

Our Shareholders

Our Company has nine Shareholders (including joint shareholders) as of the date of this Red Herring Prospectus. For further details regarding our Shareholders, see “Capital Structure” on page 73.

Financial and Strategic Partners

Our Company does not have any financial or strategic partners.

Competition

For details of the competition faced by our Company, see “Our Business – Competition” on page 134.

Defaults or rescheduling of borrowing

Our Company has not defaulted or rescheduled its borrowings. Furthermore, none of our Company’s loans have been converted into equity in the past.

Injunctions or restraining orders

Our Company has not received any injunction or restraining order.

Holding Company

Our Company does not have any holding company.

SUBSIDIARIES

Our Company has the following subsidiaries:

Indian Subsidiary:

1. Axis Crop Science Private Limited

Foreign Subsidiaries:

Direct Subsidiaries

2. Sharda Balkan Agrochemicals Limited
3. Shardacan Limited
4. Sharda Chile SpA
5. Sharda Costa Rica SA
6. Sharda Cropchem Espana, S.L.
7. Sharda De Guatemala, S.A.
8. Sharda Del Ecuador CIA. Ltda.
9. Sharda Do Brasil Comercio De Produtos Quimicos E Agroquimicos LTDA
10. Sharda Hellas Agrochemicals Limited
11. Sharda Hungary Kft
12. Sharda International DMCC
13. Sharda Italia SRL
14. Sharda Peru SAC
15. Sharda Poland SP. ZO.O (with effect from May 30, 2014)
16. Sharda Polska SP. ZO.O
17. Sharda Spain, S.L.
18. Sharda Swiss SARL
19. Sharda Ukraine LLC
20. Sharda USA LLC
21. Shardarus LLC
22. Shardaserb DO.O
23. Sharzam Limited

Indirect Subsidiaries

24. Euroazijski Pesticidi d.o.o.
25. Siddhivinayak International Limited
26. Sharda Benelux BVBA
27. Sharda Bolivia S.R.L.
28. Sharda Colombia S.A.
29. Sharda De Mexico S De RL DE CV
30. Sharda Europe BVBA
31. Sharda International Africa (Pty) Ltd
32. Sharda Malaysia SDN. BHD.
33. Sharpar S.A.
34. Sharda Uruguay S.A.

Details of Indian Subsidiary

1. Axis Crop Science Private Limited (“Axis Crop”)

Axis Crop was incorporated on January 9, 2009 as a private limited company under the laws of India. Axis Crop is involved in the business of manufacturing, distribution, export, import and sale and resale of pesticides, intermediates, insecticides and other agrochemicals.

The capital structure of Axis Crop is as follows:

	No. of equity shares of ₹ 10 each
Authorised capital	250,000

	No. of equity shares of ₹ 10 each
Issued, subscribed and paid-up capital	166,667

The shareholding pattern of Axis Crop is as follows:

Sr. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Shareholding percentage
1.	Sharda Cropchem Limited	126,667	76.00
2.	Anil Ganpati Kumta	40,000	24.00
Total		166,667	100.00

Details of Foreign Subsidiaries

Direct Subsidiaries

2. Sharda Balkan Agrochemicals Limited (“Sharda Balkan”)

Sharda Balkan was incorporated on May 31, 2010 as a limited liability company under the laws of Greece. Sharda Balkan is involved in the business of agrochemical products.

The capital structure of Sharda Balkan is as follows:

	No. of shares of € 30 each
Authorised capital	150
Issued, subscribed and paid-up capital	150

The shareholding pattern of Sharda Balkan is as follows:

Sr. No.	Name of the shareholder	No. of shares of € 30 each	Shareholding percentage
1.	Sharda Cropchem Limited	150	100.00
Total		150	100.00

3. Shardacan Limited (“Shardacan”)

Shardacan was incorporated on March 4, 2011 as a limited liability company under the Business Corporations Act, Province of New Brunswick, Canada. Shardacan is involved in the business of agrochemical products.

The capital structure of Shardacan is as follows:

	No. of shares of CAD 1 each
Authorised capital	100
Issued and subscribed capital	100
Paid-up capital ⁽¹⁾	Nil

⁽¹⁾ Call for unpaid share capital has not been made by Shardacan. Our Company shall make payment for the unpaid share capital as and when Shardacan will call for the unpaid share capital.

The shareholding pattern of Shardacan is as follows:

Sr. No.	Name of the shareholder	No. of shares of CAD 1 each	Shareholding percentage
1.	Sharda Cropchem Limited	100	100.00
Total		100	100.00

4. Sharda Chile SpA (“Sharda Chile”)

Sharda Chile was incorporated on February 27, 2014 as a stock company (SpA or *Sociedad por acciones*) under the laws of Chile. Sharda Chile is involved in the business of agrochemical products.

The capital structure of Sharda Chile is as follows:

	No. of shares of USD 10 each
Authorised capital	100
Issued and subscribed capital	100
Paid-up capital ⁽¹⁾	Nil

⁽¹⁾ Call for unpaid share capital has not been made by Sharda Chile. Our Company shall make payment for the unpaid share capital as and when Sharda Chile will call for the unpaid share capital.

The shareholding pattern of Sharda Chile is as follows:

Sr. No.	Name of the shareholder	No. of shares of USD 10 each	Shareholding percentage
1.	Sharda Cropchem Limited	100	100.00
Total		100	100.00

5. Sharda Costa Rica SA (“Sharda Costa Rica”)

Sharda Costa Rica was incorporated on February 18, 2009 as a sociedad anonima under the laws of Costa Rica. Sharda Costa Rica is involved in the business of agrochemical products.

The capital structure of Sharda Costa Rica is as follows:

	No. of shares of CRC 20 each
Authorised capital	100
Issued, subscribed and paid-up capital	100

The shareholding pattern of Sharda Costa Rica is as follows:

Sr. No.	Name of the shareholder	No. of shares of CRC 20 each	Shareholding percentage
1.	Sharda Cropchem Limited	99	99.00
2.	Ramprakash V. Bubna	1	1.00
Total		100	100.00

6. Sharda Cropchem Espana, S.L. (“Sharda Espana”)

Sharda Espana was incorporated on March 4, 2014 as a limited liability company under the laws of Spain. Sharda Espana is involved in the business of agrochemical products.

The capital structure of Sharda Espana is as follows:

	No. of shares of € 50 each
Authorised capital	61
Issued, subscribed and paid-up capital	61

The shareholding pattern of Sharda Espana is as follows:

Sr. No.	Name of the shareholder	No. of shares of € 50 each	Shareholding percentage
1.	Sharda Cropchem Limited	61	100.00
Total		61	100.00

7. Sharda De Guatemala, S.A. (“Sharda Guatemala”)

Sharda Guatemala was incorporated on March 7, 2012 as a sociedad anonima company under the laws of Guatemala. Sharda Guatemala is involved in the business of agrochemical products.

The capital structure of Sharda Guatemala is as follows:

	No. of shares of GTQ 100 each
Authorised capital	250
Issued, subscribed and paid-up capital	50

The shareholding pattern of Sharda Guatemala is as follows:

Sr. No.	Name of the shareholder	No. of shares of GTQ 100 each	Shareholding percentage
2.	Sharda Cropchem Limited	49	98.00
3.	Ramprakash V. Bubna	1	2.00
Total		50	100.00

8. Sharda Del Ecuador CIA. Ltda. (“Sharda Ecuador”)

Sharda Ecuador was incorporated on July 1, 2008 as a company limited by shares under the laws of Ecuador. Sharda Ecuador is involved in the business of agrochemical products.

The capital structure of Sharda Ecuador is as follows:

	No. of shares of USD 1 each
Authorised capital	400
Issued, subscribed and paid-up capital	400

The shareholding pattern of Sharda Ecuador is as follows:

Sr. No.	Name of the shareholder	No. of shares of USD 1 each	Shareholding percentage
1.	Sharda Cropchem Limited	398	99.50
2.	Ramprakash V. Bubna	1	0.25
3.	Ashish R. Bubna	1	0.25
Total		400	100.00

9. Sharda Do Brasil Comercio De Produtos Quimicos E Agroquimicos LTDA (“Sharda Brazil”)

Sharda Brazil was incorporated on November 11, 2009 as a limited liability company under the laws of Brazil. Sharda Brazil is involved in the business of agrochemical products.

The capital structure of Sharda Brazil is as follows:

	No. of shares of BRL 1 each
Authorised capital	31,000
Issued, subscribed and paid-up capital	31,000

The shareholding pattern of Sharda Brazil is as follows:

Sr. No.	Name of the shareholder	No. of shares of BRL 1 each	Shareholding percentage
1.	Sharda Cropchem Limited	30,690	99.00
2.	Valdir Jorge Mompean	310	1.00
Total		31,000	100.00

10. Sharda Hellas Agrochemicals Limited (“Sharda Hellas”)

Sharda Hellas was incorporated on May 31, 2010 as a limited liability company under the laws of Greece. Sharda Hellas is involved in the business of agrochemical products.

The capital structure of Sharda Hellas is as follows:

	No. of shares of € 30 each
Authorised capital	150
Issued, subscribed and paid-up capital	150

The shareholding pattern of Sharda Hellas is as follows:

Sr. No.	Name of the shareholder	No. of shares of € 30 each	Shareholding percentage
1.	Sharda Cropchem Limited	150	100.00
Total		150	100.00

11. Sharda Hungary Kft (“Sharda Hungary”)

Sharda Hungary was incorporated on February 8, 2012 as a limited liability company under the laws of Hungary. Sharda Hungary is involved in the business of agrochemical products.

The capital structure of Sharda Hungary is as follows:

	No. of shares of HUF 500,000 each
Authorised capital	1
Issued, subscribed and paid-up capital	1

The shareholding pattern of Sharda Hungary is as follows:

Sr. No.	Name of the shareholder	No. of shares of HUF 500,000 each	Shareholding percentage
1.	Sharda Cropchem Limited	1	100.00
Total		1	100.00

12. Sharda International DMCC (“Sharda DMCC”)

Sharda DMCC was incorporated on April 1, 2012 as a limited liability company under the laws of United Arab Emirates. Sharda DMCC is involved in the business of trading in chemicals.

The capital structure of Sharda DMCC is as follows:

	No. of shares of AED 100,000 each
Authorised capital	2
Issued, subscribed and paid-up capital	2

The shareholding pattern of Sharda DMCC is as follows:

Sr. No.	Name of the shareholder	No. of shares of AED 100,000 each	Shareholding percentage
1.	Sharda Cropchem Limited	2	100.00
Total		2	100.00

13. Sharda Italia SRL (“Sharda Italia”)

Sharda Italia was incorporated on March 26, 2012 as a limited liability company under the laws of Italy. Sharda Italia is involved in the business of agrochemical products.

The capital structure of Sharda Italia is as follows:

	No. of shares of € 1 each
Authorised capital	10,000
Issued and subscribed capital	10,000
Paid-up capital	2,500

The shareholding pattern of Sharda Italia is as follows:

Sr. No.	Name of the shareholder	No. of shares of € 1 each	Shareholding percentage
1.	Sharda Cropchem Limited	9,900	99.00

Sr. No.	Name of the shareholder	No. of shares of € 1 each	Shareholding percentage
2.	Ashish R. Bubna	100	1.00
Total		10,000	100.00

14. Sharda Peru SAC (“Sharda Peru”)

Sharda Peru was incorporated on June 21, 2008 as a limited liability company under the laws of Peru. Sharda Peru is involved in the business of agrochemical products.

The capital structure of Sharda Peru is as follows:

	No. of shares of PEN 1 each
Authorised capital	2,000
Issued, subscribed and paid-up capital	2,000

The shareholding pattern of Sharda Peru is as follows:

Sr. No.	Name of the shareholder	No. of shares of PEN 1 each	Shareholding percentage
1.	Sharda Cropchem Limited	1,999	99.95
2.	Ramprakash V. Bubna	1	0.05
Total		2,000	100.00

15. Sharda Poland SP. ZO.O (“Sharda Poland”)

Sharda Poland was incorporated on May 30, 2014 as a limited liability company under the laws of Poland. Sharda Poland is involved in the business of agrochemical products.

The capital structure of Sharda Poland is as follows:

	No. of shares of PLN 50 each
Authorised capital	100
Issued, subscribed and paid-up capital	100

The shareholding pattern of Sharda Poland is as follows:

Sr. No.	Name of the shareholder	No. of shares of PLN 50 each	Shareholding percentage
1.	Sharda Cropchem Limited	100	100.00
Total		100	100.00

16. Sharda Polska SP. ZO.O (“Sharda Polska”)

Sharda Polska was incorporated on January 12, 2009 as a limited liability company under the laws of Poland. Sharda Polska is involved in the business of agrochemical products.

The capital structure of Sharda Polska is as follows:

	No. of shares of PLN 1,000 each
Authorised capital	20
Issued, subscribed and paid-up capital	20

The shareholding pattern of Sharda Polska is as follows:

Sr. No.	Name of the shareholder	No. of shares of PLN 1,000 each	Shareholding percentage
1.	Sharda Cropchem Limited	20	100.00
Total		20	100.00

17. Sharda Spain, S.L. (“Sharda Spain”)

Sharda Spain was incorporated on October 11, 2011 as a limited liability company under the laws of Spain. Sharda Spain is involved in the business of agrochemical products.

The capital structure of Sharda Spain is as follows:

	No. of shares of € 1 each
Authorised capital	3,050
Issued, subscribed and paid-up capital	3,050

The shareholding pattern of Sharda Spain is as follows:

Sr. No.	Name of the shareholder	No. of shares of € 1 each	Shareholding percentage
1.	Sharda Cropchem Limited	3,050	100.00
Total		3,050	100.00

18. Sharda Swiss SARL (“Sharda Swiss”)

Sharda Swiss was incorporated on March 1, 2010 as a limited liability company under the laws of Switzerland. Sharda Swiss is involved in the business of agrochemical products.

The capital structure of Sharda Swiss is as follows:

	No. of shares of CHF 1,000 each
Authorised capital	20
Issued, subscribed and paid-up capital	20

The shareholding pattern of Sharda Swiss is as follows:

Sr. No.	Name of the shareholder	No. of shares of CHF 1,000 each	Shareholding percentage
1.	Sharda Cropchem Limited	20	100.00
Total		20	100.00

19. Sharda Ukraine LLC (“Sharda Ukraine”)

Sharda Ukraine was incorporated on May 13, 2009 as a limited liability company under the laws of Ukraine. Sharda Ukraine is involved in the business of agrochemical products.

The capital structure of Sharda Ukraine is as follows:

	No. of shares of UAH 1 each
Authorised capital	62,500
Issued, subscribed and paid-up capital	62,500

The shareholding pattern of Sharda Ukraine is as follows:

Sr. No.	Name of the shareholder	No. of shares of UAH 1 each	Shareholding percentage
1.	Sharda Cropchem Limited	62,500	100.00
Total		62,500	100.00

20. Sharda USA LLC (“Sharda USA”)

Sharda USA was incorporated on May 19, 2006 as a limited liability company under the laws of Delaware, USA. Sharda USA is involved in the business of agrochemical products.

The capital structure of Sharda USA is as follows:

	No. of shares of USD 1 each
Authorised capital	100
Issued and subscribed	100
Paid-up capital ⁽¹⁾	Nil

⁽¹⁾ Call for unpaid share capital has not been made by Sharda USA. Our Company shall make payment for the unpaid share capital as and when Sharda USA will call for the unpaid share capital.

The shareholding pattern of Sharda USA is as follows:

Sr. No.	Name of the shareholder	No. of shares of USD 1 each	Shareholding percentage
1.	Sharda Cropchem Limited	100	100.00
Total		100	100.00

21. Shardarus LLC (“Shardarus”)

Shardarus was incorporated on March 16, 2006 as a limited liability company under the laws of Russia. Shardarus is involved in the business of agrochemical products.

The capital structure of Shardarus is as follows:

	No. of shares of RUB 9,900 each	No. of shares of RUB 100 each
Authorised capital	1	1
Issued, subscribed and paid-up capital	1	1

The shareholding pattern of Shardarus is as follows:

Sr. No.	Name of the shareholder	No. of shares of RUB 9,900 each	No. of shares of RUB 100 each	Shareholding percentage ⁽¹⁾
1.	Sharda Cropchem Limited	1	Nil	99.00
2.	Terentjev Boris Petrovich	Nil	1	1.00
Total		1	1	100.00

⁽¹⁾ The shareholding percentage is on the basis of the face value of the shares.

22. Shardaserb DO.O (“Shardaserb”)

Shardaserb was incorporated on January 20, 2012 as a limited liability company under the laws of Republic of Serbia. Shardaserb is involved in the business of agrochemical products.

The capital structure of Shardaserb is as follows:

	No. of shares of € 500 each
Authorised capital	1
Issued and subscribed capital	1
Paid-up capital	1 ⁽¹⁾

⁽¹⁾ The shares of Shardaserb are partly paid up to the extent of € 250 per share.

The shareholding pattern of Shardaserb is as follows:

Sr. No.	Name of the shareholder	No. of shares of € 500 each	Shareholding percentage
1.	Sharda Cropchem Limited	1	100.00
Total		1	100.00

23. Sharzam Limited (“Sharzam”)

Sharzam was incorporated on May 9, 2012 as a private company limited by shares under the laws of Republic of Zambia. Sharzam is involved in the business of agrochemical products.

The capital structure of Sharzam is as follows:

	No. of shares of ZMK 1 each
Authorised capital	5,000,000
Issued and subscribed capital	5,000,000
Paid-up capital ⁽¹⁾	Nil

⁽¹⁾ Call for unpaid share capital has not been made by Sharzam. Our Company shall make payment for the unpaid share capital as and when Sharzam will call for the unpaid share capital.

The shareholding pattern of Sharzam is as follows:

Sr. No.	Name of the shareholder	No. of shares of ZMK 1 each	Shareholding percentage
1.	Sharda Cropchem Limited	4,999,999	99.99
2.	Chenge Chibanda	1	0.01
Total		5,000,000	100.00

Indirect Subsidiaries

24. Euroazijski Pesticidi d.o.o. (“Euroazijski”)

Euroazijski was incorporated as a limited liability company on November 20, 2012 under the laws of Croatia. The main object of Euroazijski is the business of agrochemical products.

The capital structure of Euroazijski is as follows:

	No. of shares of HRK 20,000 each
Authorised capital	1
Issued, subscribed and paid-up capital	1 ⁽¹⁾

⁽¹⁾ Payment by Sharda International DMCC pursuant to purchase of shares of Euroazijski from Ashish R. Bubna is outstanding

The shareholding pattern of Euroazijski is as follows:

Sr. No.	Name of the shareholder	No. of shares of HRK 20,000 each	Shareholding percentage
1.	Sharda International DMCC ⁽¹⁾	1	100.00
Total		1	100.00

⁽¹⁾ Effective from January 7, 2014, pursuant to an order of the Commercial Court in Zagreb dated July 23, 2014

25. Siddhivinayak International Limited (“SIL”)

SIL was incorporated on April 5, 2007 as an International Company under the laws of Ras Al Khaimah Free Trade Zone Authority, United Arab Emirates. SIL is involved in the business of general trading, investments, investment in property and any lawful act or activity for which International Companies may be organized under the Ras Al Khaimah Free Trade Zone Authority International Company Regulations 2006.

The capital structure of SIL is as follows:

	No. of shares of AED 1,000 each
Authorised capital	250
Issued, subscribed and paid-up capital	250

The shareholding pattern of SIL is as follows:

Sr. No.	Name of the shareholder	No. of shares of AED 1,000 each	Shareholding percentage
1.	Sharda International DMCC	250	100.00
Total		250	100.00

26. Sharda Benelux BVBA (“Sharda Benelux”)

Sharda Benelux was incorporated on August 28, 2009 as a limited liability company under the laws of Belgium. Sharda Benelux is involved in the business of agrochemical products.

The capital structure of Sharda Benelux is as follows:

	No. of shares of € 186 each
Authorised capital	100
Issued, subscribed and paid-up capital	100 ⁽¹⁾

⁽¹⁾ The shares of Sharda Benelux are partly paid up to the extent of € 62 per share.

The shareholding pattern of Sharda Benelux is as follows:

Sr. No.	Name of the shareholder	No. of shares of € 186 each	Shareholding percentage
1.	Sharda International DMCC	100	100.00
Total		100	100.00

27. Sharda Bolivia S.R.L. (“Sharda Bolivia”)

Sharda Bolivia was incorporated on August 22, 2005 as a limited liability company under the laws of Republic of Bolivia. Sharda Bolivia is involved in the business of agrochemical products.

The capital structure of Sharda Bolivia is as follows:

	No. of shares of BOB 100 each
Authorised capital	100
Issued, subscribed and paid-up capital	100

The shareholding pattern of Sharda Bolivia is as follows:

Sr. No.	Name of the shareholder	No. of shares of BOB 100 each	Shareholding percentage
1.	Siddhivinayak International Limited	99	99.00
2.	Manish R. Bubna	1	1.00
Total		100	100.00

28. Sharda Colombia S.A. (“Sharda Colombia”)

Sharda Colombia was incorporated on July 13, 2006 as an anonymous society under the Chambers of Commerce of Bogota, Colombia. Sharda Colombia is involved in the business of agrochemical products.

The capital structure of Sharda Colombia is as follows:

	No. of shares of COP 10,000 each
Authorised capital	3,000
Issued, subscribed and paid-up capital	1,500

The shareholding pattern of Sharda Colombia is as follows:

Sr. No.	Name of the shareholder	No. of shares of COP 10,000 each	Shareholding percentage
1.	Siddhivinayak International Limited	1,350	90.00
2.	Ramprakash V. Bubna	30	2.00
3.	Sharda R. Bubna	30	2.00
4.	Ashish R. Bubna	30	2.00
5.	Manish R. Bubna	30	2.00
6.	Seema A. Bubna	30	2.00

Sr. No.	Name of the shareholder	No. of shares of COP 10,000 each	Shareholding percentage
Total		1,500	100.00

29. Sharda De Mexico S De RL DE CV (“Sharda Mexico”)

Sharda Mexico was incorporated on July 23, 2007 as a limited liability company under the laws of Mexico. Sharda Mexico is involved in the business of agrochemical products.

The capital structure of Sharda Mexico is as follows:

	No. of shares of MXN 2,970 each	No. of shares of MXN 30 each
Authorised capital	1	1
Issued, subscribed and paid-up capital	1	1

The shareholding pattern of Sharda Mexico is as follows:

Sr. No.	Name of the shareholder	No. of shares of MXN 2,970 each	No. of shares of MXN 30 each	Shareholding percentage ⁽¹⁾
1.	Siddhivinayak International Limited	1	Nil	99.00
2.	Manish R. Bubna	Nil	1	1.00
Total		1	1	100.00

⁽¹⁾ The shareholding percentage is on the basis of the face value of the shares.

30. Sharda Europe BVBA (“Sharda Europe”)

Sharda Europe was incorporated on November 24, 1997 as a limited liability company under the laws of Brussels, Belgium. Sharda Europe is involved in the business of agrochemical products.

The capital structure of Sharda Europe is as follows:

	No. of shares of € 186 each
Authorised capital	100
Issued, subscribed and paid-up capital	100 ⁽¹⁾

⁽¹⁾ The shares of Sharda Europe are partly paid up to the extent of € 62 per share.

The shareholding pattern of Sharda Europe is as follows:

Sr. No.	Name of the shareholder	No. of shares of € 186 each	Shareholding percentage
1.	Siddhivinayak International Limited	100	100.00
Total		100	100.00

31. Sharda International Africa (Pty) Ltd (“Sharda Africa”)

Sharda Africa was incorporated on February 8, 2010 as a limited liability company under the laws of Republic of South Africa. Sharda Africa is involved in the business of agrochemical products.

The capital structure of Sharda Africa is as follows:

	No. of shares of ZAR 1 each
Authorised capital	1,000
Issued, subscribed and paid-up capital	100

The shareholding pattern of Sharda Africa is as follows:

Sr. No.	Name of the shareholder	No. of shares of ZAR 1 each	Shareholding percentage
1.	Siddhivinayak International Limited	100	100.00

Sr. No.	Name of the shareholder	No. of shares of ZAR 1 each	Shareholding percentage
Total		100	100.00

32. Sharda Malaysia SDN. BHD. (“Sharda Malaysia”)

Sharda Malaysia was incorporated on March 23, 2006 as a company limited by shares under the laws of Malaysia. Sharda Malaysia is involved in the business of agrochemical products.

The capital structure of Sharda Malaysia is as follows:

	No. of shares of RM 1 each
Authorised capital	100,000
Issued, subscribed and paid-up capital	6

The shareholding pattern of Sharda Malaysia is as follows:

Sr. No.	Name of the shareholder	No. of shares of RM 1 each	Shareholding percentage
1.	Siddhivinayak International Limited	6	100.00
Total		6	100.00

33. Sharpar S.A. (“Sharpar”)

Sharpar was incorporated on December 30, 2004 as a limited liability company under the laws of Paraguay. Sharpar is involved in the business of agrochemical products.

The capital structure of Sharpar is as follows:

	No. of shares of PYG 1,000,000 each
Authorised capital	30
Issued, subscribed and paid-up capital	30

The shareholding pattern of Sharpar is as follows:

Sr. No.	Name of the shareholder	No. of shares of PYG 1,000,000 each	Shareholding percentage
1.	Siddhivinayak International Limited	27	90.00
2.	Ashish R. Bubna	3	10.00
Total		30	100.00

34. Sharda Uruguay S.A. (“Sharda Uruguay”)

Sharda Uruguay was incorporated on November 20, 2005 as a limited liability company under the laws of Uruguay. Sharda Uruguay is involved in the business of agrochemical products.

The capital structure of Sharda Uruguay is as follows:

	No. of shares of UYU 375,000 each
Authorised capital	4
Issued, subscribed and paid-up capital	1

The shareholding pattern of Sharda Uruguay is as follows:

Sr. No.	Name of the shareholder	No. of shares of UYU 375,000 each	Shareholding percentage
1.	Siddhivinayak International Limited	1	100.00
Total		1	100.00

Public issue and rights issue

None of the Subsidiaries have made any public or rights issue in the last three years nor have they become sick companies or are under winding up. Further, none of the Subsidiaries are listed on any stock exchange whether in India or abroad.

None of the Subsidiaries has been refused listing of any securities, at any time, by any of the recognised stock exchanges in India or abroad.

Common Pursuits

All our Subsidiaries conduct business similar to those conducted by our Company. Our Company has adopted necessary procedures and practices as permitted by law to address any conflict situation as and when they arise.

Interest of the Subsidiaries in our Company

None of the Subsidiaries have any interest in our Company's business. Further, except for Sharda International DMCC, none of our Subsidiaries contribute to more than 5% of revenue/profits/assets of our Company on a consolidated basis for Fiscal 2014.

Material transactions

There are no sales or purchase between any of the Subsidiaries and our Company where such sales or purchases exceed in value in the aggregate ten per cent of the total sales or purchases of our Company.

MANAGEMENT

Board of Directors

As per the Articles of Association, our Company is required to have not less than three Directors and not more than 15 Directors. As on the date of this Red Herring Prospectus, our Board comprises of 10 Directors.

The following table sets forth details regarding our Board of Directors as of the date of this Red Herring Prospectus:

Sr. No.	Name, Designation, Father's Name, Address, Occupation, Term and DIN	Age (years)	Other Directorships
1.	<p>Ramprakash V. Bubna</p> <p><i>Father's name:</i> Vilasrai Bubna</p> <p><i>Designation:</i> Chairman and Managing Director</p> <p><i>Address:</i> 501, Pleasant Park, 5th Floor, 24th Road, Bandra (West), Mumbai 400 050</p> <p><i>Occupation:</i> Business</p> <p><i>Nationality:</i> Indian</p> <p><i>Term:</i> Five years, from January 1, 2014 to December 31, 2018</p> <p><i>DIN:</i> 00136568</p>	68	<ul style="list-style-type: none"> • Axis Crop Science Private Limited • Sharda Benelux BVBA • Sharda Bolivia S.R.L. • Sharda Colombia S.A. • Sharda De Guatemala, S.A. • Sharda Europe BVBA • Sharda Exports Private Limited • Sharda Hungary Kft • Sharda International Africa (Pty) Ltd • Sharda International DMCC • Sharda Malaysia SDN. BHD. • Sharda Private (Thailand) Limited • Sharda Spain, S.L. • Shardacan Limited • Shardaserb DO.O • Sharpar S.A. • Sharphil Inc. • Sharzam Limited • Siddhivinayak International Limited • Sharda Chile SpA • Sharda Cropchem Espana S.L. • Gujarat Cropchem Private Limited
2.	<p>Sharda R. Bubna</p> <p><i>Father's name:</i> Late Gorakhnath</p>	61	<ul style="list-style-type: none"> • Sharda Colombia S.A. • Sharda Exports Private Limited

Sr. No.	Name, Designation, Father's Name, Address, Occupation, Term and DIN	Age (years)	Other Directorships
	<p>Khemuka</p> <p>Designation: Executive Director</p> <p>Address: 501, Pleasant Park, 5th Floor, 24th Road, Bandra (West), Mumbai 400 050</p> <p>Occupation: Business</p> <p>Nationality: Indian</p> <p>Term: Liable to retire by rotation</p> <p>DIN: 00136760</p>		<ul style="list-style-type: none"> • Sharda International Africa (Pty) Ltd • Sharda Malaysia SDN. BHD.
3.	<p>Ashish R. Bubna</p> <p>Father's name: Ramprakash V. Bubna</p> <p>Designation: Executive Director</p> <p>Address: 501, Pleasant Park, 5th Floor, 24th Road, Bandra (West), Mumbai 400 050</p> <p>Occupation: Business</p> <p>Nationality: Indian</p> <p>Term: Liable to retire by rotation</p> <p>DIN: 00945147</p>	41	<ul style="list-style-type: none"> • Axis Crop Science Private Limited • Blossoms Properties Private Limited • Euroazijski Pesticidi d.o.o. • Palmspring Estates Private Limited • Sharda Benelux BVBA • Sharda Bolivia S.R.L. • Sharda Colombia S.A. • Sharda Europe BVBA • Sharda Exports Private Limited • Sharda Hungary Kft • Sharda International Africa (Pty) Ltd • Sharda Malaysia SDN. BHD. • Sharda Private (Thailand) Limited • Sharphil Inc. • Gujarat Cropchem Private Limited • Sharda Chile SpA
4.	<p>Manish R. Bubna</p> <p>Father's name: Ramprakash V. Bubna</p> <p>Designation: Executive Director</p> <p>Address: 501, Pleasant Park, 5th Floor, 24th Road, Bandra (West), Mumbai 400 050</p>	40	<ul style="list-style-type: none"> • Axis Crop Science Private Limited • Sharda Europe BVBA • Sharda Exports Private Limited • Sharda International Africa (Pty) Ltd • Sharda Malaysia SDN. BHD.

Sr. No.	Name, Designation, Father's Name, Address, Occupation, Term and DIN	Age (years)	Other Directorships
	<p>Occupation: Business</p> <p>Nationality: Indian</p> <p>Term: Liable to retire by rotation</p> <p>DIN: 00137394</p>		<ul style="list-style-type: none"> Gujarat Cropchem Private Limited
5.	<p>Vishal Marwaha</p> <p>Father's name: Manohar Keshav</p> <p>Designation: Non-Executive and Nominee Director</p> <p>Address: D2A/8, Vasant Vihar, New Delhi 110 057</p> <p>Occupation: Service</p> <p>Nationality: Indian</p> <p>Term: Not liable to retire by rotation</p> <p>DIN: 00164204</p>	50	<ul style="list-style-type: none"> Genesis Colors Private Limited Genesis Luxury Fashion Private Limited Henderson Equity Partners India Private Limited HEP Investment (HK) Ltd. Imperia Health Private Limited IPE Global Private Limited Jubilant FoodWorks Limited
6.	<p>M. S. Sundara Rajan</p> <p>Father's name: Mittur Swaminathan Venkateshaier</p> <p>Designation: Independent and Non-Executive Director</p> <p>Address: Ashwarooda, Flat no. 11, 2nd Floor, Building No. 248, Ambujammal street, T. T. K. Salai, Alwarpet, Chennai 600 018</p> <p>Occupation: Financial Consultant</p> <p>Nationality: Indian</p> <p>Term: For a term of five years from August 9, 2014 until August 8, 2019</p> <p>DIN: 00169775</p>	64	<ul style="list-style-type: none"> Aadhar Housing Finance Ltd. BGR Energy Systems Limited Capital First Limited Centbank Financial Services Limited Computer Age Management Services Private Limited Gitanjali Gems Limited Happy Insurance TPA Services Private Limited MSA Holdings Private Limited ReveTec Technologies (India) Private Limited Royal Sundaram Alliance Insurance Company Limited Sundaram Trustee Company Limited The Clearing Corporation of India Limited Stock Holding Corporation of India Limited
7.	<p>Urvashi Saxena</p>	69	<ul style="list-style-type: none"> Elder Healthcare Ltd.

Sr. No.	Name, Designation, Father's Name, Address, Occupation, Term and DIN	Age (years)	Other Directorships
	<p>Father's name: M.B. Asthana</p> <p>Designation: Independent and Non-Executive Director</p> <p>Address: 2602, Lightbridge, Hiranandani Meadows, Gladys Alwares Road, Thane (West) 400 610</p> <p>Occupation: Consultant</p> <p>Nationality: Indian</p> <p>Term: For a term of five years from August 9, 2014 until August 8, 2019</p> <p>DIN: 02021303</p>		<ul style="list-style-type: none"> Elder Pharmaceuticals Ltd. Gammon India Ltd. Kosi Bridge Infrastructure Co. Ltd. Orbit Corporation Limited
8.	<p>Shitin Desai</p> <p>Father's name: Dayalji Desai</p> <p>Designation: Independent and Non-Executive Director</p> <p>Address: Manek, Flat 6A, 6th Floor, 11, L. D. Ruparel Marg, Malabar Hill, Mumbai 400 006</p> <p>Occupation: Business</p> <p>Nationality: Indian</p> <p>Term: For a term of five years from August 9, 2014 until August 8, 2019</p> <p>DIN: 00009905</p>	67	<ul style="list-style-type: none"> DSP BlackRock Trustee Company Private Limited Hemko Patents Development Private Limited Piramal Glass Limited Foundation for Promotion of Sports & Games
9.	<p>P. R. Srinivasan</p> <p>Father's name: Perumal Ramamurthy</p> <p>Designation: Independent and Non-Executive Director</p> <p>Address: 25A, Belvedere Court, Sane Guruji Marg, Mumbai 400 011</p> <p>Occupation: Service</p> <p>Nationality: Indian</p> <p>Term: For a term of five years from August 9, 2014 until</p>	49	<ul style="list-style-type: none"> Exponentia Capital Advisors Private Limited

Sr. No.	Name, Designation, Father's Name, Address, Occupation, Term and DIN	Age (years)	Other Directorships
	August 8, 2019 <i>DIN:</i> 00365025		
10.	Shobhan Thakore <i>Father's name:</i> Madhukant Thakore <i>Designation:</i> Independent and Non-Executive Director <i>Address:</i> 509, Cumbala Crest, 42/A, Peddar Road, Mumbai 400 026 <i>Occupation:</i> Solicitor <i>Nationality:</i> Indian <i>Term:</i> For a term of five years from August 9, 2014 until August 8, 2019 <i>DIN:</i> 00031788	67	<ul style="list-style-type: none"> Alkyl Amines Chemicals Limited Bharat Forge Limited Carborandum Universal Limited Morarjee Textiles Limited Uni Deritend Limited Uni Klinger Limited Prism Cement Limited Raheja QBE General Insurance Company Limited

Relationship between our Directors

None of our other Directors are related to each other, except as follows:

- (i) Ramprakash V. Bubna is the husband of Sharda R. Bubna and the father of Ashish R. Bubna and Manish R. Bubna;
- (ii) Sharda R. Bubna is the wife of Ramprakash V. Bubna and the mother of Ashish R. Bubna and Manish R. Bubna;
- (iii) Ashish R. Bubna is the son of Ramprakash V. Bubna and Sharda R. Bubna and brother of Manish R. Bubna; and
- (iv) Manish R. Bubna is the son of Ramprakash V. Bubna and Sharda R. Bubna and brother of Ashish R. Bubna.

Brief Biographies

Ramprakash V. Bubna is the Chairman and Managing Director of our Company. He holds a bachelor's degree of Technology in Chemical Engineering from Indian Institute of Technology, Bombay. He has 45 years of experience in the chemicals, agrochemicals and related businesses. He is responsible for our Company's overall business operations and strategy. Prior to joining our Company, he has been associated with Tata Oil Mills Limited, Zenith Limited, Piramal Rasayan Limited, Coromandel Fertilisers Limited and Zuari Argochemicals Limited. He has been a director of our Company since its incorporation.

Sharda R. Bubna is an Executive Director of our Company. She holds a bachelor's degree in Arts from Nagpur University. She has, through her sole proprietary concern, M/s. Sharda International, been involved in the chemicals, agrochemicals and related businesses from the year 1987 until 2004. She has been a director of our Company since its incorporation.

Ashish R. Bubna is an Executive Director of our Company. He holds a bachelor's degree in Commerce from

Mumbai University. He has 22 years of experience in the marketing of chemicals, agrochemicals and related businesses. He has, since 1994, been associated with the business carried on by the sole proprietary concerns, M/s. Sharda International and M/s. Bubna Enterprises, which was subsequently transferred to our Company in 2004. He has been instrumental in strategizing early investment in product registrations and building our library of dossiers. He is responsible for marketing, procurement, registrations and logistics function of our agrochemical business. He has been a director of our Company since its incorporation.

Manish R. Bubna is an Executive Director of our Company. He holds a bachelor's degree of Chemical Engineering from the University Department of Chemical Technology, Bombay University. He has 20 years of experience in the chemicals, agrochemicals and related businesses. He has, since 1995, been associated with the business carried on by the sole proprietary concerns, M/s. Sharda International and M/s. Bubna Enterprises, which was subsequently transferred to our Company in 2004. He has spearheaded our Company's foray into the conveyor belt and general chemicals business. He also oversees the information technology, logistics and documentation functions of our Company. He has been a director of our Company since its incorporation.

Vishal Marwaha is a Non-Executive Director and a nominee of HEP Mauritius Limited on our Board. He holds a bachelor's degree in Commerce from the University of Delhi. He is a chartered accountant. He is a partner of Henderson Asia Pacific Equity Partners. He has 27 years of experience in investment banking and private equity and has worked with Donaldson, Lufkin and Jenrette (DLJ), HSBC and ANZ Bank in India and Australia in past. He was appointed as a director of our Company on March 14, 2008.

M. S. Sundara Rajan is an Independent and Non-Executive Director of our Company. He holds a master's degree in Economics from the University of Madras and is an associate member of Institute of Company Secretaries of India. He is a certified associate of Indian Institute of Bankers. He was an executive director of Indian Bank from April 1, 2006 to June 3, 2007 and was the chairman and managing director of Indian Bank from June 4, 2007 until March 31, 2010. He was appointed as a director of our Company on July 26, 2011 and re-appointed as an independent director under the Companies Act, 2013 on August 9, 2014 for a term of five years until August 8, 2019.

Urvashi Saxena is an Independent and Non-Executive Director of our Company. She holds a bachelor's degree in Law from the University of Lucknow and a master's degree in Arts from the University of Allahabad. She is an associate of Associated Law Advisers. She has 37 years of experience working with the Income Tax Department and has been the Chief Commissioner of Income Tax in Delhi and Mumbai. She has also been a Member, the Vice-Chairperson and the Chairperson of the Income Tax Settlement Commission for two years. She was appointed as a director in our Company on July 26, 2011 and re-appointed as an independent director under the Companies Act, 2013 on August 9, 2014 for a term of five years until August 8, 2019.

Shitin Desai is an Independent and Non-Executive Director of our Company. He holds a bachelor's degree in Commerce from the University of Mumbai. He was a consultant with Bank of America Merrill Lynch, prior to which he served as an executive vice chairman of DSP Merrill Lynch Limited and was one of the founding directors. He has over 40 years of experience in the financial services sector. He has been on the board of directors of Kalpataru Power Transmission Limited, The Foundation for Promotion of Sports & Games, DSP Blackrock Trustee Co. Pvt. Ltd. He is also a member of the advisory board of Kherwadi Social Welfare Association. He has been a member of the Bhagwati Committee appointed by SEBI, Investor Education and Protection Fund constituted by the Ministry of Corporate Affairs, RBI Capital Market Committee appointed by RBI, Advisory Group of Securities Market appointed by the Ministry of Finance and Insider Trading Committee appointed by SEBI. He was also a member of Federation of Indian Chambers of Commerce and Industry. He was appointed as a director in our Company on December 16, 2013 and re-appointed as an independent director under the Companies Act, 2013 on August 9, 2014 for a term of five years until August 8, 2019.

P. R. Srinivasan is an Independent and Non-Executive Director of our Company. He holds a bachelor's degree in Mechanical Engineering, from the College of Engineering, Guindy, Anna University, Chennai and a post graduate diploma in management from the Indian Institute of Management, Bengaluru. He is the founder and Managing Partner of Exponentia Capital Partners LLP. Previously he worked with Citigroup Venture Capital International where he later became India region head and managing director. He was also one of the three founders of HSBC Private Equity in India and later became the Chief Representative, India Liaison Office. Prior to his stint at HSBC, he worked with ICICI Venture as an investment manager and with Hindustan Aeronautics Limited as an engineer. He was appointed as a director in our Company on December 16, 2013 and re-appointed as an independent director under the Companies Act, 2013 on August 9, 2014 for a term of five years until August 8, 2019.

Shobhan Thakore is an Independent and Non-Executive Director of our Company. He holds a bachelor's degree in Arts (Politics) and a bachelor's degree in Law from the University of Bombay. He is a Solicitor at the Bombay High Court and Supreme Court of England and Wales. He has been advisor to several leading Indian companies on matters relating to corporate law and securities related legislations. He has also acted on behalf of leading investment banks and issuers for initial public offerings in India and several international equity and equity linked debt issuances by Indian corporates. He has also advised on the establishment and operations of various equity funds and mutual funds in India. As a solicitor for over 40 years, he has instructed leading Indian counsels before various courts and forums including High Courts across India as well as the Supreme Court of India in various matters involving indirect tax and commercial and corporate law issues. He was a partner of Bhaishanker Kanga & Girdharlal, Advocates & Solicitors for more than 30 years. Subsequently, he became a partner of AZB & Partners, Advocates & Solicitors. In 2007, he had founded Talwar Thakore & Associates along with another partner, wherein he is currently a Consultant. He was appointed as a director in our Company on December 16, 2013 and re-appointed as an independent director under the Companies Act, 2013 on August 9, 2014 for a term of five years until August 8, 2019.

Confirmations

None of our Directors is or was a director of any listed company during the last five years preceding the date of this Red Herring Prospectus, whose shares have been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in such company.

None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange during the term of their directorship in such company.

Terms of appointment of Executive Directors

Ramprakash V. Bubna

Ramprakash V. Bubna was re-appointed as our Managing Director pursuant to a Shareholders resolution dated January 21, 2014 and our Company has entered into an agreement dated January 31, 2014 with Ramprakash V. Bubna appointing him as the Managing Director of our Company with effect from January 1, 2014 for a period of five years. Pursuant to the resolution passed by our Board on January 21, 2014, Ramprakash V. Bubna is entitled to a remuneration of ₹ 15 million per annum with effect from January 1, 2014. The following are the terms of remuneration of Ramprakash V. Bubna:

Particulars	Remuneration (₹)
Basic Salary	₹ 15,000,000 p.a.
Commission	1% of net profits in accordance with Companies Act, 1956
Perquisites	(a) Reimbursement of medical expenses actually incurred for himself and his family under the mediclaim policy (b) Leave travel fare for himself and his family, once a year (c) Company shall contribute towards provident funds/superannuation fund/annuity fund, provided that such contributions either singly or put together shall not exceed the tax free limit prescribed under the Income Tax Act, 1961 (d) Company shall pay gratuity, at rates not exceeding half month's salary for each completed year of service (e) Leave encashment as per Company's rules (f) Company-provided vehicle with driver (g) Reimbursement of expenses, including entertainment expenses, incurred in connection with the business of the Company
Minimum remuneration	Remuneration of Ramprakash V. Bubna is subject to the limit of 5% of the annual net profits of our Company and is further subject to the overall limit of 10% of the annual net profits of our Company on the remuneration of the Managing Director and the other whole time directors taken together. In the event of absence or inadequacy of profits, Ramprakash V. Bubna shall be entitled to remuneration mentioned above and perquisites within the minimum remuneration specified in Schedule XIII of the Companies Act, 1956.

Sharda R. Bubna

Sharda R. Bubna was re-appointed as an Executive Director of our Company pursuant to a Shareholders resolution dated January 21, 2014 and our Company has entered into an agreement dated January 31, 2014 with Sharda R. Bubna appointing her as a whole time Director of our Company with effect from January 1, 2014 for a period of five years, subject to her being liable to retire by rotation. Pursuant to the resolution passed by our Board on January 21, 2014, Sharda R. Bubna is entitled to a remuneration of ₹ 3 million per annum with effect from January 1, 2014. The following are the terms of remuneration of Sharda R. Bubna:

Particulars	Remuneration (₹)
Basic Salary	₹ 3,000,000 p.a.
Commission	Nil
Perquisites	(a) Reimbursement of medical expenses actually incurred for herself and her family under the mediclaim policy (b) Leave travel fare for herself and her family, once a year (c) Company shall contribute towards provident funds/superannuation fund/annuity fund, provided that such contributions either singly or put together shall not exceed the tax free limit prescribed under the Income Tax Act, 1961 (d) Company shall pay gratuity, at rates not exceeding half month's salary for each completed year of service (e) Leave encashment as per Company's rules (f) Company-provided vehicle with driver (g) Company shall provide telephone including mobile phone (h) Reimbursement of expenses, including entertainment expenses, incurred in connection with the business of the Company
Minimum remuneration	Remuneration of Sharda R. Bubna is subject to the limit of 5% of the annual net profits of our Company and is further subject to the overall limit of 10% of the annual net profits of our Company on the remuneration of the whole time directors taken together. In the event of absence or inadequacy of profits, Sharda R. Bubna shall be entitled to the remuneration mentioned above and perquisites within the minimum remuneration specified in Schedule XIII of the Companies Act, 1956.

Ashish R. Bubna

Ashish R. Bubna was re-appointed as an Executive Director of our Company pursuant to a Shareholders resolution dated January 21, 2014 and our Company has entered into an agreement dated February 1, 2014 with Ashish R. Bubna appointing him as a whole time Director of our Company with effect from January 1, 2014 for a period of five years, subject to him being liable to retire by rotation. Pursuant to the resolution passed by our Board on January 21, 2014, Ashish R. Bubna is entitled to a remuneration of ₹ 12.5 million per annum with effect from January 1, 2014. The following are the terms of remuneration of Ashish R. Bubna:

Particulars	Remuneration (₹)
Basic Salary	₹ 12,500,000 p.a.
Commission	0.67% of net profits in accordance with Companies Act, 1956
Perquisites	(a) Reimbursement of medical expenses actually incurred for himself and his family under the mediclaim policy (b) Leave travel fare for himself and his family, once a year (c) Company shall contribute towards provident funds/superannuation fund/annuity fund, provided that such contributions either singly or put together shall not exceed the tax free limit prescribed under the Income Tax Act, 1961 (d) Company shall pay gratuity, at rates not exceeding half month's salary for each completed year of service (e) Leave encashment as per Company's rules (f) Company-provided vehicle with driver (g) Company shall provide telephone including mobile phone (h) Reimbursement of expenses, including entertainment expenses, incurred in connection with the business of the Company
Minimum remuneration	Remuneration of Ashish R. Bubna is subject to the limit of 5% of the annual net profits of our Company and is further subject to the overall limit of 10% of the annual net profits of our

Particulars	Remuneration (₹)
	Company on the remuneration of the whole time directors taken together. In the event of absence or inadequacy of profits, Ashish R. Bubna shall be entitled to the remuneration mentioned above and perquisites within the minimum remuneration specified in Schedule XIII of the Companies Act, 1956.

Manish R. Bubna

Manish R. Bubna was re-appointed as an Executive Director of our Company pursuant to a Shareholders resolution dated January 21, 2014 and our Company has entered into an agreement dated January 31, 2014 with Manish R. Bubna appointing him as a whole time Director of our Company with effect from January 1, 2014 for a period of five years, subject to him being liable to retire by rotation. Pursuant to the resolution passed by our Board on January 21, 2014, Manish R. Bubna is entitled to a remuneration of ₹ 12.5 million per annum with effect from January 1, 2014. The following are the terms of remuneration of Manish R. Bubna:

Particulars	Remuneration (₹)
Basic Salary	₹ 12,500,000 p.a.
Commission	0.67% of net profits in accordance with Companies Act, 1956
Perquisites	(a) Reimbursement of medical expenses actually incurred for himself and his family under the mediclaim policy (b) Leave travel fare for himself and his family, once a year (c) Company shall contribute towards provident funds/superannuation fund/annuity fund, provided that such contributions either singly or put together shall not exceed the tax free limit prescribed under the Income Tax Act, 1961 (d) Company shall pay gratuity, at rates not exceeding half month's salary for each completed year of service (e) Leave encashment as per Company's rules (f) Company-provided vehicle with driver (g) Company shall provide telephone including mobile phone (h) Reimbursement of expenses, including entertainment expenses, incurred in connection with the business of the Company
Minimum remuneration	Remuneration of Manish R. Bubna is subject to the limit of 5% of the annual net profits of our Company and is further subject to the overall limit of 10% of the annual net profits of our Company on the remuneration of the whole time directors taken together. In the event of absence or inadequacy of profits, Manish R. Bubna shall be entitled to the remuneration mentioned above and perquisites within the minimum remuneration specified in Schedule XIII of the Companies Act, 1956.

Payment or benefit to Directors of our Company

The sitting fees/other remuneration paid to our Directors in Fiscal 2014 are as follows:

1. Remuneration to Executive Directors:

The aggregate value of the remuneration paid to the Executive Directors in Fiscal 2014 is as follows:

Name of Director	Salary (₹ in millions)	Commission (₹ in millions)
Ramprakash V. Bubna	9.75	8.80
Sharda R. Bubna	1.88	Nil
Ashish R. Bubna	7.63	5.90
Manish R. Bubna	7.63	5.90

2. Remuneration to Non-Executive Directors:

The details of the sitting fees paid to the Non-Executive Directors in Fiscal 2014 are as follows:

Name of Director	Sitting Fees (₹ in millions)
M. S. Sundara Rajan ⁽¹⁾	0.14

Name of Director	Sitting Fees (₹ in millions)
Urvashi Saxena ⁽¹⁾	0.16
Vishal Marwaha	Nil
Shitin Desai ⁽¹⁾	0.08
P. R. Srinivasan ⁽¹⁾	0.04
Shobhan Thakore ⁽¹⁾	0.06

⁽¹⁾ In terms of the approval of our Board of Directors in its meeting dated December 16, 2013, each independent director is entitled to sitting fees of an amount of ₹20,000 per meeting.

Except as stated in this section, no amount or benefit has been paid within the two preceding years or is intended to be paid or given to any of our Company's officers, including our Directors and key management personnel. None of the beneficiaries of loans, advances and sundry debtors are related to the Directors of our Company. Further, except statutory benefits upon termination of their employment in our Company on retirement, no officer of our Company, including our Directors and the key management personnel, are entitled to any benefits upon termination of employment.

No remuneration has been paid, or is payable, to the Directors of our Company by our Subsidiaries or Associates.

Arrangement or understanding with major shareholders, customers, suppliers or others

Vishal Marwaha has been nominated to the Board by our shareholder HEP Mauritius Limited pursuant to the Share Subscription and Shareholders' Agreement dated March 11, 2008, as amended, and the resolution passed by our Board on March 14, 2008. Pursuant to the Share Subscription and Shareholders' Agreement dated March 11, 2008, as amended, and as specified in our Articles of Association, HEP Mauritius Limited shall have the right to nominate a director on our Board, provided it, along with its affiliates continue to hold 5% or more of the Equity Share capital of our Company (on a fully diluted basis). For further details, see "History and Certain Corporate Matters – Summary of key agreements".

Except as stated above, there is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our Directors was appointed on the Board.

Shareholding of Directors

The shareholding of our Directors as of the date of this Red Herring Prospectus is set forth below:

Name of Director	Number of Equity Shares held
Ramprakash V. Bubna	18,270,000
Sharda R. Bubna	18,270,000
Ashish R. Bubna ⁽¹⁾	19,680,000
Manish R. Bubna ⁽²⁾	19,680,000

⁽¹⁾ Includes Equity Shares held jointly with Seema A. Bubna

⁽²⁾ Includes Equity Shares held jointly with Anisha M. Bubna

Shareholding of Directors in Subsidiaries and Associate

Except Ramprakash V. Bubna, Sharda R. Bubna, Ashish R. Bubna and Manish R. Bubna, none of our Directors not hold any shares in our Subsidiaries and Associate. For details, see "Subsidiaries" on page 144.

Appointment of relatives of Directors to any office or place of profit

None of the relatives of the Directors hold any office or place of profit in our Company.

Interests of Directors

The independent Directors may be interested to the extent of fees payable to them and/or the commission payable to them for attending meetings of the Board of Directors or a committee thereof. All Directors may be deemed to be interested to the extent of fees payable to them for attending meetings of our Board or a committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them under our Articles, and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company.

The Directors may also be regarded as interested in the Equity Shares, if any, held by them or that may be subscribed by or allotted to the companies, firms and trusts, in which they are interested as directors, members, partners, trustees and promoters, pursuant to this Offer. All of our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the Equity Shares and preference shares, if any.

Except as otherwise disclosed in this Red Herring Prospectus, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of our Directors except the normal remuneration for services rendered as Directors. Except as provided in this section, our Company has not entered into any service contracts with our Directors which provide for benefits upon termination of employment of our Directors.

Our Directors have no interest in the promotion of our Company other than in the ordinary course of business. Further, our Directors have no interest in any property acquired or proposed to be acquired by our Company within the two years from the date of this Red Herring Prospectus. Our Company has entered into separate leave and license agreements with Ramprakash V. Bubna, Sharda R. Bubna, Ashish R. Bubna, Manish R. Bubna, Seema A. Bubna and Anisha M. Bubna each dated September 27, 2013 for Flat nos. 5-B, 1-A & 7-B, 3-B, 4-A, 2-A and 6-A of Domnic Holm located at 29th Road, Bandra (West), Mumbai 400 050 for a period of 36 months from October 1, 2013 until September 30, 2016. In terms of these leave and license agreements, our Company has to pay rent of ₹ 0.23 million per month each to Ramprakash V. Bubna and Ashish R. Bubna, ₹ 0.73 million per month to Sharda R. Bubna and ₹ 0.28 million per month each to Manish R. Bubna, Seema A. Bubna and Anisha M. Bubna. For further details, see “Our Promoter and Promoter Group” on page 178. Further, the directors have no interest in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Except as stated in this section and the related party transactions, as per Accounting Standard 18, during the last five Fiscals as mentioned in “Related Party Transactions” on page 187, our Directors do not have any other interest in the business of our Company.

Further, except as disclosed in this section, there is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which a Director was selected as director.

Except as disclosed in this Red Herring Prospectus, no loans have been availed by our Directors from our Company.

Changes in the Board in the last three years

Name	Date of Appointment/ Change/ Cessation	Reason
M. S. Sundara Rajan	July 26, 2011	Appointed as an additional Director and Non-Executive Director
Urvashi Saxena	July 26, 2011	Appointed as an additional Director and Non-Executive Director
M. S. Sundara Rajan	September 29, 2011	Confirmed as a Non-Executive Director
Urvashi Saxena	September 29, 2011	Confirmed as a Non-Executive Director
Daniel Porat	October 24, 2011	Appointed as an additional Director and Non-Executive Director
Daniel Porat	September 28, 2012	Confirmed as a Non-Executive Director
Daniel Porat	December 16, 2013	Resignation
Seema A. Bubna	December 16, 2013	Resignation
Shitin Desai	December 16, 2013	Appointed as an additional Director and Independent and Non-Executive Director
P. R. Srinivasan	December 16, 2013	Appointed as an additional Director and Independent and Non-Executive Director
Shobhan Thakore	December 16, 2013	Appointed as an additional Director and Independent and Non-Executive Director
Ramprakash V. Bubna	January 1, 2014	Re-appointed as Managing Director
Sharda R. Bubna	January 1, 2014	Re-appointed as Executive Director
Ashish R. Bubna	January 1, 2014	Re-appointed as Executive Director
Manish R. Bubna	January 1, 2014	Re-appointed as Executive Director

Name	Date of Appointment/ Change/ Cessation	Reason
M. S. Sundara Rajan	August 9, 2014	Re-appointed as an independent director under the Companies Act, 2013
Urvashi Saxena	August 9, 2014	Re-appointed as an independent director under the Companies Act, 2013
Shitin Desai	August 9, 2014	Confirmed as a director and re-appointed as an independent director under the Companies Act, 2013
P. R. Srinivasan	August 9, 2014	Confirmed as a director and re-appointed as an independent director under the Companies Act, 2013
Shobhan Thakore	August 9, 2014	Confirmed as a director and re-appointed as an independent director under the Companies Act, 2013

Borrowing Powers of Board

In accordance with the Articles of Association, the Board may, from time to time, at its discretion, by a resolution passed at a meeting of the Board, accept deposits from members either in advance of calls or otherwise and generally raise or borrow or secure the payment of any sum or sums of money for the purpose of our Company. Provided however, where the money to be borrowed together with the money already borrowed (apart from temporary loans obtained from our Company's bankers in the ordinary course of business) exceeds the aggregate of the paid-up capital of our Company and its free reserves, the Board shall not borrow such moneys without the consent of the Shareholders by a special resolution in a General Meeting.

Corporate Governance

The Corporate Governance provisions of the Listing Agreement to be entered into with the Stock Exchanges will be applicable to us immediately upon the listing of the Equity Shares with the Stock Exchanges. We are in compliance with the requirements of the applicable regulations, including the Listing Agreement with the Stock Exchanges and the SEBI Regulations, in respect of corporate governance including constitution of the Board and committees thereof. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board has been constituted in compliance with the Companies Act and the Listing Agreement with the Stock Exchanges and in accordance with best practices in corporate governance. The Board of Directors functions either as a full board or through various committees constituted to oversee specific operational areas. The executive management provides the Board of Directors detailed reports on its performance periodically.

Currently, our Board has 10 Directors, of which the Chairman of the Board is an Executive Director. In compliance with the requirements of Clause 49 of the Listing Agreement, our Company has four executive Directors and six non-executive Directors, including five independent Directors, on the Board.

Committees of the Board

Audit Committee

The members of the Audit Committee are:

1. M. S. Sundara Rajan, *Chairman*;
2. Urvashi Saxena; and
3. Ramprakash V. Bubna.

The Company Secretary shall act as the secretary of the Audit Committee. The Audit Committee was constituted by a meeting of the Board of Directors held on December 16, 2013. The terms of reference and powers of the Audit Committee were amended by a meeting of the Board of Directors held on June 3, 2014. The scope and function of the Audit Committee is in accordance with the applicable provisions of the Companies

Act and amended Clause 49 of the Listing Agreement and its terms of reference include the following:

- a) Overseeing our Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b) Recommending to the Board of Directors, the appointment, re-appointment, terms of appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- d) Reviewing with the management the annual financial statements before submission to the Board of Directors for approval, with particular reference to:
 - Matters required to be included in the director's responsibility statement to be included in the Board of Directors' report in terms of clause (c) of section 134(3) of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions;
 - Qualifications in the draft audit report.
- e) Reviewing with the management the quarterly financial statements before submission to the Board of Directors for approval;
- f) 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.
- g) Reviewing with the management the performance of statutory and internal auditors and the adequacy of internal control systems;
- h) 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;
- i) Discussion with internal auditors any significant findings and follow up there on;
- j) 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 of Directors;
- k) Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as have post-audit discussion to ascertain any area of concern;
- l) To look into the reasons for substantial defaults in payments to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- m) To review the functioning of the whistle blowing mechanism;
- n) Approval of appointment of the chief financial officer (i.e. the whole time finance director or any other person heading the finance function or discharging that function) after assessing, amongst others, the

qualifications, experience and background of the candidate;

- o) Review & monitor the auditor's independence and performance and effectiveness of audit process;
- p) Approval or any subsequent modification of transactions of the company with related parties;
- q) Scrutiny of inter-corporate loans & investments;
- r) Valuation of undertakings or assets of the company;
- s) Evaluation of internal financial controls and risk management systems;
- t) Examination of the financial statement and the auditor's report thereon;
- u) Monitoring the end use of funds raised through public offers and related matters; and
- v) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The powers of the Audit Committee shall include the power to:

- a) Investigate any activity within its terms of reference;
- b) have full access to information contained in the records of the Company;
- c) Seek information from any employee;
- d) Obtain outside legal or other professional advice; and
- e) Secure attendance of outsiders with relevant expertise, if it considers necessary.

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 the management;
- c) Management letters/ letters of internal control weaknesses issued by the statutory auditors;
- d) Internal audit reports relating to internal control weaknesses; and
- e) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.

The Audit Committee is required to meet at least four times in a year under the amended Clause 49 of the Listing Agreement.

Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

- 1. M. S. Sundara Rajan, *Chairman*;
- 2. Urvashi Saxena; and
- 3. Shitin Desai.

The Nomination and Remuneration Committee was constituted by a meeting of the Board of Directors held on December 16, 2013. The terms of reference and power of the Nomination and Remuneration Committee was amended by a meeting of the Board of Directors on June 3, 2014. It includes the following:

- a) To fix and finalise remuneration including salary, perquisites, benefits, bonuses and allowances;
- b) To frame suitable policies and systems to ensure that:

- (i) there is no violation, by an employee of any applicable laws in India or overseas, including:
 - The Securities and Exchange Board of India (Insider Trading) Regulations, 1992; or
 - The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 1995.
 - (ii) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - (iii) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - (iv) Remuneration payable to the Directors, Key Managerial Personnel and other senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;
- c) To fix performance linked incentives along with the performance criteria;
 - d) To fix increments and promotions;
 - e) To enter into service contracts, notice period, severance fees;
 - f) To make ex-gratia payments.
 - g) To formulate detailed terms and conditions of employee stock option schemes including details pertaining to quantum of options to be granted, conditions for lapsing of vested options, exercise period, adjustments for corporate actions and procedure for cashless exercise and perform such other functions as are required to be performed by the Remuneration Committee under the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as amended (“**ESOP Guidelines**”), in particular, those stated in Clause 5 of the ESOP Guidelines;
 - h) To formulate 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;
 - i) To formulate the criteria for evaluation of independent directors and the Board;
 - j) To devise a policy on Board diversity;
 - k) To identify 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; and
 - l) To carry out such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

Stakeholder’s Relationship Committee

The members of the Stakeholder’s Relationship Committee are:

1. P. R. Srinivasan, *Chairman*;
2. Shobhan Thakore; and
3. Manish R. Bubna.

The Stakeholder’s Relationship Committee was constituted by the Board of Directors at their meeting held on December 16, 2013. This Committee is responsible for the redressal of shareholder grievances. The terms of reference of the Stakeholder’s Relationship Committee of our Company was amended by a meeting of the Board of Directors held on June 3, 2014. It includes the following:

- a) Redressal of shareholders', debenture holders' and other security holders' investors complaints including complaints related to transfer of shares ;
- b) Allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
- c) Issue of duplicate certificates and new certificates on split/consolidation/renewal;
- d) Non-receipt of declared dividends, balance sheets of the Company; and
- e) Carrying out any other function as prescribed under in the Listing Agreement.

IPO Committee

The members of the IPO Committee are:

- 1. Ramprakash V. Bubna, *Chairman*;
- 2. Shitin Desai;
- 3. Shobhan Thakore;
- 4. Manish R. Bubna;
- 5. Gautam Arora; and
- 6. Jetkin Gudkha, *Company Secretary*.

The IPO Committee was constituted by the Board of Directors at their meeting held on December 16, 2013. The terms of reference of the IPO Committee of our Company include the following:

- a) To decide in consultation with the Selling Shareholders on the timing, pricing and all the terms and conditions of the Offer, including the price band, Offer price, and to accept any amendments, modifications, variations or alterations thereto;
- b) To appoint and enter into arrangements in consultation with the Selling Shareholders where applicable, with the book running lead managers, underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, escrow collection bankers to the Offer, registrars, legal advisors and any other agencies or persons or intermediaries to the Offer and to negotiate and finalise the terms of their appointment;
- c) To make applications in consultation with the Selling Shareholders, where necessary, to such authorities as may be required and accept on behalf of the Board such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required;
- d) To finalise, approve and file in consultation with the Selling Shareholder where applicable, the draft red herring prospectus with SEBI, the red herring prospectus and prospectus with the Registrar of Companies and to make necessary amendments or alterations, therein;
- e) To finalise and settle and to execute in consultation with the Selling Shareholders where applicable and deliver or arrange the delivery of the draft red herring prospectus, the red herring prospectus, the prospectus, syndicate agreement, underwriting agreement, escrow agreement and all other documents, deeds, agreements and instruments as may be required or desirable in relation to the Offer;
- f) To open with the bankers to the Offer such accounts as may be required by the regulations issued by SEBI;
- g) To open and operate bank accounts in terms of the escrow agreement and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- h) To authorize and approve in consultation with the Selling Shareholders, the incurring of expenditure and payment of fees, commission, remuneration and expenses in connection with the Offer;

- i) To approve the basis for allocation/ allotment and confirm allocation/allotment of the equity shares to various categories of persons as disclosed in the Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus, in consultation with the BRLMs and the Selling Shareholders, where applicable and do all such acts and things as may be necessary and expedient for, and incidental and ancillary to, the Public Issue;
- j) To issue allotment letters/confirmation of allotment notes with power to authorise one or more officers of the Company to sign all or any of the aforesaid documents;
- k) To do all such acts, deeds, matters and things and execute all such other documents, etc. in consultation with the Selling Shareholders where applicable, deem necessary or desirable for such purpose, including without limitation, finalise the basis of allocation and to allot the shares to the successful allottees as permissible in law, issue of share certificates in accordance with the relevant rules;
- l) To do all such acts, deeds and things as may be required to dematerialise the Equity Shares and to sign agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) limited and such other agencies, authorities or bodies as may be required in this connection;
- m) To make applications for listing of the Equity Shares in one or more stock exchange(s) and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchange(s); and
- n) To settle all questions, difficulties or doubts that may arise in regard to such issues or allotment and matters incidental thereto as it may, in consultation with the Selling Shareholders, where applicable, deem fit and to delegate such of its powers as may be deemed necessary to the officials of the Company.

Corporate Social Responsibility Committee

The members of the Corporate Social Responsibility Committee are:

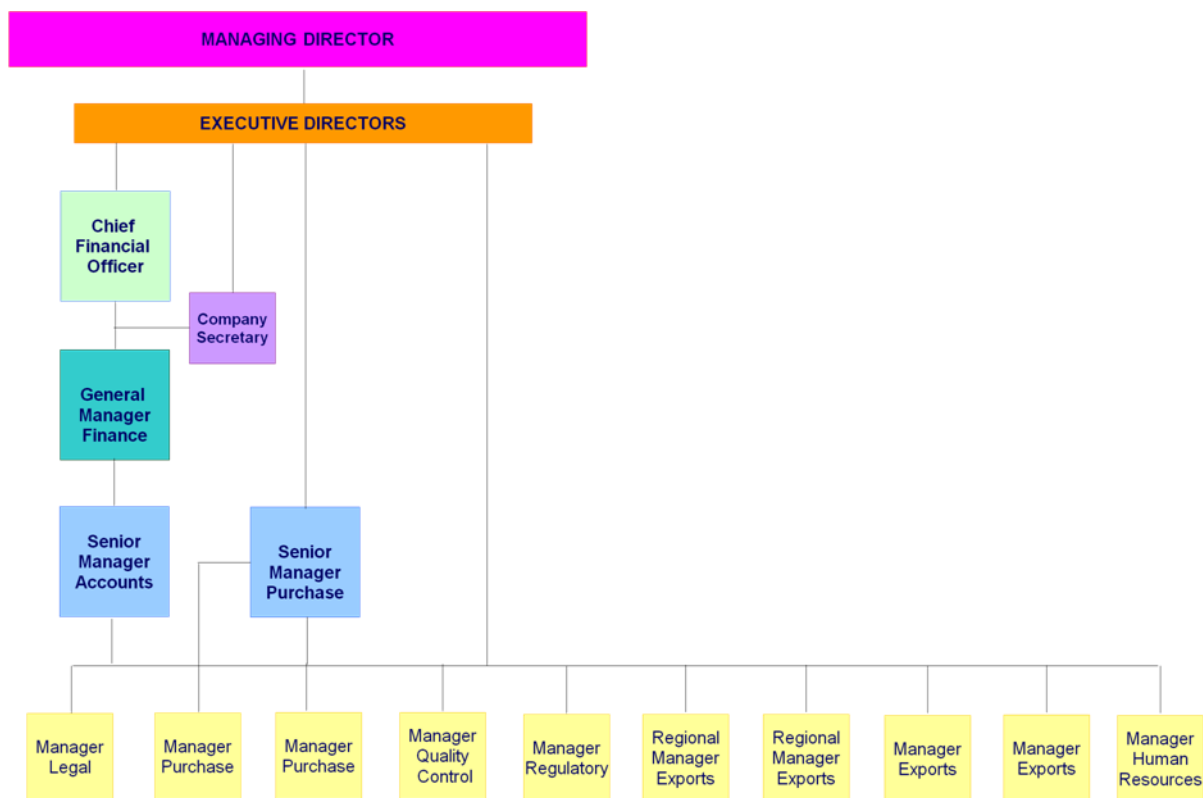
- 1. Ramprakash V. Bubna, *Chairman*;
- 2. Manish R. Bubna;
- 3. Shitin Desai; and
- 4. Urvashi Saxena.

The Corporate Social Responsibility Committee was constituted by the Board of Directors at their meeting held on June 3, 2014. The terms of reference of the Corporate Social Responsibility Committee of our Company include the following:

- a) To formulate and recommend to the Board, a corporate social responsibility policy (Policy) indicating activities to be undertaken by the Company in compliance with the provisions of the Companies Act, 2013. The list of activities are as follows:
 - (i) eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water;
 - (ii) promotion of education, including special education and employment enhancing vocation skills especially among children, woman, elderly, and the differently abled and livelihood enhancement projects;
 - (iii) promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
 - (iv) ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water;

- (v) protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;
 - (vi) measures for the benefit of armed force veterans, war widows and their dependents;
 - (vii) training to promote rural sports, nationally recognised sports, paralympic sports and olympic sports;
 - (viii) contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the scheduled castes, the scheduled tribes, other backward classes, minorities and woman;
 - (ix) contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
 - (x) rural development projects.
- b) To recommend the amount of expenditure to be incurred on the CSR activities;
- c) To monitor the implementation of the framework of the CSR Policy;
- d) The following activities shall not be covered under CSR expenditure:
- (i) CSR activities undertaken in any foreign country.
 - (ii) CSR activities that benefit only the employees of the Company and their family.
 - (iii) Any amount contributed directly or indirectly to any political party.
- e) The Director's report of Company pertaining to financial year commencing on or after April 1, 2014 shall include an annual report on CSR, which should include details about Company's CSR policy, composition of Committee, average net profits of last three years, amount spent and unspent on CSR, reasons for not spending, project-wise amount spent, etc.
- f) The Board of Directors shall also require to display the CSR policy on the Company's website.
- g) Others:
- i. The CSR activities of the Company shall be as per the stated policy of the Company, excluding activities undertaken in pursuance of its normal course of business.
 - ii. The Board of the Company may decide to undertake its CSR activities approved by the Committee, through a registered trust or a registered society or a company established by the company or its holding or subsidiary or associate company under section 8 of the Act or otherwise.
 - iii. The Company may also collaborate with other companies for undertaking projects or programs or CSR activities in such a manner that the Committees of respective companies are in a position to report separately on such projects or programs in accordance with these rules.
 - iv. The Company may build CSR capacities of its own personnel as well as those of its implementing agencies through institutions with established track records of at least three financial years but such expenditure shall not exceed five percent of total CSR expenditure of the company in one financial year.
 - v. The minimum quorum for the meeting of the said Corporate Social Responsibility committee shall be 2 (two).

Management Organisation Chart



Key Management Personnel

The details of the key management personnel, as of the date of this Red Herring Prospectus, are as follows:

Gautam Arora, 46 years, holds the position of the Chief Financial Officer of our Company. He holds a bachelor's degree in Commerce from Mumbai University and is an associate chartered accountant. He has a total work experience of 17 years, prior to joining the Company. He is responsible for corporate finance, treasury, financial and management accounting functions in our Company. Prior to joining our Company he worked with Reliance Industries Limited as vice president (finance) and Raymond Limited as general manager (finance). During Fiscal 2014, he was paid a gross compensation of ₹ 7.89 million. He has joined our Company on April 12, 2010 and his term of office expires in the year 2026.

Sylpesh Dedhia, 47 years, holds the position of General Manager (Finance) of our Company. He holds a bachelor's degree in Commerce from Mumbai University and is a fellow chartered accountant. He has a total work experience of 14 years. He is responsible for treasury, forex and banking management in our Company. Prior to joining our Company, he worked with Aegis Limited (Essar Group) as deputy general manager (finance), wherein he was awarded best employee award in 2012. He has also worked with 4004 Incorporated as senior manager (finance) and Unisource Worldwide Pvt. Ltd. as senior manager (finance and accounts Department). During Fiscal 2014, he was paid a gross compensation of ₹ 2.18 million. He has joined our Company on September 26, 2012 and his term of office expires in the year 2025.

Jetkin N. Gudkha, 27 years, holds the position of the Company Secretary and Compliance Officer of our Company. He holds a bachelor's degree in Commerce and Law from Mumbai University and is an associate company secretary. He has total work experience of three years. He is responsible for handling secretarial matters in our Company. During Fiscal 2014, he was paid a gross compensation of ₹ 0.72 million. He has joined our Company on February 23, 2011 and his term of office expires in the year 2045.

Pyarelal Gadlinge, 46 years, holds the position of Senior Accounts Manager of our Company. He holds a bachelor's degree in Commerce from Mumbai University. He has a total work experience of 22 years. He is responsible for the accounts operations in our Company. During Fiscal 2014, he was paid a gross compensation of ₹ 3.18 million. In the past, he was associated with M/s. Sharda International and M/s. Bubna Enterprises and his term of office in our Company expires in the year 2026.

Sandeep Larha, 34 years, holds the position of Senior Manager (Purchase) of our Company. He holds a bachelor's degree in Commerce and Law from Mumbai University and a master's degree in Business Administration from the Institute of Chartered Financial Analysts of India University, Tripura. He is also an associate chartered accountant. He has a total work experience of nine years. He is responsible for global procurement and logistics. During Fiscal 2014, he was paid a gross compensation of ₹ 3.14 million. He has joined our Company on April 1, 2008 and his term of office expires in the year 2037.

Amol Prabhughate, 39 years, holds the position of Manager (Human Resources) of our Company. He holds a bachelor's degree in Science (Mathematics) from Mumbai University and a diploma in Personnel and Management and Industrial Relations from Narsee Monjee Institute of Management Studies. He has a total work experience of 16 years. He has been nominated to the Maratha Executive Training Programme in Human Resources and been awarded best employee at the Eastern International Hotels Ltd. Further, he is a qualified Six Sigma Green Belt by ITC Ltd. He is responsible for handling human resources and administrative functions in our Company. Prior to joining our Company, he worked with Shirke Infrastructure as general manager (human resources and administration) and ITC Maratha (a hotel division of ITC Limited) as an executive (human resources). During Fiscal 2014, he was paid a gross compensation of ₹ 1.81 million. He has joined our Company on October 7, 2011 and his term of office expires in the year 2032.

Pooja Nulkar, 45 years, holds the position of Regional Manager – Exports of our Company. She holds a bachelor's degree in Commerce from Mumbai University. She has total work experience of 20 years. She is responsible for marketing, operations, logistics and banking related functions in our Company. Prior to joining our Company, she worked with Venus Records and Tapes Private Limited and DTDC Courier. During Fiscal 2014, she was paid a gross compensation of ₹ 2.04 million. She joined our Company on April 1, 2008 and her term of office expires in the year 2026.

Seema More, 40 years, holds the position of Manager (Registrations) of our Company. She holds a bachelor's degree in Science from Mumbai University. She has a total work experience of 15 years. She is responsible for regulatory functions in our Company. Prior to joining our Company, she worked with ORG MARG as an executive and Indian Petrochemicals Corporation Limited as marketing assistant. During Fiscal 2014, she was paid a gross compensation of ₹ 2.10 million. In the past, she was associated with M/s. Sharda International and M/s. Bubna Enterprises and her term of office expires in the year 2032.

None of the key management personnel are related to each other.

All the key management personnel are permanent employees of our Company.

Shareholding of Key Management Personnel

None of the key management personnel in our Company hold any Equity Share as of the date of this Red Herring Prospectus.

Bonus or profit sharing plan of the Key Management Personnel

None of the key management personnel in our Company is party to any bonus or profit sharing plan of the Company.

Interests of Key Management Personnel

The Key Management Personnel of our Company do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment, reimbursement of expenses incurred by them during the ordinary course of business. The Key Management Personnel may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of such Equity shares, if any.

None of the key management personnel have been paid any consideration of any nature from our Company, other than their remuneration. Our Company has provided a housing loan to Pyarelal Gadlinge and as of June 30, 2014, ₹ 2.25 million is outstanding. Except as disclosed above, no loans have been availed by our key management personnel from our Company.

Further, there is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which a key management personnel was selected as member of senior management.

Changes in the key management personnel

The changes in the key management personnel in the last three years are as follows:

Name	Designation	Date of change	Reason for change
Gautam Arora	Chief Financial Officer	July 10, 2014	Re-appointment under the Companies Act, 2013
Sylpesh Dedhia	General Manager (Finance)	September 26, 2012	Appointment
Vinay Poddar	Senior Manager (Sourcing)	November 16, 2011	Resignation
Amol Prabhughate	Manager (Human Resource)	October 7, 2011	Appointment

Payment or Benefit to officers of our Company

Except as stated otherwise in this Red Herring Prospectus, no non-salary amount or benefit has been paid or given or is intended to be paid or given to any of our Company's employees including the key management personnel and our Directors within the two preceding years.

PROMOTERS AND PROMOTER GROUP

Ramprakash V. Bubna, Sharda R. Bubna, Ashish R. Bubna and Manish R. Bubna are the Promoters of our Company.



Ramprakash V. Bubna

Ramprakash V. Bubna, 68 years, is the Chairman and Managing Director of our Company. He is a resident Indian national. For further details, see “Management” on page 157.

The driving license number of Ramprakash V. Bubna is MH02 20043021580 and his voter identification number is ROL2236750.



Sharda R. Bubna

Sharda R. Bubna, 61 years, is an Executive Director of our Company. She is a resident Indian national. For further details, see “Management” on page 157.

The voter identification number of Sharda R. Bubna is ROL2236768. She does not have a driving license.



Ashish R. Bubna

Ashish R. Bubna, 41 years, is an Executive Director of our Company. He is a resident Indian national. For further details, see “Management” on page 157.

The driving license number of Ashish R. Bubna is MH02 19940005557 and his voter identification number is ROL2236776.



Manish R. Bubna

Manish R. Bubna, 40 years, is an Executive Director of our Company. He is a resident Indian national. For further details, see “Management” on page 157.

The driving license number of Manish R. Bubna is MH02 19930015930 and his voter identification number is ROL2236784.

Our Company confirms that the permanent account number, bank account numbers and passport number of our Promoters have been submitted to the Stock Exchanges at the time of filing the Draft Red Herring Prospectus with them.

Interests of Promoters

Our Promoters are interested in our Company to the extent of their respective shareholding and the dividends received by them on such shareholding and the remuneration received from our Company. For details on the

shareholding of our Promoters in our Company, see “Capital Structure” and “Management” on pages 73 and 157, respectively.

Ramprakash V. Bubna is the Chairman and Managing Director of our Company and may be deemed to be interested to the extent of remuneration, and reimbursement of expenses payable to him. Sharda R. Bubna, Ashish R. Bubna and Manish R. Bubna are Executive Directors of our Company and may be deemed to be interested to the extent of remuneration and reimbursement of expenses payable to them. For further details, see “Management” on page 157.

Our Promoters are not interested in the properties acquired or proposed to be acquired by our Company in the past two years before filing of the Draft Red Herring Prospectus with the SEBI. Our Company has entered into separate leave and license agreements with Ramprakash V. Bubna, Sharda R. Bubna, Ashish R. Bubna, Manish R. Bubna, Seema A. Bubna and Anisha M. Bubna each dated September 27, 2013 for Flat nos. 5-B, 1-A & 7-B, 3-B, 4-A, 2-A and 6-A, respectively, of Domnic Holm located at 29th Road, Bandra (West), Mumbai 400 050 for a period of 36 months from October 1, 2013 until September 30, 2016. In terms of these leave and license agreements, our Company has to pay rent of ₹ 0.23 million per month each to Ramprakash V. Bubna and Ashish R. Bubna, ₹ 0.73 million per month to Sharda R. Bubna and ₹ 0.28 million per month each to Manish R. Bubna, Seema A. Bubna and Anisha M. Bubna.

Except as stated otherwise in this Red Herring Prospectus, our Company has not entered into any contract, agreements or arrangements during the preceding two years from the date of this Red Herring Prospectus or proposes to enter into any such contract in which our Promoters are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them. For further details of related party transactions, as per Accounting Standard 18, see “Related Party Transactions” on page 187.

Other than our Subsidiaries and Group Companies, our Promoters do not have any interest in any venture that is involved in any activities similar to those conducted by our Company.

Our Promoters have no interest in acquisition of land, construction of building and supply of machinery undertaken by our Company.

For details of related party transactions entered into by our Company with its Subsidiaries, as per Accounting Standard 18, during the last five Fiscals, the nature of transactions and the cumulative value of transactions, see “Related Party Transactions” on page 187.

Our Promoters are not related to any sundry debtors of our Company.

Payment or Benefits to Promoters

Except as stated otherwise in the section “Related Party Transactions” about the related party transactions, as per Accounting Standard 18, entered into during the last five Fiscals and “Promoters and Promoter Group - Interests of Promoters” on pages 187 and 178, respectively, there has been no payment or benefit to our Promoters or Promoter Group during the two years prior to the filing of the Draft Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoters or Promoter Group as on the date of this Red Herring Prospectus.

Confirmations

Our Promoters and our Group Companies have not been declared as wilful defaulters by the RBI or any other government authority. Further, there are no violations of securities laws committed by our Promoters in the past and no proceedings for violation of securities laws are pending against them.

Our Promoters and Promoter Group entities have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Promoters are not and have never been a promoter, director or person in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Except as otherwise disclosed in this Red Herring Prospectus, our Promoters are not interested in any entity which holds any intellectual property rights that are used by our Company.

Companies with which our Promoters have disassociated in the last three years

Except as provided below, our Promoters have not disassociated themselves from any of the companies during the preceding three years:

Sr. No.	Name of the disassociated entity	Reasons and circumstances leading to the disassociation and terms of disassociation	Date of disassociation
1.	Siddhivinayak International Limited	Entire shareholding of Mr. Ramprakash V. Bubna in Siddhivinayak International Limited was sold to Sharda International DMCC for an aggregate consideration of AED 250,000. Mr. Ramprakash V. Bubna continues as a director on the board of Siddhivinayak International Limited.	September 30, 2013
2.	Sharda Benelux BVBA	Entire shareholding of Mr. Ramprakash V. Bubna in Sharda Benelux BVBA was sold to Sharda International DMCC for an aggregate consideration of Euro 3,100. Mr. Ramprakash V. Bubna continues as a director on the board of Sharda Benelux BVBA.	November 13, 2013
3.	Sharda Benelux BVBA	Entire shareholding of Mrs. Sharda R. Bubna in Sharda Benelux BVBA was sold to Sharda International DMCC for an aggregate consideration of Euro 3,100	November 13, 2013
4.	Euroazijski Pesticidi d.o.o.	Entire shareholding of Mr. Ashish R. Bubna in Euroazijski Pesticidi d.o.o. was sold to Sharda International DMCC with effect from January 7, 2014, for an aggregate consideration of HRK 20,000 which is currently outstanding	Effective from January 7, 2014, pursuant to an order of the Commercial Court in Zagreb dated July 23, 2014

Change in the management and control of our Company

Our Promoters are the original promoters of our Company and there has not been any change in the management or control of our Company.

Guarantees

Except as stated otherwise in the section “History and Certain Corporate Matters” on page 139, our Promoters have not given any guarantee to a third party as of the date of this Red Herring Prospectus.

Promoter Group

Persons and entities constituting the Promoter Group of our Company in terms of Regulation 2(1)(zb) of the SEBI Regulations.

Group Companies

Our Company does not have any other Group Companies as per the definition of the “Group Companies” as provided in the SEBI Regulations except as disclosed in the section titled “Group Companies” on page 181.

GROUP COMPANIES

Besides our Subsidiaries, the following companies, firms, ventures, etc. are promoted by our Promoter (including companies under the same management pursuant to Section 370(1B) of the Companies Act, 1956) and thus, our Group Companies:

1. Blossoms Properties Private Limited
2. Jankidevi Bilasrai Bubna Trust
3. Palmspring Estates Private Limited
4. Sharda Exports Private Limited
5. Sharphil Inc.
6. Gujarat Cropchem Private Limited

A. Top five Group Companies (based on turnover)

The details of our top five Group Companies (based on turnover) are provided below:

1. Jankidevi Bilasrai Bubna Trust (“Jankidevi Trust”)

Corporate Information

Jankidevi Trust was incorporated as a public charitable trust and was formed on March 12, 1992, under the laws of India. Jankidevi Trust has been formed for charitable purposes namely, medical relief, spread and promotion of education, distribution of free food to the poor and other charitable purposes.

Interest of Promoters

Ramprakash V. Bubna and Sharda R. Bubna are trustees of Jankidevi Trust.

Financial Performance

The financial information derived from the audited financial results of Jankidevi Trust for the Fiscals 2014, 2013 and 2012 are set forth below:

(Figures in ₹ million)

	For the years ended		
	March 31, 2014	March 31, 2013	March 31, 2012
Corpus fund	13.80	13.50	13.00
Reserves and surplus (excluding revaluation)	1.22	1.14	1.15
Total Income	4.74	4.16	4.78
Surplus/(Deficit) as per Income and Expenditure Account	0.08	(0.01)	0.09

2. Sharphil Inc. (“Sharphil”)

Corporate Information

Sharphil was incorporated as a limited liability company on September 12, 2006, under the laws of Philippines. Sharphil is involved in the business of trading of goods such as general chemicals fertilizers, agrochemicals and rubber products.

Interest of Promoters

The shareholding pattern of Sharphil is as follows:

Sr. No.	Name of the shareholder	No. of shares of PHP 100 each	Shareholding percentage
1.	Ramprakash V. Bubna	500	20
2.	Sharda R. Bubna	250	10
3.	Ashish R. Bubna	125	5
4.	Manish R. Bubna	125	5
5.	Rolando K Javier	500	20
6.	Eduardo D Alejandrino	500	20
7.	Nestor G Atitiw	500	20
Total		2,500	100

Financial Performance

The financial information derived from the audited financial results of Sharphil for the years ended 2013, 2012 and 2011 are set forth below:

(Figures in ₹ million, except per share data)

	For the years ended		
	December 31, 2013	December 31, 2012	December 31, 2011
Equity capital	0.06	0.06	0.06
Reserves and surplus (excluding revaluation)	(0.34)	(0.35)	(0.33)
Sales/Turnover (Income)	0.19	0.15	0.10
Profit/(Loss) after tax	0.03	0.01	(0.01)
Earnings per share (Basic)	11.21	2.03	(2.09)
Earnings per share (Diluted)	11.21	2.03	(2.09)
Net asset value per share	(111.42)	(117.55)	(111.20)

3. Sharda Exports Private Limited (“SEPL”)

Corporate Information

SEPL was incorporated as a private company on March 8, 1990, under the laws of India. The main objects of SEPL is to carry on business as exporters, importers, buyers, sellers, distributors, stockist, agents and/or suppliers, dealers of all types of chemicals and chemical products, dyes, dyes intermediates, moulding materials, plastics, pharmaceuticals, lubricants, fertilisers, compounds oxygen, hydrogen, nitrogen, carbonic acid, actylene and any other gases or any compounds thereof.

Interest of Promoters

The shareholding pattern of SEPL is as follows:

Sr. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Shareholding percentage
1.	Ashish R. Bubna	10,000	19.92
2.	Manish R. Bubna	10,000	19.92
3.	Ramprakash V. Bubna	15,100	30.08
4.	Sharda R. Bubna	15,100	30.08
Total		50,200	100.00

Financial Performance

The financial information derived from the audited financial results of SEPL for Fiscals 2014, 2013, and 2012 are set forth below:

(Figures in ₹ million, except per share data)

	For the years ended		
	March 31, 2014	March 31, 2013	March 31, 2012

	For the years ended		
	March 31, 2014	March 31, 2013	March 31, 2012
Equity capital	0.50	0.50	0.50
Reserves and surplus (excluding revaluation)	5.69	5.63	5.59
Sales/Turnover (Income)	0.10	0.08	0.09
Profit/(Loss) after tax	0.06	0.04	0.06
Earnings per share (Basic)	1.24	0.84	1.10
Earnings per share (Diluted)	1.24	0.84	1.10
Net asset value per share	123.44	122.20	121.36

4. Blossoms Properties Private Limited (“BPPL”)

Corporate Information

BPPL was incorporated as a private company on April 25, 1991, under the laws of India. The main objects of BPPL is to acquire land for the purpose of agriculture, horticulture and farmhouses and to carry on business of cultivators, planters, gardeners, growers and manufacturers or sellers and dealers in vegetable, agricultural and horticultural products.

Interest of Promoters

The shareholding pattern of BPPL is as follows:

Sr. No.	Name of the shareholder	No. of equity shares of ₹ 100 each	Shareholding percentage
1.	Ashish R. Bubna	500	49.90
2.	Seema A. Bubna	500	49.90
3.	Manish R. Bubna	1	0.10
4.	Ramprakash V. Bubna	1	0.10
Total		1,002	100.00

Financial Performance

The financial information derived from the audited financial results of BPPL for Fiscals 2014, 2013, and 2012 are set forth below:

(Figures in ₹ million, except per share data)

	For the years ended		
	March 31, 2014	March 31, 2013	March 31, 2012
Equity capital	0.10	0.10	0.10
Reserves and surplus (excluding revaluation)	0.09	0.24	0.39
Sales/Turnover (Income)	0.02	0.01	0.01
Profit/(Loss) after tax	(0.15)	(0.15)	(0.12)
Earnings per share (Basic)	(147.97)	(146.42)	(124.22)
Earnings per share (Diluted)	(147.97)	(146.42)	(124.22)
Net asset value per share	190.62	338.58	485.01

5. Palmspring Estates Private Limited (“PEPL”)

Corporate Information

PEPL was incorporated as a private company on April 24, 1991, under the laws of India. The main objects of PEPL is to acquire land for the purpose of agriculture, horticulture and farmhouses and to carry on business of cultivators, planters, gardeners, growers and manufacturers or sellers and dealers in vegetable, agricultural and horticultural products.

Interest of Promoters

The shareholding pattern of PEPL is as follows:

Sr. No.	Name of the shareholder	No. of equity shares of ₹ 100 each	Shareholding percentage
1.	Ashish R. Bubna	501	50.00
2.	Seema A. Bubna	500	49.90
3.	Sharda R. Bubna	1	0.10
Total		1,002	100.00

Financial Performance

The financial information derived from the audited financial results of PEPL for Fiscals 2014, 2013, and 2012 are set forth below:

(Figures in ₹ million, except per share data)

	For the years ended		
	March 31, 2014	March 31, 2013	March 31, 2012
Equity capital	0.10	0.10	0.10
Reserves and surplus (excluding revaluation)	0.04	0.20	0.37
Sales/Turnover (Income)	0.01	0.01	0.01
Profit/(Loss) after tax	(0.16)	(0.17)	(0.13)
Earnings per share (Basic)	(158.09)	(169.37)	(127.51)
Earnings per share (Diluted)	(158.09)	(169.37)	(127.51)
Net asset value per share	137.25	295.34	464.70

B. Group Companies with negative net-worth

1. Sharphil Inc. (“Sharphil”)

Sharphil, one of our Group Companies had a negative net-worth as per the last disclosed financial statement. For further details, see “Group Companies - Top five Group Companies (based on turnover)”.

C. Details of other Group Companies

1. Gujarat Cropchem Private Limited (“GCPL”)

GCPL was incorporated as a private limited company on March 27, 2014, under the laws of India. The main object of GCPL is to carry on the business whether in India or abroad as exporters, importers, buyers, sellers, distributors, stockists, agents and/or suppliers, dealers of all type of chemicals and chemical product, dyes, dyes intermediates, agrochemicals, insecticides, pesticides, fungicides, herbicides, limigants, rodenticides, moulding material, plastics, pharmaceuticals, bulk drug, drug intermediate, perfumery chemicals, rubber auxiliaries, agricultures, chemicals, food preservatives, food colours, petrochemicals, synthetic resins, v-belts, conveyor belts, farming agents, lubricants, fertilizers, sachharine, paints, pigments, varnishes, compound oxygen, hydrogen, nitrogen, carbonic acid, actylene and any other gases or any compound thereof all type of heavy chemicals such as sulphuric and other acid, caustic soda, soda ash, all type of textile chemicals, photographic chemicals, rubber products, all type of textile goods, all industrial and organic and inorganic chemicals, steel, steel products, steel chains thereof incidental to acts and things necessary for the attainment of the above objects.

Interest of Promoters

The shareholding pattern of GCPL is as follows:

Sr. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Shareholding percentage
1.	Ramprakash V. Bubna	3,400	34.00
2.	Ashish R. Bubna	3,300	33.00
3.	Manish R. Bubna	3,300	33.00

Sr. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Shareholding percentage
Total		10,000	100.00

Financial Performance

The financial information of GCPL is not available as GCPL was incorporated on March 27, 2014.

Loss making Group Companies:

The following tables set forth the details of our Group Companies which have incurred loss in the last Fiscal and profit/(loss) made by them in the last three Fiscals:

Sr. No.	Name of the entity	Currency	Profit/(Loss) (Amount in million)		
			For the year ended		
			March 31, 2014	March 31, 2013	March 31, 2012
1.	Blossoms Properties Private Limited	INR	(0.15)	(0.15)	(0.12)
2.	Palmspring Estates Private Limited	INR	(0.16)	(0.17)	(0.13)

Nature and Extent of Interest of Group Companies

a. In the promotion of our Company

None of our Group Companies have any interest in the promotion or any business interest or other interests in our Company.

b. In the properties acquired or proposed to be acquired by our Company in the past two years before filing the Draft Red Herring Prospectus with SEBI

None of our Group Companies is interested in the properties acquired or proposed to be acquired by our Company in the two years preceding the filing of the Draft Red Herring Prospectus.

c. In transactions for acquisition of land, construction of building and supply of machinery

None of our Group Companies is interested in any transactions for the acquisition of land, construction of building or supply of machinery.

Common Pursuits amongst the Group Companies and Associate Companies with our Company

Sharphil Inc., our Group Company and Sharda Private (Thailand) Limited, our Associate, are engaged in business similar to that of our Company. Our Company will adopt the necessary procedures and practices as permitted by law to address any conflict of interest as and when it may arise. Except as stated above, there are no common pursuits amongst any of our Group Companies, our Associate and our Company.

Related Business Transactions within the Group Companies and significance on the financial performance of our Company

Except as stated in this Red Herring Prospectus and other than the related party transactions during the last five Fiscals as disclosed in the section “Related Party Transactions” on page 187, there are no other related business transactions within the Group Companies.

Sale/Purchase between Group Companies, Subsidiaries and Associate Companies

None of our Group Companies, Subsidiaries and Associate Companies is involved in any sales or purchase with our Company where such sales or purchases exceed in value in the aggregate 10% of the total sales or purchases of our Company.

Other confirmations

None of our Group Companies has remained defunct and no application has been made to the registrar of companies for striking off the name of any of our Group Companies during the five years preceding the date of filing the Draft Red Herring Prospectus with SEBI. None of our Group Companies fall under the definition of sick companies under SICA and none of them is under winding up.

No equity shares of our Group Companies are listed on any stock exchange and they have not made any public or rights issue of securities in the preceding three years.

RELATED PARTY TRANSACTIONS

For details of the related party transactions during the last five Fiscals, as per the requirements under Accounting Standard 18 “Related Party Disclosures” issued by the Institute of Chartered Accountants of India, see the sections “Financial Statements – Annexure XVII – Restated Unconsolidated Statement of Related Party Transaction – as per Accounting Standard 18 Related Party Disclosures” and “Financial Statements – Annexure XVIII – Restated Consolidated Statement of Related Party Transactions – as per Accounting Standard 18 Related Party Disclosures” on pages 232 and 300, respectively.

DIVIDEND POLICY

The declaration and payment of dividends, if any, will be recommended by our Board of Directors and approved by the shareholders, in their discretion, subject to the provisions of the Articles of Association and the Companies Act. The dividends, if any, will depend on a number of factors, including but not limited to the earnings, capital requirements and overall financial position of our Company. Our Company has no formal dividend policy. The dividends declared by our Company during the last five Fiscals are set out in the following table:

Particular	Fiscal 2014	Fiscal 2013	Fiscal 2012	Fiscal 2011	Fiscal 2010
Number of Equity Shares of ₹ 10 each	90,220,495	90,220,495	90,220,495	90,220,495	90,220,495
Rate of dividend (%)	20.00	10.00	10.00	-	-
Dividend amount (₹ in million)	180.44	90.22	90.22	-	-
Tax on dividend (₹ in million)	30.67	14.64	14.64	-	-

SECTION V: FINANCIAL INFORMATION

FINANCIAL STATEMENTS

Report of auditors on the Restated Unconsolidated Financial Statements of Sharda Cropchem Limited as at and for each of the years ended March 31, 2014, 2013, 2012, 2011 and 2010

The Board of Directors
Sharda Cropchem Limited
(Formerly known as Sharda Worldwide Exports Private Limited)
Domnic Holm
29th Road, Off Waterfield Road
Bandra West
Mumbai - 400050

Dear Sirs,

1. We have examined the attached Restated Unconsolidated Financial Information of Sharda Cropchem Limited (Formerly known as Sharda Worldwide Exports Private Limited) (the “Company”) as at March 31, 2014, 2013, 2012, 2011 and 2010 and for each of the years ended March 31, 2014, 2013, 2012, 2011 and 2010 prepared by the Company for the purpose of inclusion in the offer document (“Restated Unconsolidated Financial Information”), in connection with its proposed Initial Public Offer (“IPO”). Such financial information has been approved by the Board of Directors and prepared by the Company in accordance with the requirements of:
 - a) Sub-clause (i), (ii) and (iii) of clause (b) of Sub-section (1) of Section 26 of Chapter III of The Companies Act 2013 (the “Act”) read with rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014; and
 - b) relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “Regulations”) issued by the Securities and Exchange Board of India (“SEBI”) on August 26, 2009, as amended from time to time in pursuance of the Securities and Exchange Board of India Act, 1992.
2. We have examined such Restated Unconsolidated Financial Information taking into consideration:
 - a) the terms of our engagement agreed with you vide our engagement letter dated July 25, 2014, requesting us to carry out work on such financial information, proposed to be included in the offer document of the Company in connection with its proposed IPO; and
 - b) the Guidance Note on Reports in Company Prospectuses (Revised) issued by the Institute of Chartered Accountants of India.
3. The Company proposes to make an IPO by offer for sale by certain shareholders’ existing equity shares of Rs.10 each at such premium, arrived at by book building process (referred to as the “Issue”), as may be decided by the Board of Directors of the Company.

Restated Unconsolidated Financial Information as per audited financial statements:

4. The Restated Unconsolidated Financial Information has been compiled by the management from the audited unconsolidated financial statements of the Company as at and for each of the years ended March 31, 2014, 2013, 2012, 2011 and 2010 which have been approved by the board of directors and books of account underlying the financial statements of the years ended March 31, 2011 and March 31, 2010 and other related records of the company in respect of those years to the extent considered necessary, for the presentation of the Restated Unconsolidated Financial Information under the requirements of the Revised Schedule VI of the Companies Act, 1956.
5. In accordance with the requirements of Sub-clause (i), (ii) and (iii) of clause (b) of Sub-section (1) of Section 26 of Chapter III of the Act read with rules 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the Regulations and terms of our engagement agreed with you, we report that, read with paragraph 4 above, we have examined the Restated Unconsolidated Financial Information as at and for the years ended March 31, 2014, 2013, 2012, 2011 and 2010 as set out in Annexures I to III.
6. Based on the above, we report that:

- i. The Restated Unconsolidated Profits have been arrived at after making such adjustments and regroupings as, in our opinion, are appropriate and more fully described in the notes appearing in Annexure IV to this report;
- ii. The impact arising on account of changes in accounting policies adopted by the Company as at and for the year ended March 31, 2014, is applied with retrospective effect in the Restated Unconsolidated Financial Information;
- iii. Adjustments for the material amounts in the respective financial years to which they relate have been adjusted in the Restated Unconsolidated Financial Information;
- iv. There are no extraordinary items which need to be disclosed separately in the Restated Unconsolidated Financial Information;
- v. There are no qualifications in the auditors' reports on the Unconsolidated Financial Statements of the Company as at and for each of the years ended March 31, 2014, 2013, 2012, 2011 and 2010 which require any adjustments to the Restated Unconsolidated Financial Information; and
- vi. Other qualifications included in the Annexure to the auditors' report on the Unconsolidated Financial Statements for the years ended March 31, 2014, 2013, 2012, 2011 and 2010 which do not require any corrective adjustment in the financial information, are as follows:

F. For the year ended March 31, 2014

Clause (ix)(c)

According to the records of the Company, the dues outstanding of income-tax, sales tax, wealth-tax, service tax, customs duty, excise duty and cess on account of any dispute, are as follows:

Name of the statute	Nature of dues	Forum where dispute is pending	Period to which amount relates	Amount (Rs. In millions)
Finance Act, 1994	Service Tax	Commissioner, CESTAT	2007-08 to 2012-13	785.13

G. For the Financial year ended March 31, 2013

i. Clause (vii)

The company does not have an internal audit system.

ii. Clause (ix)(a)

Undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, customs duty, excise duty, cess and other material statutory dues have been regularly deposited with the appropriate authorities *except a slight delay in case of service tax.*

C. For the Financial year ended March 31, 2012

i. Clause (vii)

The company does not have an internal audit system.

ii. Clause (ix)(a)

Undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, customs duty, excise duty cess and other material statutory dues have generally been regularly deposited with the appropriate authorities. *In case of service tax there have been delays in large number of cases.*

iii. Clause (ix)(b)

According to the information and explanations given to us, undisputed dues in respect of provident fund, investor education and protection fund, employees' state insurance, income-

tax, wealth-tax, service tax, sales-tax, customs duty, excise duty cess and other material statutory dues which were outstanding, at the year end, for a period of more than six months from the date they became payable, are as follows:

Name of the statute	Nature of dues	Amount (Rs. In millions)	Period to which the amount relates	Due date	Date of payment
Finance Act, 1994	Service tax	44.32	F.Y. 2007-08 to FY 2011-12	Various dates	22 nd September 2012

iv. Clause (ix)(c)

According to the records of the Company, the dues outstanding of income-tax, sales tax, wealth-tax, service tax, customs duty, excise duty and cess on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs. In millions)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	3.92	F.Y. 2004-05	Commissioner of Income Tax (Appeals), Mumbai.

D. For the Financial year ended March 31, 2011

i. Clause (vii)

No internal audit has been performed during the period.

ii. Clause (ix)(c)

According to the records of the Company, the dues outstanding of income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty and cess on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs. In millions)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	3.92	F.Y. 2004-05	Commissioner of Income Tax (Appeals), Mumbai.

E. For the financial year ended March 31, 2010

i. Clause (vii)

No internal audit has been performed during the period.

ii. Clause (ix)(a)

Undisputed statutory dues including provident fund, investor education and protection fund, or employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess have generally been regularly deposited with the appropriate authorities *though there has been a slight delay in a few cases.*

7. We have not audited any financial statements of the Company as of any date or for any period subsequent to March 31, 2014. Accordingly, we express no opinion on the financial position, results of operations or cash flows of the Company as of any date or for any period subsequent to March 31, 2014.

Other Financial Information:

8. At the Company's request, we have also examined the following unconsolidated financial information proposed to be included in the offer document prepared by the management and approved by the Board of Directors of the Company and annexed to this report relating to the Company as at and for each of the years ended March 31, 2014, 2013, 2012, 2011 and 2010:
 - i. Restated Unconsolidated Statement of Long term provisions, enclosed as Annexure VI
 - ii. Restated Unconsolidated Statement of Short term borrowings, enclosed as Annexure VII
 - iii. Restated Unconsolidated Statement of Other Current Liabilities, enclosed as Annexure VIII
 - iv. Restated Unconsolidated Statement of Short term provisions, enclosed as Annexure IX
 - v. Restated Unconsolidated Statement of Non-Current Investments, enclosed as Annexure X
 - vi. Restated Unconsolidated Statement of Long term Loans and Advances, enclosed as Annexure XI
 - vii. Restated Unconsolidated Statement of Current Investments, enclosed as Annexure XII
 - viii. Restated Unconsolidated Statement of Trade Receivables, enclosed as Annexure XIII
 - ix. Restated Unconsolidated Statement of Short term Loans and Advances, enclosed as Annexure XIV
 - x. Statement of Tax Shelter, enclosed as Annexure XV
 - xi. Restated Capitalisation Statement, as appearing in Annexure XVI
 - xii. Restated Unconsolidated Statement of Related Party Transactions –As per accounting standard 18 Related party Disclosures, enclosed as Annexure XVII
 - xiii. Restated Unconsolidated Statement of Rates and Amount of Dividends, enclosed as Annexure XVIII
 - xiv. Restated Unconsolidated Statement of Accounting Ratios, enclosed as Annexure XIX
 - xv. Restated Unconsolidated Statement of Segment information, enclosed as Annexure XX
 - xvi. Restated Unconsolidated Statement of Contingent Liabilities, enclosed as Annexure XXI
 - xvii. Restated Unconsolidated Statement of Revenue from Operations, enclosed as Annexure XXII
 - xviii. Restated Unconsolidated Statement of Other Income, enclosed as Annexure XXIII
9. In our opinion, the financial information as disclosed in the Annexures to this report, read with the respective significant accounting policies and notes disclosed in Annexure V, and after making adjustments and regroupings as considered appropriate and disclosed in Annexures IV, have been prepared in accordance with the relevant provisions of the Act and the Regulations.
10. This report should not be in any way construed as a reissuance or redating of any of the previous audit reports issued by us, nor should this report be construed as an opinion on any of the financial statements referred to herein.
11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
12. This report is intended solely for your information and for inclusion in the offer document in connection with the proposed IPO of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For S.R. Batliboi & Co. LLP
Firm Registration No.: 301003E
Chartered Accountants

per Vijay Maniar
Partner
Membership no. 36738

Mumbai
Date: August 9, 2014

ANNEXURE I

RESTATED UNCONSOLIDATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(Rs. in million)

Sr. No.	Particulars	Annexures	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
A.	Equity & Liabilities						
	Share Holder's Funds						
	(a) Equity share capital		902.21	902.21	902.21	180.44	180.44
	(b) Reserves and Surplus		4,262.74	3,628.91	3,029.99	1,864.09	1,670.44
	Total of Shareholder funds		5,164.95	4,531.12	3,932.20	2,044.53	1,850.88
B	Non-current liabilities						
	(a) Deferred tax liabilities (Net)		102.63	90.44	51.18	42.70	59.40
	(b) Long –term Provision	VI	1.53	-	-	-	-
	Total of Non-current liabilities		104.16	90.44	51.18	42.70	59.40
C	Current liabilities						
	(a) Short-term borrowings	VII	-	2.15	26.31	4.79	15.27
	(b) Trade payables		1614.57	1642.51	1726.04	997.60	793.98
	(c) Other current liabilities	VIII	674.83	687.84	469.39	419.92	387.72
	(d) Short-term provisions	IX	266.36	105.99	105.07	33.40	4.57
	Total of Current liabilities		2,555.76	2,438.49	2,326.81	1,455.71	1,201.54
	Total of A + B + C		7,824.87	7,060.05	6,310.19	3,542.94	3,111.82
	Assets						
D	Non-current assets						
	(a) Fixed assets:						
	Tangible assets		13.09	12.80	12.79	10.54	9.21
	Intangible assets		618.98	627.32	566.60	788.84	928.31
	Intangible assets under development		1,334.84	883.91	630.60	315.78	161.12
			1,966.91	1,524.03	1,209.99	1,115.16	1,098.64
	(b) Non-current investments	X	64.19	59.45	48.44	13.16	13.16

Sr. No.	Particulars	Annexures	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
	(c) Long-term loans and advances	XI	189.11	137.90	79.62	26.83	27.28
	(d) Other non-current assets		79.96	73.98	29.18	-	64.04
	Total Non-current assets		2,300.17	1,795.36	1,367.23	1,155.15	1,203.12
E	Current assets						
	(a) Current investments	XII	1,692.41	922.71	323.16	254.99	172.51
	(b) Inventories		611.75	808.59	982.80	477.05	332.15
	(c) Trade receivables	XIII	2,855.67	3,001.13	3,242.19	1,559.69	1,374.64
	(d) Cash and Bank balances		153.89	318.62	294.52	71.47	24.18
	(e) Short-term loans and advances	XIV	186.82	191.48	96.68	19.80	2.70
	(f) Other current assets		24.16	22.16	3.61	4.79	2.52
	Total current assets		5,524.70	5,264.69	4,942.96	2,387.79	1,908.70
	Total of D+E		7,824.87	7,060.05	6,310.19	3,542.94	3,111.82

Notes:

1. The above statement should be read with the notes to restated unconsolidated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV & V.

As per our report on even date
For S. R. BATLIBOI & CO. LLP
ICAI Firm Registration No. 301003E
Chartered Accountants

For and on behalf of the Board of Directors of
SHARDA CROPCHEM LIMITED

per Vijay Maniar
Partner
Membership Number – 36738

R. V. Bubna
[Chairman &
Managing Director]

A. R. Bubna
[Executive
Director]

Jetkin Gudhka
[Company
Secretary]

Gautam Arora
[Chief Financial Officer]

Place: Mumbai
Date: August 9, 2014

Place: Mumbai
Date: August 9, 2014

ANNEXURE II

RESTATED UNCONSOLIDATED SUMMARY STATEMENT OF PROFITS AND LOSSES

(Rs. in million)

Particulars	Annexures	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
Income:						
Revenue from operations	XXII	5,321.26	5,562.23	3,469.50	2,411.84	2,033.65
Other income	XXIII	353.75	177.12	63.05	39.86	32.73
Total revenue		5,675.01	5,739.35	3,532.55	2,451.70	2,066.38
Expenses:						
Purchase of traded goods		1,434.80	2,336.39	1,302.83	1,117.90	1,033.27
Raw materials consumed		1,493.61	1,318.94	950.58	486.08	388.72
(Increase)/decrease in inventories of finished goods		163.83	(23.32)	(111.38)	(8.58)	(105.38)
Employee benefits expense		118.07	77.57	59.99	50.06	35.86
Finance costs		5.86	0.10	0.09	1.92	0.97
Depreciation and amortisation expense		288.41	366.98	368.61	315.41	247.52
Other expenses		912.59	624.10	404.85	201.12	269.28
Total expenses		4,417.17	4,700.76	2,975.57	2,163.91	1,870.24
Restated Profit before tax		1,257.84	1,038.59	556.98	287.79	196.14
Tax expense/(credit):						
- Current tax		400.70	295.56	168.83	110.85	31.24
-Deferred tax expense/(credit)		12.19	39.26	8.48	(16.71)	31.96
Total tax expense		412.89	334.82	177.31	94.14	63.20
Restated Profit after tax		844.95	703.77	379.67	193.65	132.94

Notes:

- The above statement should be read with the notes to restated unconsolidated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV & V.

As per our report on even date
For S. R. BATLIBOI & CO. LLP
ICAI Firm Registration No. 301003E
Chartered Accountants

For and on behalf of the Board of Directors of
SHARDA CROP CHEM LIMITED

per Vijay Maniar
Partner
Membership Number – 36738

R. V. Bubna
[Chairman &
Managing Director]

A. R. Bubna
[Executive
Director]

Jetkin Gudhka
[Company
Secretary]

Gautam Arora
[Chief Financial Officer]

Place: Mumbai
Date: August 9, 2014

Place: Mumbai
Date: August 9, 2014

ANNEXURE III

RESTATED UNCONSOLIDATED SUMMARY STATEMENT OF CASH FLOWS

(Rs. in million)

Particulars		Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
A.	CASH FLOW FROM/(USED IN) OPERATING ACTIVITIES					
	Profit before taxation (as restated)	1,257.84	1,038.59	556.98	287.79	196.14
	Non cash adjustments to reconcile profit before tax to net cash flows					
	Depreciation and amortisation expense	288.41	366.98	368.61	315.41	247.52
	Provision/(reversal) for diminution in value of current investments	(0.04)	0.04	(0.01)	0.01	0.72
	Provision/(reversal) for diminution in value of non-current investments	(3.62)	(5.42)	9.04	-	-
	Loss on sale/scrap of fixed assets (Net)	8.10	12.28	-	-	0.04
	Net (gain)/loss on sale of current investments	(73.67)	(15.76)	(11.96)	(2.88)	1.33
	Net (gain)/loss on sale of non-current investments	(10.29)	-	-	-	-
	Unrealised foreign exchange (gain)/loss	98.55	64.73	8.04	(35.36)	106.49
	Finance costs	5.86	0.10	0.09	1.92	0.97
	Interest income	(46.10)	(38.06)	(4.11)	(3.34)	(4.24)
	Dividend income	(7.18)	(19.16)	(15.55)	(8.53)	(19.04)
	Operating profit before working capital changes (as restated)	1,517.86	1,404.32	911.13	555.02	529.93
	Movements in Working Capital					
	(Increase)/decrease in long-term loans and advances	(49.46)	0.03	26.25	0.44	29.13
	(Increase)/decrease in trade receivables	138.55	110.53	(344.49)	(154.36)	(196.64)
	(Increase)/decrease in inventories	196.79	174.23	(195.74)	(144.89)	(182.30)
	(Increase)/decrease in short-term loans and advances	46.94	(90.92)	(36.04)	(17.15)	7.19
	(Increase)/decrease in other current assets	(2.88)	0.75	1.19	(2.27)	(1.43)
	Increase/(decrease) in long – term provisions	1.53	-	-	-	-
	Increase/(decrease) in trade payables	(48.33)	(51.93)	245.08	206.64	246.64
	Increase/(decrease) in other current liabilities	26.19	30.92	10.30	3.33	(1.63)
	Increase/(decrease) in short-term provisions	54.13	0.92	(33.19)	(1.79)	(29.12)
		363.46	174.53	(326.64)	(110.05)	(128.16)
	Cash flow from operations	1,881.32	1,578.85	584.49	444.97	401.77

Particulars		Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
	Direct taxes paid (Net of refunds)	(402.44)	(353.88)	(247.87)	(80.23)	(81.57)
	Net cash generated from/(used in) operating activities (A)	1,478.88	1,224.97	336.62	364.74	320.20
B.	CASH FLOW FROM/(USED IN) INVESTING ACTIVITIES					
	Amount received pursuant to Scheme of Amalgamation	-	-	296.21	-	-
	Interest received on bank deposits and others	1.58	31.35	4.11	3.34	4.24
	Dividends received on current investments	6.94	0.93	-	-	16.50
	Dividends received on non-current investments	0.20	0.20	-	-	2.54
	Acquisition of / investment in subsidiaries	(0.26)	(3.10)	7.28	-	(0.48)
	Purchase of non-current investments	(50.00)	(2.50)	(3.58)	-	-
	Proceeds from sale of non-current investments	59.42	-	-	-	-
	Purchase of fixed assets including intangible assets, intangible assets under development and capital advances	(850.24)	(488.40)	(377.39)	(300.65)	(499.20)
	Proceeds from sale of fixed assets	-	0.44	-	-	0.19
	Current Investments not considered as cash and bank balances					
	- (Purchases) / Proceeds from sale	(695.95)	(565.83)	(40.64)	(70.35)	198.90
	Redemption/(investment) in bank deposits (having original maturity of more than three months)	28.69	(72.16)	1.55	63.98	0.85
	Net cash generated from/(used in) investing activities (B)	(1,499.62)	(1,099.07)	(112.46)	(303.68)	(276.46)
C.	CASH FLOW FROM/(USED IN) FINANCING ACTIVITIES					
	Finance costs paid	(5.86)	(0.10)	(0.09)	(1.92)	(0.97)
	Dividend paid on equity shares	(90.22)	(90.22)	-	-	-
	Tax on equity dividend paid	(14.64)	(14.64)	-	-	-
	Proceeds from/ (Repayment of) short-term borrowings.	(2.15)	(23.46)	(4.63)	(10.48)	(64.25)
	Net cash generated from/(used in) financing activities (C)	(112.87)	(128.42)	(4.72)	(12.40)	(65.22)
D.	Net Increase/(Decrease) in cash and bank balances (A+B+C)	(133.61)	(2.52)	219.44	48.66	(21.48)
E.	Cash and Cash Equivalents at the beginning of the year	287.42	294.52	70.05	22.82	44.30
F.	Effect of exchange differences on restatement of foreign	0.08	(4.59)	5.03	(1.43)	-

Particulars		Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
	currency cash and bank balances					
G.	Total Cash and Cash Equivalents at the end of the year (D+E+F)	153.89	287.41	294.52	70.05	22.82
	Components of cash and cash equivalents					
	Cash on hand	0.12	0.06	0.06	0.03	0.00
	With banks - on current account	153.77	287.35	294.46	70.02	22.82
	Total cash and cash equivalents	153.89	287.41	294.52	70.05	22.82

Notes

- Figures in brackets indicate cash outflow
- The above statement should be read with the Notes to Restated Unconsolidated Summary Statement of Assets and Liabilities, Profit and Loss and Cash Flows appearing in Annexure – IV & V.

As per our report on even date
For S. R. BATLIBOI & CO. LLP
ICAI Firm Registration No. 301003E
Chartered Accountants

For and on behalf of the Board of Directors of
SHARDA CROP CHEM LIMITED

per Vijay Maniar
Partner
Membership Number – 36738

R. V. Bubna
[Chairman &
Managing Director]

A. R. Bubna
[Executive
Director]

Jetkin Gudhka
[Company
Secretary]

Gautam Arora
[Chief Financial Officer]

Place: Mumbai
Date: August 9, 2014

Place: Mumbai
Date: August 9, 2014

ANNEXURE IV

NOTES ON MATERIAL ADJUSTMENTS

The summary of results of restatement made in the audited unconsolidated financial statements for the respective years and its impact on the profit of the Company is as follows:

(Rs. in million)

Particulars	For the Year Ended 31st March, 2014	For the Year Ended 31st March, 2013	For the Year Ended 31st March, 2012	For the Year Ended 31st March, 2011	For the Year Ended 31st March, 2010
Net profit as per audited financial statements	886.58	770.72	409.79	199.74	46.65
Adjustments to net profit as per audited financial statements					
a. Prior period items	21.23	(21.23)	21.36	(5.91)	(10.94)
b. Other material adjustment	(84.20)	(59.24)	(59.52)	(2.82)	112.60
c. Change in accounting policies	-	-	-	-	2.54
d(i). Tax over and under provision	-	(11.28)	(0.00)	4.14	3.39
d(ii). Deferred tax impact of adjustments	21.34	24.80	8.04	(1.50)	(21.30)
Total of adjustments	(41.63)	(66.95)	(30.12)	(6.09)	86.29
Restated profit	844.95	703.77	379.67	193.65	132.94

Notes

(a) Prior period items

In the financial statements for the year ended March 31, 2014, March 31, 2013, March 31, 2012, March 31, 2011 and March 31, 2010, certain items of income/expenses have been identified as prior period adjustments. These adjustments were recorded in the year when identified. However, for the purpose of Restated Unconsolidated Summary Statements, such prior period adjustments have been appropriately adjusted in the respective years to which the transactions pertain to. The details of such prior period adjustments are as under:

(Rs. in million)

Particulars	For the Year Ended 31st March, 2014	For the Year Ended 31st March, 2013	For the Year Ended 31st March, 2012	For the Year Ended 31st March, 2011	For the Year Ended 31st March, 2010
Expenses	13.26	(13.26)	-	-	-
Indirect tax	-	-	21.36	(9.03)	(10.06)
Depreciation	-	-	-	3.12	(3.12)
Commission on sales	7.97	(7.97)	-	-	2.24
Total	21.23	(21.23)	21.36	(5.91)	(10.94)

(b) Other material Adjustments

(Rs. in million)

Particulars	For the Year Ended 31st March, 2014	For the Year Ended 31st March, 2013	For the Year Ended 31st March, 2012	For the Year Ended 31st March, 2011	For the Year Ended 31st March, 2010
Quality and rate difference settlements	(84.60)	5.29	(90.65)	(22.56)	99.30

Particulars	For the Year Ended 31st March, 2014	For the Year Ended 31st March, 2013	For the Year Ended 31st March, 2012	For the Year Ended 31st March, 2011	For the Year Ended 31st March, 2010
Amortisation of Intangible Assets- Product Registrations	0.40	(30.74)	18.72	10.70	3.24
Indirect tax	-	(33.79)	12.43	9.04	10.06
Expense	-	-	(0.02)	-	-
Total	(84.20)	(59.24)	(59.52)	(2.82)	112.60

i) Quality and rate difference settlements

In the financial statements for the year ended March 31, 2014, March 31, 2013, March 31, 2012, March 31, 2011 and March 31, 2010, quality and rate difference charges were reduced from sales. These amounts were recovered upon their final settlement in the subsequent financial years. For the purpose of Restated Unconsolidated Summary Statements, such quality and rate difference settlements have been appropriately adjusted in the respective years to which the transactions pertained to.

ii) Amortisation of Intangible Assets - Product Registrations

Liabilities relating to Product Registration (intangible asset) in respect of data compensation and indirect taxes were capitalized in the earlier years based on the information available at the respective point of time. Subsequently, upon crystallisation of those liabilities and refund of indirect taxes, the company has adjusted the difference in the said intangible asset. For the purpose of Restated Unconsolidated Summary Statements, the crystallised liability has been accounted in place of estimated liability and the difference is adjusted in intangible asset with corresponding impact in other current liabilities and short term loans and advances. Consequently, amortization charge on the said intangible asset has been recomputed for each of the years.

iii) Indirect tax

Refund of indirect taxes paid on certain expenses and disclosed as Other Income has been adjusted in the respective years in which expenses were incurred

(c) Change in Accounting Policy

Till the year ended March 31, 2011, the company, in accordance with the Pre-Revised Schedule VI requirement, was recognizing dividend declared by subsidiary companies after the reporting date in the current year's statement of profit and loss if such dividend pertained to the period ending on or before the reporting date. Revised Schedule VI, applicable for financial years commencing on or after April 1, 2011, does not contain this requirement. Hence, to comply with AS 9 Revenue Recognition, the company has changed its accounting policy for recognition of dividend income from subsidiary companies. In accordance with the revised policy, the company recognizes dividend as income only when the right to receive the same is established by the reporting date. For the purpose of Restated Unconsolidated Summary Statements, the Company has recognised the change in accounting policy for dividend income retrospectively.

(d) Tax adjustment

Short or excess provision of prior taxes provided in each of the accounting year has been adjusted in the respective financial years for which the taxes were under provided.

(Rs. in million)					
Particulars	For the Year Ended 31st March, 2014	For the Year Ended 31st March, 2013	For the Year Ended 31st March, 2012	For the Year Ended 31st March, 2011	For the Year Ended 31st March, 2010
Tax over and	-	(11.28)	0.00	4.14	3.39

Particulars	For the Year Ended 31st March, 2014	For the Year Ended 31st March, 2013	For the Year Ended 31st March, 2012	For the Year Ended 31st March, 2011	For the Year Ended 31st March, 2010
under provision					
Deferred tax impact of adjustments	21.34	24.80	8.04	(1.50)	(21.30)
Total	21.34	13.52	8.04	2.64	(17.91)

(e) **Material Regrouping**

Appropriate adjustments have been made in the Restated Unconsolidated Summary Statements of Assets and Liabilities, Profit and Losses and Cash Flows, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financials of the Company as at and for the year ended March 31, 2014, prepared in accordance with Revised Schedule VI, and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (as amended).

(f) **Restatement adjustments made in the audited opening balance figure in the net surplus in the Statement of Profit and Loss for the year ended March 31, 2010**

Particulars		Rs. in million
Net surplus in the Statement of Profit and Loss as at April 1, 2009 as per audited financial statements		542.38
Adjustments		
a. Prior period expenses	(4.51)	
b. Other material adjustment	93.17	
c. Change in accounting policies	(2.54)	
d(i). Tax over and under provision	3.75	
d(ii). Deferred tax impact of adjustments	(31.38)	
Total		58.49
Net surplus in the Statement of Profit and Loss as at April 1, 2009 as restated		600.87

(g) **Non-adjusting items**

Certain qualifications in the Annexure to the Auditor's report on the financial statements for the years ended March 31, 2014, March 31, 2013, March 31, 2012, March 31, 2011 March 31, 2010 which do not require any quantitative adjustment in the restated unconsolidated summary statements are as follows:

- delayed deposit of certain statutory dues in respect of the financial years ended March 31, 2013, March 31, 2012 and March 31, 2010;
- there was no internal audit carried out in respect of financial year ended March 31, 2013, March 31, 2012, March 31, 2011 and March 31, 2010;
- Delay in payment of undisputed statutory dues for more than six months in respect of financial year ended March 31, 2012;
- non-payment of disputed statutory dues in respect of financial year ended March 31, 2014, March 31, 2012 and March 31, 2011.

(h) **Application of Revised Schedule VI**

During the year ended March 31, 2012, the Revised Schedule VI notified under the Companies Act, 1956, has become applicable to the Company for preparation and presentation of its financial statements. The adoption of Revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The Company has also reclassified the

figures for the years ended March 31, 2011, and 2010 in accordance with the requirements applicable for the year ended March 31, 2012.

ANNEXURE-V

NOTES TO RESTATED UNCONSOLIDATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES, STATEMENT OF PROFIT AND LOSS AND STATEMENT OF CASH FLOWS

1. Corporate information

Sharda Cropchem Limited (the Company) [Formerly known as Sharda Worldwide Exports Private Limited] is a limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company is engaged in exports of Agro chemicals - technical grade and formulations - to various countries around the world. The Company also exports Conveyor belts, Rubber belts/sheet, Dyes and Dye intermediates and other products worldwide.

2. Basis of preparation

The restated unconsolidated summary Statement of Assets and Liabilities of the Company as at March 31, 2014, March 31, 2013, March 31, 2012, March 31, 2011 and March 31, 2010 and the related restated unconsolidated summary Statement of Profits and Losses and cash flows for the year ended March 31, 2014, March 31, 2013, March 31, 2012, March 31, 2011 and March 31, 2010 (herein collectively referred to as ('Restated Unconsolidated Summary Statements')) have been compiled by the management from the financial statements for the year ended, March 31, 2014, March 31, 2013, March 31, 2012, March 31, 2011 and March 31, 2010.

The Financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956 read with the General Circular 08/2014 dated 04 April 2014 issued by the Ministry of Corporate Affairs. The financials statements have been prepared under the historical cost convention on accrual. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

These Restated Unconsolidated Summary Statements of assets and liabilities, profits and losses and cash flows have been prepared by the company to comply in all material respects with the requirements of Sub-clause (i), (ii) and (iii) of clause (b) of Sub-section (1) of Section 26 of Chapter III of The Companies Act, 2013 read with rules 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the SEBI Guidelines") issued by SEBI on August 26, 2009 as amended from time to time.

2.1 Summary of significant accounting policies

(a) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

(b) Tangible fixed assets

Fixed Assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises of the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

(c) Depreciation on tangible fixed assets

Depreciation is provided after impairment, if any, using the straight line method as per the useful lives of the assets estimated by the management, or at rates prescribed under Schedule

XIV of the Companies Act, 1956, whichever is higher. Assets costing Rs.5,000 or less are fully depreciated in the year of acquisition. Fixed Assets are depreciated equally over estimated useful life as under:-

Asset class	Estimated useful life
Computers	6 to 7 years
Furniture and Fixtures	15 to 16 years
Office Equipments	21 to 22 years
Motor Cars	10 to 11 years

(d) Intangible assets and amortization

Intangible Assets are stated at cost less accumulated amortization.

Data Registration

Data Registration expenses and Data Compensation charges are amortised on a straight line basis over a period of five years.

Computer Software

Expenses on implementation of Computer Software are amortised on a straight line basis over a period of four years.

(e) Impairment of tangible and intangible assets

- (i) The carrying amounts of assets are reviewed for impairment at each Balance Sheet date to determine if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using pre tax rate, that reflect current market assessment of the time value of money and the risk specific to the assets.
- (ii) After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

(f) Research and Development costs

Research costs are expensed as incurred. Development expenditure is carried forward when its future recoverability can reasonable be regarded as assured and is amortized over the period of expected future benefit.

(g) Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis.

Non-Current Investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in nature.

(h) Inventories

Raw materials, traded goods and finished goods are valued at lower of cost or net realizable value. Cost includes direct material and direct expenses. Cost is determined on a weighted average basis. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sales.

(i) Retirement and other employee benefits

Provident Fund is a defined contribution scheme established under a State Plan. The contributions to the scheme are charged to the statement of profit and loss in the year in which the employees renders the related service.

Gratuity liability is a defined benefit obligation which is provided for on the basis of an actuarial valuation on projected unit cost method made at the end of each financial year.

Short term compensated absences are provided for based on estimates.

Actuarial gains/(losses) are immediately taken to the Statement of profit and loss and are not deferred.

(j) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

Sale of goods

Revenue is recognized when the significant risks and rewards of ownership of the goods have been passed to the buyer.

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividends

Dividend income is recognized when the shareholders' right to receive payment is established by the Balance Sheet date.

(k) Foreign currency transactions

Foreign currency transactions and balances

(i) Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount, the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in foreign currency are reported using the exchange rate at the date of the transaction and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rate that existed when the values were determined.

(iii) Exchange differences

Exchange differences arising on the settlement of monetary items or on reporting monetary items of the company at rates different from those at which they were initially recorded during the year or reported in previous financial statements are recognized as income or as expenses in the year in which they arise.

(iv) Forward exchange contracts not intended for trading or speculation purpose

The premium or discount arising at the inception of forward exchange contracts is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognized in the statement of Profit and Loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contracts is recognized as income or as expense for the year.

(l) Derivative instruments

In accordance with the ICAI announcement, derivative contracts, other than foreign currency forward contracts covered under AS 11, are marked to market on a portfolio basis, and the net loss, if any, after considering the offsetting effect of gain on the underlying hedged item, is charged to the statement of profit and loss. Net gain, if any, after considering the offsetting effect of loss on the underlying hedged item, is ignored.

(m) Leases

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of profit and loss on a straight-line basis over the lease term.

(n) Earnings per share

Basic earnings per share has been calculated by dividing the net profit/(loss) after tax for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year are adjusted for events of bonus issue.

For the purpose of calculating diluted earnings per share, the net profit/(loss) after tax for the year attributable to equity shareholders and the weighted average number of equity shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(o) Segment reporting

Identification of segments

The company's operating businesses are organized and managed separately according to the products with each business segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the company carry on business.

Inter-segment transfers

The company generally accounts for inter segment sales and transfers as if the sales or transfers were to third parties at current market prices.

Allocation of common costs

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Unallocated items

It includes general corporate income and expense items which are not allocated to any business segment.

Segment accounting policies

The company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole.

(p) Cash and cash equivalents

Cash and cash equivalents for the purpose of cash flow statement comprise cash on hand, cash at bank and term deposits with banks and also include short term investments with an original maturity of three months or less.

(q) Taxes on Income

Tax expense comprises of Current and Deferred Tax. Current Income Tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. Deferred Tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred Tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. Deferred Tax Assets and Deferred Tax Liabilities are offset if a legally enforceable right exists to set off Current Tax Assets against Current Tax Liabilities. Deferred Tax Assets and Deferred Tax Liabilities relate to the taxes on income levied by same governing taxation laws. Deferred Tax Assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such Deferred Tax Assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all Deferred Tax Assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

The carrying amount of Deferred Tax Assets are reviewed at each Balance Sheet date. The company writes down the carrying amount of a Deferred Tax Asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which Deferred Tax Asset can be realized. Any such write down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

(r) Provisions and Contingencies

Provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised but are disclosed in the note to the financial statements unless the possibility of an outflow of resources embodying economic benefits is remote.

(s) Borrowing Cost

Borrowing costs includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowings costs directly attributable to acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

2.2 Amalgamation of Sharda International FZE, U.A.E.

Pursuant to the Scheme of Amalgamation ("the Scheme") under Sections 391 to 394 of the Companies Act, 1956, the Hon'ble High Court of Judicature at Bombay had pronounced an order on January 16, 2012 sanctioning the scheme of amalgamation of Sharda International FZE, U.A.E. (SIFZE), a wholly owned subsidiary of the Company with the Company from the appointed date viz. 15th March, 2012. The Scheme became effective on March 15, 2012 upon filing of the said order with the Registrar of Companies, Mumbai. Consequently, all the assets and liabilities of SIFZE had been transferred to and vested in the company with effect from 15th March, 2012. The Scheme had accordingly been given

effect to in financial year 2011-12.

Assets and Liabilities of SIFZE as on the appointed date are as set out below:

Particulars	Rs. in Million
Assets	
Fixed Assets	74.09
Investments	51.39
Current Assets, Loans and Advances	1,867.48
Total	1,992.96
Liabilities and equity	
Current Liabilities and Provisions	342.41
Loans	25.33
Share Capital	12.36
Reserves and surplus	1,612.86
Total	1,992.96

In accordance with Accounting Standard 14 - Accounting for Amalgamation, the amalgamation had been accounted for under the "Pooling of interest" method, as prescribed by the scheme. Accordingly, all assets, liabilities and other reserves of SIFZE as on 15th March, 2012 had been aggregated at their respective book values (after converting the book values using the applicable exchange rate at the close of business of the day immediately preceding the appointment date).

The company was directly holding the entire paid up capital of SIFZE and hence no consideration had been issued for the aforesaid amalgamation. Further, the share capital of Sharda International FZE had been cancelled and the resulting difference of Rs.149.13 million had been credited to Capital Reserve.

2.3 Acquisition of Axis Crop Science Private Limited

The company had acquired 76% stake in Axis Crop Science Private Limited during the financial year 2011-2012, an agrochemical marketing & distribution company.

NOTES TO RESTATED UNCONSOLIDATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES, STATEMENT OF PROFIT AND LOSS AND STATEMENT OF CASH FLOWS

• **Retirement benefit plans**

The Company has a Defined Benefit Gratuity plan. Every employee who has completed five year or more of service gets Gratuity on retirement at 15 days of last drawn salary for each completed year of service.

Disclosures as required by Accounting Standard (AS) - 15 (Revised 2005) "Employee Benefits" notified by the Companies (Accounting Standards) Rules, 2006 as amended are given below:

a) **The amounts recognised on account of Defined Benefit Plan in the Statement of Profit & Loss Account are as follow:**

(Rs. in million)

Particulars	Gratuity				
	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
Current service cost	0.76	0.74	0.35	0.23	0.28
Interest cost on benefit obligation	0.36	0.28	0.18	0.12	0.07
Expected return on plan assets	(0.30)	(0.39)	0.19	(0.03)	-
Net actuarial(gain)/loss recognized in the year	1.38	3.26	1.76	(0.31)	0.16
Net benefit expense under the head Employee Benefit Expense	2.20	3.89	2.48	0.01	0.51
Actual return on plan assets	0.31	(1.54)	0.19	-	-

b) **The amounts recognised on account of Defined Benefit Plan in the Balance Sheet are as follows:**

(Rs. in million)

Particulars	Defined Benefit Plan - Gratuity				
	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Present value of defined benefit obligation	7.02	4.52	3.68	2.28	-
Less: Fair value of plan assets	3.69	3.39	3.47	2.23	-
Present value of unfunded obligation	-	-	-	-	1.40
Net Liability included under the head provision for Gratuity	3.33	1.13	0.21	0.05	1.40

- c) **Changes in the present value of defined benefit obligation are as follows:**

(Rs. in million)

Particulars	Gratuity				
	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
Opening defined benefit obligation	4.52	3.68	2.28	1.40	0.89
Current service cost	0.76	0.74	0.35	0.12	0.28
Interest cost	0.36	0.27	0.19	0.22	0.07
Benefits paid	-	(0.37)	-	(0.07)	-
Actuarial (gains)/losses on obligation	1.38	0.20	0.86	0.61	0.16
Closing defined benefit obligation	7.02	4.52	3.68	2.28	1.40

- d) **Changes in the fair value of plan assets are as follows:**

(Rs. in million)

Particulars	Gratuity				
	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
Opening fair value of plan assets	3.39	3.47	2.23	-	-
Expected return	0.30	0.39	0.19	0.04	-
Contributions by employer	-	1.83	0.35	1.28	-
Benefits paid	-	(0.37)	-	-	-
Actuarial gains/(losses)	0.00	(1.93)	0.70	0.91	-
Closing fair value of plan assets	3.69	3.39	3.47	2.23	-

- e) **The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:**

Particulars	Gratuity				
	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Funds managed by insurer	100%	100%	100%	100%	0%

- f) **The principal actuarial assumptions as at the Balance Sheet date:**

Particulars	Gratuity				
	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Discount rate	9.10%	8.00%	8.00%	8.00%	8.25%
Expected rate of	9.00%	9.25%	8.41%	8.17%	NA

Particulars	Gratuity				
	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
return on assets					
Expected rate of salary increase	5.10%	5.00%	5.00%	5.00%	5.00%
Mortality table	Indian Assured Lives Mortality (2006-08) Ultimate	LIC (1994-96) Ultimate	LIC (1994-96) Ultimate	LIC (1994-96) Ultimate	LIC (1994-96) Ultimate
Proportion of employees opting for early retirement	1% to 3%	1% to 3%	1% to 3%	1% to 3%	1% to 5%

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled. There has been significant change in expected rate of return on assets due to change in the market scenario.

g) Gratuity plan (Funded):

Amounts for the current year and previous four years are as follows:

Particulars	(Rs. in million)				
	Gratuity				
	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Defined benefit obligation	7.02	4.52	3.68	2.28	1.40
Plan assets	3.69	3.39	3.47	2.23	-
Surplus/(deficit)	(3.33)	(1.13)	(0.21)	(0.05)	(1.40)
Experience adjustments on plan liabilities (Gain)/Loss	2.10	0.20	0.86	0.61	0.16
Experience adjustments on plan assets (Gain)/Loss	0.00	(1.93)	0.70	0.91	-

h) Defined Contribution Plans:

Particulars	(Rs. in million)				
	For the				
	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
Contribution to Provident fund recognized in Statement of Profit and Loss.	0.59	0.53	0.34	0.48	0.12

- Value of imports calculated on CIF basis

(Rs. in million)

Particulars	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
Traded Goods	1,411.05	2,250.72	1,107.80	1,051.15	970.55
Raw Materials	1,392.21	1,081.83	1,175.37	680.58	460.44
	2,803.26	3,332.55	2,283.17	1,731.73	1,430.99

- Expenditure in foreign currency (accrual basis)

(Rs. in million)

Particulars	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
Legal and professional fees	380.35	204.58	105.33	25.80	53.99
Interest paid to party	0.25	-	-	1.89	0.97
Commission	136.31	107.62	82.41	36.21	19.60
Intangible Assets - Registration assets	140.48	137.41	70.16	132.87	823.56
Intangible Assets (including those under development)	544.82	522.86	344.60	199.17	96.04
Others	270.20	193.53	83.24	47.53	66.25
	1,472.41	1,166.00	685.74	443.47	1,060.41

- Earnings in foreign currency (accrual basis)

(Rs. in million)

Particulars	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
Export of goods on F.O.B. basis	5,145.46	5,363.54	3,403.94	2,434.38	1,934.34
Share of income from task force	7.27	1.01	7.67	-	2.13
Interest Received from Subsidiary /customer	33.11	31.15	-	-	-
Interest Received from Fixed Deposit	0.02	0.21	-	-	-
Dividend from Foreign Equity Investment	0.20	0.20	-	-	-
Others	10.29	0.02	-	-	-
	5,196.35	5,396.13	3,411.61	2,434.38	1,936.47

- Capital and other commitments

(Rs. in million)

Particulars	As at				
	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances)	515.34	640.67	560.64	87.34	28.17

- Derivative Instruments and unhedged foreign currency exposure**

The company, in accordance with its risk management policies and procedures, enters into foreign currency forward contracts to manage its exposure in foreign exchange rate variations primarily relating to trade payables and trade receivables. The counter party is generally a bank. These contracts are for a period between one day and one year.

Foreign exchange forward contracts outstanding as at the balance sheet date:

Nature of instrument	Foreign currency	As at									
		31-Mar-14		31-Mar-13		31-Mar-12		31-Mar-11		31-Mar-10	
		Amt. (FCY Mn.)	Amt. (Rs. in Mn)	Amt. (FCY Mn.)	Amt. (Rs. in Mn)	Amt. (FCY Mn.)	Amt. (Rs. in Mn)	Amt. (FCY Mn.)	Amt. (Rs. in Mn)	Amt. (FCY Mn.)	Amt. (Rs. in Mn)
Forward contract-sell	USD	2.00	120.15	0.50	27.02	5.15	261.71	0.95	42.00	0.88	40.11
	EUR	2.46	204.10	6.13	422.62	6.00	406.22	2.25	138.55	-	-
	AUD	-	-	-	-	0.62	32.53	-	-	-	-
	GBP	-	-	-	-	0.08	6.24	-	-	-	-
	CZK	-	-	-	-	-	-	-	-	-	-
	HUF	-	-	144.49	32.65	-	-	-	-	-	-
			0								
Forward contract-buy	USD	0.25	15.02								
	EUR	-	-	1.00	68.89	-	-	-	-	-	-

Unhedged foreign exchange exposure outstanding as at the balance sheet date:

Nature of instrument	Foreign currency	2013-14		2012-13		2011-12		2010-11		2009-10	
		Amount (FCY Mn.)	Amount (Rs. in Million)	Amount (FCY Mn.)	Amount (Rs. in Million)	Amount (FCY Mn.)	Amount (Rs. in Million)	Amount (FCY Mn.)	Amount (Rs. in Million)	Amount (FCY Mn.)	Amount (Rs. in Million)
a) Receivable for goods	USD	15.56	934.84	26.76	1,441.43	33.34	1,687.30	20.90	937.07	24.56	1,119.41
	EUR	13.64	1,125.66	13.37	921.36	11.84	802.09	6.74	424.92	3.53	215.12
	GBP	-	-	-	-	0.57	46.10	0.24	17.15	-	-
	CHF	-	-	-	-	-	-	-	-	-	-
	AUD	-	-	-	-	-	-	-	-	-	-
	HUF	843.26	223.61	646.20	148.32	-	-	-	-	-	-
	CZK	10.79	32.53	2.87	7.74	-	-	-	-	-	-
	PLN	10.78	213.43	-	-	-	-	-	-	-	-
	ZAR	0.24	1.34	-	-	-	-	-	-	-	-
b) Payable for goods and services	USD	16.87	1,013.27	17.30	935.65	25.56	1,299.94	20.70	919.97	17.15	777.96
	AED	-	-	-	-	0.02	0.32	-	-	-	-
	AUD	-	-	-	-	0.00	0.12	-	-	-	-
	EUR	6.63	547.41	8.23	568.20	5.73	387.90	1.55	97.13	0.43	26.46
	GBP	0.04	4.17	0.03	2.19	0.00	0.07	0.07	5.11	0.00	0.07
	HUF	69.39	18.40	130.57	29.91	-	-	-	-	-	-
	PLN	0.03	0.53	-	-	-	-	-	-	-	-
	CZK	2.30	6.94	0.03	0.08	-	-	-	-	-	-
	CHF	0.01	0.64	-	-	-	-	-	-	-	-
c) Payable for capital expenses	USD	7.74	465.05	10.13	547.52	7.51	386.69	8.05	351.75	7.09	317.25
	EUR	1.32	108.85	1.15	79.35	0.55	37.55	0.11	6.68	0.20	12.01
	GBP	0.05	4.53	0.00	0.08	0.03	2.43	0.00	0.18	0.00	0.33
	CHF	0.02	1.27	-	-	-	-	-	-	0.06	2.58
	AUD	0.00	0.25	-	-	-	-	-	-	-	-
	AED	-	-	-	-	-	-	-	-	-	-
	HUF	0.41	0.11	-	-	-	-	-	-	-	-
	CZK	-	-	-	-	-	-	-	-	-	-
	PLN	0.19	3.85	-	-	-	-	-	-	-	-
	PHP	0.02	0.03	-	-	-	-	-	-	-	-
	CAD	0.02	1.00	-	-	-	-	-	-	-	-

Further, the company has not hedged its investments in subsidiaries outside India

- Leases**

Operating lease: company as lessee

The company has certain operating leases for office facility which are non cancellable. Such leases are generally with the option of renewal depending on the rent prevailing at the time of renewal. The lease term is 3-5 years. There is no escalation clause in the lease agreement. There are no sub leases.

Future minimum rentals payable under non-cancellable operating leases are as follows:

Particulars	(Rs. in million)				
	As at				
	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10
Within one year	27.30	9.10	18.20	17.87	13.40
After one year but not more than five years	40.96	-	9.10	27.92	33.88
More than five years	-	-	-	-	-

- On 14th March, 2008, HEP Mauritius Ltd. (PE investor) had entered into agreement with the company and the company's promoters for purchase of equity shares representing 15.87% shareholding in the company for a consideration of Rs.1,000 million. As per the said agreement, the company was to provide exit to PE Investor by September 2012 as provided therein. The company and PE investor have mutually agreed that the investor will continue to hold its shareholding in the company beyond 30th September, 2012 till a suitable exit option is available to the PE investor. The company has filed its DRHP with SEBI on 13th February, 2014 as a process towards listing the company on stock exchanges for providing an exit to HEP Mauritius Ltd.
- There have been certain delays in making regulatory filings with the RBI. However, Company does not expect these delays to have any material impact on the financial statement and accordingly no provision has been made.
- Product registrations aggregating Rs. 2,462.26 million, Rs. 2,243.06 million, Rs. 1,809.02 million, Rs. 1,409.73 million and Rs. 1,244.95 million as at March 2014, 2013, 2012, 2011 and 2010 respectively includes Rs. 565.46 million, Rs. 540.95 million, Rs. 490.27 million, Rs. 281.05 million and Rs. 255.48 million as at March 2014, 2013, 2012, 2011 and 2010 respectively, which are not in the name of the company.
- The name of the Company has been changed from Sharda Worldwide Exports Private Limited to Sharda Cropchem Limited with effect from September 18, 2013.

As per our report on even date
For S. R. BATLIBOI & CO. LLP
ICAI Firm Registration No. 301003E
Chartered Accountants

For and on behalf of the Board of Directors of
SHARDA CROPCHEM LIMITED

per Vijay Maniar
Partner
Membership Number – 36738

R. V. Bubna
[Chairman &
Managing Director]

A. R. Bubna
[Executive
Director]

Jetkin Gudhka
[Company
Secretary]

Gautam Arora
[Chief Financial Officer]

Place: Mumbai
Date: August 9, 2014

Place: Mumbai
Date: August 9, 2014

ANNEXURE VI

RESTATED UNCONSOLIDATED STATEMENT OF LONG -TERM PROVISIONS

(Rs. in million)					
Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Provision for Gratuity	1.53	-	-	-	-
Total	1.53	-	-	-	-

Notes:

1. The figures disclosed above are based on the restated unconsolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the notes to restated unconsolidated summary statement of assets and liabilities, profit and loss and cash flows appearing in Annexures IV & V.

ANNEXURE VII

RESTATED UNCONSOLIDATED STATEMENT OF SHORT-TERM BORROWINGS

(Rs. in million)					
Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Bank overdraft facility - unsecured	-	2.15	3.01	4.79	4.49
Bill discounting – unsecured	-	-	23.30	-	10.78
Total	-	2.15	26.31	4.79	15.27

Notes:

1. The figures disclosed above are based on the restated unconsolidated summary statement of assets and liabilities of the Company.
2. The above should be read with the notes to restated unconsolidated summary statement of assets and liabilities, profit and loss and cash flows appearing in Annexures IV & V.
3. There are no unsecured loans outstanding from Directors/Promoters/Promoter Group Companies/Group Companies/Relatives of Promoters/Relatives of Directors/Subsidiary Companies.
4. List of persons/entities classified as 'Promoters' and 'Promoter Group Companies' has been determined by the management and relied upon by the auditors. The auditors have not performed any procedure to determine whether the list is accurate and complete.
5. Bank overdraft facility is secured by a lien on fixed deposits placed by two directors of the company with the bank and personal guarantees of four directors of the company. Bank overdraft facility is repayable on demand and interest on the facility is charged at the bank's prime lending rate plus spread.
6. Bill discounting are secured against hypothecation of export bills. This borrowing is further secured by a lien on fixed deposits placed by two directors of the company with the bank and by personal guarantees of four directors of the company. Bill discounted is repayable on maturity of underlying export bills and carry interest rate at 6 months Libor plus spread.

ANNEXURE VIII

RESTATED UNCONSOLIDATED STATEMENT OF OTHER CURRENT LIABILITIES

Particulars	Rs. in million)				
	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Salary & bonus payable	14.36	10.72	8.27	6.57	3.62
Commission to Director	18.54	-	-	-	-
Statutory remittances	31.23	27.18	26.74	3.80	3.57
Payables on purchase of fixed assets	590.72	629.43	396.74	390.65	359.36
Advances from customers	17.64	20.51	21.19	18.90	21.17
Forward contracts payable	-	-	16.45	-	-
Bank Overdraft	2.34	-	-	-	-
TOTAL	674.83	687.84	469.39	419.92	387.72

Notes:

1. The figures disclosed above are based on the restated unconsolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the notes to restated unconsolidated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV & V.

ANNEXURE IX

RESTATED UNCONSOLIDATED STATEMENT OF SHORT-TERM PROVISIONS

(Rs. in million)

Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Provision for gratuity	1.80	1.13	0.21	0.06	1.40
Provision for income tax (Net of advance tax)	53.45	-	-	33.34	3.17
Proposed final equity dividend	180.44	90.22	90.22	-	-
Provision for tax on equity dividend	30.67	14.64	14.64	-	-
Total	266.36	105.99	105.07	33.40	4.57

Notes:

1. The figures disclosed above are based on the restated unconsolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the notes to restated unconsolidated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV & V.

ANNEXURE X

RESTATED UNCONSOLIDATED STATEMENT OF NON CURRENT INVESTMENTS

(Rs. in million, other than figures in brackets)

Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
A. Trade investments (Valued at cost, unless stated otherwise)					
Unquoted equity instruments					
Investment in subsidiaries					
Fully paid-up equity shares of AED 10,00,000 each in Sharda International FZE	-	-	-	12.36 (1)	12.36 (1)
Fully paid-up equity shares of PLN 1,000 each in Sharda Polska Sp. Z.O.O.	0.30 (20)	0.30 (20)	0.30 (20)	0.30 (20)	0.30 (20)
Fully paid-up equity shares of UAH 1 each in Sharda Ukraine LLC	0.43 (62,500)	0.43 (62,500)	0.43 (62,500)	0.43 (62,500)	0.43 (62,500)
Fully paid-up equity shares of US\$ 1 each in Sharda Del Ecuador CIA LTDA.	0.02 (398)	0.02 (398)	0.02 (398)	0.02 (398)	0.02 (398)
Fully paid-up equity shares of PEN 1 each in Sharda Peru SAC.	0.03 (1,999)	0.03 (1,999)	0.03 (1,999)	0.03 (1,999)	0.03 (1,999)
Fully paid-up equity shares of CHF 1,000 each in Sharda Swiss SARL.	0.86 (20)	0.86 (20)	0.86 (20)	- -	- -
Fully paid-up equity shares of Brazilian Real 1 each in Sharda Do Brasil Comercio De Produtos Quimicos E Agroquimicos LTDA.	0.82 (30,690)	0.82 (30,690)	0.82 (30,690)	- -	- -
Fully paid-up equity shares of EURO 30 each in Sharda Hellas Agrochemicals Limited	0.28 (150)	0.28 (150)	0.28 (150)	- -	- -
Fully paid-up equity shares of EURO 30 each in Sharda Balkan Agrochemicals Limited	0.28 (150)	0.28 (150)	0.28 (150)	- -	- -
Partly paid-up equity shares of EURO 500 each in Shardaserb D.O.O. (50% of Face value have been paid)	0.02 (1)	0.02 (1)	0.02 (1)	- -	- -
Fully paid-up equity shares of Rubles 9,900 each in Shardarus LLC.	0.02 (1)	0.02 (1)	0.02 (1)	0.02 (1)	0.02 (1)
Fully paid-up equity shares of EURO 1 each in Sharda Spain S.L.	0.20 (3,050)	0.20 (3,050)	0.20 (3,050)	- -	- -
Fully paid-up equity shares of COLONS 20 each in Sharda Costa Rica S.A.	0.00 (99)	0.00 (99)	- -	- -	- -
Fully paid-up equity shares of GTQ 100 each in Sharda De Guatemala, S.A.	0.03 (49)	0.03 (49)	- -	- -	- -
Fully paid-up equity shares of AED 1,00,000 each in Sharda International DMCC	2.77 (2)	2.77 (2)	- -	- -	- -
Fully paid-up equity shares of EURO 1 each in Sharda Italia SRL	0.17 (2,475)	0.17 (2,475)	- -	- -	- -
Fully paid-up equity shares of HUF 500,000 each in Sharda Hungary Kft	0.13 (1)	0.13 (1)	- -	- -	- -
Fully paid-up equity shares of EURO 50 in Sharda Cropchem Espana SL	0.26 (61)	-	-	-	-
Fully paid-up equity shares of Rs.10 each in Axis Crop Science Private Limited	5.07 (126,667)	5.07 (126,667)	5.07 (1,26,667)	- -	- -

Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Total (A)	11.69	11.43	8.33	13.16	13.16
B. Non-trade investments (Valued at cost, unless stated otherwise)					
a) Investment in equity instruments (quoted)					
Fully paid-up equity shares of US\$ 14 each in DP World (Net of Provision as on March 31, 2013 is Rs. 3.62 and for March 31, 2012 is Rs. 8.72)	- -	12.12 (15,376)	7.03 (15,376)	- -	- -
b) Investment in others (Unquoted)					
Fully paid-up units of US\$ 1,000 each in Endurance Note 2	- -	22.28 (500)	22.28 (500)	- -	- -
Fully paid-up units of US\$ 4,902.15 each in Permal Investment Holding NV (Net of Provision as on March 31, 2012 is Rs.0.32)	- -	11.12 (50,998)	10.80 (50,998)	- -	- -
Units of Rs.10 each of Union KBC Capital Protection Oriented Fund Series 1 (Net of Provision as on March 31, 2013 is Rs 0.04)	2.50 (249,990)	2.50 (249,990)	- -	- -	- -
Units of Rs.10 each HDFC FMP 1001D August 2013(1) Series 27 – Regular	50.00 (5,000,000)	- -	- -	- -	- -
Sub total	52.50	35.90	33.08	-	-
Total (B)	52.50	48.02	40.11	-	-
Total (A +B)	64.19	59.45	48.44	13.16	13.16
Aggregate amount of quoted investments - Market value	-	12.12	7.03	-	-
Aggregate amount of unquoted investments	64.19	47.33	41.41	13.16	13.16
Aggregate provision for diminution in value of investments	-	3.67	9.04	-	-

Notes:

1. The figures mentioned in the bracket represent fully paid up number of equity shares (except in case of Shardaserb D.O.O. which are partly paid).
2. The figures disclosed above are based on the restated unconsolidated summary statement of assets and liabilities of the Company.
3. The above statement should be read with the notes to restated unconsolidated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV & V.
4. These investments are in the name of the Company.

ANNEXURE XI

RESTATED UNCONSOLIDATED STATEMENT OF LONG-TERM LOANS AND ADVANCES

(Rs. in million)

Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Security deposits:					
Unsecured, considered good	0.18	0.16	0.19	0.03	0.03
Other loans and advances (Unsecured, considered good)					
Loan to employee	1.80	-	-	-	-
Advance tax (Net of provision for income tax)	187.13	137.74	79.43	26.80	27.25
Total	189.11	137.90	79.62	26.83	27.28

Notes:

1. The figures disclosed above are based on the restated unconsolidated summary statement of assets and liabilities of the Company.
2. There are no amounts due from Directors/Promoters/Promoter Group Companies/Relatives of Promoters/Relatives of Directors/Subsidiary Companies.
3. List of persons/entities classified as 'Promoters' and 'Promoter Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.
4. The above statement should be read with the notes to restated unconsolidated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV & V.

ANNEXURE XII

RESTATED UNCONSOLIDATED STATEMENT OF CURRENT INVESTMENTS

(Rs. in million)

Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
In Mutual Fund - At lower of cost and net realisable value (Unquoted - Units fully paid-up)					
Units of Rs. 1,000 of Axis Liquid Fund	20.00 (14,107)	-	-	-	-
Units of Rs.10 of Birla Sun Life Fixed Term Plan –Series KL (30 days) Regular	100.00 (10,000,000)	-	-	-	-
Units of Rs.100 each of Birla Sun Life Cash Plus-Regular plan	118.05 (590,697)	62.63 (333,860)	-	-	-
Units of Rs.10 each of Birla Sun Life Interval Income Fund Annual Plan3-Regular	-	80.00 (8,000,000)	-	-	-
Units of Rs.10 each of Birla sun Life Interval Income Fund Quarterly Plan Series 1 Dividend Regular Plan	50.00 (2,982,528)	-	-	-	-
Units of Rs.10 each Birla Sun Life Fixed Term Plan - Series CR	-	-	-	15.00 (1,500,000)	-
Units of Rs.10 each Birla Sun Life Fixed Term Plan - Series CQ	-	-	-	30.00 (3,000,494)	-
Units of Rs.100 each of Birla Sun Life Cash Plus-Institutional	-	-	15.09 (139,673)	-	-
Units of Rs.10 each of Birla Sun Life Fixed Term Plan Series EP	-	-	30.01 (3,000,494)	-	-
Units of Rs.10 each of Birla Sun Life Short Term FMP Series 22	-	-	15.00 (1,500,000)	-	-
Units of Rs.10 each Birla Sun Life Dynamic Bond Fund	-	-	-	-	62.39 (6,019,723)
Units of Rs.10 each Birla Sun Life Enhanced Arbitrage Fund	-	-	-	-	15.15 (1,512,785)
Units of Rs.10 each Birla Sun Life Short Term Opportunities Fund - Institutional Plan	-	-	-	20.11 (2,008,531)	-
Units of Rs.1,000 each DSP BlackRock Liquidity Fund-Institutional Plan	160.03 (89,410)	39.12 (23,339)	9.70 (9,693)	31.52 (31,509)	-
Units of Rs.10 each DSP BlackRock FMP 3M - Series 29	-	-	-	10.00 (1,000,000)	-
Units of Rs.10 each DSP BlackRock FMP 12M-Series 87	-	50.00 (5,000,000)	-	-	-
Units of Rs.10 each DSP BlackRock FMP Series 147- 3M-Regular	50.00 (5,000,000)	-	-	-	-
Units of Rs.10 each DSP BlackRock FMP 3M-Series 85	-	20.00 (2,000,000)	-	-	-
Units of Rs.10 each DSP BlackRock FMP 12M-Series 86	-	33.06 (3,305,640)	-	-	-
Units of Rs.10 each DSP BlackRock FMP 12M-Series 34	-	-	30.00 (3,000,000)	-	-
Units of Rs. 10 each HDFC FMP 370D February 2012 (2) – Series XXI			30.00 (3,000,000)		
Units of Rs.10 each DSP BlackRock	40.00	-	-	-	-

Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
FMP Series 111-12M Regular	(4,000,000)	-	-	-	-
Units of Rs.10 each HDFC Banking & PSU Debt Fund	45.00 (4,500,000)				
Units of Rs.10 each HDFC FMP 372D February 2013(1)-Series 23-Regular	-	33.06 (3,305,610)	-	-	-
Units of Rs.10 each HDFC Cash Management Fund-Savings Plan-Direct Plan	10.83 (442,992)	10.83 (442,992)	-	-	-
Units of Rs.10 each HDFC Cash Management Fund-Savings Plan	2.65 (101,758)	5.36 (219,163)	-	-	-
Units of Rs.10 each HDFC Floating Rate Income Fund-Short Term Plan-Wholesale Option	187.51 (8,720,090)	35.00 (1,759,749)	-	-	-
Units of Rs.10 each HDFC Annual Interval Fund Series1- Plan A-Regular	-	50.00 (5,000,000)	-	-	-
Units of Rs.10 each HDFC Cash Management Fund-Savings Plan	-	-	0.51 (47,849)	-	-
Units of Rs.10 each HDFC Short Term Fund	-	-	-	-	58.44 (5,653,339)
Units of Rs.10 each ICICI Prudential Equity & Derivatives Fund	-	-	-	-	36.53 (3,523,016)
Units of Rs.10 each ICICI Prudential FMP Series 55 -1 Year Plan F	-	-	-	15.01 (1,500,507)	-
Units of Rs.100 each ICICI Prudential Liquid-Regular Plan	18.80 (103,082)	19.94 (115,157)	-	-	-
Units of Rs.10 each ICICI Prudential Interval Fund Series VI Annual Interval Plan A-Regular Plan	-	30.00 (3,000,000)	-	-	-
Units of Rs.10 each ICICI Prudential Interval Fund Quarterly Interval Plan 1-Regular Plan	-	40.00 (4,000,000)	-	-	-
Units of Rs.10 each ICICI Prudential Interval Fund II Quarterly Interval Plan B-Regular Plan	50.0 (4,538,893)				
Units of Rs.10 each ICICI Prudential FMP Series 66-412 Days Plan E Regular Plan	45.00 (4,500,000)	45.00 (4,500,000)	-	-	-
Units of Rs.10 each of ICICI Prudential FMP Series 62-396 Days Plan F	-	30.00 (3,000,000)	30.00 (3,000,000)	-	-
Units of Rs.100 each of ICICI Prudential Flexible Income-Regular Plan	90.35 (386,633)	1.14 (5,203)	-	-	-
Units of Rs.10 each of ICICI Prudential Interval Fund II Quarterly Interval Plan C-Regular Plan	-	20.00 (1,999,940)	-	-	-
Units of Rs.10 each of ICICI Prudential Ultra short term-Regular Plan	32.77 (2,574,684)	-	-	-	-
Units of Rs.10 each of ICICI Prudential Banking & PSU Debt fund Regular plan	40.00 (3,951,203)	-	-	-	-
Units of Rs.100 each of ICICI Prudential Liquid Institutional Plus	-	-	21.94 (185,127)	-	-

Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Plan					
Units of Rs.10 each of ICICI Prudential Interval Fund II Quarterly Interval Plan F	- -	- -	10.00 (1,000,000)	- -	- -
Units of Rs.10 each IDFC Fixed Maturity - 100 days Series -1	- -	- -	- -	25.24 (2,500,000)	- -
Units of Rs.10 each IDFC Fixed Maturity Yearly - Series 40	- -	- -	- -	45.00 (4,500,000)	- -
Units of Rs.1000 each IDFC Fixed Advantage Fund - Plan A	- -	- -	- -	18.09 (18,084)	- -
Units of Rs.10 each of IDFC Ultra Short Term Fund-Regular Plan	- -	55.00 (3,390,959)	- -	- -	- -
Units of Rs.10 each of IDFC Ultra Short Term Fund	- -	- -	23.03 (2,300,021)	- -	- -
Units of Rs.10 each of IDFC Fixed Maturity Plan - Yearly Series 51	- -	- -	30.00 (3,000,000)	- -	- -
Units of Rs.10 each of IDFC Fixed Term Plan Series 11 Regular Plan	80.00 (8,000,000)	80.00 (8,000,000)	- -	- -	- -
Units of Rs.10 each of IDFC Cash Fund-Regular Fund	10.57 (7,021)	6.02 (4,231)	- -	- -	- -
Units of Rs.1,000 each of Tata Liquid Fund Plan A	105.85 (46,487)	43.33 (20,043)	- -	- -	- -
Units of Rs.10 each of Tata Fixed Maturity Plan Series 39 Scheme E	- -	- -	31.00 (3,100,000)	- -	- -
Units of Rs.10 each of Tata Fixed Maturity Plan Series 42 Scheme H-Plan A	64.00 (6,400,000)	64.00 (6,400,000)	- -	- -	- -
Units of Rs.10 each of Tata Fixed Maturity Plan Series 42 Scheme A-Plan A	-	30.00 (3,000,000)	- -	- -	- -
Units of Rs.1,000 each of Tata Liquidity Management Fund	- -	- -	11.07 (11,041)	- -	- -
Units of Rs.10 each Tata Fixed Maturity Plan Series 31 Scheme B	- -	- -	- -	45.02 (4,501,588)	- -
Units of Rs.1,000 each of Tata Liquid Super High Investment Fund	- -	- -	10.81 (9,698)	- -	- -
Units of Rs.10 each of Tata Fixed Income Portfolio Fund Scheme B2 Institutional	- -	- -	20.00 (1,997,383)	- -	- -
Units of Rs.10 each of Union KBC Dynamic Bond Fund*	10.33 (971,653)	10.33 (971,653)	- -	- -	- -
Units of Rs.1,000 each of Union KBC Liquid Fund-Direct Plan	9.84 (7,777)	23.10 (19,684)	- -	- -	- -
Units of Rs.10 each of Union KBC Asset Allocation Fund-Conservative Plan(Net of Provision as on March 31, 2014 is Rs.0.04and March 31, 2013 is Rs 0.04)	5.00 (500,000)	4.96 (500,000)	- -	- -	- -
Units of Rs.10 each of Union KBC Dynamic Bond Fund	- -	- -	5.00 (499,990)	- -	- -
Units of Rs.1,000 each of Morgan Stanley Liquid Fund-Direct Plan	0.83 (726)	0.83 (726)	- -	- -	- -
Units of Rs. 10 each of IDFC Fixed Term Plan Series 73 – Regular Plan	100 (10,000,000)				

Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Units of Rs. 10 each of IDFC Fixed Term Plan Series 82 – Regular Plan	40.0 (4,000,000)				
Units of Rs. 10 each of IDFC Money Manager Fund Treasury Plan	45.0 (2,251,117)				
Units of Rs. 10 each of Tata Fixed Income Portofolio Fund Scheme C2 – Plan A	150.0 (13,931,457)				
Units of Rs. 10 each of Union KBC Fixed Maturity Plan Series 10- Regular Plan	10 (1000,000)				
Total	1,692.41	922.71	323.16	254.99	172.51
Aggregate amount of quoted investments	-	-	-	-	-
Aggregate amount of unquoted investments	1,692.41	922.71	323.16	254.99	172.51

* There is a lien marked on the units of Union KBC Dynamic Bond Fund for Rs.10.33 million in favour of Union Bank of India against its issuance of standby letter of credit in favour of Standard Chartered Bank, Dubai in order to facilitate working capital limits to M/s. Sharda International DMCC, Dubai a wholly owned subsidiary of the company.

Notes:

1. The figures mentioned in the bracket represent absolute number of investment units.
2. The figures disclosed above are based on the restated unconsolidated summary statement of assets and liabilities of the Company.
3. The above statement should be read with the notes to restated unconsolidated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV & V.
4. These investments are in the name of the Company.

ANNEXURE XIII

RESTATED UNCONSOLIDATED STATEMENT OF TRADE RECEIVABLES

(Rs. in million)

Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Unsecured –Considered good					
Outstanding for a period exceeding six months from the date they are due for payment	51.74	186.20	241.15	195.33	284.63
Other Receivables					
Due for less than six months(Refer note 3)	2,803.93	2,814.93	3,001.04	1,364.36	1,090.01
Total	2,855.67	3,001.13	3,242.19	1,559.69	1,374.64

Notes:

1. The figures disclosed above are based on the restated unconsolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the notes to restated unconsolidated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV & V.
3. Amounts due from Directors/Promoters/Promoter Group Companies/Relatives of Promoters/Relatives of Directors/Subsidiary Companies are as below:

(Rs. in million)

Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Sharda De Mexico S. De RL DE CV	63.06	-	-	-	-
Sharda Cropchem Espana S.L.	107.73	-	-	-	-
Sharda Colombia S.A.	8.56	-	-	-	-

4. List of persons/ entities classified as 'Promoters' and 'Promoter Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

ANNEXURE XIV

RESTATED UNCONSOLIDATED STATEMENT OF SHORT-TERM LOANS AND ADVANCES

(Rs. in million)					
Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Advances recoverable in cash or kind					
Unsecured - considered good (Refer note 1)	175.38	105.59	73.73	17.46	0.01
Other Loans and Advances					
Unsecured - considered good					
Loans and advances to employees	0.98	0.00	0.01	0.07	0.09
Prepaid expenses	9.13	6.85	1.84	1.95	2.36
Balances with government authorities	0.63	79.04	21.10	0.32	0.24
IPO expenses (Refer Note 1)	0.70	-	-	-	-
Total	186.82	191.48	96.68	19.80	2.70

Notes:

1. Amounts due from Directors/Promoters/Promoter Group Companies/Relatives of Promoters/Relatives of Directors/Subsidiary Companies are as below :

(Rs. in million)					
Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Axis Crop Science Private Limited	122.55	102.24	32.43	-	-
Sharda Cropchem Espana S.L.	0.84	-	-	-	-
Sharda De Mexico S. De RL DE CV	39.57	-	-	-	-
IPO Expenses recoverable - Mr. Ramprakash V. Bubna	0.13	-	-	-	-
IPO Expenses recoverable - Ms. Sharda R. Bubna	0.13	-	-	-	-

2. The figures disclosed above are based on the restated unconsolidated summary statement of assets and liabilities of the Company.
3. The above statement should be read with the notes to restated unconsolidated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV & V.
4. List of persons/entities classified as 'Promoters' and 'Promoter Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

ANNEXURE XV

STATEMENT OF TAX SHELTER

(Rs. in million)

Particulars		Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
Restated profit before tax	(A)	1,257.84	1,038.59	556.98	287.79	196.14
Marginal tax rate (%)	(B)	33.99	32.45	32.45	33.22	33.99
Tax at notional rate	(C) = (A) * (B)	427.54	336.97	180.72	95.60	66.67
Permanent differences/ taxable at special rate						
Dividend - exempt under Income Tax Act		(7.18)	(19.16)	(15.55)	(8.53)	(19.04)
Capital Loss/(Gain)		8.10	12.28	-	-	0.04
Permanent disallowances under Income tax act		2.91	3.13	1.46	1.69	3.20
Donation		6.88	3.40	2.96	0.91	0.73
Diminution in value of investments		(3.67)	(5.37)	9.03	0.01	0.72
(Gain)/loss on sale of investment		(83.95)	(12.27)	(10.33)	(1.97)	1.29
Other permanent differences		5.61	0.05	1.95	(12.29)	(2.82)
Total	(D)	(71.30)	(17.94)	(10.48)	(20.18)	(15.88)
Timing differences						
Differences in book depreciation and depreciation under the Income Tax Act.		(100.31)	(164.99)	(90.35)	32.13	14.67
On account of quality and rate difference		84.61	(5.29)	90.65	22.54	(99.32)
On account of indirect tax		-	33.79	(33.79)	-	-
Other timing differences		(18.22)	21.50	7.33	0.26	(4.53)
Total	(E)	(33.92)	(114.99)	(26.16)	54.93	(89.18)
Net adjustments	(F) = (D) + (E)	(105.22)	(132.93)	(36.64)	34.75	(105.06)
Tax expense/(saving) thereon	(G) = (F) * (B)	(35.76)	(43.14)	(11.89)	11.54	(35.71)
Income taxable at the special rate						
Short-term capital gain		47.62	-	-	-	-
Long-term capital gain		3.65	-	-	-	-
Tax Rate (%)			-	-	-	-
Short-term capital gain		17.00%	-	-	-	-
Long-term capital gain		22.66%	-	-	-	-
Special rate tax (only if positive tax liability)	(H)	8.92	-	-	-	-
Current tax	(I) = (C) + (G)	400.70	293.83	168.83	107.14	30.96

Particulars		Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
	(G) + (H)					
Interest and other tax expense	(J)	-	1.73	0.00	3.71	0.28
Tax expense	(K) = (I) + (J)	400.70	295.56	168.83	110.85	31.24
Deferred Tax during the year	(L)	12.19	39.26	8.48	(16.71)	31.96
Total Tax	(M) = (K) + (L)	412.89	334.82	177.31	94.14	63.20

Notes:

1. The figures disclosed above are based on the restated unconsolidated summary statement of profit and loss of the Company.
2. The above statement should be read with the notes to restated unconsolidated summary statement of assets and liabilities, profits and losses and cash flows appearing in Annexures IV & V.

ANNEXURE XVI

RESTATED CAPITALISATION STATEMENT

		(Rs. in million)
Particulars		As at March 31, 2014
Debt		
Short-term borrowings		-
	Total (A)	-
Shareholders' funds:		
Equity share capital		902.21
Reserves and surplus, as restated		4,262.74
	Total (B)	5,164.95
Debt/Equity ratio	(A) / (B)	0.00 : 1

Notes:

1. The above has been computed on the basis of the restated summary statements of assets and liabilities of the company as on March 31, 2014.

ANNEXURE XVII

RESTATED UNCONSOLIDATED STATEMENT OF RELATED PARTY TRANSCATIONS -AS PER ACCOUNTING STANDARD 18 RELATED PARTY DISCLOSURES

Names of related parties and related party relationship

Related parties where control exists

Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Entity where control exists –Subsidiaries			Sharda International FZE	Sharda International FZE	Sharda International FZE
Sharda International DMCC		Sharda International DMCC (w.e.f. 01.04.2012)			
Sharda Polska sp Z.O.O.		Sharda Polska sp Z.O.O.	Sharda Polska sp Z.O.O.	Sharda Polska sp Z.O.O.	Sharda Polska sp Z.O.O.
Sharda Ukraine LLC		Sharda Ukraine LLC	Sharda Ukraine LLC	Sharda Ukraine LLC	Sharda Ukraine LLC (w.e.f. 13.05.2009)
Sharda Del Ecuador CIA Ltda		Sharda Del Ecuador CIA Ltda	Sharda Del Ecuador CIA Ltda	Sharda Del Ecuador CIA Ltda	Sharda Del Ecuador CIA Ltda (w.e.f. 21.05.2009)
Sharda Peru SAC		Sharda Peru SAC	Sharda Peru SAC	Sharda Peru SAC	Sharda Peru SAC (w.e.f. 11.06.2009)
Sharda Swiss SARL		Sharda Swiss SARL	Sharda Swiss SARL (w.e.f. 15.03.2012)		
Sharda Do Brasil Comercio De Produtos Quimicos E Agroquimicos LTDA		Sharda Do Brasil Comercio De Produtos Quimicos E Agroquimicos LTDA	Sharda Do Brasil Comercio De Produtos Quimicos E Agroquimicos LTDA (w.e.f. 15.03.2012)		
Sharda Hellas Agrochemicals Limited		Sharda Hellas Agrochemicals Limited	Sharda Hellas Agrochemicals Limited (w.e.f. 15.03.2012)		
Sharda Balkan Agrochemicals Limited		Sharda Balkan Agrochemicals Limited	Sharda Balkan Agrochemicals Limited (w.e.f. 15.03.2012)		
Shardaserb D.O.O		Shardaserb D.O.O	Shardaserb D.O.O (w.e.f. 20.01.2012)		
Shardarus LLC		Shardarus LLC	Shardarus LLC	Shardarus LLC	Shardarus LLC
Sharda Spain S.L		Sharda Spain S.L	Sharda Spain S.L (w.e.f. 20.02.2012)		
Axis Crop Science Private Limited		Axis Crop Science Private Limited	Axis Crop Science Private Limited (w.e.f.		

Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
			30.11.2011)		
	Sharda Costa Rica SA	Sharda Costa Rica SA (w.e.f. 13.10.2012)			
	Sharda Italia SRL	Sharda Italia SRL (w.e.f. 11.04.2012)			
	Sharda De Guatemala, S. A.	Sharda De Guatemala, S. A.	Sharda De Guatemala, S. A. (w.e.f. 07.03.2012)		
	Shardacan LTD	Shardacan LTD	Shardacan LTD	Shardacan LTD (w.e.f. 04.03.2011)	
	Sharda USA LLC	Sharda USA LLC	Sharda USA LLC	Sharda USA LLC	Sharda USA LLC
	Sharzam Limited	Sharzam Limited (w.e.f. 09.05.2012)			
	Sharda Chile SpA (w.e.f. 26.02.2014)				
	Sharda Cropchem Espana, S.L. (w.e.f. 04.03.2014)				
	Sharda Hungary Kft	Sharda Hungary Kft	Sharda Hungary Kft (w.e.f. 08.02.2012)		
Entity where control exists –Step-down subsidiaries	-	-	-	Sharda Swiss SARL	Sharda Swiss SARL (w.e.f. 01.03.2010)
	-	-	-	Sharda Do Brasil Comercio De Produtos Quimicos E Agroquimicos LTDA	Sharda Do Brasil Comercio De Produtos Quimicos E Agroquimicos LTDA (w.e.f. 31.03.2010)
	-	-	-	Sharda Hellas Agrochemicals Limited (w.e.f. 31.05.2010)	-
	-	-	-	Sharda Balkan Agrochemicals Limited (w.e.f. 31.05.2010)	-
	Siddhivinayak International Limited (w.e.f. 30.09.2013)				
	Sharda Bolivia S.R.L (w.e.f. 30.09.2013)				
	Sharda				

Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
	Colombia S.A. (w.e.f. 30.09.2013)				
	Sharda De Mexico S De RL DE CV (w.e.f. 30.09.2013)				
	Sharda Europe BVBA(w.e.f. 30.09.2013)				
	Sharda International Africa (pty) Ltd (w.e.f. 30.09.2013)				
	Sharda Malaysia SDN. BHD. (w.e.f. 30.09.2013)				
	Sharda Uruguay S.A. (w.e.f. 30.09.2013)				
	Sharpar S.A. (w.e.f. 30.09.2013)				
	Sharpar Benelux BVBA (w.e.f. 13.11.13)				
	Euroazijski Pesticidi d.o.o. (w.e.f. 07.01.14)				
Associate	Sharda Private (Thailand) Limited	Sharda Private (Thailand) Limited	Sharda Private (Thailand) Limited	Sharda Private (Thailand) Limited (w.e.f. 07.05.2010)	

Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Key management personnel or their relatives	Mr. Ramprakash V. Bubna	Mr. Ramprakash V. Bubna	Mr. Ramprakash V. Bubna	Mr. Ramprakash V. Bubna	Mr. Ramprakash V. Bubna
	Mrs. Sharda R. Bubna	Mrs. Sharda R. Bubna	Mrs. Sharda R. Bubna	Mrs. Sharda R. Bubna	Mrs. Sharda R. Bubna
	Mr. Ashish R. Bubna	Mr. Ashish R. Bubna	Mr. Ashish R. Bubna	Mr. Ashish R. Bubna	Mr. Ashish R. Bubna
	Mr. Manish R. Bubna	Mr. Manish R. Bubna	Mr. Manish R. Bubna	Mr. Manish R. Bubna	Mr. Manish R. Bubna
	Mrs. Seema A. Bubna	Mrs. Seema A. Bubna	Mrs. Seema A. Bubna	Mrs. Seema A. Bubna	Mrs. Seema A. Bubna
	Mrs. Anisha M. Bubna	Mrs. Anisha M. Bubna	Mrs. Anisha M. Bubna	Mrs. Anisha M. Bubna	Mrs. Anisha M. Bubna
Enterprises owned or significantly influenced by key management personnel or	Jankidevi Bilasrai Bubna Trust	Jankidevi Bilasrai Bubna Trust	Jankidevi Bilasrai Bubna Trust	Jankidevi Bilasrai Bubna Trust	Jankidevi Bilasrai Bubna Trust

Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
their relatives					

Related party disclosures

a. Transactions during the year

(Rs. in million)

Nature of transaction	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
Rent paid	22.76	18.20	17.87	16.01	12.84
Mr. Ramprakash V. Bubna	2.53	2.02	1.99	1.99	1.89
Mrs. Sharda R. Bubna	8.22	6.57	6.45	4.59	1.89
Mr. Ashish R. Bubna	2.53	2.02	1.99	1.99	1.89
Mr. Manish R. Bubna	3.16	2.53	2.48	2.48	2.39
Mrs. Seema A. Bubna	3.16	2.53	2.48	2.48	2.39
Mrs. Anisha M. Bubna	3.16	2.53	2.48	2.48	2.39
Directors Remuneration	26.89	21.50	18.00	18.00	18.00
Mr. Ramprakash V. Bubna	9.75	8.00	6.50	6.50	6.50
Mrs. Sharda R. Bubna	1.88	1.50	1.50	1.50	1.50
Mr. Ashish R. Bubna	7.63	6.00	5.00	5.00	5.00
Mr. Manish R. Bubna	7.63	6.00	5.00	5.00	5.00
FD's of director placed as lien with banks for credit facility, working capital and Stand by letter of credit	10.78	11.11	45.12	-	-
Mr. Ramprakash V. Bubna	-	-	22.56	-	-
Mrs. Sharda R. Bubna	10.78	11.11	22.56	-	-
Sale of car	-	0.23	-	-	-
Mr. Ramprakash V. Bubna	-	0.07	-	-	-
Mrs. Sharda R. Bubna	-	0.16	-	-	-
Travel expenses	-	0.03	-	-	-
Mr. Ashish R. Bubna	-	0.03	-	-	-
Loans Given	326.83	532.11	32.43	-	-
Axis Crop Science Private Limited	23.12	65.60	32.43	-	-
Sharda International DMCC	268.90	466.51	-	-	-
Sharda De Mexico S. De RL DE CV	33.97	-	-	-	-
Sharda Cropchem Esspana SL	0.84	-	-	-	-
Loans/Advances repaid by:	277.55	466.51	-	-	-
Sharda International DMCC	268.90	466.51	-	-	-
Axis Crop Science Private Limited	8.50	-	-	-	-
Sharda De Mexico S. De RL DE CV	0.15	-	-	-	-
Interest Income	38.54	34.32	0.91	-	-
Axis Crop Science Private Limited	6.33	4.68	0.91	-	-
Sharda International DMCC	29.57	29.64	-	-	-

Nature of transaction	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
Sharda De Mexico S. De RL DE CV	2.64	-	-	-	-
Sharda Cropchem Espana S.L.	0.00	-	-	-	-
Dividend income	-	-	-	-	2.54
Sharda International FZE	-	-	-	-	2.54
	-	-	-	-	-
Sale of finished goods	183.57	34.72	6.04	-	-
Sharda Spain S.L.	-	34.72	6.04	-	-
Sharda De Mexico S. De RL DE CV	65.17	-	-	-	-
Sharda Cropchem Espana S.L.	109.82				
Sharda Colombia S.A.	8.58				
Purchase of Finished Goods	14.36				
Sharda International DMCC	14.36				
Corporate guarantee given/(released) to company's bank for issuing standby letter of credit in respect of loan taken by:	(59.80)	540.40	(88.88)	(274.08)	-
Sharda International FZE	-	-	(88.88)	(274.08)	-
Sharda International DMCC	(59.80)	540.40	-	-	-
Directors' Commission	20.60	-	-	-	-
Mr. Ramprakash V. Bubna	8.80	-	-	-	-
Mr. Ashish R. Bubna	5.90	-	-	-	-
Mr. Manish R. Bubna	5.90	-	-	-	-
Donation Paid to	4.55	4.05	4.65	1.81	0.50
Jankidevi Bilasrai Bubna Trust	4.55	4.05	4.65	1.81	0.50
Outstanding interest converted into loan :	9.91	-	-	-	-
Axis Crop Science Private Limited	9.91	-	-	-	-
IPO expenses incurred on behalf of Director	9.86	-	-	-	-
Mr. Ramprakash V. Bubna	4.93	-	-	-	-
Mrs. Sharda R. Bubna	4.93	-	-	-	-
IPO expenses recovered from Director	9.61	-	-	-	-
Mr. Ramprakash V. Bubna	4.81	-	-	-	-
Mrs. Sharda R. Bubna	4.80	-	-	-	-

b. Outstanding balances as at balance sheet date:

(Rs. in million)					
Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Loans Given	162.96	102.24	32.43	-	-
Axis Crop Science Private Limited	122.55	102.24	32.43	-	-

Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Sharda International DMCC		-	-	-	-
Sharda De Mexico S. De RL DE CV	39.57				
Sharda Cropchem Espana, S.L.	0.84	-	-	-	-
Corporate guarantee given to company's bank for issuing standby letter of credit in respect of loan taken by (at closing exchange rate):	480.60	540.40	-	88.88	362.96
Sharda International FZE	-	-	-	88.88	362.96
Sharda International DMCC	480.60	540.40	-	-	-
FD's of director placed as lien with banks for credit facility, working capital and Stand by letter of credit	241.73	230.95	219.84	174.72	174.72
Mr. Ramprakash V. Bubna	109.92	109.92	109.92	87.36	87.36
Mrs. Sharda R. Bubna	131.81	121.03	109.92	87.36	87.36
Receivable	179.61	-	-	-	-
Sharda De Mexico S. De RL DE CV - Sale of finished goods	63.06	-	-	-	-
IPO Expenses recoverable - Mr. Ramprakash V. Bubna	0.13	-	-	-	-
IPO Expenses recoverable - Mrs. Sharda R. Bubna	0.13	-	-	-	-
Sharda Cropchem Espana S L	107.73	-	-	-	-
Sharda Colombia S.A	8.56	-	-	-	-
Trade Payable	4.39				
Sharda International DMCC - Purchase of Finished Goods	4.39				

ANNEXURE XVIII**RESTATED UNCONSOLIDATED STATEMENT OF RATES AND AMOUNT OF DIVIDENDS**

Particular	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Number of equity shares of Rs.10/- each	90,220,495	90,220,495	90,220,495	18,044,099	18,044,099
Rate of dividend (%)	20.00	10.00	10.00	-	-
Dividend amount (Rs. in million)	180.44	90.22	90.22	-	-
Tax on dividend (Rs. in million)	30.67	14.64	14.64	-	-

Notes:

1. The above statement should be read with the notes to restated unconsolidated summary statement of assets and liabilities, profits and losses and cash flows appearing in Annexures IV & V.

ANNEXURE XIX

Restated Unconsolidated Statement of Accounting Ratios

	Particulars		Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
1	Earnings Per Share (EPS) - Basic and Diluted						
	Profit for the year as restated (Rs. in Million)	A	844.95	703.77	379.67	193.65	132.94
	Weighted average number of equity shares (Refer note 4) (Considered for computation of basic and diluted EPS)	B	90,220,495	90,220,495	90,220,495	90,220,495	90,220,495
	EPS (in Rs.) - Basic and Diluted	A / B	9.37	7.80	4.21	2.15	1.47
2	Return on Net Worth						
	Profit for the year as restated (Rs. in Million)	C	844.95	703.77	379.67	193.65	132.94
	Net worth at the end of the year (Rs. in Million)	D	5,164.95	4,531.12	3,932.20	2,044.53	1,850.88
	Return on Net Worth (%)	C / D *100	16.36	15.53	9.66	9.47	7.18
3	Net Asset Value Per Equity Share						
	Net worth at the end of the year (Rs. in Million)	E	5,164.95	4,531.12	3,932.20	2,044.53	1,850.88
	Number of equity shares outstanding at the end of the year	F	90,220,495	90,220,495	90,220,495	90,220,495	90,220,495
	Net Asset Value Per Equity Share post bonus shares (in Rs.)	E / F	57.25	50.22	43.58	22.66	20.52

Note:

- The Ratio have been computed as below :

$$\begin{aligned} \text{Earnings per Share (Rs.)} &= \frac{\text{Restated Profit after tax attributable to equity shareholders for the year}}{\text{Weighted Average No. of equity shares}} \\ \text{Diluted Earnings Per Share} &= \frac{\text{Restated Profit after tax attributable to equity shareholders for the year}}{\text{Weighted Average dilutive No. of equity shares}} \end{aligned}$$

$$\text{Return on Net Worth (\%)} = \frac{\text{Restated Profit after tax attributable to equity shareholders for the year}}{\text{Net Worth at the end of the year}}$$

$$\text{Net Assets Value per Equity Share (Rs.) (Considering retrospective adjustment of bonus shares)} = \frac{\text{Net Worth at the end of the year}}{\text{Total number of equity shares outstanding at the end of the year after giving retrospective effect of issue of bonus shares}}$$

2. Net worth for ratios mentioned represents sum of equity share capital, reserves and surplus (securities premium, capital reserve including those arising from merger schemes, general reserve and surplus in the statement of profit and loss).
3. During the year ended March 31, 2012, the company issued bonus shares, in the ratio of four shares for every one share held, to the existing shareholders by way of capitalisation of securities premium and other reserves which has been approved at the extraordinary general meeting held by the Company on May 23, 2011.
4. Earnings per share calculations are in accordance with Accounting Standard 20 - Earnings per share, notified under the Companies (Accounting Standards) Rules 2006, as amended. As per AS 20, in case of bonus shares, the number of shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event has occurred at the beginning of the earliest period reported. The Company declared 7,21,76,396 bonus shares on May 23, 2011 in the ratio of 4:1 shares for every one share held by way of capitalization of securities premium account. Weighted average number of equity shares outstanding during all the previous years have been considered accordingly.
5. The figures disclosed above are based on the restated unconsolidated summary statement of assets and liabilities of the company.
6. The above statement should be read with the notes to restated unconsolidated summary statement of assets and liabilities, profits and losses and cash flows appearing in Annexures IV & V.

ANNEXURE XX

RESTATED UNCONSOLIDATED STATEMENT OF SEGMENT INFORMATION

Segment information

The Company has disclosed business segment as primary segment. Segments have been identified and reported taking into account, the different risks and returns, the organization structure and the internal reporting systems.

Agrochemicals : Insecticides, Herbicides, Fungicides and Biocides

Belts : Conveyor Belts, V Belts and Timing Belts

Others : Dyes and Dye Intermediates and General Chemicals

The Company considers secondary segment based on revenues within India and outside India.

Business segments

(Rs. in million)

Particulars	AGROCHEMICALS				
	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011	March 31, 2010
Revenue					
External sales	5,285.58	5,391.04	3,413.28	2,324.31	1,872.58
Inter segment sales	-	-	-	-	-
Other Income	18.89	11.38	7.95	1.87	6.15
Total revenue	5,304.47	5,402.42	3,421.23	2,326.18	1,878.73
Results					
Segment results	1,338.91	1,160.66	700.64	402.01	391.84
Other Income (Unallocated)	-	-	-	-	-
Unallocated expenses	-	-	-	-	-
Operating profit					
Finance costs	-	-	-	-	-
Exceptional Items	-	-	-	-	-
Profit before tax	-	-	-	-	-
Income taxes	-	-	-	-	-
Net profit	-	-	-	-	-
Other segment information					
Segment assets	5,425.68	5,245.90	5,015.61	3,098.07	2,717.79
Unallocated assets	-	-	-	-	-
Total assets	5,425.68	5,245.90	5,015.61	3,098.07	2,717.79
Segment liabilities	2,205.78	2,225.30	2,061.89	1,395.93	1,139.55
Unallocated liabilities	-	-	-	-	-
Total liabilities	2,205.78	2,225.30	2,061.89	1,395.93	1,139.55
Capital expenditure:					
Tangible assets (Unallocated)	-	-	-	-	-
Intangible assets (including including those under development)	869.27	692.93	417.13	332.05	919.60
Intangible assets (Unallocated)	-	-	-	-	-
Depreciation (Allocated)	-	-	-	-	-
Amortization	285.80	365.01	365.72	312.50	244.74
Amortization (Unallocated)	-	-	-	-	-
Capital Employed (Allocated)	3,219.90	3,020.60	2,953.72	1,702.14	1,578.24
Capital Employed (Unallocated)	-	-	-	-	-

(Rs. in million)

Particulars	BELTS				
	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011	March 31, 2010
Revenue					
External sales	14.04	22.02	45.50	31.68	47.92
Inter segment sales					
Other Income	-	2.76	0.10	0.60	0.08
Total revenue	14.04	24.78	45.60	32.28	48.00
Results					
Segment results	(1.28)	(1.06)	6.22	5.10	10.07
Other Income (Unallocated)	-	-	-	-	-
Unallocated expenses	-	-	-	-	-
Operating profit	-	-	-	-	-
Finance costs	-	-	-	-	-
Exceptional Items	-	-	-	-	-
Profit before tax	-	-	-	-	-
Income taxes	-	-	-	-	-
Net profit	-	-	-	-	-
Other segment information					
Segment assets	3.21	0.51	308.10	19.99	1.96
Unallocated assets					
Total assets	3.21	0.51	308.10	19.99	1.96
Segment liabilities	0.73	0.33	56.12	0.16	1.98
Unallocated liabilities					
Total liabilities	0.73	0.33	56.12	0.16	1.98
Capital expenditure:					
Tangible assets (Unallocated)	-	-	-	-	-
Intangible assets (including those under development)	-	-	-	-	-
Intangible assets (Unallocated)	-	-	-	-	-
Depreciation (Allocated)	-	-	-	-	-
Amortization	-	-	-	-	-
Amortization (Unallocated)	-	-	-	-	-
Capital Employed (Allocated)	2.48	0.18	251.98	19.83	(0.02)
Capital Employed (Unallocated)	-	-	-	-	-

(Rs. in million)

Particulars	OTHERS				
	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011	March 31, 2010
Revenue					
External sales	21.64	149.17	10.72	55.85	113.15
Inter segment sales					
Other Income	-	4.35	0.27	(0.82)	0.95
Total revenue	21.64	153.52	10.99	55.03	114.10
Results					
Segment results	5.84	27.64	(6.95)	(0.19)	5.42
Other Income (Unallocated)	-	-	-	-	-
Unallocated expenses	-	-	-	-	-

(Rs. in million)

Particulars	OTHERS				
	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011	March 31, 2010
Finance costs	-	-	-	-	-
Exceptional Items	-	-	-	-	-

Particulars	OTHERS				
	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011	March 31, 2010
Profit before tax	-	-	-	-	-
Income taxes	-	-	-	-	-
Net profit	-	-	-	-	-
Other segment information					
Segment assets	4.31	76.24	129.39	23.87	76.48
Unallocated assets					
Total assets	4.31	76.24	129.39	23.87	76.48
Segment liabilities	-	49.82	10.25	4.46	16.44
Unallocated liabilities					
Total liabilities	-	49.82	10.25	4.46	16.44
Capital expenditure:					
Tangible assets (Unallocated)	-	-	-	-	-
Intangible assets (including those under development)	-	-	-	-	-
Intangible assets (Unallocated)	-	-	-	-	-
Depreciation (Allocated)	-	-	-	-	-
Amortization	-	-	-	-	-
Amortization (Unallocated)	-	-	-	-	-
Capital Employed (Allocated)	4.31	26.42	119.14	19.42	60.04
Capital Employed (Unallocated)	-	-	-	-	-

(Rs. in million)

Particulars	TOTAL OPERATIONS				
	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011	March 31, 2010
Revenue					
External sales	5,321.26	5,562.23	3,469.50	2,411.84	2,033.65
Inter segment sales					
Other Income	18.89	18.49	8.32	1.65	7.18
Total revenue	5,340.15	5,580.72	3,477.82	2,413.49	2,040.83
Results					
Segment results	1,343.47	1,187.24	699.91	406.92	407.33
Other Income (Unallocated)	334.86	158.63	54.73	38.21	25.55
Unallocated expenses	(414.63)	(307.18)	(197.57)	(155.42)	(235.77)
Operating profit	1,263.70	1,038.69	557.07	289.71	197.11
Finance costs	(5.86)	(0.10)	(0.09)	(1.92)	(0.97)
Exceptional Items			-	-	-
Profit before tax	1,257.84	1,038.59	556.98	287.79	196.14
Income taxes	(412.89)	(334.82)	(177.31)	(94.14)	(63.20)
Net profit	844.95	703.77	379.67	193.65	132.94
Other segment information					
Segment assets	5,433.20	5,322.65	5,453.10	3,141.93	2,796.23
Unallocated assets	2,391.67	1,737.40	857.09	401.01	315.59
Total assets	7,824.87	7,060.05	6,310.19	3,542.94	3,111.82
Segment liabilities	2,206.51	2,275.45	2,128.26	1,400.54	1,157.97
Unallocated liabilities	453.41	253.48	249.73	97.87	102.97
Total liabilities	2,659.92	2,528.93	2,377.99	1,498.41	1,260.94
Capital expenditure:					
Tangible assets (Unallocated)	2.11	2.39	1.73	2.72	1.80
Intangible assets (including those under development)	869.27	692.93	417.13	332.05	919.60
Intangible assets (Unallocated)	1.73	2.77	-	-	-
Depreciation (Unallocated)	1.82	1.77	1.41	1.38	1.24
Amortization	285.80	365.01	365.72	312.50	244.74

Particulars	TOTAL OPERATIONS				
	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011	March 31, 2010
Amortization (Unallocated)	0.79	0.20	1.48	1.53	1.54
Capital Employed (Allocated)	3,226.69	3,047.20	3,324.84	1,741.39	1,638.26
Capital Employed (Unallocated)	1,938.26	1,483.92	607.36	303.14	212.62

Geographical Segments:

The company's secondary segments are the geographic distribution of activities. Revenue and receivables are specified by location of customers while the other geographic information is specified by location of the assets. The following tables present revenue, expenditure and certain asset information regarding the company's geographical segments:

(Rs. in million)

Particulars	WITHIN INDIA				
	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011	March 31, 2010
Revenue					
Sales to external customers	-	-	-	-	-
Other segment information					
Segment assets	2,341.15	1,608.06	534.56	387.85	305.46
Total assets					
Capital expenditure:					
Tangible fixed assets	2.11	2.39	1.73	2.72	1.80
Intangible assets (including those under development)	1.73	2.77	-	-	-

(Rs. in million)

Particulars	OUTSIDE INDIA				
	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011	March 31, 2010
Revenue					
Sales to external customers	5,321.26	5,562.23	3,469.50	2,411.84	2,033.65
Other segment information					
Segment assets	5,483.72	5,451.99	5,775.63	3,155.09	2,806.36
Total assets					
Capital expenditure:					
Tangible fixed assets	-	-	-	-	-
Intangible assets (including those under development)	869.27	692.93	417.13	332.05	919.60

(Rs. in million)

Particulars	TOTAL				
	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011	March 31, 2010
Revenue					
Sales to external customers	5,321.26	5,562.23	3,469.50	2,411.84	2,033.65
Other segment information					
Segment assets	7,824.87	7,060.05	6,310.19	3,542.94	3,111.82
Total assets					
Capital expenditure:					
Tangible fixed assets	2.11	2.39	1.73	2.72	1.80
Intangible assets (including those under development)	871.00	695.70	417.13	332.04	919.60

ANNEXURE XXI

RESTATED UNCONSOLIDATED STATEMENT OF CONTINGENT LIABILITIES

(Rs. in million)					
Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Standby letter of credit given by the Company's bankers in respect of loan taken by Sharda International FZE	-	-	-	88.80	362.96
Standby letter of credit given by the Company's bankers in respect of loan taken by Sharda International DMCC	480.60	540.40	-	-	-
Banker's letter of guarantee	0.89	0.82	0.81	-	-
Disputed Income tax:					
A.Y. 2005-06	-	-	3.92	3.92	-
A.Y. 2008-09	2.13	-	-	-	2.07
A.Y. 2009-10	-	-	-	-	2.51
Service Tax Matters	78.51	-	-	-	-
Customer's claim not acknowledged as debt	-	438.72	-	-	-
Total	562.13	979.94	4.73	92.72	367.54

Notes

1. The above statement should be read with the notes to restated unconsolidated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV & V.

ANNEXURE XXII**RESTATED UNCONSOLIDATED STATEMENT OF REVENUE FROM OPERATIONS**

(Rs. in million)					
Particulars	For the year ended 31st March, 2014	For the year ended 31st March, 2013	For the year ended 31st March, 2012	For the year ended 31st March, 2011	For the year ended 31st March, 2010
Revenue from operations					
Export of traded goods	2,358.26	3,354.74	1,870.42	1,607.74	1,654.59
Export of manufactured goods	2,963.00	2,207.49	1,599.08	804.10	379.06
Total	5,321.26	5,562.23	3,469.50	2,411.84	2,033.65

Notes

1. The figures disclosed above are based on the restated unconsolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the notes to restated unconsolidated summary statement of assets and liabilities, profits and losses and cash flows appearing in Annexures IV & V.

ANNEXURE XXIII

RESTATED UNCONSOLIDATED STATEMENT OF OTHER INCOME

(Rs. in million)

Particulars	For the year ended 31st March, 2014	For the year ended 31st March, 2013	For the year ended 31st March, 2012	For the year ended 31st March, 2011	For the year ended 31st March, 2010	Nature: Recurring / Nonrecurring	Related/Not related to business activity
Interest income							
-On fixed deposits	6.66	2.23	0.02	2.73	4.24	Recurring	Related
-On refund of taxes	-	-	1.59	-	-	Non-Recurring	Not Related
-On Others	39.44	35.83	2.50	0.60	-	Non-Recurring	Not Related
Dividend income							
-On current investments	6.98	18.96	15.55	8.53	16.50	Recurring	Not Related
-On non-current investments	0.20	0.20	-	-	2.54	Non-Recurring	Not Related
Bad debts/sundry balances recovered	11.15	12.23	2.20	4.31	4.85	Non-Recurring	Related
Profit on sale of assets (Net)	-	-	-	0.50	2.09	Non-Recurring	Not Related
Share of income from task force	7.27	1.01	7.67	-	-	Recurring	Related
Exchange rate fluctuation (Net)	193.94	81.77	20.90	19.63	-	Recurring	Related
Profit on sale of current investments	73.67	15.76	11.96	2.88	-	Non-Recurring	Not Related
Profit on sale of non-current investments	10.29	-	-	-	-	Non-Recurring	Not Related
Reversal of provision for diminution in value of investment (net)	3.67	5.37	-	-	-	Non-Recurring	Not Related
Export incentives	0.47	3.74	0.56	0.68	2.51	Recurring	Related
Discount Received	0.01	-	-	-	-	Non-Recurring	Not Related
Miscellaneous income	0.00	0.02	0.10	-	-	Non-Recurring	Not Related
Total	353.75	177.12	63.05	39.86	32.73		

Notes:-

1. The classification of other income as recurring/not-recurring, related/not-related to business activity is based on the current operations and business activity of the Company as determined by the management.
2. The figures disclosed above are based on the restated unconsolidated summary statement of assets and liabilities of the Company.
3. The above statement should be read with the notes to restated unconsolidated summary statement of assets and liabilities, profits and losses and cash flows appearing in Annexures IV & V.

Report of auditors on the Restated Consolidated Financial Statements of Sharda Cropchem Limited as at and for each of the years ended March 31, 2014, 2013, 2012, 2011 and 2010.

The Board of Directors
Sharda Cropchem Limited
(Formerly known as Sharda Worldwide Exports Private Limited)
Domnic Holm
29th Road, Off Waterfield Road
Bandra West
Mumbai – 400050

Dear Sirs,

1. We have examined the attached Restated Consolidated Financial Information of Sharda Cropchem Limited (Formerly known as Sharda Worldwide Exports Private Limited) (the “Company”) and its subsidiaries and an associate (together referred to as the “Group”), as at March 31, 2014, 2013, 2012, 2011 and 2010 and for each of the years ended March 31, 2014, 2013, 2012, 2011 and, 2010 annexed to this report prepared by the Company for the purpose of inclusion in the offer document (“Restated Consolidated Financial Information”) in connection with its proposed Initial Public Offer (“IPO”). Such financial information, which has been approved by the Board of Directors of the Company, has been prepared in accordance with the requirements of:
 - a. Sub-clause (i), (ii) and (iii) of clause (b) of Sub-section (1) of Section 26 of Chapter III of The Companies Act 2013 (the “Act”) read with rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014; and
 - b. relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “Regulations”) issued by the Securities and Exchange Board of India (“SEBI”) on August 26, 2009, as amended from time to time in pursuance of the Securities and Exchange Board of India Act, 1992.
2. We have examined such Restated Consolidated Financial Information taking into consideration:
 - (a) the terms of our engagement agreed with you vide our engagement letter dated July 25, 2014, requesting us to carry out work on such financial information, proposed to be included in the offer document of the Company in connection with its proposed IPO; and
 - (b) the Guidance Note on Reports in Company Prospectuses (Revised) issued by the Institute of Chartered Accountants of India.
3. The Company proposes to make an IPO by offer for sale by certain shareholders’ existing equity shares of Rs.10 each at such premium, arrived at by book building process (the “Issue”), as may be decided by the Board of Directors of the Company.
4. The Restated Consolidated Financial Information has been compiled by the management which has been approved by the board of directors. The Restated Consolidated Financial Information has been compiled by the management from:
 - (a) The audited consolidated financial statements of the Group as at and for the years ended March 31, 2014, 2013, 2012, 2011 and 2010 and books of account underlying the financial statements of the Company considered for consolidation for the years ended March 31, 2011 and March 31, 2010 and other related records of the Group in respect of those years to the extent considered necessary, for the presentation of the Restated Consolidated Financial Information under the requirements of the Revised Schedule VI of the Companies Act, 1956. Those consolidated financial statements included information in relation to the Company’s subsidiaries and associate as listed below:

Name of the entity and relationship			Period covered
Sharda	International	DMCC	For the years ended March 31, 2014, 2013

Name of the entity and relationship	Period covered
(Subsidiary)	
Sharda International FZE (Subsidiary)	For the period from April 1, 2011 to March 14, 2012 and for the each of the years ended March 31, 2011, 2010
Axis Crop Science Private Limited (Subsidiary)	For the years ended March 31, 2014, 2013 and for the period from November 30, 2011 to March 31, 2012
Sharda Chile SpA (Subsidiary)	For the period from February 26, 2014 to March 31, 2014
Sharda Cropchem Espana, S.L. (Subsidiary)	For the period from March 4, 2014 to March 31, 2014
Sharda Polska SP.ZO.O. (Subsidiary)	For the 12 months ended December 31, 2013
Sharda Ukraine LLC (Subsidiary)	For the 12 months ended December 31, 2013
Sharda Del Ecuador CIA Ltda (Subsidiary)	For the 12 months ended December 31, 2013
Sharda Peru SAC (Subsidiary)	For the 12 months ended December 31, 2013
Shardarus LLC (Subsidiary)	For the 12 months ended December 31, 2013
Shardaserb D. O. O. (Subsidiary)	For the 12 months ended December 31, 2013
Sharda Spain S.L. (Subsidiary)	For the 12 months ended December 31, 2013
Sharda De Guatemala S.A. (Subsidiary)	For the 12 months ended December 31, 2013
Sharda Hungary Kft (Subsidiary)	For the 12 months ended December 31, 2013
Sharda Costa Rica SA (Subsidiary)	For the year ended March 31, 2014
Sharda Italia SRL (Subsidiary)	For the 12 months ended December 31, 2013
Shardacan LTD (Subsidiary)	For the 12 months ended December 31, 2013
Sharda USA LLC (Subsidiary)	For the 12 months ended December 31, 2013
Sharzam Limited (Subsidiary)	For the 12 months ended December 31, 2013
Sharda Private (Thailand) Limited (Associate)	For the year ended March 31, 2014
Sharda Balkan Agrochemicals Limited (Subsidiary)	For the 12 months ended December 31, 2013
Sharda Do Brasil Comercio De Produtos Quimicos E Agroquimicos LTDA (Subsidiary)	For the 12 months ended December 31, 2013
Sharda Hellas Agrochemicals Ltd (Subsidiary)	For the 12 months ended December 31, 2013
Sharda Swiss SARL (Subsidiary)	For the 12 months ended December 31, 2013

Financial statements of above subsidiaries and associate were not audited by us, as specified below:

- (i) For the year ended March 31, 2014, we did not audit total assets of Rs. 1,670.96 million as at March 31, 2014, total revenue of Rs. 2,525.33 million and net cash outflows amounting to Rs. 24.48 million for the year ended in respect of certain subsidiaries and associate whose financial statements have been audited by other auditors and whose reports have been furnished to us by the management. Our opinion, in so far as it relates to the affairs of such subsidiaries and an associate is based solely on the report of other auditors. Our opinion is not qualified in respect of this matter.
- (ii) For the year ended March 31, 2013, we did not audit the Financial Statements of certain subsidiaries whose financial statements reflect total assets of Rs.1,013.22 million as at March 31, 2013, total income of Rs.2,213.86 million and cash flows of Rs. 34.05 million for the year then ended. The above mentioned financial statements have been audited by other auditors whose reports have been furnished to us. Our opinion, in so far as it relates to the affairs of such subsidiaries is based solely on the report of other auditors. Our opinion is not qualified in respect of this matter.
- (iii) For the year ended March 31, 2012, we did not audit the financial statements of certain subsidiaries, whose financial statements reflect total assets of Rs. 65.32 million as at March 31, 2012, the total revenue of Rs. 2,668.46 million and cash inflows amounting to Rs. 138.43 million for the year then ended. These financial statements and other financial information have been

audited by other auditors whose reports have been furnished to us, and our opinion is based solely on the report of other auditors.

- (iv) For the year ended March 31, 2011, (i) We did not audit the financial statements of certain subsidiaries, whose financial statements reflect total assets of Rs. 1,439.7 million as at 31st March 2011, the total revenue of Rs. 2,044.1 million and cash inflows amounting to Rs. 117.4 million for the year then ended. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us, and our opinion is based solely on the report of other auditors. (ii) Further, the financial statements of certain subsidiaries not audited by us and included in the Restated Consolidated Financial Information, have been included in the Restated Consolidated Financial Information based on reports of another firms of Chartered Accountants, to the extent these additionally relate to the requirements of Revised Schedule VI of the Companies Act, 1956, and such reports have been relied upon by us.
 - (v) For the year ended March 31, 2010, (i) We did not audit the financial statements of certain subsidiaries, whose financial statements reflect total assets of Rs. 1,081.1 million as at 31st March 2010, the total revenue of Rs. 1,521.9 million and net cash inflow amounting to Rs. 25.9 million for the year then ended. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us, and our opinion is based solely on the report of other auditors. (ii) Further, the financial statements of certain subsidiaries not audited by us and included in the Restated Consolidated Financial Information, have been included in the Restated Consolidated Financial Information based on reports of another firms of Chartered Accountants, to the extent these additionally relate to the requirements of Revised Schedule VI of the Companies Act, 1956, and such reports have been relied upon by us.
5. In accordance with the requirements of Sub-clause (i), (ii) and (iii) of clause (b) of Sub-section (1) of Section 26 of Chapter III of the Act read with rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the Regulations and terms of our engagement agreed with you, we report that, read with paragraph 4 above, we have examined the Restated Consolidated Summary Statements of Assets and Liabilities of the Group as at March 31, 2014, 2013, 2012, 2011 and 2010 and the related Restated Consolidated Summary Statement of Profits and Losses and Cash Flows for each of the years ended March 31, 2014, 2013, 2012, 2011 and 2010 and as set out in Annexures I to III.
6. Based on our examination and reliance placed on the reports of the auditors of the subsidiaries and an associate not audited by us as referred to in paragraph 4(a) above to the extent applicable, we further report that:
- (a) The Restated Consolidated Profits have been arrived at after making such adjustments and regroupings as, in our opinion, are appropriate and more fully described in the notes appearing in Annexure IV to this report;
 - (b) The impact arising on account of changes in accounting policies adopted by the Group as at and for the year ended March 31, 2014 is applied with retrospective effect in the Restated Consolidated Financial Information;
 - (c) Adjustments for the material amounts in the respective financial years to which they relate have been adjusted in the attached Restated Consolidated Financial Information;
 - (d) There are no extraordinary items which need to be disclosed separately in the Restated Consolidated Financial Information;
 - (e) There are no qualifications in the auditors' reports, which require any adjustments to the Restated Consolidated Financial Information;
7. We have not audited any financial statements of the Group as of any date or for any period subsequent to March 31, 2014. Accordingly, we express no opinion on the financial position, results of operations or cash flows of the Group as of any date or for any period subsequent to March 31, 2014.

Other Financial Information:

8. At the Company's request, we have also examined the following Consolidated Financial Information proposed to be included in the offer document prepared by the management and approved by the Board of Directors of the Company and annexed to this report relating to the Group as at and for each of the years ended March 31, 2014, 2013, 2012, 2011 and 2010:
- (i) Restated Consolidated Statement of Long term borrowings, enclosed as Annexure VI
 - (ii) Restated Consolidated Statement of Long term Provisions, enclosed as Annexure VII
 - (iii) Restated Consolidated Statement of Short term borrowings, enclosed as Annexure VIII
 - (iv) Restated Consolidated Statement of Other Current Liabilities, enclosed as Annexure IX
 - (v) Restated Consolidated Statement of Short term Provisions, enclosed as Annexure X
 - (vi) Restated Consolidated Statement of Non-Current Investments, enclosed as Annexure XI
 - (vii) Restated Consolidated Statement of Long term Loans and Advances, enclosed as Annexure XII
 - (viii) Restated Consolidated Statement of Current Investments, enclosed as Annexure XIII
 - (ix) Restated Consolidated Statement of Trade Receivables, enclosed as Annexure XIV
 - (x) Restated Consolidated Statement of Short term Loans and Advances, enclosed as Annexure XV
 - (xi) Restated Capitalisation Statement, as appearing in Annexure XVI
 - (xii) Restated Consolidated Statement of Accounting Ratios, enclosed as Annexure XVII
 - (xiii) Restated Consolidated Statement of Related Party Transactions –As per Accounting Standard 18 Related Party Disclosures, enclosed as Annexure XVIII
 - (xiv) Restated Consolidated Statement of Segment information, enclosed as Annexure XIX
 - (xv) Restated Consolidated Statement of Contingent Liabilities, enclosed as Annexure XX
 - (xvi) Restated Consolidated Statement of Revenue from Operations, enclosed as Annexure XXI
 - (xvii) Restated Consolidated Statement of Other Income, enclosed as Annexure XXII
9. In our opinion, the financial information as disclosed in the Annexures to this report, read with the respective significant accounting policies and notes disclosed in Annexure V, and after making adjustments and regroupings as considered appropriate and disclosed in Annexure IV, have been prepared in accordance with provisions of the Act and the Regulations.
10. This report should not be in any way construed as a reissuance or redating of any of the previous audit reports issued by us or by other firm of Chartered Accountants, nor should this report be construed as an opinion on any of the financial statements referred to herein.
11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
12. This report is intended solely for your information and for inclusion in the offer document in connection with the proposed IPO of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For S.R. Batliboi & Co. LLP
Firm Registration No.: 301003E
Chartered Accountants

per Vijay Maniar
Partner
Membership no. 36738

Mumbai
Date: August 9, 2014

ANNEXURE I

RESTATED CONSOLIDATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(Rs. in million)

Particulars	Annexure	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Equity & Liabilities						
A Share Holders' Funds						
(a) Equity share capital		902.21	902.21	902.21	180.44	180.44
(b) Reserves and Surplus		4,655.24	3,766.04	3,026.88	3,015.25	2,614.50
Total of Shareholder funds		5,557.45	4,668.25	3,929.09	3,195.69	2,794.94
B Minority interest		0.24	0.01	0.37	0.01	0.00
C Non-current liabilities						
(a) Long term Borrowings	VI	0.04	0.17	0.36	-	-
(b) Deferred tax liabilities (Net)		101.82	90.02	51.15	42.70	59.40
(c) Long Term Provisions	VII	2.12	0.17	0.23	-	-
Total of Non-current liabilities		103.98	90.36	51.74	42.70	59.40
D Current liabilities						
(a) Short-term borrowings	VIII	399.12	458.83	33.95	23.73	22.12
(b) Trade payables		2,049.38	1,932.10	1,744.84	1,170.95	906.83
(c) Other current liabilities	IX	755.01	708.22	471.83	428.39	403.29
(d) Short-term provisions	X	276.66	106.32	105.66	33.40	4.57
Total of Current liabilities		3,480.17	3,205.47	2,356.28	1,656.47	1,336.81
Total of (A + B + C+D)		9,141.84	7,964.09	6,337.48	4,894.87	4,191.15
Assets						
E Non-current assets						
(a) Fixed assets:						
Goodwill on consolidation		2.17	-	-	-	-
Tangible assets		18.98	14.21	13.72	12.67	11.05
Intangible assets		619.25	627.56	566.62	863.17	1,059.11

Particulars		Annexure	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
	Intangible assets under development		1,334.84	883.91	630.60	335.46	181.08
			1,975.24	1,525.68	1,210.94	1,211.30	1,251.24
	(b) Non-current investments	XI	52.50	48.02	40.11	41.46	40.14
	(c) Long-term loans and advances	XII	204.83	137.97	79.69	26.83	27.28
	(d) Other non-current assets		79.96	73.98	29.16	25.52	89.79
	Total non-current assets		2,312.53	1,785.65	1,359.90	1,305.11	1,408.45
F	Current assets						
	(a) Current investments	XIII	1,692.41	922.71	323.83	254.99	172.51
	(b) Inventories		807.72	929.16	1,020.19	579.08	375.57
	(c) Trade receivables	XIV	4,002.14	3,788.36	3,266.22	2,483.60	2,148.74
	(d) Cash and bank balances		216.28	356.62	297.15	232.53	68.10
	(e) Short-term loans and advances	XV	86.53	159.23	66.58	34.77	15.26
	(f) Other current assets		24.23	22.36	3.61	4.79	2.52
	Total current assets		6,829.31	6,178.44	4,977.58	3,589.76	2,782.70
	Total of E+F		9,141.84	7,964.09	6,337.48	4,894.87	4,191.15

Notes:

1. The above statement should be read with the notes to restated consolidated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV & V.

As per our report on even date
For S. R. BATLIBOI & CO. LLP
ICAI Firm Registration No. 301003E
Chartered Accountants

For and on behalf of the Board of Directors of
SHARDA CROP CHEM LIMITED

per Vijay Maniar
Partner
Membership Number – 36738

R. V. Bubna
[Chairman &
Managing Director]

A. R. Bubna
[Executive
Director]

Jetkin Gudhka
[Company
Secretary]

Gautam Arora
[Chief Financial Officer]

Place: Mumbai
Date: August 9, 2014

Place: Mumbai
Date: August 9, 2014

ANNEXURE II

RESTATED CONSOLIDATED SUMMARY STATEMENT OF PROFIT AND LOSS

(Rs. in million)

Particulars	Annexure	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
Income:						
Revenue from operations	XXI	7,819.11	7,777.28	6,135.13	4,417.73	3,518.29
Other income	XXII	328.28	148.85	65.93	75.85	40.81
Total revenue		8,147.39	7,926.13	6,201.06	4,493.58	3,559.10
Expenses:						
Purchase of traded goods		3,443.78	4,174.39	3,198.25	2,542.40	2,131.74
Raw materials consumed		1,512.86	1,353.34	1,256.98	579.51	398.57
(Increase)/decrease in inventories of traded and finished goods		183.77	(84.80)	(262.04)	(28.81)	(79.65)
Employee benefits expense		181.27	135.85	108.69	84.12	52.32
Finance costs		13.73	3.57	1.36	2.10	1.53
Depreciation and amortisation expense		288.89	367.32	427.20	371.23	305.74
Other expenses		1,039.43	798.66	608.26	434.57	396.29
Total expenses		6,663.73	6,748.33	5,338.70	3,985.12	3,206.54
Restated Profit before tax		1,483.66	1,177.80	862.36	508.46	352.56
Tax expense/(credit):						
- Current tax		402.83	295.56	169.42	110.85	31.24
- Deferred tax expense/(credit)		11.80	38.88	8.39	(16.71)	31.96
Total tax expense		414.63	334.44	177.81	94.14	63.20
Restated Profit after tax and before minority interest for the year		1,069.03	843.36	684.55	414.32	289.36
Minority Interest		(0.00)	(0.37)	(2.55)	0.00	(0.00)
Restated Profit after tax		1,069.03	843.73	687.10	414.32	289.36

Notes:

- The above statement should be read with the notes to restated consolidated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV & V.

As per our report on even date
For S. R. BATLIBOI & CO. LLP
ICAI Firm Registration No. 301003E
Chartered Accountants

For and on behalf of the Board of Directors of
SHARDA CROP CHEM LIMITED

per Vijay Maniar
Partner
Membership Number – 36738

R. V. Bubna
[Chairman &
Managing Director]

A. R. Bubna
[Executive
Director]

Jetkin Gudhka
[Company
Secretary]

Gautam Arora
[Chief Financial Officer]

Place: Mumbai
Date: August 9, 2014

Place: Mumbai
Date: August 9, 2014

ANNEXURE III

RESTATED CONSOLIDATED SUMMARY STATEMENT OF CASH FLOWS

(Rs. in million)

	Particulars	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
A.	CASH FLOW FROM/(USED IN) OPERATING ACTIVITIES					
	Profit before taxation (as restated)	1,483.66	1,177.80	862.36	508.46	352.56
	Non cash adjustments to reconcile profit before tax to net cash flows					
	Depreciation and amortisation expense	288.89	367.32	427.20	371.23	305.74
	Provision/(reversal) for diminution in value of current investments	(0.04)	0.04	(0.01)	0.01	0.72
	Provision/(reversal) for diminution in value of non-current investments	(3.63)	(5.41)	9.04	(1.95)	(5.92)
	Loss on sale/scrap of fixed assets (Net)	8.10	12.28	-	-	0.04
	Net gain on sale of current investments	(73.67)	(15.76)	(11.96)	(2.88)	1.33
	Net gain on sale of non- current investments	(10.29)	-	-	-	-
	Unrealised foreign exchange (gain)/loss (Net)	94.49	65.70	20.19	(26.40)	104.44
	Finance costs	13.73	3.57	1.36	2.10	1.53
	Interest income	(7.60)	(3.76)	(3.37)	(3.48)	(4.86)
	Dividend income	(7.19)	(19.17)	(15.69)	(8.65)	(16.59)
	Operating profit before working capital changes (as restated)	1,786.45	1,582.61	1,289.12	838.44	738.99
	Movements in Working Capital					
	(Increase)/decrease in long-term loans and advances	(66.87)	(58.28)	(52.86)	0.44	(21.21)
	(Increase)/decrease in trade receivables	(79.48)	(656.75)	(662.30)	(310.28)	(211.80)
	(Increase)/decrease in inventories	233.26	91.03	(424.56)	(203.51)	(161.34)
	(Increase)/decrease in short-term loans and advances	125.38	(93.48)	(28.07)	(19.55)	(1.10)
	(Increase)/decrease in	(2.78)	0.57	1.21	(2.27)	(1.43)

	Particulars	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
	other current assets					
	Increase/(decrease) in trade payables	(147.17)	219.15	460.04	267.53	213.85
	Increase/(decrease) in other current liabilities	48.37	47.87	12.51	(3.77)	3.48
	Increase/(decrease) in short-term provisions	63.71	59.57	45.85	(1.79)	21.20
	Increase/(decrease) in long-term provisions	1.95	(0.06)	0.23	-	-
		176.37	(390.38)	(647.95)	(273.20)	(158.35)
	Cash flow from operations	1,962.82	1,192.23	641.17	565.24	580.64
	Direct taxes paid (Net of refunds)	(402.44)	(354.48)	(247.87)	(80.23)	(81.57)
	Net cash generated from/(used in) operating activities (A)	1,560.38	837.75	393.30	485.01	499.07
B.	CASH FLOW FROM/(USED IN) INVESTING ACTIVITIES					
	Interest received on bank deposits and others	1.61	1.74	3.37	3.48	4.86
	Dividends received on current investments	6.95	0.94	0.01	-	13.95
	Dividends received on non-current investments	0.20	0.20	0.13	0.11	2.64
	Purchase of non-current investments	(46.38)	(2.08)	(11.09)	(0.01)	4.53
	Proceeds from sale of non-current investments	59.43	-	-	-	-
	Purchase of fixed assets, including intangible assets, intangible assets under development and capital advances	(854.98)	(489.43)	(419.77)	(300.00)	(507.27)
	Proceeds from sale of fixed assets	-	0.44	-	-	0.19
	(Purchases)/Proceeds from sale of Current Investments (Net)	(695.91)	(565.19)	(41.30)	(70.37)	198.18
	Redemption/(investment) in bank deposits (having original maturity of more than three months)	29.20	(71.94)	(1.80)	63.39	2.88
	Acquisition of subsidiary/step-down subsidiary	(4.83)	-	(2.40)	-	-
	Net cash generated from/(used in) investing activities (B)	(1,504.71)	(1,125.32)	(472.85)	(303.40)	(280.04)

	Particulars	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
C.	CASH FLOW FROM/(USED IN) FINANCING ACTIVITIES					
	Finance costs paid	(13.73)	(3.57)	(1.36)	(2.10)	(1.53)
	Dividend paid on equity shares	(90.22)	(90.22)	-	-	-
	Tax on equity dividend paid	(14.64)	(14.64)	-	-	-
	Changes in Minority Interest	(0.01)	0.00	0.10	0.01	0.00
	Repayment of long-term borrowings	(0.13)	(0.20)	(0.14)	-	-
	Proceeds from/(Repayment of) short-term borrowings (Net)	(99.94)	425.56	(2.51)	1.61	(115.06)
	Net cash generated from/(used in) financing activities (C)	(218.67)	316.93	(3.91)	(0.48)	(116.59)
D.	Exchange Difference arising on conversion debited to Foreign Currency Translation Reserve	27.74	0.34	145.28	(16.19)	(96.87)
E.	Net Increase/(Decrease) in cash and bank balances(A+B+C+D)	(135.26)	29.70	61.82	164.94	5.57
F.	Cash and Cash Equivalent at the beginning of the year	324.55	296.06	230.28	66.74	61.12
G.	Effect of exchange differences on restatement of foreign currency cash and bank balances	(0.87)	(1.21)	3.65	(1.40)	0.05
H.	Cash and Cash Equivalent taken over on acquisition	27.50	-	0.31	-	-
I.	Total Cash and Cash Equivalent at the end of the year (E+F+G+H)	215.92	324.55	296.06	230.28	66.74
	Components of cash and cash equivalents					
	Cash on hand	0.53	0.06	0.46	0.03	0.00
	With banks - on current account	215.39	324.49	295.60	230.25	66.74

	Particulars	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
	Total cash and cash equivalents	215.92	324.55	296.06	230.28	66.74

Notes:

1. Figures in brackets indicate cash outflow
2. The above statement should be read with the notes to restated consolidated summary statement of assets and liabilities, profit and loss and cash flows appearing in Annexure IV & V.

**As per our report on even date
For S. R. BATLIBOI & CO. LLP
ICAI Firm Registration No. 301003E
Chartered Accountants**

**For and on behalf of the Board of Directors of
SHARDA CROP CHEM LIMITED**

**per Vijay Maniar
Partner
Membership Number – 36738**

**R. V. Bubna
[Chairman &
Managing Director]**

**A. R. Bubna
[Executive
Director]**

**Jetkin Gudhka
[Company
Secretary]**

**Gautam Arora
[Chief Financial Officer]**

**Place: Mumbai
Date: August 9, 2014**

**Place: Mumbai
Date: August 9, 2014**

ANNEXURE IV

NOTES ON MATERIAL ADJUSTMENTS

The summary of results of restatement made in the audited consolidated financial statements for the respective years and its impact on the profit of the Company is as follows:

(Rs. in million)

Particulars	For the Year Ended 31st March, 2014	For the Year Ended 31st March, 2013	For the Year Ended 31st March, 2012	For the Year Ended 31st March, 2011	For the Year Ended 31st March, 2010
Net profit as per audited financial statements, after minority interest	1,110.51	911.50	721.19	429.01	231.94
Adjustments to net profit as per audited financial statements					
a. Prior period items	21.39	(20.36)	20.60	(5.92)	(1.77)
b. Other material adjustments	(84.21)	(60.94)	(62.71)	(11.41)	77.10
c (i). Tax over and under provision	-	(11.27)	(0.00)	4.14	3.39
c (ii). Deferred tax impact of adjustments	21.34	24.80	8.02	(1.50)	(21.30)
Total of adjustments	(41.48)	(67.77)	(34.09)	(14.69)	57.42
Restated profit	1,069.03	843.73	687.10	414.32	289.36

Notes

a. Prior period items

In the financial statements for the year ended March 31, 2014, March 31, 2013, March 31, 2012, March 31, 2011 and March 31, 2010, certain items of income/expenses have been identified as prior period adjustments. These adjustments were recorded in the year when identified. However, for the purpose of restated consolidated summary statements, such prior period adjustments have been appropriately adjusted in the respective years to which the transactions pertain to. The details of such prior period adjustments are as under:

(Rs. in million)

	Particulars	For the Year ended 31st March, 2014	For the Year ended 31st March, 2013	For the Year ended 31st March, 2012	For the Year ended 31st March, 2011	For the Year ended 31st March, 2010
i.	Sharda Cropchem Limited					
	Expenses	13.26	(13.26)	-	-	-
	Indirect tax	-	-	21.36	(9.04)	(10.06)
	Depreciation	-	-	-	3.12	(3.12)
	Commission on sales	7.97	(7.97)	-	-	2.24
ii	Sharda International FZE					
	Refund of interest income	-	-	-	-	9.17

	Particulars	For the Year ended 31st March, 2014	For the Year ended 31st March, 2013	For the Year ended 31st March, 2012	For the Year ended 31st March, 2011	For the Year ended 31st March, 2010
iii	Axis Crop Science Private Limited					
	Commission on sales and others	0.16	0.87	(0.76)	-	-
	Total	21.39	(20.36)	20.60	(5.92)	(1.77)

b. **Other material Adjustment**

(Rs. in million)

Particulars	For the Year ended 31st March, 2014	For the Year ended 31st March, 2013	For the Year ended 31st March, 2012	For the Year ended 31st March, 2011	For the Year ended 31st March, 2010
Quality and rate difference settlements	(84.61)	5.29	(91.80)	(31.36)	63.89
Amortization of Intangible Assets- product registrations	0.40	(30.75)	18.72	10.70	3.24
Indirect tax	-	(33.79)	12.43	9.04	10.06
Depreciation on tangible assets	-	-	(1.25)	0.45	0.35
Expense	-	-	(0.02)	-	-
(Loss) of immaterial subsidiaries	-	(1.69)	(0.79)	(0.24)	(0.44)
Total	(84.21)	(60.94)	(62.71)	(11.41)	77.10

(i) **Quality and rate difference settlements**

In the financial statements for the year ended March 31, 2014, March 31, 2013, March 31, 2012, March 31, 2011 and March 31, 2010, quality and rate difference charges were reduced from sales. However, these amounts were recovered upon their final settlement in the subsequent financial years. For the purpose of restated consolidated summary statements, such quality and rate difference settlements have been appropriately adjusted in the respective years to which the transactions pertained to.

(ii) **Amortization of Intangible Assets - Product Registrations**

Liabilities relating to Product Registration (intangible asset) in respect of data compensation and indirect taxes were capitalized in the earlier years based on the information available at the respective point of time. Subsequently, upon crystallisation of those liabilities and refund of indirect taxes, the Company has adjusted the difference in the said intangible asset. For the purpose of Restated Consolidated Summary Statements, the crystallised liability has been accounted in place of estimated liability and the difference is adjusted in intangible asset with corresponding impact in other current liabilities and short term loans and advances. Consequently, amortization charge on the said intangible asset has been recomputed for each of the years.

(iii) **Indirect tax**

Refund of indirect taxes paid on certain expenses and disclosed as Other Income has been adjusted in the respective years in which expenses were incurred.

(iv) **Depreciation on tangible assets**

During the period ended March 14, 2012, Sharda International FZE had changed the estimated life of the tangible assets. However, for the purpose of restated consolidated summary statements, depreciation has been recomputed for earlier years based on revised estimated life.

(v) **Profit/(Loss) of immaterial subsidiaries**

Certain immaterial subsidiaries having revenue, assets and equity less than 0.5% of the group revenue, assets and equity respectively, were not considered for consolidation during the year ended 31st March 2013 and earlier years. However, these subsidiaries have now been consolidated for the purpose of restated consolidated summary statement.

c. **Tax adjustment**

Short or excess provision of prior taxes provided in each of the accounting year has been adjusted in the respective financial years for which the taxes were under/over provided.

(Rs. in million)					
Particulars	For the Year ended 31st March, 2014	For the Year ended 31st March, 2013	For the Year ended 31st March, 2012	For the Year ended 31st March, 2011	For the Year ended 31st March, 2010
Tax over and under provision	-	(11.27)	0.00	4.14	3.39
Deferred tax impact of adjustments	21.34	24.80	8.02	(1.50)	(21.30)
Total	21.34	13.53	8.02	2.64	(17.91)

d. **Material Regrouping**

Appropriate adjustments have been made in the Restated Consolidated Summary Statements of Assets and Liabilities, Profit and Losses and Cash Flows, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financials of the Company as at and for the year ended March 31, 2014, prepared in accordance with Revised Schedule VI and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (as amended).

e. **Restatement adjustments made in the audited opening balance figure in the net surplus in the Statement of Profit and Loss for the year ended March 31, 2010**

Particulars		R\$ in Million
Net surplus in the Statement of Profit and Loss as at April 1, 2009 as per audited consolidated financial statements		1,272.89
Adjustments		
a. Prior period expenses	(13.94)	
b. Other material adjustment	138.97	
c (i). Tax over and under provision	3.74	
c (ii). Deferred Tax impact of adjustments	(31.36)	
Total		97.41
Net surplus in the statement of profit and loss as at April 1, 2009 as restated		1,370.30

f. **Application of Revised Schedule VI**

During the year ended March 31, 2012, the Revised Schedule VI notified under the Companies Act, 1956 has become applicable to the Company for preparation and presentation of its financial statements. The adoption of Revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The Company has also reclassified the

figures for the years ended March 31, 2011 and 2010 in accordance with the requirements applicable for the year ended March 31, 2012.

ANNEXURE-V

NOTES TO RESTATED CONSOLIDATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES, STATEMENT OF PROFIT AND LOSS AND STATEMENT OF CASH FLOWS

1. Corporate information

Sharda Cropchem Limited (the Company) (formerly known as Sharda Worldwide Exports Private Limited) is a limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company is engaged in exports of Agro chemicals - technical grade and formulations – to various countries around the world. The Company also exports Conveyor belts, Rubber belts/sheet, Dyes and Dye intermediates and other products worldwide.

2. Basis of preparation

The Restated Consolidated Summary Statement of Assets and Liabilities of the Company as at March 31, 2014, March 31, 2013, March 31, 2012, March 31, 2011 and March 31, 2010 and the related Restated Consolidated Summary Statement of Profits and Losses and Cash Flows Statement for the year ended March 31, 2014, March 31, 2013, March 31, 2012, March 31, 2011 and March 31, 2010 (herein collectively referred to as 'Restated consolidated Summary Statements') have been compiled by the management from the consolidated financial statements of the Company for the year ended March 31, 2014, March 31, 2013, March 31, 2012, March 31, 2011 and March 31, 2010.

The Consolidated Financial Statements of the company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP) . The company has prepared these Consolidated Financial Statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956 read with the General Circular 08/2014 issued by the Ministry of Corporate Affairs. The Consolidated Financial Statements have been prepared under the historical cost convention on an accrual. The accounting policies have been consistently applied by the company and are consistent with those used in the previous year.

The restated consolidated summary statement of assets and liabilities of the Group as at March 31, 2014, 2013, 2012, 2011 and 2010 and the related restated consolidated summary statement of profits and losses and cash flows for the year ended March 31, 2014, 2013, 2012, 2011 and 2010 (herein collectively referred to as 'Restated consolidated summary statements') relate to the Group and have been prepared specifically for inclusion in the offer document to be filed by the Company with the Securities and Exchange Board of India ('SEBI') in connection with its proposed Initial public offering.

These Restated consolidated Summary Statements of assets and liabilities, profits and losses and cash flows have been prepared by the group to comply in all material respects with the requirements of Sub-clause (i), (ii) and (iii) of clause (b) of Sub-section (1) of Section 26 of Chapter III of The Companies Act, 2013 read with rules 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the SEBI Guidelines") issued by SEBI on August 26, 2009 as amended from time to time.

2.1 Principles of Consolidation:

The consolidated financial statements relate to Sharda Cropchem Limited ("the Company"), associate and its subsidiary companies (hereinafter referred to as 'Group'). The consolidated financial statements have been prepared on the following basis:

- (i) The financial statements of the company and its subsidiary companies have been combined on line-by-line basis by adding together the book value of like items of assets, liabilities, income and expenses after fully eliminating intra-group balances and intra-group transactions resulting in unrealized profit and loss in accordance with Accounting Standard (AS) 21 - "Consolidated Financial Statements."

- (ii) In terms of Accounting Standard 21, minority interest consists of :

The amount of equity attributable to minority at the date on which the investment in the subsidiary is made.

The minority's share of movements in equity since the date the parent - subsidiary relationship comes into existence.

Minority interest in share of net result for the year is identified and adjusted against the profit after tax. Excess of loss, if any, attributable to the minority over and above the minority interest in the equity of the subsidiary is absorbed by the Company.

- (iii) The financial statements of following companies are drawn upto the same reporting date i.e. for the year ended March 31 every year since its acquisition /formation and have been used for the purpose of consolidation.

Name	Relation
Sharda International DMCC (w.e.f 01.04.2012)	Subsidiary
Axis Crop Science Private Limited (w.e.f 30.11.2011)	Subsidiary
Sharda Costa Rica SA (w.e.f 13.10.2012)	Subsidiary
Sharda Private (Thailand) Limited (w.e.f 07.05.2010)	Associate
Sharda Chile SpA (w.e.f 26.02.2014)	Subsidiary
Sharda Cropchem Espana, S.L. (w.e.f 04.03.2014)	Subsidiary

The financial statements of the following companies are drawn for the twelve month period ended 31st December every year and have been used for the purpose of consolidation. All the material adjustments for the effect of significant transactions or events occurred between the reporting period of the company and the subsidiaries, if any, have been adjusted in the current year's consolidated financial statements.

Name	Relation
Sharda Del Ecuador CIA. Ltda (w.e.f 21.5.2009)	Subsidiary
Sharda Peru SAC (w.e.f 11.6.2009)	Subsidiary
Sharda Polska SP. ZO.O (w.e.f 12.01.2009)	Subsidiary
Sharda Ukraine LLC (w.e.f 13.5.2009)	Subsidiary
Sharzam Limited (w.e.f 09.05.2012)	Subsidiary
Sharda Hungary Kft (w.e.f 08.02.2012)	Subsidiary
Shardarus LLC (w.e.f 16.03.2006)	Subsidiary
Shardacan Limited (w.e.f 04.03.2011)	Subsidiary
Sharda USA LLC (w.e.f 18.05.2006)	Subsidiary
Shardaserb D.O.O (w.e.f 20.01.2012)	Subsidiary
Sharda Spain, S.L (w.e.f 20.02.2012)	Subsidiary
Sharda De Guatemala, S. A. (w.e.f 07.03.2012)	Subsidiary
Sharda Italia SRL (w.e.f 11.04.2012)	Subsidiary
Sharda Hellas Agrochemicals Limited (w.e.f 31.05.2010)	Subsidiary
Sharda Do Brazil Comercio De Produtos Quimicos E Agroquimicos LTDA (w.e.f 31.03.2010)	Subsidiary
Sharda Balkan Agrochemicals Limited (w.e.f 31.05.2010)	Subsidiary
Sharda Swiss SARL (w.e.f 01.03.2010)	Subsidiary

- (iv) The Consolidated financial statements of Sharda International DMCC have been prepared in accordance with International Financial Reporting Standards (IFRS) issued or adopted by the International Accounting Standards Board (IASB) and which are effective for accounting periods beginning on or after 1 January 2012 and the applicable rules and regulations of the Dubai Multi Commodities Centre. These IFRS financial statements have been converted to financial statements as per Indian GAAP and used for the purpose of consolidation.
- (v) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and events in similar circumstances and necessary adjustments required for deviation in accounting policies, if any and to the extent possible, are made in the

consolidated financial statements and are presented in the same manner as the company's separate financial statements.

- (vi) In translating the financial statements of the non-integral foreign subsidiaries for incorporation in the consolidated financial statements, the assets and liabilities, both monetary and non-monetary are translated at the closing rate, while income and expense items are translated at the date of transaction. For practical reasons, a rate that approximates the actual exchange rates i.e. average rate for the period has been used and all resulting exchange differences are accumulated in foreign currency translation reserve.
- (vii) The Management has decided to consolidate the financial statements of all its subsidiaries, irrespective of its materiality with effect from 1st April 2013. Accordingly, the details of subsidiary companies and Associate, together with the proportion of shareholding by the Group, considered in the consolidated financial statements for the year ended 31st March 2014 are as follows:

Sr. No.	Name	Country of incorporation	Proportion of ownership interest as at 31 March 2014	Proportion of ownership interest as at 31 March 2013	Proportion of ownership interest as at 31 March 2012	Proportion of ownership interest as at 31 March 2011	Proportion of ownership interest as at 31 March 2010
	Subsidiaries :						
1	Sharda International DMCC (w.e.f. 1.04.2012)	U.A.E	100.00%	100.00%			
2	Sharda International FZE (w.e.f. 25.05.2004 till 15.03.2012)	U.A.E			100.00%	100.00%	100.00%
3	Axis Crop Science Private Limited (w.e.f. 30.11.2011)	India	76.00%	76.00%	76.00%		
4	Sharda Del Ecuador CIA. Ltda (w.e.f. 21.05.2009)*	Ecuador	99.50%	99.50%	99.50%	99.50%	99.50%
5	Sharda Peru SAC (w.e.f. 11.06.2009)*	Peru	99.95%	99.95%	99.95%	99.95%	99.95%
6	Sharda Polska SP. ZO.O. (w.e.f. 12.01.2009)*	Poland	100.00%	100.00%	100.00%	100.00%	100.00%
7	Sharda Ukraine LLC (w.e.f. 13.05.2009)*	Ukraine	100.00%	100.00%	100.00%	100.00%	100.00%
8	Sharzam Limited (w.e.f. 09.05.2012)*	Zambia	99.99%	99.99%			
9	Sharda Hungary Kft (w.e.f. 08.02.2012)*	Hungary	100.00%	100.00%	100.00%		
10	Shardarus LLC (w.e.f. 16.03.2006)*	Russia	99.00%	99.00%	99.00%	99.00%	99.00%

Sr. No.	Name	Country of incorporation	Proportion of ownership interest as at 31 March 2014	Proportion of ownership interest as at 31 March 2013	Proportion of ownership interest as at 31 March 2012	Proportion of ownership interest as at 31 March 2011	Proportion of ownership interest as at 31 March 2010
11	Shardacan LTD (w.e.f. 04.03.2011)*	Canada	100.00%	100.00%	100.00%	100.00%	
12	Sharda USA LLC (w.e.f. 18.05.2006)*	USA	100.00%	100.00%	100.00%	100.00%	100.00%
13	Shardaserb D.O.O (w.e.f. 20.01.2012)*	Serbia	100.00%	100.00%	100.00%		
14	Sharda Spain, S.L (w.e.f. 20.02.2012)*	Spain	100.00%	100.00%	100.00%		
15	Sharda Costa Rica SA (w.e.f. 13.10.2012)*	Costa Rica	99.00%	99.00%			
16	Sharda De Guatemala, S. A. (w.e.f. 07.03.2012)*	Guatemala	98.00%	98.00%	98.00%		
17	Sharda Italia SRL (w.e.f. 11.04.2012)*	Italy	99.00%	99.00%			
18	Sharda Chile SpA (w.e.f. 26.02.2014)	Chile	100.00%				
19	Sharda Cropchem Espana, S.L. (w.e.f. 04.03.2014)	Spain	100.00%				
20	Sharda Hellas Agrochemicals Limited (w.e.f. 31.05.2010 till 14.03.2012 it was step-down subsidiary and w.e.f. 15.03.2012 direct subsidiary)*	Greece	100.00%	100.00%	100.00%		
21	Sharda Do Brazil Comercio De Produtos Quimicos E Agroquimicos LTDA (w.e.f. 31.03.2010 till 14.03.2012 it was step-down subsidiary and w.e.f.	Brazil	99.00%	99.00%	99.00%		

Sr. No.	Name	Country of incorporation	Proportion of ownership interest as at 31 March 2014	Proportion of ownership interest as at 31 March 2013	Proportion of ownership interest as at 31 March 2012	Proportion of ownership interest as at 31 March 2011	Proportion of ownership interest as at 31 March 2010
	15.03.2012 direct subsidiary)*						
22	Sharda Balkan Agrochemicals Limited (w.e.f. 31.05.2010 till 14.03.2012 it was step-down subsidiary and w.e.f. 15.03.2012 direct subsidiary)*	Greece	100.00%	100.00%	100.00%		
23	Sharda Swiss SARL (w.e.f. 01.03.2010 till 14.03.2012 it was step-down subsidiary and w.e.f. 15.03.2012 direct subsidiary)*	Switzerland	100.00%	100.00%	100.00%		
Associate :							
24	Sharda Private (Thailand) Limited*	Thailand	49.00%	49.00%	49.00%	49.00%	49.00%
Step-down Subsidiaries:							
25	Sharda Benelux BVBA (w.e.f. 13.11.2013)	Belgium	100.00%				
26	Euroazijski Pesticidi d.o.o. (w.e.f. 07.01.2014)	Croatia	100.00%				
Step-down Subsidiaries (w.e.f 30.09.2013):							
27	Siddhivinayak International Limited	U.A.E.	100.00%				
28	Sharda Bolivia S.R.L	Bolivia	99.00%				
29	Sharda Colombia S.A.	Colombia	90.00%				
30	Sharda De Mexico S De RL DE CV	Mexico	99.00%				
31	Sharda Europe BVBA	Belgium	100.00%				

Sr. No.	Name	Country of incorporation	Proportion of ownership interest as at 31 March 2014	Proportion of ownership interest as at 31 March 2013	Proportion of ownership interest as at 31 March 2012	Proportion of ownership interest as at 31 March 2011	Proportion of ownership interest as at 31 March 2010
32	Sharda International Africa (PTY) Ltd	South Africa	100.00%				
33	Sharda Malaysia Sdn . Bhd.	Malaysia	100.00%				
34	Sharda Uruguay S.A.	Uruguay	100.00%				
35	Sharpar S.A.	Paraguay	90.00%				
36	Sharda Hellas Agrochemicals Limited (w.e.f. 31.05.2010 till 14.03.2012 it was step-down subsidiary and w.e.f. 15.03.2012 direct subsidiary)*	Greece				100.00%	
37	Sharda Do Brazil Comercio De Produtos Quimicos E Agroquimicos LTDA (w.e.f. 31.03.2010 till 14.03.2012 it was step-down subsidiary and w.e.f. 15.03.2012 direct subsidiary)*	Brazil				99.00%	99.00%
38	Sharda Balkan Agrochemicals Limited (w.e.f. 31.05.2010 till 14.03.2012 it was step-down subsidiary and w.e.f. 15.03.2012 direct subsidiary)*	Greece				100.00%	
39	Sharda Swiss SARL (w.e.f. 01.03.2010 till 14.03.2012 it was step-down subsidiary and	Switzerland				100.00%/	100.00%/

Sr. No.	Name	Country of incorporation	Proportion of ownership interest as at 31 March 2014	Proportion of ownership interest as at 31 March 2013	Proportion of ownership interest as at 31 March 2012	Proportion of ownership interest as at 31 March 2011	Proportion of ownership interest as at 31 March 2010
	w.e.f. 15.03.2012 direct subsidiary)*						

* Note: The results of these subsidiary companies and associate were not considered in the consolidated financial statements for and upto the financial year ended 31st March, 2013, since these were considered as immaterial.

- (viii) There is no change in shareholding pattern of the subsidiaries and associate since the date of acquisition.
- (ix) Investment in entities in which the Group has significant influence but not a controlling interest, are reported according to the equity method i.e. the investment is initially recorded at cost. Cost of investment in associates, over the net assets at the time of acquisition of the investment in the associates is recognised in the financial statements as goodwill or capital reserve, as the case may be.

2.2 Summary of significant accounting policies

(a) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

(b) Tangible fixed assets

Fixed Assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises of the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

(c) Depreciation on tangible fixed assets

Depreciation is provided after impairment, if any, using the straight line method as per the useful lives of the assets estimated by the management, or at rates prescribed under Schedule XIV of the Companies Act 1956, whichever is higher. Assets costing Rs.5,000 or less are fully depreciated in the year of acquisition. Fixed Assets are depreciated equally over estimated useful life as under:-

Asset class	Estimated useful life
Computers	6 to 7 years
Furniture and Fixtures	15 to 16 years
Office Equipments	21 to 22 years
Cylinders	6 to 7 years
Motor Cars	10 to 11 years

(d) Intangible assets and amortisation

Intangible Assets are stated at cost less accumulated amortisation.

Data Registration

Data Registration expenses and Data Compensation charges are amortised on a straight line basis over a period of five years.

Computer Software

Expenses on implementation of Computer Software are amortised on a straight line basis over a period of four years.

(e) Impairment of tangible and intangible assets

- (i) The carrying amounts of assets are reviewed for impairment at each Balance Sheet date to determine if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using pre tax rate, that reflect current market assessment of the time value of money and the risk specific to the assets.
- (ii) After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

(f) Research and Development costs

Research costs are expensed as incurred. Development expenditure is carried forward when its future recoverability can reasonably be regarded as assured and is amortised over the period of expected future benefit.

(g) Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis.

Non-Current Investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in nature.

(h) Inventories

Raw materials, traded goods and finished goods are valued at lower of cost or net realizable value. Cost includes direct material and direct expenses. Cost is determined on a weighted average basis. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sales.

(i) Retirement and other employee benefits

Provident Fund is a defined contribution scheme established under a State Plan in India. The contributions to the scheme are charged to the statement of profit and loss during the year in which the employee renders the related service.

Gratuity liability is a defined benefit obligation which is provided for on the basis of an actuarial valuation on projected unit cost method made at the end of each financial year.

Short term compensated absences are provided for based on estimates.

Actuarial gains/(losses) are immediately taken to the Statement of profit and loss and are not deferred.

(j) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

Sale of goods

Revenue is recognized when the significant risks and rewards of ownership of the goods have been passed to the buyer.

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividends

Dividend income is recognized when the shareholders' right to receive payment is established by the Balance Sheet date.

(k) Foreign currency transactions

Foreign currency transactions and balances

(i) Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount, the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in foreign currency are reported using the exchange rate at the date of the transaction and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rate that existed when the values were determined.

(iii) Exchange differences

Exchange differences arising on the settlement of monetary items or on reporting monetary items of the Group at rates different from those at which they were initially recorded during the year or reported in previous financial statements are recognized as income or as expenses in the year in which they arise.

(iv) Forward exchange contracts not intended for trading or speculation purpose

The premium or discount arising at the inception of forward exchange contracts is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognized in the statement of Profit and Loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contracts is recognized as income or as expense for the year.

(l) Derivative instruments

In accordance with the ICAI announcement, derivative contracts, other than foreign currency forward contracts covered under AS 11, are marked to market on a portfolio basis, and the net loss, if any, after considering the offsetting effect of gain on the underlying hedged item, is charged to the statement of profit and loss. Net gain, if any, after considering the offsetting effect of loss on the underlying hedged item, is ignored.

(m) Leases

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of profit and loss on a straight-line basis over the lease term.

(n) Earnings per share

Basic earnings per share has been calculated by dividing the net profit/(loss) after tax for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the period are adjusted for events of bonus issue.

For the purpose of calculating diluted earnings per share, the net profit/(loss) after tax for the year attributable to equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(o) Segment reporting

Identification of segments

The Group's operating businesses are organized and managed separately according to the products with each business segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the group carry on business.

Inter-segment transfers

The Group generally accounts for inter segment sales and transfers as if the sales or transfers were to third parties at current market prices.

Allocation of common costs

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Unallocated items

It includes general corporate income and expense items which are not allocated to any business segment.

Segment accounting policies

The group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the group as a whole.

(p) Cash and cash equivalents

Cash and cash equivalents for the purpose of cash flow statement comprise cash on hand, cash at bank and term deposits with banks and also include short term investments with an original maturity of three months or less.

(q) Taxes on Income

Tax expense comprises of Current and Deferred Tax. Current Income Tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India, except for the overseas subsidiaries and associate where current tax provision is determined based on the local tax laws. Deferred Tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred Tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. Deferred Tax Assets and Deferred Tax Liabilities are offset

if a legally enforceable right exists to set off Current Tax Assets against Current Tax Liabilities. Deferred Tax Assets and Deferred Tax Liabilities relate to the taxes on income levied by same governing taxation laws. Deferred Tax Assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such Deferred Tax Assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all Deferred Tax Assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

The carrying amount of Deferred Tax Assets are reviewed at each Balance Sheet date. The Company writes-down the carrying amount of a Deferred Tax Asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which Deferred Tax Asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Sharda International DMCC, a wholly owned subsidiary of the Company based out of Dubai and having material operations outside India, falls in free trade zone attracting no taxes on income. Hence, taxes on income pertains to Indian operations of the Group.

(r) Provisions and Contingencies

Provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised but are disclosed in the note to the financial statements unless the possibility of an outflow of resources embodying economic benefits is remote.

(s) Borrowing Cost

Borrowing costs includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowings costs directly attributable to acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

2.3 Amalgamation of Sharda International FZE, U.A.E.

Pursuant to the Scheme of Amalgamation ("the Scheme") under Sections 391 to 394 of the Companies Act, 1956, the Hon'ble High Court of Judicature at Bombay had pronounced an order on January 16, 2012 sanctioning the scheme of amalgamation of Sharda International FZE, U.A.E. (SIFZE), a wholly owned subsidiary of the Company with the Company from the appointed date viz.15th March, 2012. The Scheme became effective on March 15, 2012 upon filing of the said order with the Registrar of Companies, Mumbai. Consequently, all the assets and liabilities of SIFZE had been transferred to and vested in the company with effect from 15th March, 2012. The Scheme had accordingly been given effect to in financial year 2011-12.

The Assets and Liabilities of SIFZE as on the appointed date are as set out below:

Particulars	Rs. in million
Assets	
Fixed Assets	74.09
Investments	51.39
Current Assets, Loans and Advances	1,867.48
Total	1,992.96
Liabilities and equity	

Particulars	Rs. in million
Current Liabilities & Provisions	342.41
Loans	25.33
Share Capital	12.36
Reserves and surplus	1,612.86
Total	1,992.96

In accordance with Accounting Standard 14 - Accounting for Amalgamation, the above Amalgamation had been accounted for under the “Pooling of interest” method, as prescribed by the Scheme. Accordingly, all assets, liabilities and other reserves of SIFZE as on 15th March, 2012 had been aggregated at their respective book values (after converting the book values using the applicable exchange rate at the close of business of the day immediately preceding the appointment date).

The company was directly holding the entire paid up capital of SIFZE and hence no consideration had been issued for the aforesaid amalgamation. Further, the share capital of Sharda International FZE had been cancelled and the resulting difference of Rs.149.13 million had been credited to Capital Reserve.

2.4 Acquisition of Sharda Del Ecuador CIA Ltda

During the financial year 2009-2010, the company had acquired 99.50% stake in Sharda Del Ecuador CIA Ltda.

2.5 Acquisition of Sharda Peru SAC

During the financial year 2009-2010, the company had acquired 99.95% stake in Sharda Peru SAC.

2.6 Acquisition of Sharda Spain S.L.

During the financial year 2011-2012, the company had acquired 100% stake in Sharda Spain S.L.

2.7 Acquisition of Sharda Costa Rica SA

During the financial year 2012-2013, the company had acquired 99% stake in Sharda Costa Rica SA.

2.8 Acquisition of Sharda Do Brasil Comercio De Produtos Quimicos E Agroquimicos LTDA by Sharda International FZE

During the financial year 2009-2010, Sharda International FZE had acquired 99% stake in Sharda Do Brasil Comercio De Produtos Quimicos E Agroquimicos LTD

2.9 Acquisition of Sharda Italia SRL

During the financial year 2012-13, the company had acquired 99% stake in Sharda Italia SRL.

2.10 Acquisition of Axis Crop Science Private Limited

During the financial year 2011-2012, the company had acquired 76% stake in Axis Crop Science Private Limited, an agrochemical marketing & distribution company.

2.11 Acquisition of 100% stake by Sharda International DMCC, a wholly owned subsidiary, in Siddhivinayak International Limited on 30.09.2013

The company's wholly owned subsidiary M/s. Sharda International DMCC has acquired 100% stake in M/s. Siddhivinayak International Limited as on 30th September, 2013. The net asset of Rs 7.67 million has been acquired on account of such acquisition resulting into creation of capital reserve amounting to Rs 3.37 million.

2.12 Acquisition of 100% stake by Sharda International DMCC, a wholly owned subsidiary, in Sharda Benelux BVBA on 13.11.2013

The company's wholly owned subsidiary M/s. Sharda International DMCC has acquired 100% stake in M/s. Sharda Benelux BVBA on 13th November, 2013. The net asset acquired and included in the

consolidated financial statements is Rs.0.07 million and the goodwill created on acquisition amounts to Rs.0.46 million.

2.13 Acquisition of 100% stake by Sharda International DMCC, a wholly owned subsidiary, in Euroazijski pesticidi D.O.O on 07.01.2014

The company's wholly owned subsidiary M/s. Sharda International DMCC has acquired 100% stake in M/s. Euroazijski pesticidi D.O.O on 7th January, 2014. The net asset/(liability) acquired and included in the consolidated financial statements is Rs.(1.50) million and the goodwill created on acquisition amounts to Rs.1.71 million.

NOTES TO RESTATED CONSOLIDATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES, STATEMENT OF PROFIT AND LOSS AND STATEMENT OF CASH FLOWS

• **Retirement benefit plans**

The Company has a Defined Benefit Gratuity plan. Every employee who has completed five year or more of service gets Gratuity on retirement at 15 days of last drawn salary for each completed year of service.

Disclosures as required by Accounting Standard (AS) - 15 (Revised 2005) “ Employee Benefits” notified by the Companies (Accounting Standards) Rules, 2006 as amended are given below:

a) **The amounts recognised on account of Defined Benefit Plan in the Statement of Profit & Loss are as follows:**

(Rs. in million)

Expenses Recognized in the Income statement	Gratuity				
	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
Current service cost	1.02	1.00	0.43	0.23	0.28
Interest cost on benefit obligation	0.40	0.30	0.18	0.12	0.07
Expected return on plan assets	(0.32)	(0.39)	0.19	(0.03)	-
Net actuarial(gain)/loss recognized in the year	1.31	3.24	1.77	(0.31)	0.16
Past Service Cost	-	-	0.14	-	-
Net benefit expense under the head Employee Benefit Expense	2.41	4.15	2.71	0.01	0.51
Actual return on plan assets	0.31	(1.54)	0.19	-	-

b) **The amounts recognised on account of Defined Benefit Plan in the Balance Sheet are as follows:**

(Rs. in million)

Particulars	Gratuity				
	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Present value of defined benefit obligation	7.75	5.02	3.91	2.28	-
Less: Fair value of plan assets	3.71	3.39	3.47	2.23	-
Present value of unfunded obligation	-	-	-	-	1.40
Net Liability included under the head provision for Gratuity	4.04	1.63	0.44	0.05	1.40

- c) **Changes in the present value of defined benefit obligation are as follows:**

(Rs. in million)

Particulars	Gratuity				
	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
Opening defined benefit obligation	5.02	3.91	2.28	1.40	0.89
Current service cost	1.02	1.00	0.43	0.11	0.28
Interest cost	0.40	0.30	0.18	0.23	0.07
Benefits paid	-	(0.37)	-	(0.07)	-
Actuarial (gains)/losses on obligation	1.31	0.18	0.87	0.61	0.16
Past service cost	-	-	0.14	-	-
Closing defined benefit obligation	7.75	5.02	3.91	2.28	1.40

- d) **Changes in the fair value of plan assets are as follows:**

(Rs. in million)

Particulars	Gratuity				
	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
Opening fair value of plan assets	3.39	3.47	2.23	-	-
Expected return	0.32	0.39	0.19	0.03	-
Contributions by employer	-	1.84	0.35	1.29	-
Benefits paid	-	(0.37)	-	-	-
Actuarial gains/(losses)	-	(1.93)	0.70	0.91	-
Closing fair value of plan assets	3.71	3.39	3.47	2.23	-

- e) **The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:**

Particulars	Gratuity				
	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
Funds managed by insurer	100%	100%	100%	100%	-

- f) **The principal actuarial assumptions as at the Balance Sheet date:**

Particulars	As at				
	31st March, 2014	31st March, 2013	31st March, 2012	31st March, 2011	31st March, 2010
Discount rate	9.10%	8.00%	8.00%	8.00%	8.25%

Particulars	As at				
	31st March, 2014	31st March, 2013	31st March, 2012	31st March, 2011	31st March, 2010
Expected rate of return on assets	9.00%	9.25%	8.41%	8.17%	NA
Expected rate of salary increase	5.10%	5.00%	5.00%	5.00%	5.00%
Mortality table	Indian Assured Lives Mortality (2006-08) Ultimate	LIC (1994-96) Ultimate	LIC (1994-96) Ultimate	LIC (1994-96) Ultimate	LIC (1994-96) Ultimate
Proportion of employees opting for early retirement	3% at younger ages reducing to 1% at older ages	1% to 3%	1% to 3%	1% to 3%	1% to 5%

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled. There has been significant change in expected rate of return on assets due to change in the market scenario.

g) **Gratuity plan (Funded):**

Amounts for the current year and previous four years are as follows:

(Rs. in million)					
Particulars	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
Gratuity					
Defined benefit obligation	7.75	5.02	3.91	2.28	1.40
Plan assets	3.71	3.39	3.47	2.23	-
Surplus/(deficit)	(4.04)	(1.63)	(0.44)	(0.05)	(1.40)
Experience adjustments on plan liabilities (Gain)/Loss	1.31	0.18	0.87	0.61	0.16
Experience adjustments on plan assets (Gain)/Loss	0.00	(1.93)	0.70	0.91	-

h) **Defined Contribution Plans:**

(Rs. in million)					
Particulars	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
Contribution to Provident fund recognized in Statement of Profit and Loss	0.59	0.53	0.48	0.48	0.12

- Capital and other commitments**

(Rs. in million)

Particulars	As at				
	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-10	31-Mar-10
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances)	515.34	640.67	560.64	87.34	28.17

- Derivative instruments and unhedged foreign currency exposure**

The Company, in accordance with its risk management policies and procedures, enters into foreign currency forward contracts to manage its exposure in foreign exchange rate variations primarily relating to trade payables and trade receivables. The counter party is generally a bank. These contracts are for a period between one day and one year.

Foreign exchange forward contracts outstanding as at the balance sheet date:

Nature of instrument	Foreign currency	31 st March 2014		31 st March 2013		31 st March 2012		31 st March 2011		31 st March 2010	
		Amount (FCY in Million)	Amount (Rs. in Million)	Amount (FCY in Million)	Amount (Rs. in Million)	Amount (FCY in Million)	Amount (Rs. in Million)	Amount (FCY in Million)	Amount (Rs. in Million)	Amount (FCY in Million)	Amount (Rs. in Million)
Forward contract-sell	USD	2.00	120.15	0.50	27.02	5.15	261.71	0.95	42.00	0.88	40.11
	EUR	2.46	204.10	6.63	457.30	6.00	406.22	3.50	217.41	-	-
	AUD	0.22	12.36	1.20	67.55	0.62	32.53	0.51	23.38	0.50	20.82
	GBP	0.60	59.68	-	-	0.08	6.24	0.49	35.28	-	-
	HUF	-	-	144.49	32.65	-	-	-	-	-	-
	CZK	-	-	-	-	-	-	-	-	-	-
Forward Contract – Buy	USD	0.25	15.02	-	-	-	-	-	-	-	-
	EUR	-	-	1.00	68.89	-	-	-	-	-	-

- Unhedged foreign exchange exposure outstanding as at the balance sheet date:**

Nature of instrument	Foreign currency	31 st March 2014		31 st March 2013		31 st March 2012		31 st March 2011		31 st March 2010	
		Amount (FCY in Million)	Amount (Rs. in Million)	Amount (FCY in Million)	Amount (Rs. in Million)	Amount (FCY in Million)	Amount (Rs. in Million)	Amount (FCY in Million)	Amount (Rs. in Million)	Amount (FCY in Million)	Amount (Rs. in Million)
Unhedged currency exposure on:-											
a) Receivable for goods	USD	18.28	1,098.08	36.01	1,944.90	33.34	1,687.30	36.96	1,655.47	40.26	1,751.67
	EUR	13.62	1,123.78	14.41	993.04	11.84	802.09	7.74	488.08	5.34	325.16
	GBP	-	-	0.12	9.61	0.57	46.10	0.05	4.11	0.04	2.61
	AUD	0.01	0.44	0.10	5.40	-	-	0.39	17.88	0.20	8.39
	HUF	843.26	223.61	646.20	148.32	-	-	-	-	-	-
	CZK	10.79	32.53	2.87	7.74	-	-	-	-	-	-
	PLN	10.78	213.43	-	-	-	-	-	-	-	-
	MXN	-	-	-	-	-	-	-	-	-	-
	PYG	-	-	-	-	-	-	-	-	-	-
	ZAR	0.24	1.34	-	-	-	-	-	-	-	-
b) Payable for goods and services	USD	18.78	1,127.97	21.10	1,142.31	25.56	1,299.94	23.42	1,041.55	18.95	859.76

Nature of instrument	Foreign currency	31 st March 2014		31 st March 2013		31 st March 2012		31 st March 2011		31 st March 2010	
		Amount (FCY in Million)	Amount (Rs. in Million)	Amount (FCY in Million)	Amount (Rs. in Million)	Amount (FCY in Million)	Amount (Rs. in Million)	Amount (FCY in Million)	Amount (Rs. in Million)	Amount (FCY in Million)	Amount (Rs. in Million)
	EUR	6.63	547.69	8.23	568.50	5.73	387.90	1.76	110.71	0.54	32.80
	GBP	0.04	4.17	0.03	2.19	0.00	0.07	0.07	5.11	0.00	0.07
	AUD	-	-	-	-	0.00	0.12	-	-	-	-
	CZK	2.30	6.94	0.03	0.08	-	-	-	-	-	-
	HUF	69.39	18.40	130.57	29.91	-	-	-	-	-	-
	AED	-	-	-	-	0.02	0.32	-	-	-	-
	PLN	0.03	0.53	-	-	-	-	-	-	-	-
	MXN	-	-	-	-	-	-	-	-	-	-
	PYG	-	-	-	-	-	-	-	-	-	-
	CHF	0.01	0.64	-	-	-	-	-	-	-	-
c) Payable for expenses	USD	7.74	465.05	10.49	567.24	7.51	386.71	8.70	380.98	7.56	338.67
	EUR	1.43	118.05	1.27	87.65	0.55	37.55	0.22	13.54	0.24	14.31
	GBP	0.07	6.78	0.00	0.39	0.03	2.43	0.02	1.72	0.00	0.33
	CHF	0.02	1.27	0.00	0.09	0.00	0.20	0.00	0.20	0.06	2.58
	AUD	0.01	0.46	0.07	3.95	-	-	-	-	0.00	0.16
	AED	-	-	0.07	1.05	-	-	0.02	0.28	0.05	0.68
	HUF	0.41	0.11	-	-	-	-	-	-	-	-
	CZK	-	-	-	-	-	-	-	-	-	-
	CAD	0.02	1.00	-	-	-	-	0.00	0.06	-	-
	RUB	-	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	PEN	-	-	0.04	0.79	-	-	-	-	0.00	0.00
	PLN	0.19	3.85	0.01	0.23	0.01	0.08	0.00	0.02	0.00	0.04
	UAH	-	-	-	-	-	-	-	-	-	-
	GTQ	-	-	0.00	0.00	-	-	-	-	-	-
	BRL	-	-	0.01	0.36	0.01	0.40	-	-	-	-
	PHP	0.02	0.03	-	-	-	-	-	-	-	-

- Leases**

Operating lease: company as lessee

The company has certain operating leases for office facility which are non cancellable. Such leases are generally with the option of renewal depending on the rent prevailing at the time of renewal. The lease term is 3-5 years. There is no escalation clause in the lease agreement. There are no sub leases.

Future minimum rentals payable under non-cancellable operating leases are as follows:

Particulars	(Rs. in million)				
	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Within one year	27.30	9.10	18.20	17.87	13.40
After one year but not more than five years	40.96	-	9.10	27.92	33.88
More than five years	-	-	-	-	-

- On 14th March, 2008, HEP Mauritius Ltd. (PE investor) had entered into agreement with the company and the company's promoters for purchase of equity shares representing 15.87% shareholding in the company for a consideration of Rs.1,000 million. As per the said agreement, the company was to provide exit to PE Investor by September 2012 as provided therein. The company and PE investor have mutually agreed that the investor will continue to hold its shareholding in the company beyond 30th September, 2012 till a suitable exit option is available to the PE investor. The company has filed its DRHP with SEBI on 13th February, 2014 as a process towards listing the company on stock exchanges for providing an exit to HEP Mauritius Ltd.
- There have been certain delays in making regulatory filings with the RBI. However, Company does not expect these delays to have any material impact on the financial statement and accordingly no provision has been made.

- Product registrations aggregating Rs. 2,462.37 million, Rs. 2,243.06 million, Rs. 1,809.02 million, Rs. 1,682.71 million and Rs. 1,521.91 million as at March 2014, 2013, 2012, 2011 and 2010 respectively includes Rs. 47.25 million, Rs. 444.19 million, Rs. 262.37 million, Rs. 417.08 million and Rs. 406.94 million as at March 2014, 2013, 2012, 2011 and 2010 respectively, which are not in the name of the group.
- The name of the Company has been changed from Sharda Worldwide Exports Private Limited to Sharda Cropchem Limited with effect from September 18, 2013.

**As per our report on even date
For S. R. BATLIBOI & CO. LLP
ICAI Firm Registration No. 301003E
Chartered Accountants**

**For and on behalf of the Board of Directors of
SHARDA CROP CHEM LIMITED**

**per Vijay Maniar
Partner
Membership Number – 36738**

**R. V. Bubna
[Chairman &
Managing Director]**

**A. R. Bubna
[Executive
Director]**

**Jetkin Gudhka
[Company
Secretary]**

**Gautam Arora
[Chief Financial Officer]**

**Place: Mumbai
Date: August 9, 2014**

**Place: Mumbai
Date: August 9, 2014**

ANNEXURE VI

RESTATED CONSOLIDATED STATEMENT OF LONG-TERM BORROWINGS

(Rs. in million)					
Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Secured - from banks	0.04	0.17	0.36	-	-
Total	0.04	0.17	0.36	-	-

Notes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the notes to restated consolidated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV & V.
3. Secured loan as at March 31, 2014, March 31, 2013 and March 31, 2012 represents loan for purchase of vehicle, secured against the hypothecation of Car and repayable in 60 equated monthly installments (EMI) of Rs.14,000/- on 15th day of every month till completion of loan.
4. There are no amounts due to Directors/Promoters/Promoter Group/Relatives of Promoters/Relatives of Directors.
5. List of persons/entities classified as 'Promoters' and 'Promoter Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

ANNEXURE VII

RESTATED CONSOLIDATED STATEMENT OF LONG TERM PROVISIONS

(Rs. in million)

Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Provision for employee benefits					
- Gratuity	2.12	0.17	0.23	-	-
Total	2.12	0.17	0.23	-	-

Notes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the notes to restated consolidated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV & V.

ANNEXURE VIII

RESTATED CONSOLIDATED STATEMENT OF SHORT-TERM BORROWINGS

(Rs. in million)

Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Bank overdraft facility - unsecured	396.46	458.15	9.35	23.50	11.34
Bill discounting – unsecured	-	-	23.30	-	10.78
From director(s) – unsecured	2.66	0.68	1.30	-	-
Others - unsecured	-	-	-	0.23	-
Total	399.12	458.83	33.95	23.73	22.12

Notes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above should be read with the notes to restated consolidated summary statement of assets and liabilities, profit and loss and cash flows appearing in Annexure - IV & V.
3. List of persons/entities classified as 'Promoters' and 'Promoter Group Companies' has been determined by the management and relied upon by the auditors. The auditors have not performed any procedure to determine whether the list is accurate and complete.
4. Amounts due to Directors/Promoters/Promoter Group Companies/Relatives of Promoters/Relatives of Directors.

(Rs. in million)

Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Mr. Anil Kumta	0.79	0.68	1.30	-	-
Mr. Jacques Ryon	1.87	-	-	-	-

5. Loan taken from Mr. Anil Kumta is repayable on demand and carries interest rate of 6.00% per annum and loan taken from Mr. Jacques Ryon is repayable on demand and does not carry any interest.
6. Bank overdraft facility availed by Sharda Cropchem limited is secured by a lien on fixed deposits placed by two directors of the company with the bank and personal guarantees of four directors of the company. This is repayable on demand and interest on the facility is charged at the bank's prime lending rate plus spread.
7. Bank overdraft facility availed by Sharda International DMCC is secured against standby letter of credit from Union Bank of India, India which in turn is secured by a corporate guarantee issued to it by Sharda Cropchem Limited. The standby letter of credit, in turn, is further secured by a combination of lien on fixed deposit placed by Sharda Cropchem Limited, by a lien marked on units of Union KBC Dynamic Bond Fund, by a lien on fixed deposit placed by two directors of Sharda Cropchem Limited and personal guarantees of four directors of Sharda Cropchem Limited. Bank overdraft is repayable on demand and interest on overdraft is charged at Libor plus spread.
8. Bill discounting are secured against hypothecation of export bills. This borrowing is further secured by a lien on fixed deposits placed by two directors of the company with the bank and by personal guarantees of four directors of the company. Bill discounted is repayable on maturity of underlying export bills and carry interest rate Libor plus spread.

ANNEXURE IX**RESTATED CONSOLIDATED STATEMENT OF OTHER CURRENT LIABILITIES**

(Rs. in million)					
Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Current maturities of long-term debt	0.14	0.16	0.11	-	-
Interest accrued and due on borrowings	-	0.07	0.20	-	-
Salary and bonus payable	25.62	15.11	9.28	6.60	3.64
Commission to Director	18.54	-	-	-	-
Statutory remittances	42.47	27.98	27.22	3.80	3.57
Payables on purchase of fixed assets	590.72	629.43	396.74	390.65	359.36
Advances from customers	53.79	22.79	21.83	24.11	26.74
Forward contracts payable	0.53	0.96	16.45	2.31	2.55
Book overdraft	2.34	-	-	-	-
Income received but not accrued	-	-	-	0.92	6.04
Other payables and advances	20.86	11.72	0.00	0.00	1.39
TOTAL	755.01	708.22	471.83	428.39	403.29

Notes:

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the notes to restated consolidated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV & V.

ANNEXURE X**RESTATED CONSOLIDATED STATEMENT OF SHORT-TERM PROVISIONS****(Rs. in million)**

Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Provision for gratuity	1.92	1.45	0.21	0.06	1.40
Provision for income tax (Net of advance tax)	55.26	0.01	0.59	33.34	3.17
Proposed final equity dividend	180.44	90.22	90.22	-	-
Provision for tax on equity dividend	30.67	14.64	14.64	-	-
Others	8.37	0.00	-	-	-
TOTAL	276.66	106.32	105.66	33.40	4.57

Notes

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the notes to restated consolidated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV & V.

ANNEXURE XI

RESTATED CONSOLIDATED STATEMENT OF NON CURRENT INVESTMENTS

(Rs. in million, other than figures in brackets)

Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Non-trade investments (Valued at cost, unless stated otherwise)					
a) Investment in equity instruments (quoted)					
Fully paid-up equity shares of US\$ 14 each in DP World) (Net of Provision as on March 31, 2013 is Rs. 3.62, March 31, 2012 is Rs. 9.13, March 31, 2011 is Rs. 9.83, March 31, 2010 is Rs. 11.03 and March 31, 2009 is Rs. 15.02)	- -	12.12 (15,376)	7.03 (307,532)	8.18 (307,532)	7.19 (307,532)
b) Investment in others (Unquoted)					
Fully paid-up units of US\$ 1,000 each in Endurance Note 2	- -	22.28 (500)	22.28 (500)	22.36 (500)	22.69 (500)
Fully paid-up units of US\$ 4,902.15 each in Permal Investment Holding NV (Net of Provision as on March 31, 2012 is Rs.0.51, March 31, 2011 is Rs.0.26, March 31, 2010 is Rs.1.02 and March 31, 2009 is Rs.2.95)	- -	11.12 (50,998)	10.80 (50,998)	10.92 (50,998)	10.26 (50,998)
Units of Rs.10 each of Union KBC Capital Protection Oriented Fund Series 1 (Net of Provision as on March 31, 2013 is Rs 0.04)	2.50 (249,990)	2.50 (249,990)	- -	- -	- -
Units of Rs.10 each HDFC FMP 1001D August 2013(1) Series 27 Regular	50.00 (5,000,000)	- -	- -	- -	- -
Sub total	52.50	35.90	33.08	33.28	32.95
Total	52.50	48.02	40.11	41.46	40.14
Aggregate amount of quoted investments-Market value	-	12.12	7.03	8.18	7.19
Aggregate amount of unquoted investments	52.50	35.90	33.08	33.28	32.95
Aggregate provision for diminution in value of investments	-	3.67	9.64	10.10	12.05

Notes:

1. The figures mentioned in the bracket represent fully paid up number of equity shares.
2. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
3. The above statement should be read with the notes to restated consolidated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV & V.
4. These investments are in the name of the Company/Subsidiaries.

ANNEXURE XII

RESTATED CONSOLIDATED STATEMENT OF LONG-TERM LOANS AND ADVANCES

(Rs. in million)					
Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Security deposits:					
Unsecured, considered good	0.37	0.23	0.26	0.03	0.03
Other loans and advances (Unsecured, considered good)					
Loan to employee	1.80	-	-	-	-
Advance tax (Net of provision for income tax)	202.66	137.74	79.43	26.80	27.25
Total	204.83	137.97	79.69	26.83	27.28

Notes

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. There are no amounts due from Directors/Promoters/Promoter Group/Relatives of Promoters/Relatives of Directors.
3. List of persons/entities classified as 'Promoters' and 'Promoter Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.
4. The above statement should be read with the notes to restated consolidated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV & V.

ANNEXURE XIII

RESTATED CONSOLIDATED STATEMENT OF CURRENT INVESTMENTS

(Rs. in million, other than figures in brackets)

Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
In Mutual Fund - At lower of cost and net realisable value (Unquoted - units fully paid-up)					
Units of Rs.1,000 of Axis Liquid Fund	20.00 (14,107)	- -	- -	- -	-
Units of Rs.10 of Birla Sun Life Fixed Term Plan - Series KL (30 days) Regular	100.00 (10,000,000)	- -	- -	- -	-
Units of Rs.100 each of Birla Sun Life Cash Plus-Regular plan	118.05 (590,697)	62.63 (333,860)	- -	- -	-
Units of Rs.10 each of Birla Sun Life Interval Income Fund Annual Plan3-Regular	- -	80.00 (8,000,000)	- -	- -	-
Units of Rs.10 each of Birla sun Life Interval Income Fund Quarterly Plan Series 1 Dividend Regular Plan	50.00 (2,982,528)	- -	- -	- -	-
Units of Rs.10 each Birla Sun Life Fixed Term Plan - Series CR	- -	- -	- -	15.00 (1,500,000)	-
Units of Rs.10 each Birla Sun Life Fixed Term Plan - Series CQ	- -	- -	- -	30.00 (3,000,494)	-
Units of Rs.100 each of Birla Sun Life Cash Plus-Institutional	- -	- -	15.09 (139,673)	- -	-
Units of Rs.10 each of Birla Sun Life Fixed Term Plan Series EP	- -	- -	30.00 (3,000,494)	- -	-
Units of Rs.10 each of Birla Sun Life Short Term FMP Series 22	- -	- -	15.00 (1,500,000)	- -	-
Units of Rs.10 each Birla Sun Life Dynamic Bond Fund	- -	- -	- -	- -	62.39 (6,019,723)
Units of Rs.10 each Birla Sun Life Enhanced Arbitrage Fund	- -	- -	- -	- -	15.15 (1,512,785)
Units of Rs.10 each Birla Sun Life Short Term Opportunities Fund - Institutional Plan	- -	- -	- -	20.11 (2,008,531)	-
Units of Rs.1,000 each DSP BlackRock Liquidity Fund - Institutional Plan	160.03 (89,410)	39.12 (23,339)	9.70 (9,693)	31.52 (31,509)	-
Units of Rs.10 each DSP BlackRock FMP 3M - Series 29	- -	- -	- -	10.00 (1,000,000)	-
Units of Rs.10 each DSP BlackRock FMP 12M - Series 87	- -	50.00 (5,000,000)	- -	- -	-
Units of Rs.10 each DSP BlackRock FMP Series 147-3M-Regular	50.00 (5,000,000)	- -	- -	- -	-
Units of Rs.10 each DSP BlackRock FMP 3M-Series 85	- -	20.00 (2,000,000)	- -	- -	-
Units of Rs.10 each DSP BlackRock FMP 12M-Series 86	- -	33.06 (3,305,640)	- -	- -	-
Units of Rs.10 each DSP BlackRock FMP 12M-Series 34	- -	- -	30.00 (3,000,000)	- -	-
Units of Rs.10 each DSP BlackRock	40.00	-	-	-	-

Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
FMP-Series 111-12M-Regular	(4,000,000)	-	-	-	-
Units of Rs.10 each HDFC FMP 370D February 2012 (2)-Series XXI	- -	- -	30.00 (3,000,000)	- -	- -
Units of Rs.10 each of HDFC Banking & PSU Debt Fund	45.00 (4,500,000)	- -	- -	- -	- -
Units of Rs.10 each HDFC FMP 372D February 2013(1)-Series 23-Regular	- -	33.06 (3,305,610)	- -	- -	- -
Units of Rs.10 each HDFC Cash Management Fund-Savings Plan- Direct Plan	10.83 (442,992)	10.83 (442,992)	- -	- -	- -
Units of Rs.10 each HDFC Cash Management Fund-Savings Plan	2.65 (101,758)	5.36 (219,163)	- -	- -	- -
Units of Rs.10 each HDFC Floating Rate Income Fund-Short Term Plan- Wholesale Option	187.51 (8,720,090)	35.00 (1,759,749)	- -	- -	- -
Units of Rs.10 each HDFC Annual Interval Fund Series I- Plan A- Regular	- -	50.00 (5,000,000)	- -	- -	- -
Units of Rs.10 each HDFC Cash Management Fund-Savings Plan	- -	- -	0.51 (47,849)	- -	- -
Units of Rs.10 each HDFC Short Term Fund	- -	- -	- -	- -	58.44 (5,653,339)
Units of Rs.10 each ICICI Prudential Equity & Derivatives Fund	- -	- -	- -	- -	36.53 (3,523,016)
Units of Rs.10 each ICICI Prudential FMP Series 55 -1 Year Plan F	- -	- -	- -	15.01 (1,500,507)	- -
Units of Rs.100 each ICICI Prudential Liquid-Regular Plan	18.80 (103,082)	19.94 (115,157)	- -	- -	- -
Units of Rs.10 each ICICI Prudential Interval Fund Series VI Annual Interval Plan A-Regular Plan	- -	30.00 (3,000,000)	- -	- -	- -
Units of Rs.10 each ICICI Prudential Interval Fund Quarterly Interval Plan 1-Regular Plan	- -	40.00 (4,000,000)	- -	- -	- -
Units of Rs.10 each ICICI Prudential Interval Fund II Quarterly Interval Plan B – Regular Plan	50.00 (4,538,893)	- -	- -	- -	- -
Units of Rs.10 each ICICI Prudential FMP Series 66-412 Days Plan E Regular Plan	45.00 (4,500,000)	45.00 (4,500,000)	- -	- -	- -
Units of Rs.10 each of ICICI Prudential FMP Series 62-396 Days Plan F	- -	30.00 (3,000,000)	30.00 (3,000,000)	- -	- -
Units of Rs.100 each of ICICI Prudential Flexible Income-Regular Plan	90.35 (386,633)	1.14 (5,203)	- -	- -	- -
Units of Rs.10 each of ICICI Prudential Interval Fund II Quarterly Interval Plan C-Regular Plan	- -	20.00 (1,999,940)	- -	- -	- -
Units of Rs.10 each of ICICI Prudential Ultra Short Term Fund - Regular Plan	32.77 (2,574,684)	- -	- -	- -	- -
Units of Rs.10 each of ICICI Prudential Banking & PSU Debt Fund Regular Plan	40.00 (3,951,203)	- -	- -	- -	- -
Units of Rs.100 each of ICICI Prudential Liquid Institutional Plus	- -	- -	21.94 (185,127)	- -	- -

Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Plan					
Units of Rs.10 each of ICICI Prudential Interval Fund II Quarterly Interval Plan F	- -	- -	10.00 (1,000,000)	- -	- -
Units of Rs.10 each IDFC Fixed Maturity - 100 days Series -1	- -	- -	- -	25.24 (2,500,000)	- -
Units of Rs.10 each IDFC Fixed Maturity Yearly - Series 40	- -	- -	- -	45.00 (4,500,000)	- -
Units of Rs.1,000 each IDFC Fixed Advantage Fund - Plan A	- -	- -	- -	18.09 (18,084)	- -
Units of Rs.10 each of IDFC Ultra Short Term Fund-Regular Plan	- -	55.00 (3,390,959)	- -	- -	- -
Units of Rs.10 each of IDFC Ultra Short Term Fund	- -	- -	23.03 (2,300,021)	- -	- -
Units of Rs.10 each of IDFC Fixed Maturity Plan - Yearly Series 51	- -	- -	30.00 (3,000,000)	- -	- -
Units of Rs.10 each of IDFC Fixed Term Plan Series 11 Regular Plan	80.00 (8,000,000)	80.00 (8,000,000)	- -	- -	- -
Units of Rs.10 each of IDFC Cash Fund-Regular Fund	10.57 (7,021)	6.02 (4,231)	- -	- -	- -
Units of Rs.1,000 each of Tata Liquid Fund Plan A	105.85 (46,487)	43.33 (20,043)	- -	- -	- -
Units of Rs.10 each of Tata Fixed Maturity Plan Series 39 Scheme E	- -	- -	31.00 (3,100,000)	- -	- -
Units of Rs.10 each of Tata Fixed Maturity Plan Series 42 Scheme H-Plan A	64.00 (6,400,000)	64.00 (6,400,000)	- -	- -	- -
Units of Rs.10 each of Tata Fixed Maturity Plan Series 42 Scheme A-Plan A	- -	30.00 (3,000,000)	- -	- -	- -
Units of Rs.1,000 each of Tata Liquidity Management Fund	- -	- -	11.07 (11,041)	- -	- -
Units of Rs.10 each Tata Fixed Maturity Plan Series 31 Scheme B	- -	- -	- -	45.02 (4,501,588)	- -
Units of Rs.1,000 each of Tata Liquid Super High Investment Fund	- -	- -	10.81 (9,698)	- -	- -
Units of Rs.10 each of Tata Fixed Income Portfolio Fund Scheme B2 Institutional	- -	- -	20.00 (1,997,383)	- -	- -
Units of Rs.10 each of Union KBC Dynamic Bond Fund*	10.33 (971,653)	10.33 (971,653)	- -	- -	- -
Units of Rs.1,000 each of Union KBC Liquid Fund-Direct Plan	9.84 (7,777)	23.10 (19,684)	- -	- -	- -
Units of Rs.10 each of Union KBC Asset Allocation Fund-Conservative Plan	5.00 (500,000)	4.96 (500,000)	- -	- -	- -
Units of Rs.10 each of Union KBC Dynamic Bond Fund	- -	- -	5.00 (499,990)	- -	- -
Units of Rs.1,000 each of Morgan Stanley Liquid Fund-Direct Plan	0.83 (726)	0.83 (726)	- -	- -	- -
Units of ICICI prudential liquid plan of Rs. 100/- each	- -	- -	0.68 (5,038)	- -	- -
Units of Rs.10 each of IDFC Fixed Term Plan Series 73-Regular Plan	100.00 (10,000,000)	- -	- -	- -	- -

Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Units of Rs.10 each of IDFC Fixed Term Plan Series 82-Regular Plan	40.00 (4,000,000)	- -	- -	- -	- -
Units of Rs.10 each of IDFC Money Manager Fund Treasury Plan	45.00 (2,251,117)	- -	- -	- -	- -
Units of Rs.10 each of Tata Fixed Income Portfolio Fund Scheme C2 Plan A	150.00 (13,931,457)	- -	- -	- -	- -
Units of Rs.10 each of Union KBC Fixed Maturity Plan Series 10-Regular Plan	10.00 (1,000,000)	- -	- -	- -	- -
Total	1,692.41	922.71	323.83	254.99	172.51
Aggregate amount of quoted investments	-	-	-	-	-
Aggregate amount of unquoted investments	1,692.41	922.71	323.83	254.99	172.51

- * There is a lien marked on the units of Union KBC Dynamic Bond Fund for Rs.10.33 million in favour of Union Bank of India against its issuance of standby letter of credit in favour of Standard Chartered Bank, Dubai in order to facilitate working capital limits to M/s. Sharda International DMCC, Dubai a wholly owned subsidiary of the Company.

Notes

1. The figures mentioned in the bracket represent absolute number of investment units.
2. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
3. The above statement should be read with the notes to restated consolidated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV & V.
4. These investments are in the name of the Company/Subsidiaries.

ANNEXURE XIV

RESTATED CONSOLIDATED STATEMENT OF TRADE RECEIVABLES

(Rs. in million)

Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Unsecured –Considered good					
Outstanding for a period exceeding six months from the date they are due for payment	78.88	248.06	243.28	292.98	330.32
Other Receivables					
Due for less than six months	3,923.26	3,540.30	3,022.94	2,190.62	1,818.42
Total	4,002.14	3,788.36	3,266.22	2,483.60	2,148.74

Notes

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the notes to restated consolidated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV & V.
3. There are no amounts due from Directors/Promoters/Promoter Group/Relatives of Promoters/Relatives of Directors.
4. List of persons/entities classified as 'Promoters' and 'Promoter Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

ANNEXURE XV

RESTATED CONSOLIDATED STATEMENT OF SHORT-TERM LOANS AND ADVANCES

(Rs. in million)					
Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Security deposit					
Unsecured - considered good	0.97	0.04	-	0.13	0.08
Advances recoverable in cash or kind					
Unsecured - considered good	50.49	69.28	42.23	30.67	0.01
Other loans and advances					
Unsecured - considered good					
Loans and advances to employees	0.98	0.02	0.01	0.07	8.55
Prepaid expenses	20.71	9.06	1.87	1.95	6.38
Balances with government authorities	9.09	79.06	21.22	0.32	0.24
Other advances	3.59	1.77	1.25	1.63	0.00
IPO expenses (Refer note 3)	0.70	-	-	-	-
Total	86.53	159.23	66.58	34.77	15.26

Notes

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the notes to restated consolidated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV & V.
3. Amounts due from Directors/Promoters/Promoter Group Companies/Relatives of Promoters/Relatives of Directors/Subsidiary Companies are as below:

(Rs. in million)					
Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
IPO Expenses recoverable - Mr. Ramprakash V. Bubna	0.13	-	-	-	-
IPO Expenses recoverable - Mrs. Sharda R. Bubna	0.13	-	-	-	-

4. List of persons/entities classified as 'Promoters' and 'Promoter Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

ANNEXURE XVI

RESTATED CAPITALISATION STATEMENT

(Rs. in million)

Particulars		As at 31st March, 2014
Borrowings:		
Long term borrowings		0.18
Short-term borrowings		399.12
	Total (A)	399.30
Shareholders' funds:		
Equity share capital		902.21
Reserves and surplus, as restated		4,655.24
	Total (B)	5,557.45
Debt / Equity ratio	(A) / (B)	0.07 : 1

Notes:

1. The above has been computed on the basis of the restated consolidated summary statements of assets and liabilities of the company as on March 31, 2014.
2. Long term borrowings include current maturities of long term borrowings amounting to Rs. 0.14 million which is grouped under Other current liabilities.

ANNEXURE XVII

RESTATED CONSOLIDATED STATEMENT OF ACCOUNTING RATIOS

Particulars		Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
Earnings Per Share (EPS) - Basic and Diluted						
Profit for the year as restated (Rs. in million)	A	1,069.03	843.73	687.10	414.32	289.36
Weighted average number of equity shares (Refer note 4) (Considered for computation of basic and diluted EPS)	B	90,220,495	90,220,495	90,220,495	90,220,495	90,220,495
EPS (in Rs.) - Basic and Diluted	A / B	11.85	9.35	7.62	4.59	3.21
Return on Net Worth						
Profit for the year as restated (Rs. in million)	C	1,069.03	843.73	687.10	414.32	289.36
Net worth at the end of the year (Rs. in million)	D	5,528.96	4,667.63	3,928.81	3,191.56	2,774.63
Return on Net Worth (%)	C / D *100	19.34	18.08	17.49	12.98	10.43
Net Asset Value Per Equity Share						
Net worth at the end of the year (Rs. in million)	E	5,528.96	4,667.63	3,928.81	3,191.56	2,774.63
Number of equity shares outstanding at the end of the year	F	90,220,495	90,220,495	90,220,495	90,220,495	90,220,495
Net Asset Value Per Equity Share post Bonus shares (in Rs.)	E / F	61.28	51.74	43.55	35.38	30.75

Note:

1. Formula:

$$\begin{aligned} \text{Earnings per Share (Rs.)} &= \frac{\text{Restated Profit after tax attributable to equity shareholders for the year}}{\text{Weighted Average No. of equity shares}} \\ \text{Diluted Earnings Per Share} &= \frac{\text{Restated Profit after tax attributable to equity shareholders for the year}}{\text{Weighted Average No. of equity shares}} \end{aligned}$$

			Weighted Average dilutive No. of equity shares
Return on Net Worth (%)	=	Restated Profit after tax attributable to equity shareholders for the year	
		Net Worth at the end of the year	
Net Assets Value per Equity Share (Rs.) (Considering retrospective adjustment of bonus shares)	=	Net Worth at the end of the year	
		Total number of equity shares outstanding at the end of the year after giving retrospective effect of issue of bonus shares	
2. Net worth for ratios mentioned represents sum of equity share capital, reserves and surplus (securities premium, capital reserve including those arising from merger schemes, general reserve and surplus in the statement of profit and loss).			
3. During the year ended March 31, 2012, the company issued bonus shares, in the ratio of four shares for every one share held, to the existing shareholders by way of capitalisation of securities premium and other reserves which has been approved at the extraordinary general meeting held by the Company on May 23, 2011.			
4. Earnings per share calculations are in accordance with Accounting Standard 20 - Earnings per share, notified under the Companies (Accounting Standards) Rules 2006, as amended. As per AS 20, in case of bonus shares, the number of shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event has occurred at the beginning of the earliest period reported. The Company declared 7,21,76,396 bonus shares on May 23, 2011 in the ratio of 4:1 shares for every one share held by way of capitalization of securities premium account. Weighted average number of equity shares outstanding during all the previous years have been considered accordingly.			
5. The figures disclosed above are based on the restated consolidated summary statements of the company.			
6. The above statement should be read with the notes to restated consolidated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV & V.			

ANNEXURE XVIII

RESTATED CONSOLIDATED STATEMENT OF RELATED PARTY TRANSCATIONS TRANSCATIONS -AS PER ACCOUNTING STANDARD 18 RELATED PARTY DISCLOSURES

Names of related parties and related party relationship

Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Key management personnel or their relatives	Mr. Ramprakash V. Bubna	Mr. Ramprakash V. Bubna	Mr. Ramprakash V. Bubna	Mr. Ramprakash V. Bubna	Mr. Ramprakash V. Bubna
	Mrs. Sharda R. Bubna	Mrs. Sharda R. Bubna	Mrs. Sharda R. Bubna	Mrs. Sharda R. Bubna	Mrs. Sharda R. Bubna
	Mr. Ashish R. Bubna	Mr. Ashish R. Bubna	Mr. Ashish R. Bubna	Mr. Ashish R. Bubna	Mr. Ashish R. Bubna
	Mr. Manish R. Bubna	Mr. Manish R. Bubna	Mr. Manish R. Bubna	Mr. Manish R. Bubna	Mr. Manish R. Bubna
	Mrs. Seema A. Bubna	Mrs. Seema A. Bubna	Mrs. Seema A. Bubna	Mrs. Seema A. Bubna	Mrs. Seema A. Bubna
	Mrs. Anisha M. Bubna	Mrs. Anisha M. Bubna	Mrs. Anisha M. Bubna	Mrs. Anisha M. Bubna	Mrs. Anisha M. Bubna
	Mr. Anil Kumta	Mr. Anil Kumta	Mr. Anil Kumta	-	-
	Mr. Jacques Ryon	-	-	-	-
Enterprises owned or significantly influenced by key management personnel or their relatives	Jankidevi Bilasrai Bubna Trust	Jankidevi Bilasrai Bubna Trust	Jankidevi Bilasrai Bubna Trust	Jankidevi Bilasrai Bubna Trust	Jankidevi Bilasrai Bubna Trust
Associate	Sharda Private (Thailand) Limited	Sharda Private (Thailand) Limited	Sharda Private (Thailand) Limited	Sharda Private (Thailand) Limited (w.e.f. 07.05.2010)	-

(a) Transactions during the years

(Rs. in million)

Nature of transaction	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
Rent paid	22.76	18.20	17.87	16.01	12.84
Mr. Ramprakash V. Bubna	2.53	2.02	1.99	1.99	1.89
Mrs. Sharda R. Bubna	8.22	6.57	6.45	4.59	1.89
Mr. Ashish R. Bubna	2.53	2.02	1.99	1.99	1.89
Mr. Manish R. Bubna	3.16	2.53	2.48	2.48	2.39
Mrs. Seema A. Bubna	3.16	2.53	2.48	2.48	2.39
Mrs. Anisha M. Bubna	3.16	2.53	2.48	2.48	2.39
Directors remuneration	27.49	22.10	18.00	18.00	18.00
Mr. Ramprakash V. Bubna	9.75	8.00	6.50	6.50	6.50
Mrs. Sharda R. Bubna	1.88	1.50	1.50	1.50	1.50
Mr. Ashish R. Bubna	7.63	6.00	5.00	5.00	5.00
Mr. Manish R. Bubna	7.63	6.00	5.00	5.00	5.00

Nature of transaction	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
Mr. Anil Kumta	0.60	0.60	-	-	-
Directors' commission	20.60	-	-	-	-
Mr. Ramprakash V. Bubna	8.80	-	-	-	-
Mr. Ashish R. Bubna	5.90	-	-	-	-
Mr. Manish R. Bubna	5.90	-	-	-	-
Loan taken/(Repaid):	1.98	(0.62)	1.30	-	-
Mr. Anil Kumta	0.11	(0.62)	1.30	-	-
Mr. Jacques Ryon	1.87	-	-	-	-
IPO expenses incurred on behalf of Directors:	9.86	-	-	-	-
Mr. Ramprakash V. Bubna	4.93	-	-	-	-
Mrs. Sharda R. Bubna	4.93	-	-	-	-
IPO expenses recovered from Directors:	9.61	-	-	-	-
Mr. Ramprakash V. Bubna	4.81	-	-	-	-
Mrs. Sharda R. Bubna	4.80	-	-	-	-
FD's of director placed as lien with banks for credit facility, working capital and Stand by LC	10.78	11.11	45.12	-	-
Mr. Ramprakash V. Bubna (Lien given)	-	-	22.56	-	-
Mrs. Sharda R. Bubna (Lien given)	10.78	11.11	22.56	-	-
Sale of car	-	0.23	-	-	-
Mr. Ramprakash V. Bubna	-	0.07	-	-	-
Mrs. Sharda R. Bubna	-	0.16	-	-	-
Travel expenses	0.36	0.14	-	-	-
Mr. Ashish R. Bubna	-	0.03	-	-	-
Mr. Anil Kumta	0.36	0.11	-	-	-
Others	9.66	4.17	4.65	1.81	0.50
Sharda International DMCC acquired shares of Siddhivinayak International Limited from Mr. Ramprakash V. Bubna	4.28	-	-	-	-
Mr. Anil Kumta (Telephone expenses)	0.03	0.04	-	-	-
Mr. Anil Kumta (Interest on Unsecured loan)	0.05	0.08	-	-	-
Sharda International DMCC acquired shares of Euroazjiski Pesticidi D.O.O from Mr. Ashish Bubna	0.21	-	-	-	-
Sharda International DMCC	0.27	-	-	-	-

Nature of transaction	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
acquired shares of Sharda Benelux BVBA from Mr. Ramprakash V. Bubna					
Sharda International DMCC acquired shares of Sharda Benelux BVBA from Mr. Sharda R. Bubna	0.27	-	-	-	-
Donations paid to Jankidevi Bilasrai Bubna Trust	4.55	4.05	4.65	1.81	0.50

(b) **Outstanding balance as at balance sheet date:**

(Rs. in million)

Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
FD's of director placed as lien with banks for credit facility, working capital and Stand by LC	241.73	230.95	219.84	174.72	174.72
Mr. Ramprakash V. Bubna	109.92	109.92	109.92	87.36	87.36
Mrs. Sharda R. Bubna	131.81	121.03	109.92	87.36	87.36
Loan balance outstanding as at the Balance sheet date:	2.66	0.68	1.30	-	-
Mr. Anil Kumta	0.79	0.68	1.30	-	-
Mr. Jacques Ryon	1.87	-	-	-	-
Receivable	0.26	-	-	-	-
IPO Expenses recoverable - Mr. Ramprakash V. Bubna	0.13	-	-	-	-
IPO Expenses recoverable - Mrs. Sharda R. Bubna	0.13	-	-	-	-
Payable	0.21	-	-	-	-
Mr. Ashish Bubna (Sharda International DMCC acquired shares of Euroazjiski Pesticidi D.O.O from Mr. Ashish Bubna)	0.21				

ANNEXURE XIX

RESTATED CONSOLIDATED STATEMENT OF SEGMENT INFORMATION

Segment information

The Company has disclosed business segment as primary segment. Segments have been identified and reported taking into account, the different risks and returns, the organization structure and the internal reporting systems.

Agrochemicals : Insecticides, Herbicides and Fungicides& Biocides

Belts : Conveyor Belts, V Belts and Timing Belts

Others : Dyes and Dye Intermediates and General Chemical

The Company considers secondary segment based on revenues within India and Outside India.

Business segments

(Rs. in million)

Particulars	Agrochemicals				
	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
Revenue					
External sales	6,452.56	6,417.82	4,838.83	3,700.05	3,042.72
Inter segment sales	-	-	-	-	-
Other Income	18.89	12.74	9.06	1.87	6.54
Total revenue	6,471.45	6,430.56	4,847.89	3,701.92	3,049.26
Results					
Segment results	1,420.51	1,308.70	1,016.66	627.67	578.50
Other Income (Unallocated)	-	-	-	-	-
Unallocated expenses	-	-	-	-	-
Operating profit	-	-	-	-	-
Finance costs	-	-	-	-	-
Prior period	-	-	-	-	-
Profit before tax	-	-	-	-	-
Income taxes	-	-	-	-	-
Profit after tax but before Minority Interest	-	-	-	-	-
Minority Interest	-	-	-	-	-
Net profit	-	-	-	-	-
Other segment information					
Segment assets	6,333.71	5,843.63	5,077.96	3,967.70	3,591.69
Unallocated assets	-	-	-	-	-
Total assets	6,333.71	5,843.63	5,077.96	3,967.70	3,591.69
Segment liabilities	2,674.22	2,452.86	2,080.07	1,521.75	1,229.34
Unallocated liabilities	-	-	-	-	-
Total liabilities	2,674.22	2,452.86	2,080.07	1,521.75	1,229.34
Capital expenditure:					
Tangible assets (Unallocated)	-	-	-	-	-
Intangible assets (including those under development)	869.27	692.93	417.13	332.04	927.04
Intangible assets (Unallocated)	-	-	-	-	-
Depreciation (Unallocated)	-	-	-	-	-
Amortization	285.79	365.01	424.23	368.15	302.80
Amortization (Unallocated)	-	-	-	-	-
Capital Employed	3,659.49	3,390.77	2,997.89	2,445.95	2,362.35

Particulars	Agrochemicals				
	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
(Allocated)					
Capital Employed (Unallocated)	-	-	-	-	-

(Rs. in million)

Particulars	BELT				
	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
Revenue					
External sales	1,234.34	1,082.43	1,022.67	421.48	300.49
Inter segment sales	-	-	-	-	-
Other Income	0.35	2.76	0.10	0.60	0.08
Total revenue	1,234.69	1,085.19	1,022.77	422.08	300.57
Results					
Segment results	219.44	147.71	140.45	61.10	50.17
Other Income (Unallocated)	-	-	-	-	-
Unallocated expenses	-	-	-	-	-
Operating profit	-	-	-	-	-
Finance costs	-	-	-	-	-
Prior period	-	-	-	-	-
Profit before tax	-	-	-	-	-
Income taxes	-	-	-	-	-
Profit after tax but before Minority Interest	-	-	-	-	-
Minority Interest	-	-	-	-	-
Net profit	-	-	-	-	-
Other segment information					
Segment assets	423.81	347.82	308.10	167.24	94.82
Unallocated assets	-	-	-	-	-
Total assets	423.81	347.82	308.10	167.24	94.82
Segment liabilities	142.92	69.19	56.12	35.75	18.89
Unallocated liabilities	-	-	-	-	-
Total liabilities	142.92	69.19	56.12	35.75	18.89
Capital expenditure:					
Tangible assets (Unallocated)	-	-	-	-	-
Intangible assets (including those under development)	-	-	-	-	-
Intangible assets (Unallocated)	-	-	-	-	-
Depreciation (Allocated)	-	-	-	-	-
Depreciation (Unallocated)	-	-	-	-	-
Amortization	-	-	-	-	-
Amortization (Unallocated)	-	-	-	-	-
Capital Employed (Allocated)	280.89	278.63	251.98	131.49	75.93
Capital Employed (Unallocated)	-	-	-	-	-

(Rs. in million)

Particulars	OTHERS				
	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
Revenue					
External sales	132.21	277.03	273.63	296.20	175.08
Inter segment sales	-	-	-	-	-
Other Income	-	4.35	0.27	(0.82)	0.95
Total revenue	132.21	281.38	273.90	295.38	176.03
Results					
Segment results	18.23	47.16	10.44	5.87	17.37
Other Income (Unallocated)	-	-	-	-	-
Unallocated expenses	-	-	-	-	-
Operating profit	-	-	-	-	-
Finance costs	-	-	-	-	-
Prior period	-	-	-	-	-
Profit before tax	-	-	-	-	-
Income taxes	-	-	-	-	-
Profit after tax but before Minority Interest	-	-	-	-	-
Minority Interest	-	-	-	-	-
Net profit	-	-	-	-	-
Other segment information					
Segment assets	42.18	104.94	129.39	137.67	86.46
Unallocated assets	-	-	-	-	-
Total assets	42.18	104.94	129.39	137.67	86.46
Segment liabilities	31.96	56.60	10.25	18.63	18.90
Unallocated liabilities	-	-	-	-	-
Total liabilities	31.96	56.60	10.25	18.63	18.90
Capital expenditure:					
Tangible assets (Unallocated)	-	-	-	-	-
Intangible assets (including those under development)	-	-	-	-	-
Intangible assets (Unallocated)	-	-	-	-	-
Depreciation (Allocated)	-	-	-	-	-
Depreciation (Unallocated)	-	-	-	-	-
Amortization	-	-	-	-	-
Amortization (Unallocated)	-	-	-	-	-
Capital Employed (Allocated)	10.22	48.34	119.14	119.04	67.56
Capital Employed (Unallocated)	-	-	-	-	-

(Rs. in million)

Particulars	TOTAL OPERATIONS				
	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
Revenue					
External sales	7,819.11	7,777.28	6,135.13	4,417.73	3,518.29
Inter segment sales	-	-	-	-	-
Other Income	19.24	19.85	9.43	1.65	7.57
Total revenue	7,838.35	7,797.13	6,144.56	4,419.38	3,525.86
Results					
Segment results	1,658.18	1,503.57	1,167.55	694.64	646.04

Particulars	TOTAL OPERATIONS				
	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
Other Income (Unallocated)	309.04	129.00	56.50	74.20	33.24
Unallocated expenses	(469.83)	(451.20)	(360.33)	(258.28)	(325.19)
Operating profit	1,497.39	1,181.37	863.72	510.56	354.09
Finance costs	(13.73)	(3.57)	(1.36)	(2.10)	(1.53)
Profit before tax	1,483.66	1,177.80	862.36	508.46	352.56
Income taxes	(414.63)	(334.44)	(177.81)	(94.14)	(63.20)
Profit after tax but before Minority Interest	1,069.03	843.36	684.55	414.32	289.36
Minority Interest	0.00	0.37	2.55	-	-
Net profit	1,069.03	843.73	687.10	414.32	289.36
Other segment information					
Segment assets	6,799.70	6,296.39	5,515.45	4,272.61	3,772.97
Unallocated assets	2,342.14	1,667.70	822.03	622.26	418.18
Total assets	9,141.84	7,964.09	6,337.48	4,894.87	4,191.15
Segment liabilities	2,849.10	2,578.65	2,146.44	1,576.13	1,267.13
Unallocated liabilities	735.05	717.18	261.58	123.04	129.08
Total liabilities	3,584.15	3,295.83	2,408.02	1,699.17	1,396.21
Capital expenditure:					
Tangible assets (Unallocated)	6.68	3.14	1.79	3.17	2.02
Intangible assets (including those under development)	869.27	692.93	417.13	332.04	927.04
Intangible assets (Unallocated)	1.85	2.94	0.97	-	-
Depreciation (Allocated)	-	-	-	-	-
Depreciation (Unallocated)	2.12	2.11	1.51	1.55	1.41
Amortization (Allocated)	285.79	365.01	424.23	368.15	302.80
Amortization (Unallocated)	0.98	0.20	1.46	1.53	1.53
Capital Employed (Allocated)	3,950.60	3,717.74	3,369.01	2,696.48	2,505.84
Capital Employed (Unallocated)	1,607.09	950.52	560.45	499.22	289.10

Geographical segments:

The company's secondary segments are the geographic distribution of activities. Revenue and receivables are specified by location of customers while the other geographic information is specified by location of the assets. The following tables present revenue, expenditure and certain asset information regarding the company's geographical segments:

(Rs. in million)

Particulars	WITHIN INDIA				
	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
Revenue					
Sales to external customers	229.22	176.73	16.15	-	-
Other segment information					
Segment assets	2,409.73	1,662.57	1,008.56	387.87	415.58
Total assets					
Capital expenditure:					
Tangible fixed assets	2.33	2.86	1.73	2.72	1.80
Intangible assets (including those under development)	1.73	2.93	-	-	-

(Rs. in million)

Particulars	OUTSIDE INDIA				
	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
Revenue					
Sales to external customers	7,589.89	7600.55	6,118.98	4,417.73	3,518.29
Other segment information					
Segment assets	6,732.11	6301.52	5,328.92	4,507.00	3,775.57
Total assets					
Capital expenditure:					
Tangible fixed assets	4.35	0.28	0.06	0.45	0.22
Intangible assets (including those under development)	869.39	692.94	418.10	332.04	927.04

(Rs. in million)

Particulars	TOTAL				
	Year ended 31st March, 2014	Year ended 31st March, 2013	Year ended 31st March, 2012	Year ended 31st March, 2011	Year ended 31st March, 2010
Revenue					
Sales to external customers	7,819.11	7,777.28	6,135.13	4,417.73	3,518.29
Other segment information		-	-	-	-
Segment assets	9,141.84	7,964.09	6,337.48	4,894.87	4,191.15
Total assets					
Capital expenditure:					
Tangible fixed assets	6.68	3.14	1.79	3.17	2.02
Intangible assets (including under development)	871.12	695.87	418.10	332.04	927.04

ANNEXURE XX

RESTATED CONSOLIDATED STATEMENT OF CONTINGENT LIABILITIES

(Rs. in million)

Particulars	As at 31st March, 2014	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2011	As at 31st March, 2010
Banker's letter of guarantee	0.89	0.82	0.81	-	-
Disputed Income tax:					
A.Y. 2005-06	-	-	3.92	3.92	-
A.Y. 2008-09	2.13	-	-	-	2.07
A.Y. 2009-10	-	-	-	-	2.51
Service Tax matters	78.51	-	-	-	-
Banker's Letter of Credit	1.84	-	-	-	-
Customer's claim not acknowledged as debt	43.70	438.72	-	-	-
Total	127.07	439.54	4.73	3.92	4.58

Notes

1. The above statement should be read with the notes to restated consolidated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV & V.

ANNEXURE XXI**RESTATED CONSOLIDATED STATEMENT OF REVENUE FROM OPERATIONS****(Rs. in million)**

Particulars	For the Year Ended 31st March, 2014	For the Year Ended 31st March, 2013	For the Year Ended 31st March, 2012	For the Year Ended 31st March, 2011	For the Year Ended 31st March, 2010
Revenue from operations					
Sale of traded goods	4,816.75	5,488.24	4,208.79	3,458.67	3,064.39
Sale of manufactured goods	3,002.36	2,289.04	1,926.34	959.06	453.90
Total	7,819.11	7,777.28	6,135.13	4,417.73	3,518.29

Notes

1. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the notes to restated consolidated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV & V.

ANNEXURE XXII

RESTATED CONSOLIDATED STATEMENT OF OTHER INCOME

(Rs. in million)

Particulars	For the Year Ended 31st March, 2014	For the Year Ended 31st March, 2013	For the Year Ended 31st March, 2012	For the Year Ended 31st March, 2011	For the Year Ended 31st March, 2010	Nature: Recurring/ Nonrecurring	Related / Not related to business activity
Interest income							
-On fixed deposits	6.69	2.25	0.17	2.86	4.86	Recurring	Related
-On refund of taxes	-	-	1.59	-	-	Non-Recurring	Not Related
-On Others	0.91	1.51	1.62	0.62	-	Non-Recurring	Not Related
Dividend income							
-On current investments	6.99	18.97	15.56	8.53	13.95	Recurring	Not Related
On non-current investments	0.20	0.20	0.13	0.11	2.64	Non-Recurring	Not Related
Bad debts/Sundry balances recovered	11.15	12.23	3.30	14.29	6.80	Non-Recurring	Related
Profit on sale of assets (Net)	-	-	-	0.50	2.09	Non-Recurring	Not Related
Share of income from task force	7.27	1.01	7.66	-	-	Recurring	Related
Income from Custodian (Material Handling) services	3.06	4.69	1.51	2.61	-	Non-Recurring	Related
Exchange rate fluctuation (Net)	195.83	81.78	20.90	28.12	-	Recurring	Related
Profit on sale of current investments	73.67	15.76	11.96	2.88	-	Non-Recurring	Not Related
Reversal of provision for diminution in value of investment (net)	3.67	5.37	-	1.95	5.92	Non-Recurring	Not Related
Export incentives	0.47	3.74	0.56	0.68	2.51	Recurring	Related
Profit on sale of non-current investments	10.29	-	-	-	-	Non-Recurring	Not Related
Premium on forward contract	-	-	-	-	1.18	Non-Recurring	Not Related
Miscellaneous	8.08	1.34	0.97	12.70	0.86	Non-Recurring	Not Related

Particulars	For the Year Ended 31st March, 2014	For the Year Ended 31st March, 2013	For the Year Ended 31st March, 2012	For the Year Ended 31st March, 2011	For the Year Ended 31st March, 2010	Nature: Recurring/ Nonrecurring	Related / Not related to business activity
income							
Total	328.28	148.85	65.93	75.85	40.81		

Notes

1. The classification of other income as recurring/not-recurring, related/not-related to business activity is based on the current operations and business activity of the Company as determined by the management.
2. The figures disclosed above are based on the restated consolidated summary statement of assets and liabilities of the Company.
3. The above statement should be read with the notes to restated consolidated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV & V.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations is based on, and should be read in conjunction with, our Restated Consolidated Summary Statements for Fiscals 2014, 2013 and 2012, respectively, and the related notes, schedules and annexures thereto included elsewhere in this Red Herring Prospectus, which have been prepared in accordance with sub-clause (i), (ii) and (iii) of clause (b) of sub-section (1) of section 26 of Chapter III of the Companies Act, 2013 read with rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014, Indian GAAP and the SEBI Regulations. Unless stated otherwise, the financial information used in this section is derived from our Restated Consolidated Summary Statements.

We prepared our unconsolidated and consolidated summary statements in accordance with Indian GAAP and restated in accordance with the sub-clause (i), (ii) and (iii) of clause (b) of sub-section (1) of section 26 of Chapter III of the Companies Act, 2013 read with rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the SEBI Regulations, which differs in some respects from IFRS and U.S. GAAP. Accordingly, the degree to which the Restated Consolidated Summary Statements and Restated Unconsolidated Summary Statements included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with the Companies Act, Indian GAAP and the SEBI Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those under U.S. GAAP or IFRS and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

In this Red Herring Prospectus, any discrepancies in any table between the totals and sum of the amounts listed are due to rounding off.

This discussion also contains forward-looking statements and reflects the management's current views with respect to future events and our financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth under "Risk Factors" on page 18 and elsewhere in this Red Herring Prospectus. All references to a particular fiscal are to the 12 month period ended March 31 of that year.

Overview

We are a crop protection chemical company engaged in the marketing and distribution of a wide range of formulations and generic active ingredients globally. We are also involved in order based procurement and supply of Belts, general chemicals, dyes and dye intermediates. Over the years, we have, primarily, grown organically and our core strength lies in identifying generic molecules, preparing dossiers, seeking registrations, marketing and distributing formulations or generic active ingredients in fungicide, herbicide and insecticide segments. We have also recently entered into the biocide segment and have acquired several registrations from the existing registration holders, primarily, in Europe. As of August 5, 2014, we have over 180 Good Laboratory Practices ("GLP") certified dossiers and as of July 15, 2014, we own over 1,040 registrations for formulations and over 155 registrations for generic active ingredients across Europe, NAFTA, Latin America and Rest of the World. Our library of dossiers gives us a competitive edge and facilitates us in seeking registrations in different countries in a time efficient manner. This also fosters our ability to operate in and distribute diversified range of formulations and generic active ingredients globally including highly regulated markets, which would not be permitted without such registrations. As of August 5, 2014, we have filed over 500 applications for seeking registrations globally which are pending at different stages.

We began our operations through two sole proprietary firms, each set up by Ramprakash V. Bubna and Sharda R. Bubna. After our incorporation as Sharda Worldwide Exports Private Limited in 2004, the generic agrochemical business and non-agrochemical business conducted by both firms was transferred to our Company. Subsequently, we started seeking registrations inorganically by acquiring registrations from third parties, primarily in Europe. Over the years, we have focused on organic growth and have invested substantially in preparing dossiers and seeking registrations in our own name.

A typical agrochemical value chain consists of the following key activities: (a) basic and applied research, (b) identification of new product and registration opportunities, (c) seeking registrations, (d) manufacture of the active ingredient, (e) formulation and packaging, and (f) marketing and distribution. For details, see "Our

Business – Agrochemical Value Chain”. In this value chain, we have adopted an asset light business model whereby our focus is strongly on identification of generic molecules and registration opportunities, preparing dossiers and seeking registrations for formulations and generic active ingredients. We procure formulations and generic active ingredients in their finished form from third party manufacturers for onward sale. We also procure generic active ingredients for preparation and sale of formulations wherein we outsource the process of preparation of formulations to third party formulators. This enables us to offer diversified range of formulations and generic active ingredients in fungicide, herbicide and insecticide segments for protecting different kind of crops as well as serve turf and specialty markets and in biocide segment as disinfectants, thereby catering to varied market demand.

An integral part of the agrochemical value chain comprises of marketing and distribution of formulations and generic active ingredients. In the past, we were dependent on third party distributors based in Europe, NAFTA, Latin America and Rest of the World for distribution of formulations and generic active ingredients. Recently, we have also set up our own sales force comprising of our employees and consultants in various countries in Europe as well as in Mexico, Colombia, South Africa and India and other jurisdictions in addition to third party distributors. Since 2010, we have increased our own sales force to over 100 personnel globally including India and we continue to focus on increasing our own sales force in addition to third party distributors.

In addition to generic agrochemical operations, we also undertake order based procurement and supply of non-agrochemical products including Belts, general chemicals, dyes and dye intermediates. We procure these non-agrochemical products, primarily, from the manufacturers in China or India and supply them in over 35 countries across Australia, Asia, Europe, North America and Latin America. Amongst these non-agrochemical products, Belts are our key products and for the Fiscals 2014 and 2013, revenue from operations from sale of Belts have contributed to ₹ 14.04 million and ₹ 22.02 million representing 39.35% and 12.86%, respectively, of the unconsolidated total revenue from operations in non-agrochemicals.

Our unconsolidated total revenue from operations for Fiscal 2014 was ₹ 5,321.26 million, of which, ₹ 5,285.58 million and ₹ 35.68 million representing 99.33% and 0.67%, respectively, was contributed by our revenue from operations in agrochemicals and non-agrochemicals, respectively. Our unconsolidated total revenue from operations in Fiscal 2013 was ₹ 5,562.23 million, of which, ₹ 5,391.04 million and ₹ 171.19 million representing 96.92% and 3.08%, respectively, was contributed by our revenue from operations in agrochemicals and non-agrochemicals, respectively. As per our Restated Consolidated Summary Statement, our restated profit after tax for Fiscals 2014 and 2013 was ₹ 1,069.03 million and ₹ 843.73 million, respectively.

Factors Affecting Our Results of Operations

Our business and results of operations have been affected by a number of important factors that we believe will continue to affect our business and results of operations in the future. These factors include the following:

Expiring patents

Being a generic agrochemical player, our results of operations are directly related to the expiry of patents for various molecules. As existing patents for molecules expire, we can commence the process of creating dossiers, seeking registrations and marketing and distribution of formulations and generic active ingredients based on the generic versions of these molecules. In some regions including Europe, the regulators maintain comprehensive public registers of pesticide products and active ingredients, stating the present and future regulatory status of all approved products and their corresponding generic active ingredients. Our ability to explore these data or otherwise identify molecules going “off-patent” and the corresponding formulations and generic active ingredients in a cost-effective, efficient and timely manner, and to obtain registrations for the same, will affect our results of operations.

Changes in the agricultural or other policies of the Government across the globe

Our formulations and generic active ingredients are marketed and distributed globally. Any changes in the government policies relating to the agriculture sector such as government expenditure in agriculture, changes in incentives and subsidy systems, export policy for crops, commodity pricing, ability of farmers to realize minimum support prices could also have an effect on the ability of the farmers to spend on agrochemical input products, which thereby could affect the market demand and the sales of our formulations and generic active ingredients. Also see, “Risk Factors – Any change in the government policies vis-à-vis expenditure, subsidies and incentives etc. in agriculture sector or failure of farmers to realize expected prices for their crops could affect their ability to spend on agrochemical products, thereby affecting our business and profitability.” on page

Agrochemical business is subject to seasonal and weather factors, which make our operations relatively unpredictable

The agricultural sector on which our agrochemical business is dependent is subject to varying soil conditions, climatic conditions, rainfall, seasonal and weather factors, which make the performance of the agricultural sector as a whole or the levels of production of a particular crop relatively unpredictable. Also, the occurrence of disease and the corresponding use of agrochemicals would depend primarily on these factors and would differ on a regional basis. Accordingly, the effect of the soil conditions, climatic conditions, rainfall, seasonal fluctuations, commodity crop price fluctuations and/or any of the abovementioned events on the agricultural sector and particularly the crops to which our products cater, drive the demand for our agrochemicals which makes our operations relatively unpredictable and seasonal. Consequently, the results of one reporting period may not be necessarily comparable with the preceding or succeeding reporting periods. Also, see, “Risk Factors – We offer diversified range of formulations and generic active ingredients to protect different kind of crops in the agricultural industry, which is seasonal and cyclical in nature. Accordingly, if the agricultural industry in the regions in which we operate is adversely affected by unfavourable climatic conditions, the demand for formulations or generic active ingredients in such region could be adversely affected.”

Compliance with necessary regulatory norms, failure of which would restrict our ability to sell our products

We hold registrations for formulations and generic active ingredients in around 55 countries, either directly, or through our Subsidiaries and as a result, we are subject to regulations by numerous regulatory authorities, including the United States Environment Protection Agency (“USEPA”) and similar agencies in other jurisdictions. Each of these authorities requires us to comply with laws and regulations governing the development, testing, manufacturing, labelling, marketing and distribution of formulations and generic active ingredients and we are required to maintain various approvals, licenses, registrations and permissions for our business activities. In Europe, and many of the international markets in which we distribute formulations and generic active ingredients, the registration process is complex, lengthy and expensive. Our business, prospects, results of operations and financial condition could be adversely affected if we fail to obtain, or comply with applicable conditions that may be attached to, our approvals, licenses, registrations and permissions. We must also ensure that government and other regulatory agencies do not withdraw the sales of our existing portfolio of formulations and generic active ingredients. Also, see, “Risk Factors – We operate our agrochemical business in a highly regulated sector and if we fail to comply with the regulations prescribed by the authorities of the jurisdictions in which we operate, our business, results of operations, cash flows and financial condition could be adversely affected.”

Ability to obtain registrations

As a part of our strategy we continue to focus on seeking registrations to increase our portfolio of formulations and generic active ingredients. With respect to any new registration, we invest time and money *inter alia* on identification of generic molecules, registration procedures and fees, trials, various marketing and distribution activities. The launch of a product depends upon our ability to obtain registration in a timely manner or at all as well as on other factors. Accordingly, our profitability, financial condition and market position is dependent on our ability to obtain the necessary registration in a timely manner and to successfully launch and market our products. Also, see, “Risk Factors – As part of our strategy, we propose to launch new formulations and generic active ingredients, primarily, pursuant to our own registrations from time to time. The process of seeking registrations for any formulation or generic active ingredient is complex, expensive and time consuming. If we are unable to successfully obtain registrations in a timely manner or at all, we may lose the market opportunities which may result in our delay or failure to recover the costs incurred towards seeking registrations and other related activities and may adversely affect our operations and profitability.”

Fluctuating foreign exchange rates

We are subject to currency exchange rate exposures as we transact a significant portion of our business in various foreign currencies, primarily, the US Dollars, Euros and Great Britain Pounds. Foreign exchange fluctuation affects both our revenues and expenditures. To this extent, the revenues and expenditures will be higher or lower depending on the prevalent foreign exchange rates. A depreciating Rupee against the foreign currencies may have an adverse effect on our expenses and an appreciating Rupee may adversely affect our external sales earnings. Our management typically monitors our foreign currency exposure periodically, however, there can be no assurance that the measures adopted by our management would at all times be

adequate to cover us from any losses arising out of fluctuations in foreign exchange rates. Also, see, “Risk Factors – Our results of operations are subject to risks arising from exchange rate fluctuations.”

Significant Accounting Policies

Some of our accounting policies require the application of judgment by our management in selecting appropriate assumptions for calculating financial estimates, which inherently contain some degree of uncertainty. Our management bases its estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the reported carrying values of assets and liabilities and the reported amounts of revenues and expenses that may not be readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We believe the following are the critical accounting policies and related judgments and estimates used in the preparation of our financial statements, which are more fully described in the “*Financial Statements—Notes to Restated Consolidated Summary Statement of Assets and Liabilities, Statement of Profit and Loss and Statement of Cash Flows*” in Annexure - V to our Restated Consolidated Summary Statements on page 265.

Summary of significant accounting policies

1.1. (a) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management’s best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

(b) Tangible fixed assets

Fixed Assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises of the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

(c) Depreciation on tangible fixed assets

Depreciation is provided after impairment, if any, using the straight line method as per the useful lives of the assets estimated by the management, or at rates prescribed under Schedule XIV of the Companies Act 1956, whichever is higher. Assets costing Rs.5,000 or less are fully depreciated in the year of acquisition. Fixed Assets are depreciated equally over estimated useful life as under:-

Asset class	Estimated useful life
Computers	6 to 7 years
Furniture and Fixtures	15 to 16 years
Office Equipments	21 to 22 years
Cylinders	6 to 7 years
Motor Cars	10 to 11 years

(d) Intangible assets and amortisation

Intangible Assets are stated at cost less accumulated amortisation.

Data Registration

Data Registration expenses and Data Compensation charges are amortised on a straight line basis over a period of five years.

Computer Software

Expenses on implementation of Computer Software are amortised on a straight line basis over a period of four years.

(e) Impairment of tangible and intangible assets

- (i) The carrying amounts of assets are reviewed for impairment at each Balance Sheet date to determine if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using pre tax rate, that reflect current market assessment of the time value of money and the risk specific to the assets.
- (ii) After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

(f) Research and Development costs

Research costs are expensed as incurred. Development expenditure is carried forward when its future recoverability can reasonably be regarded as assured and is amortised over the period of expected future benefit.

(g) Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis.

Non-Current Investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in nature.

(h) Inventories

Raw materials, traded goods and finished goods are valued at lower of cost or net realizable value. Cost includes direct material and direct expenses. Cost is determined on a weighted average basis. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sales.

(i) Retirement and other employee benefits

Provident Fund is a defined contribution scheme established under a State Plan in India. The contributions to the scheme are charged to the statement of profit and loss during the year in which the employee renders the related service.

Gratuity liability is a defined benefit obligation which is provided for on the basis of an actuarial valuation on projected unit cost method made at the end of each financial year.

Short term compensated absences are provided for based on estimates.

Actuarial gains/(losses) are immediately taken to the Statement of profit and loss and are not deferred.

(j) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

Sale of goods

Revenue is recognized when the significant risks and rewards of ownership of the goods have been passed to the buyer.

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividends

Dividend income is recognized when the shareholders' right to receive payment is established by the Balance Sheet date.

(k) Foreign currency transactions

Foreign currency transactions and balances

(i) Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount, the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in foreign currency are reported using the exchange rate at the date of the transaction and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rate that existed when the values were determined.

(iii) Exchange differences

Exchange differences arising on the settlement of monetary items or on reporting monetary items of the Group at rates different from those at which they were initially recorded during the year or reported in previous financial statements are recognized as income or as expenses in the year in which they arise.

(iv) Forward exchange contracts not intended for trading or speculation purpose

The premium or discount arising at the inception of forward exchange contracts is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognized in the statement of Profit and Loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contracts is recognized as income or as expense for the year.

(l) Derivative instruments

In accordance with the ICAI announcement, derivative contracts, other than foreign currency forward contracts covered under AS 11, are marked to market on a portfolio basis, and the net loss, if any, after considering the offsetting effect of gain on the underlying hedged item, is charged to the statement of profit and loss. Net gain, if any, after considering the offsetting effect of loss on the underlying hedged item, is ignored.

(m) Leases

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of profit and loss on a straight-line basis over the lease term.

(n) Earnings per share

Basic earnings per share has been calculated by dividing the net profit/(loss) after tax for the year attributable to equity shareholders by the weighted average number of equity shares

outstanding during the year. The weighted average number of equity shares outstanding during the period are adjusted for events of bonus issue.

For the purpose of calculating diluted earnings per share, the net profit/(loss) after tax for the year attributable to equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(o) Segment reporting

Identification of segments

The Group's operating businesses are organized and managed separately according to the products with each business segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the group carry on business.

Inter-segment transfers

The Group generally accounts for inter segment sales and transfers as if the sales or transfers were to third parties at current market prices.

Allocation of common costs

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Unallocated items

It includes general corporate income and expense items which are not allocated to any business segment.

Segment accounting policies

The group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the group as a whole.

(p) Cash and cash equivalents

Cash and cash equivalents for the purpose of cash flow statement comprise cash on hand, cash at bank and term deposits with banks and also include short term investments with an original maturity of three months or less.

(q) Taxes on Income

Tax expense comprises of Current and Deferred Tax. Current Income Tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India, except for the overseas subsidiaries and associate where current tax provision is determined based on the local tax laws. Deferred Tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred Tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. Deferred Tax Assets and Deferred Tax Liabilities are offset if a legally enforceable right exists to set off Current Tax Assets against Current Tax Liabilities. Deferred Tax Assets and Deferred Tax Liabilities relate to the taxes on income levied by same governing taxation laws. Deferred Tax Assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such Deferred Tax Assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all Deferred Tax Assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

The carrying amount of Deferred Tax Assets are reviewed at each Balance Sheet date. The

Company writes-down the carrying amount of a Deferred Tax Asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which Deferred Tax Asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Sharda International DMCC, a wholly owned subsidiary of the Company based out of Dubai and having material operations outside India, falls in free trade zone attracting no taxes on income. Hence, taxes on income pertains to Indian operations of the Group.

(r) Provisions and Contingencies

Provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised but are disclosed in the note to the financial statements unless the possibility of an outflow of resources embodying economic benefits is remote.

(s) Borrowing Cost

Borrowing costs includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowings costs directly attributable to acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

Results of Operations

The following table shows a breakdown of our results of operations and each item as a percentage of total revenue for the periods indicated:

	For the Fiscal					
	2014		2013		2012	
Particulars	₹ in million	% of Total Revenue	₹ in million	% of Total Revenue	₹ in million	% of Total Revenue
Income:						
Revenue from operations	7,819.11	95.97	7,777.28	98.12	6,135.13	98.94
Other Income	328.28	4.03	148.85	1.88	65.93	1.06
Total Revenue	8,147.39	100	7,926.13	100	6,201.06	100
Expenses:						
Purchase of traded goods	3,443.78	42.27	4,174.39	52.67	3,198.25	51.58
Raw materials consumed	1,512.86	18.57	1,353.34	17.07	1,256.98	20.27
(Increase)/ decrease in inventories of traded and finished goods	183.77	2.26	(84.80)	(1.07)	(262.04)	(4.23)
Employee benefits expense	181.27	2.22	135.85	1.71	108.69	1.75
Finance costs	13.73	0.17	3.57	0.05	1.36	0.02

Particulars	For the Fiscal					
	2014		2013		2012	
	₹ in million	% of Total Revenue	₹ in million	% of Total Revenue	₹ in million	% of Total Revenue
Depreciation & amortisation expense	288.89	3.55	367.32	4.63	427.20	6.89
Other expenses	1,039.43	12.76	798.66	10.08	608.26	9.81
Total Expenses	6,663.73	81.79	6,748.33	85.14	5,338.70	86.09
Restated Profit before Tax	1,483.66	18.21	1,177.80	14.86	862.36	13.91
Tax Expense/ (Credit)						
Current tax	402.83	4.94	295.56	3.73	169.42	2.73
Deferred tax expense/ (credit)	11.80	0.15	38.88	0.49	8.39	0.14
Total Tax Expenses	414.63	5.09	334.44	4.22	177.81	2.87
Restated Profit after tax and before Minority Interest for the year	1,069.03	13.12	843.36	10.64	684.55	11.04
Minority Interest	(0.00)	(0.00)	(0.37)	-	(2.55)	(0.04)
Restated Profit after Tax	1,069.03	13.12	843.73	10.64	687.10	11.08

The components of our total revenue and expenses are as set forth below:

1. Total Revenue

Revenue from Operations

Our revenue from operations is substantially derived from the sale of traded goods and sale of manufactured goods.

Revenue from Operations – Sale of traded goods

Sale of traded goods include sale of formulations or generic active ingredients which we procure in their finished form from the third party manufacturers for onward sale as well as order based sale of non-agrochemical products.

Revenue from Operations – Sale of manufactured goods

Sale of manufactured goods include sale of formulations wherein we procure generic active ingredients for the preparation of formulations and outsource the process of preparation of formulations on a principal to principal basis to third party formulators.

Primarily, we undertake sale of traded goods and manufactured goods pursuant to our own registrations. To a certain extent, we also undertake sale of traded goods and manufactured goods pursuant to registrations owned by third parties. Some of such third parties also include distributors, consultants and group companies in which case they derive economic benefits. Further, we undertake significant portion of our sale of traded and manufactured goods in foreign currency, primarily, in U.S. Dollars and Euros. Accordingly, any depreciation in Rupee against the U.S. Dollars or Euro benefits us in terms of our external sales earnings.

Other Income

The key components of our other income are exchange rate fluctuation (net) and profits from the sale of our current and non-current investments from time to time.

2. Expenses

Our expenses primarily consist of cost of purchase of traded goods, raw materials consumed, (increase)/decrease in inventories of traded and manufactured goods, employee benefits expense, finance costs, depreciation and amortisation expenses and other expenses.

Purchase of traded goods

Purchase of traded goods comprise of the cost incurred for purchasing formulations and generic active ingredients in their finished form from the third party manufacturers, primarily, in China or India and in certain instances from the third party manufacturers in the local jurisdiction in which we intend to undertake the sale. It also includes cost incurred for purchasing non-agrochemical products, primarily, from the manufacturers in China or India. We undertake significant portion of our purchase of traded goods in foreign currency, primarily, in U.S. Dollars and any depreciation in Rupee against the U.S. Dollars adversely affects us in terms of our expenses.

Raw materials consumed

Cost of raw materials consumed comprises of the expenses for purchase of generic active ingredients for the purposes of formulations, expenses or fees incurred for outsourcing the process of preparation of formulations, packaging and labelling the formulations and freight expenses. In certain instances such as Europe and United States, we also incur costs for adjuvants, surfactants, solvents and such other items used for in the process of preparation of formulations as part of the costs for consumption of raw materials. We undertake significant portion of our expenses on consumption of raw materials in foreign currency, primarily, in U.S. Dollars and any depreciation in Rupee against the U.S. Dollars adversely affects us in terms of our expenses.

(Increase)/decrease in inventories of traded and manufactured goods

This expenditure item represents net increases or decreases in the inventory levels of traded and manufactured goods, in our agrochemicals business.

Employee benefits expenses

Our employee benefits expenses comprise of salaries, bonus to our employees, Directors' remuneration, contributions to provident fund, employees' state insurance and expenditure on gratuity.

Finance costs

Our finance costs primarily comprise of interest paid on the short-term borrowings from banks and financial institutions.

Depreciation and amortization

Depreciation is provided for by using the straight line method over the useful lives of our tangible assets estimated by the management, or at the rates prescribed under Schedule XIV of the Companies Act whichever is higher, except for intangible assets. Intangible assets are amortized over the useful life of such assets, but not for a period greater than five years. For further details, see “— Summary of Significant Accounting Policies — Depreciation on tangible fixed assets” and “—Summary of Significant Accounting Policies — Intangible assets and amortisation” on pages 315 and 315, respectively.

Other expenses

Other expenses primarily comprise of freight and forwarding charges, rent, insurance, advertisement and sales promotion, sales commission, travelling and conveyance expenses, legal and professional fees, directors' sitting fees, donations, payments to the auditors and bank charges.

Tax Expenses

Tax expenses comprise of income tax and deferred tax. Income tax is measured at the amount expected to be paid to the tax authorities in accordance with the applicable tax law in the relevant jurisdiction.

Deferred income tax reflects the impact of current year timing differences between taxable income and accounting income for the year and the reversal of timing differences of earlier years.

Restatement Adjustments

The following table sets forth certain information relating to the restatement adjustments applied for the periods indicated:

Particulars	Fiscal 2014	Fiscal 2013	Fiscal 2012
	(₹ in million)		
Net profit as per audited financial statements, after minority interest	1,110.51	911.50	721.19
Adjustments to net profit as per the audited financial statements			
a. Prior period items	21.39	(20.36)	20.60
b. Other material adjustments	(84.21)	(60.94)	(62.71)
c (i). Tax over and under provision	-	(11.27)	(0.00)
c (ii). Deferred tax impact of adjustments	21.34	24.80	8.02
Total of adjustments	(41.48)	(67.77)	(34.09)
Restated profit	1,069.03	843.73	687.10

For further information on key restatement categories, see Annexure IV of our Restated Consolidated Summary Statements – Notes on Material Adjustments on page 261.

Discussion on our Company's Results of Operations

Fiscal 2014 compared to Fiscal 2013

Total revenue

Our total revenue increased by 2.79% to ₹ 8,147.39 million in Fiscal 2014 from ₹ 7,926.13 million in Fiscal 2013. This increase in total revenue was due to an increase in the revenue from operations by 0.54% to ₹ 7,819.11 million in Fiscal 2014 from ₹ 7,777.28 million in Fiscal 2013 and an increase in other income by 120.54% to ₹ 328.28 million in Fiscal 2014 from ₹ 148.85 million in Fiscal 2013.

Revenue from Operations

Our revenue from operations increased by 0.54% to ₹ 7,819.11 million in Fiscal 2014 from ₹ 7,777.28 million in Fiscal 2013. Revenue from operations consisted of, (i) sale of traded goods which decreased by 12.24% to ₹ 4,816.75 million in Fiscal 2014 from ₹ 5,488.24 million in Fiscal 2013, primarily, on account of one time large order of Acephate from a customer in Brazil in Fiscal 2013 and absence of similar order in Fiscal 2014 and (ii) sale of manufactured goods which increased by 31.16% to ₹ 3,002.36 million in Fiscal 2014 from ₹ 2,289.04 million in Fiscal 2013, primarily, due to an increase in the sale of Tebuconazole in Germany, Imidacloprid in Morocco and Romania, Metaldehyde in Spain and Portugal as well as sale of Tebuconazole 25% EW in Czech Republic, Imidacloprid 20% SL in Macedonia and Metaldehyde 6% GB in Belgium on account of new registration obtained by us in these countries.

Other income

Our other income increased by 120.54% to ₹ 328.28 million in Fiscal 2014 from ₹ 148.85 million in Fiscal 2013. The increase was, primarily, due to an increase in the exchange rate fluctuation (net) and profit on sale of current investments. Our exchange rate fluctuation (net) increased by 139.46% to ₹ 195.83 million in Fiscal 2014 from ₹ 81.78 million in Fiscal 2013 on account of depreciation of Rupee on our U.S. Dollar denominated sales and expenses. Our profit from sale of current investments increased by 367.45% to ₹ 73.67 million in Fiscal 2014 from ₹ 15.76 million in Fiscal 2013 on account of redemption of debt based mutual funds.

Total expenses

Our total expenses decreased by 1.25% to ₹6,663.73 million in Fiscal 2014 from ₹ 6,748.33 million in Fiscal 2013. This decrease in total expenses was, primarily, due to a decrease in the expenditure on the purchase of traded goods and decrease in the depreciation and amortisation expenses. As a percentage of our total revenue, our total expenses represented 81.79% and 85.14% in Fiscal 2014 and Fiscal 2013, respectively.

Purchase of Traded Goods

Our expenditure on purchase of traded goods decreased by 17.50% to ₹3,443.78 million in Fiscal 2014 from ₹4,174.39 million in Fiscal 2013. This decrease in expenditure was, primarily, due to purchase of Acephate to meet the one time large order from a customer in Brazil in Fiscal 2013 and absence of similar order in 2014. As a percentage of our total revenue, expenditure on purchase of traded goods represented 42.27% and 52.67% in Fiscal 2014 and Fiscal 2013, respectively. Further, as a percentage of revenue from operations from sale of traded goods in Fiscal 2014 and Fiscal 2013, our expenditure on purchase of traded goods decreased to 71.50% from 76.06%, respectively.

Raw materials consumed

Cost of raw materials consumed increased by 11.79% to ₹ 1,512.86 million in Fiscal 2014 from ₹ 1,353.34 million in Fiscal 2013, primarily, as a result of increase in the volume of formulations outsourced to third party formulators to meet the increase in demand of formulations based on a portfolio of molecules in Europe. As a percentage of our total revenue, cost of raw materials consumed represented 18.57% and 17.07% in Fiscal 2014 and Fiscal 2013, respectively. Further, as a percentage of revenue from operations from sale of manufactured goods in Fiscal 2014 and Fiscal 2013, our cost of raw materials consumed decreased to 50.39% from 59.12%, respectively.

(Increase)/decrease in Inventories of Traded and Manufactured Goods

Our closing inventories of traded and manufactured goods were lower by ₹ 183.77 million compared to our opening inventories for the Fiscal 2014. Such a decrease in our closing inventories was, primarily, on account of lower closing inventories of manufactured goods which primarily comprises of Fomasafen and Propiconazole in NAFTA as well as Diquat and Imidacloprid in Europe due to higher sales of these products in Fiscal 2014 on account of favourable market conditions. As a percentage of our total revenue, our expenditure on account of (increase)/decrease in inventories represented 2.26% and (1.07)% in Fiscal 2014 and Fiscal 2013, respectively.

Employee benefits expense

Our employee benefits expenses increased by 33.43% to ₹ 181.27 million in Fiscal 2014 from ₹ 135.85 million in Fiscal 2013, which was principally attributable to an increase in number of employees to over 165 from 145 and corresponding increase in the salaries and other related employee benefit expenses. As a percentage of our total revenue, employee costs represented 2.22% and 1.71% in Fiscal 2014 and Fiscal 2013, respectively.

Finance cost

Finance costs increased by 284.59% to ₹13.73 million in Fiscal 2014 from ₹ 3.57 million in Fiscal 2013 on account of higher utilisation of overdraft facilities during Fiscal 2014. As a percentage of our total revenue, finance costs represented 0.17% and 0.05% in Fiscal 2014 and Fiscal 2013, respectively.

Depreciation and amortization expense

Depreciation and amortization expense decreased by 21.35% to ₹ 288.89 million in Fiscal 2014 from ₹ 367.32 million in Fiscal 2013, as a result of decrease in the amortization of intangible assets on account of several intangible assets completing a period of five years, being the time period over which the intangible assets are amortised in accordance with the Company's policies, in Fiscal 2014. As a percentage of our total revenue, depreciation and amortization expense represented 3.55% and 4.63% in Fiscal 2014 and Fiscal 2013, respectively.

Other expenses

Our other expenses increased by 30.15% to ₹1,039.43 million in Fiscal 2014 from ₹ 798.66 million in Fiscal 2013, primarily, on account of an increase in the legal and professional fees by 52.04% to ₹ 411.64 million in Fiscal 2014 from ₹270.74 million in Fiscal 2013 due to increase in the number of foreign consultants to 102 in Fiscal 2014 from 67 in Fiscal 2013 and a corresponding increase in the consultancy charges paid to them, an

increase in sales commission by 21.60% to ₹ 157.01 million in Fiscal 2014 from ₹ 129.12 million in Fiscal 2013 due to an increase in the number of third party distributors and own sales force as well as an increase in the percentage at which commission is paid to such third party distributors, an increase in the freight and forwarding charges by 17.06% to ₹ 128.48 million in Fiscal 2014 from ₹ 109.76 million from Fiscal 2013 due to an increase in the volume of agrochemical operations, in each case, on a consolidated basis and an increase in rates and taxes by 1,673.59% to ₹ 17.87 million from ₹ 1.01 million, primarily, on account of custom duty penalty paid by our subsidiary Sharda de Mexico S De RL de CV, in each case, on a consolidated basis. The above amounts have been adjusted for prior period items. As a percentage of our total revenue, other expenses represented 12.76% and 10.08% in Fiscal 2014 and Fiscal 2013, respectively.

Restated profit before tax

As a result of the reasons outlined above, our restated profit before tax increased by 25.97% to ₹ 1,483.66 million in Fiscal 2014 from ₹ 1,177.80 million in Fiscal 2013. As a percentage of our total revenue, our profit before tax represented 18.21% and 14.86% in Fiscal 2014 and Fiscal 2013, respectively.

Tax expenses

Tax expenses increased by 23.98% to ₹ 414.63 million in Fiscal 2014 from ₹ 334.44 million in Fiscal 2013. This increase in the tax expenses was, primarily, due to an increase in the income tax which was partially offset by a decrease in deferred tax liability. Current tax increased by 36.29% to ₹ 402.83 million in Fiscal 2014 from ₹ 295.56 million in Fiscal 2013 on account of an increase in the total taxable profits for the Fiscal 2014 compared to the Fiscal 2013. Deferred tax expenses decreased by 69.65% to ₹ 11.80 million in Fiscal 2014 from ₹ 38.88 million in Fiscal 2013.

Restated profit after tax

As a result of the foregoing factors, our restated profit after tax from operations increased by 26.70% to ₹ 1,069.03 million in Fiscal 2014 from ₹ 843.73 million in Fiscal 2013.

Fiscal 2013 compared to Fiscal 2012

Total revenue

Our total revenue increased by 27.82% to ₹ 7,926.13 million in Fiscal 2013 from ₹ 6,201.06 million in Fiscal 2012. This increase in total revenue was due to an increase in the revenue from operations by 26.77% to ₹ 7,777.28 million in Fiscal 2013 from ₹ 6,135.13 million in Fiscal 2012 and an increase in other income by 125.77% to ₹ 148.85 million in Fiscal 2013 from ₹ 65.93 million in Fiscal 2012.

Revenue from Operations

Our revenue from operations increased by 26.77% to ₹ 7,777.28 million in Fiscal 2013 from ₹ 6,135.13 million in Fiscal 2012. Revenue from operations consisted of, (i) sale of traded goods which increased by 30.40% to ₹ 5,488.24 million in Fiscal 2013 from ₹ 4,208.79 million in Fiscal 2012, primarily, on account of one time large order of Acephate from a customer in Brazil, sale of 2,4D Acid 98% and Paraquat 27.6% SL on receiving registrations for these formulations in Mexico and Argentina, respectively, and sale of Citric Acid BP in Brazil as well as partially due to depreciation of Rupee, and (ii) sale of manufactured goods which increased by 18.83% to ₹ 2,289.04 million in Fiscal 2013 from ₹ 1,926.34 million in Fiscal 2012, primarily, due to an increase in the sale of Tebuconazole in Germany, Italy and Spain, Quizalofop in Hungary and the United States and Imidacloprid in Spain, sale of Quizalofop-p-ethyl 12% EC in France on account of new registration obtained by us and depreciation of Rupee which was partially offset by the decline in the sales of Fomafafen in NAFTA.

Other income

Our other income increased by 125.77% to ₹ 148.85 million in Fiscal 2013 from ₹ 65.93 million in Fiscal 2012. The increase was, primarily, due to an increase in the dividend income on current investments, an increase in the bad debts/sundry balances recovered, exchange rate fluctuation (net) and profit on sale of current investments. Our dividend income on current investments increased by 21.92% to ₹ 18.97 million in Fiscal 2013 from ₹ 15.56 million in Fiscal 2012 on account of an increase in the investment in debt based mutual funds, particularly, in mutual funds with fixed maturity period. Our bad debts/sundry balances recovered increased by 270.61% to ₹ 12.23 million in Fiscal 2013 from ₹ 3.30 million in Fiscal 2012 on account of credit write-back

during the year. Our exchange rate fluctuation (net) increased by 291.29% to ₹ 81.78 million in Fiscal 2013 from ₹ 20.90 million in Fiscal 2012 on account of depreciation of Rupee on our U.S. Dollar denominated sales and expenses. Our profit from sale of current investments increased by 31.77% to ₹ 15.76 million in Fiscal 2013 from ₹ 11.96 million in Fiscal 2012 on account of redemption of debt based mutual funds.

Total expenses

Our total expenses increased by 26.40% to ₹ 6,748.33 million in Fiscal 2013 from ₹ 5,338.70 million in Fiscal 2012. This increase in total expenses was, primarily, due to an increase in the expenditure on the purchase of traded goods and raw materials consumed, employee's benefits expenses, finance costs and other expenses and relatively lower increase in inventories of finished goods, all of which was attributable to increase in our volume of agrochemical and non-agrochemical operations. As a percentage of our total revenue, our total expenses represented 85.14% and 86.09% in Fiscal 2013 and 2012, respectively.

Purchase of Traded Goods

Our expenditure on purchase of traded goods increased by 30.52% to ₹ 4,174.39 million in Fiscal 2013 from ₹ 3,198.25 million in Fiscal 2012. This increase in expenditure was, primarily, due to purchase of Acephate to meet the one time large order from a customer in Brazil, Citric Acid BP and Paraquat as well as depreciation of Rupee. As a percentage of our total revenue, expenditure on purchase of traded goods represented 52.67% and 51.58% in Fiscal 2013 and Fiscal 2012, respectively. Further, as a percentage of revenue from operations from sale of traded goods in Fiscal 2013 and Fiscal 2012, our expenditure on purchase of traded goods increased to 76.06% from 75.99%, respectively.

Raw materials consumed

Cost of raw materials consumed increased by 7.67% to ₹ 1,353.34 million in Fiscal 2013 from ₹ 1,256.98 million in Fiscal 2012, primarily, as a result of an increase in the volume of formulations outsourced to third party formulators to meet the increase in demand of formulations based on a portfolio of molecules in Europe. As a percentage of our total revenue, cost of raw materials consumed represented 17.07% and 20.27% in Fiscal 2013 and Fiscal 2012, respectively. Further, as a percentage of revenue from operations from sale of manufactured goods in Fiscal 2013 and Fiscal 2012, our cost of raw materials consumed increased to 59.12% from 65.25%, respectively.

(Increase)/decrease in Inventories of Traded and Manufactured Goods

Our closing inventories of traded and manufactured goods were higher by ₹ 84.80 million compared to our opening inventories for the Fiscal 2013. Such an increase in our closing inventories was, primarily, on account of higher closing inventories of manufactured goods which primarily comprises of Propiconazole, Imidacloprid and Fomafafen in NAFTA as well as Diquat and Tebuconazole in Europe to meet the seasonal demand. As a percentage of our total revenue, our expenditure on account of (increase)/ decrease in inventories represented (1.07)% and (4.23)% in Fiscal 2013 and Fiscal 2012, respectively.

Employee benefits expense

Our employee benefits expenses increased by 24.99% to ₹ 135.85 million in Fiscal 2013 from ₹ 108.69 million in Fiscal 2012, which was principally attributable to an increase in number of employees to 145 from 100 and corresponding increase in the salaries and other related employee benefit expenses. As a percentage of our total revenue, employee costs represented 1.71% and 1.75% in Fiscal 2013 and Fiscal 2012, respectively.

Finance cost

Finance costs increased by 162.50% to ₹ 3.57 million in Fiscal 2013 from ₹ 1.36 million in Fiscal 2012 on account of an increase in the short-term borrowings by 1,251.49% to ₹ 458.83 million in Fiscal 2013 from ₹ 33.95 million in Fiscal 2012. This increase in the short-term borrowings was, primarily, on account of a bank overdraft facility availed by our subsidiary, Sharda International DMCC to meet its business requirements. As a percentage of our total revenue, finance costs represented 0.05% and 0.02% in Fiscal 2013 and Fiscal 2012, respectively.

Depreciation and amortization expense

Depreciation and amortization expense decreased by 14.02% to ₹ 367.32 million in Fiscal 2013 from ₹ 427.20

million in Fiscal 2012, as a result of decrease in the amortization of intangible assets on account of several intangible assets completing a period of five years, being the time period over which the intangible assets are amortised in accordance with the Company's policies, in Fiscal 2012. As a percentage of our total revenue, depreciation and amortization expense represented 4.63% and 6.89% in Fiscal 2013 and Fiscal 2012, respectively.

Other expenses

Our other expenses increased by 31.30% to ₹ 798.66 million in Fiscal 2013 from ₹ 608.26 million in Fiscal 2012, primarily, on account of an increase in the legal and professional fees by 44.47% to ₹ 270.74 million in Fiscal 2013 from ₹ 187.40 million in Fiscal 2012 due to increase in the number of foreign consultants to 67 in Fiscal 2013 from 32 in Fiscal 2012 and corresponding increase in the consultancy charges paid to them, an increase in the sales commission by 20.43% to ₹ 129.12 million in Fiscal 2013 from ₹ 107.21 million in Fiscal 2012 due to an increase in the number of third party distributors and own sales force as well as an increase in the percentage at which commission is paid to such third party distributors, an increase in the bank charges by 42.64% to ₹ 73.59 million from ₹ 51.59 million due to the documentation charges incurred for shifting the banking facilities of our subsidiary, Sharda International DMCC and an increase in the freight and forwarding by 11.34% to ₹ 109.76 million in Fiscal 2013 from ₹ 98.58 million in Fiscal 2012 due to an increase in the volume of agrochemical operations, in each case, on a consolidated basis. The above amounts have been adjusted for prior period items. As a percentage of our total revenue, other expenses represented 10.08% and 9.81% in Fiscal 2013 and Fiscal 2012, respectively.

Restated profit before tax

As a result of the reasons outlined above, our restated profit before tax increased by 36.58% to ₹ 1,177.80 million in Fiscal 2013 from ₹ 862.36 million in Fiscal 2012. As a percentage of our total revenue, our profit before tax represented 14.86% and 13.91% in Fiscal 2013 and Fiscal 2012, respectively.

Tax expenses

Tax expenses increased by 88.09% to ₹ 334.44 million in Fiscal 2013 from ₹ 177.81 million in Fiscal 2012. This increase in the tax expenses was, primarily, due to an increase in the income tax and deferred tax liability. Income tax increased by 74.45% to ₹ 295.56 million in Fiscal 2013 from ₹ 169.42 million in Fiscal 2012 on account of an increase in the total taxable profits for the Fiscal 2013 compared to the Fiscal 2012. Deferred tax expenses increased by 363.41% to ₹ 38.88 million in Fiscal 2013 from ₹ 8.39 million in Fiscal 2012 due to timing difference between book and tax profits resulting from treatment of depreciation on intangible assets.

Restated profit after tax

As a result of the foregoing factors, our restated profit after tax from operations increased by 22.80% to ₹ 843.73 million in Fiscal 2013 from ₹ 687.10 million in Fiscal 2012.

Liquidity and Capital Resources

For the Fiscals 2014, 2013 and 2012, we have been able to finance our working capital requirements primarily through funds generated from operations and bank financing. We have relied on cash from internal resources to finance the expansion of our business and operations.

Cash Flows

The following table sets forth certain information concerning our cash flows for the periods indicated:

Particulars	Fiscal 2014	Fiscal 2013	Fiscal 2012
	(in ₹ million)		
Net cash generated from/(used in) operating activities	1,560.38	837.75	393.30
Net cash generated from/(used in) investing activities	(1,504.71)	(1125.32)	(472.85)
Net cash generated from/(used in) financing activities	(218.67)	316.93	(3.91)

Exchange difference arising on conversion debited to Foreign Currency Translation Reserve	27.74	0.34	145.28
Net increase/(decrease) in cash and bank balances	(135.26)	29.70	61.82

Net Cash From/(Used In) Operating Activities

In Fiscal 2014, our net cash generated from operating activities was ₹ 1,560.38 million. Our profit before taxation was ₹ 1,483.66 million for the Fiscal 2014, and as a result of adjustments, our operating profit before working capital changes was ₹ 1,786.45 million. This was further adjusted for decrease in working capital of ₹ 176.37 million, primarily, due to decrease in inventories of ₹ 233.26 million and was partially offset by increase in trade receivables of ₹ 79.48 million and, as a result, net cash generated from operating activities after adjusting net direct taxes, was ₹ 1,560.38 million for the Fiscal 2014.

In Fiscal 2013, our net cash generated from operating activities was ₹ 837.75 million. Our profit before taxation was ₹ 1,177.80 million for the Fiscal 2013, and as a result of adjustments, our operating profit before working capital changes was ₹ 1,582.61 million. This was further adjusted for increase in working capital of ₹ 390.38 million, primarily, due to increase in trade receivables of ₹ 656.75 million and was partially offset by increase in trade payables of ₹ 219.15 million and, as a result, net cash generated from operating activities after adjusting net direct taxes, was ₹ 837.75 million for the Fiscal 2013.

In Fiscal 2012, our net cash generated from operating activities was ₹ 393.30 million. Our profit before taxation was ₹ 862.36 million for the Fiscal 2012, and as a result of adjustments, our operating profit before working capital changes was ₹ 1,289.12 million. This was further adjusted for increase in working capital of ₹ 647.95 million, primarily, due to increase in trade receivables ₹ 662.30 million and was partially offset by increase in trade payables of ₹ 460.04 million and, as a result, net cash generated from operating activities after adjusting net direct taxes was ₹ 393.30 million for the Fiscal 2012.

Net Cash From/(Used In) Investing Activities

Net cash used in investing activities was ₹ 1,504.71 million for the Fiscal 2014 primarily, consisting of the purchase of fixed assets including intangible assets, intangible assets under development and capital advances aggregating to ₹ 854.98 million and net purchase of current investments of ₹ 695.91 million.

Net cash used in investing activities was ₹ 1,125.32 million for the Fiscal 2013 primarily, consisting of the purchase of fixed assets including intangible assets, intangible assets under development and capital advances aggregating to ₹ 489.43 million and purchase of current investments of ₹ 565.19 million.

Net cash used in investing activities was ₹ 472.85 million for the Fiscal 2012 primarily, consisting of the purchase of purchase of fixed assets including intangible assets, intangible assets under development and capital advances aggregating to ₹ 419.77 million and purchase of current investments of ₹ 41.30 million.

Net Cash From/(Used In) Financing Activities

Net cash used in financing activities was ₹ 218.67 million for the Fiscal 2014, primarily, on account of net repayment of short-term borrowings of ₹ 99.94 million, payment of finance costs of ₹ 13.73 million, dividend paid on equity shares of ₹ 90.22 million and tax on equity dividend of ₹ 14.64 million.

Net cash generated from financing activities was ₹ 316.93 million for the Fiscal 2013, primarily, on account of net proceeds from short-term borrowings of ₹ 425.56 million, partially set off by dividend paid on equity shares of ₹ 90.22 million and tax on equity dividend of ₹ 14.64 million.

Net cash used in financing activities was ₹ 3.91 million for the Fiscal 2012, on account of net repayment of short-term borrowings of ₹ 2.51 million and finance costs of ₹ 1.36 million.

Financial Condition as at March 31, 2014, March 31, 2013 and March 31, 2012

Consolidated Assets

The following table sets forth the principal components of our total assets as at March 31, 2014, March 31, 2013 and March 31, 2012 on a consolidated basis:

Particulars	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
	(In ₹ millions)		
Non-current assets			
(a) Goodwill on consolidation	2.17	-	-
(b) Fixed assets			
Tangible assets	18.98	14.21	13.72
Intangible assets	619.25	627.56	566.62
Intangible assets under development	1,334.84	883.91	630.60
(c) Non-current investments	52.50	48.02	40.11
(d) Long-term loans and advances	204.83	137.97	79.69
(e) Other non-current assets	79.96	73.98	29.16
Total non-current assets	2,312.53	1,785.65	1,359.90
Current assets			
(a) Current investments	1,692.41	922.71	323.83
(b) Inventories	807.72	929.16	1,020.19
(c) Trade receivables	4,002.14	3,788.36	3,266.22
(d) Cash and bank balances	216.28	356.62	297.15
(e) Short-term loans and advances	86.53	159.23	66.58
(f) Other current assets	24.23	22.36	3.61
Total current assets	6,829.31	6,178.44	4,977.58
Total	9,141.84	7,964.09	6,337.48

We record all expenses incurred for seeking registration of formulations or generic active ingredients in various jurisdictions, as capital work-in-progress under the heading 'intangible assets under development'. Once the registration for the concerned formulation or generic active ingredient is obtained, the expenses incurred on the same are capitalised and transferred under the heading 'intangible assets'. The time taken in the process of seeking registration of formulations or generic active ingredients can vary from one year to five years depending upon the regulatory requirements in a particular jurisdiction. Accordingly, whilst we continuously invest in seeking registrations resulting into an increase in the 'intangible assets under development', it may not result in a corresponding and proportionate increase in the 'intangible assets'. Additionally, once the amount is capitalised and transferred to 'intangible assets', it is subject to amortisation in accordance with our accounting policy on amortisation of intangible assets i.e. intangible assets are amortised on a straight line basis over a period of five years. Accordingly, the increase in 'intangible assets under development' may not result in an equivalent increase in the 'intangible assets'

In Fiscal 2014, our total assets increased by 14.79% to ₹ 9,141.84 million as at March 31, 2014 from ₹ 7,964.09 million as at March 31, 2013. This increase was, primarily, due to an increase in non-current assets to ₹ 2,312.53 million as at March 31, 2014 from ₹ 1,785.65 million as at March 31, 2013 and an increase in current assets to ₹ 6,829.31 million as at March 31, 2014 from ₹ 6,178.44 million as at March 31, 2013. The increase in non-current assets was, primarily, on account of an increase in the intangible assets under development by 51.02% to ₹ 1,334.84 million as at March 31, 2014 from ₹ 883.91 million as at March 31, 2013 due to identification of additional generic molecules for which various studies are conducted to prepare dossiers or for which the application for seeking registration is pending before the regulatory authorities, primarily in Europe and LATAM. The increase in our current assets was, primarily, due to an increase in current investments by 83.42% to ₹ 1,692.41 million as at March 31, 2014 from ₹ 922.71 million as at March 31, 2013 as a result of an increase in investment in debt-based mutual funds and an increase in trade receivables by 5.64% to ₹ 4,002.14 million as at March 31, 2014 from ₹ 3,788.36 million as at March 31, 2013 primarily as a result of relatively higher sale of formulations and generic active ingredients. Debtor-Turnover Ratio in Fiscal 2014 was 187 days as against 178 days in Fiscal 2013.

In Fiscal 2013, our total assets increased by 25.67% to ₹ 7,964.09 million as at March 31, 2013 from ₹ 6,337.48 million as at March 31, 2012. This increase was, primarily, due to an increase in non-current assets to ₹ 1,785.65 million as at March 31, 2013 from ₹ 1,359.90 million as at March 31, 2012 and an increase in current assets to ₹ 6,178.44 million as at March 31, 2013 from ₹ 4,977.58 million as at March 31, 2012. The increase in non-current assets was, primarily, on account of an increase in intangible assets by 10.76% to ₹ 627.56 million as at

March 31, 2013 from ₹ 566.62 million as at March 31, 2012 resulting from an increase in the number of registrations to 945 as of March 31, 2013 from 726 as of March 31, 2012 and an increase in the intangible assets under development by 40.17% to ₹ 883.91 million as of March 31, 2013 from ₹ 630.60 million as at March 31, 2012 due to identification of additional generic molecules for which various studies are conducted to prepare dossiers or for which the application for seeking registration is pending before the regulatory authorities. The increase in our current assets was, primarily, due to an increase in current investments by 184.94% to ₹ 922.71 million as at March 31, 2013 from ₹ 323.83 million as at March 31, 2012 as a result of an increase in investment in mutual funds and an increase in trade receivables by 15.99% to ₹ 3,788.36 million as at March 31, 2013 from ₹ 3,266.22 million as at March 31, 2012 primarily as a result of relatively higher sale of formulations and generic active ingredients. Debtor-Turnover Ratio in Fiscal 2013 was 178 days as against 194 days in Fiscal 2012.

Liabilities:

The following table sets forth the principal components of our total liabilities as at March 31, 2014, March 31, 2013 and March 31, 2012 on a consolidated basis:

Particulars	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
	(In ₹ millions)		
Non-current liabilities:			
Long-term borrowings	0.04	0.17	0.36
Deferred tax liabilities (Net)	101.82	90.02	51.15
Long-term provisions	2.12	0.17	0.23
Total of non-current liabilities	103.98	90.36	51.74
Current liabilities:			
Short-term borrowings	399.12	458.83	33.95
Trade payables	2,049.38	1,932.10	1,744.84
Other current liabilities	755.01	708.22	471.83
Short-term provisions	276.66	106.32	105.66
Total of current liabilities	3,480.17	3,205.47	2,356.28

Non-current liabilities

Our non-current liabilities comprise of deferred tax liabilities (net), long term borrowings and long term provisions. Our non-current liabilities increased by 15.07% to ₹ 103.98 million as at March 31, 2014 from ₹ 90.36 million as at March 31, 2013 and by 74.64% to ₹ 90.36 million as at March 31, 2013 from ₹ 51.74 million as at March 31, 2012. This increase in our non-current liabilities is primarily on account of an increase in deferred tax liabilities (net) which increased by 13.11% to ₹ 101.82 million as at March 31, 2014 from ₹ 90.02 million as at March 31, 2013 and by 75.99% to ₹ 90.02 million as at March 31, 2013 from ₹ 51.15 million as at March 31, 2012, primarily, as a result of timing difference between book and tax profits resulting from treatment of depreciation and amortisation on fixed assets.

Current liabilities

Our current liabilities comprise of short term borrowings, trade payables, other current liabilities and short term provisions. Our current liabilities increased by 8.57% to ₹ 3,480.17 million as at March 31, 2014 from ₹ 3,205.47 million as at March 31, 2013 and by 36.04% to ₹ 3,205.47 million as at March 31, 2013 from ₹ 2,356.28 million as at March 31, 2012. The increase in our current liabilities as at Fiscal 2014 was primarily, on account of an increase in short-term provisions by 160.21% to ₹ 276.66 million as at March 31, 2014 from ₹ 106.32 million as at March 31, 2013 on account of proposed final equity dividend at 20% in Fiscal 2014 as compared to 10% declared in Fiscal 2013 and provision for tax on equity dividend thereon as well as an increase in provision for income tax (net of advance tax) to ₹ 55.26 million as at March 31, 2014 from ₹ 0.01 million as at March 31, 2013, an increase in trade payables by 6.07% to ₹ 2,049.38 million as at March 31, 2014 from ₹ 1,932.10 million as at March 31, 2013, primarily, due to an increase in our outstanding dues to the third party manufacturers and third party formulators in respect of formulations and generic active ingredients procured or outsourced by us and procurement of non-agrochemical products in Fiscal 2014 and an increase in other current liabilities by 6.61% to ₹ 755.01 million as at March 31, 2014 from ₹ 708.22 million as at March 31, 2013 due to payment of commission to directors, an increase in other payables and advances, statutory remittances and advances from customers. The increase in our current liabilities as at Fiscal 2013 was primarily, on account of

an increase in short-term borrowings by 1,251.49% to ₹ 458.83 million as at March 31, 2013 from ₹ 33.95 million as at March 31, 2012 on account of availing a bank overdraft facility of ₹ 458.15 million, an increase in other current liabilities by 50.10% to ₹ 708.22 million as at March 31, 2013 from ₹ 471.83 million as at March 31, 2012 due to increase in payables on purchase of fixed assets and an increase in trade payables by 10.73% to ₹ 1,932.10 million as at March 31, 2013 from ₹ 1,744.84 million as at March 31, 2012, primarily, due to increase in our outstanding dues to the third party manufacturers and third party formulators in respect of formulations and generic active ingredients procured or outsourced by us and procurement of non-agrochemical products in Fiscal 2013.

Shareholders' funds

Shareholders' funds comprises of equity share capital and reserves and surplus. The following table sets out the shareholders' funds as at March 31, 2014, March 31, 2013 and March 31, 2012:

Particulars	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
	(In ₹ millions)		
Equity Share Capital	902.21	902.21	902.21
Reserves and Surplus	4,655.24	3,766.04	3,026.88
Total Shareholders Funds	5,557.45	4,668.25	3,929.09

Our total shareholders funds increased by 19.05% to ₹ 5,557.45 million as at March 31, 2014 from ₹ 4,668.25 million as at March 31, 2013 on account of an increase in the reserves and surplus by 23.61% to ₹ 4,655.24 million as at March 31, 2014 from ₹ 3,766.04 million as at March 31, 2013 on account of profits in Fiscal 2014.

Our total shareholders funds increased by 18.81% to ₹ 4,668.25 million as at March 31, 2013 from ₹ 3,929.09 million as at March 31, 2012 primarily on account an increase in the reserves and surplus by 24.42% to ₹ 3,766.04 million as at March 31, 2013 from ₹ 3,026.88 million as at March 31, 2012 on account of profits in Fiscal 2013.

Capital Expenditure

Our principal capital expenditure requirements involve expenditure incurred on creating dossiers and seeking registrations for the same. Our capital expenditure for Fiscal 2014, Fiscal 2013 and Fiscal 2012 aggregated to ₹ 854.98 million, ₹ 489.43 million and ₹ 419.77 million, respectively.

Indebtedness

As of March 31, 2014, our short-term borrowings amount to ₹ 399.12 million, primarily, comprising of a bank overdraft facility (unsecured).

Capital and other commitments

The table below sets forth our capital and other commitments, as per Restated Consolidated Summary Statement as at March 31, 2014:

Particulars	(in ₹ million)
	As at March 31, 2014
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances)	515.34

Contingent Liabilities as per Accounting Standard 29

As per the Restated Consolidated Summary Statement as of March 31, 2014, our contingent liabilities are ₹ 127.07 million comprising, primarily, of service tax matter of ₹ 78.51 million and customer's claim not acknowledged as debt of ₹ 43.70 million.

As of March 31, 2013, our contingent liabilities were ₹ 438.72 million, primarily on account of a claim filed by Plaaskem Pty Limited, South Africa and AECI Limited, South Africa (collectively referred to as “**Plaaskem**”) in respect of the generic active ingredients supplied by Hockley International Ltd. (“**Hockley**”) alleging that the said formulation caused damage to the trees and crops of its end users. The generic active ingredients used by Plaaskem to formulate the formulations were supplied to Hockley by the Company. This matter involved an aggregate amount of GBP 5,212,824.59 (equivalent to approximately ₹ 430.38 million) and accordingly, we recognized the said amount as contingent liability under the head ‘customer’s claim not acknowledged as debt’. With respect to us, this matter was settled in July 2013 for an amount of GBP 2,500 (equivalent to ₹ 0.23 million).

Off-Balance Sheet Transactions

We do not have any off-balance sheet arrangements, derivative instruments or other relationships with unconsolidated entities that would have been established for the purpose of facilitating 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 our affiliates and certain key management members on an arm’s length basis. For details of our related party transactions, as per Accounting Standard 18, during the last five Fiscals, see “Related Party Transactions” on page 187.

Quantitative and Qualitative Disclosures about Market Risk

Market Risks

Market risk is the risk of loss of future earnings, to fair values or to future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the foreign currency exchange rates, interest rates, commodity prices, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including debt.

Risk Management

Commodities Risk

We are exposed to market risk with respect to commodity prices of the crops as well as generic active ingredients used for the formulations. Prices for the crops and these generic active ingredients can fluctuate sharply over short periods of time. The cost of raw material consumed represented 19.35% and 17.40% of our consolidated revenue from operations in Fiscal 2014 and Fiscal 2013, respectively. We evaluate and manage our commodity price risk exposure through our operating procedures and sourcing policies. In certain instances, we purchase formulations or generic active ingredients in their finished under long to short-term contracts based on the prevailing market conditions. We do not use any derivative financial instruments or futures contracts to hedge our remaining exposure to fluctuations in commodity prices. We do not apply hedging techniques with respect to changes in the purchase and sale prices of formulations and generic active ingredients. Accordingly, significant increases in the prices of crops or generic active ingredients or other raw materials could affect our results of operations.

Credit Risk

We are exposed to credit risk in our agrochemical and non-agrochemical business operations from our customers as we offer a credit period ranging up to six months. Credit risk is the risk of loss that may occur from the failure of a customer to abide by the terms of conditions of the sale, principally the failure to make the required payment on amounts due to us. As at March 31, 2014 and March 31, 2013, our trade receivables were ₹ 4,002.14 million and ₹ 3,788.36 million, respectively.

Exchange Rate Risk

Changes in currency exchange rates influence our results of operations. Substantially all of our external sales revenue for agrochemicals is denominated in foreign currencies, primarily in U.S. dollars and Euros. Our expenses on procuring formulations or generic active ingredients, in their finished form, from third part

manufacturers, primarily in China or India as well as for outsourcing the process of preparing formulations to third party formulators, primarily, in Europe and United States and seek registrations in overseas jurisdictions is denominated in foreign currencies, predominantly in U.S. dollars and Euros. Similarly, substantial part of our revenue for non-agrochemicals is denominated in U.S. dollars, Euros and Australian dollars and payment for the procurement of non-agrochemical products is predominantly made in U.S. dollars.

Our exchange rate risk primarily arises from our foreign currency revenues and costs to the extent that there is no natural hedge. Whilst we enter into forward and spot contracts to hedge our foreign currency exposure over and above our natural hedge, we may be affected by significant fluctuations in the exchange rates between the Indian rupee and other currencies.

Inflation

In recent years, India has experienced relatively high rates of inflation. While we believe inflation has not had any material impact on our business and results of operations, inflation generally impacts the overall economy and business environment and hence could affect us.

Seasonality

Our agrochemical activities are heavily dependent on the agricultural industry which, in turn, is subject to soil conditions, climatic conditions, rainfall, seasonal and other weather factors, which make the performance of the agricultural sector as a whole or the levels of production of a particular crop relatively unpredictable. Further, global warming and other changes and fluctuations to weather pattern are being witnessed globally which may make it difficult for us to place reliance on weather forecasts and growth opportunities.

Unusual or Infrequent Events or Transactions

Except as described in this Red Herring Prospectus, there have been no events or transactions to our knowledge which may be described as “unusual” or “infrequent”.

Known Trends or Uncertainties

Other than as described in the sections “Risk Factors” on page 18 and this “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on our revenues or income from continuing operations.

Significant Developments after March 31, 2014

To our knowledge, except as disclosed below and otherwise disclosed in this Red Herring Prospectus, there is no subsequent development after the date of our financial statements contained in this Red Herring Prospectus which materially affects, or is likely to affect, our operations or profitability, or the value of our assets, or our ability to pay our material liabilities within the next 12 months:

We have incorporated Sharda Poland SP.ZO.O in Poland as a wholly owned subsidiary on May 30, 2014.

Auditor Remarks

The following table sets forth a summary of reservations, qualifications and adverse remarks by our auditor for the previous five financial years and the current status of the issue and the impact on our financial statements and financial position, if any:

Fiscal Year	Remarks	Financial Statement Impact and our comments
2014	<p>Clause (ix)(c)</p> <p>According to the records of the Company, the dues outstanding of income-tax, sales tax, wealth-tax, service tax, customs duty, excise duty and cess on account of any dispute, are as follows:</p>	<p>The Deputy Commissioner, Refunds, Division-III, Service Tax-I, Mumbai, has filed an appeal before the Office of the</p>

Fiscal Year	Remarks					Financial Statement Impact and our comments
	Name of the statute	Nature of dues	Forum where dispute is pending	Period to which the amount relates	Amount (₹ in million)	
	Finance Act, 1994	Service tax	Commissioner, CESTAT	2007-08 to 2012-13	78.51	<p>Commissioner (Appeals)- IV Central Excise, Mumbai Zone- I (the “Commissioner”) challenging the order dated May 28, 2013 (the “Order”) passed by the Assistant Commissioner, Refunds, Division- III, Service Tax-I, Mumbai (the “Assistant Commissioner”).</p> <p>Pursuant to the said Order, the Assistant Commissioner sanctioned the claim of our Company for refund of ₹ 78.51 million being the service tax along with interest paid by our Company in relation to services provided from outside the territory of India during the period from October 2007 to December 2012. The refund was sanctioned on the ground that our Company was not liable to pay service tax under Section 66A of the Finance Act, 1994. The appeal seeks to set aside the above Order and the Commissioner, has by its order dated May 19, 2014 set aside the Order. This matter is pending. Please see “Outstanding Litigation and Material Developments” on page 337.</p> <p>In the event of an adverse order, we estimate a financial impact of ₹ 78.51 million on us.</p>
2013	<p>Clause (vii)</p> <p><i>The company does not have an internal audit system.</i></p>					<p>Our Company has appointed S.H. Bathiya & Associates, Chartered Accountants as its internal auditors for Fiscals 2014 and 2015.</p>

Fiscal Year	Remarks	Financial Statement Impact and our comments											
	<p>Clause (ix)(a)</p> <p>Undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, customs duty, excise duty, cess and other material statutory dues have been regularly deposited with the appropriate authorities <i>except a slight delay in case of service tax.</i></p>	The delay in relation to payment of service tax was procedural in nature and the amount was deposited with the respective authority subsequently.											
2012	<p>(v) Clause (vii)</p> <p><i>The company does not have an internal audit system.</i></p>	Our Company had adequate system of internal checks and balances and was contemplating the appointment of internal auditors in due course.											
	<p>(vi) Clause (ix)(a)</p> <p>Undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, customs duty, excise duty cess and other material statutory dues have generally been regularly deposited with the appropriate authorities. <i>In case of service tax there have been delays in large number of cases.</i></p>	Pursuant to the notification of negative list under the applicable provisions of service tax, there was lack of clarity which resulted in delays in depositing the service tax with the authorities. However, the same was deposited with the authorities subsequently.											
	<p>(vii) Clause (ix)(b)</p> <p>According to the information and explanations given to the Auditors, undisputed dues in respect of provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty cess and other material statutory dues which were outstanding, at the year end, for a period of more than six months from the date they became payable, are as follows:</p> <table><tr><th>Name of the statute</th><th>Nature of dues</th><th>Amount (Rs. In millions)</th><th>Period to which the amount relates</th><th>Due date</th><th>Date of payment</th></tr><tr><td>Finance Act, 1994</td><td>Service tax</td><td>44.32</td><td>F.Y. 2007-08 to FY 2011-12</td><td>Various dates</td><td>22nd September 2012</td></tr></table>	Name of the statute	Nature of dues	Amount (Rs. In millions)	Period to which the amount relates	Due date	Date of payment	Finance Act, 1994	Service tax	44.32	F.Y. 2007-08 to FY 2011-12	Various dates	22 nd September 2012
Name of the statute	Nature of dues	Amount (Rs. In millions)	Period to which the amount relates	Due date	Date of payment								
Finance Act, 1994	Service tax	44.32	F.Y. 2007-08 to FY 2011-12	Various dates	22 nd September 2012								

Fiscal Year	Remarks	Financial Statement Impact and our comments										
	<p>(viii) Clause (ix)(c)</p> <p>According to the records of the Company, the dues outstanding of income-tax, sales tax, wealth-tax, service tax, customs duty, excise duty and cess</p> <table><tr><th>Name of the statute</th><th>Nature of dues</th><th>Amount (Rs. In millions)</th><th>Period to which the amount relates</th><th>Forum where dispute is pending</th></tr><tr><td>Income Tax Act, 1961</td><td>Income Tax</td><td>3.92</td><td>F.Y. 2004-05</td><td>Commissioner of Income Tax (Appeals), Mumbai.</td></tr></table> <p>on account of any dispute, are as follows:</p>	Name of the statute	Nature of dues	Amount (Rs. In millions)	Period to which the amount relates	Forum where dispute is pending	Income Tax Act, 1961	Income Tax	3.92	F.Y. 2004-05	Commissioner of Income Tax (Appeals), Mumbai.	<p>The demand was arising from the order passed under Section 143(3) read with Section 147 dated December 24, 2010. Our Company filed an appeal before the CIT(A) challenging the order passed under Section 143(3) read with Section 147 and the disallowance of bad debts claimed during the year. The CIT(A) vide his order dated August 8, 2011 deleted the additions made by the Assessing Officer. The said demand was deleted by the rectification order dated May 8, 2013 passed under Section 154, whereby a refund of ₹ 4.62 million was determined and refunded to the Company.</p>
Name of the statute	Nature of dues	Amount (Rs. In millions)	Period to which the amount relates	Forum where dispute is pending								
Income Tax Act, 1961	Income Tax	3.92	F.Y. 2004-05	Commissioner of Income Tax (Appeals), Mumbai.								
2011	<p>(iii) Clause (vii)</p> <p><i>No internal audit has been performed during the period.</i></p>	<p>Our Company had internal control systems commensurate with the size of our Company and the nature of its business and given that it had adequate systems of internal checks and balances, it did not appoint an internal auditor.</p>										
	<p>(iv) Clause (ix)(c)</p> <p>According to the records of the Company, the dues outstanding of income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty and cess on account of any dispute, are as follows:</p> <table><tr><th>Name of the statute</th><th>Nature of dues</th><th>Amount (Rs. In millions)</th><th>Period to which the amount relates</th><th>Forum where dispute is pending</th></tr><tr><td>Income Tax Act, 1961</td><td>Income Tax</td><td>3.92</td><td>F.Y. 2004-05</td><td>Commissioner of Income Tax (Appeals), Mumbai.</td></tr></table>	Name of the statute	Nature of dues	Amount (Rs. In millions)	Period to which the amount relates	Forum where dispute is pending	Income Tax Act, 1961	Income Tax	3.92	F.Y. 2004-05	Commissioner of Income Tax (Appeals), Mumbai.	<p>The demand was arising from the order passed under Section 143(3) read with Section 147 dated December 24, 2010. The Company filed an appeal before the CIT(A) challenging the order passed under Section 143(3) read with Section 147 and the disallowance of bad debts claimed during the year. The CIT(A) vide his order dated August 8, 2011 deleted the additions made by the Assessing Officer. The</p>
Name of the statute	Nature of dues	Amount (Rs. In millions)	Period to which the amount relates	Forum where dispute is pending								
Income Tax Act, 1961	Income Tax	3.92	F.Y. 2004-05	Commissioner of Income Tax (Appeals), Mumbai.								

Fiscal Year	Remarks	Financial Statement Impact and our comments
		said demand was deleted by the rectification order dated May 8, 2013 passed under Section 154, whereby a refund of ₹ 4.62 million was determined and refunded to the Company.
2010	(iii) Clause (vii) <i>No internal audit has been performed during the period.</i>	Our Company had internal control systems commensurate with the size of our Company and the nature of its business and given that it had adequate systems of internal checks and balances, it did not appoint an internal auditor.
	(iv) Clause (ix)(a) Undisputed statutory dues including provident fund, investor education and protection fund, or employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess have generally been regularly deposited with the appropriate authorities <i>though there has been a slight delay in a few cases.</i>	The delay was procedural in nature and the amount was deposited by our Company with the respective authority subsequently.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, (i) there are no winding up petitions, no outstanding litigations, suits, criminal or civil prosecutions, statutory or legal proceedings including those for economic offences, tax liabilities, show cause notices or legal notices pending against our Company or against any other company whose outcome could have a materially adverse effect on the business, operations or financial position of our Company, and (ii) there are no defaults including non-payment or overdue of statutory dues, overdues to banks or financial institutions, defaults against banks or financial institutions or rollover or rescheduling of loans or any other liability, defaults in dues payable to holders of any debenture, bonds and fixed deposits or arrears on cumulative preference shares issued by our Company, defaults in creation of full security as per the terms of issue/other liabilities, proceedings initiated for economic, civil or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (1) of Part I of Schedule XIII of the Companies Act, 1956 and under paragraph (a) of Part I of Schedule V of the Companies Act, 2013) other than unclaimed liabilities of our Company except as stated below, and (iii) no disciplinary action has been taken by SEBI or any stock exchange against our Company, Directors or Promoters.

Litigation involving our Company

Litigation against our Company

Direct Tax Cases

1. The Commissioner of Income Tax, Mumbai has filed an income tax appeal before the Bombay High Court challenging the aforementioned order of the ITAT dated March 2, 2012. The Assessing Officer had passed an order dated October 21, 2010 under Section 143(3) of the IT Act for assessment year 2008-2009 by which it was observed that income by way of dividend arising from investment in mutual funds was exempt from tax and disallowance under Section 14A of the IT Act was made of ₹ 4.16 million as expenses attributed to the exempt income. Our Company has filed an appeal before the Commissioner of Income Tax (Appeals) against this assessment order dated October 21, 2010. The Commissioner of Income Tax (Appeals) has, by an order dated February 24, 2011, held that the interest of ₹ 46.26 million was business income and excluded the same while computing disallowance and granted a relief of ₹ 4.13 million. The Commissioner of Income Tax, Mumbai has filed an appeal before the Income Tax Appellate Tribunal (“ITAT”) and the ITAT has, by an order dated March 2, 2012 dismissed the appeal. The Commissioner of Income Tax, Mumbai has, in the income tax appeal before the Bombay High Court, sought stay of execution and implementation of the order dated March 2, 2012. The matter is currently pending.
2. The Company has filed an appeal before the Commissioner of Income Tax (Appeals), Mumbai against the order of the Assessing Officer dated March 30, 2014 (the “**Order**”) passed under Section 143(3) of the IT Act for the assessment year 2011-2012. The Assessing Officer has in the Order held *inter alia* that product registration expenses are capital in nature and not revenue expenses. The Company in its appeal has alleged that the Assessing Officer had erred in not allowing the deduction of ₹ 174.56 million claimed as revenue expenditure, charging certain interest and not granting interest on refund of ₹ 55.09 million. The matter is currently pending.
3. The Company has filed an appeal before the Commissioner of Income Tax (Appeals), Mumbai against the order of the Assessing Officer dated June 19, 2014 (the “**Order**”) passed under Section 143(3) of the IT Act for the assessment year 2012-2013. The Assessing Officer in the Order held *inter alia* that product registration expenses are capital in nature and not revenue expenditure. The Company in its appeal has alleged that the Assessing Officer had erred in not allowing the deduction of ₹ 237.31 million claimed as revenue expenditure, charging certain interest, not permitting credit of tax deducted at source of ₹ 0.10 million and initiating penalty proceedings. The matter is currently pending.

Indirect Tax Cases

The Deputy Commissioner, Refunds, Division-III, Service Tax-I, Mumbai, has filed an appeal before the Office of the Commissioner (Appeals)- IV Central Excise, Mumbai Zone- I (the “**Commissioner**”) challenging the order dated May 28, 2013 (the “**Order**”) passed by the Assistant Commissioner, Refunds, Division- III, Service

Tax-I, Mumbai (the “**Assistant Commissioner**”). Pursuant to the said Order, the Assistant Commissioner sanctioned the claim of our Company for refund of ₹ 78.51 million being the service tax along with interest paid by our Company in relation to services provided from outside the territory of India during the period from October 2007 to December 2012. The refund was sanctioned on the ground that our Company was not liable to pay service tax under Section 66A of the Finance Act, 1994. The appeal seeks to set aside the above Order and the Commissioner, has by its order dated May 19, 2014 set aside the Order. This matter is pending.

Past Penalties

Our Company has, in 2011, paid a penalty imposed by the Commissioner of Customs (Export), Jawaharlal Nehru Custom House, Nhava Sheva, Maharashtra, in relation to wrongful availment of duty free clearances of imported goods by M/s. Sharda International resulting in violation of Section 111(O) of the Customs Act, 1962, Notification 203/92-Cus read with Foreign Trade (Development and Regulation) Act, 1992 and rules made thereunder, becoming liable for penal action under Section 112 of the Customs Act, 1962. The aggregate amount paid by our Company is ₹ 0.57 million, of which ₹ 0.1 million is the penalty amount.

Inquiries, inspections or investigations under the Companies Act

Nil

Litigation involving Subsidiaries

Sharda Bolivia S.R.L. (“Sharda Bolivia”)

Litigation against Sharda Bolivia

Civil Cases

Antonio Vargas Padilla (“**Antonio**”) has filed a case before Juzgado 6° de Partido en lo Civil y Comercial de la Capital, de Santa Cruz de la Sierra, Bolivia (the “**Court**”) against Sharda Bolivia in relation to seizure of Antonio’s transport vehicle carrying Sharda Bolivia’s cargo by National Customs of Bolivia (“**Customs**”) on the ground of certain documents being missing. Antonio has claimed damages at the rate of USD 150 per day for each day that the vehicle stays with Customs and other expenses. This matter is pending.

Litigation by Sharda Bolivia

Civil Cases

Sharda Bolivia has filed a case before Juzgado 6° de Partido en lo Civil y Comercial de la Capital, de Santa Cruz de la Sierra, Bolivia against Juan Raul Olivera Garcia to claim payment of USD 0.13 million due to Sharda Bolivia since 2010 towards payment for formulations supplied to Juan Raul Olivera Garcia. This matter is pending.

Sharda Europe BVBA (“Sharda Europe”)

Litigation against Sharda Europe

Civil Cases

Societa Agricola Allasia Plant s.s. (“**SAAP**”) has filed a case before the Tribunale Ordinario Di Saluzzo, Italy against Sharda Europe, Rubiolo Pietro & C. s.n.c. and Makhteshim Agan Italia s.r.l. (“**MAI**”) in relation to damage caused to its plants cultivated, by the use of Dessicash 200 SL (the “**Product**”) provided by Sharda Europe and distributed in Italy by MAI. Pursuant to SAAP’s petition, the Court has appointed an expert to examine the plants and submit a report. The final report of the expert indicating that the damage to the plants was caused by the Product has been filed with the Court. This matter is pending.

Litigation by Sharda Europe

Civil Cases

Sharda Europe has filed an appeal before the Superior Court of Justice of Madrid (“**Court**”) against the judgment ordering permanent withdrawal of the authorization of the product Core (the “**Product**”) containing Difenconazole. This judgment was in favour of Syngenta Agro, S.A. (“**Syngenta**”) in a suit that it had filed

against the Technical Secretariat of the Ministry of Environment, Rural and Marine Affairs as the latter had allowed Sharda Europe to access Syngenta's data as a part of the compliance requirements for re-registration of the Product by Sharda Europe in Spain. The appeal by Sharda Europe seeks to nullify the order of the Court. This matter is pending.

Sharda de Mexico S De RL DE CV ("Sharda Mexico")

Litigation against Sharda Mexico

Indirect Tax Cases

Sharda Mexico has filed an appeal before the Tax Administration Service ("SAT"), Mexico in relation to condonation with respect to tax amount of 7.75 million MXN paid by it on the tax demand of 12.11 million MXN made by Customs of Manzanillo, Mexico against Sharda Mexico for breach of non-tariff regulations and restrictions under the Customs Act, 2012. Sharda Mexico had earlier sought a reduction of the tax demand from SAT which was refused. An official writ was served by SAT upon Sharda Mexico recognising the right of Sharda Mexico for refund of 7.75 million MXN. Sharda Mexico has filed a tax return application for claiming refund of 7.75 million MXN based upon the writ. This matter is pending.

Litigation involving our Promoters

Except as described below, there is no pending litigation against our Promoters.

Litigation against Ramprakash V. Bubna

Criminal Cases

1. Unnati Investment Limited ("UIL"), through Apoorva S. Shah, has filed a criminal complaint before the Court of Honourable Metropolitan Magistrate, Ahmedabad against Piramal Financial Services Limited ("PFSL"), Ramprakash V. Bubna and others under Section 138 of the Negotiable Instruments Act, 1881 for dishonour of cheque dated August 4, 1999 issued to UIL in relation to redemption of debentures subscribed to by UIL. Ramprakash V. Bubna was a non-executive director of PFSL at the time of issuance of the cheque and had resigned from PFSL before the date of dishonour of the aforementioned cheque, being, August 5, 1999. The amount involved is ₹ 5.01 million. This matter is pending.
2. Stamina Holding Private Limited ("SHPL"), through Apoorva S. Shah, has filed a criminal complaint before the Court of Honourable Metropolitan Magistrate, Ahmedabad against PFSL, Ramprakash V. Bubna and others under Section 138 of the Negotiable Instruments Act, 1881 for dishonour of cheque dated July 23, 1999 issued to SHPL in relation to redemption of debentures subscribed to by SHPL. Ramprakash V. Bubna was a non-executive director of PFSL at the time of issuance of the cheque and had resigned from PFSL before the date of dishonour of the aforementioned cheque, being, July 24, 1999. The amount involved is ₹ 29.66 million. This matter is pending.
3. Ceetee Investment Limited ("CIL"), through Apoorva S. Shah, has filed a criminal complaint before the Court of Honourable Metropolitan Magistrate, Ahmedabad against PFSL, Ramprakash V. Bubna and others under Section 138 of the Negotiable Instruments Act, 1881 for dishonour of cheque dated August 4, 1999 issued to CIL in relation to redemption of debentures subscribed to by CIL. Ramprakash V. Bubna was a non-executive director of PFSL at the time of issuance of the cheque and had resigned from PFSL before the date of dishonour of the aforementioned cheque, being, August 4, 1999. The amount involved is ₹ 2.13 million. This matter is pending.
4. Anee Investment Private Limited ("AIPL"), through Apoorva S. Shah, has filed a criminal complaint before the Court of Honourable Metropolitan Magistrate, Ahmedabad against PFSL, Ramprakash V. Bubna and others under Section 138 of the Negotiable Instruments Act, 1881 for dishonour of cheque dated August 4, 1999 issued to AIPL in relation to redemption of debentures subscribed to by AIPL. Ramprakash V. Bubna was a non-executive director of PFSL at the time of issuance of the cheque and had resigned from PFSL before the date of dishonour of the aforementioned cheque, being, August 4, 1999. The amount involved is ₹ 3.53 million. This matter is pending.

Litigation or legal action pending or taken by any ministry or government department or statutory authority during the last five years

Nil

Litigation involving our Directors

Except as described below, there is no pending litigation against our Directors.

Litigation against M. S. Sundara Rajan

Criminal Cases

1. KISHCO Limited has filed a criminal complaint before the Metropolitan Magistrate, 33rd Court, Ballard Pier, Mumbai against M. S. Sundara Rajan and others under Section 138 of the Negotiable Instruments Act, 1881 for dishonour of cheque issued in relation to payment of a portion of the consideration for assignment of property in favour of Varun Industries Limited. The Metropolitan Magistrate, by its order, had directed for M. S. Sundara Rajan's presence in person on January 8, 2013. A criminal revision application has been filed before the Court of Sessions for Greater Mumbai ("Court") contesting the aforesaid criminal complaint. M.S. Sundara Rajan's personal appearance has been exempted by an interim order of the Court. The aggregate amount involved is ₹ 2.5 million. This matter is pending.
2. IFCI Venture Capital Funds Limited ("IFCIVCF") has filed a criminal complaint before the Additional Chief Metropolitan Magistrate, Saket, New Delhi ("Magistrate") against M. S. Sundara Rajan and others under Section 138 of the Negotiable Instruments Act, 1881 for dishonour of cheque issued by Varun Industries Limited in relation to repayment of short term loan from IFCIVCF alongwith applicable interest for the same. The Magistrate, by its order, had directed for M. S. Sundara Rajan's presence in person or by pleader on May 8, 2013. A criminal revision petition has been filed before the High Court of Delhi contesting the aforesaid criminal complaint. M. S. Sundara Rajan's personal appearance has been exempted by an interim order of the Magistrate and an interim order of the High Court of Delhi. The matter has been notified by the Magistrate for October 18, 2014. The aggregate amount involved is ₹ 26.7 million. This matter is pending.

Action initiated by SEBI against the Entities operating in the Securities Market with which Directors are associated

Entities with which M.S. Sundarajan is associated

Stock Holding Corporation of India Limited ("SHCIL")

1. SEBI through its letter dated June 17, 2003, had withdrawn its no objection granted through letter dated December 13, 1999, for some of the schemes of SHCIL, namely, "Sell-n-Cash" and "Cash on Payout". Subsequently, SHCIL discontinued operations of its schemes.
2. SEBI through its letter dated June 21, 2010, had advised SHCIL to undertake certain corrective steps to rectify deficiencies observed by SEBI in its inspection of SHCIL.
3. SEBI through its letter dated June 6, 2008 issued a warning and certain observations in respect of Softtrack Technology Exports Limited. The board of directors of SHCIL took note of the corrective actions undertaken by SHCIL pursuant to the observations issued by SEBI.

Litigation against Ramprakash V. Bubna

Criminal Cases

For details, see "Outstanding Litigation and Material Developments – Litigation involving our Promoters – Litigation against Ramprakash V. Bubna" on page 339.

Material Frauds Against our Company

There have been no material frauds committed against our Company in the five years preceding the date of this Red Herring Prospectus.

Small Scale Industries

Our Company does not owe any small scale undertakings or other creditors any amounts exceeding ₹ 0.1 million which is outstanding for more than 30 days. There are no disputes with such entities in relation to payments to be made to them.

Material Developments

For details of material developments, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on page 312.

GOVERNMENT AND OTHER APPROVALS

Our Company is required to obtain various approvals for conducting its business in India. The registrations and approvals required to be obtained by our Company in respect of its business include the following:

A. Incorporation details

1. Certificate of incorporation dated March 12, 2004 issued by the RoC issued to Sharda Worldwide Exports Private Limited.
2. Certificate for change of name from Sharda Worldwide Exports Private Limited to Sharda Cropchem Private Limited dated September 18, 2013 issued by the RoC to the Company.
3. Certificate for conversion from a private limited company to a public company dated September 18, 2013 issued by the RoC to Sharda Cropchem Limited.

B. Approvals in relation to the Offer

1. In-principle approval from the BSE dated May 2, 2014.
2. In-principle approval from the NSE dated April 30, 2014.

C. Approvals in relation to the business of our Company

We require various registrations, approvals and/ or licenses under various rules and regulations to operate our business. These registrations, approvals and/or licenses differ in each jurisdiction in which we operate. The registrations, approvals and/or licenses obtained by us as of July 15, 2014, being the latest practicable date, which enable us to undertake our operations in some of our material generic molecules as well as the approvals and/or licenses, valid and existing as of the July 15, 2014, for undertaking our business, including, non-agrochemical operations, include the following:

I. Registrations

(a) **TEBUCONAZOLE**

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
Europe						
1.	Tebuconazole 25 EW	Sharda Europe BVBA	Albania	May 26, 2011	August 31, 2019	Ministry of Agriculture, Food and Consumer Protection
2.	Tebuconazole 25 EW	Sharda Europe BVBA	Austria	May 2, 2013	August 31, 2020	Federal Office for Food Safety
3.	Tarcza 250 EW	Sharda Europe BVBA	Belgium	June 26, 2013	August 31, 2020	Federal Public Service Health, Food Chain Safety and Environment
4.	Tebusha 25% EW	Sharda Worldwide Exports Private Limited ("SWEPL")	Czech Republic	October 11, 2012	August 31, 2019	State Phytosanitary Administration, State Organisational Unit, Division of Plant Protection Products
5.	Teb-azol	SWEPL	Czech Republic	October 1, 2013	August 31, 2019	State Phytosanitary Administration, ČR – Státní rostlinolékařská správa, organizační složka státu, Plant Protection Products Section
6.	Tebusha 25% EW	Sharda Europe BVBA	Cyprus	October 5, 2009	October 5, 2014	Pest Control Products Board, Republic of Cyprus

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
7.	Tebusha 25% EW	Sharda Europe BVBA	Estonia	May 11, 2011	August 31, 2019	Agricultural Board, Plant Protection Department
8.	Tebusha	Sharda Polska sp Z. O. O	Germany	February 18, 2011	December 31, 2020 ⁽³⁾	Federal Office of Consumer Protection and Food Safety
9.	Tebu Super 250 EW	Sharda Polska sp Z. O. O	Germany	February 18, 2011	December 31, 2020 ⁽³⁾	Federal Office of Consumer Protection and Food Safety
10.	Tebu Express	Sharda Polska sp Z. O. O	Germany	May 13, 2011	December 31, 2020 ⁽³⁾	Federal Office of Consumer Protection and Food Safety
11.	Tebu Speed 250 EW	Sharda Polska sp Z. O. O	Germany	February 18, 2011	December 31, 2020 ⁽³⁾	Federal Office of Consumer Protection and Food Safety
12.	Tebusha 25 EW	SWEPL	Hungary	August 31, 2011	August 31, 2020	National Agency for the Safety of Food Chain
13.	Tebu Fungicide spray	SWEPL	Hungary	May 7, 2012	August 31, 2020	National Agency for the Safety of Food Chain, Directorate for Crop Protection, Soil Conservation & Agricultural Environment Protection
14.	Tebusha 25% EW	Sharda Europe BVBA	Ireland	May 7, 2013	Approval expires annually, renewable on application and payment of fee.	Pesticide Registration and Control Division, Department of Agriculture, Food and the Marine
15.	Accord	SWEPL	Italy	December 20, 2012 (date of decree)	August 31, 2019	Directorate General of Food Safety and Nutrition, Department of Public Health, Veterinary, Nutrition and Food Safety and Governing Bodies of Health, Ministry of Health
16.	TB 25 WG	SWEPL	Italy	December 20, 2012 (date of decree)	August 31, 2019	Directorate General of Food Safety and Nutrition, Department of Public Health, Veterinary, Nutrition and Food Safety and Governing Bodies of Health, Ministry of Health
17.	Multi	SWEPL	Italy	December 20, 2012 (date of decree)	August 31, 2019	Directorate General of Food Safety and Nutrition, Department of Public Health, Veterinary, Nutrition and Food Safety and Governing Bodies of Health, Ministry of Health
18.	Gat Tessla 25 WG	SWEPL	Italy	October 18, 2012	August 31, 2019	Directorate General of Food Safety and Nutrition, Department of Public Health, Veterinary, Nutrition and Food Safety and Governing Bodies of Health, Ministry of Health
19.	Tebusha 25 EW	Sharda Europe BVBA	Latvia	February 1, 2013	August 31, 2019	Ministry of Agriculture, State Plant Protection Service
20.	Tebusha 25% EW	Sharda Europe BVBA	Lithuania	March 21, 2012	August 21, 2020	The State Plant Service under the Ministry of Agriculture
21.	Tezol	Sharda Hungary Kft.	Macedonia	February 12, 2014	August 31, 2020	Ministry of Agriculture, Forestry and Water Economy

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
22.	Tarcza 250 EW	Sharda Europe BVBA	Netherlands	March 11, 2013	August 31, 2020	Board for the Authorization of the Plant Protection Products and Biocides
23.	Tarcza Lan 250 EW	Sharda Polska sp Z. O. O	Poland	December 1, 2009	May 18, 2017	Minister of Agriculture and Rural Development
24.	Brasifun 250 EC	Sharda Polska sp Z. O. O	Poland	November 10, 2009	November 6, 2016	Minister of Agriculture and Rural Development
25.	Domnic 250 EW	Sharda Europe BVBA	Poland	December 19, 2008	December 19, 2018	Minister of Agriculture and Rural Development
26.	Zaprawa Domnic 060 FS	Sharda Europe BVBA	Poland	February 11, 2009	February 11, 2019	Minister of Agriculture and Rural Development
27.	Tarcza 060 FS	Sharda Polska sp Z. O. O	Poland	October 27, 2009	November 6, 2016	Minister of Agriculture and Rural Development
28.	Tebusha 25 EW	Sharda Europe BVBA	Portugal	October 1, 2013	October 1, 2023	Government of Portugal
29.	King 250 EW	SWEPL	Romania	December 16, 2004	December 16, 2014	National Commission for Registration of Plant Protection Products
30.	Protector Super 250 EC	Sharda Europe BVBA	Romania	October 15, 2008	October 15, 2018	National Commission for Registration of Plant Protection Products
31.	Kripto Super 60 FS	Sharda Europe BVBA	Romania	December 14, 2005	December 14, 2015	National Commission for Registration of Plant Protection Products
32.	Sponsor 6 FS	SWEPL	Romania	October 12, 2005	October 12, 2015	National Commission for Registration of Plant Protection Products
33.	Tebusha 25% EW	ShardaSerb d.o.o.	Serbia	January 23, 2013	June 30, 2019	Ministry of Agriculture, Forestry and Water Management, Plant Protection Department
34.	Tebusha 6% FS	ShardaSerb d.o.o.	Serbia	January 23, 2013	November 1, 2021	Ministry of Agriculture, Forestry and Water Management, Plant Protection Department
35.	Tebusha 25% EW	Sharda Europe BVBA	Slovakia	September 24, 2012	August 31, 2020	Central Control and Testing Institute in Agriculture in Bratislava
36.	Tebusha 25% EW	Sharda Europe BVBA	Slovenia	January 13, 2012	August 31, 2020	Ministry of Agriculture, Forestry and Food, Phytosanitary Administration of the Republic of Slovenia
37.	Tebusha	Sharda Europe BVBA	Spain	July 22, 2009	July 22, 2019	Ministerio de Agricultura, Alimentación y Medio Ambiente
38.	Icarus Semillas	Sharda Europe BVBA	Spain	August 28, 2009	August 28, 2019	Ministerio de Agricultura, Alimentación y Medio Ambiente
39.	Tansil	Sharda Europe BVBA	Spain	February 22, 2008	February 22, 2018	Ministerio de Agricultura, Alimentación y Medio Ambiente
40.	Geriones 250	Sharda Europe BVBA	Spain	December 10, 2008	December 10, 2018	Ministerio de Agricultura, Alimentación y Medio Ambiente

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
41.	Zarco	Sharda Europe BVBA	Spain	July 21, 2009	July 21, 2019	Ministerio de Agricultura, Alimentación y Medio Ambiente
42.	Bunazol 250	Sharda Europe BVBA	Spain	July 3, 2006	July 3, 2016	Ministerio de Agricultura, Alimentación y Medio Ambiente
43.	Tebucol	Sharda Europe BVBA	Spain	March 9, 2006	March 9, 2016	Ministerio de Agricultura, Alimentación y Medio Ambiente
44.	Tebusha 25% EW	Sharda Swiss GmbH	Switzerland	May 22, 2012	May 31, 2022	Federal Office for Agriculture
NAFTA						
45.	Tebuconazole Technical Fungicide	SWEPL	United States of America	April 3, 2006	– ⁽¹⁾	United States Environmental Protection Agency
46.	Shar - Teb 3.6 FL Fungicide	Sharda U.S.A. LLC	United States of America	September 12, 2007	– ⁽¹⁾	United States Environmental Protection Agency
47.	Tebu 45 DF	Sharda U.S.A. LLC	United States of America	October 5, 2011	– ⁽¹⁾	United States Environmental Protection Agency
Latin America						
48.	Tebuconazole Sharda 43	SWEPL	Argentina	October 14, 2009	December 31, 2014	National Service of Health and Agri-Food Quality, Secretary of Agriculture, Farming, Fishing and Food Ministry of Production (SENASA)
49.	Tebuconazole Sharda 25	SWEPL	Argentina	March 29, 2010	December 31, 2014	National Service of Health and Agri-Food Quality, Secretary of Agriculture, Farming, Fishing and Food Ministry of Production (SENASA)
50.	Tebuconazole Sharda 20	SWEPL	Argentina	July 21, 2010	December 31, 2014	National Service of Health and Agri-Food Quality, Secretary of Agriculture, Farming, Fishing and Food Ministry of Production (SENASA)
51.	Tebuconazole Sharda 6 FS	SWEPL	Argentina	July 21, 2010	December 31, 2014	National Service of Health and Agri-Food Quality, Secretary of Agriculture, Farming, Fishing and Food Ministry of Production (SENASA)
52.	Tebuconazole 97%	SWEPL	Argentina	June 6, 2007	June 6, 2017	National Service of Health and Agri-Food Quality, Secretary of Agriculture, Farming, Fishing and Food Ministry of Production (SENASA)
53.	Tebusha	Sharda Bolivia S.R.L.	Bolivia	June 8, 2007	November 26, 2017	SENASAG, National Service for Agriculture and Food and Safety
54.	Shar Tab	Sharda Do Brasil Comercio De Produtos Quimicos E Agroquimicos LTDA	Brazil	April 18, 2013	–*	Cadastro Estadual De Agrotóxicos Secretaria da Agricultura, Irrigação e Performance Agrária

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
55.	Shar – Conazole	Sharda Do Brasil Comercio De Produtos Quimicos E Agroquimicos LTDA	Brazil	February 25, 2013	Valid for a period of registration before the Federal Agency	State Agency for the protection of Health of Animals and Vegetables, State Secretariat for Agrarian Development, Production, Industry, Commerce and Tourism, Government of the State of Mato Grosso of the South
56.	Shar Teb 200 EC	Sharda Do Brasil Comercio De Produtos Quimicos E Agroquimicos LTDA	Brazil	February 25, 2013	Valid for a period of registration before the Federal Agency	State Agency for the Protection of Health of Animals and Vegetables, State Secretariat for Agrarian Development, Production, Industry, Commerce and Tourism, Government of the State of Mato Grosso of the South
57.	Shar Ted	Sharda Do Brasil Comercio De Produtos Quimicos E Agroquimicos LTDA	Brazil	May 9, 2013	May 9, 2018	State Superintendence for Environment, Council for Policy and Management of the Environment, Government of the State of Ceara
58.	Shar – Teb	Sharda Do Brasil Comercio De Produtos Quimicos E Agroquimicos LTDA	Brazil	July 5, 2013	Valid for a period of registration before the Federal Agency	State Agency for the Protection of Health of Animals and Vegetables, State Secretariat for Agrarian Development, Production, Industry, Commerce and Tourism, Government of the State of Mato Grosso of the South
59.	Shar Ted 200 EC	Sharda Do Brasil Comercio De Produtos Quimicos E Agroquimicos LTDA	Brazil	February 26, 2013	February 26, 2018	State Superintendence for Environment, Council for Policy and Management of the Environment, Government of the State of Ceara
60.	Shar Conazole	Sharda Do Brasil Comercio De Produtos Quimicos E Agroquimicos LTDA.	Brazil	February 26, 2013	February 26, 2018	State Superintendence for Environment, Council for Policy and Management of the Environment, Government of the State of Ceara
61.	Shar Ter	Sharda Do Brasil Comercio De Produtos Quimicos E Agroquimicos LTDA	Brazil	February 25, 2013	–*	Superintendency of Agro-Fisheries Protection Coordinating Offer for State Registration of Agrottoxins, State Secretariat for Agriculture and Fisheries
62.	Shar Ter 200 EC	Sharda Do Brasil Comercio De Produtos Quimicos E Agroquimicos LTDA	Brazil	February 25, 2013	–*	Superintendency of Agro-Fisheries Protection Coordinating Offer for State Registration of Agrottoxins, State Secretariat for Agriculture and Fisheries

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
63.	Shar-Teb	Sharda Do Brasil Comercio De Produtos Quimicos E Agroquimicos LTDA	Brazil	December 20, 2012	-*	Agricultural and Livestock Supply Ministry, Agricultural Defense Board, Surveillance Department of Agricultural Inputs (DFIA), General Coordination of Pesticides and Related
64.	Shar-Conazol	Sharda Do Brasil Comercio De Produtos Quimicos E Agroquimicos LTDA	Brazil	February 20, 2013	-*	Secretariat of Agriculture, Irrigation and Agrarian Reforms
65.	Shar-Teb 200 EC	Sharda Do Brasil Comercio De Produtos Quimicos E Agroquimicos LTDA	Brazil	February 20, 2013	-*	Secretariat of Agriculture, Irrigation and Agrarian Reforms
66.	Shar-Conazol	Sharda Do Brasil Comercio De Produtos Quimicos E Agroquimicos LTDA	Brazil	February 25, 2013	-*	State Secretariat for Agriculture e Cattle, Supervision of Farming Defence, Coordinator of Vegetable Health Defence
67.	Shar-Conazol	Sharda Do Brasil Comercio De Produtos Quimicos E Agroquimicos LTDA	Brazil	April 18, 2013	-*	State Secretariat for the Development of Farming and Fishes, Executive Body for Farming Defence, Operational Management for Vegetable Protection
68.	Shar-Conazol	Sharda Do Brasil Comercio De Produtos Quimicos E Agroquimicos LTDA	Brazil	March 27, 2013	-*	Secretariat for Agricultural Development and Family Agriculture
69.	Shar Teb 200 EC	Sharda Do Brasil Comercio De Produtos Quimicos E Agroquimicos LTDA	Brazil	February 20, 2013	-*	Secretariat for Agricultural Development and Family Agriculture
70.	Shar Conazole	Sharda Do Brasil Comercio De Produtos Quimicos E Agroquimicos LTDA	Brazil	-#	5 years from the date of issue	FEPAM
71.	Shar Teb	Sharda Do Brasil Comercio De Produtos	Brazil	-#	5 years from the date of issue	FEPAM

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
		Quimicos E Agroquimicos LTDA				
72.	Shar Teb 200 EC	Sharda Do Brasil Comercio De Produtos Quimicos E Agroquimicos LTDA	Brazil	March 12, 2013	- *	State Secretariat for the Development of Farming and Fishes, Executive Body for Farming Defence, Operational Management for Vegetable Protection
73.	Shar Teb Technical	Sharda Do Brasil Comercio De Produtos Quimicos E Agroquimicos LTDA	Brazil	July 31, 2009	- *	Agricultural and Livestock Supply Ministry, Agricultural Defense Board, Surveillance Department of Agricultural Inputs (DFIA), General Coordination of Pesticides and Related
74.	Shar Teb	Sharda Do Brasil Comercio De Produtos Quimicos E Agroquimicos LTDA	Brazil	May 17, 2013	- *	Department of Rural Development and Family Agriculture – (Sedraf / Mt), Institute Of Agriculture Defense of the Mato Grosso State – (Indea/ Mt), Coordination of Defense Plant Health – (Cdsv)
75.	Shartebu	Sharda Del Ecuador CIA Ltda	Ecuador	February 10, 2010	- *	Ministry of Agriculture, Livestock, Aquaculture and Fisheries, Ecuadorian Agency of Quality Control of Agro - AGROCALIDAD
76.	Tebuconazole Technical 98%	Sharda De Guatemala, S.A.	Guatemala	May 28, 2014	May 27, 2024	Ministry of Agriculture, Farming and Food
77.	Tebuconazole 25 EW	Sharda De Guatemala, S.A.	Guatemala	May 28, 2014	May 27, 2024	Ministry of Agriculture, Farming and Food
78.	Tebuconazole 80% WG Sharpar	Sharpar S.A.	Paraguay	June 6, 2007	March 31, 2015	SENAVE, National Service of Plant and Seed Quality and Health, Directorate- General of Agrochemicals, Directorate of Consumable Goods Control
79.	Tebuconazole 25% EW Sharpar	Sharpar S.A.	Paraguay	April 5, 2006	March 31, 2015	SENAVE, National Service of Plant and Seed Quality and Health, Directorate of Agrochemicals, Quality and Safety of Vegetable Products, Directorate of Consumable Goods Control
Rest of the World						
80.	Tebuconazole Technical 98%	SWEPL	Australia	December 15, 2008	- ⁽²⁾	Australian Pesticides and Veterinary Medicines Authority
81.	Rodolit Super EW	Sharda Cropchem Limited	Georgia	December 29, 2008	December 20, 2018	Food Safety, Veterinary and Plant Protection National Service
82.	Rodolit Extra WDG	SWEPL	Georgia	December 29, 2009	December 29, 2014	Food Safety, Veterinary and Plant Protection National Service
83.	Rodolit FS	Sharda Cropchem	Georgia	December 29, 2008	December 20, 2018	Food Safety, Veterinary and Plant Production National

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
		Limited				Service
84.	Tebuconazole 25% EW	SWEPL	India	November 10, 2010	— [*]	Central Insecticides Board and Registration Committee, Directorate of Plant Protection, Quarantine and Storage, Department of Agriculture and Co-operation, Ministry of Agriculture
85.	Tebuconazole 6% FS	SWEPL	India	October 29, 2010	— [*]	Central Insecticides Board and Registration Committee, Directorate of Plant Protection, Quarantine and Storage, Department of Agriculture and Co-operation, Ministry of Agriculture
86.	Tebuconazole 80% WDG	SWEPL	India	February 2, 2011	— [*]	Central Insecticides Board and Registration Committee, Directorate of Plant Protection, Quarantine and Storage, Department of Agriculture and Co-operation, Ministry of Agriculture
87.	Tebuconazole Technical	M/s. Sharda International	India	April 16, 2004	— [*]	Central Insecticides Board and Registration Committee, Directorate of Plant Protection, Quarantine and Storage, Department of Agriculture and Co-operation, Ministry of Agriculture
88.	Tebuconazole 25.9% EC	SWEPL	India	June 18, 2014	— [*]	Central Insecticides Board and Registration Committee, Directorate of Plant Protection, Quarantine and Storage, Department of Agriculture and Co-operation, Ministry of Agriculture
89.	King 250 EC	SWEPL	Moldova	March 2, 2009	March 2, 2016	The Ministry of Agriculture and Food Industry of the Republic of Moldova, The State Centre for Certification and Registration of Phyto-Sanitary means and Fertilisers
90.	Sharda Tebuconazole 250 EC	Sharda International Africa (Pty) Ltd	South Africa	August 12, 2009	May 31, 2016	Agriculture, forestry & fisheries
91.	Rodolit Forte, FS	Sharda Cropchem Limited	Ukraine	April 27, 2009	December 31, 2021	Ministry of Ecology and Natural Resources of Ukraine
92.	Rodolit Super, EW	Sharda Cropchem Limited	Ukraine	June 12, 2013	December 31, 2022	Ministry of Ecology and Natural Resources of Ukraine

* The registration certificate does not mention the date of expiry.

The registration certificate does not mention the date of issue.

(1) The registration certificate does not mention the date of expiry. Details in this regard are available at <http://ppis.ceris.purdue.edu/>, as on August 9, 2014.

(2) The registration certificate does not mention the date of expiry. Details in this regard are available at https://portal.apvma.gov.au/pubcris;jsessionid=UC+g+P+e+TsGBIm74kRLe9jJ?p_auth=qkMbJUM5&p_p_id=pubcrisportlet_WAR_pubcrisportlet&p_p_lifecycle=1&p_p_state=normal&p_p_mode=view&p_p_col_id=column-

1&p_col_pos=1&p_col_count=2&pubcrisportlet_WAR_pubcrisportlet_javax.portlet.action=search, as on August 9, 2014.

(3) The registration certificate does not mention the date of expiry. The validity of this registration is based on the registration of a reference product.

(b) PROPICONAZOLE

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
Europe						
1.	Propi 25 EC	Sharda Europe BVBA	Austria	February 24, 2014	January 31, 2018	Federal Office for Food Safety
2.	Palis	SWEPL	Croatia	January 11, 2013	January 1, 2016	Ministry of Agriculture
3.	Propi 25 EC	SWEPL	Czech Republic	February 15, 2013	January 31, 2017	State Phytosanitary Administration, Plant Protection Products Section
4.	Propi 25 EC	Sharda Europe BVBA	Denmark	June 18, 2012	January 31, 2018	Ministry of Environment, Danish Environmental Protection Agency
5.	Propi 25 EC	Sharda Europe BVBA	Estonia	February 5, 2013	November 30, 2016	Agricultural Board, Plant Protection Department
6.	Propi 25 EC	Sharda Europe BVBA	France	April 5, 2012	2015	Directorate General of Food, Division of Quality and Protection of Plants, Bureau of Control and Marketing of the Inputs, Ministry of Food, Agriculture and Fishing
7.	Propi Express	Sharda Polska sp Z. O. O	Germany	May 13, 2011	December 31, 2018	Federal Office of Consumer Protection and Food Safety
8.	Propi Super	Sharda Polska sp Z. O. O	Germany	August 2, 2011	December 31, 2018	Federal Office of Consumer Protection and Food Safety
9.	Propi Speed	Sharda Polska sp Z. O. O	Germany	August 2, 2011	December 31, 2018	Federal Office of Consumer Protection and Food Safety
10.	Propi 25 EC	Sharda Europe BVBA	Ireland	December 7, 2010	Approval expires annually, renewable on application and payment of appropriate fee	Pesticide Control Service, Department of Agriculture, Fisheries and Food
11.	Stil 250 EC	Sharda Hungary Kft.	Macedonia	March 18, 2014	December 31, 2014	Ministry of Agriculture, Forestry and Water Economy
12.	Propi 25 EC	Sharda Europe BVBA	Portugal	April 30, 2013	April 30, 2023	Ministry of Agriculture, Sea, the Environment and of Spatial Planning
13.	Propi 25 EC	Sharda Europe BVBA	Slovenia	June 29, 2012	May 31, 2015	Ministry of Agriculture, Forestry and Food, Phytosanitary Administration of the Republic of Slovenia
14.	Propi 25 EC	Sharda Europe BVBA	United Kingdom	May 5, 2010	July 31, 2019	Health and Safety Executive

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
NAFTA						
15.	Sharda Propiconazole Technical	Sharda Cropchem Limited	United States of America	July 31, 2009	– ⁽¹⁾	United States Environmental Protection Agency
16.	Shar-Propi Wood Preservative	Sharda Cropchem Limited	United States of America	August 4, 2010	– ⁽¹⁾	United States Environmental Protection Agency
17.	Shar-P50	Sharda U.S.A. LLC	United States of America	December 28, 2011	– ⁽¹⁾	United States Environmental Protection Agency
Latin America						
18.	Propiconazole Sharda 25	SWEPL	Argentina	July 21, 2010	December 31, 2014	National Service of Health and Agri-Food Quality, Secretary of Agriculture, Farming, Fishing and Food Ministry of Production (SENASA)
19.	Propiconazole 95%	SWEPL	Argentina	January 23, 2009	January 23, 2019	National Service of Health and Agri-Food Quality, Secretary of Agriculture, Farming, Fishing and Food Ministry of Production (SENASA)
20.	Propiconazole 50% EC Sharpar	Sharpar S.A.	Paraguay	August 13, 2007	March 31, 2015	SENAVE, National Service of Plant and Seed Quality and Health, Directorate-General of Agrochemicals, Directorate of Consumable Goods Control
21.	Yurak 250 EC	Sharda Peru SAC	Peru	July 11, 2013	Indefinite, subordinated to the application of Article 102 of the Supreme Decree No 016-2000-AG	Ministry of Agriculture, National Agricultural Safety Service, Department of Agricultural Products and Agrifood Safety (SENASA)
Rest of the World						
22.	Propiconazole Technical 92%	M/s. Sharda International	India	July 4, 2000	–*	Central Insecticides Board and Registration Committee, Directorate of Plant Protection, Quarantine and Storage, Department of Agriculture and Co-operation, Ministry of Agriculture
23.	Propiconazole 25% EC	M/s. Sharda International	India	July 4, 2000	–*	Central Insecticides Board and Registration Committee, Directorate of Plant Protection, Quarantine and Storage, Department of Agriculture and Co-operation, Ministry of Agriculture
24.	Propiconazole 25% EC	SWEPL	India	July 4, 2000	–*	Central Insecticides Board and Registration Committee, Directorate of Plant Protection,

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
						Quarantine and Storage, Department of Agriculture and Co-operation, Ministry of Agriculture
25.	Propiconazole 50% EC	SWEPL	India	February 2, 2011	—*	Central Insecticides Board and Registration Committee, Directorate of Plant Protection, Quarantine and Storage, Department of Agriculture and Co-operation, Ministry of Agriculture
26.	Profit 250 EC	SWEPL	Moldova	January 18, 2012	January 18, 2019	The Ministry of Agriculture and Food Industry of the Republic of Moldova

* The registration certificate does not mention the date of expiry.

(c) **IMIDACLOPRID**

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
Europe						
1.	Mido 20 SL	Sharda Europe BVBA	Albania	May 26, 2011	July 31, 2019	Ministry of Agriculture, Food, and Consumer Protection
2.	Bazooka	Sharda Europe BVBA	Belgium	September 22, 2010	November 13, 2017	Federal Public Service Health, Dept. of Food Chain Safety and Environment
3.	Imidasect	Sharda Europe BVBA	Belgium	June 14, 2013	June 30, 2015	Federal Public Service Health, Food Chain Safety and Environmental Directorate General, Environment
4.	Imidasect Ants	Sharda Europe BVBA	Bulgaria	June 11, 2013	—*	Ministry of Health
5.	Imidasect	Sharda Europe BVBA	Bulgaria	June 11, 2013	—*	Ministry of Health
6.	Sofast	Sharda Europe BVBA	Bulgaria	June 11, 2013	—*	Ministry of Health
7.	Sojet	Sharda Europe BVBA	Bulgaria	June 26, 2013	—*	Ministry of Health
8.	Boxer 200 SL	SWEPL	Croatia	November 13, 2012	January 1, 2016	Ministry of Agriculture
9.	Imidasect Ants	Euroazijski pesticide d.o.o.	Croatia	June 18, 2013	License is valid, until otherwise revoked	Ministry of Health
10.	Sofast	Euroazijski pesticide d.o.o.	Croatia	April 5, 2013	License is valid, until otherwise revoked	Ministry of Health

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
11.	Sojet	Euroazijjski pesticide d.o.o.	Croatia	June 18, 2013	License is valid, until otherwise revoked	Ministry of Health
12.	Imidasect	Euroazijjski pesticide d.o.o.	Croatia	February 6, 2013	License is valid, until otherwise revoked	Ministry of Health
13.	Imidasect	Sharda Europe BVBA	Cyprus	May 6, 2014	May 6, 2019	Plant Protection Products and Biocides Board, Republic of Cyprus
14.	Sojet	Sharda Europe BVBA	Cyprus	May 6, 2014	May 6, 2019	Plant Protection Products and Biocides Board, Republic of Cyprus
15.	Imidasect Ants	Sharda Europe BVBA	Cyprus	May 6, 2014	May 6, 2019	Plant Protection Products and Biocides Board, Republic of Cyprus
16.	Sofast	Sharda Europe BVBA	Cyprus	May 6, 2014	May 6, 2019	Plant Protection Products and Biocides Board, Republic of Cyprus
17.	Mido – 20 SL	Sharda Europe BVBA	Cyprus	October 5, 2009	October 5, 2014	Pest Control Products Board, Republic of Cyprus
18.	Mido 20 SL	SWEPL	Czech Republic	July 2, 2012	July 31, 2019	State Phytosanitary Administration, State Organisational Unit, Division of Plant Protection Products
19.	Imidasect	Sharda Europe BVBA	Czech Republic	July 2, 2013	-*	Ministry of Health of the Czech Republic
20.	Imidasect Ants	Sharda Europe BVBA	Czech Republic	July 8, 2013	-*	Ministry of Health of the Czech Republic
21.	Sofast	Sharda Europe BVBA	Czech Republic	July 8, 2013	-*	Ministry of Health of the Czech Republic
22.	Sojet	Sharda Europe BVBA	Czech Republic	July 8, 2013	-*	Ministry of Health of the Czech Republic
23.	Mido 20 SL	Sharda Europe BVBA	Estonia	May 30, 2011	July 31, 2019	Agricultural Board, Plant Protection Department
24.	Punch	Sharda Europe BVBA	France	February 14, 2013	-*	Ministry of Ecology, Sustainable Development and Energy
25.	Roaches	Sharda Europe BVBA	France	June 24, 2013	-*	Ministry of Ecology, Sustainable Development and Energy
26.	Imidajet	Sharda Europe BVBA	France	June 25, 2013	-*	Ministry of Ecology, Sustainable Development and Energy
27.	Imidaforte gel	Sharda	France	June 24,	-*	Ministry of

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
	ants	Europe BVBA		2013		Ecology, Sustainable Development and Energy
28.	Imidasect Ants	Sharda Europe BVBA	France	May 6, 2013	- *	Ministry of Ecology, Sustainable Development and Energy
29.	Sojet	Sharda Europe BVBA	France	May 27, 2013	- *	Ministry of Ecology, Sustainable Development and Energy
30.	Imidafast	Sharda Europe BVBA	France	June 25, 2013	- *	Ministry of Ecology, Sustainable Development and Energy
31.	Sofast	Sharda Europe BVBA	France	May 15, 2013	- *	Ministry of Ecology, Sustainable Development and Energy
32.	Caza 2,15 Gel	Sharda Europe BVBA	Greece	August 7, 2013	- *	Ministry of Rural Development and Food, General Directorate of Crop Production, Directorate of Protection of Crop Production, Department of Pesticides
33.	VI-Power Gel	Sharda Europe BVBA	Greece	August 7, 2013	- *	Ministry of Rural Development and Food, General Directorate of Crop Production, Directorate of Protection of Crop Production, Department of Pesticides
34.	Mido 20 SL	SWEPL	Hungary	July 31, 2013	July 31, 2019	National Agency for the Safety of Food Chain
35.	Midash 20 SL	SWEPL	Hungary	July 31, 2012	July 31, 2019	National Agency for the Safety of Food Chain
36.	Might 20 SL	SWEPL	Hungary	July 31, 2012	July 31, 2019	National Agency for the Safety of Food Chain
37.	Confident 20 SL	SWEPL	Hungary	July 31, 2012	July 31, 2019	National Agency for the Safety of Food Chain
38.	Imidasect ants killer gel	Sharda Hungary Kft	Hungary	June 24, 2013	- *	National Public Health & Medical Officer Service, National Chief Medical Officer's Bureau
39.	Imidasect cockroach killer	Sharda Hungary Kft	Hungary	February 18, 2013	- *	National Public Health & Medical

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
	gel					Officer Service, National Chief Medical Officer's Bureau
40.	Sojet fly control agent	Sharda Hungary Kft	Hungary	June 24, 2013	- *	National Public Health & Medical Officer Service, National Chief Medical Officer's Bureau
41.	Imidasect Fly-Bait fly killer bait	Sharda Hungary Kft	Hungary	June 24, 2013	- *	National Public Health & Medical Officer Service, National Chief Medical Officer's Bureau
42.	Imidasect 5 GR	Sharda Europe BVBA	Ireland	July 23, 2009	Approval expires annually, renewable on application and payment of the appropriate fee	Minister for Agriculture, Fisheries and Food
43.	Rider	SWEPL	Italy	March 18, 2010 (date of decree)	July 31, 2014	Directorate General of Food Safety and Nutrition, Department of Public Health, Veterinary, Nutrition and Food Safety and Governing Bodies of Health, Ministry of Health
44.	Imprint	SWEPL	Italy	March 18, 2010 (date of decree)	July 31, 2014	Directorate General of Food Safety and Nutrition, Department of Public Health, Veterinary, Nutrition and Food Safety and Governing Bodies of Health, Ministry of Health
45.	Leon SL 200	SWEPL	Italy	March 18, 2010 (date of decree)	July 31, 2014	Directorate General of Food Safety and Nutrition, Department of Public Health, Veterinary, Nutrition and Food Safety and Governing Bodies of Health, Ministry of Health
46.	Imidasect	SWEPL	Italy	December 23, 2010 (date of decree)	July 31, 2019	Directorate General of Food Safety and Nutrition, Department of Public Health, Veterinary, Nutrition and Food Safety and

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
						Governing Bodies of Health, Ministry of Health
47.	Mido	SWEPL	Italy	October 1, 2012 (date of decree)	July 31, 2019	Directorate General of Food Safety and Nutrition, Department of Public Health, Veterinary, Nutrition and Food Safety and Governing Bodies of Health, Ministry of Health
48.	Midash	SWEPL	Italy	October 1, 2012 (date of decree)	July 31, 2019	Directorate General of Food Safety and Nutrition, Department of Public Health, Veterinary, Nutrition and Food Safety and Governing Bodies of Health, Ministry of Health
49.	Geko	SWEPL	Italy	July 16, 2013	-*	Ministry of Health, Planning Department and Organization of the National Health Service, General Directorate of Medical Devices, Pharmaceutical Service and Safety of Healthcare
50.	Rapid 200 SL	Sharda Hungary Kft.	Macedonia	January 17, 2014	July 31, 2019	Ministry Of Agriculture, Forestry and Water Economy
51.	Imidasect	Sharda Europe BVBA	Malta	December 23, 2013	Valid for 2 years (provided the new labels are compliant with CLP, else approval expires on May 31, 2015)	Malta Competition and Consumer Affairs Authority
52.	Imidasect Ants	Sharda Europe BVBA	Malta	December 23, 2013	Valid for 2 years (provided the new labels are compliant with CLP, else approval expires on May 31, 2015)	Malta Competition and Consumer Affairs Authority
53.	Sofast	Sharda Europe BVBA	Malta	December 23, 2013	Valid for 2 years (provided the new labels are compliant with CLP, else approval expires on May	Malta Competition and Consumer Affairs Authority

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
					31, 2015)	
54.	Sojet	Sharda Europe BVBA	Malta	December 23, 2013	Valid for 2 years (provided the new labels are compliant with CLP, else approval expires on May 31, 2015)	Malta Competition and Consumer Affairs Authority
55.	Midash Forte	Sharda Europe BVBA	Romania	June 29, 2006	June 11, 2017	National Commission for Registration of Plant Protection Products
56.	Midash 200 SL	SWEPL	Romania	June 11, 2007	June 11, 2017	National Commission for Registration of Plant Protection Products
57.	Palisade 600 FS	Sharda Europe BVBA	Romania	December 14, 2005	December 14, 2015	National Commission for Registration of Plant Protection Products
58.	MIDASH 600 FS	SWEPL	Romania	October 15, 2008	October 15, 2018	National Commission for Registration of Plant Protection Products
59.	Mido 20% SL	ShardaSerb d.o.o.	Serbia	February 4, 2013	February 15, 2022	Ministry of Agriculture, Forestry and Water Management, Plant Protection Department
60.	Midash 20 SL	Sharda Europe BVBA	Slovakia	August 13, 2013	July 31, 2019	Central Control and Testing Institute in Agriculture in Bratislava
61.	Imidasect	Sharda Europe BVBA	Slovakia	August 21, 2013	June 30, 2015	Center for Chemical Substances and Preparations
62.	Imidasect Ants	Sharda Europe BVBA	Slovakia	August 21, 2013	June 30, 2015	Center for Chemical Substances and Preparations
63.	Sojet	Sharda Europe BVBA	Slovakia	August 21, 2013	June 30, 2015	Center for Chemical Substances and Preparations
64.	Sofast	Sharda Europe BVBA	Slovakia	August 21, 2013	June 30, 2015	Center for Chemical Substances and Preparations
65.	Sojet	Sharda Europe BVBA	Slovenia	August 14, 2013	-	Ministry of Health, Chemicals Office of the Republic of Slovenia
66.	Mido SL 200	SWEPL	Slovenia	December 12, 2013	July 31, 2020	Ministry of Agriculture Forestry and Food, Phytosanitary Administration of the Republic of Slovenia
67.	Imidasect	Sharda Europe	Slovenia	January 23, 2014	-	Ministry of Health, Republic of

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
		BVBA				Slovenia
68.	Imidasect Ants	Sharda Europe BVBA	Slovenia	January 23, 2014	- *	Ministry of Health, Republic of Slovenia
69.	Sofast	Sharda Europe BVBA	Slovenia	January 23, 2014	- *	Ministry of Health, Republic of Slovenia
70.	Defens Gel Hormigas	Sharda Spain S.L	Spain	June 26, 2013	June 30, 2015	Health Ministry, Social Services and Equality
71.	Sojet	Sharda Spain S.L	Spain	June 12, 2013	June 30, 2015	Health Ministry, Social Services and Equality
72.	Imidasect Ants	Sharda Spain S.L	Spain	June 12, 2013	June 30, 2015	Health Ministry, Social Services and Equality
73.	Imidasect	Sharda Spain S.L	Spain	May 20, 2013	June 30, 2015	Health Ministry, Social Services and Equality
74.	TRX Gel Hormigas	Sharda Spain S.L	Spain	June 26, 2013	June 30, 2015	Health Ministry, Social Services and Equality
75.	Framex Gel Hormigas	Sharda Spain S.L	Spain	June 26, 2013	June 30, 2015	Health Ministry, Social Services and Equality
76.	Sofast	Sharda Spain S.L	Spain	June 12, 2013	June 30, 2015	Health Ministry, Social Services and Equality
77.	Defens Gel Cucarachas	Sharda Spain S.L	Spain	June 26, 2013	June 30, 2015	Health Ministry, Social Services and Equality
78.	Framex Gel Cucarachas	Sharda Spain S.L	Spain	June 26, 2013	June 30, 2015	Health Ministry, Social Services and Equality
79.	Trx Gel Cucarachas	Sharda Spain S.L	Spain	June 26, 2013	June 30, 2015	Health Ministry, Social Services and Equality
80.	Imidasect Roach Trap	Sharda Spain S.L	Spain	June 12, 2013	June 30, 2015	Health Ministry, Social Services and Equality
81.	Trx Trampa Anticucarachas	Sharda Spain S.L	Spain	June 26, 2013	June 30, 2015	Health Ministry, Social Services and Equality
82.	Seedo	Sharda Europe BVBA	Spain	July 31, 2009	July 31, 2019	Ministerio de Agricultura, Alimentación y Medio Ambiente
83.	Dacoprid	Sharda Europe BVBA	Spain	October 18, 2007	December 31, 2014	Ministerio de Agricultura, Alimentación y Medio Ambiente
84.	Mido	Sharda Europe BVBA	Spain	November 8, 2006	November 8, 2016	Ministerio de Agricultura, Alimentación y Medio Ambiente
85.	Clorprid 200	Sharda Europe BVBA	Spain	December 22, 2005	December 31, 2014	Ministerio de Agricultura, Alimentación y Medio Ambiente
86.	Confidente 20 LS	Sharda Europe BVBA	Spain	March 9, 2006	March 9, 2016	Ministry of Environment and Rural and Marine Affairs.

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
87.	Racha	Sharda Europe BVBA	Spain	February 14, 2006	February 14, 2016	Ministerio de Agricultura, Alimentación y Medio Ambiente
88.	Imidachem	Sharda Europe BVBA	Spain	February 26, 2009	December 31, 2014	Ministerio de Agricultura, Alimentación y Medio Ambiente
89.	Tiestes 200	Sharda Europe BVBA	Spain	February 23, 2009	December 31, 2014	Ministerio de Agricultura, Alimentación y Medio Ambiente
90.	Rider	SWEPL	Switzerland	- [#]	- [*]	The Federal Office for Agriculture
91.	Sofast	Sharda Swiss Sarl	Switzerland	April 22, 2014	March 31, 2015	The Federal Office for Agriculture
92.	Imidasect 5GR	Sharda Europe BVBA	United Kingdom	August 20, 2009	December 31, 2020 for sale and distribution of existing stocks, December 31, 2021 for the disposal, storage and use of existing stocks	Department of Agriculture and Rural Development
93.	Sofast	Sharda Europe BVBA	United Kingdom	June 28, 2013	August 31, 2015	Health and Safety Executive
94.	Imidasect Ants	Sharda Europe BVBA	United Kingdom	June 28, 2013	August 31, 2015	Health and Safety Executive
95.	Imidasect	Sharda Europe BVBA	United Kingdom	June 28, 2013	August 31, 2015	Health and Safety Executive
96.	Mido 70% WDG	Sharda Europe BVBA	United Kingdom	September 3, 2008	December 31, 2020 for sale and distribution of existing stocks; December 31, 2021 for the disposal, storage and use of existing stocks	Pesticides Safety Directorate
NAFTA						
97.	Sharmida/ Singular/ Stark/ Atsamiprid/ Mos Blanc 35/ IMI-350/ Madrugador/ Imisharda 350/ Astro/ Imidatel 350 SC/ Imidatop 350/ Koorprid 350 SC/ Dasurdim/ Expulse/ Certero	Sharda De Mexico S DE RL DE CV	Mexico	December 10, 2008	December 10, 2014	Commission of Health Authorisation, Federal Commission for the Protection against Health Risks, Secretary of Health
98.	Midash	Sharda De Mexico S DE	Mexico	September 20, 2010	September 20, 2015	Commission of Health

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
		RL DE CV				Authorisation, Federal Commission for the Protection against Health Risks, Secretary of Health
99.	Midash 70% WS/ Imidacloprid 70% WS/ Sharmida 70% WS/ Singular 70% WS/ Stark 70% WS/ Astamiprid 70% WS/ Mido 70% WS/ Mida 70% WS	Sharda De Mexico S DE RL DE CV	Mexico	July 14, 2011	July 14, 2016	Commission of Health Authorisation, Federal Commission for the Protection against Health Risks, Secretary of Health
100.	Shards Imidacloprid 75 WP AG Wettable Powder Insecticide	Sharda U.S.A. LLC	United States of America	June 29, 2007	– ⁽¹⁾	United States Environmental Protection Agency
101.	Sharda Imidacloprid 5SC	Sharda U.S.A. LLC	United States of America	January 28, 2008	– ⁽¹⁾	United States Environmental Protection Agency
102.	Sharda Imidacloprid 70 WDG	Sharda U.S.A. LLC	United States of America	February 3, 2010	– ⁽¹⁾	United States Environmental Protection Agency
103.	Sharda 4 SC Imidacloprid Insecticide	Sharda U.S.A. LLC	United States of America	May 16, 2007	– ⁽¹⁾	United States Environmental Protection Agency
104.	Sharda Imidacloprid 2SC	Sharda U.S.A. LLC	United States of America	February 5, 2007	– ⁽¹⁾	United States Environmental Protection Agency
105.	Imidacloprid Technical Insecticide	Sharda U.S.A. LLC	United States of America	December 8, 2006	– ⁽¹⁾	United States Environmental Protection Agency
106.	Sharda Imidacloprid 2SC PCO	Sharda U.S.A. LLC	United States of America	February 1, 2007	– ⁽¹⁾	United States Environmental Protection Agency
107.	Sharda Imidacloprid 2 SC T&O	Sharda U.S.A. LLC	United States of America	February 1, 2007	– ⁽¹⁾	United States Environmental Protection Agency
108.	Sharda Imidacloprid 75 WP PCO Insecticide	Sharda U.S.A. LLC	United States of America	July 6, 2007	– ⁽¹⁾	United States Environmental Protection Agency
109.	Shards Imidacloprid 75 WP T&O Insecticide	Sharda U.S.A. LLC	United States of America	July 20, 2007	– ⁽¹⁾	United States Environmental Protection Agency
Latin America						
110.	Imidacloprid 98%	SWEPL	Argentina	June 6, 2007	June 6, 2017	National Service of Health and Agri-Food Quality, Secretary of Agriculture, Farming, Fishing and Food Ministry of Production

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
						(SENASA)
111.	Imida Sharda 60	SWEPL	Argentina	September 16, 2009	December 31, 2014	National Service of Health and Agri-Food Quality, Secretary of Agriculture, Farming, Fishing and Food Ministry of Production (SENASA)
112.	Imidacloprid Sharda 35	SWEPL	Argentina	July 23, 2009	December 31, 2014	National Service of Health and Agri-Food Quality, Secretary of Agriculture, Farming, Fishing and Food Ministry of Production (SENASA)
113.	Imidacloprid Sharda 20	SWEPL	Argentina	August 11, 2009	December 31, 2014	National Service of Health and Agri-Food Quality, Secretary of Agriculture, Farming, Fishing and Food Ministry of Production (SENASA)
114.	Imidacloprid Sharda 70 WS	SWEPL	Argentina	July 21, 2010	December 31, 2014	National Service of Health and Agri-Food Quality, Secretary of Agriculture, Farming, Fishing and Food Ministry of Production (SENASA)
115.	Imidacloprid Sharda 70 WG	SWEPL	Argentina	June 11, 2008	December 31, 2014	National Service of Health and Agri-Food Quality, Secretary of Agriculture, Farming, Fishing and Food Ministry of Production (SENASA)
116.	Midash 70 WP	SWEPL	Argentina	September 17, 2010	December 31, 2014	National Service of Health and Agri-Food Quality, Secretary of Agriculture, Farming, Fishing and Food Ministry of Production (SENASA)
117.	Midash Technico	Sharda do Brasil Comercio de Products Quimicos e Agroquimicos LTDA	Brazil	September 13, 2011	-*	Agricultural and Livestock Supply Ministry, Agricultural Defense Board, Surveillance Department of Agricultural Inputs (DFIA), General

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
						Coordination of Pesticides and Related
118.	Sharmidacloprid 600 FS	Sharda Colombia S.A.	Colombia	March 3, 2010	Valid indefinitely but can be modified or cancelled by the ICA when the non-compliance of the norms that govern the matter about the legal aspects of its agronomic production and distribution, with respect to health and/or the environment is verified, at the solicitation of the registration holder	Colombian Agricultural Institute ICA, The Ministry of Agriculture and Rural Development
119.	Sharmida	Sharda Del Ecuador CIA Ltda	Ecuador	February 10, 2010	—	Ministry of Agriculture, Livestock, Aquaculture and Fisheries, Ecuadorian Agency of Quality Control of Agro — Agrocalidad
120.	Imidacloprid Technical 98%	Sharda de Guatemala, S.A.	Guatemala	March 13, 2014	March 12, 2024	Ministry of Agriculture, Farming and Food, Deputy Ministry of Agricultural Health and Regulations, Vegetal Health Directorate, Registry of Agricultural Inputs
121.	Imidacloprid 70 WG	Sharda de Guatemala, S.A.	Guatemala	April 1, 2014	March 31, 2024	Ministry of Agriculture, Farming and Food, Deputy Ministry of Agricultural Health and Regulations, Vegetal Health Directorate, Registry of Agricultural Inputs
122.	Imidacloprid 70 WG	SWEPL	Nicaragua	June 30, 2014	June 29, 2024	National Commission for Registration and Control of Toxic Substances
123.	Sharda Imidacloprid 70 WG	SWEPL	Panama	September 9, 2013	September 9, 2023	Ministry of Agricultural Development, National

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
						Department of Vegetal Health
124.	IMI	Sharda Peru SAC	Peru	January 13, 2012	Indefinite, subordinated to the application of Article 102 of the Supreme Court decree No. 016-20000-AG.	Ministry of Agriculture, National Agricultural Safety Service, Department of Agricultural Products and Agrifood Safety (SENASA)
125.	Midash	Sharda Peru SAC	Peru	January 13, 2012	Indefinite, subordinated to the application of Article 102 of the Supreme Court decree No. 016-20000-AG.	Ministry of Agriculture, National Agricultural Safety Service, Department of Agricultural Products and Agrifood Safety (SENASA)
126.	Sharmida 20 SL	Sharda Peru SAC	Peru	April 7, 2011	Indefinite, subordinated to the application of Article 102 of the Supreme Court decree No. 016-20000-AG	Ministry of Agriculture, National Agricultural Safety Service Department of Agricultural Products and Agrifood Safety, Branch of Agricultural Input (SENASA)
127.	King	Sharda Peru SAC	Peru	January 13, 2012	Indefinite, subordinated to the application of Article 102 of the Supreme Court decree No. 016-20000-AG.	Ministry of Agriculture, National Agricultural Safety Service, Department of Agricultural Products and Agrifood Safety (SENASA)
128.	Sharmida 35 SC	Sharda Peru SAC	Peru	August 26, 2011	Indefinite, subordinated to the application of Article 102 of the Supreme Court decree No. 016-20000-AG	Ministry of Agriculture, National Agricultural Safety Service Department of Agricultural Products and Agrifood Safety, Branch of Agricultural Input (SENASA)
129.	Ataque	Sharda Peru SAC	Peru	April 17, 2013	Indefinite, subordinated to the application of Article 102 of the Supreme Decree No 016-2000-AG	Ministry of Agriculture, National Agricultural Safety Service, Department of Agricultural Products and Agrifood Safety Branch of Agricultural Inputs (SENASA)
130.	Imperial	Sharda Peru SAC	Peru	April 17, 2013	Indefinite, subordinated to	Ministry of Agriculture,

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
					the application of Article 102 of the Supreme Decree No 016-2000-AG	National Agricultural Safety Service, Department of Agricultural Products and Agrifood Safety Branch of Agricultural Inputs (SENASA)
131.	Eficaz	Sharda Peru SAC	Peru	April 17, 2013	Indefinite, subordinated to the application of Article 102 of the Supreme Decree No 016-2000-AG	Ministry of Agriculture, National Agricultural Safety Service, Department of Agricultural Products and Agrifood Safety Branch of Agricultural Inputs (SENASA)
132.	Sharmida 70 WS	Sharda Peru SAC	Peru	May 29, 2014	Indefinite, subordinated to the application of Article 102 of the Regulation in force	Ministry of Agriculture, National Agricultural Safety Service, Department of Agricultural Products and Agrifood Safety Branch of Agricultural Inputs (SENASA)
133.	Imidasect	Sharda Peru SAC	Peru	January 2, 2014	January 2, 2017	Ministry of Health, Republic of Peru
134.	Sojet	Sharda Peru SAC	Peru	March 18, 2014	March 18, 2017	Ministry of Health, Republic of Peru
135.	Imidacloprid Sharda 70 WS	Sharda Uruguay S.A.	Uruguay	May 8, 2007	May 8, 2015	Ministry of Livestock, Agriculture and Fisheries
Rest of the World						
136.	Fidor Super 70	SWEPL	Algeria	April 29, 2008	April 29, 2018	Ministry of Agriculture and Rural Development
137.	Imidacloprid Technical 97%	SWEPL	Australia	July 26, 2011	— ⁽²⁾	Australian Pesticides and Veterinary Medicines Authority
138.	Midash WS	Sharda Cropchem Limited	Georgia	December 29, 2008	December 20, 2018	Food Safety, Veterinary and Plant Protection National Service
139.	Imidacloprid 60% FS	SWEPL	India	November 10, 2010	— [*]	Central Insecticides Board and Registration Committee, Directorate of Plant Protection, Quarantine and Storage, Department of Agriculture and Co-operation, Ministry

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
						of Agriculture
140.	Imidacloprid 20% SL	SWEPL	India	February 2, 2011	—*	Central Insecticides Board and Registration Committee, Directorate of Plant Protection, Quarantine and Storage, Department of Agriculture and Co-operation, Ministry of Agriculture
141.	Imidacloprid 35% SC	SWEPL	India	October 9, 2010	—*	Central Insecticides Board and Registration Committee, Directorate of Plant Protection, Quarantine and Storage, Department of Agriculture and Co-operation, Ministry of Agriculture
142.	Imidacloprid 48% SC	SWEPL	India	May 28, 2010	—*	Central Insecticides Board and Registration Committee, Directorate of Plant Protection, Quarantine and Storage, Department of Agriculture and Co-operation, Ministry of Agriculture
143.	Imidacloprid 30.5% SC	SWEPL	India	October 18, 2007	—*	Central Insecticides Board and Registration Committee, Directorate of Plant Protection, Quarantine and Storage, Department of Agriculture and Co-operation, Ministry of Agriculture
144.	Imidacloprid 70% WP	SWEPL	India	February 3, 2009	—*	Central Insecticides Board and Registration Committee, Directorate of Plant Protection, Quarantine and Storage, Department of Agriculture and Co-operation, Ministry of Agriculture
145.	Imidacloprid 70% WG	SWEPL	India	April 30, 2011	—*	Central Insecticides Board and Registration

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
						Committee, Directorate of Plant Protection, Quarantine and Storage, Department of Agriculture and Co-operation, Ministry of Agriculture
146.	Imidacloprid 48% FS	SWEPL	India	October 18, 2007	—*	Central Insecticides Board and Registration Committee, Directorate of Plant Protection, Quarantine and Storage, Department of Agriculture and Co-operation, Ministry of Agriculture
147.	Imidacloprid Technical	SWEPL	India	February 11, 2008	—*	Central Insecticides Board and Registration Committee, Directorate of Plant Protection, Quarantine and Storage, Department of Agriculture and Co-operation, Ministry of Agriculture
148.	Imidacloprid 17.8 SL	M/s. Sharda International	India	February 28, 2003	—*	Central Insecticides Board and Registration Committee, Directorate of Plant Protection, Quarantine and Storage, Department of Agriculture and Co-operation, Ministry of Agriculture
149.	Imidacloprid Technical	M/s. Sharda International	India	August 26, 2002	—*	Central Insecticides Board and Registration Committee, Directorate of Plant Protection, Quarantine and Storage, Department of Agriculture and Co-operation, Ministry of Agriculture
150.	Midash 200 SL	SWEPL	Moldova	February 2, 2009	February 2, 2016	The Ministry of Agriculture and Food Industry of the Republic of Moldova, The State Centre for Certification and Registration of

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
						Phyto-Sanitary means and Fertilisers
151.	Midash 600 FS	SWEPL	Moldova	December 20, 2010	December 20, 2017	The Ministry of Agriculture and Food Industry of the Republic of Moldova, The State Centre for Certification and Registration of Phyto-Sanitary Means and Fertilisers
152.	Shonfidor 20% SL	SWEPL	Russia	April 3, 2012	The validity period for the Certificate for the State registration is set for the whole manufacturing or delivery period of controlled products to the territory of the Customs Union	Customs Union of the Republic of Belarus, The Republic of Kazakhstan and the Russian Federation, Federal Service for Supervision of Consumer Rights and Human Welfare, Chief State Sanitary Officer of the Russian Federation
153.	Sharda Imidachloprid 700 WS	Sharda International Africa (Pty) Limited	South Africa	November 4, 2009	May 31, 2017	Agriculture, Forestry & Fisheries
154.	Sharda Imidachloprid 350 SC	Sharda International Africa (Pty) Limited	South Africa	November 23, 2009	May 31, 2017	Agriculture, Forestry & Fisheries

* The registration certificate does not mention the date of expiry.

The registration certificate does not mention the date of issue.

(1) The registration certificate does not mention the date of expiry. Details in this regard are available at <http://ppis.ceris.purdue.edu/>, as on August 9, 2014.

(2) The registration certificate does not mention the date of expiry. Details in this regard are available at https://portal.apvma.gov.au/pubcris;jsessionid=UC+g+P+e+TsGBIm74kRLe9jJ?p_auth=qkMbJUM5&p_p_id=pubcrisportlet_WAR_pubcrisportlet&p_p_lifecycle=1&p_p_state=normal&p_p_mode=view&p_p_col_id=column-1&p_p_col_pos=1&p_p_col_count=2&_pubcrisportlet_WAR_pubcrisportlet_javax.portlet.action=search, as on August 9, 2014.

(d) QUIZALOFOP – P – ETHYL

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
Europe						
1.	Quick 5 EC	Sharda Europe BVBA	Austria	January 23, 2014	January 31, 2016	Federal Office for Food Safety
2.	Queen 50 EC	Sharda Europe BVBA	Belgium	November 12, 2013	January 31, 2016	Federal Public Service Health, Food Chain Safety And Environment
3.	Gepard 050 EC	SWEPL	Croatia	February 26, 2013	February 12, 2016	Ministry of Agriculture
4.	Quiz 5EC	Sharda Europe BVBA	Cyprus	April 26, 2011	April 26, 2016	Pest Control Products Board, Republic of Cyprus
5.	Elegant 5EC	Sharda Europe	Cyprus	October 5, 2009	October 5, 2014	Pest Control Products Board, Republic of

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
		BVBA				Cyprus
6.	Quick 5 EC	SWEPL	Czech Republic	January 29, 2013	January 31, 2016	State Phytosanitary Administration, State Organisational Unit, Division of Plant Protection Products
7.	Tajga	SWEPL	Czech Republic	February 25, 2014	January 31, 2016	Central Institute For Supervising and Testing In Agriculture
8.	Quick 5% EC	Sharda Europe BVBA	Estonia	March 1, 2012	November 30, 2019	Agricultural Board, Plant Protection Department, Estonia
9.	Leopard 120	Sharda Europe BVBA	France	February 7, 2013	-*	Directorate General of Food, Division of Quality and Protection of Plants, Bureau of Control and Marketing of the Inputs; Ministry of Food, Agriculture and Fishing
10.	Quizalofop Super	Sharda Polska sp Z.O.O	Germany	June 9, 2011	December 31, 2016 ⁽³⁾	Federal Office of Consumer Protection and Food Safety
11.	Quick 5 EC	SWEPL	Hungary	February 29, 2012	November 30, 2020	Agricultural Administrative Agency, Directorate for Crop Protection, Soil Conservation & Agricultural Environment Protection
12.	Quick 5 EC	Sharda Europe BVBA	Ireland	July 2, 2013	Approval expires annually, renewable on application and payment of the appropriate fee	Pesticide Registration and Control Division, Department of Agriculture, Food and the Marine Laboratories
13.	Bullet	SWEPL	Italy	January 13, 2011 (date of decree)	November 30, 2019	Directorate General of Food Safety and Nutrition, Department of Public Health, Veterinary, Nutrition and Food Safety and Governing Bodies of Health, Ministry of Health
14.	Elegant 05 EC	Sharda Europe BVBA	Italy	May 29, 2007 (date of decree)	May 31, 2015	Directorate General of Food Safety and Nutrition, Department of Public Health, Veterinary, Nutrition and Food Safety and Governing Bodies of Health, Ministry of Health
15.	Quick 50 EC	Sharda Europe BVBA	Latvia	February 1, 2013	November 30, 2019	Ministry of Agriculture, State Plant Protection Service
16.	Quick 5% EC	Sharda Europe BVBA	Lithuania	September 11, 2013	November 30, 2020	The State Plant Service under the Ministry of Agriculture
17.	Taurus 05 EC	Sharda Europe BVBA	Poland	April 18, 2011	May 31, 2015	Ministry of Agriculture and Rural Development

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
18.	Supero 05 EC	Sharda Europe BVBA	Poland	February 6, 2009	February 6, 2019	Minister of Agriculture and Rural Development
19.	Elegant 05 EC	Sharda Polska sp Z.O.O.	Poland	January 25, 2010	April 12, 2017	Minister of Agriculture and Rural Development
20.	Labrador 05 EC	Sharda Polska Sp. Zo.o.	Poland	January 25, 2010	February 5, 2018	Ministry of Agriculture and Rural Development
21.	Killer Super 5 EC	Sharda Europe BVBA	Romania	May 27, 2004	May 27, 2019	National Commission for Registration of Plant Protection Products
22.	Elegant 05 EC	SWEPL	Romania	October 15, 2008	October 15, 2018	National Commission for Registration of Plant Protection Products
23.	Quick 5 EC	Sharda Europe BVBA	Slovakia	July 9, 2013	January 31, 2016	Central Control and Testing Institute in Agriculture in Bratislava
24.	Quick 5EC	SWEPL	Slovenia	March 3, 2014	November 30, 2020	Ministry of Agriculture Forestry and Food, Phytosanitary Administration of the Republic of Slovenia
25.	Elegant 05 EC	Sharda Europe BVBA	Switzerland	-(4)	-*	The Federal Office for Agriculture
NAFTA						
26.	Quizalofop – p – Ethyl Tecnico	Sharda De Mexico S DE RL DE CV	Mexico	November 15, 2012	November 15, 2017	Commission of Health Authorisation, Federal Commission for the Protection against Health Risks, Secretary of Health
27.	Sharda Quizalofop P-Ethyl Technical Herbicide	SWEPL	United States of America	October 23, 2008	– (1)	U.S. Environmental Protection Agency
28.	Se-Cure EC	Sharda U.S.A. LLC	United States of America	December 16, 2008	– (1)	U.S. Environmental Protection Agency
Latin America						
29.	Quizalofop-p-Ethyl 95%	SWEPL	Argentina	August 6, 2008	August 6, 2018	National Service of Health and Agri-Food Quality, Secretary of Agriculture, Farming, Fishing and Food Ministry of Production (SENASA)
30.	Quizalofop Sharda 5	SWEPL	Argentina	October 14, 2010	December 31, 2014	National Service of Health and Agri-Food Quality, Secretary of Agriculture, Farming, Fishing and Food Ministry of Production (SENASA)
31.	Quizalofop Sharda 1.8	SWEPL	Argentina	December 22, 2010	December 31, 2014	National Service of Health and Agri-Food Quality, Secretary of Agriculture, Farming, Fishing and Food Ministry of Production (SENASA)
Rest of the World						

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
32.	Quizalofop – p – Ethyl	SWEPL	Australia	August 19, 2010	– ⁽²⁾	Australian Pesticides and Veterinary Medicines Authority
33.	Quizalofop – p – Ethyl Technical	SWEPL	India	September 11, 2007	–*	Central Insecticides Board and Registration Committee, Directorate of Plant Protection, Quarantine and Storage, Department of Agriculture and Co-operation, Ministry of Agriculture
34.	Tarzan 50 EC	SWEPL	Moldova	March 12, 2010	March 12, 2017	The Ministry of Agriculture and Food Industry of the Republic of Moldova, The State Centre for Certification and Registration of Phyto-Sanitary means and Fertilisers
35.	Tarzan, EC	Sharda Cropchem Limited	Ukraine	February 23, 2010	December 31, 2023	Ministry of Ecology and Natural Resources of Ukraine

* The registration certificate does not mention the date of expiry.

The registration certificate does not mention the name of the issuing authority.

(1) The registration certificate does not mention the date of expiry. Details in this regard are available at <http://ppis.ceris.purdue.edu/>, as on August 9, 2014.

(2) The registration certificate does not mention the date of expiry. Details in this regard are available at https://portal.apvma.gov.au/pubcris;jsessionid=UC+g+P+e+TsGBIm74kRLe9jJ?p_auth=qkMbJUM5&p_p_id=pubcrisportlet_WAR_pubcrisportlet&p_p_lifecycle=1&p_p_state=normal&p_p_mode=view&p_p_col_id=column-1&p_p_col_pos=1&p_p_col_count=2&pubcrisportlet_WAR_pubcrisportlet_javax.portlet.action=search, as on August 9, 2014.

(3) The registration certificate does not mention the date of expiry. The validity of this registration is based on the registration of a reference product.

(4) The registration certificate does not mention the date of issue.

(e) DELTAMETHRIN

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
Europe						
1.	Poleci	Sharda Europe BVBA	Albania	July 23, 2012	July 31, 2016	Ministry of Agriculture, Food and Consumer Protection
2.	Delta Super	Sharda Europe BVBA	Austria	November 19, 2013	October 31, 2016	Federal Office for Food Safety
3.	Poleci	Sharda Europe BVBA	Belgium	April 14, 2014	October 31, 2017	Federal Public Service Health Department of Food Chain Safety and Environment
4.	Deca EC	SWEPL	Bulgaria	May 22, 2013	October 31, 2017	Ministry of Agriculture and Food, Bulgarian Agency for Food Safety
5.	Somi	Sharda Europe BVBA	Bulgaria	September 30, 2013	–*	Ministry of Health
6.	Deltasect	Sharda Europe BVBA	Bulgaria	September 30, 2013	–*	Ministry of Health

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
7.	Deltasect	Euroazijski pesticide d.o.o.	Croatia	January 30, 2013	License is valid, until otherwise revoked	Ministry of Health
8.	Somi	Euroazijski pesticide d.o.o.	Croatia	June 7, 2013	License is valid, until otherwise revoked	Ministry of Health
9.	Deltasect 1.2 ULV	Euroazijski pesticide d.o.o.	Croatia	November 5, 2013	License is valid, until otherwise revoked	Ministry of Health
10.	Deltasect 015 RTU	Euroazijski pesticide d.o.o.	Croatia	November 4, 2013	License is valid, until otherwise revoked	Ministry of Health
11.	Deltacaps 50 CS	Euroazijski pesticide d.o.o.	Croatia	November 4, 2013	License is valid, until otherwise revoked	Ministry of Health
12.	Poleci	SWEPL	Croatia	January 15, 2014	January 14, 2024	Ministry of Agriculture
13.	Poleci 2.5 EC	Sharda Europe BVBA	Cyprus	November 23, 2011	October 31, 2016	Pest Control Product Board, Republic of Cyprus
14.	Somi	Sharda Europe BVBA	Cyprus	May 6, 2014	May 6, 2019	Plant Protection Products and Biocides Board, Republic of Cyprus
15.	Deltasect	Sharda Europe BVBA	Cyprus	May 6, 2014	May 6, 2019	Plant Protection Products and Biocides Board, Republic of Cyprus
16.	Poleci	SWEPL	Czech Republic	October 17, 2012	October 31, 2016	State Phytosanitary Administration, State Organisational Unit, Section of Plant Protection Products
17.	Fumicide DM	Sharda Europe BVBA	Czech Republic	October 3, 2013	October 31, 2016	Ministry of Health of the Czech Republic
18.	Rambosal	Sharda Europe BVBA	Czech Republic	February 11, 2014	— *	Ministry of Health of the Czech Republic
19.	Somi	Sharda Europe BVBA	Czech Republic	December 17, 2013	— *	Ministry of Health of the Czech Republic
20.	Deltasect	Sharda Europe BVBA	Czech Republic	December 17, 2013	— *	Ministry of Health of the Czech Republic
21.	Peststop	Sharda Europe BVBA	Czech Republic	December 17, 2013	— *	Ministry of Health of the Czech Republic
22.	Rambosal	Sharda Europe BVBA	Czech Republic	February 11, 2014	— *	Ministry of Health of the Czech Republic
23.	Poleci	Sharda Europe BVBA	Estonia	February 7, 2011	October 31, 2016	Agricultural Board, Plant Protection Department
24.	Somi	Sharda Europe BVBA	France	May 7, 2013	— *	Ministry of Ecology, Sustainable Development and Energy
25.	Deltasect	Sharda Europe BVBA	France	February 14, 2013	— *	Ministry of Ecology, Sustainable Development and Energy
26.	Delete 25 EC	Sharda	Germany	March 15,	December 31,	Federal Office of

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
		Polska Sp. z o.o		2011	2014	Consumer Protection and Food Safety
27.	Delta Speed	Sharda Polska Sp. z o.o	Germany	March 15, 2011	December 31, 2014	Federal Office of Consumer Protection and Food Safety
28.	Delta Super	Sharda Polska Sp. z o.o	Germany	March 15, 2011	December 31, 2014	Federal Office of Consumer Protection and Food Safety
29.	Delta Express	Sharda Polska Sp. z o.o	Germany	March 15, 2011	December 31, 2014	Federal Office of Consumer Protection and Food Safety
30.	Poleci 2,5 EC	Sharda Europe BVBA	Greece	October 12, 2012	October 31, 2016	Ministry of Rural Development and Food, General Directorate of Crop Production, Directorate of Crop Production, Department of Pesticides
31.	Phantom 2,5 EC	Sharda Europe BVBA	Greece	July 12, 2013	October 31, 2016	Ministry of Rural Development and Food, General Directorate of Crop Production, Directorate of Crop Production, Department of Pesticides
32.	Amcode 2,5 EC	Sharda Europe BVBA	Greece	July 12, 2013	October 31, 2016	Ministry of Rural Development and Food, General Directorate of Crop Production, Directorate of Crop Production, Department of Pesticides
33.	Deltasect 2,5 SC	SWEPL	Greece	July 1, 2013	October 31, 2016	Ministry of Rural Development and Food, General Directorate of Crop Production, Directorate of Crop Production, Department of Pesticides
34.	Killermethrin 2.5 SC	Sharda Europe BVBA	Greece	March 22, 2013	— *	Ministry of Rural Development and Food, General Directorate of Crop Production, Directorate of Crop Production, Department of Pesticides
35.	Killermethrin 2.5 WP	Sharda Europe BVBA	Greece	February 19, 2013	— *	Ministry of Rural Development and Food, General Directorate of Crop Production, Directorate of Crop Production, Department of Pesticides

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
						Pesticides
36.	Deltasect WP	Sharda Europe BVBA	Greece	March 11, 2014	— *	Ministry of Rural Development and Food, General Directorate of Crop Production, Directorate of Crop Production, Department of Pesticides
37.	Trianos 2.5 WP	Sharda Europe BVBA	Greece	March 11, 2014	— *	Ministry of Rural Development and Food, General Directorate of Crop Production, Directorate of Crop Production, Department of Pesticides
38.	Ikarus 2.5 EC	Sharda Europe BVBA	Greece	March 11, 2014	October 31, 2016	Ministry of Rural Development and Food, General Directorate of Crop Production, Directorate of Crop Production, Department of Pesticides
39.	Deltamethrin Sharda Europe WP	Sharda Europe BVBA	Greece	March 11, 2014	— *	Ministry of Rural Development and Food, General Directorate of Crop Production, Directorate of Crop Production, Department of Pesticides
40.	Deltasect insecticide concentrate	Sharda Hungary Kft.	Hungary	February 18, 2013	— *	National Agency for the Safety of Food Chain
41.	Deltasect® DP insecticide dusting preparation	Sharda Hungary Kft.	Hungary	August 13, 2013	— *	National Agency for the Safety of Food Chain
42.	Delta Super insecticide spray	SWEPL	Hungary	February 23, 2011	October 31, 2014	National Agency for the Safety of Food Chain
43.	Deca 2.5 EC insecticide spray	SWEPL	Hungary	January 25, 2012	October 31, 2014	National Agency for the Safety of Food Chain
44.	Disha 2.5 EC insecticide spray	SWEPL	Hungary	January 25, 2012	October 31, 2014	National Agency for the Safety of Food Chain
45.	Powerfull insecticide spray	SWEPL	Hungary	January 25, 2012	October 31, 2014	National Agency for the Safety of Food Chain
46.	Deca 2.5% EC	Sharda Europe BVBA	Ireland	October 30, 2013	Approval expires annually, renewable on application and payment of the appropriate fee	Pesticide Registration and Control Division, Department of Agriculture, Food and the Marine
47.	Cell	SWEPL	Italy	November 30, 2011	October 30, 2016	Ministry of Health, Department of Public

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
						Health, Veterinary, Food Safety and Governing Bodies for Protection of Health, Directorate General of Hygiene, Food Safety and Nutrition
48.	Poleci	SWEPL	Italy	August 1, 2011	October 30, 2016	Ministry of Health, Department of Public Health, Veterinary, Food Safety and Governing Bodies for Protection of Health, Directorate General of Hygiene, Food Safety and Nutrition
49.	Deca	SWEPL	Italy	May 18, 2012	October 30, 2016	Ministry of Health, Department of Public Health, Veterinary, Food Safety and Governing Bodies for Protection of Health, Directorate General of Hygiene, Food Safety and Nutrition
50.	Disha	SWEPL	Italy	May 18, 2012	October 30, 2016	Ministry of Health, Department of Public Health, Veterinary, Food Safety and Governing Bodies for Protection of Health, Directorate General of Hygiene, Food Safety and Nutrition
51.	Sharp	SWEPL	Italy	May 18, 2012	October 30, 2016	Ministry of Health, Department of Public Health, Veterinary, Food Safety and Governing Bodies for Protection of Health, Directorate General of Hygiene, Food Safety and Nutrition
52.	Deltakill Flow 2.5	SWEPL	Italy	March 20, 2013	—*	Ministry of Health, Department of Public Health, Veterinary, Food Safety and Governing Bodies for Protection of Health, Directorate General of Hygiene, Food Safety and Nutrition
53.	Decision	SWEPL	Italy	May 18, 2012	October 30, 2016	Ministry of Health, Department of Public Health, Veterinary, Food Safety and Governing Bodies for Protection

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
						of Health, Directorate General of Hygiene, Food Safety and Nutrition
54.	Poleci	Sharda Europe BVBA	Lithuania	February 20, 2012	October 31, 2016	The State Plant Service under the Ministry of Agriculture
55.	Deltacid	Sharda Hungary Kft.	Macedonia	February 12, 2014	October 31, 2014	Ministry of Agriculture, Forestry and Water Economy
56.	Poleci	SWEPL	Malta	October 1, 2012	October 1, 2014	Malta Competition and Consumer Affairs Authority
57.	Deltasect	Sharda Europe BVBA	Malta	December 23, 2013	September 29, 2015 (provided the new labels are compliant with CLP, else approval expires on May 31, 2015)	Malta Competition and Consumer Affairs Authority
58.	Deltasect 015 RTU	Sharda Europe BVBA	Malta	December 23, 2013	September 29, 2015 (provided the new labels are compliant with CLP, else approval expires on May 31, 2015)	Malta Competition and Consumer Affairs Authority
59.	Somi	Sharda Europe BVBA	Malta	December 23, 2013	September 29, 2015 (provided the new labels are compliant with CLP, else approval expires on May 31, 2015)	Malta Competition and Consumer Affairs Authority
60.	Owadostop	Sharda Europe BVBA	Poland	February 10, 2014	December 31, 2024	The Office for Registration of Medicinal Products, Medical Devices and Biocidal Products
61.	ABC Delta – Anti-ant powder	Sharda Europe BVBA	Poland	February 10, 2014	December 31, 2024	The Office for Registration of Medicinal Products, Medical Devices and Biocidal Products
62.	ABC Against Cockroaches	Sharda Europe BVBA	Poland	February 10, 2014	December 31, 2024	The Office for Registration of Medicinal Products, Medical Devices and Biocidal Products
63.	Poleci 2,5 EC	Sharda Polska Sp. Zo.o.	Poland	April 25, 2014	April 24, 2024	Ministry of Agriculture and Rural Development
64.	Delta 2,5 EC	Sharda Europe BVBA	Poland	February 10, 2014	December 31, 2024	Ministry of Agriculture and Rural Development
65.	ABC – liquid product for the elimination of ants	Sharda Europe BVBA	Poland	February 10, 2014	December 31, 2024	The Office for Registration of Medicinal Products, Medical Devices and Biocidal Products
66.	Deltacaps Forte	Sharda Europe BVBA	Poland	December 16, 2013	December 31, 2024	The Office for Registration of Medicinal Products,

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
						Medical Devices and Biocidal Products
67.	Getox Ultra	Sharda Europe BVBA	Poland	February 10, 2014	December 31, 2024	The Office for Registration of Medicinal Products, Medical Devices and Biocidal Products
68.	Deltacaps 50 CS	Sharda Europe BVBA	Poland	February 10, 2014	December 31, 2024	The Office for Registration of Medicinal Products, Medical Devices and Biocidal Products
69.	Deca	Sharda Europe BVBA	Portugal	January 18, 2013	January 18, 2023	Ministry of Agriculture, Sea, the Environment and of Spatial Planning
70.	Poleci	Sharda Europe BVBA	Portugal	December 10, 2013	December 10, 2023	Ministry of Agriculture, Sea, the Environment and of Spatial Planning
71.	Somi	Sharda Europe BVBA	Slovakia	August 21, 2013	September 30, 2015	Centre for Chemical Substances and Preparations
72.	Deltasect	Sharda Europe BVBA	Slovakia	October 9, 2013	September 30, 2015	Centre for Chemical Substances and Preparations
73.	Peststop	Sharda Europe BVBA	Slovakia	October 9, 2013	September 30, 2015	Centre for Chemical Substances and Preparations
74.	Poleci	Sharda Europe BVBA	Slovakia	October 9, 2013	September 30, 2015	Centre for Chemical Substances and Preparations
75.	Rambosal	Sharda Europe BVBA	Slovakia	November 19, 2013	—*	Centre for Chemical Substances and Preparations
76.	Deltacaps 50 CS	Sharda Europe BVBA	Slovakia	November 22, 2013	—*	Centre for Chemical Substances and Preparations
77.	Deltasect 015 RTU	Sharda Europe BVBA	Slovakia	December 17, 2013	—*	Centre for Chemical Substances and Preparations
78.	Deltasect 1.2 ULV	Sharda Europe BVBA	Slovakia	February 14, 2014	—*	Centre for Chemical Substances and Preparations
79.	Desha 2.5EC	Sharda Europe BVBA	Slovakia	May 16, 2014	October 30, 2016	Central Control and Testing Institute of Agriculture in Bratislava
80.	Poleci	SWEPL	Slovenia	March 21, 2011	March 21, 2021	Phytosanitary Administration of the Republic of Slovenia, Ministry of Agriculture, Forestry and Food

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
81.	Somi	Sharda Europe BVBA	Slovenia	December 13, 2013	— *	Ministry of Health, Republic of Slovenia
82.	Deltacaps 50 CS	Sharda Europe BVBA	Slovenia	January 23, 2014	— *	Ministry of Health, Republic of Slovenia
83.	Deltasect 015 RTU	Sharda Europe BVBA	Slovenia	January 23, 2014	— *	Ministry of Health, Republic of Slovenia
84.	Deltasect	Sharda Europe BVBA	Slovenia	December 14, 2013	— *	Ministry of Health, Republic of Slovenia
85.	Deflow	Sharda Spain S.L.	Spain	November 15, 2013	— *	Ministry of Health, Social Services and Equality
86.	Massocide Delta	Sharda Spain S.L.	Spain	November 15, 2013	— *	Ministry of Health, Social Services and Equality
87.	Deltabiol Flow	Sharda Spain S.L.	Spain	November 15, 2013	— *	Ministry of Health, Social Services and Equality
88.	Deltacaps 50 CS	Sharda Spain S.L.	Spain	September 26, 2013	September 30, 2015	Ministry of Health, Social Services and Equality
89.	Sharda Deltametrina	Sharda Spain S.L.	Spain	September 26, 2013	September 30, 2015	Ministry of Health, Social Services and Equality
90.	Deltasect 015 RTU	Sharda Spain S.L.	Spain	September 26, 2013	September 30, 2015	Ministry of Health, Social Services and Equality
91.	Deltasect	Sharda Spain S.L.	Spain	September 26, 2013	September 30, 2015	Ministry of Health, Social Services and Equality
92.	Somi	Sharda Spain S.L.	Spain	September 26, 2013	September 30, 2015	Ministry of Health, Social Services and Equality
93.	Super Delta	Sharda Spain S.L.	Spain	January 29, 2014	October 31, 2016	Ministerio de Agricultura, Alimentación y Medio Ambiente
94.	Delta 2.5% EC	Sharda Europe BVBA	United Kingdom	September 30, 2013	September 30, 2015	Health and Safety Executive
95.	Deltasect 015 RTU	Sharda Europe BVBA	United Kingdom	September 30, 2013	September 30, 2015	Health and Safety Executive
96.	Somi	Sharda Europe BVBA	United Kingdom	September 30, 2013	September 30, 2015	Health and Safety Executive
97.	Deltasect	Sharda Europe BVBA	United Kingdom	November 5, 2013	September 30, 2015	Health and Safety Executive
Latin America						
98.	Deltametrina 98%	Sharda Cropchem Limited	Argentina	September 30, 2008	September 30, 2018	Ministry of Economy and Production, Secretary of Agriculture, Farming, Fishing and Food, National Service of Health and Agri-Food Quality (SENASA)
99.	Deltametrina	Sharda	Argentina	December	December 31,	Ministry of Economy

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
	Sharda 2.5 EC	Cropchem Limited		22, 2010	2014	and Production, Secretary of Agriculture, Farming, Fishing and Food, National Service of Health and Agri-Food Quality (SENASA)
100.	Poleci 10 EC	Sharda Cropchem Limited	Argentina	June 4, 2010	December 31, 2014	Ministry of Economy and Production, Secretary of Agriculture, Farming, Fishing and Food, National Service of Health and Agri-Food Quality (SENASA)
Rest of the World						
101.	Delta 12.5 EC	Sharda Cropchem Limited	Georgia	December 29, 2008	December 20, 2018	Food Safety, Veterinary and Plant Protection National Service
102.	Deltamethrin Technical 98%	M/s. Sharda International	India	June 28, 2000	—*	Central Insecticides Board and Registration Committee, Directorate of Plant Protection, Quarantine and Storage, Department of Agriculture and Co-operation, Ministry of Agriculture
103.	Deltamethrin 2.8% EC	M/s. Sharda International	India	September 1, 2000	—*	Central Insecticides Board and Registration Committee, Directorate of Plant Protection, Quarantine and Storage, Department of Agriculture and Co-operation, Ministry of Agriculture
104.	Shecis 2,8 EC	SWEPL	Russia	April 3, 2012	The validity period for the certificate for the State registration is set for the whole manufacturing or delivery period of controlled products to the territory of the customs union	Customs Union of the Republic of Belarus, The Republic of Kazakhstan and the Russian Federation, Federal Service for Supervision of Consumer Rights and Human Welfare, Chief state sanitary officer of the Russian Federation

* The registration certificate does not mention the date of expiry.

(f) CHLORPYRIPHOS

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
Latin America						
1.	Chlorpyrifos Sharda 48	SWEPL	Argentina	July 1, 2009	December 31, 2014	National Service of Health and Agri-Food Quality, Secretary of Agriculture, Farming, Fishing and Food Ministry of Production (SENASA)
2.	Sharp	Sharda Bolivia S.R.L.	Bolivia	June 8, 2007	November 26, 2017	SENASAG, National Service for Agriculture and Food and Safety
3.	Sharp	Sharda Del Ecuador CIA Ltda	Ecuador	March 30, 2012	—*	Ministry of Agriculture, Livestock, Aquaculture and Fisheries, Ecuadorian Agency of Quality Control of Agro – Agrocalidad
4.	Chlorpyrifos Technical	Sharda De Mexico S DE RL DE CV	Mexico	April 2, 2014	April 2, 2019	Commission of Health Authorisation, Federal Commission for the Protection against Health Risks, Secretary of Health
5.	Sharchlor	Sharda Peru SAC	Peru	June 20, 2012	Indefinite, subordinated to the application of Article 102 of the Supreme Court decree No. 016-20000-AG.	Ministry of Agriculture, National Agricultural Safety Service Department of Agricultural Products and Agrifood Safety, Branch of Agricultural Input (SENASA)
6.	Sharclor 48 EC	Sharda Uruguay S.A.	Uruguay	March 8, 2007	March 8, 2015	Ministry of Livestock, Agriculture and Fisheries, Directorate General of Agricultural Services
Rest of the World						
7.	Chlorpyrifos	SWEPL	Australia	October 15, 2012	— ⁽¹⁾	Australian Pesticides and Veterinary Medicines Authority
8.	Chlorpyrifos 48% EC	SWEPL	India	November 16, 2007	—*	Central Insecticides Board and Registration Committee, Directorate of Plant Protection, Quarantine and Storage, Department of Agriculture and Co-operation, Ministry of Agriculture
9.	Chlorpyrifos Technical	M/s. Sharda	India	March 5,	—*	Central Insecticides Board and Registration

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
	94%	International		2000		Committee, Directorate of Plant Protection, Quarantine and Storage, Department of Agriculture and Co-operation, Ministry of Agriculture
10.	Chloros 48% EC	SWEPL	Russia	April 3, 2012	The validity period for the Certificate for the State registration is set for the whole manufacturing or delivery period of controlled products to the territory of the Customs Union	Customs Union of the Republic of Belarus, The Republic of Kazakhstan and the Russian Federation, Federal Service for Supervision of Consumer Rights and Human Welfare, Chief state sanitary officer of the Russian Federation

* The registration certificate does not mention the date of expiry.

(1) The registration certificate does not mention the date of expiry. Details in this regard are available at https://portal.apvma.gov.au/pubcris;jsessionid=UC+g+P+e+TsGBIm74kRLe9jJ?p_auth=qkMbJUM5&p_id=pubcrisportlet_WAR_pubcrisportlet&p_p_lifecycle=1&p_p_state=normal&p_p_mode=view&p_p_col_id=column-1&p_p_col_pos=1&p_p_col_count=2&_pubcrisportlet_WAR_pubcrisportlet_javax.portlet.action=search, as on August 9, 2014.

(g) DIQUAT

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
Europe						
1.	Diqua	Sharda Europe BVBA	Austria	October 22, 2013	December 31, 2015	Federal Office for Food Safety
2.	Diqua	Sharda Europe BVBA	Belgium	November 23, 2010	December 31, 2015	Federal Public Service Health, Department of Food Chain Safety and Environment
3.	Dique	SWEPL	Croatia	June 15, 2011	June 15, 2021	Ministry of Agriculture, Fisheries and Rural Development
4.	Diqua 20 SL	Sharda Europe BVBA	Cyprus	August 3, 2012	December 31, 2015	Pest Control Product Board, Republic of Cyprus
5.	Dessicash 20% SL	SWEPL	Czech Republic	January 19, 2011	December 31, 2015	Organization State Authority, State Phytosanitary Administration
6.	Desiq	SWEPL	Czech Republic	January 11, 2013	December 31, 2015	State Phytosanitary Administration, State Organizational Unit, Section of Plant Protection Products
7.	Diqua	SWEPL	Czech Republic	January 11, 2013	December 31, 2015	State Phytosanitary Administration, State Organizational Unit, Section of Plant Protection Products
8.	Maxima	SWEPL	Czech Republic	January 11, 2013	December 31, 2015	State Phytosanitary Administration, State Organizational Unit, Section of Plant

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
						Protection Products
9.	Diqua	Sharda Europe BVBA	Denmark	May 19, 2011	December 31, 2015	Ministry of the Environment, Environmental Protection Agency
10.	Diqua	Sharda Europe BVBA	Estonia	September 6, 2010	December 31, 2015	Agricultural Board, Plant Protection Department, Estonia
11.	Dessicash 20SL	Sharda Europe BVBA	France	March 3, 2011	December 31, 2021	Ministry of Food, Agriculture and Fishing, Directorate General of Food Division of Quality and Protection of Plants Bureau of Control and Marketing of the Inputs
12.	Diqua	Sharda Europe BVBA	France	December 1, 2011	-(⁴)	Ministry of Food, Agriculture and Fishing, Directorate General of Food Division of Quality and Protection of Plants Bureau of Control and Marketing of the Inputs
13.	Diquash	Sharda Europe BVBA	France	December 1, 2011	-(⁴)	Ministry of Food, Agriculture and Fishing, Directorate General of Food Division of Quality and Protection of Plants Bureau of Control and Marketing of the Inputs
14.	Deiquat Speed	Sharda Hellas Agrochemicals Ltd	Germany	May 19, 2010	December 31, 2016 ⁽³⁾	Federal Office of Consumer Protection and Food Safety
15.	Deiquat Super	Sharda Hellas Agrochemicals Ltd	Germany	May 19, 2010	December 31, 2016 ⁽³⁾	Federal Office of Consumer Protection and Food Safety
16.	Diqua 20% SL	Sharda Europe BVBA	Greece	January 2, 2013	December 31, 2015	Ministry of Rural Development And Food, General Directorate of Crop Production, Directorate of Crop Production, Department of Pesticides
17.	Dynaquat 20 SL	Sharda Europe BVBA	Greece	April 22, 2013	December 31, 2015	Ministry of Rural Development and Food General Directorate of Crop Production Directorate of Protection of Crop Production Department of Pesticides
18.	Mackerel 20 SL	Sharda Europe BVBA	Greece	May 15, 2013	December 31, 2015	Ministry of Rural Development and Food, General Directorate of Crop Production, Directorate of Crop Production, Department of

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
						Pesticides
19.	Dessicash 20 SL	SWEPL	Hungary	December 15, 2009	December 31, 2016	National Agency for the Safety of Food Chain
20.	Diquash 200 SL herbicide spray	Sharda Hungary Kft	Hungary	May 14, 2013	December 31, 2016	National Agency for the Safety of Food Chain
21.	Maxima	Sharda Hungary Kft	Hungary	May 14, 2013	December 31, 2016	National Agency for the Safety of Food Chain
22.	Ruler herbicide spray	Sharda Hungary Kft	Hungary	May 14, 2013	December 31, 2016	National Agency for the Safety of Food Chain
23.	Airone herbicide spray	Sharda Hungary Kft	Hungary	March 24, 2011	December 31, 2016	National Agency for the Safety of Food Chain
24.	Diqua	Sharda Europe BVBA	Ireland	February 17, 2009	Approval expires annually, renewable on application and payment of fee.	Pesticide Registration & Control Division, Department of Agriculture, Food and the Marine Laboratories
25.	Diquash 200 SL	Sharda Europe BVBA	Ireland	June 2, 2010	Approval expires annually, renewable on application and payment of fee.	Pesticide Registration & Control Division, Department of Agriculture, Food and the Marine Laboratories
26.	Maxima	Sharda Europe BVBA	Italy	May 18, 2012 (date of decree)	December 31, 2015	Ministry of Health, Department of Public Health, Veterinary, Nutrition and Food Safety, Directorate General of Food Safety and Nutrition
27.	Diqua	SWEPL	Italy	October 19, 2011 (date of decree)	December 31, 2015	Ministry of Health, Department of Public Health, Veterinary, Nutrition and Food Safety, Directorate General of Food Safety and Nutrition
28.	Dessicash 200 SL	SWEPL	Italy	October 19, 2011 (date of decree)	December 31, 2015	Ministry of Health, Department of Public Health, Veterinary, Nutrition and Food Safety, Directorate General of Food Safety and Nutrition
29.	Ruler	SWEPL	Italy	May 18, 2012 (date of decree)	December 31, 2015	Ministry of Health, Department of Public Health, Veterinary, Nutrition and Food Safety, Directorate General of Food Safety and Nutrition
30.	Baleno 200	SWEPL	Italy	March 26, 2012 (date of decree)	December 31, 2015	Ministry of Health, Department of Public Health, Veterinary, Nutrition and Food Safety, Directorate

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
						General of Food Safety and Nutrition
31.	Diquash	SWEPL	Italy	June 14, 2012(date of decree)	December 31, 2015	Ministry of Health, Department of Public Health, Veterinary, Nutrition and Food Safety, Directorate General of Food Safety and Nutrition
32.	Diqua	Sharda Europe BVBA	Latvia	November 24, 2009	December 31, 2015	Ministry of Agriculture of the Republic of Latvia, State Plant Protection Service
33.	Diqua	Sharda Europe BVBA	Lithuania	December 16, 2009	December 16, 2019	State Plant's Protection Service of the Republic of Lithuania
34.	Dessicash 200 SL	Sharda Europe BVBA	Malta	October 28, 2013	October 28, 2015	Malta Competition and Consumer Affairs Authority
35.	Dessicash 20 SL	Sharda Polska Sp. Zo.o.	Poland	November 5, 2013	November, 2023	Ministry of Agriculture and Rural Development
36.	Diqua 200 SL	Sharda Europe BVBA	Poland	March 31, 2014	December 31, 2016	Ministry of Agriculture and Rural Development
37.	Dessicash 200 SL	Sharda Europe BVBA	Portugal	April 23, 2013	April 23, 2023	Ministry of Agriculture, Sea, the Environment and of Spatial Planning
38.	Dessicash 20% SL	ShardaSerb d.o.o	Serbia	January 23, 2013	June 30, 2019	Ministry of Agriculture, Forestry and Water Management, Plant Protection Department
39.	Dessicash 20 SL	Sharda Europe BVBA	Slovakia	June 21, 2010	December 30, 2015	Central Control and Testing Institute of Agriculture in Bratislava
40.	Diquash 200 SL	Sharda Europe BVBA	Slovakia	June 6, 2014	December 30, 2015	Central Control and Testing Institute of Agriculture in Bratislava
41.	Maxima	Sharda Europe BVBA	Slovakia	June 6, 2014	December 30, 2015	Central Control and Testing Institute of Agriculture in Bratislava
42.	Ruler	Sharda Europe BVBA	Slovakia	June 6, 2014	December 30, 2015	Central Control and Testing Institute of Agriculture in Bratislava
43.	Dessicash 200 SL	Sharda Europe BVBA	Slovenia	October 21, 2009	October 21, 2019	Ministry of Agriculture Forestry and Food, Phytosanitary Administration of the Republic of Slovenia
44.	Diqua	Sharda Spain S.L.	Spain	May 5, 2014	December 31, 2015	Ministerio de Agricultura, Alimentación y Medio Ambiente
45.	Diqua	Sharda Europe BVBA	Sweden	June 29, 2011	December 31, 2015	Swedish Chemicals Agency
46.	Deiquat Super	Sharda Hellas Agrochemicals Ltd	Switzerland	-#	-*	The Federal Office for Agriculture
47.	Deiquat Speed	Sharda Hellas Agrochemicals	Switzerland	-#	-*	The Federal Office for Agriculture

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
		Ltd				
48.	Diquat	Sharda Swiss SARL	Switzerland	September 20, 2011	September 30, 2021	Federal Department of Economic Affairs, Federal Office for Agriculture
49.	Diqua	Sharda Europe BVBA	United Kingdom	May 21, 2008	December 31, 2015	Pesticides Safety Directorate
50.	Dessicash 200	Sharda Europe BVBA	United Kingdom	February 16, 2010	December 31, 2015	Health and Safety Executive
51.	Diquash 200SL	Sharda Europe BVBA	United Kingdom	June 18, 2010	December 31, 2015	Health and Safety Executive
NAFTA						
52.	Diquat Dessicant	Sharda Cropchem Limited	Canada	June 2, 2014	December 31, 2019	Pest Management Regulatory Agency
53.	Diquat Technical Herbicide	Sharda Cropchem Limited	Canada	June 2, 2014	December 31, 2019	Pest Management Regulatory Agency
54.	Sharda Diquat Dibromide 37.3% SL AG	Sharda U.S.A. LLC	United States of America	December 14, 2007	– ⁽¹⁾	United States Environmental Protection Agency
55.	Sharda Diquat Concentrate	SWEPL	United States of America	October 19, 2007	– ⁽¹⁾	United States Environmental Protection Agency
56.	Sharda Diquat Dibromide 37.3% SL	Sharda U.S.A. LLC	United States of America	November 16, 2007	– ⁽¹⁾	United States Environmental Protection Agency
Latin America						
57.	Dibromuro De Diquat 40%	SWEPL	Argentina	March 26, 2008	March 26, 2018	National Service of Health and Agri-Food Quality, Secretary of Agriculture, Farming, Fishing and Food Ministry of Production (SENASA)
58.	Diquat Sharda 20	SWEPL	Argentina	November 2, 2009	December 31, 2014	National Service of Health and Agri-Food Quality, Secretary of Agriculture, Farming, Fishing and Food Ministry of Production (SENASA)
59.	Dessicash Technical	Sharda do Brasil Comercio de Produtos Quimicos e Agroquimicos LTDA	Brazil	September 16, 2011	– *	Agricultural and Livestock Supply Ministry, Agricultural Defense Board, Surveillance Department of Agricultural Inputs (DFIA), General Coordination of Pesticides and Related
60.	Diquash	Sharda Del Ecuador CIA Ltda	Ecuador	December 13, 2010	– *	Ministry of Agriculture, Livestock, Aquaculture and Fisheries, Ecuadorian Agency of Quality Control of Agro – Agrocalidad
Rest of the World						
61.	Diquat	SWEPL	Australia	August 3,	– ⁽²⁾	Australian Pesticides

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
	dibromide			2010		and Veterinary Medicines Authority
62.	Desicash 150 SL	SWEPL	Moldova	November 28, 2011	November 28, 2018	The Ministry of Agriculture and Food Industry of the Republic of Moldova, The State Centre for Certification and Registration of Phyto-Sanitary means and Fertilisers
63.	Sharda Diquat 200 SL	Sharda International Africa (Pty) Limited	South Africa	April 8, 2009	May 31, 2015	Agriculture, Forestry and Fisheries
64.	Desicash SL	Sharda Cropchem Limited	Ukraine	April 27, 2009	December 31, 2021	Ministry of Ecology and Natural Resources of Ukraine
65.	Desicash, SL dessicant	Sharda Cropchem Limited	Ukraine	April 17, 2014	December 31, 2023	Ministry of Ecology and Natural Resources of Ukraine

* The registration certificate does not mention the date of expiry.

The registration certificate does not mention the date of issue.

(1) The registration certificate does not mention the date of expiry. Details in this regard are available at <http://ppis.ceris.purdue.edu/>, as on August 9, 2014.

(2) The registration certificate does not mention the date of expiry. Details in this regard are available at [https://portal.apvma.gov.au/pubcris;jsessionid=UC+g+P+e+TsGBIm74kRLe9jJ?p_auth=qkMbJUM5&p_p_id=pubcrisportlet_WAR_pubcrisportlet&p_p_lifecycle=1&p_p_state=normal&p_p_mode=view&p_p_col_id=column-](https://portal.apvma.gov.au/pubcris;jsessionid=UC+g+P+e+TsGBIm74kRLe9jJ?p_auth=qkMbJUM5&p_p_id=pubcrisportlet_WAR_pubcrisportlet&p_p_lifecycle=1&p_p_state=normal&p_p_mode=view&p_p_col_id=column-1&p_p_col_pos=1&p_p_col_count=2&_pubcrisportlet_WAR_pubcrisportlet_javax.portlet.action=search)

1&p_p_col_pos=1&p_p_col_count=2&_pubcrisportlet_WAR_pubcrisportlet_javax.portlet.action=search, as on August 9, 2014.

(3) The registration certificate does not mention the date of expiry. The validity of this registration is based on the registration of a reference product.

(4) The registration certificate does not mention the date of expiry. This preparation is identical to the reference product Dessicash 20SL whose marketing authorization, no. 2110008, is currently valid till December 31, 2021.

(h) NICOSULFURON

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
Europe						
1.	Nicosh 4 SC	Sharda Europe BVBA	Albania	May 26, 2011	December 31, 2018	Ministry of Agriculture, Food and Consumer Protection
2.	Nicosh 4 OD	Sharda Europe BVBA	Austria	May 4, 2011	April 30, 2021	Federal Office for Food Safety
3.	Nicosh	Sharda Europe BVBA	Belgium	October 10, 2011	October 10, 2014	Federal Public Service Health, Department of Food Chain Safety and Environment
4.	Nisha	Sharda Europe BVBA	Belgium	September 5, 2012	October 10, 2014	Federal Public Service Health, Department of Food Chain Safety and Environment
5.	Nic-4	Sharda Europe BVBA	Belgium	September 5, 2012	October 10, 2014	Federal Public Service Health, Department of Food Chain Safety and Environment
6.	Nisha	SWEPL	Croatia	September 27, 2013	December 31, 2023	Ministry of Agriculture
7.	Nicosh	SWEPL	Croatia	August 30, 2012	August 30, 2022	Ministry of Agriculture
8.	Nicosh 4 OD	Sharda Europe	Cyprus	February 17, 2014	December 31, 2018	Pest Control Products Board, Republic of

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
		BVBA				Cyprus
9.	Nicosh	SWEPL	Czech Republic	December 21, 2012	December 20, 2015	Section of Plant Protection Products State Phytosanitary Administration, State Organizational Unit
10.	Nicosh 4 0D	Sharda Europe BVBA	Greece	December 4, 2013	December 31, 2018	Ministry of Rural Development and Food, General Directorate of Crop Production, Directorate of Crop Production, Department of Pesticides
11.	Nicosh 4SC herbicide spray	Sharda Hungary Kft	Hungary	February 4, 2011	December 31, 2019	National Agency for the Safety of Food Chain, Directorate for Crop Protection, Soil Conservation & Agricultural Environment Protection
12.	Hunic 4SC herbicide spray	Sharda Hungary Kft	Hungary	May 14, 2013	December 31, 2019	National Agency for the Safety of Food Chain, Directorate for Crop Protection, Soil Conservation & Agricultural Environment Protection
13.	Neat 4 SC herbicide spray	SWEPL	Hungary	February 28, 2011	December 31, 2019	Agricultural Administrative Agency, Directorate for Crop Protection, Soil Conservation & Agricultural Environment Protection
14.	Nic-4 herbicide spray	Sharda Hungary Kft	Hungary	May 14, 2013	December 31, 2019	National Agency for the Safety of Food Chain, Directorate for Crop Protection, Soil Conservation & Agricultural Environment Protection
15.	Nisha 40% SC herbicide spray	Sharda Hungary Kft	Hungary	May 14, 2013	December 31, 2019	National Agency for the Safety of Food Chain, Directorate for Crop Protection, Soil Conservation & Agricultural Environment Protection
16.	Nic 4	Sharda Europe BVBA	Italy	July 6, 2012 (date of decree)	December 31, 2018	Directorate General of Food Safety and Nutrition, Department of Public Health, Veterinary, Nutrition and Food Safety and Governing Bodies of Health, Ministry of Health
17.	Glitter	SWEPL	Italy	January 23, 2012 (date of decree)	December 31, 2018	Directorate General of Food Safety and Nutrition, Department of Public Health, Veterinary, Nutrition and Food Safety and Governing Bodies of Health, Ministry of Health
18.	Nicosh	Sharda Europe	Italy	December 15, 2010	December 31, 2018	Directorate General of Food Safety and

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
		BVBA		(date of decree)		Nutrition, Department of Public Health, Veterinary, Nutrition and Food Safety and Governing Bodies of Health, Ministry of Health
19.	Nisha	Sharda Europe BVBA	Italy	June 14, 2012 (date of decree)	December 31, 2018	Directorate General of Food Safety and Nutrition, Department of Public Health, Veterinary, Nutrition and Food Safety and Governing Bodies of Health, Ministry of Health
20.	Neat	Sharda Europe BVBA	Italy	May 18, 2012 (date of decree)	December 31, 2018	Directorate General of Food Safety and Nutrition, Department of Public Health, Veterinary, Nutrition and Food Safety and Governing Bodies of Health, Ministry of Health
21.	Divli 4 SC	SWEPL	Italy	December 15, 2010 (date of decree)	December 31, 2018	Directorate General of Food Safety and Nutrition, Department of Public Health, Veterinary, Nutrition and Food Safety and Governing Bodies of Health, Ministry of Health
22.	Mitrha 40 SC	SWEPL	Italy	February 11, 2013	December 31, 2018	Directorate General of Food Safety and Nutrition, Department of Public Health, Veterinary, Nutrition and Food Safety and Governing Bodies of Health, Ministry of Health
23.	Nicosh 4% SC	Sharda Europe BVBA	Netherlands	March 2, 2012	March 1, 2022	Board for the Authorization of the Plant Protection Products and Biocides
24.	Nikosh 040 SC	Sharda Europe BVBA	Poland	April 20, 2010	October 31, 2014	Minister of Agriculture and Rural Development
25.	Nicosh 4% OD	Sharda Europe BVBA	Portugal	September 11, 2013	September 11, 2023	Government of Portugal
26.	Boreal 4 SC	Sharda Europe BVBA	Romania	December 14, 2005	December 14, 2015	National Commission for Registration of Plant Protection Products
27.	Nico 40 SC	SWEPL	Romania	June 11, 2007	June 11, 2017	National Commission for Registration of Plant Protection Products
28.	Nicosh 4% SC	Sharda Europe BVBA	Slovakia	September 26, 2013	December 31, 2018	Central Control and Testing Institute of Agriculture in Bratislava
29.	Nicosh	SWEPL	Slovenia	February 9, 2011	February 9, 2021	Phytosanitary Administration of the Republic of Slovenia, Ministry of Agriculture, Forestry and Food
30.	Nic-4	Sharda Europe BVBA	Spain	December 11, 2007	December 11, 2017	Ministry of Environment and Rural and Marine Affairs
31.	Nicosulfuron Technico (Canc)	Sharda Europe BVBA	Spain	April 21, 2009	March 15, 2016	-#

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
32.	Nicosulfuron 4% OD	Sharda Europe BVBA	Spain	April 15, 2013	December 31, 2018	Director General of Health in Agricultural Production
33.	Divli 4 SC	SWEPL	Switzerland	- ⁽¹⁾	-*	The Federal Office for Agriculture
Latin America						
34.	Nicosh	Sharda Del Ecuador CIA Ltda	Ecuador	May 30, 2011	-*	Ministry of Agriculture, Livestock, Aquaculture and Fisheries, Ecuadorian Agency of Quality Control of Agro – Agrocalidad
Rest of the World						
35.	Nicosh SC	Sharda Cropchem Limited	Georgia	December 29, 2008	December 20, 2018	Food Safety, Veterinary and Plant protection National Service
36.	Nicosulfuron Technical	SWEPL	India	April 28, 2011	-*	Central Insecticides Board and Registration Committee, Directorate of Plant Protection, Quarantine and Storage, Department of Agriculture and Co-operation, Ministry of Agriculture
37.	Nico 40 SC	SWEPL	Moldova	March 29, 2009	March 29, 2016	The Ministry of Agriculture and Food Industry of the Republic of Moldova, The State Centre for Certification and Registration of Phyto-Sanitary means and Fertilisers
38.	Sharda Nicosulfuron 750 WG	Sharda International Africa (Pty) Limited	South Africa	March 25, 2009	May 31, 2015	Agriculture, Forestry and Fisheries
39.	Nicosh, SC	Sharda Cropchem Limited	Ukraine	February 23, 2010	December 31, 2021	Ministry of Ecology and Natural Resource of Ukraine

* The registration certificate does not mention the date of expiry.

The registration certificate does not mention the name of the issuing authority.

⁽¹⁾ The registration certificate does not mention the date of issue.

(i) **2, 4 D ACID**

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
NAFTA						
1.	2, 4-D Tecnico	Sharda De Mexico S DE RL DE CV	Mexico	February 27, 2012	February 27, 2017	Commission of Health Authorisation, Federal Commission for the Protection against Health Risks, Secretary of Health
Latin America						
2.	2, 4-D 98%	SWEPL	Argentina	September 25, 2008	September 25, 2018	National Service of Health and Agri-Food Quality, Secretary of Agriculture, Farming, Fishing and Food Ministry of Production (SENASA)
3.	Weedshade	SWEPL	Argentina	June 4, 2010	December 31, 2014	National Service of Health and Agri-Food

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
						Quality, Secretary of Agriculture, Farming, Fishing and Food Ministry of Production (SENASA)
4.	Sharmina 72 SL	Sharda Colombia S.A.	Colombia	April 29, 2010	Valid indefinitely but can be modified or cancelled by the ICA when the non-compliance of the norms that govern the matter about the legal aspects of its agronomic production and distribution, with respect to health and/or the environment is verified, at the solicitation of the registration holder	Colombian Agricultural Institute ICA, The Ministry of Agriculture and Rural Development
5.	Talamina	Sharda Peru SAC	Peru	October 22, 2012	Indefinite, subordinated to the application of Article 102 of the Supreme Court decree No. 016-20000-AG	Ministry of Agriculture, National Agricultural Safety Service Department of Agricultural Products and Agrifood Safety, Branch of Agricultural Input (SENASA)
6.	Vertex 72 SL	Sharda Peru SAC	Peru	March 25, 2013	Indefinite, subordinated to the application of Article 102 of the Supreme Court decree No. 016-20000-AG.	Ministry of Agriculture, National Agricultural Safety Service Department of Agricultural Products and Agrifood Safety, Branch of Agricultural Input (SENASA)
7.	Herbiamina	Sharda Peru SAC	Peru	April 15, 2013	Indefinite, subordinated to the application of Article 102 of the Supreme Court decree No. 016-20000-AG	Ministry of Agriculture, National Agricultural Safety Service Department of Agricultural Products and Agrifood Safety, Branch of Agricultural Input (SENASA)
Rest of the World						
8.	Tifon	M/s. Sharda International and Somedia	Algeria	December 7, 2005	December 7, 2015	Ministry of Agriculture and Rural Development
9.	2, 4 D	SWEPL	Australia	March 10, 2011	— ⁽¹⁾	Australian Pesticides and Veterinary Medicines Authority
10.	Amilin EW	SWEPL	Georgia	December 29, 2009	December 29, 2014	Food Safety, Veterinary and Plant protection National Service
11.	2, 4-D Amine Salt-58% SL	SWEPL	India	August 31, 2011	—*	Central Insecticides Board and Registration Committee, Directorate of Plant Protection, Quarantine and Storage, Department of Agriculture and Co-

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
						operation, Ministry of Agriculture
12.	2, 4 D Sodium Salt Technical 94.5%	M/s. Sharda International	India	November 14, 2000	-*	Central Insecticides Board and Registration Committee, Directorate of Plant Protection, Quarantine and Storage, Department of Agriculture and Co-operation, Ministry of Agriculture
13.	2, 4 D Technical 98%	SWEPL	India	September 20, 2013	-*	Central Insecticides Board and Registration Committee, Directorate of Plant Protection, Quarantine and Storage, Department of Agriculture and Co-operation, Ministry of Agriculture
14.	Clarion 720 SL	SWEPL	Moldova	March 1, 2013	March 1, 2020	The Ministry of Agriculture and Food Industry of the Republic of Moldova, The State Centre for Certification and Registration of Phyto-Sanitary means and Fertilisers
15.	Amilin Super, EC	Sharda Cropchem Limited	Ukraine	June 17, 2011	December 31, 2022	Ministry of Ecology and Natural Resources of Ukraine

* The registration certificate does not mention the date of expiry.

(1) The registration certificate does not mention the date of expiry. Details in this regard are available at https://portal.apvma.gov.au/pubcris;jsessionid=UC+g+P+e+TsGBIm74kRLe9jJ?p_auth=qkMbJUM5&p_p_id=pubcrisportlet_WAR_pubcrisportlet&p_p_lifecycle=1&p_p_state=normal&p_p_mode=view&p_p_col_id=column-1&p_p_col_pos=1&p_p_col_count=2&pubcrisportlet_WAR_pubcrisportlet_ajax.action=search, as on August 9, 2014.

(j) FOMESAFEN

Sr. No.	Name	Name of entity	Country	Date of Issue	Date of Expiry	Issuing Authority
NAFTA						
1.	Sharda Fomesafen Technical	Sharda Cropchem Limited	United States of America	January 23, 2009	— ⁽¹⁾	United States Environmental Protection Agency
2.	Sharda Fomesafen 2 SL Herbicide	Sharda U.S.A. LLC	United States of America	December 22, 2008	— ⁽¹⁾	United States Environmental Protection Agency
3.	Shafen Star	Sharda U.S.A. LLC	United States of America	October 15, 2010	— ⁽¹⁾	United States Environmental Protection Agency
Latin America						
4.	Shafen	Sharda Cropchem Limited	Argentina	August 26, 2011	December 31, 2014	Ministry of Economy and Production, Secretary of Agriculture, Farming, Fishing and Food, National Service of Health and Agri-Food Quality (SENASA)

* The registration certificate does

(1) The registration certificate does not mention the date of expiry. Details in this regard are available at <http://ppis.ceris.purdue.edu/>, as on August 9, 2014.

In addition to the registrations for formulations and generic active ingredients obtained based on the above mentioned generic molecules, our Company and our Subsidiaries also obtain registrations based on other generic molecules in various countries in Europe, NAFTA, Latin America and Rest of the World which enables our Company and our Subsidiaries to market or distribute these molecules in form of formulations or generic active ingredients.

Pending applications

Further, our Company and our Subsidiaries have also made applications for registrations of formulations and generic active ingredients in various countries in Europe, NAFTA, Latin America and Rest of the World.

II. Establishment, business and employment related approvals

1. Certificate of registration issued on May 25, 2004, by the Inspector under the Bombay Shops and Establishments Act, 1948, valid up to December 31, 2015.
2. Certificate of Importer-Exporter Code issued on May 6, 2004, by the Office of the Joint Director General of Foreign Trade, Ministry of Commerce, Government of India.
3. Certificate of membership as an associate member of the Pesticides Manufacturers & Formulators Association of India issued on April 17, 2014 for the financial year 2014-2015.
4. Certificate of registration cum membership as small scale manufacturer issued on July 12, 2010, by the Section Officer, CHEMEXCIL, Basic Chemicals, Pharmaceuticals & Cosmetics Export Promotion Council, set-up by the Ministry of Commerce & Industry, Government of India, renewed up to March 31, 2015.
5. Certificate of Registration cum membership issued on March 3, 2014, by Federation of Indian Export Organizations set up by the Ministry of Commerce & Industry, Government of India renewed up to March 31, 2015.
6. Certificate of registration for employees' state insurance issued on June 7, 2004, by the Deputy Director, Employees' State Insurance Corporation, Regional Office Maharashtra under the Employees' State Insurance Act, 1948.
7. Certificate of registration for provident fund issued on June 17, 2004, by the Regional Provident Fund Commissioner, Maharashtra, Regional Office, Maharashtra & Goa, Employees' Provident Fund Organisation under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952.

III. Tax related approvals

1. Permanent Account Number AAICS0137P under the Income Tax Act, 1961.
2. Tax Payers Deduction Account Number MUMS36859E under the Income Tax Act, 1961.
3. Tax Payers Identification Number 27490006905V under the Maharashtra Value Added Tax Act, 2002.
4. Tax Payers Identification Number 27490006905C registered under the Central Sales Tax (Registration & Turnover) Rules, 1957.
5. Registration Numbers 27490006905P and 99891778657P for the employees and our Company respectively, registered under the Maharashtra State Tax on Professions, Trades, Calling and Employments Act, 1975.
6. Service registration number AAICS0137PSD002 under the Finance Act, 1994.

IV. Intellectual Property

1. We have made six applications, each dated November 27, 2013, to the Registrar of Trademarks, Mumbai for the registration of our name and logo under class 1, class 5 and class 17 of the Trademark Rules, 2002.

Certain approvals or registrations may have lapsed in their normal course and we have either made an application to the appropriate authorities for renewal of such licenses, approvals and/or registrations or are in the process of making such applications. We undertake to obtain all approvals, licenses, registrations and permissions required to operate our business.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

1. The Offer has been authorised by a resolution of the Board of Directors passed at their meeting held on December 16, 2013.
2. The Selling Shareholders, have approved the transfer of the Equity Shares pursuant to the Offer as set out below:

Sr. No.	Name of the Selling Shareholder	Date of board resolution/ authorisation letter	Number of the Equity Shares offered for sale
1.	HEP Mauritius Limited	September 25, 2013	14,320,495
2.	Sharda R. Bubna	January 20, 2014	4,117,315
3.	Ramprakash V. Bubna	January 20, 2014	4,117,314

Each Selling Shareholder has confirmed that it has held the Equity Shares proposed to be offered and sold by it in the Offer for at least one year prior to the date of filing of the Draft Red Herring Prospectus with SEBI and that it has not been prohibited from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory authority and the Equity Shares offered and sold by it are free from any lien, charge, encumbrance or contractual transfer restrictions.

Prohibition by SEBI or Other Governmental Authorities

Our Company, our Promoters, our Directors, Promoter Group entities, our Group Companies, the persons in control of our Company and the Selling Shareholders, have not been debarred from accessing the capital market under any order or direction passed by SEBI or any other regulatory or governmental authority.

The companies, with which our Promoters, our Directors or persons in control of our Company are or were associated as promoters, directors or persons in control have not been debarred from accessing the capital market under any order or direction passed by SEBI or any other regulatory or governmental authority.

Details of the entities that our Directors are associated with, which are engaged in securities market related business and are registered with SEBI for the same, have been provided to SEBI. Except as disclosed in the section “Outstanding Litigation and Materials Developments” on page 337, there has been no action taken by SEBI against our Directors or any entity the Directors are involved in as promoters or directors.

Prohibition by RBI

Neither our Company, our Promoters, relatives of Promoters (as defined under Companies Act, 2013), our Group Companies, nor the Selling Shareholders have been identified as wilful defaulters by the RBI or any other governmental authority. There are no violations of securities laws committed by our Company, our Promoters, relatives of Promoters or our Group Companies in the past or no such proceedings are pending against them.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with the Regulation 26(1) of the SEBI Regulations as explained under the eligibility criteria calculated in accordance with the restated financial information prepared in accordance with sub-clause (i), (ii) and (iii) of clause (b) of sub-section (1) of section 26 of Chapter III of the Companies Act, 2013 read with rule 4 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the SEBI Regulations:

- Our Company has net tangible assets of at least ₹ 30 million in each of the preceding three full years (of 12 months each);
- Our Company has a minimum average pre-tax operating profit of ₹ 150 million calculated on a restated and consolidated basis, during the three most profitable years out of the immediately preceding five years;
- Our Company has a net worth of at least ₹ 10 million in each of the three preceding full years (of 12 months each);

- The proposed Offer size does not exceed five times the pre-Issue net worth as per the audited accounts for the year ended March 31, 2014; and
- Our Company was incorporated as Sharda Worldwide Exports Private Limited on March 12, 2004 under the Companies Act, 1956. Our Company changed its name to Sharda Cropchem Private Limited and a fresh certificate of incorporation was issued by the RoC on September 18, 2013. Thereafter, our Company was converted into a public limited company on September 18, 2013 and consequently, the name of our Company was changed to Sharda Cropchem Limited. For details of changes in the name of the Company, see “History and Certain Corporate Matters” on page 139. However, there has not been any corresponding change in the business activities of the Company and more than 50% of the revenue for the preceding full one year has been earned by the Company from the activity indicated by the new name.

Our Company’s net worth, net tangible assets and pre-tax operating profit derived from the Restated Summary Statements included in this Red Herring Prospectus as at for the last five years ended Fiscal 2014 are set forth below:

(₹ in million, unless otherwise stated)

Particulars	Fiscal 2014		Fiscal 2013		Fiscal 2012		Fiscal 2011		Fiscal 2010	
	Stand-alone	Consolidated	Stand-alone	Consolidated	Stand-alone	Consolidated	Stand-alone	Consolidated	Stand-alone	Consolidated
Pre-tax operating profit	909.95	1,169.11	861.57	1,032.52	494.02	797.79	249.85	434.71	164.38	313.28
Net Worth	5,164.95	5,528.96	4,531.12	4,667.63	3,932.20	3,928.81	2,044.53	3,191.56	1,850.88	2,774.63
Net Tangible Assets	3,211.13	3,601.43	3,019.89	3,156.79	2,735.00	2,732.24	939.91	1,997.07	761.45	1,554.75

Further, in accordance with Regulation 26(4) of the SEBI 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 failing which the entire application monies shall be refunded forthwith.

Our Company is in compliance with the conditions specified in Regulation 4(2) of the SEBI Regulations, to the extent applicable.

Disclaimer Clause of SEBI

AS REQUIRED, A COPY OF THE DRAFT RED HERRING PROSPECTUS HAS BEEN SUBMITTED TO SEBI. IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, EDELWEISS FINANCIAL SERVICES LIMITED AND IDFC CAPITAL LIMITED (CURRENTLY, IDFC SECURITIES LIMITED), HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, AND EACH SELLING SHAREHOLDER IS SEVERALLY RESPONSIBLE FOR THE CORRECTNESS OF THE STATEMENTS AND UNDERTAKINGS MADE BY IT IN THE DRAFT RED HERRING PROSPECTUS ABOUT OR IN RELATION TO ITSELF AND THE EQUITY SHARES BEING SOLD BY IT IN THE OFFER, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDERS DISCHARGE THEIR RESPECTIVE RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS,

EDELWEISS FINANCIAL SERVICES LIMITED AND IDFC CAPITAL LIMITED (CURRENTLY, IDFC SECURITIES LIMITED), HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED FEBRUARY 13, 2014 WHICH READS AS FOLLOWS:

WE, THE LEAD MERCHANT BANKER(S) TO THE ABOVE MENTIONED FORTHCOMING OFFER, STATE AND CONFIRM AS FOLLOWS:

- 1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL DOCUMENTS IN CONNECTION WITH THE FINALISATION OF THE DRAFT RED HERRING PROSPECTUS PERTAINING TO THE SAID OFFER;**
- 2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE OFFER, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE COMPANY, WE CONFIRM THAT:**
 - (A) THE DRAFT RED HERRING PROSPECTUS FILED WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE OFFER;**
 - (B) ALL THE LEGAL REQUIREMENTS RELATING TO THE OFFER AS ALSO THE REGULATIONS, GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**
 - (C) THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED OFFER AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956 AS AMENDED AND REPLACED BY THE COMPANIES ACT, 2013, TO THE EXTENT IN FORCE, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 (THE “SEBI REGULATIONS”) AND OTHER APPLICABLE LEGAL REQUIREMENTS.**
- 3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (“SEBI”) AND THAT TILL DATE SUCH REGISTRATION IS VALID.**
- 4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS. – NOTED FOR COMPLIANCE**
- 5. WE CERTIFY THAT WRITTEN CONSENT FROM THE PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR EQUITY SHARES AS PART OF PROMOTER’S CONTRIBUTION SUBJECT TO LOCK-IN AND THE EQUITY SHARES PROPOSED TO FORM PART OF PROMOTER’S CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED/SOLD/TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT RED HERRING PROSPECTUS WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT RED HERRING PROSPECTUS.**
- 6. WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO EQUITY SHARES INELIGIBLE FOR COMPUTATION OF**

PROMOTERS' CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS.

7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE OFFER. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO SEBI. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE PUBLIC OFFER. NOT APPLICABLE
8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT OFFER FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY. NOT APPLICABLE

AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.

9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE OFFER ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE OFFER, THE SELLING SHAREHOLDERS AND THE COMPANY SPECIFICALLY CONTAINS THIS CONDITION. - NOTED FOR COMPLIANCE
10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE. NOT APPLICABLE. UNDER SECTION 29 OF THE COMPANIES ACT, 2013, THE EQUITY SHARES ARE TO BE ISSUED IN DEMAT ONLY.
11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SEBI REGULATIONS HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.
12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS:
- (A) AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY; AND
 - (B) AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.
13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SEBI REGULATIONS WHILE MAKING THE OFFER. - NOTED FOR COMPLIANCE

- 14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE COMPANY, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS' EXPERIENCE, ETC.**
- 15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SEBI REGULATIONS, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.**
- 16. WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS (WHO ARE RESPONSIBLE FOR PRICING THE OFFER)', AS PER FORMAT SPECIFIED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA THROUGH CIRCULAR.**
- 17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS.**

The filing of this Red Herring Prospectus does not, however, absolve any person who has authorised the issue of this Red Herring Prospectus from any liabilities under Section 34 or Section 36 of Companies Act, 2013 or from the requirement of obtaining such statutory and/or other clearances as may be required for the purpose of the proposed Offer. SEBI further reserves the right to take up at any point of time, with BRLMs, any irregularities or lapses in this Red Herring Prospectus.

All legal requirements pertaining to the Offer will be complied with at the time of filing of this Red Herring Prospectus with RoC in terms of Section 32 of the Companies Act, 2013. All legal requirements pertaining to the Offer will be complied with at the time of registration of the Prospectus with RoC in terms of Sections 32 and 33 of the Companies Act, 2013.

Caution - Disclaimer from our Company, the Selling Shareholders and BRLMs

Our Company, the Directors, the Selling Shareholders and BRLMs accept no responsibility for statements made otherwise than in this 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.shardacropchem.com/, would be doing so at his or her own risk.

HEP assumes responsibility only for the statements and undertakings made by it in this Red Herring Prospectus about or in relation to itself and the Equity Shares being sold by it in the Offer, provided however that HEP assumes no responsibility for any of the statements or undertakings made by the Company or any other Selling Shareholder or any expert or any other person in this Red Herring Prospectus.

BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement and Underwriting Agreement to be entered into between the Underwriters, the Selling Shareholders and our Company.

All information shall be made available by our Company, the Selling Shareholders and BRLMs to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at bidding centres or elsewhere.

None among our Company, the Selling Shareholders or any member of the Syndicate is liable for any failure in downloading the Bids due to faults in any software/hardware system or otherwise.

Investors who Bid in the Offer will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, 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 of our Company and will not issue, sell, pledge, or transfer the Equity Shares of our Company to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares of our Company. Our Company, the Selling Shareholders, 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 of our Company.

The BRLMs and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, the Selling Shareholders and their respective group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Selling Shareholders and their respective group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Price information of past issues handled by the BRLMs

1. Price information of past issues handled by Edelweiss

Sr. No.	Issue name	Issue size (₹ mm)	Issue price (₹)	Listing date	Opening price on listing date (₹)	Closing price on listing date (₹)	% Change in price on listing date (closing) vs. issue price	Benchmark index on listing date (closing) ^(a)	Closing price as on 10th calendar day from listing day (₹) ^(b)	Benchmark index as on 10th calendar day from listing day (closing) ^(a)	Closing price as on 20th calendar day from listing day (₹) ^(b)	Benchmark index as on 20th calendar day from listing day (closing) ^(a)	Closing price as on 30th calendar day from listing day (₹) ^(b)	Benchmark index as on 30th calendar day from listing day (closing) ^(a)
1.	Wonderla Holidays Limited	1,812.50	125	May 9, 2014	164.75	157.60	26.08%	22,994.23	167.00	24,363.05	210.10	24,556.09	216.00	25,580.21
2.	Credit Analysis and Research Limited	5,399.78	750	December 26, 2012	949.00	923.95	23.19%	19,417.46	934.45	19,784.08	924.15	19,906.41	916.60	19,923.78

Source: All share price data is from "www.bseindia.com"

Notes:

(a) The BSE Sensex is considered as the Benchmark Index.

(b) In case 10th/20th/30th day is not a trading day, Benchmark Index/closing price on BSE of the next trading day has been considered.

2. Summary statement of price information of past issues handled by Edelweiss

Fiscal	Total no. of IPOs ⁽¹⁾	Total funds raised (₹ million)	Nos. of IPOs trading at discount on listing date			Nos. of IPOs trading at premium on listing date			Nos. of IPOs trading at discount as on 30th calendar day from listing day			Nos. of IPOs trading at premium as on 30th 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%
April 1, 2014 – till the date of the Red Herring Prospectus	1	1,812.50	-	-	-	-	1	-	-	-	-	1	-	-
2014	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2013	1	5,399.78	-	-	-	-	-	-	-	-	-	-	-	1

^{1.} Based on the date of listing

3. Price information of past issues handled by IDFC Securities

Sr. No.	Issue name	Issue size (₹ mm)	Issue price (₹)	Listing date	Opening price on listing date (₹)	Closing price on listing date (₹)	% Change in price on listing date (closing) vs. issue price	Benchmark index on listing date (closing)	Closing price as on 10th calendar day from listing day (₹)	Benchmark index as on 10th calendar day from listing day (closing)	Closing price as on 20th calendar day from listing day (₹)	Benchmark index as on 20th calendar day from listing day (closing)	Closing price as on 30th calendar day from listing day (₹)	Benchmark index as on 30th calendar day from listing day (closing)
1.	Tribhovandas Bhimji Zaveri Limited	2,000.00	120.0	May 9, 2012	115.0	111.2	(7.33%)	16,479.6	120.3	16,183.3	116.0	1,6438.6	110.0	16,718.9
2.	Repco Home Finance Limited	2,701.01	172.0	April 1, 2013	159.95	161.80	(5.93%)	5704.40	168.30	5594.00	170.65	5783.10	170.90	5930.20

Source: www.bseindia.com, www.nseindia.com for the price information and prospectus for issue details

Notes:

- In case of reporting dates falling on a holiday, values for the trading day immediately following the holiday has been considered
- Price information and benchmark index values has been shown only for designated stock exchange for the issuer
- BSE is the designated stock exchange for the issue listed as item 1, NSE is the designated stock exchange for the issue listed as item 2 in the table above.

4. Summary statement of price information of past issues handled by IDFC Securities

Fiscal	Total no. of IPOs ⁽¹⁾	Total funds raised (₹ million)	Nos. of IPOs trading at discount on listing date			Nos. of IPOs trading at premium on listing date			Nos. of IPOs trading at discount as on 30th calendar day from listing day			Nos. of IPOs trading at premium as on 30th 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%
April 1, 2014 – till the date of the Red Herring Prospectus	Nil	-	-	-	-	-	-	-	-	-	-	-	-	-
2014	1	2,701.01	-	-	1	-	-	-	-	-	1	-	-	-
2013	1	2,000.00	-	-	1	-	-	-	-	-	1	-	-	-

¹ Based on the date of listing

Track record of past issues handled by BRLMs

For details regarding the track record of the BRLMs to the Offer as specified in circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer to the websites of the BRLMs http://www.edelweissfin.com/FinancialServices/CapitalMarkets/InvestmentBanking/TrackRecord_ECM.aspx and <http://www.idfc.com/capital/investment-banking/track-record.aspx>.

Disclaimer in respect of Jurisdiction

This Offer is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds, insurance funds set up and managed by the army and navy and insurance funds set up and managed by the Department of Posts, India) and to FPIs, Eligible NRIs and other eligible foreign investors (viz. FVCIs, multilateral and bilateral development financial institutions). This Red Herring Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai 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 the Draft Red Herring Prospectus had been filed with SEBI for its observations. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and this 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 Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdictions except in compliance with the applicable laws of such jurisdictions. The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and may not be offered, sold or delivered within the United States (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

Disclaimer Clause of BSE

BSE has given, *vide* its letter dated May 2, 2014, permission to the Company to use BSE's name in this offer document as one of the stock exchanges on which the Company's securities are proposed to be listed. BSE has scrutinised this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to the Company. BSE does not in any manner:

- (i) warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- (ii) warrant that the Company's securities will be listed or will continue to be listed on BSE; or
- (iii) take any responsibility for the financial or other soundness of the Company, its promoters, its management or any scheme or project of the Company;

and it should not for any reason be deemed or construed to mean that this offer document has been cleared or approved by BSE. Every Person who desires to apply for or otherwise acquires any securities of the Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or for any

other reason whatsoever.

Disclaimer Clause of NSE

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/237450-5 dated April 30, 2014 permission to the Issuer to use the Exchange's name in this Offer Document as one of the stock exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or inconnection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

Filing

A copy of the Draft Red Herring Prospectus has been filed with SEBI at Corporation Finance Department, Plot No.C4-A, 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051.

A copy of this Red Herring Prospectus, along with the documents required to be filed would be delivered for registration to RoC in accordance with Section 32 of the Companies Act, 2013 and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 would be delivered for registration with the RoC at the office of the Registrar of Companies, Mumbai at 100, Everest, Marine Drive, Mumbai 400 002.

Listing

Applications have been made to the Stock Exchanges for permission to deal in and for an official quotation of the Equity Shares. NSE will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permissions to deal in, and for an official quotation of, the Equity Shares are not granted by any of the Stock Exchanges mentioned above, our Company and the Selling Shareholders will forthwith repay, all moneys received from the applicants in pursuance of this Red Herring Prospectus. If such money is not repaid within the prescribed time, then our Company, the Selling Shareholders 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 at all Stock Exchanges mentioned above are taken within 12 Working Days of the Bid/Offer Closing Date. Further, the Selling Shareholders confirm that they shall provide assistance to the Company and the BRLMs, as may be reasonably required and necessary, for the 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 12 Working Days of the Bid/Offer Closing Date.

Consents

Consents in writing of: (a) Directors, Company Secretary and Compliance Officer legal advisors, Bankers to our Company, and (b) BRLMs, Syndicate Members, Escrow Collection Bankers and the Registrar to the Offer to act in their respective capacities, will be obtained and will be filed along with a copy of this Red Herring Prospectus with RoC as required under the Companies Act and such consents shall not be withdrawn up to the time of delivery of this Red Herring Prospectus and the Prospectus for registration with RoC.

In accordance with the Companies Act, 2013 and the SEBI Regulations, S. R. Batliboi & Co. LLP, Chartered Accountants our Company's Statutory Auditors, have given their written consent to the inclusion of their examination reports dated August 9, 2014 on the Restated Unconsolidated Summary Statements and the

Restated Consolidated Summary Statements and the statement of tax benefits dated August 19, 2014 included in this Red Herring Prospectus and such consent has not be withdrawn as on the date of this Red Herring Prospectus.

Experts

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

Our Company has received written consent from the Auditor namely, S. R. Batliboi & Co. LLP, Chartered Accountants, to include its name as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Red Herring Prospectus and as “expert” as defined under section 2(38) of the Companies Act, 2013 in respect of the reports of the Auditor on the Restated Unconsolidated Summary Statements and on the Restated Consolidated Summary Statements, each dated August 9, 2014 and the statement of tax benefits dated August 19, 2014 included in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

Offer Related Expenses

The expenses of this Offer include, among others, underwriting and management fees, selling commission, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. For further details of Offer related expenses, see “Objects of the Offer” on page 84.

All expenses relating to the Offer as mentioned above will be shared between the Selling Shareholders in proportion to the Equity Shares being offered for sale in the Offer.

Activity	Estimated expenses ¹ (₹ in million)	As a % of the total estimated Offer expenses ¹	As a % of the total Offer size ¹
Book Running Lead Manager (including underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
Commission/processing fee for SCSBs ²	[●]	[●]	[●]
Brokerage and selling commission for Registered Brokers	[●]	[●]	[●]
Registrar to the Offer	[●]	[●]	[●]
Other advisors to the Offer	[●]	[●]	[●]
Bankers to the Offer	[●]	[●]	[●]
Others			
- Listing fees	[●]	[●]	[●]
- Printing and stationary expenses	[●]	[●]	[●]
- Advertising and marketing expenses	[●]	[●]	[●]
- Miscellaneous	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

¹ To be completed after finalization of the Offer Price

² The SCSBs would be entitled to a processing fees of ₹ 15 (excluding service tax) per Bid cum Application Form, for processing the Bid cum Application Forms procured by the members of the Syndicate or the Registered Brokers and submitted to the SCSBs.

Fees Payable to Syndicate

The total fees payable to Syndicate (including underwriting commission and selling commission and reimbursement of their out-of-pocket expense) will be as per the Engagement Letter dated October 8, 2013 mutually agreed between our Company, the Selling Shareholders and the BRLMs.

Fees Payable to the Registrar to the Offer

The fees payable by the Selling Shareholders to the Registrar to the Offer for processing of application, data entry, printing of CAN/refund order, Allotment Advice, preparation of refund data on magnetic tape, printing of bulk mailing register will be as stated in the Registrar Agreement, a copy of which is available for inspection at the Registered Office.

The Registrar to the Offer will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided to Registrar to the Offer to enable it to send refund in any of the modes described in this Red Herring Prospectus or Allotment advice by registered post/speed post.

Underwriting commission, brokerage and selling commission on Previous Issues

Since this is an initial public offering of our Company, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any Equity Shares since inception of our Company.

Particulars regarding Public or Rights Issues by our Company during the last ten years

Our Company has not made any public or rights issues during the 10 years preceding the date of the Draft Red Herring Prospectus.

Previous issues of the Equity Shares otherwise than for cash

Except as disclosed in the section “Capital Structure” on page 73, our Company has not issued any Equity Shares for consideration otherwise than for cash.

Previous capital issue during the previous three years by listed subsidiaries or associates of our Company

None of our Subsidiaries or associates are listed on any stock exchange.

Performance vis-à-vis objects – Public/Rights Issue of our Company and/or listed Group Companies, Subsidiaries and associates of our Company

Our Company has not undertaken any previous public or rights issue. None of our Group Companies, Subsidiaries or associates are listed on any stock exchange.

Outstanding Debentures or Bonds

Our Company does not have any outstanding debentures or bonds as of the date of filing this Red Herring Prospectus.

Outstanding Preference Shares

Our Company does not have any outstanding preference shares as on date of this Red Herring Prospectus.

Stock Market Data of the Equity Shares

This being an initial public issue of our Company, the Equity Shares are not listed on any stock exchange.

Mechanism for Redressal of Investor Grievances

The agreement between Registrar to the Offer, our Company and the Selling Shareholders provides for the retention of records with Registrar to the Offer for a period of at least three years from the last date of despatch of the letters of Allotment, demat credit and refund orders to enable the investors to approach Registrar to the Offer for redressal of their grievances.

All grievances relating to the Offer may be addressed to Registrar to the Offer, giving full details such as name, address of the applicant, number of the Equity Shares applied for, amount paid on application and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Offer, with a copy to the relevant SCSBs or the member of the Syndicate if the Bid was submitted to a member of the Syndicate at any of the Specified Locations or the relevant Registered Broker if the Bid was submitted through Registered Brokers, as the case may be, giving full details such as name and address of the sole or the First Bidder, the Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, number of the Equity Shares applied for, date of Bid cum Application Form, name and address of the member of the Syndicate or the Registered Broker or the Designated Branch, as the case may be, where the ASBA Bid was submitted and ASBA Account number in which the amount equivalent to the Bid Amount was blocked.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or Registrar to the Offer or SCSB in case of ASBA Bidders, 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.

Our Company has also appointed Jetkin N. Gudhka, Company Secretary of our Company, as the Compliance Officer for this Offer and he may be contacted in case of any pre-Offer or post-Offer related problems at the following address:

Domnic Holm
29th Road, Bandra (West)
Mumbai 400 050
Tel: (91 22) 6678 2800
Fax: (91 22) 6678 2828
Email: co.sec@shardaintl.com

Our Company has not received any investor complaint during the three years preceding the date of filing of the Draft Red Herring Prospectus.

Changes in auditors

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

Capitalisation of Reserves or Profits

Our Company has not capitalised its reserves or profits at any time during the last five years, except as stated in the section "Capital Structure" on page 73.

Revaluation of Assets

Our Company has not re-valued its assets in the last five years.

SECTION VII: OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered pursuant to the Offer shall be subject to the provisions of the Companies Act, the Memorandum and Articles of Association, the terms of this Red Herring Prospectus and the Prospectus, Bid cum Application Form, the Revision Form, the CAN, the Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advices and other documents/ certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government, Stock Exchanges, RoC, RBI and/or other authorities, as in force on the date of the Offer and to the extent applicable, or such other conditions as may be prescribed by SEBI, RBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Offer.

Please note that in addition to receipt of sufficient number of valid Bids from Retail Individual Investors, Non-Institutional Investors and Qualified Institutional Buyers and other conditions as stated in this Red Herring Prospectus, Allotment of Equity Shares pursuant to the Offer will be undertaken only upon receipt of Bids equivalent to at least 25% of the Offer (including Bids received under the Anchor Investor Portion) from Mutual Funds and/or Insurance Companies.

Ranking of the Equity Shares

The Equity Shares being offered pursuant to the Offer shall be subject to the provisions of Companies Act and Memorandum and Articles of Association and shall rank *pari-passu* with the existing Equity Shares of our Company including rights in respect of dividend. Allottees in receipt of Allotment of the Equity Shares under this Offer will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, see “Main Provisions of the Articles of Association” on page 464.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to its shareholders in accordance with the provisions of Companies Act, Memorandum and Articles of Association and provisions of the Listing Agreement to be entered into with the Stock Exchanges. For further details in relation to dividends, see “Dividend Policy” and “Main Provisions of the Articles of Association” on pages 188 and 464, respectively.

Face Value and Offer Price

The face value of the Equity Shares is ₹ 10 each and the Offer Price is ₹ [●] per Equity Share. The Anchor Investor Offer Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot size for the Offer will be decided by our Company and the Selling Shareholders in consultation with BRLMs and advertised in English national daily newspaper, Financial Express, Hindi national daily newspaper, Jansatta, and Marathi newspaper Navshakti, each with wide circulation, at least five Working Days prior to the Bid/Offer Opening Date. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be prefilled in the Bid cum Application Form available at the websites of the Stock Exchanges.

At any given point of time there shall be only one denomination for the Equity Shares.

Compliance with the SEBI Regulations

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholder

Subject to applicable laws, the equity shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;

- 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 subject to applicable law, 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 terms of the listing agreement executed with the Stock Exchanges and our Company's Memorandum and Articles of Association.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, see "Main Provisions of the Articles of Association" on page 464.

Market Lot and Trading Lot

In terms of Section 29 of Companies Act, 2013, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated February 14, 2014 among NSDL, our Company and the Registrar to the Offer;
- Tripartite agreement dated June 4, 2014 among CDSL, our Company and the Registrar to the Offer.

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in this Offer will be only in electronic form in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares.

Jurisdiction

Exclusive jurisdiction for the purpose of this Offer is with the competent courts/authorities in Mumbai.

Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013, the sole 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 in accordance with Section 72 of Companies Act, 2013, 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 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 the Registered Office/Corporate Office of our Company or to the Registrar and Transfer Agent 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 the Equity Shares in the Offer will be made only in dematerialised form, there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the investors require changing their nomination, they are requested

to inform their respective depository participant.

Minimum Subscription

In terms of the SEBI Regulations, the requirement for minimum subscription of 90% is not applicable to the Offer. However, in terms of Rule 19(2)(b)(i) of the SCRR, our Company is required to Allot Equity Shares constituting at least 25% of the post-Offer share capital of our Company. If such minimum Allotment is not made, the entire subscription amount shall be refunded. If there is a delay beyond the prescribed time, our Company, every officer in default and the Selling Shareholders shall pay interest as prescribed under applicable law.

Further, we shall ensure that the number of prospective Allotees to whom the Equity Shares will be Allotted shall not be less than 1,000.

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. Any expense incurred by our Company on behalf of the Selling Shareholders with regard to refunds, interest for delays, etc., for the Equity Shares being offered in the Offer, will be reimbursed by the Selling Shareholders to our Company, in proportion of the Equity Shares being offered for sale by the Selling Shareholders in the Offer.

Arrangement for disposal of Odd Lots

There are no arrangements for disposal of odd lots.

Restriction on transfer of the Equity Shares

Except for lock-in of the pre-Offer Equity Shares, Promoter's minimum contribution and Anchor Investor lock-in in the Offer as detailed in the section "Capital Structure" on page 73, and except as provided in the Articles of Association, there are no restrictions on transfers of the Equity Shares. There are no restrictions on transmission of Equity Shares and on their consolidation/split, except as provided in the Articles of Association. For details, see "Main Provisions of the Articles of Association" on page 464.

OFFER STRUCTURE

Offer of 22,555,124 Equity Shares for cash at a price of ₹ [●] per Equity Share (including securities premium of ₹ [●] per Equity Share) aggregating to ₹ [●] million through an offer for sale by the Selling Shareholders. The Offer will constitute 25% of the post-Offer paid-up equity share capital of our Company.

Given the diversified and broad investor base underlying the Mutual Funds and/ or Insurance Companies, our Company and the Selling Shareholders intend to provide an opportunity for increased indirect retail participation in the Offer in addition to the Equity Shares available for allocation in Retail Portion. Accordingly, our Company and the Selling Shareholders shall proceed with Allotment of Equity Shares in the Offer, only if Bids equivalent to at least 25% of the Offer (including Bids received under the Anchor Investor Portion) are received from Mutual Funds and/or Insurance Companies.

The Offer is being made through the Book Building Process.

	QIBs⁽¹⁾	Non-Institutional Investors	Retail Individual Investors
Number of the Equity Shares ⁽²⁾	11,277,561 Equity Shares	Not less than 3,383,269 Equity Shares available for allocation.	Not less than 7,894,294 Equity Shares available for allocation.
Percentage of Offer Size available for Allotment/allocation	50% of the Offer	Not less than 15% of the Offer.	Not less than 35% of the Offer.
Basis of Allotment/Allocation if respective category is oversubscribed ⁽³⁾	<p>Proportionate as follows (excluding the Anchor Investor Portion):</p> <p>(a) 394,715 Equity Shares shall be allocated on a proportionate basis to Mutual Funds only;</p> <p>and</p> <p>(b) 7,499,578 Equity Shares shall be allotted on a proportionate basis to all QIBs including Mutual Funds receiving allocation as per (a) above.</p>	Proportionate	<p>In the event, the Bids received from Retail Individual Investors exceeds 7,894,294 Equity Shares, then the maximum number of Retail Individual Investors who can be allocated/Allotted the minimum Bid Lot will be computed by dividing the total number of the Equity Shares available for allocation/Allotment to Retail Individual Investors by the minimum Bid Lot (“Maximum RIB Allottees”). The allocation/Allotment to Retail Individual Investors will then be made in the following manner:</p> <ul style="list-style-type: none"> • In the event the number of Retail Individual Investors who have submitted valid Bids in the Offer is equal to or less than Maximum RIB Allottees, (i) Retail Individual

	QIBs⁽¹⁾	Non-Institutional Investors	Retail Individual Investors
			<p>Investors shall be allocated / Allotted the minimum Bid Lot; and (ii) the balance Equity Shares, if any, remaining in the Retail Category shall be allocated/ Allotted on a proportionate basis to the Retail Individual Investors who have received allocation/Allotment as per (i) above for less than the Equity Shares Bid by them (i.e. who have Bid for more than the minimum Bid Lot).</p> <ul style="list-style-type: none"> • In the event the number of Retail Individual Investors who have submitted valid Bids in the Offer is more than Maximum RIB Allottees, the Retail Individual Investors (in that category) who will then be allocated/ Allotted minimum Bid Lot shall be determined on draw of lots basis. <p>For details see, “Offer Procedure” on page 414.</p>
Minimum Bid	Such number of the Equity Shares that the Bid Amount exceeds ₹ 200,000 and in multiples of [●] Equity Shares thereafter.	Such number of the Equity Shares that the Bid Amount exceeds ₹ 200,000 and in multiples of [●] Equity Shares thereafter.	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.
Maximum Bid	Such number of the Equity Shares not exceeding the Offer, subject to applicable limits.	Such number of the Equity Shares not exceeding the Offer, subject to applicable limits.	Such number of the Equity Shares, whereby the Bid Amount does not exceed ₹ 200,000.
Mode of Allotment	Compulsorily in dematerialised form.	Compulsorily in dematerialised form.	Compulsorily in dematerialised form.

	QIBs⁽¹⁾	Non-Institutional Investors	Retail Individual Investors
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.
Allotment Lot	[●] Equity Shares and in multiples of one Equity Share thereafter	[●] Equity Shares and in multiples of one Equity Share thereafter	[●] Equity Shares and in multiples of one Equity Share thereafter
Trading Lot	One Equity Share	One Equity Share	One Equity Share
Who can Apply ⁽⁴⁾	Public financial institutions as specified in Section 2(72) of the Companies Act, 2013, scheduled commercial banks, mutual fund registered with SEBI, FPIs other than Category III foreign portfolio investors, VCFs, FVCIs, multilateral and bilateral development financial institutions, state industrial development corporation, insurance company registered with IRDA, provident fund (subject to applicable law) with minimum corpus of ₹ 250 million, pension fund with minimum corpus of ₹ 250 million, in accordance with applicable law and National Investment Fund set up by the Government of India, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India.	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions societies and trusts, Category III foreign portfolio investors.	Resident Indian individuals, Eligible NRIs and HUFs (in the name of Karta).
Terms of Payment	Full Bid Amount shall be payable at the time of submission of Bid cum Application Form. (including for Anchor Investors ⁽⁵⁾) ⁽⁶⁾	Full Bid Amount shall be payable at the time of submission of Bid cum Application Form. ⁽⁶⁾	Full Bid Amount shall be payable at the time of submission of Bid cum Application Form. ⁽⁶⁾

⁽¹⁾ Our Company and the Selling Shareholders may allocate up to 30% of the QIB Category 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 price at which allocation is being done to other Anchor Investors. For details, see "Offer Procedure" on page 414.

⁽²⁾ Subject to valid Bids being received at or above the Offer Price. This Offer is being made in accordance with Rule 19(2)(b)(i) of the SCRR and under the SEBI Regulations. This Offer will be made through the Book Building Process wherein 50% of the Offer shall be available for Allocation on a proportionate basis to QIBs, provided that our Company and the Selling Shareholders may allocate up to 30% of the QIB Category to Anchor Investors on a discretionary basis. 5% of the QIB Category (excluding the Anchor Investor Portion) 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 QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a

- proportionate basis to Non-Institutional Investors and not less than 35% of the Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Offer Price.
- (3) Please note that in addition to receipt of sufficient number of valid Bids from Retail Individual Investors, Non-Institutional Investors and Qualified Institutional Buyers and other conditions as stated in this Red Herring Prospectus, Allotment of Equity Shares pursuant to the Offer will be undertaken only upon receipt of Bids equivalent to at least 25% of the Offer (including Bids received under the Anchor Investor Portion) from Mutual Funds and/or Insurance Companies.
- (4) In case the Bid cum Application Form is submitted in joint names, the Bidders should ensure that the demat account is also held in the same joint names and are in the same sequence in which they appear in the Bid cum Application Form.
- (5) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Bid cum Application Forms. The balance, if any, shall be paid within the two Working Days of the Bid/Offer Closing Date.
- (6) In case of ASBA Bidders, the SCSB shall be authorised to block such funds in the bank account of the Bidder that are specified in the Bid cum Application Form.

Under subscription, if any, in any category, except in the QIB category, would be met with spill-over from other categories at the discretion of our Company and the Selling Shareholders in consultation with BRLMs and the Designated Stock Exchange.

Withdrawal of the Offer

Our Company and the Selling Shareholders, in consultation with the BRLMs, reserve the right not to proceed with the Offer anytime after the Bid/Offer Opening Date but before the Allotment of the Equity Shares. In such an event our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/Offer Closing Date, or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs to unblock the bank accounts of ASBA Bidders within one day of receipt of such notification. Our Company shall also inform the same to Stock Exchanges on which the Equity Shares are proposed to be listed.

If our Company and the Selling Shareholders withdraw the Offer after the Bid/Offer Closing Date and thereafter our Company determines that it will proceed with the fresh issue of our Company's Equity Shares and/ or an offer for sale of Equity Shares by any of existing shareholder of our Company, our Company shall file a fresh draft red herring prospectus with SEBI. Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with RoC.

Bid/Offer Programme

BID/OFFER OPENS ON	September 5, 2014*
BID/OFFER CLOSES ON	September 9, 2014

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

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

Event	Indicative Date
Bid/Offer Closing Date	September 9, 2014
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about September 18, 2014
Initiation of refunds	On or about September 19, 2014
Credit of the Equity Shares to demat accounts of Allottees	On or about September 19, 2014
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about September 23, 2014

The above timetable is indicative and does not constitute any obligation on our Company or the Selling Shareholders or the BRLMs. Whilst, our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within 12 Working Days of the Bid/Offer Closing Date, the timetable may change due to various factors, such as extension of the Bid/Offer Period by our Company and the Selling Shareholders, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. The Selling Shareholders confirm that they shall extend all reasonable co-operation required by our Company and the BRLMs for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares

(offered by each such Selling Shareholder in the Offer) at all the Stock Exchanges within 12 Working Days from the Bid/Offer Closing Date.

Except in relation to the Bids received from Anchor Investors, Bids and any revision in Bids shall be accepted **only between 10.00 a.m. and 5.00 p.m.** (Indian Standard Time, “IST”) during the Bid/Offer Period (except the Bid/Offer Closing Date) as mentioned above at the bidding centres and the Designated Branches as mentioned on the Bid cum Application Form. On the Bid/Offer Closing Date, the Bids and any revision in the Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and shall be uploaded until (i) 4.00 p.m. (IST) in case of Bids by QIBs and Non-Institutional Investors, and (ii) until 5.00 p.m. (IST) or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Investors after taking into account the total number of applications received up to the closure of timings and reported by BRLMs to the Stock Exchanges. It is clarified that the Bids not uploaded on the online IPO system would be rejected.

Due to limitation of time available for uploading Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date and no later than 1.00 p.m. (IST) on the Bid/Offer Closing Date. Any time mentioned in this Red Herring Prospectus is Indian Standard Time. Bidders are cautioned that in the event a large number of Bids are received on Bid/Offer Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids will be accepted only on Business Days, i.e., Monday to Friday (excluding any public holiday). None amongst our Company, the Selling Shareholders, or any member of Syndicate is liable for any failure in uploading Bids due to faults in any software/hardware system or otherwise.

On Bid/Offer Closing Date, extension of time will be granted by Stock Exchanges only for uploading Bids received by Retail Individual Investors after taking into account the total number of Bids received and as reported by BRLMs to the Stock Exchanges.

Our Company and the Selling Shareholders, in consultation with BRLMs, reserve the right to revise the Price Band during the Bid/Offer Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and Floor Price shall not be less than the Face Value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.

In case of revision of the Price Band, the Bid/Offer Period will be extended for at least three additional Working Days after revision of Price Band subject to Bid/Offer Period not exceeding 10 Working Days. Any revision in Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the changes on the websites of BRLMs and at the terminals of Syndicate Members.

In case of discrepancy in the data entered in the electronic book *vis-à-vis* the data contained in the physical Bid cum Application Form, for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book *vis-à-vis* the data contained in the physical or electronic Bid cum Application Form, for a particular ASBA Bidder, the Registrar to the Offer shall ask the relevant SCSB or the member of the Syndicate for rectified data.

OFFER PROCEDURE

All Bidders should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI (“General Information Document”) included below under section titled “- Part B – General Information Document”, which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI Regulations. The General Information Document has been updated to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer.

Our Company, the Selling Shareholders and the BRLMs do not accept any responsibility for the completeness and accuracy of the information stated in this section, and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this 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 the Equity Shares that can be held by them under applicable law or as specified in this Red Herring Prospectus.

PART A

Book Building Procedure

The Offer is being made through the Book Building Process wherein 50% of the Offer shall be available for Allocation on a proportionate basis to Qualified Institutional Buyers (“QIBs”), provided that our Company and the Selling Shareholders may allocate up to 30% of the QIB Category to Anchor Investors on a discretionary basis. 5% of the QIB Category (excluding the Anchor Investor Portion) 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 QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Offer Price.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories, at the discretion of our Company and the Selling Shareholders in consultation with the BRLMs and the Designated Stock Exchange.

Please note that in addition to receipt of sufficient number of valid Bids from Retail Individual Investors, Non-Institutional Investors and Qualified Institutional Buyers and other conditions as stated in this Red Herring Prospectus, Allotment Equity Shares pursuant to the Offer will be undertaken only upon receipt of Bids equivalent to at least 25% of the Offer (including Bids received under the Anchor Investor Portion) from Mutual Funds and/or Insurance Companies.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Bid cum Application Form

Please note that there is a common Bid cum Application Form for ASBA Bidders as well as for non-ASBA Bidders. Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLMs, the Syndicate Members, the Registered Brokers, the SCSBs and the Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available on the websites of the SCSBs, the NSE (www.nseindia.com) and the BSE (www.bseindia.com) and the terminals of the Registered Brokers. Physical Bid cum Application Forms for Anchor Investors shall be made available at the offices of the BRLMs.

QIBs (other than Anchor Investors) and Non-Institutional Investors shall mandatorily participate in the Offer only through the ASBA process. Retail Individual Investors can participate in the Offer through the ASBA process as well as the non-ASBA process.

ASBA Bidders must provide bank account details in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain such details are liable to be rejected. In relation to non-ASBA Bidders, the bank account details shall be available from the depository account on the basis of the DP ID, Client ID and PAN provided by the non-ASBA Bidders in their Bid cum Application Form.

Bidders shall ensure that the Bids were on Bid cum Application Forms bearing the stamp of a member of the Syndicate or the Registered Broker or the SCSCs, as the case may be submitted at the Bidding centres only (except in case of electronic Bid cum Application Forms) and the Bid cum Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Eligible NRIs, FPIs or FVCIs, registered Multilateral and Bilateral Development Financial Institutions applying on a repatriation basis	Blue
Anchor Investors	White

* Excluding electronic Bid cum Application Form

Who can Bid?

In addition to the category of Bidders set forth under “– *General Information Document for Investing in Public Issues – Category of Investors Eligible to Participate in an Offer*”, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- FPIs other than Category III foreign portfolio investor;
- Category III foreign portfolio investors, which are foreign corporates or foreign individuals only under the Non Institutional Investors (NIIs) category;
- Scientific and/or industrial research organisations authorised in India to invest in the Equity Shares.

Participation by associates and affiliates of the BRLMs and the Syndicate Members

The BRLMs and the Syndicate Members shall not be allowed to purchase in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLMs and the Syndicate Members may purchase the Equity Shares in the Offer, either in the QIB Category or in the Non-Institutional Category 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.

The BRLMs and any persons related to the BRLMs or the Promoters and the Promoter Group cannot apply in the Offer under the Anchor Investor Portion.

Bids by Mutual Funds

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

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 index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company’s paid-up share capital carrying voting rights.

Bids by Eligible NRIs

NRI may obtain copies of Bid cum Application Form from the offices of the BRLMs, the Syndicate Members, the Registered Brokers and the SCSCs. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs intending to make payment through freely convertible foreign exchange and bidding on a repatriation basis could make payments through Indian Rupee drafts purchased abroad or cheques or bank drafts or by debits to their non-resident external (“NRE”) or foreign currency non-resident (“FCNR”) accounts, maintained with banks authorized by the RBI to

deal in foreign exchange. Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour), accompanied by a bank certificate confirming that the payment has been made by debiting to the NRE or FCNR account, as the case may be. Payment for Bids by non-resident Bidder bidding on a repatriation basis will not be accepted out of non-resident ordinary (“NRO”) accounts.

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) is not permitted to exceed 10% of our post-Issue Equity Share capital. FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with ‘know your client’ norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

Any QFI or FII who holds a valid certificate of registration shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or sub-account may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Offer, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, a QFI may participate in the Offer until January 6, 2015 (or such other date as may be specified by SEBI) or if obtains a certificate of registration as FPI, whichever is earlier.

Bids by SEBI registered VCFs, AIFs and FVCIs

The SEBI VCF Regulations and the SEBI FVCI Regulations *inter alia* prescribe the investment restrictions on the VCFs and the FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs.

Accordingly, the holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one investee company. A category III AIF cannot invest more than 10% of the corpus in one investee company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulations.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders reserve the right to reject any Bid without assigning any reason thereof.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders reserve the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000 are broadly set forth below:

- (a) equity shares of a company: the least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- (b) the entire group of the investee company: the least of 10% of the respective fund in case of a life insurer or 10% of investment assets in case of a general insurer or reinsurer (25% in case of ULIPs); and
- (c) the industry sector in which the investee company operates: 10% of the insurer's total investment exposure to the industry sector (25% in case of ULIPs).

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 and the Selling Shareholders reserve the right to reject any Bid, without assigning any reason thereof.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in this Red Herring Prospectus.

General Instructions

Do's:

1. Check if you are eligible to apply as per the terms of this Red Herring Prospectus and under applicable law;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID and Client ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
5. Ensure that the Bids are submitted at the bidding centres only on forms bearing the stamp of the Syndicate (except in case of electronic forms) or with respect to ASBA Bidders, ensure that your Bid is submitted either to a member of the Syndicate (in the Specified Locations), a Designated Branch of the SCSB where the ASBA Bidder or the person whose bank account will be utilised by the ASBA Bidder for bidding has a bank account, or to a Registered Broker at the Broker Centres.
6. In relation to the ASBA Bids, ensure that your Bid cum Application Form is submitted either at a Designated Branch of a SCSB where the ASBA Account is maintained or with the Syndicate in the Specified Locations or with a Registered Broker at the Broker Centres, and not to the Escrow Collecting Banks (assuming that such bank is not a SCSB) or to our Company or the Selling Shareholders or the Registrar to the Offer;
7. With respect to the ASBA Bids, ensure that the Bid cum Application Form is signed by the account holder in case the applicant is not the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
8. QIBs (other than Anchor Investors) and the Non-Institutional Investors should submit their Bids through the ASBA process only;

9. With respect to Bids by SCSBs, ensure that you have a separate account in your own name with any other SCSB having clear demarcated funds for applying under the ASBA process and that such separate account (with any other SCSB) is used as the ASBA Account with respect to your Bid;
10. Ensure that you request for and receive a TRS for all your Bid options;
11. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to the respective member of the Syndicate (in the Specified Locations), the SCSBs or the Registered Broker (at the Broker Centres);
12. Ensure that you have funds equal to the Bid Amount in your bank account before submitting the Bid cum Application Form under non-ASBA process to the Syndicate or the Registered Brokers;
13. With respect to non-ASBA Bids, ensure that the full Bid Amount is paid for the Bids and with respect to ASBA Bids, ensure funds equivalent to the Bid Amount are blocked;
14. Instruct your respective banks to not release the funds blocked in the ASBA Account under the ASBA process;
15. Submit revised Bids to the same member of the Syndicate, SCSB or Registered Broker, as applicable, through whom the original Bid was placed and obtain a revised TRS;
16. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the demographic details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the demographic details evidencing the same;
17. Ensure that the Demographic Details (as defined herein below) are updated, true and correct in all respects;
18. 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.
19. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms.
20. 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;
21. Ensure that the category and sub-category is indicated;
22. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
23. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
24. Ensure that the DP ID, the Client ID and the PAN mentioned in the Bid cum Application Form and entered into the online IPO system of the stock exchanges by the Syndicate, the SCSBs or the

Registered Brokers, as the case may be, match with the DP ID, Client ID and PAN available in the Depository database;

25. In relation to the ASBA Bids, ensure that you use the Bid cum Application Form bearing the stamp of the Syndicate (in the Specified Locations) and/or relevant SCSB and/ or the Designated Branch and/ or the Registered Broker at the Broker Centres (except in case of electronic forms);
26. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and this Red Herring Prospectus;
27. ASBA Bidders bidding through a member of the Syndicate should ensure that the Bid cum Application Form is submitted to a member of the Syndicate only in the Specified Locations and that the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has named at least one branch at that location for the Syndicate to deposit Bid cum Application Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>). ASBA Bidders bidding through a Registered Broker should ensure that the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has named at least one branch at that location for the Registered Brokers to deposit Bid cum Application Forms;
28. Ensure that you have mentioned the correct ASBA Account number in the Bid cum Application Form;
29. In relation to the ASBA Bids, ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form; and
30. In relation to the ASBA Bids, ensure that you receive an acknowledgement from the Designated Branch of the SCSB or from the member of the Syndicate in the Specified Locations or from the Registered Broker at the Broker Centres, as the case may be, for the submission of your Bid cum Application Form.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not Bid on another Bid cum Application Form after you have submitted a Bid to the Syndicate, the SCSBs or the Registered Brokers, as applicable;
4. Do not pay the Bid Amount in cash, by money order or by postal order or by stockinvest;
5. Do not send Bid cum Application Forms by post; instead submit the same to the Syndicate, the SCSBs or the Registered Brokers only;
6. Do not submit the Bid cum Application Forms to the Escrow Collection Bank(s), our Company, the Selling Shareholders or the Registrar to the Offer;
7. Do not Bid on a Bid cum Application Form that does not have the stamp of the Syndicate, the Registered Brokers or the SCSBs;
8. Anchor Investors should not Bid through the ASBA process;
9. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Investors);
10. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by Retail Individual Investors);

11. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer size and/ or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
12. Do not submit the GIR number instead of the PAN;
13. Do not submit the Bids without the full Bid Amount;
14. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
15. 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;
16. If you are a QIB, do not submit your Bid after 3.00 pm on the Bid/Offer Closing Date for QIBs;
17. If you are a Non-Institutional Investor or Retail Individual Investor, do not submit your Bid after 3.00 pm on the Bid/Offer Closing Date;
18. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872;
19. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Investor;
20. Do not submit more than five Bid cum Application Forms per ASBA Account;
21. Do not submit ASBA Bids to a member of the Syndicate at a location other than the Specified Locations or to the brokers other than the Registered Brokers at a location other than the Broker Centres;
22. Do not submit ASBA Bids to a member of the Syndicate in the Specified Locations unless the SCSB where the ASBA Account is maintained, as specified in the Bid cum Application Form, has named at least one branch in the relevant Specified Location, for the Syndicate to deposit Bid cum Application Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>); and
23. Do not submit ASBA Bids to a Registered Broker unless the SCSB where the ASBA Account is maintained, as specified in the Bid cum Application Form, has named at least one branch in that location for the Registered Broker to deposit the Bid cum Application Forms.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Payment instructions

In terms of RBI circular no. DPSS.CO.CHD.No./133/04.07.05/2013-14 dated July 16, 2013, non-CTS cheques are processed in three CTS centres three days of the week. In order to enable listing and trading of Equity Shares within 12 Working Days of the Bid/Offer Closing Date, investors are advised to use CTS cheques or use the ASBA facility to make payment. Investors are cautioned that Bid cum Application Forms accompanied by non-CTS cheques are liable to be rejected due to any delay in clearing beyond six Working Days from the Bid/Offer Closing Date.

Payment into Escrow Account for non-ASBA Bidders

The payment instruments for payment into the Escrow Account should be drawn in favour of:

- (a) In case of resident Retail Individual Investors: "Escrow Account – Sharda Cropchem IPO - R"
- (b) In case of Non-Resident Retail Individual Investors: "Escrow Account – Sharda Cropchem IPO – NR"

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: “Escrow Account – Sharda Cropchem IPO – Anchor Investor - R”
- (b) In case of Non-Resident Anchor Investors: “Escrow Account – Sharda Cropchem IPO – Anchor Investor - NR”

Pre- Offer Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering this Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI Regulations, in the: (i) English national daily newspaper, Financial Express; (ii) Hindi national daily newspaper, Jansatta; and (iii) Marathi newspaper Navshakti, each with wide circulation.

Signing of the Underwriting Agreement and the RoC Filing

- (a) Our Company, the Selling Shareholders and the Syndicate intend to enter into an Underwriting Agreement after the finalisation of the Offer Price.
- (b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with the applicable law, which then would be termed as the ‘Prospectus’. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, Offer size, and underwriting arrangements and will be complete in all material respects.

Undertakings by our Company

Our Company undertakes the following:

- That if the Company or Selling Shareholders do not proceed with the Offer, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The stock exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;
- That if the Company and the Selling Shareholders withdraw the Offer after the Bid/Offer Closing Date, our Company shall be required to file a fresh offer document with the RoC/ SEBI, in the event our Company and/or any selling shareholder subsequently decides to proceed with the Offer;
- That the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- That all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within 12 Working Days of the Bid/Offer Closing Date;
- Allotment letters shall be issued or application money shall be refunded within 15 days from the Bid/Offer Closing Date or such lesser time specified by SEBI, else application money shall be refunded forthwith, failing which interest shall be due to the applicants at the rate of 15% per annum for the delayed period;
- That the funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- That where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 days from the Bid/Offer Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- That the certificates of the securities/ refund orders to Eligible NRIs shall be despatched within specified time;
- That no further Offer of the Equity Shares shall be made till the Equity Shares offered through this Red Herring Prospectus are listed or until the Bid monies are refunded on account of non-listing, under-

subscription, etc.;

- That adequate arrangements shall be made to collect all Bid cum Application Forms under the ASBA process and to consider them similar to non-ASBA Bids while finalising the Basis of Allotment.

Undertakings by the Selling Shareholders

Each Selling Shareholder severally undertakes that:

- the Equity Shares being sold by it pursuant to the Offer, have been held by it for a period of at least one year prior to the date of filing the Draft Red Herring Prospectus with SEBI, are fully paid-up and are in dematerialised form;
- it is the legal and beneficial owner of, and has full title to, the Equity Shares being sold in the Offer;
- the Equity Shares being sold by it pursuant to the Offer are free and clear of any liens or encumbrances and shall be transferred to the eligible investors within the time specified under applicable law;
- it shall provide all reasonable co-operation as requested by our Company in relation to the completion of allotment and dispatch of the allotment advice and CAN, if required, and refund orders to the extent of the Equity Shares offered by it pursuant to the Offer;
- it shall provide such reasonable support and extend such reasonable cooperation as may be required by our Company and the BRLMs in redressal of such investor grievances that pertain to the Equity Shares held by it and being offered pursuant to the Offer;
- funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed in the RHP and Prospectus shall be made available to the Registrar to the Offer by the Selling Shareholders;
- it shall provide such reasonable support and extend such reasonable co-operation as may be required by our Company in sending a suitable communication, where refunds are made through electronic transfer of funds, to the applicant within 15 days from the Bid/Offer Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- it shall not have recourse to the proceeds of the Offer until final approval for trading of the Equity Shares from all Stock Exchanges where listing is sought has been received;
- if the Selling Shareholders do not proceed with the Offer after the Bid/Offer Closing Date, the reason thereof shall be given by our Company as a public notice within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The stock exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly. It shall extend all reasonable cooperation requested by our Company and the BRLMs in this regard;
- it shall not further transfer the Equity Shares except in the Offer during the period commencing from submission of the Draft Red Herring Prospectus with SEBI until the final trading approvals from all the Stock Exchanges have been obtained for the Equity Shares Allotted/ to be Allotted pursuant to the Offer and shall not sell, dispose of in any manner or create any lien, charge or encumbrance on the Equity Shares offered by it in the Offer;
- it shall take all such steps as may be required to ensure that the Equity Shares being sold by it pursuant to the Offer are available for transfer in the Offer within the time specified under applicable law; and
- it shall comply with all applicable laws, in India and Mauritius, including the Companies Act, the SEBI Regulations, the FEMA and the applicable circulars, guidelines and regulations issued by SEBI and RBI, each in relation to the Equity Shares offered by it in the Offer.

Utilisation of Offer proceeds

The Selling Shareholders along with our Company declare that all monies received out of the Offer shall be credited/ transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013.

PART B

General Information Document for Investing in Public Issues

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Bidders/Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Bidders/Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Red Herring Prospectus/Prospectus before investing in the Issue.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken through the Book-Building process as well as to the Fixed Price Issues. The purpose of the “General Information Document for Investing in Public Issues” is to provide general guidance to potential Bidders/Applicants in IPOs and FPOs, on the processes and procedures governing IPOs and FPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“**SEBI ICDR Regulations, 2009**”).

Bidders/Applicants should note that investment in equity and equity related securities involves risk and Bidder/Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue are set out in the Red Herring Prospectus (“RHP”)/Prospectus filed by the Issuer with the Registrar of Companies (“**RoC**”). Bidders/Applicants should carefully read the entire RHP/Prospectus and the Bid cum Application Form/Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the RHP/Prospectus, the disclosures in the RHP/Prospectus shall prevail. The RHP/Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the **BRLM(s)** to the Issue and on the website of Securities and Exchange Board of India (“**SEBI**”) at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Bidders/Applicants may refer to the section “Glossary and Abbreviations”.

SECTION 2: BRIEF INTRODUCTION TO IPOs/FPOs

2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations, 2009. For details of compliance with the eligibility requirements by the Issuer Bidders/Applicants may refer to the RHP/Prospectus.

2.2 Further public offer (FPO)

An FPO means an offer of specified securities by a listed Issuer to the public for subscription and may include Offer for Sale of specified securities to the public by any existing holder of such securities in a listed Issuer.

For undertaking an FPO, the Issuer is *inter-alia* required to comply with the eligibility requirements in terms of Regulation 26/27 of SEBI ICDR Regulations, 2009. For details of compliance with the eligibility requirements by the Issuer Bidders/Applicants may refer to the RHP/Prospectus.

2.3 Other Eligibility Requirements:

In addition to the eligibility requirements specified in paragraphs 2.1 and 2.2, an Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, 2009, the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Rules, 1957 (the “SCRR”), industry-specific regulations, if any, and other applicable laws for the time being in force.

For details in relation to the above Bidders/Applicants may refer to the RHP/Prospectus.

2.4 Types of Public Issues – Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI ICDR Regulations, 2009, an Issuer can either determine the Issue Price through the Book Building Process (“**Book Built Issue**”) or undertake a Fixed Price Issue (“**Fixed Price Issue**”). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Draft Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-issue advertisement was given at least five Working Days before the Bid/Issue Opening Date, in case of an IPO and at least one Working Day before the Bid/Issue Opening Date, in case of an FPO.

The Floor Price or the Issue price cannot be lesser than the face value of the securities.

Bidders/Applicants should refer to the RHP/Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

2.5 ISSUE PERIOD

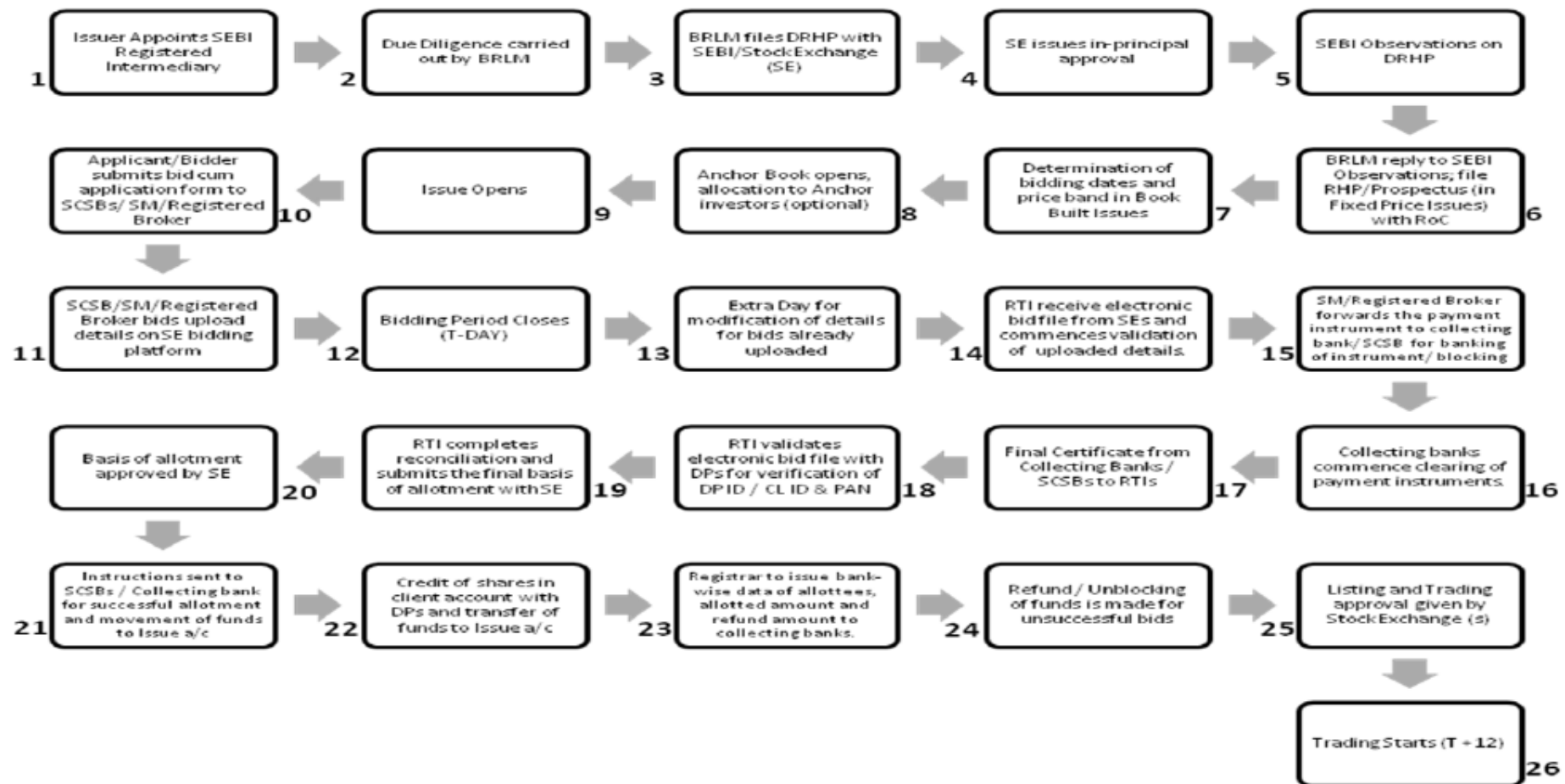
The Issue may be kept open for a minimum of three Working Days (for all category of Bidders/Applicants) and not more than ten Working Days. Bidders/Applicants are advised to refer to the Bid cum Application Form and Abridged Prospectus or RHP/Prospectus for details of the Bid/Issue Period. Details of Bid/Issue Period are also available on the website of Stock Exchange(s).

In case of a Book Built Issue, the Issuer may close the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date if disclosures to that effect are made in the RHP. In case of revision of the Floor Price or Price Band in Book Built Issues the Bid/Issue Period may be extended by at least three Working Days, subject to the total Bid/Issue Period not exceeding 10 Working Days. For details of any revision of the Floor Price or Price Band, Bidders/Applicants may check the announcements made by the Issuer on the websites of the Stock Exchanges and the BRLM(s), and the advertisement in the newspaper(s) issued in this regard.

2.6 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price and Book Built Issues is as follows. Bidders/Applicants may note that this is not applicable for Fast Track FPOs.:

- In case of Issue other than Book Built Issue (Fixed Price Issue) the process at the following of the below mentioned steps shall be read as:
 - i. Step 7 : Determination of Issue Date and Price
 - ii. Step 10: Applicant submits ASBA Application Form with Designated Branch of SCSB and Non-ASBA forms directly to collection Bank and not to Broker.
 - iii. Step 11: SCSB uploads ASBA Application details in Stock Exchange Platform
 - iv. Step 12: Issue period closes
 - v. Step 15: Not Applicable



SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Bidder/Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Bidders/Applicants, such as NRIs, FII's, FPIs, QFIs and FVCIs may not be allowed to Bid/Apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

Subject to the above, an illustrative list of Bidders/Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- Bids/Applications belonging to an account for the benefit of a minor (under guardianship);
- 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;
- Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
- QIBs;
- NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;
- Qualified Foreign Investors subject to applicable law;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations, 2009 and other laws, as applicable);
- FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or foreign individual, bidding under the QIBs category;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals only under the Non Institutional Investors (NIIs) category;
- FPIs other than Category III foreign portfolio investors bidding under the QIBs category;
- FPIs which are Category III foreign portfolio investors, bidding under the NIIs category;
- Trusts/societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/societies and who are authorised under their respective constitutions to hold and invest in equity shares;
- Limited liability partnerships registered under the Limited Liability Partnership Act, 2008; and
- Any other person eligible to Bid/Apply in the Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws.
- As per the existing regulations, OCBs are not allowed to participate in an Issue.

SECTION 4: APPLYING IN THE ISSUE

Book Built Issue: Bidders should only use the specified Bid cum Application Form either bearing the stamp of a member of the Syndicate or bearing a stamp of the Registered Broker or stamp of SCSBs as available or downloaded from the websites of the Stock Exchanges.

Bid cum Application Forms are available with the members of the Syndicate, Registered Brokers, Designated Branches of the SCSBs and at the registered office of the Issuer. Electronic Bid cum Application Forms will be available on the websites of the Stock Exchanges at least one day prior to the Bid/Issue Opening Date. For

further details regarding availability of Bid cum Application Forms, Bidders may refer to the RHP/Prospectus.

Fixed Price Issue: Applicants should only use the specified cum Application Form either bearing the stamp of Collection Bank(s) or SCSBs as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the Branches of Collection Banks or Designated Branches of the SCSBs and at the registered office of the Issuer. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus.

Bidders/Applicants should ensure that they apply in the appropriate category. The prescribed color of the Bid cum Application Form for various categories of Bidders/Applicants is as follows:

Category	Color of the Bid cum Application Form
Resident Indian, Eligible NRIs applying on a non repatriation basis	White
NRIs, FVCIs, FIIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporate(s) or foreign individuals bidding under the QIB), FPIs, QFIs, on a repatriation basis	Blue
Anchor Investors (where applicable) & Bidders/Applicants bidding/applying in the reserved category	[As specified by the Issuer]

Securities Issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Bidders/Applicants will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities rematerialised subsequent to allotment.

4.1 INSTRUCTIONS FOR FILING THE BID CUM APPLICATION FORM/ APPLICATION FORM

Bidders/Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the RHP and the Bid cum Application Form/Application Form are liable to be rejected.

Instructions to fill each field of the Bid cum Application Form can be found on the reverse side of the Bid cum Application Form. Specific instructions for filling various fields of the Resident Bid cum Application Form and Non-Resident Bid cum Application Form and samples are provided below.

The samples of the Bid cum Application Form for resident Bidders and the Bid cum Application Form for non-resident Bidders are reproduced below:

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

COMMON BID CUM APPLICATION FORM FOR ASBA / NON-ASBA **XYZ LIMITED - PUBLIC ISSUE - R** **FOR RESIDENT INDIAN, QIB, ELIGIBLE NRI's APPLYING ON A NON-REPATRIATION BASIS**

Logo To, The Board of Directors XYZ Limited **BOOK BUILDING ISSUE** Bid cum Application Form No. IN

SYNDICATE MEMBER'S STAMP & CODE		BROKER'S/AGENT'S STAMP & CODE		1. NAME & CONTACT DETAILS of Sole / First Applicant	
ESCROW BANK / SCBS BRANCH STAMP & CODE		SUB-BROKER'S/SUB-AGENT'S STAMP & CODE		Mr. / Ms. _____	
BANK BRANCH SERIAL NO.		REGISTRAR'S / SCBS SERIAL NO.		Address _____	
				Email _____	
				Tel. No (with STD code) / Mobile _____	
				2. PAN OF SOLE / FIRST APPLICANT	

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL												6. Investor Status											
For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID												<input type="checkbox"/> Individual(s) - IND <input type="checkbox"/> Hindu Undivided Family* - HUF <input type="checkbox"/> Bodies Corporate - CO <input type="checkbox"/> Banks & Financial Institutions - FI <input type="checkbox"/> Mutual Funds - MF <input type="checkbox"/> Non-Resident Indians - NRI (Non-Repatriation basis) <input type="checkbox"/> National Investment Fund - NIF <input type="checkbox"/> Insurance Funds - IF <input type="checkbox"/> Insurance Companies - IC <input type="checkbox"/> Venture Capital Funds - VCF <input type="checkbox"/> Others (Please specify) - OTH											
4. BID OPTIONS (Only Retail Individual Bidders can Bid at "Cut-off")												5. Category											
Bid Options		No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)				Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)				5. Category													
						Bid Price Discount, if any Net Price "Cut-off" (Please tick)				<input type="checkbox"/> Retail Individual <input type="checkbox"/> Non-Institutional <input type="checkbox"/> QIB													
Option 1																							
(OR) Option 2																							
(OR) Option 3																							

7. PAYMENT DETAILS (Please tick (✓) any one of payment option A or B below)												PAYMENT OPTIONS <input type="checkbox"/> Full Payment <input type="checkbox"/> Part Payment											
Amount Paid (₹ in figures) _____ (₹ in words) _____																							
<input type="checkbox"/> (A) CHEQUE/ DEMAND DRAFT (DD) Cheque/DD No. _____ Dated D / M / Y Y Drawn on (Bank Name & Branch) _____												<input type="checkbox"/> (B) ASBA Bank A/c No. _____ Bank Name & Branch _____											

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED FORM 2A AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/We (on behalf of joint applicants, if any) hereby confirm that I/We have read the Instructions for Filling up the Bid Cum Application Form given overleaf.

8A. SIGNATURE OF SOLE/ FIRST APPLICANT												8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS) (For ASBA option ONLY)												BROKER'S / SCBS BRANCH'S STAMP (Acknowledging upload of Bid in Stock Exchange system)											
Date : _____, 2011												I/We authorize the SCBS to do all acts as are necessary to make the Application in the issue 1) _____ 2) _____ 3) _____																							

TEAR HERE

XYZ LIMITED												Acknowledgement Slip for Syndicate Member / SCBS												Bid cum Application Form No. _____											
DPID / CLID _____												PAN _____																							
Amount Paid (₹ in figures) _____												Bank & Branch _____												Stamp & Signature of Banker											
Cheque / DD/ASBA Bank A/c No. _____																																			
Received from Mr./Ms. _____																																			
Telephone / Mobile _____												Email _____																							

TEAR HERE

XYZ LIMITED												Option 1 Option 2 Option 3												Stamp & Signature of Syndicate Member / SCBS												Name of Sole / First Applicant											
No. of Equity Shares																																															
Bid Price																																															
Amount Paid (₹)																																															
Cheque / DD/ASBA Bank A/c No. _____																																															
Bank & Branch _____																																															
																																				Acknowledgement Slip for Bidder											
																																				Bid cum Application Form No. _____											

communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Bid cum Application Form may be used by the Issuer, the members of the Syndicate, the Registered Broker and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.

- (c) **Joint Bids/Applications:** In the case of Joint Bids/Applications, the Bids /Applications should be made in the name of the Bidder/Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidder/Applicant would be required in the Bid cum Application Form/Application Form and such first Bidder/Applicant would be deemed to have signed on behalf of the joint holders. All payments may be made out in favor of the Bidder/Applicant whose name appears in the Bid cum Application Form/Application Form or the Revision Form and all communications may be addressed to such Bidder/Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.
- (d) **Impersonation:** Attention of the Bidders/Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who:

- (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, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

- (e) **Nomination Facility to Bidder/Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders/Applicants should inform their respective DP.

4.1.2 **FIELD NUMBER 2: PAN NUMBER OF SOLE/FIRST BIDDER/APPLICANT**

- (a) PAN (of the sole/ first Bidder/Applicant) provided in the Bid cum Application Form/Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.
- (b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Bids/Applications on behalf of the Central or State Government, Bids/Applications by officials appointed by the courts and Bids/Applications by Bidders/Applicants residing in Sikkim (“PAN Exempted Bidders/Applicants”). Consequently, all Bidders/Applicants, other than the PAN Exempted Bidders/Applicants, are required to disclose their PAN in the Bid cum Application Form/Application Form, irrespective of the Bid/Application Amount. A Bid cum Application Form/Application Form without PAN, except in case of Exempted Bidders/Applicants, is liable to be rejected. Bids/Applications by the Bidders/Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

- (c) The exemption for the PAN Exempted Bidders/Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.
- (d) Bid cum Application Forms/Application Forms which provide the General Index Register Number instead of PAN may be rejected.
- (e) Bids/Applications by Bidders whose demat accounts have been ‘suspended for credit’ are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as “Inactive demat accounts” and demographic details are not provided by depositories.

4.1.3 **FIELD NUMBER 3: BIDDERS/APPLICANTS DEPOSITORY ACCOUNT DETAILS**

- (a) Bidders/Applicants should ensure that DP ID and the Client ID are correctly filled in the Bid cum Application Form/Application Form. The DP ID and Client ID provided in the Bid cum Application Form/Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Bid cum Application Form/Application Form is liable to be rejected.**
- (b) Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form/Application Form is active.
- (c) Bidders/Applicants should note that on the basis of DP ID and Client ID as provided in the Bid cum Application Form/Application Form, the Bidder/Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for giving refunds and allocation advice (including through physical refund warrants, direct credit, NECS, NEFT and RTGS), or unblocking of ASBA Account or for other correspondence(s) related to an Issue.
- (d) Bidders/Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants’ sole risk.

4.1.4 **FIELD NUMBER 4: BID OPTIONS**

- (a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the Prospectus/RHP by the Issuer. The Issuer is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in at least one English, one Hindi and one regional newspaper, with wide circulation, at least five Working Days before Bid/Issue Opening Date in case of an IPO, and at least one Working Day before Bid/Issue Opening Date in case of an FPO.
- (b) The Bidders may Bid at or above Floor Price or within the Price Band for IPOs /FPOs undertaken through the Book Building Process. In the case of Alternate Book Building Process for an FPO, the Bidders may Bid at Floor Price or any price above the Floor Price (For further details bidders may refer to (Section 5.6 (e))
- (c) **Cut-Off Price:** Retail Individual Investors or Employees or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs may be rejected.
- (d) **Minimum Application Value and Bid Lot:** The Issuer in consultation with the BRLMs may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of Rs. 10,000 to Rs.15,000. The minimum Bid Lot is accordingly determined by an Issuer on basis of such minimum application value.

- (e) **Allotment:** The allotment of specified securities to each RII shall not be less than the minimum Bid Lot, subject to availability of shares in the RII category, and the remaining available shares, if any, shall be allotted on a proportionate basis. For details of the Bid Lot, bidders may refer to the RHP/Prospectus or the advertisement regarding the Price Band published by the Issuer.

4.1.4.1 Maximum and Minimum Bid Size

- (a) The Bidder may Bid for the desired number of Equity Shares at a specific price. Bids by Retail Individual Investors, Employees and Retail Individual Shareholders must be for such number of shares so as to ensure that the Bid Amount less Discount (as applicable), payable by the Bidder does not exceed Rs. 200,000.

In case the Bid Amount exceeds Rs. 200,000 due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category, with it not being eligible for Discount then such Bid may be rejected if it is at the Cut-off Price.

- (b) For NRIs, a Bid Amount of up to Rs. 200,000 may be considered under the Retail Category for the purposes of allocation and a Bid Amount exceeding ₹ 200,000 may be considered under the Non-Institutional Category for the purposes of allocation.
- (c) Bids by QIBs and NIIs must be for such minimum number of shares such that the Bid Amount exceeds Rs. 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum Application Form and the RHP/Prospectus, or as advertised by the Issuer, as the case may be. Non-Institutional Bidders and QIBs are not allowed to Bid at 'Cut-off Price'.
- (d) RII may revise their bids till closure of the bidding period or withdraw their bids until finalization of allotment. QIBs and NII's cannot withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after bidding and are required to pay the Bid Amount upon submission of the Bid.
- (e) In case the Bid Amount reduces to Rs. 200,000 or less due to a revision of the Price Band, Bids by the Non-Institutional Bidders who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.
- (f) For Anchor Investors, if applicable, the Bid Amount shall be least Rs.10 crores. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors. Bids by various schemes of a Mutual Fund shall be aggregated to determine the Bid Amount. A Bid cannot be submitted for more than 30% of the QIB Portion under the Anchor Investor Portion. Anchor Investors cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the Anchor Investor Bid/ Issue Period and are required to pay the Bid Amount at the time of submission of the Bid. In case the Anchor Investor Issue Price is lower than the Issue Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Issue Price is lower than the Anchor Investor Issue Price, the amount in excess of the Issue Price paid by the Anchor Investors shall not be refunded to them.
- (g) A Bid cannot be submitted for more than the Issue size.
- (h) The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.
- (i) The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the Issue Price, the number of Equity Shares Bid for by a Bidder at or above the Issue Price may be considered for allotment and the rest of the Bid(s), irrespective of the Bid Amount may automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process (For details of bidders may refer to (Section 5.6 (e)).

4.1.4.2 Multiple Bids

- (a) Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids.

Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

- (b) Bidders are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple Bids:

- i. All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.
- ii. For Bids from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Bidders, the Bid cum Application Forms may be checked for common DP ID and Client ID. Such Bids which have the same DP ID and Client ID may be treated as multiple Bids and are liable to be rejected.

- (c) The following Bids may not be treated as multiple Bids:

- i. Bids by Reserved Categories bidding in their respective Reservation Portion as well as bids made by them in the Net Issue portion in public category.
- ii. Separate Bids by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Bids clearly indicate the scheme for which the Bid has been made.
- iii. Bids by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.
- iv. Bids by Anchor Investors under the Anchor Investor Portion and the QIB Category.

4.1.5 **FIELD NUMBER 5 : CATEGORY OF BIDDERS**

- (a) The categories of Bidders identified as per the SEBI ICDR Regulations, 2009 for the purpose of Bidding, allocation and allotment in the Issue are RIIs, NIIs and QIBs.
- (b) Up to 30% of the QIB Category can be allocated by the Issuer, on a discretionary basis subject to the criteria of minimum and maximum number of anchor investors based on allocation size, to the Anchor Investors, in accordance with SEBI ICDR Regulations, 2009, with one-third of the Anchor Investor Portion reserved for domestic Mutual Funds subject to valid Bids being received at or above the Issue Price. For details regarding allocation to Anchor Investors, bidders may refer to the RHP/Prospectus.
- (c) An Issuer can make reservation for certain categories of Bidders/Applicants as permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, Bidders/Applicants may refer to the RHP/Prospectus.
- (d) The SEBI ICDR Regulations, 2009, specify the allocation or allotment that may be made to various categories of Bidders in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation Bidder/Applicant may refer to the RHP/Prospectus.

4.1.6 **FIELD NUMBER 6: INVESTOR STATUS**

- (a) Each Bidder/Applicant should check whether it is eligible to apply under applicable law and

ensure that any prospective allotment to it in the Issue is in compliance with the investment restrictions under applicable law.

- (b) Certain categories of Bidders/Applicants, such as NRIs, FIIs, FPIs, QFIs and FVCIs may not be allowed to Bid/Apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.
- (c) Bidders/Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Bid cum Application Form and Non-Resident Bid cum Application Form.
- (d) Bidders/Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 **FIELD NUMBER 7: PAYMENT DETAILS**

- (a) All Bidders are required to make payment of the full Bid Amount (net of any Discount, as applicable) along-with the Bid cum Application Form. If the Discount is applicable in the Issue, the RIIs should indicate the full Bid Amount in the Bid cum Application Form and the payment shall be made for Bid Amount net of Discount. Only in cases where the RHP/Prospectus indicates that part payment may be made, such an option can be exercised by the Bidder. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less Discount offered, if any.
- (b) Bidders who Bid at Cut-off price shall deposit the Bid Amount based on the Cap Price.
- (c) QIBs and NIIs can participate in the Issue only through the ASBA mechanism.
- (d) RIIs and/or Reserved Categories bidding in their respective reservation portion can Bid, either through the ASBA mechanism or by paying the Bid Amount through a cheque or a demand draft (“Non-ASBA Mechanism”).
- (e) Bid Amount cannot be paid in cash, through money order or through postal order.

4.1.7.1 **Instructions for non-ASBA Bidders:**

- (a) Non-ASBA Bidders may submit their Bids with a member of the Syndicate or any of the Registered Brokers of the Stock Exchange. The details of Broker Centres along with names and contact details of the Registered Brokers are provided on the websites of the Stock Exchanges.
- (b) **For Bids made through a member of the Syndicate:** The Bidder may, with the submission of the Bid cum Application Form, draw a cheque or demand draft for the Bid Amount in favour of the Escrow Account as specified under the RHP/Prospectus and the Bid cum Application Form and submit the same to the members of the Syndicate at Specified Locations.
- (c) **For Bids made through a Registered Broker:** The Bidder may, with the submission of the Bid cum Application Form, draw a cheque or demand draft for the Bid Amount in favour of the Escrow Account as specified under the RHP/Prospectus and the Bid cum Application Form and submit the same to the Registered Broker.
- (d) If the cheque or demand draft accompanying the Bid cum Application Form is not made favoring the Escrow Account, the Bid is liable to be rejected.

- (e) Payments should be made by cheque, or demand draft drawn on any bank (including a co-operative bank), which is situated at, and is a member of or sub-member of the bankers' clearing house located at the centre where the Bid cum Application Form is submitted. Cheques/bank drafts drawn on banks not participating in the clearing process may not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected.
- (f) The Escrow Collection Banks shall maintain the monies in the Escrow Account for and on behalf of the Bidders until the Designated Date.
- (g) Bidders are advised to provide the number of the Bid cum Application Form and PAN on the reverse of the cheque or bank draft to avoid any possible misuse of instruments submitted.

4.1.7.2 Payment instructions for ASBA Bidders

- (a) ASBA Bidders may submit the Bid cum Application Form either
 - i. in physical mode to the Designated Branch of an SCSB where the Bidders/Applicants have ASBA Account, or
 - ii. in electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or
 - iii. in physical mode to a member of the Syndicate at the Specified Locations, or
 - iv. Registered Brokers of the Stock Exchange
- (b) ASBA Bidders may specify the Bank Account number in the Bid cum Application Form. The Bid cum Application Form submitted by an ASBA Bidder and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.
- (c) Bidders should ensure that the Bid cum Application Form is also signed by the ASBA Account holder(s) if the Bidder is not the ASBA Account holder;
- (d) Bidders shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
- (e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.
- (f) **ASBA Bidders bidding through a member of the Syndicate** should ensure that the Bid cum Application Form is submitted to a member of the Syndicate only at the Specified locations. ASBA Bidders should also note that Bid cum Application Forms submitted to a member of the Syndicate at the Specified locations may not be accepted by the Member of the Syndicate if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for the members of the Syndicate to deposit Bid cum Application Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>).
- (g) **ASBA Bidders bidding through a Registered Broker** should note that Bid cum Application Forms submitted to the Registered Brokers may not be accepted by the Registered Broker, if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for the Registered Brokers to deposit Bid cum Application Forms.
- (h) **ASBA Bidders bidding directly through the SCSBs** should ensure that the Bid cum Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

- (i) Upon receipt of the Bid cum Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form.
- (j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and for application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.
- (k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Bids on the Stock Exchange platform and such bids are liable to be rejected.
- (l) Upon submission of a completed Bid cum Application Form each ASBA Bidder may be deemed to have agreed to block the entire Bid Amount and authorized the Designated Branch of the SCSB to block the Bid Amount specified in the Bid cum Application Form in the ASBA Account maintained with the SCSBs.
- (m) The Bid Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Bid, as the case may be.
- (n) SCSBs bidding in the Issue must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

4.1.7.2.1 Unblocking of ASBA Account

- (a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Bid, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Bid, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected ASBA Bids, if any, along with reasons for rejection and details of withdrawn or unsuccessful Bids, if any, to enable the SCSBs to unblock the respective bank accounts.
- (b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful ASBA Bidder to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.
- (c) In the event of withdrawal or rejection of the Bid cum Application Form and for unsuccessful Bids, the Registrar to the Issue may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within 12 Working Days of the Bid/Issue Closing Date.

4.1.7.3 Additional Payment Instructions for NRIs

The Non-Resident Indians who intend to make payment through Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of Bids by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

4.1.7.4 Discount (if applicable)

- (a) The Discount is stated in absolute rupee terms.
- (b) Bidders applying under RII category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Issue, Bidders may refer to the RHP/Prospectus.

- (c) The Bidders entitled to the applicable Discount in the Issue may make payment for an amount i.e. the Bid Amount less Discount (if applicable).

Bidder may note that in case the net payment (post Discount) is more than two lakh Rupees, the bidding system automatically considers such applications for allocation under Non-Institutional Category. These applications are neither eligible for Discount nor fall under RII category.

4.1.8 **FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS**

- (a) Only the First Bidder/Applicant is required to sign the Bid cum Application Form/Application Form. Bidders/Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- (b) If the ASBA Account is held by a person or persons other than the ASBA Bidder/Applicant., then the Signature of the ASBA Account holder(s) is also required.
- (c) In relation to the ASBA Bids/Applications, signature has to be correctly affixed in the authorization/undertaking box in the Bid cum Application Form/Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form/Application Form.
- (d) Bidders/Applicants must note that Bid cum Application Form/Application Form without signature of Bidder/Applicant and /or ASBA Account holder is liable to be rejected.

4.1.9 **ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

- (a) Bidders should ensure that they receive the acknowledgment duly signed and stamped by a member of the Syndicate, Registered Broker or SCSB, as applicable, for submission of the Bid cum Application Form.
- (b) Applicants should ensure that they receive the acknowledgment duly signed and stamped by an Escrow Collection Bank or SCSB, as applicable, for submission of the Application Form.
- (c) All communications in connection with Bids/Applications made in the Issue should be addressed as under:
 - i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, refund orders, the Bidders/Applicants should contact the Registrar to the Issue.
 - ii. In case of ASBA Bids submitted to the Designated Branches of the SCSBs, the Bidders/Applicants should contact the relevant Designated Branch of the SCSB.
 - iii. In case of queries relating to uploading of Syndicate ASBA Bids, the Bidders/Applicants should contact the relevant Syndicate Member.
 - iv. In case of queries relating to uploading of Bids by a Registered Broker, the Bidders/Applicants should contact the relevant Registered Broker
 - v. Bidder/Applicant may contact the Company Secretary and Compliance Officer or BRLM(s) in case of any other complaints in relation to the Issue.
- (d) The following details (as applicable) should be quoted while making any queries –
 - i. full name of the sole or First Bidder/Applicant, Bid cum Application Form number, Applicants'/Bidders' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application.
 - ii. name and address of the member of the Syndicate, Registered Broker or the Designated Branch, as the case may be, where the Bid was submitted or

- iii. In case of Non-ASBA bids cheque or draft number and the name of the issuing bank thereof
- iv. In case of ASBA Bids, ASBA Account number in which the amount equivalent to the Bid Amount was blocked.

For further details, Bidder/Applicant may refer to the RHP/Prospectus and the Bid cum Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

- (a) During the Bid/Issue Period, any Bidder/Applicant (other than QIBs and NIIs, who can only revise their bid upwards) who has registered his or her interest in the Equity Shares at a particular price level is free to revise his or her Bid within the Price Band using the Revision Form, which is a part of the Bid cum Application Form.
- (b) RII may revise their bids till closure of the bidding period or withdraw their bids until finalization of allotment.
- (c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.
- (d) The Bidder/Applicant can make this revision any number of times during the Bid/ Issue Period. However, for any revision(s) in the Bid, the Bidders/Applicants will have to use the services of the same member of the Syndicate, the Registered Broker or the SCSB through which such Bidder/Applicant had placed the original Bid. Bidders/Applicants are advised to retain copies of the blank Revision Form and the Bid(s) must be made only in such Revision Form or copies thereof.

A sample Revision form is reproduced below:

COMMON BID REVISION FORM FOR ASBA / NON-ASBA		XYZ LIMITED - PUBLIC ISSUE - R		FOR RESIDENT INDIAN, QIB, ELIGIBLE NRI'S APPLYING ON A NON-REPATRIATION BASIS	
Logo		To, The Board of Directors XYZ Limited		BOOK BUILDING ISSUE INE523L01018	
				Bid cum Application Form No. _____	
SYNDICATE MEMBERS STAMP & CODE		BROKER'S/AGENT'S STAMP & CODE		1. NAME & CONTACT DETAILS of Sole / First Applicant	
				Mr. / Ms. _____ Tel. No (with STD code) / Mobile _____	
ESCROW BANK / SCSB BRANCH STAMP & CODE		SUB-BROKER'S/SUB-AGENT'S STAMP & CODE		2. PAN OF SOLE / FIRST APPLICANT	

BANK BRANCH SERIAL NO.		REGISTRAR'S / SCSB SERIAL NO.		3. BIDDER'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL	
				For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID	
PLEASE CHANGE MY BID					
4. FROM (as per last Bid or Revision)					
Bid Options		No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised)		Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only)	
		(In Figures)		(In Figures)	
		7 6 5 4 3 2 1		Bid Price Discount, if any Net Price "Cut-off" (Please tick)	
Option 1					
(OR) Option 2					
(OR) Option 3					
5. TO (Revised Bid)					
Bid Options		No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised)		Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only)	
		(In Figures)		(In Figures)	
		7 6 5 4 3 2 1		Bid Price Discount, if any Net Price "Cut-off" (Please tick)	
Option 1					
(OR) Option 2					
(OR) Option 3					
6. PAYMENT DETAILS (Please tick (✓) any one of payment option A or B below)					
PAYMENT OPTIONS <input type="checkbox"/> Full Payment <input type="checkbox"/> Part Payment					
Additional Amount Paid (₹ in figures) _____ (₹ in words) _____					
<input type="checkbox"/> (A) CHEQUE/ DEMAND DRAFT (DD)					
Cheque/DD No. _____		Dated _____		<input type="checkbox"/> (B) ASBA	
Drawn on (Bank Name & Branch) _____		Bank A/c No. _____		Bank Name & Branch _____	
I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID REVISION FORM AND THE ATTACHED FORM 2A AND HEREBY AGREE AND CONFIRM THE BIDDERS UNDERTAKING AS GIVEN OVERLEAF. I/We (on behalf of joint applicants, if any) hereby confirm that I/We have read the Instructions for Filling up the Bid revision Form given overleaf.					
7A. SIGNATURE OF SOLE/ JOINT APPLICANT(S)		7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) (FOR ASBA OPTION ONLY)		BROKER'S / SCSB BRANCH'S STAMP (Acknowledging upload of Bid in Stock Exchange system)	
Date : _____, 2011		1) _____ 2) _____ 3) _____			
TEAR HERE					
XYZ LIMITED BID REVISION FORM		Acknowledgement Slip for Syndicate Member / SCSB		Bid cum Application Form No. _____	
DPID / CLID _____		PAN _____			
Additional Amount Paid (₹) _____		Bank & Branch _____		Stamp & Signature of Banker	
Cheque / DD/ASBA Bank A/c No. _____					
Received from Mr./Ms. _____					
Telephone / Mobile _____		Email _____			
TEAR HERE					
XYZ LIMITED BID REVISION FORM		Option 1 Option 2 Option 3		Name of Sole / First Applicant	
No. of Equity Shares					
Bid Price					
Additional Amount Paid (₹)					
Cheque / DD/ASBA Bank A/c No. _____					
Bank & Branch _____					
		Acknowledgement of Syndicate Member / SCSB		Acknowledgement Slip for Bidder	
				Bid cum Application Form No. _____	

Instructions to fill each field of the Revision Form can be found on the reverse side of the Revision Form. Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

4.2.1 FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT

Bidders/Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2 FIELD 4 & 5: BID OPTIONS REVISION 'FROM' AND 'TO'

- (a) Apart from mentioning the revised options in the Revision Form, the Bidder/Applicant must also mention the details of all the bid options given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder/Applicant has Bid for three options in the Bid cum Application Form and such Bidder/Applicant is changing only one of the options in the Revision Form, the Bidder/Applicant must still fill the details of the other two options that are not being revised, in the Revision Form. The members of the Syndicate, the Registered Brokers and the Designated Branches of the SCSBs may not accept incomplete or inaccurate Revision Forms.
- (b) In case of revision, Bid options should be provided by Bidders/Applicants in the same order as provided in the Bid cum Application Form.
- (c) In case of revision of Bids by RIIs, Employees and Retail Individual Shareholders, such Bidders/Applicants should ensure that the Bid Amount, subsequent to revision, does not exceed Rs. 200,000. In case the Bid Amount exceeds Rs. 200,000 due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIIs, Employees and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process.
- (d) In case the total amount (i.e., original Bid Amount plus additional payment) exceeds Rs. 200,000, the Bid will be considered for allocation under the Non-Institutional Portion in terms of the RHP/Prospectus. If, however, the RII does not either revise the Bid or make additional payment and the 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 RII and the RII is deemed to have approved such revised Bid at Cut-off Price.
- (e) In case of a downward revision in the Price Band, RIIs and Bids by Employees under the Reservation Portion, who have bid at the Cut-off Price could either revise their Bid or the excess amount paid at the time of bidding may be unblocked in case of ASBA Bidders or refunded from the Escrow Account in case of non-ASBA Bidder.

4.2.3 FIELD 6: PAYMENT DETAILS

- (a) With respect to the Bids, other than Bids submitted by ASBA Bidders/Applicants, any revision of the Bid should be accompanied by payment in the form of cheque or demand draft for the amount, if any, to be paid on account of the upward revision of the Bid.
- (b) All Bidders/Applicants are required to make payment of the full Bid Amount (less Discount (if applicable) along with the Bid Revision Form. In case of Bidders/Applicants specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less discount offered, if any.
- (c) In case of Bids submitted by ASBA Bidder/Applicant, Bidder/Applicant may Issue instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable) in the ASBA Account, to the same member of the Syndicate/Registered Broker or the same Designated Branch (as the case may be) through whom such Bidder/Applicant had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.

- (d) In case of Bids, other than ASBA Bids, Bidder/Applicant, may make additional payment based on the cap of the revised Price Band (such that the total amount i.e., original Bid Amount plus additional payment does not exceed Rs. 200,000 if the Bidder/Applicant wants to continue to Bid at the Cut-off Price), with the members of the Syndicate / Registered Broker to whom the original Bid was submitted.
- (e) In case the total amount (i.e., original Bid Amount less discount (if applicable) plus additional payment) exceeds Rs. 200,000, the Bid may be considered for allocation under the Non-Institutional Category in terms of the RHP/Prospectus. If, however, the Bidder/Applicant does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for may be adjusted downwards for the purpose of allotment, such that no additional payment is required from the Bidder/Applicant and the Bidder/Applicant is deemed to have approved such revised Bid at the Cut-off Price.
- (f) In case of a downward revision in the Price Band, RIIs, Employees and Retail Individual Shareholders, who have bid at the Cut-off Price, could either revise their Bid or the excess amount paid at the time of bidding may be unblocked in case of ASBA Bidders/Applicants or refunded from the Escrow Account in case of non-ASBA Bidder/Applicant.

4.2.4 **FIELDS 7 : SIGNATURES AND ACKNOWLEDGEMENTS**

Bidders/Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 **INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE ISSUE)**

4.3.1 **FIELDS 1, 2, 3 NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT**

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.3.2 **FIELD 4: PRICE, APPLICATION QUANTITY & AMOUNT**

- (a) The Issuer may mention Price or Price band in the draft Prospectus. However a prospectus registered with RoC contains one price or coupon rate (as applicable).
- (b) **Minimum Application Value and Bid Lot:** The Issuer in consultation with the Lead Manager to the Issue (LM) may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of Rs. 10,000 to Rs.15,000. The minimum Lot size is accordingly determined by an Issuer on basis of such minimum application value.
- (c) Applications by RIIs, Employees and Retail Individual Shareholders, must be for such number of shares so as to ensure that the application amount payable does not exceed Rs. 200,000.
- (d) Applications by other investors must be for such minimum number of shares such that the application amount exceeds Rs. 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the application form and the Prospectus, or as advertised by the Issuer, as the case may be.
- (e) An application cannot be submitted for more than the Issue size.
- (f) The maximum application by any Applicant should not exceed the investment limits prescribed for them under the applicable laws.
- (g) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to Collection Bank(s) or SCSB and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

- (h) Applicants are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple applications:
 - i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple applications by a Bidder/Applicant and may be rejected.
 - ii. For applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.
- (i) The following applications may not be treated as multiple Bids:
 - i. Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Net Issue portion in public category.
 - ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Bid has been made.
 - iii. Applications by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

4.3.3 **FIELD NUMBER 5 : CATEGORY OF APPLICANTS**

- (a) The categories of applicants identified as per the SEBI ICDR Regulations, 2009 for the purpose of Bidding, allocation and allotment in the Issue are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).
- (b) An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, applicants may refer to the Prospectus.
- (c) The SEBI ICDR Regulations, 2009 specify the allocation or allotment that may be made to various categories of applicants in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation applicant may refer to the Prospectus.

4.3.4 **FIELD NUMBER 6: INVESTOR STATUS**

Applicants should refer to instructions contained in paragraphs 4.1.6.

4.3.5 **FIELD 7: PAYMENT DETAILS**

- (a) All Applicants are required to make payment of the full Amount (net of any Discount, as applicable) along-with the Application Form. If the Discount is applicable in the Issue, the RIIs should indicate the full Amount in the Application Form and the payment shall be made for an Amount net of Discount. Only in cases where the Prospectus indicates that part payment may be made, such an option can be exercised by the Applicant.
- (b) RIIs and/or Reserved Categories bidding in their respective reservation portion can Bid, either through the ASBA mechanism or by paying the Bid Amount through a cheque or a demand draft ("Non-ASBA Mechanism").
- (c) Application Amount cannot be paid in cash, through money order or through postal order or through stock invest.

4.3.5.1 Instructions for non-ASBA Applicants:

- (a) Non-ASBA Applicants may submit their Application Form with the Collection Bank(s).
- (b) For Applications made through a Collection Bank(s): The Applicant may, with the submission of the Application Form, draw a cheque or demand draft for the Bid Amount in favor of the Escrow Account as specified under the Prospectus and the Application Form and submit the same to the escrow Collection Bank(s).
- (c) If the cheque or demand draft accompanying the Application Form is not made favoring the Escrow Account, the form is liable to be rejected.
- (d) Payments should be made by cheque, or demand draft drawn on any bank (including a co-operative bank), which is situated at, and is a member of or sub-member of the bankers' clearing house located at the centre where the Application Form is submitted. Cheques/bank drafts drawn on banks not participating in the clearing process may not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected.
- (e) The Escrow Collection Banks shall maintain the monies in the Escrow Account for and on behalf of the Applicants until the Designated Date.
- (f) Applicants are advised to provide the number of the Application Form and PAN on the reverse of the cheque or bank draft to avoid any possible misuse of instruments submitted.

4.3.5.2 Payment instructions for ASBA Applicants

- (a) ASBA Applicants may submit the Application Form in physical mode to the Designated Branch of an SCSB where the Applicants have ASBA Account.
- (b) ASBA Applicants may specify the Bank Account number in the Application Form. The Application Form submitted by an ASBA Applicant and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.
- (c) Applicants should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;
- (d) Applicants shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
- (e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.
- (f) ASBA Applicants bidding directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
- (g) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.
- (h) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and may upload the details on the Stock Exchange Platform.
- (i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.
- (j) Upon submission of a completed Application Form each ASBA Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.
- (k) The Application Amount may remain blocked in the aforesaid ASBA Account until

finalisation of the Basis of allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.

- (l) SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB; else their Applications are liable to be rejected.

4.3.5.3 Unblocking of ASBA Account

- (a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected ASBA Applications, if any, along with reasons for rejection and details of withdrawn or unsuccessful Applications, if any, to enable the SCSBs to unblock the respective bank accounts.
- (b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful ASBA Application to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.
- (c) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Issue may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within 12 Working Days of the Issue Closing Date.

4.3.5.4 Discount (if applicable)

- (a) The Discount is stated in absolute rupee terms.
- (b) RIIs, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, applicants may refer to the Prospectus.
- (c) The Applicants entitled to the applicable Discount in the Issue may make payment for an amount i.e. the Application Amount less Discount (if applicable).

4.3.6 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS & ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

Applicants should refer to instructions contained in paragraphs 4.1.8 & 4.1.9.

4.4 SUBMISSION OF BID CUM APPLICATION FORM/ REVISION FORM/APPLICATION FORM

4.4.1 Bidders/Applicants may submit completed Bid-cum-application form / Revision Form in the following manner:-

Mode of Application	Submission of Bid cum Application Form
Non-ASBA Application	1) To members of the Syndicate at the Specified Locations mentioned in the Bid cum Application Form
	2) To Registered Brokers
ASBA Application	(a) To members of the Syndicate in the Specified Locations or Registered Brokers at the Broker Centres
	(b) To the Designated branches of the SCSBs where the ASBA Account

Mode of Application	Submission of Bid cum Application Form
	is maintained

- (a) Bidders/Applicants should not submit the bid cum application forms/ Revision Form directly to the escrow collection banks. Bid cum Application Form/ Revision Form submitted to the escrow collection banks are liable for rejection.
- (b) Bidders/Applicants should submit the Revision Form to the same member of the Syndicate, the Registered Broker or the SCSB through which such Bidder/Applicant had placed the original Bid.
- (c) Upon submission of the Bid-cum-Application Form, the Bidder/Applicant will be deemed to have authorized the Issuer to make the necessary changes in the RHP and the Bid cum Application Form as would be required for filing Prospectus with the Registrar of Companies (RoC) and as would be required by the RoC after such filing, without prior or subsequent notice of such changes to the relevant Bidder/Applicant.
- (d) Upon determination of the Issue Price and filing of the Prospectus with the RoC, the Bid-cum-Application Form will be considered as the application form.

SECTION 5: ISSUE PROCEDURE IN BOOK BUILT ISSUE

Book Building, in the context of the Issue, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Issue Price based on the Bids received as detailed in Schedule XI of SEBI ICDR Regulations, 2009. The Issue Price is finalised after the Bid/Issue Closing Date. Valid Bids received at or above the Issue Price are considered for allocation in the Issue, subject to applicable regulations and other terms and conditions.

5.1 SUBMISSION OF BIDS

- (a) During the Bid/Issue Period, ASBA Bidders/Applicants may approach the members of the Syndicate at the Specified Cities or any of the Registered Brokers or the Designated Branches to register their Bids. Non-ASBA Bidders/Applicants who are interested in subscribing for the Equity Shares should approach the members of the Syndicate or any of the Registered Brokers, to register their Bid.
- (b) Non-ASBA Bidders/Applicants (RIIs, Employees and Retail Individual Shareholders) bidding at Cut-off Price may submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount less discount (if applicable) based on the Cap Price with the members of the Syndicate/ any of the Registered Brokers to register their Bid.
- (c) In case of ASBA Bidders/Applicants (excluding NIIs and QIBs) bidding at Cut-off Price, the ASBA Bidders/Applicants may instruct the SCSBs to block Bid Amount based on the Cap Price less discount (if applicable). ASBA Bidders/Applicants may approach the members of the Syndicate or any of the Registered Brokers or the Designated Branches to register their Bids.
- (d) For Details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Bidders/Applicants are requested to refer to the RHP.

5.2 ELECTRONIC REGISTRATION OF BIDS

- (a) The Syndicate, the Registered Brokers and the SCSBs may register the Bids using the on-line facilities of the Stock Exchanges. The Syndicate, the Registered Brokers and the Designated Branches of the SCSBs can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the issue.
- (b) On the Bid/Issue Closing Date, the Syndicate, the Registered Broker and the Designated Branches of the SCSBs may upload the Bids till such time as may be permitted by the Stock

Exchanges.

- (c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/ Allotment. The members of the Syndicate, the Registered Brokers and the SCSBs are given up to one day after the Bid/Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Issue Period after which the Stock Exchange(s) send the bid information to the Registrar for validation of the electronic bid details with the Depository's records.

5.3 BUILD UP OF THE BOOK

- (a) Bids received from various Bidders/Applicants through the Syndicate, Registered Brokers and the SCSBs may be electronically uploaded on the Bidding Platform of the Stock Exchanges' on a regular basis. The book gets built up at various price levels. This information may be available with the BRLMs at the end of the Bid/Issue Period.
- (b) Based on the aggregate demand and price for Bids registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the bidding centres during the Bid/Issue Period.

5.4 WITHDRAWAL OF BIDS

- (a) RIIs can withdraw their Bids until finalization of Basis of Allotment. In case a RII applying through the ASBA process wishes to withdraw the Bid during the Bid/Issue Period, the same can be done by submitting a request for the same to the concerned SCSB or the Syndicate Member or the Registered Broker, as applicable, who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- (b) In case a RII wishes to withdraw the Bid after the Bid/Issue Period, the same can be done by submitting a withdrawal request to the Registrar to the Issue until finalization of Basis of Allotment. The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

5.5 REJECTION & RESPONSIBILITY FOR UPLOAD OF BIDS

- (a) The members of the Syndicate, the Registered Broker and/or SCSBs are individually responsible for the acts, mistakes or errors or omission in relation to
 - i. the Bids accepted by the members of the Syndicate, the Registered Broker and the SCSBs,
 - ii. the Bids uploaded by the members of the Syndicate, the Registered Broker and the SCSBs,
 - iii. the Bid cum application forms accepted but not uploaded by the members of the Syndicate, the Registered Broker and the SCSBs, or
 - iv. With respect to Bids by ASBA Bidders/Applicants, Bids accepted and uploaded by SCSBs without blocking funds in the ASBA Accounts. It may be presumed that for Bids uploaded by the SCSBs, the Bid Amount has been blocked in the relevant Account.
- (b) The BRLMs and their affiliate Syndicate Members, as the case may be, may reject Bids if all the information required is not provided and the Bid cum Application Form is incomplete in any respect.
- (c) The SCSBs shall have no right to reject Bids, except in case of unavailability of adequate funds in the ASBA account or on technical grounds.

- (d) In case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) BRLMs and their affiliate Syndicate Members (only in the specified locations) have the right to reject bids. However, such rejection shall be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing.
- (e) All bids by QIBs, NIIs & RIIs Bids can be rejected on technical grounds listed herein.

5.5.1 **GROUND FOR TECHNICAL REJECTIONS**

Bid cum Application Forms/Application Form can be rejected on the below mentioned technical grounds either at the time of their submission to the (i) authorised agents of the BRLMs, (ii) Registered Brokers, or (iii) SCSBs, or (iv) Collection Bank(s), or at the time of finalisation of the Basis of Allotment. Bidders/Applicants are advised to note that the Bids/Applications are liable to be rejected, inter-alia, on the following grounds, which have been detailed at various places in this GID:-

- (a) Bid/Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);
- (b) Bids/Applications by OCBs; and
- (c) In case of partnership firms, Bid/Application for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;
- (d) In case of Bids/Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted along with the Bid cum application form/Application Form;
- (e) Bids/Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- (f) Bids/Applications by any person outside India if not in compliance with applicable foreign and Indian laws;
- (g) DP ID and Client ID not mentioned in the Bid cum Application Form/Application Form;
- (h) PAN not mentioned in the Bid cum Application Form/Application Form except for Bids/Applications by or on behalf of the Central or State Government and officials appointed by the court and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;
- (i) In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;
- (j) Bids/Applications for lower number of Equity Shares than the minimum specified for that category of investors;
- (k) Bids/Applications at a price less than the Floor Price & Bids/Applications at a price more than the Cap Price;
- (l) Bids/Applications at Cut-off Price by NIIs and QIBs;
- (m) Amount paid does not tally with the amount payable for the highest value of Equity Shares Bid for. With respect to Bids/Applications by ASBA Bidders, the amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- (n) Bids/Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- (o) In relation to ASBA Bids/Applications, submission of more than five Bid cum Application Forms/Application Form as per ASBA Account;

- (p) Bids/Applications for a Bid/Application Amount of more than Rs. 200,000 by RIIs by applying through non-ASBA process;
- (q) Bids/Applications for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the RHP;
- (r) Multiple Bids/Applications as defined in this GID and the RHP/Prospectus;
- (s) Bid cum Application Forms/Application Forms are not delivered by the Bidders/Applicants within the time prescribed as per the Bid cum Application Forms/Application Form, Bid/Issue Opening Date advertisement and as per the instructions in the RHP and the Bid cum Application Forms;
- (t) With respect to ASBA Bids/Applications, inadequate funds in the bank account to block the Bid/Application Amount specified in the Bid cum Application Form/ Application Form at the time of blocking such Bid/Application Amount in the bank account;
- (u) Bids/Applications where sufficient funds are not available in Escrow Accounts as per final certificate from the Escrow Collection Banks;
- (v) With respect to ASBA Bids/Applications, where no confirmation is received from SCSB for blocking of funds;
- (w) Bids/Applications by QIBs (other than Anchor Investors) and Non Institutional Bidders not submitted through ASBA process or Bids/Applications by QIBs (other than Anchor Investors) and Non Institutional Bidders accompanied with cheque(s) or demand draft(s);
- (x) ASBA Bids/Applications submitted to a BRLM at locations other than the Specified Cities and Bid cum Application Forms/Application Forms, under the ASBA process, submitted to the Escrow Collecting Banks (assuming that such bank is not a SCSB where the ASBA Account is maintained), to the issuer or the Registrar to the Issue;
- (y) Bids/Applications not uploaded on the terminals of the Stock Exchanges;
- (z) Bids/Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form.

5.6 BASIS OF ALLOCATION

- (a) The SEBI ICDR Regulations, 2009 specify the allocation or Allotment that may be made to various categories of Bidders/Applicants in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP / Prospectus. For details in relation to allocation, the Bidder/Applicant may refer to the RHP / Prospectus.
- (b) Under-subscription in Retail category is allowed to be met with spill-over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLMs and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations, 2009. Unsubscribed portion in QIB category is not available for subscription to other categories.
- (c) In case of under subscription in the Net Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Net Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders/Applicants may refer to the RHP.
- (d) **Illustration of the Book Building and Price Discovery Process**

Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes bidding by Anchor Investors.

Bidders can bid at any price within the Price Band. For instance, assume a Price Band of Rs. 20 to Rs. 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

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

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., Rs. 22.00 in the above example. The Issuer, in consultation with the BRLMs, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below Rs. 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

(e) **Alternate Method of Book Building**

In case of FPOs, Issuers may opt for an alternate method of Book Building in which only the Floor Price is specified for the purposes of bidding (“Alternate Book Building Process”).

The Issuer may specify the Floor Price in the RHP or advertise the Floor Price at least one Working Day prior to the Bid/Issue Opening Date. QIBs may Bid at a price higher than the Floor Price and the Allotment to the QIBs is made on a price priority basis. The Bidder with the highest Bid Amount is allotted the number of Equity Shares Bid for and then the second highest Bidder is Allotted Equity Shares and this process continues until all the Equity Shares have been allotted. RIIs, NIIs and Employees are Allotted Equity Shares at the Floor Price and allotment to these categories of Bidders is made proportionately. If the number of Equity Shares Bid for at a price is more than available quantity then the allotment may be done on a proportionate basis. Further, the Issuer may place a cap either in terms of number of specified securities or percentage of issued capital of the Issuer that may be allotted to a single Bidder, decide whether a Bidder be allowed to revise the bid upwards or downwards in terms of price and/or quantity and also decide whether a Bidder be allowed single or multiple bids.

SECTION 6: ISSUE PROCEDURE IN FIXED PRICE ISSUE

Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue. As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through Syndicate Members/SCSB and/or Bankers to the Issue or Registered Broker.

ASBA Applicants may submit an Application Form either in physical form to the Syndicate Members or Registered Brokers or the Designated Branches of the SCSBs or in the electronic form to the SCSB or the Designated Branches of the SCSBs authorising blocking of funds that are available in the bank account specified in the Application Form only (“ASBA Account”). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Bid/Issue Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

For details of instructions in relation to the Application Form, Bidders/Applicants may refer to the relevant section of the GID.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The allotment of Equity Shares to Bidders/Applicants other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to RHP/Prospectus. No Retail Individual Investor is will be allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue (excluding any Offer for Sale of specified securities). However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

7.1 ALLOTMENT TO RIIs

Bids received from the RIIs at or above the Issue Price may be grouped together to determine the total demand under this category. If the aggregate demand in this category is less than or equal to the Retail Category at or above the Issue Price, full Allotment may be made to the RIIs to the extent of the valid Bids. If the aggregate demand in this category is greater than the allocation to in the Retail Category at or above the Issue Price, then the maximum number of RIIs who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot ("Maximum RII Allottees"). The Allotment to the RIIs will then be made in the following manner:

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

7.2 ALLOTMENT TO NIIs

Bids received from NIIs at or above the Issue Price may be grouped together to determine the total demand under this category. The allotment to all successful NIIs may be made at or above the Issue Price. If the aggregate demand in this category is less than or equal to the Non-Institutional Category at or above the Issue Price, full allotment may be made to NIIs to the extent of their demand. In case the aggregate demand in this category is greater than the Non-Institutional Category at or above the Issue Price, allotment may be made on a proportionate basis up to a minimum of the Non-Institutional Category.

7.3 ALLOTMENT TO QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations, 2009 or RHP / Prospectus. Bids received from QIBs bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner:

- (a) In the first instance allocation to Mutual Funds for up to 5% of the QIB Category may be determined as follows: (i) In the event that Bids by Mutual Fund exceeds 5% of the QIB Category, allocation to Mutual Funds may be done on a proportionate basis for up to 5% of the QIB Category; (ii) In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Category then all Mutual Funds may get full allotment to the extent of valid Bids received above the Issue Price; and (iii) Equity Shares remaining unsubscribed, if any and not allocated to Mutual Funds may be available for allotment to all QIBs as set out at paragraph 7.4(b) below;

- (b) In the second instance, allotment to all QIBs may be determined as follows: (i) In the event of oversubscription in the QIB Category, all QIBs who have submitted Bids above the Issue Price may be Allotted Equity Shares on a proportionate basis for up to 95% of the QIB Category; (ii) Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIBs; and (iii) Under-subscription below 5% of the QIB Category, if any, from Mutual Funds, may be included for allocation to the remaining QIBs on a proportionate basis.

7.4 ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

- (a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Issue Price will be at the discretion of the issuer subject to compliance with the following requirements:
- i. not more than 30% of the QIB Portion will be allocated to Anchor Investors;
 - ii. one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
 - iii. allocation to Anchor Investors shall be on a discretionary basis and subject to:
 - a maximum number of two Anchor Investors for allocation up to Rs.10 crores;
 - a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than Rs.10 crores and up to Rs.250 crores subject to minimum allotment of Rs.5 crores per such Anchor Investor; and
 - a minimum number of five Anchor Investors and maximum number of 25 Anchor Investors for allocation of more than Rs.250 crores subject to minimum allotment of Rs.5 crores per such Anchor Investor.
- (b) A physical book is prepared by the Registrar on the basis of the Bid cum Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the issuer in consultation with the BRLMs, selected Anchor Investors will be sent a CAN and if required, a revised CAN.
- (c) **In the event that the Issue Price is higher than the Anchor Investor Issue Price:** Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Issue Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.
- (d) **In the event the Issue Price is lower than the Anchor Investor Issue Price:** Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

7.5 BASIS OF ALLOTMENT FOR QIBs (OTHER THAN ANCHOR INVESTORS), NIIs AND RESERVED CATEGORY IN CASE OF OVER-SUBSCRIBED ISSUE

In the event of the Issue being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the Designated Stock Exchange in accordance with the SEBI ICDR Regulations, 2009.

The allocation may be made in marketable lots, on a proportionate basis as explained below:

- (a) Bidders may be categorized according to the number of Equity Shares applied for;

- (b) The total number of Equity Shares to be Allotted to each category as a whole may be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio;
- (c) The number of Equity Shares to be Allotted to the successful Bidders may be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio;
- (d) In all Bids where the proportionate allotment is less than the minimum bid lot decided per Bidder, the allotment may be made as follows: the successful Bidders out of the total Bidders for a category may be determined by a draw of lots in a manner such that the total number of Equity Shares Allotted in that category is equal to the number of Equity Shares calculated in accordance with (b) above; and each successful Bidder may be Allotted a minimum of such Equity Shares equal to the minimum Bid Lot finalised by the Issuer;
- (e) If the proportionate allotment to a Bidder is a number that is more than the minimum Bid lot but is not a multiple of one (which is the marketable lot), the decimal may be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5 it may be rounded off to the lower whole number. Allotment to all bidders in such categories may be arrived at after such rounding off; and
- (f) If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares Allotted to the Bidders in that category, the remaining Equity Shares available for allotment may be first adjusted against any other category, where the Allotted Equity Shares are not sufficient for proportionate allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment may be added to the category comprising Bidders applying for minimum number of Equity Shares.

7.6 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

- (a) **Designated Date:** On the Designated Date, the Escrow Collection Banks shall transfer the funds represented by allocation of Equity Shares (other than ASBA funds with the SCSBs) from the Escrow Account, as per the terms of the Escrow Agreement, into the Public Issue Account with the Bankers to the Issue. The balance amount after transfer to the Public Issue Account shall be transferred to the Refund Account. Payments of refund to the Bidders shall also be made from the Refund Account as per the terms of the Escrow Agreement and the RHP.
- (b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Bidders/Applicants **are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders/Applicants who have been Allotted Equity Shares in the Issue.
- (c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- (d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) credit of shares to the successful Bidders/Applicants Depository Account will be completed within 12 Working Days of the Bid/ Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed within two Working Days from the date of Allotment, after the funds are transferred from the Escrow Account to the Public Issue Account on the Designated Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 12 Working Days of the Bid/Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within 12 Working Days of the Bid/Issue Closing Date.

8.2 GROUNDS FOR REFUND

8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in RHP/Prospectus. The Designated Stock Exchange may be as disclosed in the RHP/Prospectus with which the Basis of Allotment may be finalised.

If the Issuer fails to make application to the Stock Exchange(s) and obtain permission for listing of the Equity Shares, in accordance with the provisions of Section 40 of the Companies Act, 2013, the Issuer shall be punishable with a fine which shall not be less than Rs.5 lakhs but which may extend to Rs.50 lakhs and every officer of the Issuer who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than Rs.50,000 but which may extend to Rs.3 lakhs, or with both.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all moneys received from the Bidders/Applicants in pursuance of the RHP/Prospectus.

If such money is not repaid within the prescribed time after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of such period, be liable to repay the money, with interest at such rate, as disclosed in the RHP/Prospectus.

8.2.2 NON RECEIPT OF MINIMUM SUBSCRIPTION

If the Issuer does not receive a minimum subscription of 90% of the Net Issue (excluding any offer for sale of specified securities), including devolvement to the Underwriters, within 60 days from the Bid/Issue Closing Date, the Issuer may forthwith, without interest refund the entire subscription amount received. In case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

If there is a delay beyond the prescribed time, then the Issuer and every director of the Issuer who is an officer in default may be liable to repay the money, with interest at the rate of 15% per annum.

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 1,000 failing which the entire application monies may be refunded forthwith.

8.2.4 IN CASE OF ISSUES MADE UNDER COMPULSORY BOOK BUILDING

In case an Issuer not eligible under Regulation 26(1) of the SEBI ICDR Regulations, 2009 comes for an Issue under Regulation 26(2) of SEBI (ICDR) Regulations, 2009 but fails to allot at least 75% of the Net Issue to QIBs, in such case full subscription money is to be refunded.

8.3 MODE OF REFUND

- (a) **In case of ASBA Bids/Applications:** Within 12 Working Days of the Bid/Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Bid/Application and also for any excess amount blocked on

Bidding/Application.

- (b) **In case of Non-ASBA Bid/Applications:** Within 12 Working Days of the Bid/Issue Closing Date, the Registrar to the Issue may dispatch the refund orders for all amounts payable to unsuccessful Bidders/Applicants and also for any excess amount paid on Bidding/Application, after adjusting for allocation/ allotment to Bidders/Applicants.
- (c) In case of non-ASBA Bidders/Applicants, the Registrar to the Issue may obtain from the depositories the Bidders/Applicants' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Bidders/Applicants in their Bid cum Application Forms for refunds. Accordingly, Bidders/Applicants are advised to immediately update their details as appearing on the records of their DPs. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Bidders/Applicants' sole risk and neither the Issuer, the Registrar to the Issue, the Escrow Collection Banks, or the Syndicate, may be liable to compensate the Bidders/Applicants for any losses caused to them due to any such delay, or liable to pay any interest for such delay.
- (d) In the case of Bids from Eligible NRIs, FIIs and FPIs, refunds, if any, may generally be payable in Indian Rupees only and net of bank charges and/or commission. If so desired, such payments in Indian Rupees may be converted into U.S. Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and may be dispatched by registered post. The Issuer may not be responsible for loss, if any, incurred by the Bidder/Applicant on account of conversion of foreign currency.

8.3.1 Mode of making refunds for Bidders/Applicants other than ASBA Bidders/Applicants

The payment of refund, if any, may be done through various modes as mentioned below:

- (a) **NECS**—Payment of refund may be done through NECS for Bidders/Applicants having an account at any of the centers specified by the RBI. This mode of payment of refunds may be subject to availability of complete bank account details including the nine-digit MICR code of the Bidder/Applicant as obtained from the Depository;
- (b) **NEFT**—Payment of refund may be undertaken through NEFT wherever the branch of the Bidders/Applicants' bank is NEFT enabled and has been assigned the Indian Financial System Code ("**IFSC**"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Bidders/Applicants have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Bidders/Applicants through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;
- (c) **Direct Credit**—Bidders/Applicants having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;
- (d) **RTGS**—Bidders/Applicants having a bank account at any of the centers notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS; and
- (e) For all the other Bidders/Applicants, including Bidders/Applicants who have not updated their bank particulars along with the nine-digit MICR code, the refund orders may be dispatched through speed post or registered post for refund orders. Such refunds may be made by cheques, pay orders or demand drafts drawn on the Refund Bank and payable at par at places where Bids are received.

For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers etc Bidders/Applicants may refer to RHP/Prospectus.

8.3.2 Mode of making refunds for ASBA Bidders/Applicants

In case of ASBA Bidders/Applicants, the Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA Bids or in the event of withdrawal or failure of the Issue.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum if refund orders are not dispatched or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/or demat credits are not made to Bidders/Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the 12 Working days of the Bid/Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 15 days from the Bid/ Issue Closing Date, if Allotment is not made.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.

Term	Description
Allotment/ Allot/ Allotted	The allotment of Equity Shares pursuant to the Issue to successful Bidders/Applicants
Allottee	An Bidder/Applicant to whom the Equity Shares are Allotted
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders/Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in SEBI ICDR Regulations, 2009.
Anchor Investor Portion	Up to 30% of the QIB Category which may be allocated by the Issuer in consultation with the BRLMs, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to Anchor Investors
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Issue
Application Supported by Blocked Amount/ (ASBA)/ASBA	An application, whether physical or electronic, used by Bidders/Applicants to make a Bid authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Bid Amount of the ASBA Bidder/Applicant
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidder/Applicant	Prospective Bidders/Applicants in the Issue who Bid/apply through ASBA

Term	Description
Banker(s) to the Issue/ Escrow Collection Bank(s)/ Collecting Banker	The banks which are clearing members and registered with SEBI as Banker to the Issue with whom the Escrow Account(s) may be opened, and as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Bidders/Applicants under the Issue
Bid	An indication to make an offer during the Bid/Issue Period by a prospective Bidder pursuant to submission of Bid cum Application Form or during the Anchor Investor Bid/Issue Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications thereto. In case of issues undertaken through the fixed price process, all references to a Bid should be construed to mean an Application
Bid /Issue Closing Date	The date after which the Syndicate, Registered Brokers and the SCSBs may not accept any Bids for the Issue, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/bidders may refer to the RHP/Prospectus for the Bid/ Issue Closing Date
Bid/Issue Opening Date	The date on which the Syndicate and the SCSBs may start accepting Bids for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/bidders may refer to the RHP/Prospectus for the Bid/ Issue Opening Date
Bid/Issue Period	Except in the case of Anchor Investors (if applicable), the period between the Bid/Issue Opening Date and the Bid/Issue Closing Date inclusive of both days and during which prospective Bidders/Applicants (other than Anchor Investors) can submit their Bids, inclusive of any revisions thereof. The Issuer may consider closing the Bid/ Issue Period for QIBs one working day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations, 2009. Applicants/bidders may refer to the RHP/Prospectus for the Bid/ Issue Period
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form and payable by the Bidder/Applicant upon submission of the Bid (except for Anchor Investors), less discounts (if applicable). In case of issues undertaken through the fixed price process, all references to the Bid Amount should be construed to mean the Application Amount
Bid cum Application Form	The form in terms of which the Bidder/Applicant should make an offer to subscribe for or purchase the Equity Shares and which may be considered as the application for Allotment for the purposes of the Prospectus, whether applying through the ASBA or otherwise. In case of issues undertaken through the fixed price process, all references to the Bid cum Application Form should be construed to mean the Application Form
Bidder/Applicant	Any prospective investor (including an ASBA Bidder/Applicant) who makes a Bid pursuant to the terms of the RHP/Prospectus and the Bid cum Application Form. In case of issues undertaken through the fixed price process, all references to a Bidder/Applicant should be construed to mean an Bidder/Applicant

Term	Description
Book Built Process/ Book Building Process/ Book Building Method	The book building process as provided under SEBI ICDR Regulations, 2009, in terms of which the Issue is being made
Broker Centres	Broker centres notified by the Stock Exchanges, where Bidders/Applicants can submit the Bid cum Application Forms/Application Form to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges.
BRLM(s)/ Book Running Lead Manager(s)/Lead Manager/ LM	The Book Running Lead Manager to the Issue as disclosed in the RHP/Prospectus and the Bid cum Application Form of the Issuer. In case of issues undertaken through the fixed price process, all references to the Book Running Lead Manager should be construed to mean the Lead Manager or LM
Business Day	Monday to Friday (except public holidays)
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Bidder/Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Cap Price	The higher end of the Price Band, above which the Issue Price and the Anchor Investor Issue Price may not be finalised and above which no Bids may be accepted
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Cut-off Price	Issue Price, finalised by the Issuer in consultation with the Book Running Lead Manager(s), which can be any price within the Price Band. Only RIIs, Retail Individual Shareholders and employees are entitled to Bid at the Cut-off Price. No other category of Bidders/Applicants are entitled to Bid at the Cut-off Price
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Bidders/Applicants including the Bidder/Applicant's address, name of the Applicant's father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by the ASBA Bidders/Applicants applying through the ASBA and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
Designated Date	The date on which funds are transferred by the Escrow Collection Bank(s) from the Escrow Account or the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, after the Prospectus is filed with the RoC, following which the board of directors may Allot Equity Shares to successful Bidders/Applicants in the fresh Issue may give delivery instructions for the transfer of the Equity Shares constituting the Offer for Sale
Designated Stock Exchange	The designated stock exchange as disclosed in the RHP/Prospectus of the Issuer

Term	Description
Discount	Discount to the Issue Price that may be provided to Bidders/Applicants in accordance with the SEBI ICDR Regulations, 2009.
Draft Prospectus	The draft prospectus filed with SEBI in case of Fixed Price Issues and which may mention a price or a Price Band
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations, 2009 and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoters and immediate relatives of the promoter. For further details Bidder/Applicant may refer to the RHP/Prospectus
Equity Shares	Equity shares of the Issuer
Escrow Account	Account opened with the Escrow Collection Bank(s) and in whose favour the Bidders/Applicants (excluding the ASBA Bidders/Applicants) may Issue cheques or drafts in respect of the Bid Amount when submitting a Bid
Escrow Agreement	Agreement to be entered into among the Issuer, the Registrar to the Issue, the Book Running Lead Manager(s), the Syndicate Member(s), the Escrow Collection Bank(s) and the Refund Bank(s) for collection of the Bid Amounts and where applicable, remitting refunds of the amounts collected to the Bidders/Applicants (excluding the ASBA Bidders/Applicants) on the terms and conditions thereof
Escrow Collection Bank(s)	Refer to definition of Banker(s) to the Issue
FCNR Account	Foreign Currency Non-Resident Account
First Bidder/Applicant	The Bidder/Applicant whose name appears first in the Bid cum Application Form or Revision Form
FII(s)	Foreign Institutional Investors as defined under the SEBI (Foreign Institutional Investors) Regulations, 1995 and registered with SEBI under applicable laws in India
Fixed Price Issue/Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, 2009, in terms of which the Issue is being made
Floor Price	The lower end of the Price Band, at or above which the Issue Price and the Anchor Investor Issue Price may be finalised and below which no Bids may be accepted, subject to any revision thereto
FPIs	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issue	Public Issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Issuer/ Company	The Issuer proposing the initial public offering/further public offering as applicable

Term	Description
Issue Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted in terms of the Prospectus. The Issue Price may be decided by the Issuer in consultation with the Book Running Lead Manager(s)
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
Mutual Funds Portion	5% of the QIB Category (excluding the Anchor Investor Portion) available for allocation to Mutual Funds only, being such number of equity shares as disclosed in the RHP/Prospectus and Bid cum Application Form
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the RHP/Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Issue	The Issue less reservation portion
Non-Institutional Investors or NIIs	All Bidders/Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals and FPIs which are Category III foreign portfolio investors, that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than Rs.200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The portion of the Issue being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the RHP/Prospectus and the Bid cum Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FIIs, FPIs, QFIs and FVCIs
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Offer for Sale	Public offer of such number of Equity Shares as disclosed in the RHP/Prospectus through an offer for sale by the Selling Shareholder
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.

Term	Description
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Price Band	Price Band with a minimum price, being the Floor Price and the maximum price, being the Cap Price and includes revisions thereof. The Price Band and the minimum Bid lot size for the Issue may be decided by the Issuer in consultation with the Book Running Lead Manager(s) and advertised, at least two working days in case of an IPO and one working day in case of FPO, prior to the Bid/ Issue Opening Date, in English national daily, Hindi national daily and regional language at the place where the registered office of the Issuer is situated, newspaper each with wide circulation
Pricing Date	The date on which the Issuer in consultation with the Book Running Lead Manager(s), finalise the Issue Price
Prospectus	The prospectus to be filed with the RoC in accordance with Section 26 of the Companies Act, 2013 after the Pricing Date, containing the Issue Price, the size of the Issue and certain other information
Public Issue Account	An account opened with the Banker to the Issue to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date
Qualified Foreign Investors or QFIs	<p>Non-Resident investors, other than SEBI registered FIIs or sub-accounts or SEBI registered FVCIs, who meet 'know your client' requirements prescribed by SEBI and are resident in a country which is (i) a member of Financial Action Task Force or a member of a group which is a member of Financial Action Task Force; and (ii) a signatory to the International Organisation of Securities Commission's Multilateral Memorandum of Understanding or a signatory of a bilateral memorandum of understanding with SEBI.</p> <p>Provided that such non-resident investor shall not be resident in country which is listed in the public statements issued by Financial Action Task Force from time to time on: (i) jurisdictions having a strategic anti-money laundering/combating the financing of terrorism deficiencies to which counter measures apply; (ii) jurisdictions that have not made sufficient progress in addressing the deficiencies or have not committed to an action plan developed with the Financial Action Task Force to address the deficiencies</p>
QIB Category	The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under SEBI ICDR Regulations, 2009
RTGS	Real Time Gross Settlement
Red Herring Prospectus/ RHP	The red herring prospectus issued in accordance with Section 32 of the Companies Act, 2013, which does not have complete particulars of the price at which the Equity Shares are offered and the size of the Issue. The RHP may be filed with the RoC at least three days before the Bid/Issue Opening Date and may become a Prospectus upon filing with the RoC after the Pricing Date. In case of issues undertaken through the fixed price process, all references to the RHP should be construed to mean the Prospectus
Refund Account(s)	The account opened with Refund Bank(s), from which refunds (excluding refunds to ASBA Bidders/Applicants), if any, of the whole or part of the Bid Amount may be made

Term	Description
Refund Bank(s)	Refund bank(s) as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Refunds through electronic transfer of funds	Refunds through NECS, Direct Credit, NEFT, RTGS or ASBA, as applicable
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar to the Issue/RTI	The Registrar to the Issue as disclosed in the RHP/Prospectus and Bid cum Application Form
Reserved Category/ Categories	Categories of persons eligible for making application/bidding under reservation portion
Reservation Portion	The portion of the Issue reserved for category of eligible Bidders/Applicants as provided under the SEBI ICDR Regulations, 2009
Retail Individual Investors / RIIs	Investors who applies or bids for a value of not more than Rs.200,000.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than Rs.200,000.
Retail Category	The portion of the Issue being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum bid lot, subject to availability in RII category and the remaining shares to be allotted on proportionate basis.
Revision Form	The form used by the Bidders in an issue through Book Building process to modify the quantity of Equity Shares and/or bid price indicates therein in any of their Bid cum Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
Specified Locations	Refer to definition of Broker Centers
Stock Exchanges/ SE	The stock exchanges as disclosed in the RHP/Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed
Syndicate	The Book Running Lead Manager(s) and the Syndicate Member
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of the Bids in this Issue (excluding Bids from ASBA Bidders/Applicants)
Syndicate Member(s)/SM	The Syndicate Member(s) as disclosed in the RHP/Prospectus
Underwriters	The Book Running Lead Manager(s) and the Syndicate Member(s)

Term	Description
Underwriting Agreement	The agreement amongst the Issuer, and the Underwriters to be entered into on or after the Pricing Date
Working Day	All days other than a Sunday or a public holiday on which commercial banks are open for business, except with reference to announcement of Price Band and Bid/Issue Period, where working day shall mean all days, excluding Saturdays, Sundays and public holidays, which are working days for commercial banks in India

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of 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 bodies responsible for granting foreign investment approvals are FIPB and the RBI.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”), issued Circular 1 of 2014 (“**Circular 1 of 2014**”), which with effect from April 17, 2014, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on April 16, 2014. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, Circular 1 of 2014 will be valid until the DIPP issues an updated circular (expected on April 16, 2015 and effective from April 17, 2015).

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment (“**FDI**”) Policy and transfer does not attract the provisions of the Takeovers Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The Equity Shares have not been 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 jurisdictions except in compliance with the applicable laws of such jurisdictions. The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and may not be offered, sold or delivered within the United States (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII: MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of the Company. Pursuant to the SEBI Regulations, the main provisions of the Articles of Association of the Company are detailed below:

The Articles of Association of the Company comprises of two parts. In case of inconsistency between Part A and Part B, the provisions of Part B shall be applicable, however, Part B shall become inapplicable from the date of allotment of Equity Shares of the Company in the Offer.

Part A of the Articles of Association

CAPITAL

New capital part of the existing capital

Article 2 provides that “Except so far as otherwise provided by the conditions of the issue or by these Articles any capital raised by the creation of new shares, shall be considered as part of the existing capital and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.”

Kinds of Share Capital

Article 3 provides that “The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:

- a) Equity share capital:
 - i. with voting rights; and / or
 - ii. with differential rights as to dividend, voting or otherwise in accordance with the Rules; and
- b) Preference share capital.”

Shares at the Disposal of the Directors

Article 4 provides that “Subject to the provisions of the Act and these Articles, the shares in the capital of the Company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the Company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares, and if so issued, shall be deemed to be fully paid shares. Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.”

Consideration for Allotment

Article 5 provides that “The Board of Directors may issue and allot shares of the Company as payment or part payment for any property purchased by the Company or in respect of goods sold or transferred or machinery or appliances supplied or for services rendered to the Company in or about the formation of the Company or the acquisition and/or in the conduct of its business; and any shares which may be so allotted may be issued as fully/partly paid up shares and if so issued shall be deemed as fully/partly paid up shares.”

Restriction on Allotment

Article 6 provides that:

- “(a) The Directors shall, in making the allotments, duly observe the provisions of the Act;

- (b) The amount payable on application on each share shall not be less than 5% of the nominal value of the share; and
- (c) Nothing herein contained shall prevent the Directors from issuing fully paid up shares either on payment of the entire nominal value thereof in cash or in satisfaction of any outstanding debt or obligation of the Company.”

Sub-division, Consolidation and Cancellation of Share Certificate

Article 7 provides that “Subject to the provisions of the Act, the Company in General Meeting, may by an Ordinary Resolution from time to time:

- (a) Divide, sub-divide or consolidate its shares, or any of them, and the resolution whereby any share is sub-divided, may determine that as between the holders of the shares resulting from such sub-division one or more of such shares have some preference or special advantage as regards dividend, capital or otherwise as compared with the others.
- (b) Cancel shares which at the date of such General Meeting have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.”

Further Issue of Shares

Article 8 provides that:

- “1. The Board or the Company, as the case may be, may, in Further issue of share capital accordance with the Act and the Rules, issue further shares to -
 - a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or
 - b) employees under any scheme of employees’ stock option; or
 - c) any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.
- 2. A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.”

Right to convert loans into capital

Article 9 provides that “Notwithstanding anything contained in sub-clausess above, but subject, however, to the provisions of the Act, the Company may increase its subscribed capital on exercise of an option attached to the debentures or loans raised by the Company to convert such debentures or loans into shares or to subscribe for shares in the Company.”

Allotment on application to be acceptance of shares

Article 10 provides that “Any application signed by or on behalf of an applicant for shares in the Company followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register, shall, for the purpose of these Articles, be a Member.”

Return on allotments to be made or Restrictions on Allotment

Article 11 provides that “The Board shall observe the restrictions as regards allotment of shares to the public contained in the Act, and as regards return on allotments, the Directors shall comply with applicable provisions of the Act.”

Money due on shares to be a debt to the Company

Article 12 provides that “The money (if any) which the Board shall, on the allotment of any shares being made

by them, require or direct to be paid by way of deposit, call or otherwise in respect of any shares allotted by them, shall immediately on the inscription of the name of allottee in the Register as the name of the holder of such shares become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.”

LIEN

Company’s lien on shares/debentures

Article 26 provides that “The Company shall have a first and paramount lien -

- a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
- b) on all shares (not being fully paid shares) standing registered in the name of a member, for all monies presently payable by him or his estate to the Company:

Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this clause.”

Enforcing lien by sale

Article 29 provides that “The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

Provided that no sale shall be made—

- a) unless a sum in respect of which the lien exists is presently payable; or
- b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise.”

Application of sale proceeds

Article 32 provides that “The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to a 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

Board to have right to make calls on shares

Article 35 provides that “The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board (and not by circular resolution), make such call as it thinks fit upon the Members in respect of all moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the person or persons and the member(s) and place(s) appointed by the Board. A call may be made payable by installments.

Provided that the Board shall not give the option or right to call on shares to any person except with the sanction of the Company in General Meeting.”

Proof of dues in respect of shares

Article 43 provides that “On any trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares it shall be sufficient to prove (i) that the name of the Members in respect of whose shares the money is sought to be recovered appears entered in the Register as the holder, at or subsequent to the date on which the money sought to be recovered is alleged to have become due on the shares, (ii) that the resolution making the call is duly recorded in the minute book, and that notice of such call was duly given to the Member or his

representatives pursuant to these Articles, and (iii) it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive of the debt.”

Partial payment not to preclude forfeiture

Article 44 provides that “Neither a judgment nor a decree in favour of the Company, for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof, nor the receipt by the Company of a portion of any money which shall, from time to time be due from any member in respect of any shares either by way of principal or interest, nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided.”

FORFEITURE OF SHARE

Board to have right to forfeit shares

Article 47 provides that “If a member fails to pay any call, or installment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid or a judgement or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or installment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.”

Notice for forfeiture of shares

Article 48 provides that:

- “(a) The notice shall 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) The notice shall also 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.”

Forfeited shares to be the property of the Company

Article 52 provides that “Any share so forfeited shall be deemed to be the property of the Company and may be sold, re-allocated or otherwise disposed of either to the original holder thereof or to any other person upon such terms and in such manner as the Board shall think fit.”

Member to be liable even after forfeiture

Article 54 provides that “A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay, and shall pay, to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.

All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realisation. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part.

The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.”

Claims against the Company to extinguish on forfeiture

Article 57 provides that “The forfeiture of a share involves extinction, at the time of the forfeiture of all interest in and all claims and demands against the Company, in respect of the shares and all other rights incidental to the share, except only such of those rights as by these Articles expressly saved.”

Board entitled to cancel forfeiture

Article 62 provides that “The Board may at any time before any share so forfeited shall have them sold, re-allotted or otherwise disposed of, cancel the forfeiture thereof upon such conditions at it thinks fit.”

TRANSFER AND TRANSMISSION OF SHARES

Register of Transfers

Article 66 provides that “The Company shall keep a “Register of Transfers” and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any shares.”

Endorsement of Transfer

Article 67 provides that “In respect of any transfer of shares registered in accordance with the provisions of these Articles, the Board may, at their discretion, direct an endorsement of the transfer and the name of the transferee and other particulars on the existing share certificate and authorize any Director or Officer of the Company to authenticate such endorsement on behalf of the Company or direct the issue of a fresh share certificate, in lieu of and in cancellation of the existing certificate in the name of the transferee.”

Instrument of Transfer

Article 68 provides that “The instrument of transfer of any share shall be in writing and all the provisions of the Act, and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof. The Company shall use a common form of transfer in all cases. In case of transfer of shares, where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act, 1996 shall apply.”

Directors may refuse to register transfer

Article 71 provides that “Subject to the provisions of the Act, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the Company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any securities or interest of a Member in the Company. The Company shall within thirty (30) days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send notice of refusal to the transferee and transferor or to the person giving notice of such transmission, as the case may be, giving reasons for such refusal. Provided that registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except where the Company has a lien on shares.”

Transfer of partly paid shares

Article 72 provides that “Where in the case of partly paid shares, an application for registration is to be made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of the Act.”

Survivor of joint holders recognized

Article 73 provides that “In case of the death of any one or more persons named in the Register as the joint-holders of any shares, the survivors shall be the only person recognized by the Company as having any title to or interest in such share but nothing therein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.”

Title to shares of deceased members

Article 74 provides that “The executors or administrators or the holders of a succession certificate issued in respect of the shares of a deceased Member and not being one of several joint holders shall be the only person whom the Company shall recognise as having any title to the shares registered in the name of such Members and in case of the death of one or more of the joint holders of any registered share, the survivor or survivors shall be entitled to the title or interest in such shares but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person. Provided nevertheless that in case the Directors, in the absolute discretion think fit, it shall be lawful for the Directors to dispense with the production of a probate or letters of administration or a succession certificate or such other legal representation upon such terms (if any) (as to indemnify or otherwise) as the Directors may consider

necessary or desirable.”

Transfers not permitted

Article 75 provides that “No share shall in any circumstances be transferred to any infant, insolvent or person of unsound mind, except fully paid shares through a legal guardian.”

Transmission of shares

Article 76 provides that “Subject to the provisions of the Act and these Articles, any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any Members, or by any lawful means other than by a transfer in accordance with these Articles may, with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence as the Board thinks sufficient, that he sustains the character in respect of which he proposes to act under this Article, or of his title, either by registering himself as the holder of the shares or elect to have some person nominated by him and approved by the Board, registered as such holder, provided, nevertheless, if such person shall elect to have his nominee registered, he shall testify that election by executing in favour of his nominee an instrument of transfer in accordance with the provision herein contained and until he does so he shall not be freed from any liability in respect of the shares.”

Rights on Transmission

Article 77 provides that “A person entitled to a share by transmission shall, subject to the Directors’ right to retain such dividends or money, be entitled to receive and may give discharge for any dividends or other moneys payable in respect of the share.

Provided that the Board may at any time give a 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 (90) days, the Board may thereafter withhold payment of all dividends, bonus or other moneys payable in respect of such share, until the requirements of notice have been complied with.”

Share Certificates to be surrendered

Article 78 provides that “Before the registration of a transfer, the certificate or certificates of the share or shares to be transferred must be delivered to the Company along with (save as provided in the Act) properly stamped and executed instrument of transfer.”

No fee on Transfer or Transmission

Article 79 provides that “No fee shall be charged for:

- (a) registration of transfers, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document; and
- (b) sub-division and/ or consolidation of shares and debentures and sub-division of letters of allotment, renounceable letters of right and split, consolidation, renewal and genuine transfer receipts into denomination corresponding to the market unit of trading.”

Company not liable to notice of equitable rights

Article 80 provides that “The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register) to the prejudice of persons having or claiming any equitable rights, title or interest in the said shares, notwithstanding that the Company may have had notice of such equitable rights referred thereto in any books of the Company and the Company shall not be bound by or required to regard or attend to or give effect to any notice which may be given to it of any equitable rights, title or interest or be under any liability whatsoever for refusing or neglecting to do so, though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.”

ALTERATION OF CAPITAL

Article 82 provides that:

- “i. Subject to the provisions of the Act, the Company may, by ordinary resolution –
- a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient;
 - b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; Provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act;
 - c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
 - e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.”

Rights to issue share warrants

Article 83 provides that

“The Company may issue share warrants subject to, and in accordance with provisions of the Act.

- (a) The Board may, in its discretion, with respect to any share which is fully paid up on application in writing signed by the person registered as holder of the share, and authenticated by such evidence (if any) as the Board may from time to time require as to the identity of the person signing the application, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require having been paid, issue a warrant.”

Rights of warrant holders

Article 84 provides that

- “(a) The bearer of the share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right to signing a requisition, for calling a meeting of the Company, and of attending, and voting and exercising other privileges of a member at any meeting held after the expiry of two (2) clear days from time of the deposit, as if his name were inserted in the Register as the holder of the shares included in the deposited warrant.
- (b) Not more than one person shall be recognized as the depositor of the share warrant.
- (c) The Company shall, on two (2) days written notice, return the deposited share warrant to the depositor.
- (d) Subject as herein otherwise expressly provided, no person shall, as bearer of a share warrant, sign a requisition for calling a meeting of the Company, or attend, or vote or exercise any other privileges of a member at a meeting of the Company, or be entitled to receive any notice from the Company.”

Board to make rules

Article 85 provides that “The Board may, from time to time, make rules as to the terms on which it shall think fit, a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.”

Shares may be converted into Stock

Article 86 provides that

- “(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so,

however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose;

- b) the holders of stock shall, according to the amount Right of stockholders of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage;
- c) such of these Articles of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder”/“member” shall include “stock” and “stock-holder” respectively.”

Rights of stock holders

Article 87 provides that “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 privileges or advantages (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 those privileges or advantages.”

Reduction of Capital

Article 88 provide that “The Company may, by resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules, —

- i. its share capital; and/or
- ii. any capital redemption reserve account; and/or
- iii. any securities premium account; and/or
- iv. any other reserve in the nature of share capital.”

Dematerialization of Securities

Article 89 provides that:

- “(i) *Company to Recognize Interest in Dematerialized Securities under the Depositories Act, 1996.*

Subject to the provisions of the Act, either the Company or the investor may exercise an option to issue, dematerialize, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act as amended from time to time or any statutory modification(s) thereto or re-enactment thereof.

- (ii) *Dematerialization/Re-Materialisation of Securities*

Notwithstanding anything to the contrary or inconsistent contained in these Articles, the Company shall be entitled to dematerialize its existing securities, re-materialize its securities held in Depositories and/or offer its fresh securities in the de-materialized form pursuant to the Depositories Act and the rules framed there under, if any.

- (iii) *Option to Receive Security Certificate or Hold Securities with Depository*

Every person subscribing to or holding securities of the Company shall have the option to receive the Security certificate or hold Securities with a Depository. Where a person opts to hold a Security with the Depository, the Company shall intimate such Depository of the details of allotment of the Security and on receipt of such information, the Depository shall enter in its Record, the name of the allottees as the Beneficial Owner of that Security.

- (iv) *Securities in Electronic Form*

All Securities held by a Depository shall be dematerialized and held in electronic form. No certificate shall be issued for the Securities held by the Depository.

(v) *Beneficial Owner Deemed as Absolute Owner*

Except as ordered by a Court of competent jurisdiction or by law required and subject to the provisions of the Act, the Company shall be entitled to treat the person whose name appears on the Register as the holder of any share or whose name appears as the Beneficial Owner of any share in the Records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity, equitable contingent, future, partial interest, other claim to or interest in respect of such shares or (except only as by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any share in the joint names of any two or more persons or the survivor or survivors of them.

(vi) *Rights of Depositories and Beneficial Owners*

Notwithstanding anything to the contrary contained in the Act, or these Articles, a Depository shall be deemed to be the Registered Owner for the purpose of effecting transfer of ownership of Security on behalf of the Beneficial Owner.

Save as otherwise provided above, the Depository is the Registered Owner of the securities, and shall not have any voting rights or any other rights in respect of the securities held by it.

Every person holding securities of the Company and whose name is entered as a Beneficial Owner in the Records of the Depository shall be deemed to be a Member of the Company. The Beneficial Owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a Depository.

(vii) *Register and Index of Beneficial Owners*

The Company shall cause to be kept a register and index of members with details of shares and debentures held in materialized and dematerialized forms in any media as may be permitted by law including any form of electronic media.

The register and index of Beneficial Owners maintained by a Depository under the Depositories Act shall be deemed to be a register and index of members for the purposes of this Act. The Company shall have the power to keep in any state or country outside India a Register resident in that state or country.

(viii) *Cancellation of Certificates Upon Surrender by Person*

Upon receipt of certificate of securities on surrender by a person who has entered into an agreement with the Depository through a Participant, the Company shall cancel such certificates and shall substitute in its Record, the name of the Depository as the Registered Owner in respect of the said securities and shall also inform the Depository accordingly.

(ix) *Service of Documents*

Notwithstanding anything contained in the Act, or these Articles, to the contrary, where securities are held in a Depository, the Record of the Beneficial Ownership may be served by such Depository on the Company by means of hard copies or through electronic mode or by delivery of floppies or discs.

(x) *Allotment of Securities*

Where the securities are dealt within a Depository, the Company shall intimate the details of allotment of relevant securities to the Depository on allotment of such securities.

(xi) *Transfer of Securities*

The Company shall keep a Register of Transfers and shall have recorded therein fairly and distinctly, particulars of every transfer or transmission of any share held in material form. Nothing contained in these Articles shall apply to transfer of securities held in Depository.

(xii) *Distinctive Number of Securities Held in a Depository*

The shares in the capital shall be numbered progressively according to their several denominations, provided, however that the provisions relating to progressive numbering shall not apply to the shares of the Company which are in dematerialized form.

(xiii) *Provisions of Articles to Apply to Shares Held in Depository*

Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act.

(xiv) *Depository to Furnish Information*

Every Depository shall furnish to the Company information about the transfer of securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by laws and the Company in that behalf.

(xv) *Option to Opt Out in Respect of Any Such Security*

If a Beneficial Owner seeks to opt out of a Depository in respect of any Security, he shall inform the Depository accordingly. The Depository shall on receipt of such information make appropriate entries in its Records and shall inform the Company. The Company shall within thirty (30) days of the receipt of intimation from a Depository and on fulfillment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the Beneficial Owner or the transferee as the case may be.

(xvi) *Overriding Effect of this Article*

Provisions of this Article will have full effect and force notwithstanding anything to the contrary or inconsistent contained in any other Articles.”

Nomination Facility

Article 90 provides that

- (i) “Every holder of shares, or holder of debentures of the Company may at any time, nominate, in the prescribed manner a person to whom his shares in or debentures of the Company shall rest in the event of his death.
- (ii) Where the shares in or debentures of the Company are held by more than one person jointly, the joint holders may together nominate in the prescribed manner, a person to whom all the rights in the shares or debentures of the Company shall rest in the event of death of all the joint holders.
- (iii) Notwithstanding any thing contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise in respect of such shares in or debentures of the Company where a nomination made in the prescribed manner purports to confer on any person the right to vest the shares in or debentures of the Company, the nominee shall, on the death of the shareholder or debentures holder of the Company or as the case may be on the death of the joint holders become entitled to all the rights in the shares or debentures of the Company or as the case may be all the joint holders in relation to such shares in or debenture of the Company to the exclusion of all the other persons, unless the nomination is varied or cancelled in the prescribed manner.
- (iv) Where the nominee is a minor it shall be lawful for the holder of shares or debentures, to make the nomination and to appoint in the prescribed manner any person to become entitled to shares in or debentures of the Company in the event of his death in the event of minority of the nominee.
- (v) Any person who becomes a nominee by virtue of the provisions of the Act upon the production of such evidence as may be required by the Board and subject as hereinafter provided elect either
 - a) To be registered himself as holder of the shares or debentures as the case may be, or

- b) To make such transfer of the share or debenture as the case may be, as the deceased shareholder or debenture holder, as the case may be could have made.

If the person being a nominee, so becoming entitled, elects to be registered himself as a holder of the share or debenture as the case may be, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects and such notice shall be accompanied with a death certificate of the deceased shareholder or debenture holder as the case may be.

- (vi) All the limitations, restrictions and provisions of this Act, relating to the right to transfer and registration of transfer of shares or debentures shall be applicable to any such notice or transfer as aforesaid as if the death of the Member had not occurred and the notice or transfer where a transfer is signed by that shareholder or debenture holder, as the case may be.
- (vii) A person being a nominee, becoming entitled to a share or debenture by reason of the death of the holder shall be entitled to same dividends and other advantages to which he would be entitled if he were the registered holder of the share or debenture, except that he shall not, before being registered a Member in respect of his share of debenture, be entitled in respect of it to exercise any right conferred by Membership in relation to the 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 or debenture and if the notice is not complied with within ninety (90) days, the Board may thereafter withhold payments of all dividends, bonus, or other monies payable in respect of the share or debenture, until the requirements of the notice have been complied with.

- (viii) A Depository may in terms of the Act at any time, make a nomination and above provisions shall as far as may be, apply to such nomination.”

Buy Back of Shares

Article 91 provides that “Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.”

GENERAL MEETINGS

Annual General Meetings

Article 93 provides that

- “a) The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other Meeting in that year.
- b) An Annual General Meeting of the Company shall be held within six months after the expiry of each financial year, provided that not more than fifteen months shall lapse between the date of one Annual General Meeting and that of next.
- c) Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of Section 96 of the Act to extend the time with which any Annual General Meeting may be held.”
- d) Every annual general meeting shall be called during business hours, that is, between 9 a.m. and 6 p.m. on any day that is not a National Holiday in India and shall be held either at the registered office of the company or at some other place within the city, town or village in which the registered office of the Company is situated.”

Extraordinary General Meetings

Article 94 provides that “In addition to any other Meetings, General Meeting of the Company shall be held within such intervals as are specified in Section 96 of the Act and subject to the provisions of Section 96 of the Act, at such times and places as may be determined by the Board. Each such General Meeting shall be called as “Annual General Meeting” and shall be specified as such in the notice convening the meeting. Any other

meeting of the Company shall be called as “Extraordinary General Meeting”.

Provided that, the Board may, whenever it thinks fit, call an extraordinary general meeting.”

Extraordinary Meetings on requisition

Article 95 provides that “The Board shall on, the requisition of Members convene an Extraordinary General Meeting of the Company in the circumstances and in the manner provided under the Act.”

Notice for General Meetings

Article 96 provides that “All General Meetings shall be convened by giving not less than twenty one (21) days notice excluding the day on which the notice is served or deemed to be served (i.e. on expiry of 48 hours after the letter containing the same is posted) and the date of the meeting, specifying the place and hour of the meeting and in case of any special business proposed to be transacted, the nature of that business shall be given in the manner mentioned in the Act. Notice shall be given to all the shareholders and to such persons as are under the Act and/or these Articles entitled to receive such notice from the Company but any accidental omission to give notice to or non-receipt of the notice by any Member or other person to whom it should be given shall not invalidate the proceedings of any General Meetings.

The Members may participate in General Meetings through such modes as permitted by applicable laws including video conferencing.”

Quorum for General Meeting

Article 100 provides that “Five Members or such other number of Members as required under the Act or the law for the time being in force prescribes, personally present shall be quorum for a General Meeting and no business shall be transacted at any General Meeting unless the requisite quorum is present at the commencement of the meeting.”

Chairman of General Meeting

Article 102 provides that “The chairman, if any, of the Board of Directors shall preside as chairman at every General Meeting of the Company.”

Election of Chairman

Article 103 provides that “Subject to the provisions of the Act, if there is no such chairman or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the Members present shall choose another Director as chairman and if no Director be present or if all the Directors decline to take the chair then the Members present shall choose someone of their number to be the chairman.”

Voting at Meeting

Article 105 provides that “At any General Meeting, a resolution put to the vote at the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded in accordance with the provisions of the Act or the voting is carried out electronically. Unless a poll is so demanded or the voting is carried out electronically, a declaration by the chairman of the meeting of the passing of a resolution or otherwise by show of hands and an entry to that effect in the books containing minutes of the meeting of the Company shall be conclusive evidence of the fact of passing of such resolution or otherwise.”

Decision by poll

Article 106 provides that “If a poll is duly demanded in accordance with the provisions of the Act, it shall be taken in such manner as the chairman directs and the results of the poll shall be deemed to be the decision of the meeting on the resolution in respect of which the poll was demanded.”

Casting vote of Chairman

Article 107 provides that “In case of equal votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or a casting vote in addition to the vote or votes to which he may be entitled to as a Member.”

Poll to be immediate

Article 108 provides that:

- “(a) A poll demanded on the election of chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time not later than forty eight hours from the time of demand as the chairman of the meeting directs.
- (b) A demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded. The demand for a poll may be withdrawn at anytime by the person or persons who made the demand.”

Passing resolutions by Postal Ballot

Article 109 provides that:

- “(a) Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the Companies (Management and Administration) Rules, 2014, as amended, or other applicable law to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company.
- (b) Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under the Act and the Companies (Management and Administration) Rules, 2014, as amended from time.”

VOTE OF MEMBERS

Voting rights of Members

Article 111 provides that:

- “(a) On a show of hands every Member holding equity shares and present in person shall have one vote.
- b) On a poll, every Member holding equity shares therein shall have voting rights in proportion to his share of the paid up equity share capital.
- c) On a poll, a Member having more than one vote, or his proxy or other persons entitled to vote for him need not use all his votes in the same way.
- d) A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.”

Voting by joint-holders

Article 112 provides that “In case of joint-holders the vote of first named of such joint-holders who tender a vote whether in person or by proxy shall be accepted to the exclusion of the votes of other joint holders.”

No right to vote unless calls are paid

Article 114 provides that “No Member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him have been paid, or in regard to which the Company has lien and has exercised any right of lien.”

Proxy

Article 115 provides that “Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.”

Instrument of proxy

Article 116 provides that “The instrument appointing a proxy shall be in writing under the hand of appointer or

of his attorney duly authorized in writing or if appointed by a corporation either under its common seal or under the hand of its attorney duly authorized in writing or be signed by an officer. Any person whether or not he is a Member of the Company may be appointed as a proxy.

The instrument appointing a proxy and power of attorney or other authority (if any) under which it is signed must be deposited at the Office of the Company not less than forty eight hours prior to the time fixed for holding the meeting at which the person named in the instrument proposed to vote, or, in case of a poll, not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.”

Subject to the provisions of the Act, the form of proxy shall be two way proxies enabling the shareholder to vote for/against any resolution.”

Validity of proxy

Article 117 provides that “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 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 at which the proxy is used.”

Corporate Members

Article 118 provides that “Any corporation which is a Member of the Company may, by resolution of its Board of Directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the Company and the said person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could have exercised if it were an individual Member of the Company (including the right to vote by proxy).”

DIRECTOR

Number of Directors

Article 119 provides that “Unless otherwise determined by General Meeting, the number of Directors shall not be less than three and not more than fifteen, and atleast one Director shall be resident of India in the previous year.

Provided that a company may appoint more than fifteen directors after passing a special resolution.

Subject to the provisions of the Act, the Company in General Meeting may from time to time increase or reduce the number of Directors within the limits fixed by Article 94.

The following shall be first Directors of the Company

Mr. Ramprakash V. Bubna

Mrs. Sharda R. Bubna

Mr. Ashish R. Bubna

Mr. Manish R. Bubna.”

Appointment of director by HEP Mauritius Limited

Article 120 provides that “Notwithstanding anything contained to the contrary in these Articles, HEP Mauritius Limited (the “**Investor**”) shall, as long as, it together with its Affiliates, holds 5% or more of the Equity Share Capital (on a Fully Diluted basis), have the right to:

- i. nominate one (1) person as a Director (the “**Investor Director**”) who shall be elected as a non-executive Director and who shall not be required to retire by rotation; provided, however, that such Director shall not, during his tenure as a Director of the Company, also be a director on the board of directors of a competitor. For the purposes of this Article, competitor shall mean any person or entity, whether in India or outside India, who is engaged in the business of manufacturing or trading in

agrochemicals, dyes and dye intermediates, chemicals, V belts and conveyor belts and/or an Affiliate of such person or entity; provided that, Jubilant Organosys Limited will not be deemed to be a competitor;

- ii. remove from office any person so nominated; and
- iii. nominate another person (including an alternate Director) in his place.

Provided that the Investor Director shall not be considered an independent Director.

For the purposes of this Article 120, the following words and expressions shall mean the following:

Affiliate in relation to a person, shall mean any body corporate, partnership, proprietorship, association, foundation or other legal entity, which through ownership of voting stock or otherwise, directly or indirectly, is Controlled by, under common Control with, or in Control of such person;

Control shall mean the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities or by contract, and includes (a) ownership directly or indirectly of more than 50% of the shares in issue or other equity interests of such person, or (b) possession directly or indirectly of more than 50% of the voting power of such person. The expressions **Controls**, **Controlling** and **Controlled** shall be construed accordingly;

Equity Share Capital shall mean the issued and outstanding equity share capital of the Company;

Fully Diluted in relation to any day, in the context of the capital structure of the Company, shall mean the aggregate issued Equity Share Capital on such day assuming the exercise and conversion of all outstanding options or other rights to convert any security (including stock options, derivative instruments, convertible equity or debt instruments), into Equity Shares or that have the economic effect of conversion into Equity Shares.”

Share qualification not necessary

Article 121 provides that “Any person whether a Member of the Company or not may be appointed as Director and no qualification by way of holding shares shall be required of any Director.”

Director’s power to fill-up casual vacancy

Article 122 provides that “The Board of Directors shall have power at any time and from time to time to appoint subject to the provisions of these Articles any person as a Director to fill a casual vacancy and any Director so appointed to fill a casual vacancy shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated.”

Additional Directors

Article 123 provides that “Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.”

Alternate Directors

Article 124 provides that “The Board may appoint an alternate director to act for a director (hereinafter in this Article called “the Original Director”) during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.

An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.

If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.”

Remuneration of Directors

Article 126 provides that “A Director (other than a managing Director or whole- time Director) may receive a sitting fee not exceeding such sum as may be prescribed by the Act or the Central Government from time to time for each meeting of the Board of Directors or any committee thereof attended by him. The remuneration of Directors including managing Director and/or whole-time Director may be paid in accordance with the applicable provisions of the Act.

The Board of Directors may allow and pay or reimburse any Director who is not a bonafide resident of the place where a meeting of the Board or of any committee is held and who shall come to such place for the purpose of attending such meeting or for attending its business at the request of the Company, such sum as the Board may consider fair compensation for travelling, and out-of-pocket expenses and if any Director be called upon to go or reside out of the ordinary place of his residence on the Company's business he shall be entitled to be reimbursed any travelling or other expenses incurred in connection with the business of the Company.”

Remuneration for extra services

Article 127 provides that “If any Director, being willing, shall be called upon to perform extra services or to make any special exertions (which expression shall include work done by Director as a Member of any Committee formed by the Directors) in going or residing away from the town in which the Office of the Company may be situated for any purposes of the Company or in giving any special attention to the business of the Company or as member of the Board, then subject to the provisions of the Act the Board may remunerate the Director so doing either by a fixed sum, or by a percentage of profits or otherwise and such remuneration, may be either in addition to or in substitution for any other remuneration to which he may be entitled.”

Equal power to Director

Article 130 provides that “Except as otherwise provided in these Articles all the Directors of the Company shall have in all matters equal rights and privileges and be subject to equal obligations and duties in respect of the affairs of the Company.”

ROTATION AND RETIREMENT OF DIRECTOR

One-third of Directors to retire every year

Article 131 provides that “At the Annual General Meeting of the Company to be held in every year, one third of such of the Directors as are liable to retire by rotation for time being, or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-election. Provided nevertheless that the managing Director appointed or the Directors appointed as a Debenture Director under Articles hereto shall not retire by rotation under this Article nor shall they be included in calculating the total number of Directors of whom one third shall retire from office under this Article.”

Retiring Directors eligible for re-election

Article 132 provides that “A retiring Director shall be eligible for re-election and the Company, at the Annual General Meeting at which a Director retires in the manner aforesaid may fill up the vacated office by electing a person thereto.”

PROCEEDINGS OF BOARD OF DIRECTORS

Meetings of the Board

Article 141 provides that:

- “(a) The Board of Directors shall meet at least once in every three months with a maximum gap of 4 months between two meetings of the Board for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit in accordance with the Act, provided that at least four such meetings shall be held in every year. Place of meetings of the Board shall be at Mumbai, Maharashtra or a location determined by the Board at its previous meeting, or if no such determination is made, then as determined by the chairman of the Board.
- (b) The chairman may, at any time, and the Secretary or such other Officer of the Company as may be

authorised in this behalf on the requisition of Director shall at any time summon a meeting of the Board. Notice of at least fourteen (7) Business Days in writing of every meeting of the Board shall be given to every Director and every alternate Director at his usual address whether in India or abroad, provided always that a meeting may be convened by a shorter notice with the consent of all the Directors.

- (c) The notice of each meeting of the Board shall include (i) the time for the proposed meeting; (ii) the venue for the proposed meeting; and (iii) an agenda setting out the business proposed to be transacted at the meeting. Unless waived in writing by all Directors, any item not included in the agenda of a meeting shall not be considered or voted upon at that meeting of the Board.
- (d) The Directors may participate in Board meetings through such modes as permitted by applicable laws.”

Quorum

Article 142 provides that

- “(a) Subject to the provisions of the Act, the quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher, provided that where at any time the number of interested Directors is equal to or exceeds two-thirds of total strength, the number of remaining Directors, that is to say the number of Directors who are not interested, present at the meeting being not less than two, shall be the quorum during such time. The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of the resolution or meeting, that is to say, the total strength of Board after deducting there from the number of Directors, if any, whose places are vacant at the time. The term ‘interested director’ means any Director who presence cannot, by reason of applicable provisions of the Act be counted for the purpose of forming a quorum at meeting of the Board, at the time of the discussion or vote on the concerned matter or resolution.
- (b) To the extent permissible by applicable law, the Directors may participate in a meeting of the Board or any Committee thereof, through electronic mode, that is, by way of video conferencing i.e., audio visual electronic communication facility. The notice of the meeting must inform the Directors regarding the availability of participation through video conferencing. Provided that, every Director must attend in person, at least one meeting of the Board or a Committee thereof, in a financial year. Any Director participating in a meeting through the use of video conferencing shall be counted for the purpose of quorum.”

Questions how decided

Article 143 provides that:

- “(a) Save as otherwise expressly provided in the Act and in these Articles, a meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions for the time being vested in or exercisable by the Directors generally and all questions arising at any meeting of the Board shall be decided by a majority of the Board.
- (b) In case of an equality of votes, the Chairman shall have second or casting vote in addition to his vote as Director.”

Resolution by Circulation

Article 150 provides that “Save as otherwise expressly provided in the Act, a resolution in writing circulated in draft together with the necessary papers, if any, to all the Directors or to all the members of the committee then in India, not being less in number than the quorum fixed of the meeting of the Board or the committee, as the case may be and to all other Directors or Members at their usual address in India and approved by such of the Directors as are then in India or by a majority of such of them as are entitled to vote at the resolution shall be valid and effectual as if it had been a resolution duly passed at a meeting of the Board or committee duly convened and held.”

Borrowing Powers

Article 152 provides that:

- (a) “Subject to the provisions of the Act and these Articles, the Board may from time to time at their discretion raise or borrow or secure the payment of any such sum of money for the purpose of the Company, in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by promissory notes or by receiving deposits and advances with or without security or by the issue of bonds, debentures, perpetual or otherwise, including debentures convertible into shares of this or any other Company or perpetual annuities and to secure any such money so borrowed, raised or received, mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off any such securities; provided however, that the moneys to be borrowed, together with the money already borrowed by the Company apart from temporary loans obtained from the Company’s bankers in the ordinary course of business shall not, without the sanction of the Company by a Special Resolution at a General Meeting, exceed the aggregate of the paid up capital of the Company and its free reserves.

Provided that every Special Resolution passed by the Company in General Meeting in relation to the exercise of the power to borrow shall specify the total amount up to which moneys may be borrowed by the Board of Directors.

- (b) The Directors may by resolution at a meeting of the Board delegate the above power to borrow money otherwise than on debentures to a committee of Directors or managing Director or to any other person permitted by applicable law, if any, within the limits prescribed.
- (c) To the extent permitted under the applicable law and subject to compliance with the requirements thereof, the Directors shall be empowered to grant loans to such entities at such terms as they may deem to be appropriate and the same shall be in the interests of the Company.”

Issue of Debentures

Article 153 provides that “Any debentures may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawings, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with a right of conversion into or allotment of shares shall be issued only with the consent of the Company in a General Meeting by a Special Resolution.”

Assignment of Debentures

Article 154 provides that “Such debentures may be assignable free from any equities between the Company and the person to whom the same may be issued.”

Debenture Directors

Article 155 provides that “Any trust deed for securing debentures may if so arranged provide for the appointment from time to time by the trustee thereof or by the holders of debentures or of some person to be a Director of the Company and may empower such trustee or holders of debentures from time to time to remove any Directors so appointed. A Director appointed under this Article is herein referred to as a “Debenture Director” and the Debenture Director means a Director for the time being in office under this Article. A Debenture Director shall not be bound to hold any qualification shares, not be liable to retire by rotation or be removed by the Company. The trust deed may contain such ancillary provisions as may be arranged between the Company and the trustees and all such provision shall have effect notwithstanding any of the other provisions herein contained.”

Nominee Directors

Article 156 provides that:

- “(a) Subject to the provisions of the Act, so long as any moneys remain owing by the Company to any All India Financial Institutions, State Financial Corporation or any financial institution owned or controlled by the Central Government or State Government or any Non Banking Financial Company controlled by the Reserve Bank of India or any such company from whom the Company has borrowed for the purpose of carrying on its objects or each of the above has granted any loans / or subscribes to the debentures of the Company or so long as any of the aforementioned companies of financial institutions

holds or continues to hold debentures /shares in the Company as a result of underwriting or by direct subscription or private placement or so long as any liability of the Company arising out of any guarantee furnished on behalf of the Company remains outstanding, and if the loan or other agreement with such institution/ corporation/ company (hereinafter referred to as the “Corporation”) so provides, the Corporation shall have a right to appoint from time to time any person or persons as a Director or Directors whole- time or non whole- time (which Director or Director/s is/are hereinafter referred to as “Nominee Directors/s”) on the Board of the Company and to remove from such office any person or person so appointed and to appoint any person or persons in his /their place(s).

- (b) The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s. At the option of the Corporation, such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

The Nominee Director/s so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Corporation or so long as they holds or continues to hold debentures/shares in the Company as result of underwriting or by direct subscription or private placement or the liability of the Company arising out of the guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall vacate such office immediately on the moneys owing by the Company to the Corporation are paid off or they ceasing to hold debentures/shares in the Company or on the satisfaction of the liability of the Company arising out of the guarantee furnished.

- (c) The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board meetings and of the meetings of the committee of which Nominee Director/s is/are member/s as also the minutes of such Meetings. The Corporation shall also be entitled to receive all such notices and minutes.
- (d) The Company may pay the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees commission, monies or remuneration in any form is payable to the Directors of the Company the fees, commission, monies and remuneration in relation to such Nominee Director/s may accrue to the nominee appointer and same shall accordingly be paid by the Company directly to the Corporation.
- (e) Provided that the sitting fees, in relation to such Nominee Director/s shall also accrue to the appointer and same shall accordingly be paid by the Company directly to the appointer.”

Register of Charges

Article 157 provides that “The Directors shall cause a proper register to be kept, in accordance with the Act, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Act in regard to the registration of mortgages and charges therein specified.”

Subsequent assigns of uncalled capital

Article 159 provides that “Where any uncalled capital of the Company is charged, all persons taking any subsequent charge thereon shall take the same subject to such prior charges and shall not be entitled to obtain priority over such prior charge.”

Charge in favour of Director for Indemnity

Article 160 provides that “If the Director or any person, shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or part of the assets of the Company by way of indemnity to secure the Directors or other persons so becoming liable as aforesaid from any loss in respect of such liability.”

Powers to be exercised by Board only by Meeting

Article 161 provides that:

- “(a) The Board of Directors shall exercise the following powers and any other powers as prescribed under section 179 (3) of the Companies Act, 2013 and rules prescribed in this regard, on behalf of the

Company and the said powers shall be exercised only by resolution passed at the meeting of the Board:

- (i) Power to make calls on shareholders in respect of moneys unpaid on their shares;
 - (ii) Power to issue debentures;
 - (iii) Power to borrow money otherwise than on debentures;
 - (iv) Power to invest the funds of the Company;
 - (v) Power to make loans or give guarantee or provide security in respect of loans.
- (b) The Board of Directors may by a resolution passed at a meeting delegate to any committee of directors or the managing Director or to any person permitted by applicable law the powers specified in sub clauses (a) (iii), (iv) and (v) above.
- (c) Every resolution delegating the power set out in sub clause (a) (iii) above shall specify the total amount up to which moneys may be borrowed by the said delegate.
- (d) Every resolution delegating the power referred to in sub-clause (a) (iv) above shall specify the total amount, up to which the fund may be invested and the nature of the investments which may be made by the delegate.
- (e) Every resolution delegating the power referred to in sub-clause (a) (v) above shall specify the total amount up to which the loans, give guarantee or provide security in respect of loans may be made by the delegate, the purposes for which the loans may be made and the maximum amount of loans which may be made for each such purpose in individual cases.”

MANAGING DIRECTOR(S) AND/OR WHOLE-TIME DIRECTOR(S)

Article 162 provides that:

- “(a) The Board may from time to time and with such sanction of the Central Government as may be required by the Act, appoint one or more of the Directors to the office of the managing Director and/ or whole-time Directors for such term and subject to such remuneration, terms and conditions as they may think fit.
- (b) The Directors may from time to time resolve that there shall be either one or more managing Directors and/ or whole time Directors.
- (c) In the event of any vacancy arising in the office of a managing Director and/or whole-time Director, the vacancy shall be filled by the Board of Directors subject to the approval of the Members.
- (d) If a managing Director and/or whole time Director ceases to hold office as Director, he shall ipso facto and immediately cease to be managing Director/whole time Director.
- (e) The managing Director and/or whole time Director shall not be liable to retirement by rotation as long as he holds office as managing Director or whole-time Director.”

Powers and duties of Managing Director or Whole-Time Director

Article 163 provides that “The Managing Director/Whole-time Director shall subject to the supervision, control and direction of the Board and subject to the provisions of the Act, exercise such powers as are exercisable under these Articles by the Board of Directors, as they may think fit and confer such power for such time and to be exercised as they may think expedient and they may confer such power either collaterally with or to the exclusion of any such substitution for all or any of the powers of the Board of Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any such powers. The managing Directors/ whole time Directors may exercise all the powers entrusted to them by the Board of Directors in accordance with the Board’s direction.”

Remuneration of Managing Directors/ Whole Time Directors

Article 164 provides that “Subject to the provisions of the Act and subject to such sanction of Central

Government\Financial Institutions as may be required for the purpose, the managing Directors\whole-time Directors shall receive such remuneration (whether by way of salary, perquisites, commission or participation in profits or partly in one way and partly in another) as the Company in General Meeting may from time to time determine.”

COMMON SEAL

Custody of Common Seal

Article 169 provides that “The Board shall provide for the safe custody of the common seal for the Company and they shall have power from time to time to destroy the same and substitute a new seal in lieu thereof; and the common seal shall be kept at the Office of the Company and committed to the custody of the managing Director or the Secretary if there is one.”

DIVIDEND

Company in General Meeting may declare Dividends

Article 172 provide that “The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend.”

Right to dividend

Article 174 provides that:

- “(a) The profits of the Company, subject to any special rights, relating thereto created or authorized to be created by these Articles and subject to the provisions of these Articles as to the reserve fund, shall be divisible among the Members in proportion to the amount of capital paid up on the shares held by them respectively on the last day of the year of account in respect of which such dividend is declared and in the case of interim dividends on the close of the last day of the period in respect of which such interim dividend is paid.
- (b) Where capital is paid in advance of calls, such capital, whilst carrying interest, shall not confer a right to participate in the profits.”

CAPITALISATION OF PROFITS

Capitalisation of Profits

Article 187 provides that:

- “(a) The Company in General Meeting, may, on recommendation of the Board resolve:
 - (i) That it is desirable to capitalise any part of the amount for the time being standing to the credit of the Company’s reserve accounts or to the credit of the profit and loss account or otherwise available for distribution; and
 - (ii) That such sum be accordingly set free for distribution in the manner specified in the sub-clause (b) amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportion.
- (b) The sum aforesaid shall not be paid in cash but shall be applied, either in or towards:
 - (i) Paying up any amounts for the time being unpaid on shares held by such Members respectively
 - (ii) Paying up in full, unissued share of the Company to be allotted and distributed, credited as fully paid up, to and amongst such Members in the proportions aforesaid; or
 - (iii) Partly in the way specified in sub-clause (i) and partly that specified in sub clause (ii).
- (c) A securities premium account and a capital redemption reserve account or any other permissible reserve account may be applied as permitted under the Act in the paying up of unissued shares to be

issued to Members of the Company as fully paid bonus shares.

- (d) The Board shall give effect to the resolution passed by the Company in pursuance of these Articles.”

Power of Directors for declaration of bonus issue

Article 188 provides that:

- “(a) Whenever such a resolution as aforesaid shall have been passed, the Board shall:
- (i) make all appropriations and applications of the amounts resolved to be capitalized thereby and all allotments and issues of fully paid shares or other securities, if any, and
 - (ii) generally do all acts and things required to give effect thereto.
- (b) The Board shall have full power:
- (i) to make such provisions, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of shares or debentures becoming distributable in fraction; and also
 - (ii) to authorize any person to enter, on behalf of all the Members entitled thereto, to enter into an agreement with the Company providing for the allotment to such Members, credited as fully paid up, of any further shares or other securities to which they may be entitled upon such capitalization or (as the case may require) for the payment of by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any parts of the amounts remaining unpaid on their existing shares.
- (c) Any agreement made under such authority shall be effective and binding on all such Members.”

WINDING UP

Application of assets

Article 208 provides that “Subject to the provisions of the Act as to preferential payment the assets of the Company shall, on its winding up, be applied in satisfaction of its liabilities *pari passu* and, subject to such application shall be distributed among the Members according to their rights and interests in the Company.”

Division of assets of the Company in specie among members

Article 209 provides that “If the Company shall be wound up whether voluntarily or otherwise the liquidators may with sanction of a Special Resolution divide among the contributories in specie or kind or any part of the assets of the Company and any with like sanction vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them, as the liquidators with the like sanction shall think fit, in case any share to be divided as aforesaid involve as liability to calls or otherwise any persons entitled under such division to any of the said shares may within ten (10) days after the passing of the Special Resolution by notice in writing, direct the liquidators to sell his proportion and pay them the net proceeds, and the liquidators shall, if practicable, act accordingly. However provided that no shareholder shall be compelled to accept any shares or other securities whereon there is any liability.”

INDEMNITY AND RESPONSIBILITY

Director’s and others’ right to indemnity

Article 210 provides that –

- “(a) Subject to the provisions of the Act, the managing Director and every Director, Manager, Secretary and other Officer or Employee of the Company shall be indemnified by the Company against any liability and it shall be the duty of Directors, out of the funds of the Company to pay, all costs and losses and expenses (including traveling expenses) which any such Director, Officer or Employee may incur or become liable to by reason of any contract entered into or act or deed done by him as such managing Director, Director, Officer or Employee or in any way in the discharge of his duties. Provided,

however, that such indemnification shall not apply in respect of any cost or loss or expenses to the extent it is finally judicially determined to have resulted from the negligence, willful misconduct or bad faith acts or omissions of such Director.

- (a) Subject as aforesaid the managing Director and every Director, manager, Secretary or other Officer or employee of the Company shall be indemnified against any liability incurred by them or in defending any proceeding whether civil or criminal in which judgment is given in their or his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.”

Not responsible for acts of others

Article 212 provides that –

- (a) Subject to the provisions of the Act no Director or other Officer of the Company shall be liable for the acts, receipt, neglects or defaults of any other Director or Officer, or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Director for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgment or over sight in his part or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own willful act or default.
- (b) Without prejudice to the generality foregoing it is hereby expressly declared that any filing fee payable or any document required to be filed with Registrar of Companies in respect of any act done or required to be done by any Director or other Officer by reason of his holding the said office, shall be paid and borne by the Company.”

SECRECY CLAUSE

Secrecy

Article 213 provides that “No Member shall be entitled to inspect the Company’s works without the permission of the managing Director/Directors or to require discovery of any information respectively any detail of the Company’s trading or any matter which is or may be in the nature of a trade secret, history of trade or secret process which may be related to the conduct of the business of the Company and which in the opinion of the managing Director/Directors will be inexpedient in the interest of the Members of the Company to communicate to the public.”

Duties of Officers to observe secrecy

Article 214 provides that “Every Director, managing Directors, manager, Secretary, Auditor, trustee, members of committee, Officer, servant, agent, accountant or other persons employed in the business of the Company shall, if so required by the Director before entering upon his duties, or any time during his term of office, sign a declaration pledging himself to observe secrecy relating to all transactions of the Company and the state of accounts and in matters relating thereto and shall by such declaration pledge himself not to reveal any of such matters which may come to his knowledge in the discharge of his official duties except which are required so to do by the Directors or the Auditors or by a resolution of the Company in a General Meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provision of these Articles or law. Nothing herein contained shall affect the powers of the Central Government or any officer appointed by the Government to require or to hold an investigation into the Company’s affairs.”

Part B of the Articles of Association

Part B of these Articles include all the rights and obligations of the parties to the Share Subscription and Shareholders’ Agreement dated March 11, 2008 (the “**Original Agreement**”), as amended by the Amendment Agreement to the Share Subscription and Shareholders’ Agreement dated January 20, 2014 (the “**Amendment Agreement**”), entered into between the Company, Ramprakash V. Bubna, Sharda R. Bubna, Ashish R. Bubna, Manish R. Bubna, Seema A. Bubna, Anisha M. Bubna and HEP Mauritius Limited.

Part B of these Articles shall, notwithstanding anything contained to the contrary in Part A of these Articles as regards or in relation to the Parties (as defined below) and the Members, be effective until the allotment of the Equity Shares in the IPO (as defined below) and shall automatically terminate, cease to have any force and effect and shall be deemed to fall away without any further action by any party (including the Company or any of its Shareholders) from the date of allotment of the Equity Shares in the IPO (as defined below). It is clarified that the matters listed in Part B of these Articles are in addition to all other rights that the Investor (as defined below) has as a shareholder of the Company under Part A of these Articles and under applicable law. In the event of any inconsistency or conflict between Part A and Part B of the Articles, the provisions of Part B shall override the provisions of Part A.

In the event the IPO is not completed by August 31, 2015 or such other date as agreed upon by the Company, Ramprakash V. Bubna, Sharda R. Bubna, Ashish R. Bubna, Manish R. Bubna, Seema A. Bubna, Anisha M. Bubna and HEP Mauritius Limited in terms of the Amendment Agreement, the Company shall adopt the Articles of Association which reflect the provisions of the Original Agreement in accordance with the Amendment Agreement.

Further issue of shares

Article 4 provides that:

- “(a) The Investor shall have the right, but not the obligation, to subscribe for up to 1,145,640 Equity Shares for an aggregate consideration of Rs. 400,000,000 (Rupees Four Hundred Million Only) (the “**Additional Subscription Amount**”, and such shares, the Additional Transaction Shares), in whole or in part, at the Purchase Price per Equity Share, exercisable by one or more notice(s) in writing to the Company and the Promoters (specifying the number of Additional Transaction Shares the Investor wishes to acquire) within ninety (90) days of the Closing Date (the “**Investor Option Period**”). Subject to any regulatory approvals that may be required, within five Business Days of the receipt by the Company and the Promoters of the relevant notice(s) and immediately upon the payment by the Investor of any or all of the Additional Subscription Amount to the Company, the Company shall issue and the Promoters undertake to cause the Company to issue the corresponding number of Additional Transaction Shares to the Investor. Provided, however, that such right of the Investor to subscribe for the Additional Transaction Shares shall lapse prior to the expiration of the Investor Option Period in the event the Company enters into a subscription agreement with a third party investor within the Investor Option Period for issuance of Equity Shares at a price per Equity Share which is equal to or higher than the Purchase Price, upon notification to the Investor by the Company and the Promoters of the execution of such subscription agreement. If the Company enters into a subscription agreement with a third party investor within the Investor Option Period in accordance with the provisions of this Article 4 for the issuance and allotment of such number of Equity Shares, which is less than the Additional Transaction Shares, the number of Additional Transaction Shares which the Investor shall have the right to subscribe for will be reduced by the number of Equity Shares so agreed to be issued and allotted to the third party investor. In such an event, the Investor shall, if it exercises its right within the Investor Option Period, be entitled to subscribe for any or all of such reduced number of Additional Transaction Shares.
- (b) Upon issuance of the Additional Transaction Shares to the Investor, all references in the Articles to the Transaction Shares shall be construed as referring to the Transaction Shares and any Additional Transaction Shares.

Article 5 provides that “The Investor shall have the right to subscribe for any fresh issue of Equity Shares or other preference or equity-related or convertible securities by the Company, except any securities issued pursuant to a Qualified IPO, any ESOP or any investment by a third party investor within the Investor Option Period as set forth in Article 4 above, in proportion to its then existing percentage of shareholding in the Company on a Fully Diluted basis. In the event the other shareholders of the Company do not subscribe for a fresh issue of Equity Shares or other preference or equity-related or convertible securities by the Company, the Investor shall have the right to subscribe for such additional number of Equity Shares or other preference or equity-related or convertible securities which are not being subscribed to by the other shareholders on a pro rata basis, in proportion to its then existing shareholding in the Company on a Fully Diluted basis.”

Article 6 provides that “Subject to applicable Requirements of Law, if at any time after the Closing Date, the Company proposes to issue any Equity Shares, or preference, equity-related or convertible securities to any person(s) other than the Investor at a valuation of the Company that is less than the valuation on the basis of

which the Investor purchases the Transaction Shares, that has the effect of diluting the equity interest of the Investor in the Company, the Investor shall be entitled to receive additional securities, including warrants, from the Promoters and/or the Company, in any combination the Investor may decide, at the lowest price per security permissible under any applicable Requirement of Law, in order for the Investor to maintain its percentage of ownership in the Company, on a Fully Diluted basis. The provisions of this Article 6 shall not apply in respect of securities issued pursuant to any ESOP. For the avoidance of doubt, it is clarified that the provisions of this Article 6 shall also apply to any investment by a third party investor within the Investor Option Period as set forth in Article 4.”

Article 7 provides that “In the event that a shareholder of the Company is granted any rights that are more favourable to such shareholder than the rights granted to the Investor, the Investor shall be entitled to receive such additional favourable rights as are granted to such other shareholder for nil or nominal consideration payable by the Investor.”

Transfer of Shares by the Promoters

Article 8 provides that:

- “(a) Subject to Article 8(b) below, the Promoters (the “**Transferring Shareholders**”) jointly and severally undertake that they shall not, without the prior written consent of the Investor and unless the transferee executes a deed of adherence substantially in the form set out in Schedule 6 of the Shareholders’ Agreement, Transfer to any other person all or part of the Equity Share Capital held by them.
- (b) The provisions of Articles 8-15 shall not be applicable to any:
 - (i) Transfer of Equity Shares inter se among the Promoters, their immediate heirs and companies (x) which are Controlled by the Promoters and (y) in which the Promoters hold at least 80% of the issued and outstanding equity share capital (it being understood that if the transferee is a company, it shall continue to be Controlled by the Promoters and the Promoters shall continue to hold at least 80% of the issued and outstanding equity share capital of such transferee company after completion of the Transfer); or
 - (ii) Transfer (whether through a single transaction or a series of transactions) by the Promoters of up to an aggregate of 10% of the Equity Share Capital on a Fully Diluted basis, provided that the Promoters continue to Control the Company and hold more than 50% of the Equity Share Capital following such Transfer,provided further in each case, if the transferee is a person other than a Promoter, the transferee has executed a deed of adherence substantially in the form agreed between the Parties.
- (c) If any Transferring Shareholder proposes to Transfer any Equity Shares held by it to any person (the “**Third Party Purchaser**”) and is required to obtain the consent of the Investor in accordance with Article 8(a) above (except as provided in Article 8(b)), it shall first deliver a written notice (the “**Transfer Notice**”) to the Investor setting forth:
 - (i) the identity of, and information in reasonable detail about, the Third Party Purchaser;
 - (ii) the purchase price per Equity Share; and
 - (iii) the aggregate number of Equity Shares proposed to be Transferred to the Third Party Purchaser (the “**Transfer Shares**”).
- (d) The Investor shall deliver a written notice to the Transferring Shareholder consenting to or rejecting such proposed Transfer within fifteen (15) days of the Transfer Notice (the “**Response Notice**”) and if the Investor is consenting to such Transfer, the Investor may, in its sole discretion, also exercise its rights under Article 13 in respect of such Transfer. If the Investor fails to deliver the Response Notice within the specified time period, it shall be deemed to have waived its rights under Article 8(a) above in respect of such Transfer (it being understood that notwithstanding such deemed waiver of the Investor’s rights under Article 8(a), the Investor shall still be entitled to exercise its rights under Article 13 in respect of such Transfer, provided it exercises its rights within the time period set out in Article 13(a) below).”

Article 9 provides that “Notwithstanding anything to the contrary contained herein, the Investor may at any time without the prior consent of the Promoters, Transfer any of the Equity Shares or other securities held by it to (i) any Affiliate, provided that such Affiliate has executed a deed of adherence substantially in the form set out in Schedule 6 of the Shareholders’ Agreement or (ii) any Investor Purchaser, provided that such Investor Purchaser is not a Competitor and has executed a deed of adherence substantially in the form agreed between the Parties. Provided, however, that the restriction contained in this Article 9 in respect of the Transfer of the Investor’s shareholding to a Competitor will cease to apply:

- (a) in accordance with Article 22 or
- (b) upon listing of the Equity Shares on a Recognised Stock Exchange, to a Transfer through the Recognised Stock Exchange unless the identity of the proposed transferee is known to the Investor prior to the relevant Transfer.”

Article 10 provides that “Subject to the provisions of Article 14, the provisions of Articles 8 and 9 above (except Article 9(b) above) shall lapse upon the consummation of a Qualified IPO. Provided that, notwithstanding the preceding sentence, if, after the consummation of a Qualified IPO,

- (a) the Transferring Shareholder proposes to Transfer any Equity Shares held by it to a Third Party Purchaser whose identity is known to it prior to such Transfer, or
- (b) such Transfer will result in a change in Control of the Company or the Promoters holding 50% or less than 50% of the Equity Share Capital, the Transferring Shareholder shall ensure that upon the Transfer of the Equity Shares to such Third Party Purchaser, such Third Party Purchaser executes a deed of adherence substantially in the form set out in Schedule 6 of the Shareholders’ Agreement.”

Article 11 provides that “If the Investor Transfers any Equity Shares held by it to one or more Investor Purchaser(s) in accordance with the provisions of these Articles, then for purposes of these Articles (except Article 56):

- (a) any reference to the Investor shall include the Investor Group and any such Investor Purchaser(s);
- (b) the shareholding of such Investor Purchaser(s) shall be aggregated with the shareholding of the Investor Group;
- (c) such Investor Purchaser(s) and the Investor Group shall be treated as a single block of shareholders (the “**Investor Block**”) who shall be entitled to all the rights of the Investor under these Articles; and
- (d) the Investor Block shall not be entitled to any rights in addition to the rights of the Investor under these Articles.”

Article 12 provides that “Any reference to any of the Promoters shall include such third party(ies) to whom such Promoter has Transferred its Equity Shares or securities in accordance with these Articles and who have executed a deed of adherence substantially in the form set out in Schedule 6 of the Shareholders’ Agreement. If the Promoters Transfer any Equity Shares in accordance with the provisions of Article 8(b)(i) above, then for the purposes of these Articles:

- (a) the shareholding of any such transferees (the “**Promoter Transferees**”) shall be aggregated with the shareholding of the Promoters; and
- (b) the Promoters and the Promoter Transferees shall be treated as a single block of shareholders.

INVESTOR TAG-ALONG RIGHTS

Prior to the Consummation of a Qualified IPO

Article 13 provides that

“In the event of any Transfer of Equity Shares by any Transferring Shareholder in terms of Article 8 (other than the permitted Transfers undertaken in accordance with Article 8(b) above), the Investor shall have the right to require the Transferring Shareholder to ensure that the Third Party Purchaser purchases from the Investor, for the same consideration per Equity Share and upon the same terms and conditions as are to be given to the

Transferring Shareholder, such number of Equity Shares (or any other securities on a Fully Diluted basis) then held by the Investor as bears proportion to the ratio of shareholding between the Investor and the Transferring Shareholder. In addition, the Investor shall, at its option, be entitled to receive the proportionate cash equivalent of any consideration in kind received by the Transferring Shareholder. Notwithstanding the foregoing, in the event such Transfer will result in (i) a change in Control of the Company or (ii) the Promoters holding 50% or less than 50% of the Equity Share Capital, the Investor shall have the right to require the Transferring Shareholder to ensure that the Third Party Purchaser purchases the entire shareholding of the Investor in the Company in accordance with the procedure specified in this Article 13.

- (a) If the Investor wishes to exercise its rights under this Article 13, it shall deliver a written notice of such election to the Transferring Shareholder within a period of fifteen (15) days from the Transfer Notice (the “**Tag-Along Notice**”). Such Tag-Along Notice shall be binding on the Transferring Shareholder, who shall cause the Third Party Purchaser to acquire the relevant number of Equity Shares (or any other securities on a Fully Diluted basis) held by the Investor within a period of fifteen (15) days of the Tag Along Notice.
- (b) In the event the Investor has exercised its rights under this Article 13 and such Third Party Purchaser fails to purchase the relevant number of Equity Shares (or any other securities on a Fully Diluted basis) from the Investor within the relevant time period, the Transferring Shareholder shall not be entitled to Transfer the Equity Shares it proposes to Transfer to such Third Party Purchaser and, if purported to be made, such Transfer shall be void ab initio and the Company shall not register any such Transfer of Equity Shares.
- (c) If the Investor fails to deliver the Tag-Along Notice within the specified time period, it shall be deemed to have waived its rights under this Article 13 in relation to the proposed Transfer of the Equity Shares to the Third Party Purchaser. Provided, however, that if the Transferring Shareholder fails to consummate the Transfer of such Equity Shares to the Third Party Purchaser on the terms and conditions contained in the Transfer Notice within thirty (30) days of the Transfer Notice, the rights of the Investor under this Article 13 shall revive in relation to such Transfer. For the avoidance of doubt, the Investor’s rights under this Article 13 shall, subject to Article 14, continue to apply to any future Transfers.”

Upon the Consummation of a Qualified IPO

Article 14 provides that “Upon listing of the Equity Shares on a Recognised Stock Exchange, the rights of the Investor under Article 13 shall not apply to a Transfer of Equity Shares by a Transferring Shareholder to a Third Party Purchaser unless (i) the identity of the Third Party Purchaser is known to the Promoters prior to such Transfer; or (ii) such Transfer will result in a change in Control of the Company or the Promoters holding 50% or less than 50% of the Equity Share Capital. If the Transferring Shareholder proposes to effect a Transfer to a Third Party Purchaser in accordance with (i) or (ii) above, the following provisions shall apply in place of and instead of Article 13 above:

- (a) the Transferring Shareholder shall first deliver a written notice (the “**Post IPO Transfer Notice**”) to the Investor setting forth:
 - (i) the identity of, and information in reasonable detail about, the Third Party Purchaser;
 - (ii) the purchase price per Equity Share; and
 - (iii) the aggregate number of Equity Shares proposed to be Transferred to the Third Party Purchaser (the “**Post IPO Transfer Shares**”).
- (b) Upon the receipt of a Post IPO Transfer Notice, the Investor shall have the right to require the Transferring Shareholder to ensure that the Third Party Purchaser purchases from the Investor, for the same consideration per Equity Share and upon the same terms and conditions as are to be given to the Transferring Shareholder, such number of Equity Shares (or any other securities on a Fully Diluted basis) then held by the Investor as bears proportion to the ratio of shareholding between the Investor and the Transferring Shareholder. In addition, the Investor shall, at its option, be entitled to receive the proportionate cash equivalent of any consideration in kind received by the Transferring Shareholder. Notwithstanding the foregoing, in the event such Transfer will result in (i) a change in Control of the Company or (ii) the Promoters holding 50% or less than 50% of the Equity Share Capital, the Investor

shall have the right to require the Transferring Shareholder to ensure that the Third Party Purchaser purchases the entire shareholding of the Investor in the Company in accordance with the procedure specified in this Article 14.

- (c) If the Investor wishes to exercise its rights under this Article 14, it shall, within five (5) days of receiving the Post IPO Transfer Notice, deliver a written notice of such election to the Transferring Shareholder (the “**Post IPO Tag-Along Notice**”). Such Post IPO Tag-Along Notice shall be binding on the Transferring Shareholder, who shall cause the Third Party Purchaser to acquire the relevant number of Equity Shares (or any other securities on a Fully Diluted basis) held by the Investor within a period of five (5) days of the Post IPO Tag-Along Notice.
- (d) In the event the Investor has exercised its rights under Article 14 (b) above and such Third Party Purchaser fails to purchase the relevant number of Equity Shares (or any other securities on a Fully Diluted basis) from the Investor within the relevant time period, the Transferring Shareholder shall not be entitled to Transfer the Equity Shares it proposes to Transfer to such Third Party Purchaser and, if purported to be made, such Transfer shall be void ab initio and the Company shall not register any such Transfer of Equity Shares.
- (e) If the Investor fails to deliver the Post IPO Tag-Along Notice within the specified time period, it shall be deemed to have waived its rights under Article 14 (b) above in relation to the proposed Transfer of the Equity Shares to the Third Party Purchaser. Provided, however, that if the Transferring Shareholder fails to consummate the Transfer of such Equity Shares to the Third Party Purchaser on the terms and conditions contained in the Post IPO Tag-Along Notice within ten (10) days of the Post IPO Transfer Notice, the rights of the Investor under this Article 14 shall revive in relation to such Transfer. For the avoidance of doubt, the Investor’s rights under Article 14 shall continue to apply to any future Transfers.”

Article 15 provides that “In the event any regulatory approvals are required to be obtained to Transfer the Equity Shares held by the Investor in the Company pursuant to Article 13 and 14 prior to, or upon consummation of, a Qualified IPO, the relevant time periods specified in Articles 13 and 14 shall be extended by such further time as may be necessary to obtain the required regulatory approvals.”

QUALIFIED IPO

Article 16 provides that “The Company and the Promoters undertake to complete a Qualified IPO on or before August 31, 2015 the “Qualified IPO Date”) which satisfies all the following conditions:

- (a) the issue price at which Equity Shares are issued or Transferred in such an IPO shall be determined by the Company, the Investor and other selling shareholders in accordance with the book building mechanism under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and such other applicable laws, in consultation with the investment banking firm appointed for the IPO;
- (b) the Equity Shares issued or Transferred in such an IPO are duly listed/quoted on a Recognised Stock Exchange acceptable to the Investor and the Promoters, provided that the acceptance of the Promoters shall not be required in relation to an Investor Qualified IPO undertaken in accordance with Article 17 below;
- (c) the IPO consists of an offer of at least 10% or more (on a Fully Diluted basis) of the issued and outstanding Equity Shares to the public, or such number of securities of the Company as are required under any Requirement of Law (whichever is more);
- (d) the IPO is managed and underwritten by a reputable investment banking firm of recognised high standing in the markets in which such Equity Shares are to be offered and which is acceptable to the Investor and the Promoters, provided that the acceptance of the Promoters shall not be required in relation to an Investor Qualified IPO undertaken in accordance with Article 17 below; and
- (e) the IPO complies with all applicable legal, regulatory and listing requirements.

Article 17 provides that “In the event that the Company does not complete a Qualified IPO on or before the Qualified IPO Date, the Investor shall have the right to cause the Company and the Promoters to conduct and complete a Qualified IPO (the “**Investor Qualified IPO**”) within a period of three months following the

Qualified IPO Date (the “**Investor Qualified IPO Date**”), and have the Equity Shares issued or Transferred in such an IPO duly listed/quoted on a Recognised Stock Exchange. If the Investor exercises its right pursuant to this Article 17, the Promoters shall, and shall cause the Company to, take all necessary action to complete the Investor Qualified IPO within the specified period, including causing the Promoter Directors to approve the Investor Qualified IPO. If the Company and/or the Promoters fail or refuse to comply with their obligations under this Article 17 (the “**Defaulting Party(ies)**”), the Investor shall be deemed to be authorized by such Defaulting Party(ies) under Articles 16 to 26 to take all necessary steps on behalf of the Defaulting Party(ies) to expeditiously complete the Investor Qualified IPO. All references in Articles 5, 10, 13, 14, 15, 18, 19, 20, 23, 25, 27, 37, 54, and 56 to a Qualified IPO shall be construed as referring to a Qualified IPO and/or an Investor Qualified IPO.”

Article 18 provides that “Notwithstanding anything contained in Articles 16 and 17 above, but subject to any applicable Requirements of Law, (a) the Investor shall have the right to cause the Company and/or the Promoters to sell up to 100% of the Equity Shares held by the Investor in an offer for sale to the public as a part of the Qualified IPO; and (b) after the receipt of final listing and trading approvals under the Qualified IPO, the Investor shall have the right to cause the Company and/or the Promoters to sell up to 100% of the Equity Shares held by the Investor in an offer for sale to the public subject to the conditions specified in Article 16 in relation to a Qualified IPO (the “**Secondary Offering**”). The Company and the Promoters shall provide all assistance and undertake any obligation in this respect as may be necessary.”

Article 19 provides that “The Promoters shall contribute such number of Equity Shares for sale in the Qualified IPO and/or Secondary Offering as may be required pursuant to any applicable Requirement of Law. If the Company is required to increase the Equity Share Capital for completing the Qualified IPO and/or Secondary Offering, then the Company shall, subject to the Investor’s consent, effect such increase by issuing bonus shares or any other restructuring.”

Article 20 provides that “The Company and the Promoters shall provide all necessary assistance and cooperation to facilitate the Qualified IPO and/or the Secondary Offering, including access of merchant bankers and lawyers to the management of the Company and the Company’s books and records, for conduct of due diligence in connection with such offering.”

Article 21 provides that “Subject to applicable Requirements of Law, the Company and the Promoters shall use their best efforts to ensure that the Investor will not be considered a promoter or part of the promoter group of the Company for any reason whatsoever or be required to undertake any obligation relating to disclosure in the offering documents or any agreement in any offering and, subject to applicable Requirements of Law, the Equity Shares held by the Investor will not be subject to any lock-in restriction.”

Article 22 provides that “Notwithstanding Articles 16 to 21 above, in the event the Company fails to consummate (i) a Qualified IPO, and have the Equity Shares of the Company listed on a Recognised Stock Exchange on or before the Qualified IPO Date and (ii) an Investor Qualified IPO, and have the Equity Shares of the Company listed on a Recognised Stock Exchange on or before the Investor Qualified IPO Date, then, without prejudice to any of the Investor’s other rights and remedies under these Articles, and subject to applicable Requirements of Law, the Investor shall be entitled to Transfer all or any of the Equity Shares and other securities held by it in the Company to the Company and/or its Promoters, within ninety (90) days of the Investor Qualified IPO Date, at a price mutually acceptable to the Parties, and in the event such Transfer is not completed within the specified time period, then the Investor shall be entitled to Transfer such Equity Shares or other securities to any Investor Purchaser, provided however that such person shall execute a deed of adherence substantially in the form set out in Schedule 6 of the Shareholders’ Agreement.”

Article 23 provides that “The Company and the Promoters agree that subject to any applicable Requirement of Law, the Investor, shall not, in connection with an IPO or upon listing or sale of the Equity Shares held by the Investor pursuant to the IPO, be required to give any representations, warranties or indemnities to any underwriter, broker, Recognised Stock Exchange, any Governmental Authority or any other person other than in relation to clear title of its Equity Shares if the Investor is participating in an offer for sale in the Qualified IPO.”

Article 24 provides that “Unless the Investor holds more than 50% of the voting rights in the Company and if the Investor is classified as a “promoter” under applicable Requirements of Law, the Company and the Promoters jointly and severally undertake to indemnify the Investor and its Affiliates both in India and elsewhere, as well as their respective directors, partners and officers (the “**IPO Indemnified Party**”) from and against any Claims, losses, damages, penalties, costs, charges or expenses of whatever nature made, suffered or incurred, including, without limitation, any legal or other fees and expenses actually and reasonably incurred in

connection with investigating, disputing, preparing, defending or settling any Claim (collectively, “Losses”) to which such IPO Indemnified Party may become subject under any applicable laws including the law of any applicable foreign jurisdiction or otherwise consequent upon or arising directly or indirectly out of or in connection with or in relation to the IPO, including arising out of or based on any draft red herring prospectus, red herring prospectus or the prospectus (including any international wrap) in relation to the IPO being, or being alleged to be, not true, fair and adequate to enable the investors to make a well informed decision as to the investment in the proposed IPO or any untrue statement or alleged untrue statement of a material fact contained in the draft red herring prospectus, the red herring prospectus or the prospectus (including any international wrap) in relation to the proposed IPO, or in information or documents, furnished or made available by the Company in an IPO and any amendment or supplement to the foregoing, or the omission or the alleged omission to state therein a material fact necessary in order to make the statements therein not misleading in light of the circumstances under which they were made. Provided, however, that such indemnity shall not apply to the extent that any Loss or Claim has been finally judicially determined to have resulted directly from the negligence, wilful misconduct or acts or omissions in bad faith of the IPO Indemnified Party.”

Article 25 provides that “Subject to applicable Requirements of Law, all expenses, other than the listing fees, in connection with the Qualified IPO or the Secondary Offering, and the sale by the Investor of its Equity Shares in the Qualified IPO or the Secondary Offering, including, without limitation, all registration, filing and qualification fees, and printers, legal and accounting fees and disbursements, shall be borne by and shared between, the Investor and other selling shareholders in the proportion of the Equity Shares being offered for sale in the Qualified IPO or the Secondary Offering.”

Article 26 provides that “It is hereby clarified that notwithstanding anything contained in Articles 16 to 26, in the event the Promoters propose a Qualified IPO prior to the Qualified IPO Date and the Investor does not consent to such Qualified IPO and prevents its occurrence by exercising its rights under Article 27 (whether by voting or abstaining to vote), the provisions of Articles 17 to 25 shall not apply, and the Promoter and/or the Company shall not be deemed to be in breach of these Articles.”

AFFIRMATIVE RIGHTS

Article 27 provides that “Notwithstanding anything to the contrary contained in these Articles but subject to the provisions of Articles 28 to 31 and 39 to 43, neither the Company nor any other Party shall take, approve or otherwise ratify any of the Reserved Matters at any meeting of the Board of Directors or at a General Meeting, without the prior written consent of the Investor Director and at least two Promoter Directors or one representative each of the Investor and the Promoters, as applicable.

Provided, however, that the rights of the Investor under this Article 27 shall lapse on the consummation of a Qualified IPO by the Company.”

PROCEEDINGS AT GENERAL MEETINGS

Article 28 provides that “Subject to the provisions of the Act, the quorum for a General Meeting shall be two shareholders present in person, one of which shall be a representative of the Promoters (unless waived in writing by the Promoters); provided that, where the agenda for any General Meeting includes any Reserved Matters, there shall be no quorum unless at least one representative each of the Investor and the Promoters are present at such General Meeting (unless waived in writing by the Investor and the Promoters, respectively). A corporate shareholder represented by a duly authorised representative shall be deemed to be present in person for purposes of this Article 28.”

Article 29 provides that “If the quorum for a General Meeting at which no Reserved Matter is proposed to be discussed is not present due to the absence of the Promoters’ representative, such meeting will be adjourned for five (5) Business Days. The adjourned meeting shall thereafter be held at the same place and time as the original meeting. If at such an adjourned meeting, the Promoters’ representative is not present within one hour of the time specified for the adjourned meeting, the shareholders present shall constitute the requisite quorum, subject to the provisions of the Act.”

Article 30 provides that “If the quorum for a General Meeting at which a Reserved Matter is proposed to be discussed is not present due to the absence of the Investor’s representative and/or the Promoters’ representative, such meeting will be adjourned for ten (10) Business Days. The adjourned meeting shall thereafter be held at the same place and time as the original meeting. If at such an adjourned meeting, either of the Investor’s representative or the Promoters’ representative is not present within one hour of the time specified for the

adjourned meeting, the shareholders present shall, subject to the provisions of the Act, constitute the quorum, provided either the Investor's representative or the Promoters' representative is present at such meeting. It is hereby clarified that at such adjourned meeting, subject to the provisions of the Act and Article 31 below, the shareholders present (which shall include at least any one of the Investor's representative and the Promoters' representative) shall be entitled to discuss and decide and pass a resolution on any matter including a Reserved Matter."

Article 31 provides that "Notwithstanding anything contained in Articles 28 to 30, the acceptance or rejection of any Reserved Matter may be communicated in writing by the Investor to any General Meeting at least two (2) days prior to the date of such meeting."

BOARD OF DIRECTORS

Article 32 provides that "The number of Directors shall be nine who shall be appointed in the following manner:

- i. at least five Directors nominated by the Promoters (the "**Promoter Directors**");
- ii. one nominee Director nominated by the Investor (the "**Investor Director**"); and
- iii. three Directors who shall be independent Directors acceptable to the Investor and the Promoters.

* The independent Directors shall be appointed on or before December 31, 2011.

Article 33 provides that "The Investor shall have the right to:

- i. nominate one person as the Investor Director who shall be elected as a non-executive Director and who shall not be required to retire by rotation; provided, however, that such Director shall not, during his tenure as a Director of the Company, also be a director on the board of directors of a Competitor; provided further that for the purposes of this Article 33 (i), Jubilant Organosys Limited will not be deemed to be a Competitor;
- ii. remove from office any person so nominated; and
- iii. nominate another person (including an alternate Director) in his place.

Provided that the Investor Director shall not be considered an independent Director for the purposes of Article 32.

Article 34 provides that "The Company shall, and the Promoters shall cause the Company to, promptly and in any event within the time period prescribed under the applicable Requirements of Law, make all such filings with Governmental Authorities that may be required under any Requirement of Law (including the filing of Form 32 and making changes to its register of Directors) to give effect to the provisions set forth in Articles 32 and 33."

Article 35 provides that "The appointment of the Investor Director and the Investor Director's alternate shall take place as the first item of business at the Board meeting immediately following the receipt by the Company of such nomination."

Article 36 provides that "Upon the request of the Investor for inclusion of the Investor Director on any committee of the Board, including without limitation, any audit committee or remuneration committee, the Company shall, and each Promoter shall cause the Board of Directors to ensure that such committee of the Board of Directors includes the Investor Director."

Article 37 provides that "In the event the Investor Transfers to an Investor Purchaser, whether such Transfer is made in one transaction or a series of transactions, such number of Equity Shares that represent more than 4% of the Equity Share Capital on a Fully Diluted Basis, the Investor Block shall have the right to nominate an observer to the Board. For the avoidance of doubt, it is clarified that in no event shall the Investor Block have the right to appoint more than one Director and more than one observer to the Board in accordance with the provisions of these Articles.

Provided that the right of the Investor Block to appoint an observer to the Board shall lapse on the consummation of a Qualified IPO."

Article 38 provides that “The Company shall obtain directors’ and officers’ liability insurance for the Investor Director and the Promoter Directors for an amount that is customary for companies engaged in a business similar to the Business and that is approved by the Board.”

MEETING OF THE BOARD

Article 39 provides that “The chairman of the Board shall be one of the Promoter Directors, as nominated by the Promoters, and shall not have a casting vote.”

Article 40 provides that “Subject to the provisions of the Act, the quorum for a Board meeting shall be such minimum number of Directors as required under the Act, of which at least one shall be a Promoter Director (unless waived in writing by the Promoter Director). Where the agenda for any Board meeting includes any Reserved Matters, the quorum for such Board meeting shall, subject to the provisions of the Act, be at least three Directors, of which at least one shall be an Investor Director and two shall be Promoter Directors (unless waived in writing by the Investor Director and two Promoter Directors, respectively).”

Article 41 provides “If the quorum for a Board meeting at which no Reserved Matter is proposed to be discussed is not present due to the absence of a Promoter Director, such meeting will be adjourned for five (5) Business Days. The adjourned meeting shall thereafter be held at the same place and time as the original meeting. If at such an adjourned meeting, a Promoter Director is not present within one hour of the time specified for the adjourned meeting, the Directors present shall constitute the requisite quorum, subject to the provisions of the Act.”

Article 42 provides that “If the quorum for a Board meeting at which a Reserved Matter is proposed to be discussed is not present due to the absence of the Investor Director and/or two Promoter Directors, such meeting will be adjourned for ten (10) Business Days. The adjourned meeting shall thereafter be held at the same place and time as the original meeting. If at such an adjourned meeting, the Investor Director or two Promoter Directors are not present within one hour of the time specified for the adjourned meeting, the Directors present shall constitute the quorum, subject to the provisions of the Act, provided either the Investor Director or a Promoter Director is present at such meeting. It is hereby clarified that at such adjourned meeting, subject to the provisions of the Act and Article 43 below, the Directors present (which shall include at least any of the Investor Director and the Promoter Directors) shall be entitled to discuss and decide and pass a resolution on any matter including a Reserved Matter.”

Article 43 provides that “Notwithstanding anything contained in Articles 39 to 42, the acceptance or rejection of any Reserved Matter may be communicated in writing by the Investor Director to any meeting of the Board at least two (2) days prior to the date of such meeting.”

ACCESS TO RECORDS AND PERSONNEL

Article 55 provides that “The Company shall, upon reasonable notice, provide full access to the Investor and its authorized representatives (including lawyers, accountants, auditors and other professional advisors) to visit and inspect all properties, assets, corporate, financial and other records, reports, books, contracts and commitments of the Company, its Subsidiaries and joint ventures (to the extent practicable), and to discuss its business, actions plans, budgets and finances with the Directors and executive officers of the Company, its Subsidiaries and joint ventures (to the extent practicable). Upon listing of the Equity Shares on a Recognised Stock Exchange, the provisions of this Article 55 shall be subject to any applicable Requirement of Law.”

SECTION IX: 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 Red Herring Prospectus) which are or may be deemed material have been attached to the copy of this Red Herring Prospectus 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 this Red Herring Prospectus until the Bid/Offer Closing Date.

A. Material Contracts for the Offer

1. Offer Agreement dated February 13, 2014 between our Company, the Selling Shareholders and the BRLMs.
2. Agreement dated January 29, 2014 between our Company, the Selling Shareholders and the Registrar to the Offer.
3. Escrow Agreement dated August 26, 2014 between our Company, the Selling Shareholders, the BRLMs, the Escrow Collection Bank(s), Refund Bank and the Registrar to the Offer.
4. Share Escrow Agreement dated August 22, 2014 between our Company, the Selling Shareholders, the BRLMs, and the Escrow Agent.
5. Syndicate Agreement dated August 26, 2014 between our Company, the Selling Shareholders, the BRLMs, the Registrar to the Offer and the Syndicate Members.
6. Underwriting Agreement dated [●] between our Company, the Selling Shareholders, the BRLMs, the Registrar to the Offer and the Syndicate Members.

B. Material Documents in relation to the Offer

1. Certified copy of the updated Memorandum and Articles of Association of our Company as amended from time to time.
2. Certificate of Incorporation dated March 12, 2004, fresh certificate of incorporation upon change of name dated September 18, 2013 and fresh certificate of incorporation consequent upon change of name on conversion to a public limited company dated September 18, 2013.
3. Resolutions of the Board of Directors dated December 16, 2013 in relation to this Offer and other related matters.
4. Resolution dated September 25, 2013 passed by the board of directors of HEP Mauritius Limited approving the Equity Shares offered by HEP Mauritius Limited in the Offer.
5. Consent letter each dated January 20, 2014 from Ramprakash V. Bubna and Sharda R. Bubna, respectively in relation to the Equity Shares offered by them in the Offer.
6. Copies of annual report of our Company for the last five Fiscals.
7. The examination reports of the Statutory Auditors dated August 9, 2014 on the Restated Unconsolidated Summary Statements and the Restated Consolidated Summary Statements, included in this Red Herring Prospectus.
8. The Statement of Tax Benefits dated August 19, 2014 from the Statutory Auditors.
9. Consent of Directors, Statutory Auditors, BRLMs, Syndicate Members, Indian Legal Counsel to the Offer, Registrars to the Offer, Escrow Collection Banker, Bankers to our Company, Company Secretary and Compliance Officer as referred to in their specific capacities.
10. Due Diligence Certificate dated February 13, 2014 addressed to SEBI from the BRLMs.

11. Agreement dated January 31, 2014 between our Company and Ramprakash V. Bubna appointing Ramprakash V. Bubna as the Managing Director.
12. Agreement dated January 31, 2014 between our Company and Sharda R. Bubna appointing Sharda R. Bubna as a whole time Director.
13. Agreement dated February 1, 2014 between our Company and Ashish R. Bubna appointing Ashish R. Bubna as a whole time Director.
14. Agreement dated January 31, 2014 between our Company and Manish R. Bubna appointing Manish R. Bubna as a whole time Director.
15. In principle listing approvals dated May 2, 2014 and April 30, 2014 issued by the BSE and the NSE respectively.
16. Tripartite agreement dated February 14, 2014 among NSDL, our Company and the Registrar to the Offer;
17. Tripartite agreement dated June 4, 2014 among CDSL, our Company and the Registrar to the Offer.
18. SEBI observation letter no. CFD/DIL/AKD/PHV/OW/23059/2014 dated August 5, 2014.
19. Letter dated August 4, 2014 from the Book Running Lead Managers to SEBI.

Material contracts for our Company

1. Memorandum of understanding between our Company and M/s. Bubna Enterprises, represented by its proprietor, Ramprakash V. Bubna dated June 2, 2004.
2. Memorandum of understanding between our Company and M/s. Sharda International, represented by its proprietor, Sharda R. Bubna dated June 2, 2004.
3. Scheme of Amalgamation between our Company and Sharda International FZE.
4. Share Subscription and Shareholders Agreement between our Company, HEP Mauritius Limited and Ramprakash V. Bubna, Sharda R. Bubna, Ashish R. Bubna, Manish R. Bubna, Seema A. Bubna, Anisha M. Bubna dated March 11, 2008 and the Amendment Agreement to the Share Subscription and Shareholders' Agreement between our Company, HEP Mauritius Limited and Ramprakash V. Bubna, Sharda R. Bubna, Ashish R. Bubna, Manish R. Bubna, Seema A. Bubna, Anisha M. Bubna dated January 20, 2014.
5. Share Subscription, Share Purchase cum Shareholder's Agreement between our Company, Axis Crop Science Private Limited, Anil Ganpati Kumta and Aruna Anil Kumta, promoters of Axis Crop Science Private Limited dated November 30, 2011.
6. Call Option Deed between our Company, Axis Crop Science Private Limited and Anil Ganpati Kumta dated November 30, 2011.
7. Shares sale agreement between Ramprakash V. Bubna and Sharda International DMCC dated April 1, 2013.
8. Letter of guarantee issued by Ramprakash V. Bubna, Sharda R. Bubna, Ashish R. Bubna and Manish R. Bubna dated July 10, 2014.
9. Letter of guarantee issued by Ramprakash V. Bubna, Sharda R. Bubna, Ashish R. Bubna and Manish R. Bubna dated June 22, 2012.

Any of the contracts or documents mentioned in this 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.

DECLARATION

All relevant provisions of the Companies Act and the guidelines issued by the Government or the regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules or regulations made thereunder or guidelines issued, as the case may be. We further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Ramprakash V. Bubna
(Chairman and Managing Director)

Sharda R. Bubna
(Executive Director)

Ashish R. Bubna
(Executive Director)

Manish R. Bubna
(Executive Director)

Vishal Marwaha
(Non-Executive and Nominee Director)

M. S. Sundara Rajan
(Independent and Non-Executive Director)

Urvashi Saxena
(Independent and Non-Executive Director)

Shitin Desai
(Independent and Non-Executive Director)

P. R. Srinivasan
(Independent and Non-Executive Director)

Shobhan Thakore
(Independent and Non-Executive Director)

SIGNED BY THE CHIEF FINANCIAL OFFICER

Gautam Arora
(Chief Financial Officer)

Date: August 27, 2014
Place: Mumbai

DECLARATION

The undersigned Selling Shareholder hereby certifies that all statements and undertakings made by it in this Red Herring Prospectus about or in relation to itself and the Equity Shares being offered by it in the Offer are true and correct, provided however, that the undersigned Selling Shareholder assumes no responsibility for any of the statements or undertakings made by the Company or any other Selling Shareholder or any expert or any other person(s) in this Red Herring Prospectus.

Signed by the Selling Shareholder

For HEP Mauritius Limited

Date: August 27, 2014

Place: Mumbai

DECLARATION

The undersigned Selling Shareholder hereby certifies that all statements and undertakings made by such Selling Shareholder in this Red Herring Prospectus about or in relation to herself and the Equity Shares being offered by her in the Offer are true and correct, provided however, that the undersigned Selling Shareholder assumes no responsibility for any of the statements or undertakings made by the Company or any other Selling Shareholder or any expert or any other person(s) in this Red Herring Prospectus.

Signed by the Selling Shareholder

Sharda R. Bubna

Date: August 27, 2014

Place: Mumbai

DECLARATION

The undersigned Selling Shareholder hereby certifies that all statements and undertakings made by such Selling Shareholder in this Red Herring Prospectus about or in relation to himself and the Equity Shares being offered by him in the Offer are true and correct, provided however, that the undersigned Selling Shareholder assumes no responsibility for any of the statements or undertakings made by the Company or any other Selling Shareholder or any expert or any other person(s) in this Red Herring Prospectus.

Signed by the Selling Shareholder

Ramprakash V. Bubna

Date: August 27, 2014

Place: Mumbai