



**GALAXY SURFACTANTS LIMITED**

Our Company was originally incorporated as "Galaxy Surfactants Private Limited" on May 20, 1986 at Mumbai, Maharashtra as a private limited company under the Companies Act, 1956. Pursuant to a special resolution of our Shareholders dated January 24, 1995, our Company was converted into a public limited company and our Company's name was changed to "Galaxy Surfactants Limited" and a certificate of change of name dated March 13, 1995 was issued by the Registrar of Companies, Maharashtra at Mumbai ("RoC"). For details, see "History and Certain Corporate Matters" on page 152.

**Registered & Corporate Office:** C-49/2, TTC Industrial Area, Pawne, Navi Mumbai - 400 703  
**Contact Person:** Mr. Niranjan Ketkar, Company Secretary and Compliance Officer  
 Tel: +91 22 2761 6666; Fax: +91 22 2768 6523  
**Email:** investorservices@galaxysurfactants.com; **Website:** www.galaxysurfactants.com  
**Corporate Identity Number:** U39877MH1986PLC039877

**OUR PROMOTERS: MR. UNNATHAN SHEKHAR, MR. GOPALKRISHNAN RAMAKRISHNAN, MR. SUDHIR DATARAM PATIL AND MR. SHASHIKANT SHANBHAG**  
**INITIAL PUBLIC OFFERING OF UP TO 6,331,674 EQUITY SHARES OF FACE VALUE OF ₹10 EACH ("EQUITY SHARES") OF GALAXY SURFACTANTS LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹[●] MILLION CONSISTING OF AN OFFER OF SALE OF UP TO 39,250 EQUITY SHARES BY THE PERSON LISTED IN PART I OF ANNEXURE A ("PROMOTER SELLING SHAREHOLDER"), UP TO 2,107,804 EQUITY SHARES BY THE PERSONS LISTED IN PART II OF ANNEXURE A ("PROMOTER GROUP SELLING SHAREHOLDERS") AND UP TO 4,184,620 EQUITY SHARES BY THE PERSONS LISTED IN PART III OF ANNEXURE A ("OTHER SELLING SHAREHOLDERS AND TOGETHER WITH THE PROMOTER SELLING SHAREHOLDER AND PROMOTER GROUP SELLING SHAREHOLDERS THE "SELLING SHAREHOLDERS") ("OFFER"). THE OFFER WILL CONSTITUTE [●] % OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.**

**THE FACE VALUE OF THE EQUITY SHARES IS ₹10 EACH. THE PRICE BAND WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE SELLING SHAREHOLDERS' COMMITTEE AND THE BOOK RUNNING LEAD MANAGERS ("BRLMS") AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLMS AND WILL BE ADVERTISED IN ALL EDITIONS OF THE ENGLISH NATIONAL DAILY NEWSPAPER FINANCIAL EXPRESS, ALL EDITIONS OF THE HINDI NATIONAL DAILY NEWSPAPER JANSATTA, AND MUMBAI EDITION OF THE MARATHI NEWSPAPER NAVSHAKTI (MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA, WHERE OUR REGISTERED OFFICE IS LOCATED), EACH WITH WIDE CIRCULATION, AT LEAST FIVE WORKING DAYS PRIOR TO THE OFFER OPENING DATE IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED (THE "SEBI REGULATIONS"), AND SUCH ADVERTISEMENT SHALL BE MADE AVAILABLE TO THE BSE LIMITED ("BSE") AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES.**

In case of any revision in the Price Band, the Offer Period will be extended by at least three additional Working Days after such revision of the Price Band, subject to the Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Offer Period, if applicable, will be widely disseminated by notification to the BSE and the NSE, by issuing a press release, and also by indicating the change on the websites of the BRLMs and the terminals of the other members of the Syndicate.

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 41 of the SEBI Regulations, and in compliance with Regulation 26(1) of the SEBI Regulations, wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") ("QIB Category"), provided that our Company may, in consultation with the BRLMs, allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis in accordance with the SEBI Regulations ("Anchor Investor Category"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. Further, 5% of the QIB Category (excluding the Anchor Investor Category) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Category shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the 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 Bidders (except Anchor Investors) are required to mandatorily utilise the Application Supported by Blocked Amount ("ASBA") process, and provide details of their respective ASBA accounts in which the corresponding Bid Amounts will be blocked by the SCBs. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see "Offer Procedure" on page 361.

**RISKS IN RELATION TO THE FIRSTOFFER**

This being the first public offer of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10 each and the Floor Price is [●] times of the face value and the Cap Price is [●] times of the face value. The Offer Price is [●] the Floor Price. The Offer Price (determined and justified by our Company in consultation with Selling Shareholders' Committee and the BRLMs, as stated in "Basis for Offer Price" on page 101) 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**

Investment in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in 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 the SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" on page 15.

**COMPANY'S AND THE 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 of the Selling Shareholders severally and not jointly accept responsibility only for the statements made by it in this Red Herring Prospectus and confirm that this Red Herring Prospectus contains all information about itself as a selling shareholder and the Equity Shares offered by each of them in the Offer, and that such statements are true and correct in all material respects and are not misleading in any material respect.

**LISTING**

The Equity Shares offered through this Red Herring Prospectus are proposed to be listed on NSE and BSE. Our Company has received an 'in-principle' approval from each of NSE and BSE for the listing of the Equity Shares pursuant to their letters dated November 29, 2017 and November 24, 2017, respectively. For the purposes of the Offer, the Designated Stock Exchange shall be the NSE. A copy of this Red Herring Prospectus has been and a copy of the Prospectus shall be delivered for registration to the RoC in accordance with the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of this Red Herring Prospectus up to the Offer Closing Date, see "Material Contracts and Documents for Inspection" on page 426.

**BOOK RUNNING LEAD MANAGERS**

**REGISTRAR**

<p><b>ICICI Securities Limited</b>                  ICICI Centre                  H.T. Parekh Marg                  Churchgate                  Mumbai 400 020                  Maharashtra, India                  Tel: +91 (22) 2288 2460                  Fax: +91 (22) 2282 6580                  E-mail: galaxy.ipo@icicisecurities.com                  Website: www.icicisecurities.com                  Investor grievance E-mail: customercare@icicisecurities.com                  Contact person: Arjun A Mehrotra / Rupesh Khant                  SEBI registration number: INM000011179</p>	<p><b>Edelweiss Financial Services Limited</b>                  14<sup>th</sup> Floor, Edelweiss House                  Off. C.S.T Road                  Kalina                  Mumbai 400 098                  Maharashtra, India                  Tel: +91 (22) 4009 4400                  Fax: +91 (22) 4086 3610                  E-mail: gsl.ipo@edelweissfin.com                  Investor grievance Email: customerservice.mb@edelweissfin.com                  Website: www.edelweissfin.com                  Contact person: Mohit Kapoor                  SEBI registration number: INM0000010650</p>	<p><b>JM Financial Institutional Securities Limited</b>                  7<sup>th</sup> Floor, Cnergy                  Appasaheb Marathe Marg                  Prabhadevi                  Mumbai 400 025                  Maharashtra, India                  Tel: +91 (22) 6630 3030                  Fax: +91 (22) 6630 3330                  E-mail: gsl.ipo@jmfl.com                  Investor grievance Email: grievance.ibd@jmfl.com                  Website: www.jmfl.com                  Contact person: Prachee Dhuri                  SEBI registration number: INM000010361</p>	<p><b>Link Intime India Private Limited</b>                  C-101, 247 Park                  Lal Bahadur Shastri Marg                  Vikhroli West                  Mumbai 400 083                  Maharashtra, India                  Tel: +91 (22) 4918 6200                  Fax: +91 (22) 4918 6195                  E-mail: galaxy.ipo@linkintime.co.in                  Investor grievance E-mail: galaxy.ipo@linkintime.co.in                  Website: www.linkintime.co.in                  Contact person: Shanti Gopalakrishnan                  SEBI registration number: INR000004058</p>

**OFFER PROGRAMME**

**OFFER OPENS ON: JANUARY 29, 2018<sup>(1)</sup>** **OFFER CLOSES ON: JANUARY 31, 2018**

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

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## 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, statute, rules, guidelines, policies or regulation will be deemed to include all amendments and modifications notified as of the date of this Red Herring Prospectus.*

*In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given in this section shall prevail. Notwithstanding the foregoing, terms in “Main Provisions of the Articles of Association”, “Statement of Special Tax Benefits”, “Industry Overview”, “Regulations and Policies”, “Financial Information”, “Outstanding Litigation and Material Developments” and “Part B” of “Offer Procedure”, will have the meaning ascribed to such terms in those respective sections.*

#### Company and Selling Shareholder Related Terms

Term	Description
“our Company” or “the Company” or “the Issuer” or “Galaxy Surfactants”	Galaxy Surfactants Limited, a company incorporated under the Companies Act, 1956, and having its registered and corporate office at C-49/2, TTC Industrial Area, Pawne, Navi Mumbai - 400 703.
“we” or “us” or “our”	Unless the context otherwise indicates or implies, refers to our Company together with our Subsidiaries on a consolidated basis.
“Articles” or “Articles of Association”	The Articles of Association of our Company, as amended.
“Auditors” or “Statutory Auditor”	The statutory auditors of our Company, being Deloitte Haskins & Sells LLP.
“Audit Committee”	The audit committee of our Board constituted in accordance with the Companies Act, 2013 and the SEBI Listing Regulations.
“Board” or Board of Directors”	The board of directors of our Company or a duly constituted committee thereof.
“Chief Financial Officer” or “CFO”	The chief financial officer of our Company, being Mr. Kasargod Ganesh Kamath.
“Compliance Officer”	Mr. Niranjan Ketkar.
“Corporate Social Responsibility Committee” or “CSR Committee”	The corporate social responsibility committee of our Board constituted in accordance with the Companies Act, 2013.
“Director(s)”	Director(s) on the Board of our Company, as appointed from time to time.
“Equity Shares”	Unless the context otherwise requires, refers to Equity shares of our Company having a face value of ₹10 each.
“Executive Director”	An executive director of the Company.
“Group Companies”	Such companies as covered under the applicable accounting standards and also other companies as considered material by our Board pursuant to a policy on materiality of group companies approved by our Board on October 30, 2017.  For details, see “ <i>Our Promoters, Promoter Group and Group Companies – Group Companies</i> ” on page 186.
“Independent Director”	A non-executive, independent Director as per the Companies Act, 2013 and the SEBI Listing Regulations.
“IPO Committee”	The IPO committee of our Board of Directors.
“KMP” or “Key Management Personnel”	Key management personnel of our Company in terms of Regulation 2(1)(s) of the SEBI Regulations and the Companies Act, 2013 and as disclosed in “ <i>Our Management – Key Management Personnel</i> ” on page 180.
“Memorandum” or “Memorandum of Association”	The Memorandum of Association of our Company, as amended.
“Nomination and Remuneration Committee”	The nomination and remuneration committee of our Board constituted in accordance with the provisions of the Companies Act, 2013 and SEBI Listing Regulations.
“Non-Executive Director”	A Director not being an Executive Director.
“Offered Shares”	Collectively, the Promoter Selling Shareholder Offered Shares, Promoter Group Selling Shareholders Offered Shares and Other Selling Shareholders Offered Shares being offered by the Selling Shareholders in the Offer as per the details contained in Annexure A.
“Other Selling Shareholders”	The persons listed in Part III of Annexure A.
“Other Selling Shareholders Offered Shares”	Up to 4,184,620 Equity Shares being offered by the Other Selling Shareholders in the Offer.

<b>Term</b>	<b>Description</b>
“Promoters”	The promoters of our Company, Mr. Unnathan Shekhar, Mr. Gopalkrishnan Ramakrishnan, Mr. Sudhir Dattaram Patil and Mr. Shashikant Shanbhag. For details, see “ <i>Our Promoters, Promoter Group and Group Companies</i> ” on page 183.
“Promoter Group”	The entities and persons constituting the promoter group of our Company in terms of Regulation 2(1)(zb) of the SEBI Regulations, excluding Mr. Vivek Amonkar and Mr. Vivek Amonkar PG. For details, see “ <i>Our Promoters, Promoter Group and Group Companies – Promoter Group</i> ” on page 185.
“Promoter Group Offered Shares”	Up to 2,107,804 Equity Shares being offered by the Promoter Group Selling Shareholders in the Offer.
“Promoter Group Selling Shareholders”	The persons listed in Part II of Annexure A.
“Promoter Offered Shares”	Up to 39,250 Equity Shares being offered by the Promoter Selling Shareholder in the Offer.
“Promoter Selling Shareholder”	The persons listed in Part I of Annexure A.
“Registered and Corporate Office”	The registered and corporate office of our Company, located at C-49/2, TTC Industrial Area, Pawne, Navi Mumbai – 400 703.
“Registrar of Companies” or “RoC”	The Registrar of Companies, Maharashtra at Mumbai.
“Restated Consolidated Financial Statements”	The consolidated financial information of our Company and its Subsidiaries as of and for each of the financial years ended March 31, 2017, 2016, 2015, 2014 and 2013 prepared in accordance with the requirements of SEBI Regulations, the Companies Act and Indian GAAP and for the six month period ended September 30, 2017 prepared in accordance with the requirements of SEBI Regulations, Companies Act and Indian GAAP together with the schedules and notes thereto and restated in accordance with the SEBI Regulations.
“Restated Financial Statements”	Collectively, the Restated Consolidated Financial Statements and the Restated Standalone Financial Statements.
“Restated Standalone Financial Statements”	The standalone financial information of our Company as of and for each of the financial years ended March 31, 2017, 2016, 2015, 2014 and 2013 prepared in accordance with the requirements of SEBI Regulations, the Companies Act and Indian GAAP and for the six month period ended September 30, 2017 prepared in accordance with the requirements of SEBI Regulations, Companies Act and Indian GAAP together with the related notes, schedules and annexures thereto included in this Red Herring Prospectus, which have been prepared in accordance with the requirements of the Companies Act and Indian GAAP and restated in accordance with the SEBI Regulations.
“Selling Shareholders”	Promoter Selling Shareholder, Promoter Group Selling Shareholders and Other Selling Shareholders.
“Selling Shareholders’ Committee”	The committee of our shareholders constituted pursuant a resolution passed by our Board dated October 30, 2017.
“Selling Shareholders’ Consent Letters”	A consent letter submitted by each of the Selling Shareholders pursuant to the OFS Invitation.
“Shareholders”	Equity shareholders of our Company, from time to time.
“Stakeholders’ Relationship Committee”	The stakeholder’s relationship committee of our Board constituted in accordance with the provisions of the Companies Act, 2013 and SEBI Listing Regulations.
“Subsidiary” or “Subsidiaries”	A subsidiary of our Company as of the date of this Red Herring Prospectus, in accordance with the Companies Act, 2013, and as set out in “ <i>Our Subsidiaries</i> ” on page 159.
Mr. Vivek Amonkar PG	Any body corporate in which 10% or more of the equity share capital is held by Mr. Vivek Amonkar or a firm or a Hindu Undivided Family in which Mr. Vivek Amonkar is a member or a Karta; (b) any body corporate in which an entity mentioned in (a) above, holds 10% or more of its equity share capital; and (c) any Hindu Undivided Family or firm in which the aggregate shareholding of Mr. Vivek Amonkar) is equal to or more than 10% of the total shareholding.

#### Offer Related Terms

<b>Term</b>	<b>Description</b>
“Acknowledgement Slip”	The slip or document issued by a Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form.
“Allot” or “Allotment” or “Allotted”	Unless the context otherwise requires, the allotment of the Equity Shares to successful Bidders, pursuant to the transfer of Equity Shares by the Selling Shareholders by way of the Offer.
“Allotment Advice”	Note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been

<b>Term</b>	<b>Description</b>
	approved by the Designated Stock Exchange.
“Allottee”	A successful Bidder to whom the Equity Shares are Allotted.
“Anchor Investor”	A Qualified Institutional Buyer, applying under the Anchor Investor Category, in accordance with the SEBI Regulations and this Red Herring Prospectus.
“Anchor Investor Allocation Price”	The price at which Equity Shares will be allocated to Anchor Investors in terms of this Red Herring Prospectus and the Prospectus which will be decided by our Company, in consultation with the Selling Shareholders’ Committee and the BRLMs.
“Anchor Investor Application Form”	The form used by an Anchor Investor to make a Bid in the Anchor Investor Category and which will be considered as an application for Allotment in terms of this Red Herring Prospectus and Prospectus.
“Anchor Investor Offer Period”	The day, one Working Day prior to the Offer Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to Anchor Investors shall be completed.
“Anchor Investor Offer Price”	The final price at which 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, in consultation with the Selling Shareholders’ Committee and the BRLMs.
“Anchor Investor Category”	Up to 60% of the QIB Category, which may be allocated by our Company, in consultation with the BRLMs, to Anchor Investors on a discretionary basis in accordance with the SEBI Regulations. One-third of the Anchor Investor Category shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price.
“Application Supported by Blocked Amount” or “ASBA”	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorising the relevant SCSB to block the Bid Amount in the relevant ASBA Account.
“ASBA Account”	A bank account maintained with an SCSB and specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the ASBA Form.
“ASBA Bidders”	All Bidders except Anchor Investors.
“ASBA Form”	An application form, whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of this Red Herring Prospectus and the Prospectus.
“Banker to the Offer” or “Escrow Collection Bank”	ICICI Bank Limited.
“Basis of Allotment”	The basis on which Equity Shares will be Allotted to successful Bidders under the Offer and which is described in “ <i>Offer Procedure – Part B – General Information Document for Investing in Public Issues – Allotment Procedure and Basis of Allotment</i> ” on page 392.
“Bid”	An indication to make an offer during the Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Offer Period by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI Regulations and in terms of this Red Herring Prospectus and the Bid cum Application Form.  The term “Bidding” shall be construed accordingly.
“Bid Amount”	The highest value of optional Bids indicated in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account, as the case may be, upon submission of the Bid.
“Bid cum Application Form”	The Anchor Investor Application Form or the ASBA Form, as the context requires.
“Bid Lot”	[●] Equity Shares.
“Bidder”	Any prospective investor who makes a Bid pursuant to the terms of this Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor.
“Bidding Centres”	Centres at which at the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated SCSB Branch for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.  The term “Bidding Centre” shall be construed accordingly.
“Book Building Process” or “Book Building Method”	The book building process, as provided in Part A, Schedule XI of the SEBI Regulations, in terms of which the Offer Price shall be determined and the Offer is being made.

<b>Term</b>	<b>Description</b>
“Book Running Lead Managers” or “BRLMs”	The book running lead managers to the Offer, namely, ICICI Securities Limited, Edelweiss Financial Services Limited and JM Financial Institutional Securities Limited.
“Broker Centres”	Broker centres notified by the Stock Exchanges where Bidders can submit the ASBA Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges.
“CAN” or “Confirmation of Allocation Note”	Notice or intimation of allocation of the Equity Shares to be sent to the Anchor Investors, who will be allocated the Equity Shares, after the Anchor Investor Offer Period.
“Cap Price”	The higher end of the Price Band, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted.
“Client ID”	Client identification number maintained with one of the Depositories in relation to the demat account.
“Collecting Depository Participant” or “CDP”	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
“Cut-off Price”	The Offer Price finalised by our Company, in consultation with the Selling Shareholders’ Committee and the BRLMs, which shall be any price within the Price Band. Only Retail Individual Investors are entitled to Bid at the Cut off Price. QIBs (including Anchor Investors) and Non-Institutional Investors will not be entitled to Bid at the Cut-off Price.
“Demographic Details”	Details of the Bidders including the Bidder’s address, name of the Bidder’s father/husband, investor status, occupation, PAN, MICR code and bank account details.
“Designated CDP Locations”	Such locations of the CDPs where Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com).
“Designated Date”	The date on which funds are transferred from the Escrow Account and the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Offer Account or the Refund Account, as appropriate, after filing of the Prospectus with the RoC.
“Designated Intermediaries”	Collectively, the Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorised to collect ASBA Forms from the ASBA Bidders, in relation to the Offer.
“Designated RTA Locations”	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com).
“Designated SCSB Branches”	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> or at such other website as may be prescribed by SEBI from time to time.
“Designated Stock Exchange”	NSE.
“Draft Red Herring Prospectus” or “DRHP”	The draft red herring prospectus dated November 10, 2017 issued in accordance with the SEBI Regulations, which does not contain complete particulars of the Offer, including the Offer Price and size of the Offer, including any addenda or corrigenda thereto.
“Edelweiss”	Edelweiss Financial Services Limited.
“Eligible FPIs”	FPIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom this Red Herring Prospectus and the Bid cum Application Form constitutes an invitation to subscribe to or purchase the Equity Shares offered thereby.
“Eligible NRI(s)”	NRI(s) from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom this Red Herring Prospectus and the Bid cum Application Form constitutes an invitation to subscribe to or purchase the Equity Shares offered thereby.
“Escrow Account”	Account opened with the Escrow Collection Bank and in whose favour the Anchor Investors will transfer money through direct credit/NEFT/RTGS in respect of the Bid Amount when submitting a Bid.
“Escrow Agreement”	The agreement dated January 16, 2018 entered into amongst the Company, the Registrar to the Offer, the BRLMs, the Selling Shareholders, the Escrow Collection

<b>Term</b>	<b>Description</b>
	Bank, the Public Offer Account Bank, and the Refund Bank for collection of the Bid Amounts from Anchor Investors and where applicable, refunds of the amounts collected to the Investors on the terms and conditions thereof.
“First Bidder”	Bidder whose name appears first in the Bid cum Application Form or the Revision Form.
“Floor Price”	The lower end of the Price Band, subject to any revision thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted.
“General Information Document”	The General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI and included in “Offer Procedure – Part B – General Information Document for Investing in Public Issues” on page 371.
“I-Sec”	ICICI Securities Limited.
“JM Financial”	JM Financial Institutional Securities Limited.
“Mutual Fund Category”	5% of the QIB Category (excluding the Anchor Investor Category) which shall be available for allocation only to Mutual Funds on a proportionate basis.
“Non-Institutional Category”	The portion of the Offer being not less than 15% of the Offer 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.
“Non-Institutional Investors” or “NIIs”	All Bidders, including Category III Foreign Portfolio Investors, that are not QIBs or Retail Individual Investors and who have Bid for Equity Shares for an amount more than ₹200,000 (but not including NRIs other than Eligible NRIs).
“Non Residents”	A person resident outside India, as defined under FEMA and includes a non-resident Indian, FPIs and FVCIs.
“Offer” or “Offer for Sale”	Initial public offering of up to 6,331,674 Equity Shares of face value ₹10 each of the Company for cash at a price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity Share, aggregating up to ₹[●] million), consisting of an offer for sale of up to 39,250 Equity Shares by the Promoter Selling Shareholder, up to 2,107,804 Equity Shares by the Promoter Group Selling Shareholders and up to 4,184,620 Equity Shares by the Selling Shareholders. The Offer shall constitute up to [●]% of the post-Offer issued, subscribed and paid-up equity share capital of the Company.
“Offer Agreement”	The agreement entered into on November 10, 2017 amongst the Company, the Selling Shareholders and the BRLMs, pursuant to the SEBI Regulations, based on which certain arrangements are agreed to in relation to the Offer.
“Offer Closing Date”	January 31, 2018.
“Offer Opening Date”	January 29, 2018.
“Offer Period”	Except in relation to Bids received from the Anchor Investors, the period from and including the Offer Opening Date to and including the Offer Closing Date during which ASBA Bidders can submit their Bids, including any revisions thereto. The Offer Period will comprise of Working Days only.
“Offer Price”	The final price at which the Equity Shares will be Allotted to Bidders other than Anchor Investors in terms of this Red Herring Prospectus. The Offer Price will be decided by our Company in consultation with the Selling Shareholders’ Committee and the BRLMs, on the Pricing Date.
“OFS Invitation”	Letter dated August 18, 2017 read with extension letter dated September 23, 2017 issued by our Company to its Shareholders inviting them to participate in the Offer.
“OFS Scheme”	Scheme of participation in the Offer by the Shareholders.
“Price Band”	Any price between and including the Floor Price and the Cap Price, inclusive of revisions thereof.  The Price Band will be decided by our Company in consultation with the Selling Shareholders’ Committee and the BRLMs and the minimum Bid Lot will be decided by our Company in consultation with the BRLMs and will be advertised in all editions of Financial Express, all editions of Jansatta and Mumbai edition of the Marathi newspaper Navshakti (which are widely circulated English, Hindi and Marathi newspapers, respectively, Marathi being the regional language of Maharashtra, where our Registered Office is located) at least five Working Days prior to the Offer Opening Date.
“Pricing Date”	The date on which our Company, in consultation with the Selling Shareholders’ Committee and 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, and the provisions of the SEBI Regulations 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, including any addenda or corrigenda thereto.

<b>Term</b>	<b>Description</b>
“Public Offer Account”	Bank account opened with under Section 40(3) of the Companies Act, 2013 to receive monies from the Escrow Account and ASBA Accounts on the Designated Date.
“QIB Category”	The portion of the Offer (including the Anchor Investor Category) being not more than 50% of the Offer, which shall be allocated on a proportionate basis to QIBs, including the Anchor Investor Category (in which allocation shall be on a discretionary basis, as determined by our Company, in consultation with the BRLMs), subject to valid Bids being received at or above the Offer Price.
“Qualified Institutional Buyers”, “QIBs” or “QIB Bidders”	Qualified institutional buyers as defined under Regulation 2(1)(zd) of the SEBI Regulations.
“Red Herring Prospectus” or “RHP”	This red herring prospectus dated January 16, 2018 which does not have complete particulars of the Offer, including the Offer Price and the size of the Offer, including any addenda or corrigenda thereto.
“Refund Account(s)”	The account(s) opened with the Refund Bank, from which refunds, if any, of the whole or part of the Bid Amount to the Anchor Investors shall be made.
“Refund Bank”	ICICI Bank Limited.
“Registered Brokers”	Stock brokers registered with the stock exchanges having nationwide terminals in any of the Broker Centers, other than the BRLMs and the Syndicate Members and eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 4, 2012 issued by SEBI.
“Registrar and Share Transfer Agents” or “RTAs”	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
“Registrar to the Offer”/ “Registrar”	Registrar to the Offer, being Link Intime India Private Limited.
“Retail Category”	The portion of the Offer being not less than 35% of the Offer, which shall be available for allocation to Retail Individual Investor(s), in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Offer Price.
“Retail Individual Investor(s)” or “RIIs”	Individual Bidders (including HUFs applying through their karta and Eligible NRIs) who have Bid for Equity Shares for an amount not more than ₹200,000.
“Revision Form”	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s).  QIB Bidders and Non-Institutional Investors are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise their Bids during the Offer Period and withdraw their Bids until Offer Closing Date.
“Self Certified Syndicate Bank(s)” or “SCSB(s)”	The banks registered with the SEBI, offering services in relation to ASBA, and a list of which is available on the website of the SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> and updated from time to time.
“Share Escrow Agent”	Link Intime India Private Limited appointed pursuant to the Share Escrow Agreement dated August 18, 2017 as amended pursuant to the addendum agreement entered into amongst the Company, the Escrow Agent and the Selling Shareholders dated November 9, 2017.
“Share Escrow Agreement”	The agreement dated August 18, 2017 entered into amongst the Company and the Share Escrow Agent for the deposit of Offered Shares as amended pursuant to the addendum agreement entered into amongst the Company, the Escrow Agent and the Selling Shareholders dated November 9, 2017.
“Specified Locations”	Bidding centres where the Syndicate shall accept ASBA Forms from Bidders.
“Stock Exchanges”	NSE and BSE.
“Sub Syndicate”	The sub-syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect ASBA Forms and Revisions Form(s).
“Syndicate Agreement”	The agreement dated January 16, 2018 entered into among the BRLMs, the Syndicate Members, the Selling Shareholders, our Company and the Registrar to the Offer in relation to the collection of Bids in the Offer (other than Bids directly submitted to the SCSBs under the ASBA process and Bids submitted to Registered Brokers at the Broker Centres).
“Syndicate Members”	Edelweiss Securities Limited and JM Financial Services Limited.
“Syndicate” or “Members of the Syndicate”	The BRLMs and the Syndicate Members.
“Underwriters”	[●].
“Underwriting Agreement”	The agreement among the Underwriters, the Selling Shareholders and our Company to be entered into on or after the Pricing Date and prior to filing of Prospectus.



<b>Term</b>	<b>Description</b>
“Working Day(s)”	All days other than second and fourth Saturdays of the month, Sundays or public holidays, on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Offer Period, shall mean all days except Saturday, Sunday and public holidays on which commercial banks in Mumbai are open for business and (c) the time period between the Offer Closing Date and the listing of the Equity Shares on the Stock Exchange(s), shall mean all trading days of the Stock Exchange(s) excluding Sundays and bank holidays, as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016.

### Conventional Terms/Abbreviations

<b>Term</b>	<b>Description</b>
“AGM”	Annual general meeting.
“Alternative Investment Funds” or “AIFs”	Alternative Investment Funds as defined and registered under the SEBI AIF Regulations.
“AS” or “Accounting Standards”	Accounting Standards issued by the Institute of Chartered Accountants of India.
“BSE”	BSE Limited.
“Category II Foreign Portfolio Investors”	FPIs who are registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations.
“Category III Foreign Portfolio Investors”	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”	Companies Act, 1956 and / or the Companies Act, 2013 as applicable.
“Companies Act, 1956”	The Companies Act, 1956, and the rules thereunder (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, read with the rules, regulations, clarifications and modifications thereunder.
“Depositories”	NSDL and CDSL.
“Depositories Act”	The Depositories Act, 1996.
“DIN”	Director Identification Number.
“DIPP”	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India.
“DP” or “Depository Participant”	A depository participant as defined under the Depositories Act.
“DP ID”	Depository Participant’s identification number.
“EBITDA”	Earnings before finance cost, tax, depreciation and amortisation.
“EGM”	Extraordinary General Meeting.
“EPS”	Earnings per share.
“FCNR Account”	Foreign Currency Non-Resident Account, and has the meaning ascribed to the term “FCNR(B) account” under the Foreign Exchange Management (Deposit) Regulations, 2000.
“FDI”	Foreign direct investment.
“FEMA”	Foreign Exchange Management Act, 1999 read with the rules and regulations there under.
“FEMA Regulations”	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017.
“Financial Year”/ “Fiscal”/ “FY”	Unless stated otherwise, the period of 12 months ending March 31 of that particular year.
“FPIs”	Foreign Portfolio Investors as defined under the SEBI FPI Regulations.
“FVCI”	Foreign venture capital investors as defined in and registered with the SEBI, under the SEBI FVCI Regulations.
“GAAP”	Generally accepted accounting principles.
“GoI” or “Government” or “Central Government”	Government of India.
“GOIL”	Galaxy Oleo Chem (India) Limited.
“GOPL”	Galaxy Organics Private Limited.
“GST”	Goods and service tax.
“HUF”	Hindu Undivided Family.
“IFRS”	International Financial Reporting Standards.
“Income Tax Act” / “IT Act”	The Income Tax Act, 1961.

<b>Term</b>	<b>Description</b>
“India”	Republic of India.
“Ind AS”	IFRS converged Indian Accounting Standards, notified pursuant to the Companies (Accounting Standards) Rules, 2015 issued by the MCA on February 16, 2015, which will come into effect from April 1, 2016.
“Indian GAAP”	Generally Accepted Accounting Principles in India.
“IPO”	Initial Public Offering.
“IST”	Indian Standard Time.
“IT”	Information Technology.
“KYC”	Know Your Customer.
“MCA”	Ministry of Corporate Affairs, Government of India.
“MICR”	Magnetic Ink Character Recognition (nine digit code as appearing on a cheque leaf).
“Mutual Fund(s)”	Mutual fund(s) registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
“NSE”	The National Stock Exchange of India Limited.
“Notified Sections”	The sections of the Companies Act, 2013 that have been notified by the MCA and are currently in effect.
“NR” or “Non-Resident”	A person resident outside India, as defined under the FEMA and includes NRIs, FPIs and FVCIs registered with the SEBI.
“NRE Account”	Non-Resident External Account, and has the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000.
“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, and has the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000.
“NSDL”	National Securities Depository Limited.
“NSE”	National Stock Exchange of India Limited.
“OCB” or “Overseas Corporate Body”	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer.
“OTC”	Over the counter
“p.a.”	Per annum.
“PAN”	Permanent Account Number allotted under the Income Tax Act.
“RBI”	Reserve Bank of India.
“Regulation S”	Regulation S under the Securities Act
“Rs.” / “₹” / “Rupees” / “INR”	Indian Rupees.
“RoNW”	Return on net worth.
“RTGS”	Real Time Gross Settlement.
“SCRA”	Securities Contracts (Regulation) Act, 1956.
“SCRR”	Securities Contracts (Regulation) Rules, 1957.
“SEBI”	Securities and Exchange Board of India constituted under the SEBI Act.
“SEBI Act”	Securities and Exchange Board of India Act, 1992.
“SEBI AIF Regulations”	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
“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 Investors) Regulations, 2000.
“SEBI Listing Regulations”	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
“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 Fund) Regulations, 1996.
“Securities Act”	U.S. Securities Act of 1933, as amended.
“SICA”	Sick Industrial Companies (Special Provisions) Act, 1985.
“Supreme Court”	The Supreme Court of India.
“U.S.”/ “USA”/ “United States”	United States of America.
“US GAAP”	Generally Accepted Accounting Principles in the United States of America.

<b>Term</b>	<b>Description</b>
“USD”/ “US\$”	United States Dollars.
“VAT”	Value added tax.
“VCFs”	Venture capital funds as defined in and registered with the SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be.

#### Technical/Industry related terms

<b>Term</b>	<b>Description</b>
“AMET”	Africa, Middle East and Turkey
“APAC”	Asia Pacific
“CAGR”	Compounded Annual Growth Rate
“CAPB”	Coco Amido Propyl Betaine
“CSR”	Corporate Social Responsibility
“DMAPA”	Dimethyl Amido Propyl Amine
“DMLA”	Di Methyl Lauryl Amine
“DTA”	Domestic Tariff Area
“EBITDA”	Earnings before Interest, Taxes, Depreciation, and Amortization
“EOU”	Export Oriented Unit
“FAES”	Fatty Alcohol Ether Sulphates
“FAS”	Fatty Alcohol Sulphates
“FMCG”	Fast Moving Consumer Goods
“GIDC”	Gujarat Industrial Development Corporation
“HDPE”	High Density Polyethylene
“HM-HDPE”	High Molecular Weight - High Density Polyethylene
“ISO Tanks”	International Organisation for Standardisation Tanks
“LABSA”	Linear Alkyl Benzene Sulphonic Acid
“MCA”	Mono Chloro Acetic Acid
“MIDC”	Maharashtra Industrial Development Corporation
“MTPA”	Metric Tonnes per Annum
“OCR”	Octocrylene
“OMC”	Octyl Methoxycinnamate
“PAA”	Para Anisic Aldehyde
“pH”	Potential of Hydrogen
“R&D”	Research and Development
“REACH”	Registration, Evaluation, Authorisation and Restriction of Chemical substances
“RoNW”	Return on Net Worth
“ROW”	Rest of the World
“RSPO”	Roundtable on Sustainable Palm Oil
“SCG”	Sodium Cocoyl Glycinate
“SCI”	Sodium Cocoyl Isethionate
“SCT”	Sodium Cocoyl Taurate
“SEZ”	Special Economic Zone
“SLES”	Sodium Lauryl Ether Sulphate
“SLS”	Sodium Lauryl Sulphate
“SMCA”	Sodium Mono Chloro Acetic Acid
“SO3”	Sulphur Trioxide
“SS Reactor”	Stainless Steel Reactor
“Syndet”	Synthetic Detergent
“TBB”	Transparent Bathing Bar
“UV”	Ultra Violet

The words and expressions used but not defined in this Red Herring Prospectus will have the same meaning as assigned to such terms under the Companies Act, the SEBI Act, the SEBI Regulations, the SCRA, the Depositories Act and the rules and regulations made thereunder unless the context otherwise indicates or implies.

## 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.,” “USA” or “United States” are to the “United States of America”.

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

### Financial Data

Unless stated or the context requires otherwise, our financial data included in this Red Herring Prospectus is derived from our Company’s Restated Financial Statements. The Restated Financial Statements have been prepared in accordance with the requirements of the Companies Act, 2013 and Indian GAAP and restated in accordance with the SEBI Regulations.

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

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

There are significant differences between Indian GAAP, US GAAP and IFRS. The reconciliation of the financial information to IFRS or US GAAP financial statements has not been provided. Our Company has not attempted to also 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 Restated Financial Statements included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, the Companies Act and the SEBI Regulations. Any reliance by persons not familiar with Indian accounting policies and practices, the Companies Act and the SEBI Regulations on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited.

Indian GAAP also differs in certain material respects from Ind AS which will be applicable to our Company and group in the future in accordance with certain guidelines stipulated by the MCA with effect from certain dates specified by various regulatory authorities, including the SEBI. Given that Ind AS differs in many respects from Indian GAAP, our financial statements prepared and presented in accordance with Ind AS relating to any period subsequent to April 1, 2017, may not be comparable to our historical financial statements prepared under Indian GAAP. In the event that any of our historical financial statements, including our financial statements for Fiscal 2017 are required to be also prepared in accordance with Ind AS, such historical Ind AS financial statements may vary from our historical India GAAP financial statements, and there can be no assurance that such variation will not be material. See “*Summary of Significant Differences between Indian GAAP and Ind AS*”, “*Statement of Reconciliation between Indian GAAP and Ind AS*” and “*Risk Factors*” on pages 311, 314 and 15, respectively.

Unless stated or the context requires otherwise, any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 15, 123 and 290, respectively, have been calculated on the basis of the Restated Financial Statements prepared in accordance with the Companies Act, Indian GAAP and the SEBI Regulations.

### Currency and Units of Presentation

All references to:

- “Rupees” or “₹” or “INR” or “Rs.” are to Indian Rupee, the official currency of the Republic of India;
- “USD” or “US\$” or “\$” are to United States Dollar, the official currency of the United States;

- “Euro” or “€” are to Euro, the official currency of the member states of the European Union; and
- “EGP” is to Egyptian Pound, the official currency of Egypt.

Our Company has presented all numerical information in this Red Herring Prospectus in “million” units or in whole numbers where the numbers have been too small to represent in millions. One million represents 1,000,000 and one billion represents 1,000,000,000.

### Exchange Rates

This Red Herring Prospectus contains conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI Regulations and for the convenience of potential investors. With respect to presentation of such financial information in Indian Rupees, the conversion rates from certain foreign currencies into Indian Rupees have been calculated on the basis of the rates applicable as of the end of the relevant financial period, as specified in the table below. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth, for the dates indicated, information with respect to the exchange rate between the Rupee and the respective foreign currencies:

Currency	March 31, 2013**	March 31, 2014*	March 31, 2015	December 31, 2016	March 31, 2017	September 30, 2017
1 USD	54.39	60.09	62.59	66.33	64.84	65.36
1 Euro	69.54	82.58	67.51	71.62	69.25	77.06

(in ₹)

Source: [www.rbi.gov.in](http://www.rbi.gov.in)

\* Exchange rate as on March 28, 2014, as RBI Reference Rate is not available for March 31, 2014, March 30, 2014 and March 29, 2014 being a public holiday, a Sunday and a Saturday, respectively.

\*\* Exchange rate as on March 28, 2013, as RBI Reference Rate is not available for March 31, 2013, March 30, 2013 and March 29, 2013 being a Sunday, Saturday and public holiday respectively.

Please note that the above exchange rates have been provided for indicative purposes only and the amounts reflected in our Restated Financial Statements may not have been converted using any of the above mentioned exchange rates.

### Industry and Market Data

Certain information contained in this Red Herring Prospectus is derived from “*Global Surfactant Market – Custom Research for Galaxy Surfactants Limited*” by Acmite Market Intelligence, which we commissioned in connection with the Offer. In relation to this, please see “*Risk Factors – Internal Risks – This Red Herring Prospectus contains information from the “Global Surfactant Market - Custom Research for Galaxy Surfactants Limited” Report, which we have commissioned.*” on page 31.

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 the 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. Although we believe that industry and market data used in this Red Herring Prospectus is reliable, it has not been independently verified by either our Company or the BRLMs or any of their respective affiliates or advisors. The data used in these sources may have been reclassified by us for the purpose of presentation. Data from these sources may also not be comparable. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in “*Risk Factors*” on page 15. Accordingly, investment decisions should not be based solely on such information.

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

## 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”, “contemplate”, “expect”, “estimate”, “intend”, “future”, “goal”, “likely”, “objective”, “plan”, “project”, “seek to”, “should”, “will”, “will continue”, “will pursue” or other words or phrases of similar import. Similarly, statements that describe our Company’s strategies, objectives, plans, prospects or goals are also forward-looking statements.

These forward-looking statements, whether made by us or a third party, are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about our Company 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 risks or uncertainties. Important factors that could cause actual results to differ materially from our Company’s expectations include, but are not limited to, the following:

- Dependence on our manufacturing facilities, and the risks associated with our manufacturing process and operations;
- Fluctuations in the prices of our raw materials;
- Inability to accurately forecast demand or price for our products, and manage our inventory;
- Our dependence on our key personnel, including our Directors and senior management;
- Dependence on our major customers, and a loss or significant decrease in business from them;
- Ability to obtain, maintain or renew our statutory and regulatory licenses, permits and approvals required to operate our business;
- Inability to implement our business strategy or effectively sustain and manage our growth;
- Changing laws, rules, regulations, Government policies and legal uncertainties;
- Exchange rate fluctuations;
- Inability to protect or use our intellectual property rights;
- Inability to manage our diversified operations;
- General, political, social and economic conditions in India, the AMET Region and elsewhere; and
- Slowdown in economic growth in India, the AMET Region or the other countries in which we operate.

For further discussion of factors that could cause our actual results to differ from the expectations, please see “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 15, 123 and 290, 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 future gains or losses could materially differ from those that have been estimated and are not a guarantee of future performance.

Although we believe that the assumptions on which such statements are based are reasonable, we cannot assure Bidders that the expectations reflected in these forward looking statements will prove to be correct. Given these uncertainties, Bidders are cautioned not to place undue reliance on such forward looking statements and not to regard such statements as a guarantee of future performance.

Forward-looking statements reflect the current views of our Company as of the date of this Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

None of our Company, our Directors, the Selling Shareholders, any of the Syndicate or any of their respective affiliates has any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company shall ensure that Bidders in India are informed of material developments from the date of this Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges for this Offer. The Selling Shareholders will ensure that our Company and the BRLMs are informed of material developments in relation to the Equity Shares offered by each of them

in the Offer in addition to the statements and undertakings confirmed by each of them until such time as the grant of listing and trading permissions by the Stock Exchanges.

Further, in accordance with Regulation 51A of the SEBI Regulations, our Company may be required to undertake an annual updation of the disclosures made in this Red Herring Prospectus and make it publicly available in the manner specified by SEBI.



## SECTION II: RISK FACTORS

### RISK FACTORS

*This section describes the risks that we currently believe may materially affect our business and operations. An investment in Equity Shares involves a high degree of risk. You should carefully consider the following, in addition to any forward-looking statements and the cautionary statements in this Red Herring Prospectus and the other information contained in this Red Herring Prospectus, before making any investment decision relating to the Equity Shares. Prospective investors should read this section in conjunction with the sections “Our Business”, “Industry Overview” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” as well as other financial and statistical information contained in this Red Herring Prospectus. Prospective investors should carefully consider the risks and uncertainties described below, in addition to the other information contained in this Red Herring Prospectus before making any investment decision relating to our Equity Shares. The occurrence of any of the following events, or the occurrence of other risks that are not currently known or are now deemed immaterial, could cause our business, results of operations, cash flows, financial condition and prospects to suffer and could cause the market price of our Equity Shares to decline or fall significantly and you may lose all or part of your investment.*

*This Red Herring Prospectus also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Red Herring Prospectus. See “Forward-Looking Statements” beginning on page 13.*

*The risks described below are not the only ones relevant to us or the Equity Shares. Additional risks that may be unknown to us and some risks that we do not currently believe to be material could subsequently turn out to be material. Some risks may have an impact which is qualitative though not quantitative. Although we seek to mitigate or minimize these risks, one or more of a combination of these risks could materially and adversely impact our business, financial condition and results of operations. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Offer, including the merits and risks involved. Investors should pay particular attention to the fact that our Company is an Indian company and is subject to a legal and regulatory regime which in some respects may be different from that applicable in other countries. Investors should consult tax, financial and legal advisors about the particular consequences of an investment in the Offer.*

*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. Accordingly, unless otherwise stated, the financial information used in this section is derived from our Restated Financial Statements.*

#### **Internal Risks**

- 1. Our Company and Directors are currently involved in certain legal proceedings and are subject to certain regulatory action. Further, there is an outstanding criminal proceeding against one of our Promoters. Any adverse decision in such proceedings may render us/them liable to liabilities/penalties and may adversely affect our business and results of operations.***

We are currently, and may in the future be, implicated in lawsuits including lawsuits and arbitrations involving compensation for loss due to various reasons including tax matters, civil disputes, labour and service matters, statutory notices, regulatory petitions and other matters. In addition, we are subject to risks of litigation including public interest litigation, contract, employment related, personal injury and property damage.

Our Company and Directors are currently involved in certain legal proceedings and are subject to certain regulatory action. Further, there is an outstanding criminal proceeding against one of our Promoters. These proceedings are pending at different levels of adjudication before various courts and tribunals. The summary of outstanding litigation in relation to criminal matters, direct tax matters, indirect tax matters, actions by regulatory/statutory authorities and matters above the materiality threshold against our Company, Directors and Promoter has been set out below.

Nature of Matter	No. of Matters	Total Amount Involved (in ₹ Million)
<b><i>Against our Company</i></b>		
Direct tax	2	16.22
Indirect tax	29	168.74
Action by regulatory/statutory authorities	8	166.33
<b><i>Against our Directors</i></b>		
Criminal matters	1	<i>Not Quantifiable</i>
Action by regulatory/statutory authorities	4	<i>Not Quantifiable</i>
Direct tax	1	2.64
<b><i>Against our Promoter</i></b>		
Criminal matters	1	<i>Not Quantifiable</i>
Action by regulatory/statutory authorities	4	<i>Not Quantifiable</i>
Direct tax	1	2.64
<b><i>Against our Subsidiary</i></b>		
Indirect tax	1	0.46*

\* Converted as per conversion rate taken from [www.oanda.com](http://www.oanda.com) for September 30, 2017 at ₹3.67 for every EGP 1

The amounts claimed in these proceedings have been disclosed to the extent ascertainable/quantifiable and include amounts claimed jointly and severally. Decisions in any of the aforesaid proceedings adverse to our interests may have a material adverse effect on our business, results of operations, financial condition and prospects. If the courts or tribunals rule against us or our Company, Directors or our Promoter, we may face monetary and/or reputational losses and may have to make provisions in our financial statements, which could increase our expenses and our liabilities. If any new developments arise, such as changes in Indian law or rulings against us by the appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current liabilities. For further details, see “*Outstanding Litigation and Material Developments*” on page 323.

**2. *Our business is dependent on our manufacturing facilities and we are subject to certain risks in our manufacturing process. Any slowdown or shutdown in our manufacturing operations or under-utilization of our manufacturing facilities could have an adverse effect on our business, results of operations and financial condition.***

As of September 30, 2017, we conducted our operations through our seven manufacturing facilities and one pilot plant. Our business is dependent upon our ability to manage our manufacturing facilities, which are subject to various operating risks, including those beyond our control, such as the breakdown and failure of equipment or industrial accidents and severe weather conditions and natural disasters. Any significant malfunction or breakdown of our machinery may entail significant repair and maintenance costs and cause delays in our operations. If we are unable to repair malfunctioning machinery in a timely manner or at all, our operations may need to be suspended until we procure machinery to replace the same. In addition, we may be required to carry out planned shutdowns of our facilities for maintenance, statutory inspections and testing, or may shut down certain facilities for capacity expansion and equipment upgrades. We may also face protests from local citizens at our existing facilities or while setting up new facilities, which may delay or halt our operations.

Although we have not experienced any significant disruptions at our manufacturing facilities in the past, we cannot assure you that there will not be any disruptions in our operations in the future. Our inability to effectively respond to such events and rectify any disruption, in a timely manner and at an acceptable cost, could lead to the slowdown or shut-down of our operations or the under-utilization of our manufacturing facilities, which in turn may have an adverse effect on our business, results of operations and financial condition.

**3. *We do not have long-term agreements with suppliers for our raw materials and an increase in the cost of, or a shortfall in the availability or quality of such raw materials could have an adverse effect on our business and results of operations.***

Our business depends on the availability of reasonably priced, high quality raw materials in the quantities required by us. Our Performance Products group depends primarily on lauryl alcohol, which is primarily purchased from South East Asia. For our Speciality Care Products group, we require fatty acids, phenols, DMAPA and PAA, which we primarily source from India, South East Asia, USA and Europe.

For the six months ended September 30, 2017 and the Fiscals 2017, 2016 and 2015, our cost of materials consumed was ₹7,976.96 million, ₹15,144.88 million, ₹11,153.65 million and ₹12,532.98 million, or 66.63%, 69.74%, 61.66% and 66.81% of our total revenue, respectively. The price and availability of such raw materials depend on several factors beyond our control, including overall economic conditions, production levels, market demand and competition for such materials, production and transportation cost, duties and taxes and trade and regulatory restrictions. Raw materials, including packaging materials, are subject to supply disruptions and price volatility caused by various factors such as commodity market fluctuations, the quality and availability of raw materials, currency fluctuations, consumer demand, changes in government policies and regulatory sanctions.

We usually do not enter into long-term supply contracts with any of our raw material suppliers and typically source raw materials from third-party suppliers or the open market. The absence of long-term contracts at fixed prices exposes us to volatility in the prices of raw materials that we require and we may be unable to pass these costs onto our customers, which may reduce our profit margins. We also face a risk that one or more of our existing suppliers may discontinue their supplies to us, and any inability on our part to procure raw materials from alternate suppliers in a timely fashion, or on commercially acceptable terms, may adversely affect our operations.

Further, we typically rely on third-party transportation providers to supply most of the raw materials and to deliver products to our customers. If, for any reason, primary suppliers of raw materials should curtail or discontinue their delivery of such materials or products to us in the quantities we need, or on commercially acceptable terms, production schedules could be disrupted and our business and results of operations could be adversely affected.

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

Our business depends on our estimate of the demand for our products from customers and on the basis of purchase orders that are placed from time to time. Almost all of our customers operate within the personal care and home care segments, and our products find application in a host of consumer-centric personal care and home care products, including, *inter alia*, skin care, oral care, hair care, cosmetic, toiletries and detergent products. The demand for the products manufactured by our customers is linked to a variety of factors, including our customers' ability to identify and adapt to evolving consumer preferences.

If we underestimate demand or have inadequate capacity due to which we are unable to meet the demand for our products, we may manufacture fewer quantities of products than required, which could result in the loss of business. While we forecast the demand and price for our products and accordingly plan our production volumes, any error in our forecast could result in a reduction in our profit margins and surplus stock, which may result in additional storage cost and such surplus stock may not be sold in a timely manner, or at all. At times when we have overestimated demand, we may have incurred costs to build capacity or purchased more raw materials and manufactured more products than required. Our inability to accurately forecast demand for our products and manage our inventory may have an adverse effect on our business, results of operations and financial condition.

**5. *Our operations are hazardous and could expose us to the risk of liabilities, loss of revenue and increased expenses.***

Our operations are subject to various hazards associated with the production of chemical and other products, such as the use, handling, processing, storage and transportation of hazardous materials, as well as accidents such as leakage or spillages of chemicals. Any mishandling of hazardous chemicals and poisonous substances could also lead to fatal accidents. In addition, our employees operate heavy machinery at our manufacturing facilities and accidents may occur while operating such machinery. These hazards can cause personal injury and loss of life, severe damage to and destruction of property and equipment, environmental damage and may result in the suspension of operations and the imposition of civil and criminal liabilities. As a result of past or future operations, claims for damages from our customers along with claims of injury by employees or members of the public due to exposure, or alleged exposure, to the hazardous materials involved in our business may arise.

Events like these could result in liabilities, or adversely affect our reputation with suppliers, customers, regulators, employees and the public, which could in turn affect our financial condition and business performance. While we maintain general insurance against these liabilities, insurance proceeds may not cover or may not be adequate to fully cover the substantial liabilities, lost revenues, loss of reputation or increased expenses that we might incur.

6. ***We derive a significant portion of our revenue from a few major customers. We do not have long term contractual arrangements with most of such customers, and the loss of one or more of them or a reduction in their demand for our products could adversely affect our business, results of operations, financial condition and cash flows.***

We currently generate a significant portion of our revenues from limited number of major customers. For the six months ended September 30, 2017 and the Fiscals 2017, 2016 and 2015, our top ten customers contributed ₹6,977.65 million, ₹11,833.64 million, ₹9,642.79 million and ₹11,252.47 million, or 58.51%, 54.75%, 53.51% and 60.05% of our total revenues from operations, respectively. Further, we currently do not have long-term contractual arrangements with most of our significant customers, and conduct business with them on the basis of purchase orders that are placed from time to time. Our reliance on a select group of customers may constrain our ability to negotiate our arrangements, which may have an impact on our profit margins and financial performance. Any loss of one or more of such customer or a reduction in the demand for our products or any adverse impact on the business of our customers could adversely impact our revenues. We cannot assure you that we will be able to maintain historic levels of business from our significant customers, or that we will be able to significantly reduce customer concentration in the future.

7. ***We are subject to extensive government regulation and if we fail to obtain, maintain or renew our statutory and regulatory licenses, permits and approvals required to operate our business, our business and results of operations may be adversely affected.***

Our operations are subject to extensive government regulation and we are required to obtain and maintain a number of statutory and regulatory permits and approvals under central, state and local government rules in the geographies in which we operate, generally for carrying out our business and for each of our manufacturing facilities in India, Egypt and USA. For details of approvals relating to our business and operations, see “*Government and Other Approvals*” on page 332.

A majority of these approvals are granted for a limited duration. Some of these approvals have expired and we have either made or are in the process of making an application for obtaining the approval or its renewal. For details of pending approvals, see “*Government and Other Approvals – Approvals for which applications have been made by our Company but are pending grant*” on page 334. Further, while we have applied for some of these approvals, we cannot assure you that such approvals will be issued or granted to us in a timely manner, or at all. If we do not receive such approvals or are not able to renew the approvals in a timely manner, our business and operations may be adversely affected.

The approvals required by us are subject to numerous conditions and we cannot assure you that these would not be suspended or revoked in the event of non-compliance or alleged noncompliance with any terms or conditions thereof, or pursuant to any regulatory action. If there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business.

8. ***Our inability to implement our business strategy or effectively sustain and manage our growth could have an adverse effect on our business, results of operations and financial condition.***

In recent years, we have experienced considerable growth and have significantly expanded our operations and product portfolio. From Fiscal 2014 to Fiscal 2017, as per the Restated Consolidated Financial Statements, (i) our EBITDA increased from ₹2,198.03 million to ₹2,780.48 million, representing a CAGR of 8.15%; (iii) our profit after tax increased from ₹759.97 million to ₹1,463.06 million, representing a CAGR of 24.40%. We cannot assure you that our growth strategies will be successful or that we will be able to continue to expand further or diversify our product portfolio.

Our inability to manage our expansion of our product grades effectively and execute our growth strategy in a timely manner, or within budget estimates or our inability to meet the expectations or track the changing

preferences of our customers and other stakeholders could have an adverse effect on our business, results of operations and financial condition. We intend to continue expansion of our product grades to pursue existing and potential market opportunities. Our future prospects will depend on our ability to grow our business and operations, which could be affected by many factors, including our ability to introduce and innovate new products and maintain the quality of our products, general political and economic conditions in the geographies in which we operate, government policies or strategies in respect of specific industries, prevailing interest rates, price of equipment and raw materials, energy supply and currency exchange rates.

In order to manage our growth effectively, we must implement, upgrade and improve our operational systems, procedures and internal controls on a timely basis. If we fail to implement these systems, procedures and controls on a timely basis, or if there are weaknesses in our internal controls that would result in inconsistent internal standard operating procedures, we may not be able to meet our customers' needs, hire and retain new employees or operate our business effectively. Moreover, our ability to sustain our rate of growth depends significantly upon our ability to select and retain key managerial personnel, maintaining effective risk management policies and training managerial personnel to address emerging challenges.

We cannot assure you that our existing or future management, operational and financial systems, procedures and controls will be adequate to support future operations, or establish or develop business relationships beneficial to future operations. Failure to manage growth effectively could have an adverse effect on our business and results of operations.

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

We develop, manufacture and market a diverse range of chemical products and formulations, which are primarily used as raw materials for host of products in the consumer-centric personal care and home care segments. We believe that a number of our products enjoy a strong position in the ingredients value chain as they are primarily used as raw materials for a host of consumer-centric personal care and home care products, including, *inter alia*, shampoos, conditioners, body wash formulations, soap bars, liquid soaps, toothpastes, laundry detergents and dishwashing products. Accordingly, our customers maintain strict qualification and/or certification procedures. Our products go through various quality checks at various stages including random sampling check and quality check by internal and external agencies. Many of our key customers have audited and approved our facilities and manufacturing processes in the past, and may undertake similar audits periodically in the future. Failure of our products to meet prescribed quality standards may result in rejection and reworking of our products. This may result in our customers cancelling present or future purchases of our products.

While we have put in place quality control procedures, we cannot assure that our products will always be able to satisfy our prescribed quality standards. Our quality control procedures may fail to test for all possible conditions of use or identify all defects in the manufacturing of our products. Any failure on our part to successfully maintain quality standards for our products may affect our customer relationships, which may adversely affect our business, results of operations and prospects.

**10. *Our inability to manage our diversified operations may have an adverse effect on our business, results of operations and financial condition.***

At present, we have 7 (seven) strategically-located manufacturing facilities, out of which 5 (five) are located in India and 2 (two) are located overseas. We also have set-up 1 (one) pilot plant at Tarapur, Maharashtra. Out of our 5 (five) manufacturing facilities in India, 3 (three) are located at Tarapur, Maharashtra, 1 (one) is located at Taloja, Maharashtra, and 1 (one) is located at Jhagadia, Gujarat. We have set-up sales offices in India, Egypt and USA, and representative offices in Netherlands and Turkey. Currently, our product portfolio comprises over 200 product grades, which are marketed to more than 1,700 customers in over 70 countries.

Our management requires considerable expertise and skill to manage and allocate an appropriate amount of time and attention to our diverse business. Operating such a geographically diverse business also makes forecasting future revenue and operating results difficult, which may impair our operations and your ability to assess our prospects. In addition, our cost controls, internal controls, and accounting and reporting

systems must be integrated and upgraded on a continual basis to support our diversified business. In order to manage and integrate our business effectively, we will be required to, among other things, stay abreast with key developments in each geography in which we operate, implement and continue to improve our operational, financial and management systems, develop the management skills of our managers and continue to train, motivate and manage our employees. If we are unable to manage our diversified operations, our business, results of operations and financial condition may be adversely affected.

**11. *The improper handling, transportation, processing or storage of raw materials or products, or spoilage of and damage to such raw materials and products, or any real or perceived contamination in our products, could subject us to regulatory and legal action, damage our reputation and have an adverse effect on our business, results of operations and financial condition.***

The products that we manufacture or process are subject to risks such as contamination, adulteration and product tampering during their manufacture, transport or storage. In order to mitigate the risks associated with damages of our raw materials and finished products in transit, we maintain adequate insurance cover.

We also face inherent business risks of exposure to product liability or recall claims in the event that our products fail to meet the required quality standards or are alleged to result in harm to customers. We confirm that as on the date of this Red Herring Prospectus, other than as disclosed under contingent liabilities there have been no material instances of product recall, product liability or any claim or adverse regulatory action in relation to any defective or contaminated products sold or services rendered by our Company. Such risks may be controlled, but not eliminated, by adherence to good manufacturing practices and finished product testing. Any defect in our products and claims by our customers against our products could adversely affect the value of our brand, and our sales could diminish. Further, our business is dependent on trust our customers have in the quality of our products.

We face the risk of legal proceedings and product liability claims being brought by various entities, including our customers, end-users and government agencies for various reasons including for defective or contaminated products sold or services rendered. If we experience a product recall or are a party to a product liability case, we may incur considerable expense on litigation. We cannot assure you that we will not experience product recalls or product liability losses in the future. Any product recall, product liability claim or adverse regulatory action may adversely affect our reputation and brand image, as well as entail significant costs, which could adversely affect our reputation, business, results of operations and financial condition. For details, see “*Financial Statements – Annexure XXXIII – Restated Consolidated Statement of Contingent Liabilities*” on page 273.

**12. *We are dependent on a single supplier for one of our key raw materials, and any disruption in supply would have a material adverse effect on our business, results of operations and financial condition.***

We are dependent on a single supplier for ethylene oxide, which is one of our key raw materials. In Fiscal 2017 and the six-month period ended September 30, 2017, ethylene oxide constituted 6.83% and 7.32% of our aggregate cost of materials consumed, respectively.

Our dependence on a single supplier may constrain our ability to negotiate our sourcing arrangements, which may have an impact on our profitability and financial performance. We cannot assure you that we will be able to identify other suppliers or find suitable substitutes for ethylene oxide in the future. Any disruption in the supply of the aforesaid raw material may disrupt our manufacturing operations, which may have a material adverse effect on our business, results of operations and financial condition.

**13. *If we are unable to introduce new products and respond to changing consumer preferences in a timely and effective manner, the demand for our products may decline, which may have an adverse effect on our business, results of operations and financial condition.***

The success of our business depends upon our ability to anticipate and identify changes in consumer preferences and offer products that consumers require. We constantly seek to develop our research and development capabilities to distinguish ourselves from our competitors to enable us to introduce new products and different variant of our existing products, based on consumer preferences and demand. Although we seek to identify such trends and introduce new products, we cannot assure you that our products would gain consumer acceptance or that we will be able to successfully compete in such new product segments.

Before we can introduce a new product, we must successfully execute a number of steps that involve a significant lead time, including successful research and development, obtaining the requisite regulatory approvals and registrations, customizing our production capacities, scaling our vendor, production and infrastructure networks, meeting the expectations of our customer audit processes and their approval and effective marketing strategies. We also depend on the successful introduction of new production and manufacturing processes to create innovative products, achieve operational efficiencies and adapt to advances in, or obsolescence of our technology. We cannot assure you that we will be able to successfully make timely and cost-effective enhancements and additions to our technological infrastructure, keep up with technological improvements in order to meet our customers' needs or that the technology developed by others will not render our products less competitive or attractive. Our failure to successfully adopt such technologies in a cost effective and a timely manner could increase our costs and lead to us being less competitive in terms of our prices or quality of products we sell.

The development and commercialization process of a new product would require us to spend considerable time and money. Our ongoing investments in research and development for new products and processes may result in higher costs without a proportionate increase in revenues. Delays in any part of the process, our inability to obtain necessary regulatory approvals for our products or failure of a product to be successful at any stage could adversely affect our business. Consequently, any failure on our part to successfully introduce new products and processes may have an adverse effect on our business, results of operations and financial condition.

**14. *We are exposed to foreign currency exchange rate fluctuations, which may harm our results of operations and cause our results to fluctuate.***

Our financial statements are presented in Indian Rupees. However, our expenses to some extent are influenced by the currencies of those countries from where we procure some of our raw materials. We are importing our major raw material, lauryl alcohol from South East Asia. For the six-month period ended September 30, 2017, and Fiscal 2017, as per the Restated Standalone Financial Statements, our total value of imports of raw materials, traded goods and capital goods was ₹4,205.28 million and ₹7,067.58 million, representing 50.68% and 46.60% of the Company's total revenues for such period, respectively. Further, we generate a significant portion of our sales internationally through export and sales outside of India. These sales, together with a portion of our raw materials expenditure, are denominated in foreign currencies, primarily in U.S. dollars and Euros. Moreover, our overseas Subsidiaries and Step-down Subsidiaries prepare their financial statements in foreign currencies. The exchange rate between the Indian Rupee and these currencies has fluctuated in the past and our results of operations have been impacted by such fluctuations and may be impacted by such fluctuations in the future as well. For example, during times of strengthening of the Indian Rupee, we expect that our overseas sales and revenues will generally be negatively impacted, as foreign currency received will be translated into fewer Indian Rupees. However, the converse positive effect on depreciation of the Indian Rupee may not be sustained or may not show an appreciable impact in our results of operations in any given financial period due to other variables impacting our business and results of operations during the same period. Moreover, we expect that our cost of borrowing as well as our cost of imported raw materials, imported stores and spares, overseas professional costs, freight and overseas warehousing costs incurred by us may rise during a sustained depreciation of the Indian Rupee against the U.S. Dollar or the Euro. Further, due to the time gap between the accounting of purchases and actual payments, the foreign exchange rate at which the purchase is recorded in the books of accounts may vary with the foreign exchange rate at which the payment is made, thereby benefiting or affecting us negatively, depending on the appreciation or depreciation of Rupee. We may, therefore, be exposed to risks arising from exchange rate fluctuations, may not be able to pass on all losses on account of foreign currency fluctuations to our customers, and suffer losses on account of foreign currency fluctuations. There is no guarantee that we may be able to manage our foreign currency risk effectively or mitigate exchange exposures, at all times and our inability may harm our results of operations and cause our results to fluctuate and/or decline.

**15. *If any of the products of our customers cause, or are perceived to cause, severe side effects, our reputation, revenues and profitability could be adversely affected.***

We develop, manufacture and market a diverse range of chemical products and formulations, which are primarily used as raw materials for host of products in the consumer-centric personal care and home care segments, including, *inter alia*, skin care, oral care, hair care, cosmetic and toiletries. If our customers'

products cause, or are perceived to cause, severe side effects to their end-users, we may face a number of consequences, including, a severe decrease in the demand for, and sales of, the relevant products; the recall or withdrawal of the relevant products; withdrawal or cancellation of regulatory approvals for the relevant production facility; damage to our reputation and brand name; and exposure to lawsuits and regulatory investigation relating to the relevant products that result in liabilities, fines or sanctions. As a result of these consequences, our reputation, revenues and profitability may be adversely affected.

**16. *Our inability to protect or use our intellectual property rights may adversely affect our business.***

We consider our brand and intellectual property to be one of our most valuable assets and we have been granted various patents and registered several trademarks. For additional details, please see “*Government and Other Approvals – Intellectual Property*” on page 333. We also rely on unpatented proprietary know-how, continuing technological innovation and other trade secrets to develop and maintain our competitive position. We have not obtained registration in respect of all of our intellectual property. We have applied for an aggregate of 38 patents globally, of which 21 applications have been made in India, and an aggregate of 17 applications have been made for the registration of patents in Brazil, China, the European Union, Russia and USA, and under the Patent Cooperation Treaty. There can be no assurance that we will be granted patents pursuant to any such applications, in a timely manner or at all. Further, we may not be able to prevent infringement of our trademarks and a passing off action may not provide sufficient protection until such time that this registration is granted. For further details, see “*Government and Other Approvals – Intellectual Property*” on page 333.

The measures we take to protect our intellectual property include relying on Indian and foreign laws and initiating legal proceedings, which may not be adequate to prevent unauthorized use of our intellectual property by third parties. If our trademarks or other intellectual property are improperly used, the value and reputation of our brands could be harmed. Notwithstanding the precautions we take to protect our intellectual property rights, it is possible that third parties may copy or otherwise infringe on our rights, which may have an adverse effect on our business, results of operations, cash flows and financial condition.

While we take care to ensure that we comply with the intellectual property rights of others, we cannot determine with certainty whether we are infringing any existing third-party intellectual property rights, which may force us to alter our offerings. We may also be susceptible to claims from third parties asserting infringement and other related claims. If similar claims are raised in the future, these claims could result in costly litigation, divert management’s attention and resources, subject us to significant liabilities and require us to enter into potentially expensive royalty or licensing agreements or to cease certain offerings. Any of the foregoing could have an adverse effect on our business, results of operations, cash flows and financial condition.

**17. *We currently avail benefits under certain export promotion schemes. In order to continuously avail the benefits we are required to export goods of a defined amount. Any failure in meeting the obligations, may result in adversely affect our business operations and our financial condition.***

We currently avail benefits under certain export promotion schemes, including in respect of one of our manufacturing facility at Jhagadia, Gujarat, which is an Export Oriented Unit (EOU). As per the licensing requirement under the said schemes, we are required to export goods of a defined amount, failing which, we may have to pay the Government, a sum equivalent to the duty benefit enjoyed by us under the said schemes along with interest. Any reduction or withdrawal of benefits or our inability to meet any of the conditions prescribed under any of the schemes would adversely affect our business, results of operations and financial condition.

**18. *Non-compliance with and changes in, safety, health and environmental laws and other applicable regulations, may adversely affect our business, results of operations and financial condition.***

We are subject to a broad range of safety, health, environmental, labour, workplace and related laws and regulations in the jurisdictions in which we operate, which impose controls on the disposal and storage of raw materials, noise emissions, air and water discharges; on the storage, handling, discharge and disposal of chemicals, employee exposure to hazardous substances and other aspects of our operations. For example, laws in India limit the amount of hazardous and pollutant discharge that our manufacturing facilities may release into the air and water. The discharge of substances that are chemical in nature or of other hazardous substances into the air, soil or water beyond these limits may cause us to be liable to regulatory bodies and



incur costs to remedy the damage caused by such discharges. Further, any accidents at our facilities may result in personal injury or loss of life of our employees, contract labourers or other people, substantial damage to or destruction of property and equipment resulting in the suspension of operations. Any of the foregoing could subject us to litigation, which may increase our expenses in the event we are found liable, and could adversely affect our reputation. Additionally, the government or the relevant regulatory bodies may require us to shut down our facilities, which in turn could lead to product shortages that delay or prevent us from fulfilling our obligations to customers.

The adoption of stricter health and safety laws and regulations, stricter interpretations of existing laws, increased governmental enforcement of laws or other developments in the future may require that we make additional capital expenditures, incur additional expenses or take other actions in order to remain compliant and maintain our current operations. Complying with, and changes in, these laws and regulations or terms of approval may increase our compliance costs and adversely affect our business, prospects, results of operations and financial condition.

We are also subject to the laws and regulations governing relationships with employees in such areas as minimum wage and maximum working hours, overtime, working conditions, hiring and termination of employees, contract labour and work permits. There is a risk that we may inadvertently fail to comply with such regulations, which could lead to enforced shutdowns and other sanctions imposed by the relevant authorities, as well as the withholding or delay in receipt of regulatory approvals for our new products. We cannot assure you that we will not be involved in future litigation or other proceedings, or be held liable in any litigation or proceedings including in relation to safety, health and environmental matters, the costs of which may be significant.

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

The surfactants and speciality chemicals industry is highly competitive. We expect that competition will continue to intensify both through the entry of new players and consolidation of existing players. Our competitors may succeed in developing products that are more effective, more popular or cheaper than any we may develop, which may render our products obsolete or uncompetitive and adversely affect our business and financial results. Some of our competitors may have greater financial resources, better distribution network, technical and marketing resources and generate greater revenues, and therefore may be able to respond better to market changes than we can. Further, our customers operate within the highly competitive personal care and home care industries, where they are constantly required to adapt to factors such as changing consumer preferences, consolidation and the entry of new regional and local players, and constantly exert downward pricing pressure. We may be adversely affected in case our customers are unable to effectively respond to any factors that adversely impact the competitive landscape of the personal care and home care industries.

We believe that our ability to compete depends on a number of factors beyond our control, including the ability of our competitors to attract, train, motivate and retain highly skilled technical employees, the price at which our competitors offer comparable products and the extent of our competitor's responsiveness to dealer needs. Our inability to adequately address competitive pressures may have a material adverse effect on our business, prospects, financial condition and results of operations.

**20. *A shortage or non-availability of electricity, fuel or water may adversely affect our manufacturing operations and have an adverse effect on our business, results of operations and financial condition.***

Our manufacturing operations require a significant amount and continuous supply of electricity, fuel and water and any shortage or non-availability may adversely affect our operations. The production process of certain products, as well as the storage of certain raw materials and products in temperature controlled environments requires significant power. We currently source our water requirements from state and municipal corporations and local body water supply, canals, bore wells and water tankers and depend on state electricity boards and private suppliers for our energy requirements. Although we have diesel/furnace oil generators to meet exigencies at certain of our facilities, we cannot assure you that our facilities will be operational during power failures. Any failure on our part to obtain alternate sources of electricity, fuel or water, in a timely fashion, and at an acceptable cost, may have an adverse effect on our business, results of operations and financial condition.

**21. *A significant disruption to our distribution network or any disruption of civil infrastructure, transport or logistic services, may create delays in deliveries of products distributed by us.***

We rely on various forms of transportation, such as waterways, roadways and railways to receive raw materials required for our products and to deliver our finished products to our customers. Unexpected delays in those deliveries, including due to delays in obtaining customs clearance for raw materials imported by us, or increases in transportation costs, could significantly decrease our ability to make sales and earn profits. Manufacturing delays or unexpected demand for our products may also require us to use faster, but more expensive, transportation methods, which could adversely affect our gross margins. In addition, labour shortages or labour disagreements in the transportation or logistics industries or long-term disruptions to the national and international transportation infrastructure that lead to delays or interruptions of deliveries could materially adversely affect our business. Further, we cannot assure you that we will be able to secure sufficient transport capacity for these purposes. A significant disruption to our distribution network or any disruption of civil infrastructure could lead to a failure to provide products distributed by us in a timely manner, which would adversely affect our business and results of operations

**22. *Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business and results of operations.***

As of September 30, 2017, we had a total outstanding long term borrowing and short term borrowings (including current maturities of long term borrowings) of ₹3,714.05 million. Our ability to meet our debt service obligations and repay our outstanding borrowings will depend primarily on the cash generated by our business. Our financing agreements contain certain restrictive covenants that limit our ability to undertake certain types of transactions, including any change in line of business or change in ownership, which could adversely affect our business and financial condition.

In addition, certain of our borrowings require us to maintain certain financial ratios and certain other informative covenants, which are tested at times on a quarterly or annual basis. For instance, as a result of the expiry of a commercial mortgage and its supplemental commercial mortgages, Galaxy Chemicals (Egypt) S.A.E. may be considered to be in technical default of its finance agreements entered into with one of its lenders, namely IFC. In the event we breach any financial or other covenants contained in any of our financing arrangements or in the event we had breached any terms in the past which is noticed in the future, we may be required to immediately repay our borrowings either in whole or in part, together with any related costs.

We may also be forced to sell some or all of our assets if we do not have sufficient cash or credit facilities to make repayments. Further, certain of our financing arrangements are due for renewal and we cannot guarantee that the facilities availed under such arrangements will be renewed on the previously agreed terms and conditions, or conditions which are not more onerous on us. Our failure to meet our obligations under the debt financing agreements could have an adverse effect on our business, results of operations and financial condition.

**23. *Any delays and/or defaults in payments from our customers could result in increase of working capital investment and/or reduction of our profits, thereby affecting our operation and financial condition. Further, our accounts receivable collection cycle exposes us to client credit risk.***

We are exposed to payment delays and/or defaults in payments by our customers and our financial position and financial performance are dependent on the creditworthiness of our customers. Any delays in payments may require us to make a working capital investment. Further, we cannot assure that payments from all or any of our customers will be received in a timely manner or to that extent will be received at all. For the Fiscals 2017, 2016 and 2015, our trade receivables were ₹3,462.83 million, ₹2,501.88 million and ₹2,212.66 million, respectively, which constituted 15.95%, 13.83% and 11.79% of our total revenues for the same periods.

As on September 30, 2017, on a consolidated basis, our top five debtors comprises 58.08% of our total debtors and our top ten debtors comprises 68.93% of our total debtors.

If a customer defaults in making its payments on an order on which we have devoted significant resources, or if an order in which we have invested significant resources is delayed, cancelled or does not proceed to

completion, it could have a material adverse effect on our Company's results of operations and financial condition. Our credit terms vary according to local market practice and typically, the credit period ranges between 0 days to 120 days.

If any of our customers fail to make payments to us or become insolvent, we would suffer losses and our financial condition and results of operations could be adversely affected. Our Company has written off ₹ 0.09 million in Fiscal 2017, towards bad debts not considered recoverable. No amount was written off towards bad debts during the six month period ended September 30, 2017, by our Company. Moreover, sales of our products are not always supported by letters of credit or bank guarantee. In case of any disputes or differences or default with regard to our payments, we would have to initiate appropriate recovery proceedings and which may be costly and time consuming. There is no guarantee on the timelines of all or any part of our customers' payments and whether they will be able to fulfil their obligations, which may arise from their financial difficulties, cash flow difficulties, deterioration in their business performance, or a downturn in the global economy. If such events or circumstances occur, our financial performance and our operating cash flows may be adversely affected.

- 24. *We are dependent on third party transportation providers for delivery of raw materials to us from our suppliers and delivery of our products to our customers and dealers/distributors. Any failure on part of such service providers to meet their obligations could have a material adverse effect on our business and results of operation.***

As a manufacturing business, our success depends on the smooth supply and transportation of the raw materials required for our manufacturing process and transportation of our products from our manufacturing units to our customers, both of which are subject to various uncertainties and risks. We use third party transportation providers. Transportation strikes have had in the past, and could again in the future have, an adverse effect on our supplies and our deliveries to and from our customers and suppliers in a timely and cost efficient manner. In addition, raw materials and products may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be delay in delivery of raw materials and products which may also affect our business and operations negatively. A failure to maintain a continuous supply of raw materials or to deliver our products to our customers in an efficient and reliable manner could have a material and adverse effect on our business, financial condition and results of operations.

- 25. *We are dependent on a number of key personnel, including our senior management, and the loss of, or our inability to attract or retain such persons could adversely affect our business, results of operations and financial condition.***

Our performance depends largely on the efforts and abilities of our senior management and other key personnel. We believe that the inputs and experience of our senior management and key managerial personnel are valuable for the development of business and operations and the strategic directions taken by our Company. We cannot assure you that we will be able to retain these employees or find adequate replacements in a timely manner, or at all. We may require a long period of time to hire and train replacement personnel when qualified personnel terminate their employment with our Company. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting employees that our business requires.

Further, our ability to successfully carry out research and development depends on our ability to attract and retain skilled scientists. The personnel at the helm of our R&D functions are critical for new product launches and creating differentiated offering for our businesses. While we believe we have an experienced technical and production team, we may not be able to continuously attract or retain such personnel, or retain them on acceptable terms, given the demand for such personnel. Competition for qualified personnel with relevant industry expertise in India is intense and the loss of the services of our key personnel may adversely affect our business, results of operations and financial condition.

- 26. *We are subject to risks associated with expansion into new geographic regions.***

We have significantly increased our geographical footprint in recent years by focusing on certain high-growth international clusters such as AMET and Latin America. Our Step-down Subsidiaries, coupled with our manufacturing facilities in Suez, Egypt, and New Hampshire, USA, enable us to service the international demand for some of our products. Further, we have set-up sales offices in India, Egypt and

USA, and representative offices in Netherlands and Turkey, to enable us to market our products in those geographies.

Expansion into new geographic regions subjects us to various challenges, including those relating to our lack of familiarity with the culture, legal regulations and economic conditions of these new regions, language barriers, difficulties in staffing and managing such operations, and the lack of brand recognition and reputation in such regions. The risks involved in entering new geographic markets and expanding operations, may be higher than expected, and we may face significant competition in such markets. By expanding into new geographical regions, we could be subject to additional risks associated with establishing and conducting operations, including:

- compliance with a wide range of laws, regulations and practices, including uncertainties associated with changes in laws, regulations and practices and their interpretation;
- foreign ownership constraints and uncertainties with new local business partners;
- exposure to expropriation or other government actions; and
- political, economic and social instability.

By expanding into new geographical regions, we may be exposed to significant liability and could lose some or all of our investment in such regions, as a result of which our business, financial condition and results of operations could be adversely affected.

**27. *Any failure of our information technology systems could adversely affect our business and our operations.***

We have information technology systems that support our business processes, including product formulas, product development, sales, order processing, production, procurement, inventory management, quality control, product costing, human resources, distribution, accounting and finance. These systems may be susceptible to outages due to fire, floods, power loss, telecommunications failures, natural disasters, break-ins and similar events. Effective response to such disruptions will require effort and diligence on the part of our third-party vendors and employees to avoid any adverse effect to our information technology systems. In addition, our systems and proprietary data stored electronically may be vulnerable to computer viruses, cybercrime, computer hacking and similar disruptions from unauthorized tampering. If such unauthorized use of our systems were to occur, data related to our product formulas, product development and other proprietary information could be compromised. The occurrence of any such events could adversely affect our business, interrupt our operations, subject us to increased operating costs and expose us to litigation.

**28. *Our operations could be adversely affected by strikes, work stoppages or increased wage demands by our employees or any other kind of disputes with our employees.***

As of September 30, 2017, we employed over 1,200 personnel across our operations. Although we have not experienced any material labour unrest, we cannot assure you that we will not experience disruptions in work due to disputes or other problems with our work force, which may adversely affect our ability to continue our business operations. Any labour unrest directed against us, could directly or indirectly prevent or hinder our normal operating activities, and, if not resolved in a timely manner, could lead to disruptions in our operations. These actions are impossible for us to predict or control and any such event could adversely affect our business, results of operations and financial condition.

**29. *We rely on contract labour for carrying out certain of our operations and we may be held responsible for paying the wages of such workers, if the independent contractors through whom such workers are hired default on their obligations, and such obligations could have an adverse effect on our results of operations and financial condition.***

In order to retain flexibility and control costs, we appoint independent contractors who in turn engage on-site contract labour/staff for performance of certain of our operations. Although we do not engage these labourers directly, we may be held responsible for any wage payments to be made to such labourers in the event of default by such independent contractor. Any requirement to fund their wage requirements may

have an adverse impact on our results of operations and financial condition. In addition, under the Contract Labour (Regulation and Abolition) Act, 1970, as amended, we may be required to absorb a number of such contract labourers as permanent employees. In the event of any non-compliance by contractors with statutory requirements, legal proceedings may be initiated against us. Thus, any such order from a regulatory body or court may have an adverse effect on our business, results of operations and financial condition.

**30. Our insurance coverage may not be sufficient or may not adequately protect us against all material hazards, which may adversely affect our business, results of operations and financial condition.**

We could be held liable for accidents that occur at our manufacturing facilities or otherwise arise out of our operations. In the event of death, personal injuries, fires or other accidents suffered by our employees or other people, damage to property and environment, accidents caused due to natural calamities and explosions, we could face claims alleging that we were negligent, provided inadequate supervision or be otherwise liable for the injuries.

Our principal types of coverage include burglary insurance, employee insurance, fire insurance, liability insurance, marine and transportation insurance, overseas travel insurance, industrial all risks, property all risks and motor insurance. While we believe that the insurance coverage which we maintain would be reasonably adequate to cover the typical risks associated with the operation of our business, we cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at an acceptable cost or at all. To the extent that we suffer loss or damage for which we did not obtain or maintain insurance, and which is not covered by insurance, exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, cash flows and financial performance could be adversely affected.

**31. We have had negative cash flows in the past and may continue to have negative cash flows in the future.**

The following table sets forth our cash flow for the periods indicated:

*(in ₹ Million)*

Particulars	Six-Months Ended September 30, 2017	Fiscal 2017	Fiscal 2016	Fiscal 2015	Fiscal 2014	Fiscal 2013
Net cash flow from operating activities	736.27	1,128.59	1,841.78	593.62	1,707.86	761.46
Net cash flow used in investing activities	(181.80)	(451.31)	(648.47)	(347.54)	(460.33)	(635.63)
Net cash flow used in financing activities	(492.78)	(567.02)	(1,191.09)	(274.95)	(1,216.20)	(131.80)
Net increase / (decrease) in cash and cash equivalents	61.69	110.26	2.22	(28.87)	31.33	(5.97)

Our inability to generate and sustain adequate cash flows from operations in the future could adversely affect our results of operations and financial condition. For further details, see “Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 196 and 290, respectively. We cannot assure you that our net cash flows will be positive in the future.

**32. We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.**

We have entered into various transactions with related parties.

For details on our related party transactions, see “Related Party Transactions”, “Financial Statements – Annexure XXXX – Restated Standalone Statement of Related Party Transactions” and “Financial

*Statements – Annexure XXXVII – Restated Consolidated Statement of Related Party Transactions” on pages 194, 279 and 230, respectively.*

We cannot assure you that we could not have achieved more favourable terms. It is likely that we may enter into related party transactions in the future. Such related party transactions may potentially involve conflicts of interest. For details on the interest of our Promoters, Directors and key management personnel of our Company, see “*Our Management – Interests of Directors*” and “*Our Management – Interests of Key Management Personnel*” on pages 179 and 181, respectively. We cannot assure you that such transactions, individually or in the aggregate, will always be in the best interests of our shareholders and will not have an adverse effect on our business, results of operations, cash flows and financial condition.

**33. *Certain of our Promoters, Directors and Key Management Personnel have interests in us other than reimbursement of expenses incurred and normal remuneration or benefits.***

Certain of our Promoters, Directors and Key Management Personnel may be regarded as having an interest in our Company other than reimbursement of expenses incurred and normal remuneration or benefits. Certain Directors and Promoters and Key Management Personnel may be deemed to be interested to the extent of Equity Shares held by them, as well as to the extent of any dividends, bonuses or other distributions on such Equity Shares. We cannot assure you that our Promoters, Directors and our key management personnel, if they are also our shareholders, will exercise their rights as shareholders to the benefit and best interest of our Company. For further details, see “*Capital Structure*” and “*Our Management*” on pages 78 and 163, respectively.

**34. *We have not been able to trace one form filed with the RoC in respect of a previous reclassification of share capital by our Company and certain documents in relation to transfer of Equity Shares to or by our Promoters.***

We have not been able to trace the Form 5 filed with the Registrar of Companies in in relation to the reclassification of our authorized share capital in 1995.

We have not been able to retrieve the aforementioned documents, and accordingly, have relied on other documents, including our annual reports and audited financial statements for such matters. We cannot assure you that such corporate records will be available in the future. Further, we cannot assure you that the filings were done at all or in timely manner and that we shall not be subject to penalties on this account.

Further in relation to the following share transfers to or by some of our Promoters in the past, we have not been able to trace or obtain copies of transfer forms, transfer deeds, gift deeds or depository information slips, and have relied on other documents, including corporate records, such as the register of transfers maintained by the Registrar to the Offer and minutes of meetings of the Share Transfer Committee and certificates provided by independent party.

<b>Name of the Promoter</b>	<b>Date of transfer</b>
Mr. Unnathan Shekhar	November 21, 2016
Mr. Gopalkrishnan Ramakrishnan	December 7, 1992
	March 30, 2016
	November 12, 2016
	November 23, 2016
Mr. Sudhir Dattaram Patil	November 23, 2015
	November 24, 2016
Mr. Shashikant Shanbhag	June 25, 2013

**35. *Two of our Group Companies are authorized to engage in business activities similar to our own, which may cause a potential conflict of interest with us.***

Two of our Group Companies, namely Galaxy Emulsifiers Private Limited and Aeon Chemicals Private Limited, are authorized to engage in business activities that are similar to those being undertaken by our Company in terms of their respective memorandum of association. While we have entered into a non-compete agreement with Galaxy Emulsifiers Private Limited dated January 21, 2010, and with Aeon Chemicals Private Limited dated April 8, 2011, there can be no assurance that these Group Companies will comply, in part or at all, with the covenants and restrictions set out under such agreements. In case any of

these Group Companies breach the terms of their respective non-compete agreements, it may result in a conflict of interest with us, which may have an adverse impact on our business. For further information, please refer to “*Our Promoters, Promoter Group and Group Companies – Common pursuits between the Company and its Group Companies*” on page 192.

**36. *We have certain contingent liabilities that have not been provided for in our financial statements, which, if they materialize, may adversely affect our financial condition.***

As of September 30, 2017, our aggregate contingent liabilities not accounted for was ₹ 247.94 million forming 3.90% of our consolidated net-worth. The details of our contingent liabilities, on a consolidated basis, that have not been provided for as of September 30, 2017 are as set out in the table below:

#	Particulars	Amount (In ₹ Million)
(a)	Claims against the Company not acknowledged as debts	
	- Excise duty & Service tax	75.26
	- Income tax	0.79
	- Sales tax	26.66
	- Custom duty	83.52
	- Cess on electricity	-
(b)	Customer Claim: No provision has been made in respect of claim of Euro 0.8 Million made by one of the overseas customers on account of quality issues in respect of third party trading material supplied by the Company. The Company has made a provision of USD 0.14 Million in respect of the amount due from the said customer in respect of subsequent supplies to the said overseas customer	61.71
(c)	Manufacturing contract stipulating a minimum specific production volume commitment by September 30, 2017 with one year grace period - Pending commitments	-
<b>Total</b>		<b>247.94</b>

If a significant portion of these liabilities materialize, it could have an adverse effect on our business, financial condition and results of operations. For details, see “*Financial Statements – Annexure XXXIII – Restated Consolidated Statement of Contingent Liabilities*” on page 227.

**37. *Our Registered and Corporate Office and our manufacturing facilities are situated on lands that are not owned by us. Further, certain premises are not owned by us and we have only leave and license or lease rights over them. In the event that we lose such rights or are required to negotiate them, our cash flows, business, financial conditions and results of operations could be adversely affected***

Our Registered and Corporate Office and our manufacturing facilities are situated on lands that have been made available to us by way of lease arrangements, and are not owned by us. Further, certain of the properties that are used by us are on leave and license basis or lease basis. For further details, see “*Our Business – Properties*” on page 147. Termination of the leave and license or lease or other relevant agreements in connection with premises which are not owned by us, or our failure to renew the same, on favourable conditions and in a timely manner, or at all, could require us to vacate such premises at short notice, and could adversely affect our business and financial condition. We cannot assure you that we will be able to renew any such arrangements when the term of the original arrangement expires, on similar terms or terms reasonable for us or that such arrangements will not be prematurely terminated (including for reasons that may be beyond our control). Further, any adverse impact on the title, ownership rights, development rights of the owners from whose premises we operate or breach of the contractual terms of any lease, leave and license agreements may materially affect our business operations.

**38. *Information relating to the historical capacity of our production facilities included in this Red Herring Prospectus is based on various assumptions and estimates and future production and capacity may vary.***

Information relating to the historical capacity of our production facilities included in this Red Herring Prospectus is based on various assumptions including those relating to availability of raw materials and operational efficiencies. Actual production levels and rates may differ significantly from the production

capacities being the nature of our business. Undue reliance should therefore not be placed on our historical capacity information for our existing facilities included in this Red Herring Prospectus.

**39. *Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements.***

Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, working capital requirements, capital expenditure and restrictive covenants of our financing arrangements. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and subsequent approval of our Shareholders and will depend on factors that our Board and shareholders deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements. For details of dividend paid by our Company in the past, see “*Dividend Policy*” on page 195.

**40. *Galaxy Surfactants Limited Employee Welfare Trust (“GEWT”), currently does not have a scheme for distribution of benefits to employees of the Company and in the current form, GEWT may not be compliant with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended (“SBEB Regulations”), as and when they become applicable.***

Our Company has settled a trust, namely GEWT, for provision of certain welfare benefits to our Employees, including medical treatment, clinical treatment, reimbursement of lost wages during sick leave and educational grants for education of the children of our employees. As on the date of this Red Herring Prospectus, GEWT does not have any ongoing schemes or plans for provision of benefits to our employees, including any share based benefits. In terms of the SBEB Regulations, a trust created by a listed company for the purpose of implementing schemes for provision of share based benefits to employees, is required to comply with certain requirements, including in relation to composition of the trust and restrictions on exercise of voting rights on shares held by such trust. Currently, the trustees of GEWT, are Mr. Babu Iyer, Mr. Adarsh Nayyar and Mr. Abhijit Damle.

Additionally, GEWT is participating in the Offer as a Selling Shareholder and has offered 285,000 Equity Shares held by it, representing its entire shareholding in our Company, for sale through the Offer. The proceeds of the sale of Offered Shares, after settlement of dues of GEWT, if any, may be applied towards the objects of GEWT, that is, provision of benefits to the employees of our Company. Any such scheme required to be implemented for distribution of benefits may need to be compliant with the provisions of the SBEB Regulations. We are currently not in position to confirm that all the necessary approvals required to make GEWT compliant with the provisions of SBEB Regulations will be received in a timely manner or at all. For further details regard GEWT, see “*Our Management – Employee Welfare Trust*” on page 181.

**41. *Some of our Group Companies may have availed, or may in the future avail, unsecured loans that may be recalled by the lenders at any time.***

Some of our Group Companies may have availed, or may in the future avail, unsecured loans which may be recalled by the lenders at any time. In the event that any lender seeks a repayment of any such loan, such Group Companies would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. Such Group Companies may not have adequate working capital to undertake new projects or complete the ongoing projects. As a result, any such demand may affect our business, cash flows, financial condition and results of operations.

**42. *Some of our Group Companies have incurred losses in the last preceding financial year and have negative net worth, based on the last audited financial statements available.***

Some of our Group Companies have incurred losses in the preceding financial years and have negative net worth, based on their respective last available audited financial statements. For further details, see “*Our Promoters, Promoter Group and Group Companies – Group Companies*” on page 186. We cannot assure you that our Subsidiaries and Group Companies will not incur losses or have negative net worth in the future.

**43. *We will continue to be controlled by our Promoter Group after the completion of the Offer.***



After the completion of the Offer, our Promoter Group will hold majority of our outstanding Equity Shares. As a result, our Promoter Group will continue to exercise significant control over us, including being able to control the composition of our Board and determine matters requiring shareholder approval or approval of our Board. The interest of our Promoter Group could also conflict with our interests and interests of our other Shareholders, and they may take or block actions with respect to our business, which may conflict with our interests or the interests of our minority shareholders. We cannot assure you that the members of our Promoter Group will act to resolve any conflicts of interest in our favour, and they may take actions that are not in the best interests of our Company or our other Shareholders. Further, we cannot guarantee that the members of our Promoter Group will act in our interest while exercising their rights.

**44. *If we pursue strategic acquisitions or joint ventures, we may not be able to successfully consummate favourable transactions or successfully integrate acquired businesses.***

From time to time, we may evaluate potential acquisitions or joint ventures that would further our strategic objectives. For example, Tri-K Industries Inc. became a subsidiary of our Company with effect from Fiscal 2010. However, we may not be able to identify suitable companies, consummate a transaction on terms that are favourable to us, or achieve expected returns and other benefits as a result of integration challenges or anti-monopoly regulations. Companies or operations acquired or joint ventures created by us may not be profitable or may not achieve sales levels and profitability that justify the investments made. Our corporate development activities may entail financial and operational risks, including diversion of management attention from its existing core businesses, difficulty in integrating or separating personnel and financial and other systems, and negative impacts on existing business relationships with suppliers and customers. Future acquisitions, if at all, could also result in potentially dilutive issuances of equity securities; the incurrence of debt, contingent liabilities and increased operating expenses, all of which could adversely affect our business, financial condition, results of operations and prospects.

**45. *Our Subsidiaries and Step-down Subsidiaries may not pay cash dividends on shares that we hold in them. Consequently, our Company may not receive any return on investments in our Subsidiaries and Step-down Subsidiaries.***

Our Subsidiaries and Step-down Subsidiaries are separate and distinct legal entities, having no obligation to pay dividends and may be restricted from doing so by law or contract, including applicable laws, foreign exchange regulations, charter provisions and the terms of their financing arrangements. Further, dividends received from our foreign Subsidiaries and Step-down Subsidiaries is liable to be taxed in India. If the dividend paying company is resident of a country with which India has signed an agreement for avoidance of double taxation, the taxability of dividend income will be determined by the provisions of such agreement. For instance, we are entitled to certain benefits pursuant to the double taxation avoidance agreement entered into between India and Mauritius. While Mauritius companies are subject to tax on the profits at the rate of 15%, Mauritius does not impose any withholding tax on dividends, paid by a Mauritius company to a non-resident company. Upon distribution of this income to India, underlying tax credit would be given in India for 'taxes payable' in Mauritius. Should these tax treaties be suspended or revoked or adversely modified, our financial position could be adversely affected. We cannot assure you that our Subsidiaries and Step-down Subsidiaries will generate sufficient profits and cash flows, or otherwise be able to pay dividends to us in the future.

**46. *This Red Herring Prospectus contains information from the "Global Surfactant Market – Custom Research for Galaxy Surfactants Limited" Report, which we have commissioned.***

Certain information in the sections entitled "Industry Overview", "Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Summary of Industry" and "Summary of Business" beginning on pages 108, 123, 290, 44 and 50, respectively, are derived from the "Global Surfactant Market – Custom Research for Galaxy Surfactants Limited" report. We commissioned the "Global Surfactant Market – Custom Research for Galaxy Surfactants Limited" report, from Acmite Market Intelligence, a research firm independent from us for the purposes of confirming our understanding of the industry in connection with the Offer. Neither we, nor any of the BRLMs, nor any other person connected with the Offer has independently verified the information in the "Global Surfactant Market – Custom Research for Galaxy Surfactants Limited" Report. Accordingly, investors should read the industry related disclosure in this Red Herring Prospectus in this context. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and

assumptions that may prove to be incorrect. While industry sources take due care and caution while preparing their reports, they do not guarantee the accuracy, adequacy or completeness of the data. Accordingly, investors should not place undue reliance on, or base their investment decision solely on this information.

**47. *Some of the agreements entered into by us may not be adequately stamped or may not have been registered, which may adversely impact us.***

Some of the agreements entered into by us may not be adequately stamped or may not have been registered. While the failure to stamp a document does not affect the validity of the transaction embodied therein, it renders the document inadmissible in evidence in India (unless stamped prior to enforcement with payment of requisite penalties, which may be up to 10 times the stamp duty payable, and other such fees that may be levied by the authorities). Further, documents which are insufficiently stamped are capable of being impounded by a public officer. Moreover, the failure to register an agreement may, in certain circumstances, render such documents inadmissible in evidence in India. We cannot assure you that such agreements, which are inadequately stamped or that have not been registered, can be enforced by us. In addition imposition of penalties by the authorities on us for inadequate stamping of such agreements may have a material adverse effect on our business, financial condition and results of operations.

**48. *Our Company will not receive any proceeds from the Offer.***

The Offer comprises of an Offer for Sale of up to 6,331,674 Equity Shares by the Selling Shareholders. The proceeds from the Offer for Sale will be paid to Selling Shareholders and we will not receive any such proceeds directly.

**49. *Mr. Vivek Amonkar and entities with which he may be associated are not included as a part of the promoter group of our Company.***

In accordance with Regulation 2(1)(zb)(ii) of the SEBI Regulations, Mr. Vivek Amonkar, is a member of the promoter group of the Company on account of being the brother-in-law of Mr. Shashikant Shanbhag, one of our Promoters. Accordingly, any body corporate in which 10% or more of the equity share capital is held by Mr. Vivek Amonkar or a firm or a Hindu Undivided Family in which Mr. Vivek Amonkar is a member or a Karta; (b) any body corporate in which an entity mentioned in (a) above, holds 10% or more of its equity share capital; and (c) any Hindu Undivided Family or firm in which the aggregate shareholding of Mr. Vivek Amonkar) is equal to or more than 10% of the total shareholding (collectively, the “**Mr. Vivek Amonkar PG**”) should form part of the promoter group of the Company in accordance with Regulation 2(1)(zb)(iv) of the SEBI Regulations.

However, due to the estranged relationship between Mr. Vivek Amonkar and Mr. Shashikant Shanbhag, Mr. Vivek Amonkar and Mr. Vivek Amonkar PG, have not been included in the promoter group of the Company and disclosures in relation to them have not been included in this Red Herring Prospectus.

## **External Risk Factors**

**50. *A slowdown in economic growth in India could adversely affect our business, results of operations, financial condition and cash flows.***

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

**51. *Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business and financial performance.***

Our business and financial performance could be adversely affected by unfavorable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business. Please refer to “*Regulations and Policies*” on page 148 for details of the laws currently applicable to us.

There can be no assurance that the Government of India may not implement new regulations and policies which will require us to obtain approvals and licenses from the Government of India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment to, or change to governing laws, regulation or policy in the jurisdictions in which we operate may have a material adverse effect on our business, financial condition and results of operations. In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations. Any unfavorable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

GST has been implemented with effect from July 1, 2017 and has replaced the indirect taxes on goods and services such as central excise duty, service tax, central sales tax, state VAT and surcharge currently being collected by the central and state governments. The GST is expected to increase tax incidence and administrative compliance. Given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to the tax regime following implementation of the GST. The implementation of this new structure may be affected by any disagreement between certain state Governments, which could create uncertainty. Any future amendments may affect our overall tax efficiency, and may result in significant additional taxes becoming payable.

Further, the general anti avoidance rules (“GAAR”) provisions have been made effective from assessment year 2018-19 onwards, i.e.; financial Year 2017-18 onwards and the same may get triggered once transactions are undertaken to avoid tax. The consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain.

The application of various Indian tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. If such tax laws, rules and regulations are amended, new adverse laws, rules or regulations are adopted or current laws are interpreted adversely to our interests, the results could increase our tax payments (prospectively or retrospectively) and/or subject us to penalties. Further, changes in capital gains tax or tax on capital market transactions or sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance.

Further, on November 8, 2016 the Department of Economic Affairs, Ministry of Finance, Government of India through a notification declared that bank notes of denominations of the series of the value of five hundred rupees and one thousand rupees shall cease to be legal tender. This new regulation could result in reduction of liquidity in the economy and may have an impact on various sectors, which may include sectors such as home and personal care products. As a result, such changes or interpretations could have an adverse effect on our business and our financial results.

**52. *The preparation requirement and presentation format of financial statements of our Company subsequent to the listing of its Equity Shares will not be in the same manner and same format as being prepared and presented for this Red Herring Prospectus.***

Our historical audited financial statements have been prepared in accordance with the Companies Act and Indian GAAP, while the Restated Financial Statements included in this Red Herring Prospectus are prepared in accordance with the Companies Act, Indian GAAP, SEBI Regulations and the circulars issued by SEBI from time to time. In accordance with the revised roadmap for the implementation of Ind AS (on a voluntary as well as mandatory basis) for companies other than banking companies, insurance companies and non-banking finance announced by the Ministry of Corporate Affairs, Government of India (the “MCA”) through its press release dated January 2, 2015, we will be required to prepare and present our

audited financial statements for Fiscal 2018 in accordance with the Companies Act and Ind AS. Further, if our Equity Shares are listed successfully on the Stock Exchanges, we will be required to prepare and present our annual and interim financial information in accordance with the Companies Act, Ind AS, SEBI Listing Regulations and the circulars issued by SEBI from time to time. The preparation requirement and the presentation format prescribed under the SEBI Regulations for our Restated Financial Statements differs in certain respects from the preparation requirements and presentation formats that we will be required to comply with post-listing of the Equity Shares, being the Companies Act, Ind AS, SEBI Listing Regulations and the circulars issued by SEBI from time to time. Accordingly, the preparation and presentation of our financial statements post-listing of the Equity Shares may be not be comparable with, or may be substantially different from, the Restated Financial Statements included in this Red Herring Prospectus.

**53. *Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition, cash flows and results of operations.***

The Restated Financial Statements as of and for the six months ended September 30, 2017 and the Financial Years ended March 31, 2017, 2016, 2015, 2014 and 2013, included in this Red Herring Prospectus have been prepared in accordance with Indian GAAP and the applicable provisions of Companies Act, SEBI Regulations and the circulars notified by SEBI from time to time. Except as set out in the section titled “*Statement of Reconciliation between Indian GAAP and Ind AS*” on page 314, no attempt has been made to reconcile any of the information given in this Red Herring Prospectus to any other principles or to base the information on any other standards.

There are significant differences between Indian GAAP, Ind AS, US GAAP and IFRS. Accordingly, the degree to which the financial statements included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian GAAP and Ind AS. Persons not familiar with Indian GAAP and Ind AS should limit their reliance on the financial disclosures presented in this Red Herring Prospectus.

If our financial statements were to be prepared in accordance with such other accounting principles, our results of operations, cash flows and financial position may be substantially different. Prospective investors should review the accounting policies applied in the preparation of our financial statements, and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited. In making an investment decision, investors must rely upon their own examination of us, the terms of this Offer and the financial information contained in this Red Herring Prospectus.

**54. *We engage in certain transactions in or with countries or persons that are subject to U.S. and other sanctions.***

We generate a minor portion of our revenues from customers in countries subject to international sanctions administered by the Office of Foreign Assets Control of the U.S. Department of the Treasury, the U.S. Department of State or equivalent sanctions regimes administered by Her Majesty's Treasury, the European Union, the United Nations or other relevant sanctions authorities (collectively, “**International Sanctions**”). In addition, we have limited information about and control over the identity of our customers and there can be no assurance that our past or future customers have not been included or will not include persons or entities targeted by, or were not or will not be located in any country that is the subject of International Sanctions.

There can be no assurance that our business will not be impacted by such International Sanctions in the future, particularly if there are changes to, or more stringent application of, the International Sanctions, or if we make changes to our operations or introduce new products or services which may also appeal to customers subject to or based in countries subject to such International Sanctions. In addition, as a result of our business activities or a change in the scope or application of International Sanctions, our counterparties, including our vendors and suppliers, or our other customers, that are required to comply with such International Sanctions, may seek to terminate or modify our contractual arrangements to impose additional conditions that may be adverse to our operations or business prospects, or may be precluded from entering into commercial transactions with us.

Investors in the Equity Shares could incur reputational or other risks as a result of our business dealings with customers in or with persons that are the subject of International Sanctions. In addition, because many sanctions programs are evolving, new requirements or restrictions could come into effect which might increase regulatory scrutiny of our business or result in some of our business activities being subject to sanctions or being sanctionable.

Future changes in International Sanctions may also require us to discontinue existing operations, or prevent us from doing business, in jurisdictions subject to such International Sanctions, which could have a material adverse effect on our financial condition and results of operations, including as a result of disputes arising from the termination of our existing contractual arrangements.

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

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 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.

Further, 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 subscribers in the relevant market is presumed to have an appreciable adverse effect in the relevant market in India and shall be void. The Competition Act also prohibits abuse of a dominant position by any enterprise. On March 4, 2011, the Central Government notified and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to, and pre-approved by, the CCI. Additionally, on May 11, 2011, the CCI issued the Competition Commission of India (Procedure for Transaction of Business Relating to Combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India. The Competition Act aims to, among other things, prohibit all agreements and transactions which may have an appreciable adverse effect in India. Consequently, all agreements entered into by us could be within the purview of the Competition Act. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside of India if such agreement, conduct or combination has an appreciable adverse effect in India. However, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. We are not currently party to any outstanding proceedings, nor have we received notice in relation to noncompliance with the Competition Act or the agreements entered into by us.

However, if we are affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, financial condition, results of operations and prospects.

**56. *The Price Band is determined based on various factors and assumptions and there is no assurance that the Offer Price of the Equity Shares will reflect the market price of the Equity Shares after the Offer. Further, the current market prices of certain securities listed pursuant to certain previous issues managed by the BRLMs are below their respective issue prices.***

The Price Band is determined based on various factors and assumptions and will be determined by us, in consultation with the Selling Shareholders' Committee and the BRLMs. The Offer Price of the Equity Shares will also be determined by us, in consultation with the Selling Shareholders' Committee and the BRLMs through the Book Building Process. For further details, see "*Basis for Offer Price*" on page 101. The Price Band and Offer Price may not be reflective of the market price for the Equity Shares after the Offer.

In addition, the market prices of certain securities issued by companies that had their initial public offerings managed by the BRLMs, are currently below their respective issue prices. For further details, see "*Other Regulatory and Statutory Disclosures - Price information of past issues handled by the BRLMs*" beginning

on page 343. The factors that could affect the market price of Equity Shares include, among others things, market trends, financial performance and results of the Company after the listing, and factors beyond our control. There is no assurance that the Equity Shares will trade at a price that we may expect, that there will be an active market for the Equity Shares or that sustained trading will take place after the listing of the Equity Shares.

- 57. *If acts of terrorism and other similar threats to security, communal disturbances or riots erupt in India, or if regional hostilities increase, this would adversely affect the Indian economy, and our business, results of operations and cash flows.***

India has experienced communal disturbances, terrorist attacks and riots in the past. If such events recur, our operational and marketing activities may be adversely affected, resulting in a decline in our income. The Asian region has from time to time experienced instances of civil unrest and hostilities among neighboring countries, including those between India and Pakistan. Hostilities and tensions may occur in the future and on a wider scale. Military activity or terrorist attacks in India, as well as other acts of violence or war could influence the Indian economy by creating a perception that investments in India involve higher degrees of risk. Events of this nature in the future, as well as social and civil unrest within other countries in Asia, could influence the Indian economy and could have an adverse effect on the market for securities of Indian companies, including our Equity Shares.

- 58. *Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.***

Inflation is typically impacted by factors such as governmental policies, regulations, commodity prices, liquidity and global economic environment. Any change in the government or a change in the economic and deregulation policies could adversely affect the inflation rates. Continued high rates of inflation may increase our costs such as salaries, travel costs and related allowances, which are typically linked to general price levels. There can be no assurance that we will be able to pass on any additional costs to our clients or that our revenue will increase proportionately corresponding to such inflation. Accordingly, high rates of inflation in India could have an adverse effect on our profitability and, if significant, on our financial condition.

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

The occurrence of natural disasters, including hurricanes, floods, tsunamis, earthquakes, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, may adversely affect our financial condition or results of operations. The potential impact of a natural disaster such as the H5N1 "avian flu" virus, or H1N1, the swine flu virus, MERS (Middle East Respiratory Syndrome), Zika, the mosquito virus, on our results of operations and financial position is speculative, and would depend on numerous factors. Although the long-term effect of such diseases cannot currently be predicted, previous occurrences of avian flu, swine flu, MERS and Zika had an adverse effect on the economies of those countries in which they were most prevalent. In the case of any of such diseases, should the virus mutate and lead to human-to-human transmission of the disease, the consequence for our business could be severe. An outbreak of a communicable disease in India or in the particular region in which we have projects would adversely affect our business and financial conditions and the result of operations. We cannot assure prospective investors that such events will not occur in the future or that our business, results of operations and financial condition will not be adversely affected.

- 60. *A significant change in the Government's economic liberalization and deregulation policies could disrupt our business.***

We are incorporated in India and derive a significant portion of our revenues from India. Consequently, our performance and liquidity of the Equity Shares is affected by changes in exchange rates and controls, interest rates, Government policies, taxation, social and ethnic instability and other political and economic developments affecting India. The Government has traditionally exercised and continues to exercise a dominant influence over many aspects of the economy. Our business and the market price and liquidity of the Equity Shares may be affected by changes in exchange rates and controls, interest rates, changes in Government policy, taxation, social and civil unrest and political, economic or other developments in or affecting India. In recent years, India has been following a course of economic liberalization and our

business could be significantly influenced by economic policies followed by the Government. Further, our businesses are also impacted by regulation and conditions in the various states in India where we operate. There can be no assurance as to the policies a new elected government will follow or that it will continue the policies of the outgoing government. The rate of economic liberalization could change, and specific laws and policies affecting foreign investment, currency exchange rates and other matters affecting investment in India could change as well. A significant change in India's economic liberalization and deregulation policies, in particular, those relating to our business, could disrupt business and economic conditions in India generally and our business in particular.

**61. *Financial instability, economic developments and volatility in securities markets in other countries may also cause a decline in the price of the Equity Shares.***

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging market countries in Asia. Financial turmoil in Europe and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. Recently, the currencies of a few Asian countries including India suffered depreciation against the US Dollar owing to amongst other, the announcement by the US government that it may consider reducing its quantitative easing measures. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business, prospects, future financial performance and the prices of the Equity Shares.

The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections in recent years. Since September 2008, liquidity and credit concerns and volatility in the global credit and financial markets increased significantly with the bankruptcy or acquisition of, and government assistance extended to, several major US and European financial institutions. These and other related events, such as the European sovereign debt crisis, have had a significant impact on the global credit and financial markets as a whole, including reduced liquidity, greater volatility, widening of credit spreads and a lack of price transparency in global credit and financial markets. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to the financial markets.

However, the overall impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. In the event that the current difficult conditions in the global credit markets continue or if there is any significant financial disruption, such conditions could have an adverse effect on our business, prospects, future financial performance and the trading price of the Equity Shares.

**62. *Our performance is linked to the stability of policies and the political situation in India. Any political instability in India may adversely affect the Indian economy and the Indian securities markets in general, which could adversely affect our business, our results of operations and could also affect the trading price of our shares.***

The Government has pursued policies of economic liberalization, including significantly relaxing restrictions on the private sector. Any political instability could delay the reform of the Indian economy and could have a material adverse effect on the market for our Equity Shares. There is no assurance that these liberalization policies will continue if there is a change in political climate. Protests against privatization could slow-down the pace of liberalization and deregulation. The rate of economic liberalization could change, and specific laws and policies affecting companies in the chemicals sector, foreign investment, currency exchange rates and other matters affecting investment in our securities could change as well. Further, if there is any political unrest or political instability or change of policies as a result of the introduction of any new political regime in India, which is not in advancement of the chemicals sector or in furtherance of our business activities, then our business, results of operations and financial position may be adversely affected.

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

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

**64. *Political or economic instability in Egypt could adversely affect our business and our results of operations.***

One of our Step-down Subsidiaries, namely Galaxy Chemicals (Egypt) S.A.E. is incorporated in Egypt. Further, one of our major manufacturing facilities, with an installed capacity of 82,600 MTPA as of March 31, 2017, is situated in Suez, Egypt, and is operated by Galaxy Chemicals (Egypt) S.A.E. This facility produces both performance surfactants and speciality care products, and services some of our major multinational FMCG customers in the AMET region.

Egypt is located in a region which has been subject to ongoing political and security concerns, especially in recent years. Political instability in the Middle East has increased since the terrorist attacks of September 11, 2001 and the U.S. intervention in Iraq. In common with other countries in the region, Egypt has experienced occasional terrorist attacks in recent years. There can be no assurance that extremists or terrorist groups will not escalate or continue occasional violent activities in Egypt or that the Government will continue to be generally successful in maintaining the prevailing levels of domestic order and stability. Further, while the Government of Egypt is implementing economic reform programs, disagreements among political parties and the political situation in the region could potentially delay the implementation of any such programs, which may have a negative effect on the performance of the Egyptian economy. Any political or economic instability in Egypt could adversely affect our business and results of operations.

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

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

**66. *A decline in India's foreign exchange reserves may affect liquidity and interest rates in the Indian economy, which could adversely impact us. A rapid decrease in reserves would also create risk of higher interest rates and a consequent slowdown in growth.***

Flows to foreign exchange reserves can be volatile, and past declines may have adversely affected the valuation of the Rupee. There can be no assurance that India's foreign exchange reserves will not decrease in the future. Further, a decline in foreign exchange reserves, as well as other factors, could adversely affect the valuation of the Rupee and could result in reduced liquidity and higher interest rates, which could adversely affect our business, financial condition, results of operations and cash flows.

**67. *Investors in the Equity Shares may not be able to enforce a judgment of a foreign court against us, our directors or executive officers.***

Our Company is incorporated under the laws of India. Our Company's assets are primarily located in India and substantially all of our Company's Directors and Key Management Personnel are residents of India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce against them judgments obtained in courts outside India.

Recognition and enforcement of foreign judgments is provided for under Section 13 of the CPC on a statutory basis. Section 13 of the CPC provides that foreign judgments shall be conclusive regarding any matter directly adjudicated upon, except: (i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international



law or a refusal to recognize the law of India in cases to which such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud; and (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. Under the CPC, a court in India shall, upon the production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record. However, under the CPC, such presumption may be displaced by proving that the court did not have jurisdiction.

India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. Section 44A of the CPC provides that where a foreign judgment has been rendered by a superior court, within the meaning of that Section, in any country or territory outside of India which the Central Government has by notification declared to be in a reciprocating territory, it may be enforced in India by proceedings in execution as if the judgment had been rendered by the relevant court in India. However, Section 44A of the CPC is applicable only to monetary decrees not being of the same nature as amounts payable in respect of taxes, other charges of a like nature or of a fine or other penalties.

It is unlikely that a court in India would award damages on the same basis as a foreign court if an action was brought in India. Furthermore, it is unlikely that an Indian court would enforce a foreign judgment if that court were of the view that the amount of damages awarded was excessive or inconsistent with public policy or Indian practice. It is uncertain as to whether an Indian court would enforce foreign judgments that would contravene or violate Indian law. However, a party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI under the Foreign Exchange Management Act, 1999, to execute such a judgment or to repatriate any amount recovered.

**68. *Financial difficulty and other problems in certain long-term lending institutions and investment institutions in India could have a negative impact on our business.***

We are exposed to the risks of the Indian financial system which may be affected by the financial difficulties faced by certain Indian financial institutions because the commercial soundness of many financial institutions may be closely related as a result of credit, trading, clearing or other relationships. This risk, which is referred to as “systemic risk,” may adversely affect financial intermediaries, such as clearing agencies, banks, securities firms and exchanges with whom we interact on a daily basis. Our transactions with these financial institutions expose us to credit risk in the event of default by the counter party, which can be exacerbated during periods of market illiquidity. As the Indian financial system operates within an emerging market, we face risks of a nature and extent not typically faced in more developed economies, including the risk of deposit runs notwithstanding the existence of a national deposit insurance scheme. The problems faced by individual Indian financial institutions and any instability in or difficulties faced by the Indian financial system generally could create adverse market perception about Indian financial institutions and banks. This in turn could adversely affect our business, financial condition, results of operations and cash flows.

**69. *The Equity Shares have never been publicly traded, and, after the Offer, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop.***

Prior to the Offer, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares is proposed to be determined through a book-building process and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

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

The Offer Price of the Equity Shares will be determined by our Company in consultation with the BRLMs, and through the Book Building Process. This price will be based on numerous factors, as described under “Basis for Offer Price” on page 101 and may not be indicative of the market price for the Equity Shares after the Offer. The market price of the Equity Shares could be subject to significant fluctuations after the

Offer, and may decline below the Offer Price. We cannot assure you that the investor will be able to resell their Equity Shares at or above the Offer Price.

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

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 an Indian stock exchange on which the equity shares are sold. As such, any gain realized on the sale of equity shares held for more than 12 months by an Indian resident, which are sold other than on a recognized stock exchange and as a result of which no STT has been paid, will be subject to capital gains tax in India. Further, any gain realized on the sale of equity shares held for a period of 12 months or less will be subject to capital gains tax in India. Capital gains arising from the sale of equity shares will be exempt from taxation in India in cases where an exemption is provided under a treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India’s ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of equity shares.

**72. Any future issuance of Equity Shares, or convertible securities or other equity linked securities by us and any sale of Equity Shares by our Promoters or Promoter Group may dilute your shareholding and adversely affect the trading price of the Equity Shares.**

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by us, including through exercise of employee stock options may dilute your shareholding in our Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our Promoters and Promoter Group, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. Except as disclosed in “Capital Structure” beginning on page 78, we cannot assure you that our Promoters and Promoter Group will not dispose of, pledge or encumber their Equity Shares in the future.

**73. The average acquisition price per Equity Share of the Equity Shares held by our Promoters may be less than the Offer Price.**

The average acquisition price per Equity Share of the Equity Shares held by our Promoters may be less than the Offer Price. The details of average acquisition price per Equity Share of the Equity Shares held by our Promoters is set out below:

Name of the Promoters	Number of Equity Shares held as on January 12, 2018	Average price per Equity Share (in ₹)
Mr. Unnathan Shekhar	4,226,740*	6.39
Mr. Gopalkrishnan Ramakrishnan	2,362,758&	5.37
Mr. Sudhir Dattaram Patil	4,145,290 <sup>(1)^</sup>	4.41
Mr. Shashikant Shanbhag	4,097,684 <sup>%</sup>	4.13

(1) Of the 4,145,290 Equity Shares held by Mr. Sudhir Dattaram Patil, 39,250 Equity Shares are proposed to be offered by him in the Offer and are currently held in an escrow account maintained by the Escrow Agent as per the terms of the OFS Scheme.

\*Jointly held with Ms. Lakshmy Shekhar

& Jointly held with Ms. Jayashree Ramakrishnan

<sup>^</sup> 4,106,040 Equity Shares jointly held with Ms. Sandhya Patil

<sup>%</sup> Jointly held with Ms. Vandana Shanbhag

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

Our Articles and applicable Indian law govern our corporate affairs. Legal principles relating to these matters and the validity of corporate procedures, Directors’ fiduciary duties and liabilities, and shareholders’ rights may differ from those that would apply to a financial institution or corporate entity in another jurisdiction. Shareholders’ rights under Indian law may not be as extensive as shareholders’ rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as one of our shareholders than as a shareholder of a financial institution or corporate entity in another jurisdiction.

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

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

**76. We have withdrawn a previous offer document filed by our Company owing to unfavourable market conditions and there can be no assurance that this Offer will be successful.**

Our Company has in the past attempted to make a public issue of its equity shares in relation to which it had filed a draft red herring prospectus dated August 21, 2010 and a red herring prospectus dated April 25, 2011 which was withdrawn by way of a letter dated May 18, 2011 due to unfavourable market conditions. There can be no guarantee or assurance that the present Offer will be successful and that we will be able to complete the listing of our Equity Shares pursuant to the Offer.

**Prominent Notes:**

1. Initial public offering of up to 6,331,674 Equity Shares having a face value of ₹10 each of our Company for cash at a price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity Share), aggregating up to ₹[●] million through an Offer for Sale by the Selling Shareholders. The Offer shall constitute up to [●]% of the post-Offer paid-up Equity Share capital of our Company.
2. Our Company was originally incorporated as “Galaxy Surfactants Private Limited” on May 20, 1986 at Mumbai, Maharashtra as a private limited company under the Companies Act, 1956. Pursuant to a special resolution of our Shareholders dated January 24, 1995, our Company’s name was changed to “Galaxy Surfactants Limited” and a certificate of change of name dated March 13, 1995 was issued by the RoC. For further details regarding changes to the name of our Company, see “History and Certain Corporate Matters - Brief history of our Company” on page 152.
3. As at September 30, 2017, our Company’s net worth, was ₹6,350.42 million, as per our Restated Consolidated Financial Statements, and ₹6,069.87 million, as per our Restated Standalone Financial Statements.
4. As at September 30, 2017, our Company’s net asset value per Equity Share of face value ₹10 each was ₹179.11 as per our Restated Consolidated Financial Statements and ₹171.20 as per our Restated Standalone Financial Statements.
5. The average acquisition price per Equity Share by our Promoters is set forth in the table below:

Name of the Promoters	Number of Equity Shares held as on January 12, 2018	Average acquisition price per Equity Share (in ₹)
Mr. Unnathan Shekhar	4,226,740*	6.39
Mr. Gopalkrishnan Ramakrishnan	2,362,758&	5.37
Mr. Sudhir Dattaram Patil	4,145,290 <sup>(1)^</sup>	4.41
Mr. Shashikant Shanbhag	4,097,684 <sup>%</sup>	4.13

(1) Of the 4,145,290 Equity Shares held by Mr. Sudhir Dattaram Patil, 39,250 Equity Shares are proposed to be offered by him in the Offer and are currently held in an escrow account maintained by the Escrow Agent as per the terms of the OFS Scheme.

\*Jointly held with Ms. Lakshmy Shekhar

& Jointly held with Ms. Jayashree Ramakrishnan

<sup>^</sup> 4,106,040 Equity Shares jointly held with Ms. Sandhya Patil

<sup>%</sup> Jointly held with Ms. Vandana Shanbhag

6. For details in relation to interests of Group Companies in our Company, including business interests, see “Our Promoters, Promoter Group and Group Companies - Nature and extent of interest of our Group Companies” and “Financial Statements – Annexure XXXVII – Restated Consolidated Statement of Related Party Transactions” on pages 192 and 230, respectively.

7. For details of the related party transactions with related parties (as defined under Accounting Standard 18), see “Financial Statements – Annexure XXXVII – Restated Consolidated Statement of Related Party Transactions” on page 230.
8. The aggregate short term loans and advances given to related parties as a percentage of its net-worth on a standalone basis for the periods mentioned below, is as follows:

Period	Amount (₹ in million)	Percentage of closing net-worth
Six months ended September 30, 2017	7.35	0.12%
Fiscal 2017	22.66	0.40%
Fiscal 2016	46.55	0.97%
Fiscal 2015	61.19	1.48%
Fiscal 2014	35.74	1.03%
Fiscal 2013	27.94	1.05%

9. The aggregate related party revenue from operations of our Company as a percentage of its revenue on a standalone basis for the periods mentioned below, were as follows:

Period	Amount (₹ in million)	Percentage of total revenue
Six months ended September 30, 2017	780.67	9.44%
Fiscal 2017	1,808.13	12.03%
Fiscal 2016	1,689.46	12.57%
Fiscal 2015	1,827.14	12.40%
Fiscal 2014	2,095.27	14.67%
Fiscal 2013	1,779.81	12.54%

10. There have been no financing arrangements whereby the Promoter Group, the Directors and their relatives have financed the purchase of our Equity Shares by any other person other than in the normal course of business of the financing entity during the period of six months immediately preceding the date of the Draft Red Herring Prospectus and until the date of this Red Herring Prospectus.
11. Bidders may contact any of the BRLMs who have submitted the due diligence certificate to SEBI, for any complaints, information or clarifications pertaining to the Offer. For further details of the BRLMs, see “General Information – Book Running Lead Managers” on page 72.
12. All grievances relating to ASBA process may be addressed to the Registrar, with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted as the case may be, giving full details such as name, address of the Bidder, number of Equity Shares applied for, DP ID, Client ID, Bid Amounts blocked, ASBA Account number and the address of the Designated Intermediary with whom the ASBA Form was submitted. All grievances relating to Bids submitted through the Registered Broker may be addressed to the Stock Exchanges with a copy to the Registrar.
13. Any clarification or information relating to the Offer shall be made available by the BRLMs and our Company to the Bidders at large and no selective or additional information would be available for a section of Bidders in any manner whatsoever.
14. Our Company had filed a draft red herring prospectus dated August 21, 2010 with SEBI (“**Erstwhile DRHP**”) and a red herring prospectus dated April 25, 2011 (“**Erstwhile RHP**”), in relation to the public issue of 5,930,000 equity shares of our Company. However, the same was subsequently withdrawn by way of a letter dated May 18, 2011 due to unfavourable market conditions.

The brief particulars of the issue were:

Price band: ₹ 325 to ₹ 340

Bidding period: May 13, 2011 to May 19, 2011 (QIB bidding period ended on May 18, 2011)

Basis of issue price: As per quantitative and qualitative factors set forth in the Erstwhile RHP.

Subscription details are not available as the issue closed prior to bid/issue closure date.

Bidders are advised to not place any reliance on the Erstwhile DRHP and Erstwhile RHP and refer to this Red Herring Prospectus in relation to the Offer and details with respect to our Company.

## SECTION III: INTRODUCTION

### SUMMARY OF INDUSTRY

*The information contained in this section is derived from the “Global Surfactant Market – 4<sup>th</sup> Edition” by Acmite Market Intelligence; “Report on Chemical Industry with focus to Gujarat & Speciality Chemicals” by FICCI and Tata Strategic Management Group; “Global Beauty Ingredients: New Strategic Segments for Growth” and “The Booming Skin Care Market: Skin Care Trends and the Ingredients Within” by Kline & Company, “Preservatives Blends Market: Global Industry Analysis, Size, Share, Growth, Trends, and Forecast, 2016–2024” and “Phenoxyethanol Preservatives Market: Global Industry Analysis, Size, Share, Growth, Trends, and Forecast, 2014 – 2020” by Transparency Market Research; as well as other industry sources and government publications. Further, certain information contained in this section is derived from “Global Surfactant Market – Custom Research for Galaxy Surfactants Limited” by Acmite Market Intelligence, which we commissioned in connection with the Offer. Neither we, the BRLMs nor any other person connected with the Offer has independently 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. Accordingly, investors should not place undue reliance on, or base their investment decision on this information. The information in this section is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Red Herring Prospectus, including the information contained in “Industry Overview”, “Risk Factors” and “Our Business” beginning on pages 108, 15 and 123, respectively.*

#### **The Global Economy**

The global upswing in economic activity is strengthening. Global growth, which in 2016 was the weakest since the global financial crisis at 3.2 percent, is projected to rise to 3.6 percent in 2017 and to 3.7 percent in 2018. (*Source: “World Economic Outlook, October 2017 Seeking Sustainable Growth: Short-Term Recovery, Long-Term Challenges” by International Monetary Fund*)

Among the emerging markets and developing economies (“EMDEs”), India is forecasted to be one of the fastest growing economies with GDP growth expected at 7.4% for 2018 and 8.2% for 2019. MENA region is expected to grow at 3.2% and 3.5%; Egypt specially at 4.5% and 6.0%, Turkey at 3.5% and 3.6 during 2018 and 2019 (*Source: “World Economic Outlook, October 2017 Seeking Sustainable Growth: Short-Term Recovery, Long-Term Challenges” by International Monetary Fund*)

#### **The Indian Economy**

The April 2017 MPR (Monetary Policy Report) had projected an acceleration in real GVA for 2017-18 on the back of (a) a recovery in discretionary spending spurred by the pace of remonetisation; (b) the reduction in banks’ lending rates on fresh loans brought about by demonetisation induced liquidity; (c) the growth stimulating proposals in the Union Budget 2017-18; (d) a normal southwest monsoon; and (e) an improvement in external demand. Taking into account the outturn in the first half, the baseline assumptions, survey indicators and model forecasts, real GVA growth is projected at 6.7 per cent for 2017-18 – 6.4 per cent in Q2, 7.1 per cent in Q3 and 7.7 per cent in Q4 – with risks evenly balanced around this baseline path. (*Source: RBI Monetary Policy Report, October 2017*)

#### **Global Personal and Home Care Markets**

Global personal care and cosmetics market is a large and lucrative consumer market, with the market size approaching USD 215 Billion in 2015, expected to approach USD 301 Billion by 2021 and reach USD 358 Billion by 2024, with CAGR of 5.8%. Skin care being the fastest growing segment at 6.7%. India Personal Care market is expected to grow at 7.9%.

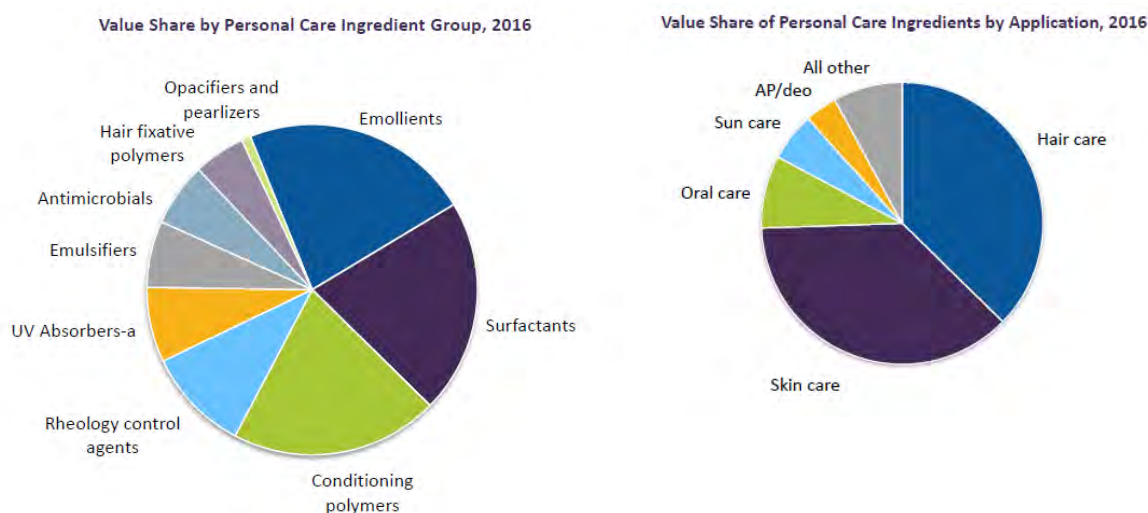
The market of household cleaning agents was valued at USD 43.40 Billion in 2015. As a mature market, it is expected to report a moderate growth of around 3.3 percent in the coming years. Indian household cleaning market is expected to grow at 7.2%. (*Source: “Report on Chemical Industry with focus to Gujarat & Speciality Chemicals” by FICCI and Tata Strategic Management Group*)

## Home and Personal Care Ingredients Market

Personal Care is one of the most attractive sectors for the chemical industry – it has successfully weathered economic recession; also growing awareness for new formulations is creating new opportunities for specialty personal care ingredient suppliers. Increased consumer awareness of sun exposure side effects, the use of UV absorbers has extended to an increasing number of skin care products, ranking them among the rapidly growing markets. Skin care is the largest segment contributing 29%, followed by Hair Care at 21%.

The Ingredients market is a USD 14 Billion to USD 18 Billion market with 25 percent made up by commodities, 35 percent by fine chemicals and 40 percent by differentiated specialties. Specialty ingredients hold the largest growth potential within the personal care ingredients business. (Source: “Global Beauty Ingredients: New Strategic Segments for Growth” by Kline & Company).

The Personal Care Ingredients market has a total value of USD 9.2 Billion. Hair care and skin care are the two largest applications and, as a result, ingredients used in them have a larger share in the market.



(Source: “The Booming Skin Care Market: Skin Care Trends and the Ingredients Within” by Kline & Company)

Surfactant is a surface-active substance or agent. The word “surfactant” is a shortened form of “**surface-active agent**”. Surfactants can be broadly defined as compounds which concentrate at surfaces (interfaces) such as water-air or water-oil when dissolved in water. Surfactants and surface activity are controlling features in many important systems, including emulsification, detergency, foaming, wetting, lubrication, water repellence, waterproofing, spreading and dispersion, and colloid stability. Used in small quantity, surfactants are able to markedly affect the surface characteristics of a system.

Surfactants find application in almost every chemical industry. The major application fields of surfactants are classified as under Household Cleaning, Industrial Cleaning, Personal Care Products, etc.

In terms of raw materials, surfactants are prepared from various feedstocks which are either petrochemicals or oleochemicals. Presently, nearly 50 percent of the surfactants are produced from oleochemicals, while only one-fourth were produced from oleochemicals in the 1970s. The share of oleochemicals used surfactants increased by around 100 percent during the last forty years. (Source: “Global Surfactant Market – 4<sup>th</sup> Edition” by Acmite Market Intelligence)

## The Global Surfactants Market

The Global Surfactants market was a USD 30.65 Billion Market (2015) which is projected to grow at a CAGR of 4.4 percent till 2024 to touch USD 45.16 Billion. In terms of volumes, the surfactant market is a 16.35 million tonnes market (2015) which is expected to grow at a CAGR of 3.9 percent till 2024 to touch 22.97 million tonnes.

Surfactants can be classified into Anionics (largely cleaning applications), Non Ionics (cosmetics and personal care applications), Cationics (conditioning, softening aids), Amphoteric Surfactants (Mild Surfactants), Surface active preparations (pre-formulated blends of surfactants)(Source: "Global Surfactant Market – 4<sup>th</sup> Edition" by Acmite Market Intelligence)

Global Surfactant Market for Anionics and Non-ionics (Figures as in 2015):

Type	2015		2018		2024		CAGR (%)	
	Revenue (In USD Billions)	Volume (Million MT)	Revenue (In USD Billions)	Volume (Million MT)	Revenue (In USD Billions)	Volume (Million MT)	Revenue	Volume
Anionics*	8.43	5.72	9.14	6.18	10.67	7.16	2.7	2.5
Non-ionics	9.96	6.54	11.12	7.29	13.76	9.01	3.7	3.6
<b>Total</b>	<b>18.39</b>	<b>12.26</b>	<b>20.26</b>	<b>13.47</b>	<b>24.43</b>	<b>16.17</b>	<b>3.2</b>	<b>3.1</b>

\*excluding soap

(Source: "Global Surfactant Market – 4<sup>th</sup> Edition" by Acmite Market Intelligence)

Global Surfactant Market for Cationics, Amphoterics and Others (Figures as in 2015):

Type	2015		2018		2024		CAGR (%)	
	Revenue (In USD Billions)	Volume (Million MT)	Revenue (In USD Billions)	Volume (Million MT)	Revenue (In USD Billions)	Volume (Million MT)	Revenue	Volume
Cationics	5.67	1.80	6.87	2.17	10.04	3.15	6.6	6.4
Amphoterics	2.91	0.98	3.56	1.19	5.29	1.76	6.9	6.7
Others	3.69	1.31	4.19	1.48	5.39	1.90	4.4	4.2
<b>Total</b>	<b>12.27</b>	<b>4.09</b>	<b>14.62</b>	<b>4.84</b>	<b>20.72</b>	<b>6.81</b>	<b>6.0</b>	<b>5.8</b>

(Source: "Global Surfactant Market – 4<sup>th</sup> Edition" by Acmite Market Intelligence)

In terms of revenue, the Surfactants market is expected to touch USD 39.69 Billion by 2021 and USD 45.16 Billion by 2024 growing at 4.4 percent per annum. This growth will be primarily driven by the Amphoteric and Cationic Surfactants which are expected to grow at 6.9 percent and 6.6 percent till 2024. Among the four segments, anionic and non-ionic surfactants are the dominating ones, accounting for two thirds of the total surfactant market in value.

(Source: "Global Surfactant Market – 4<sup>th</sup> Edition" by Acmite Market Intelligence)

Surfactant Market by Region (Figures as in 2015):

Region	2015 (In USD Billions)	2018 (In USD Billions)	2024 (In USD Billions)	CAGR (%)
Western Europe	7.66	8.52	10.52	3.6
North America	8.74	9.77	12.20	3.8
Japan	2.61	2.88	3.52	3.4
Asia Pacific*	7.97	9.44	13.22	5.8
Rest of the World	3.68	4.26	5.70	5.0
<b>Total</b>	<b>30.65</b>	<b>34.88</b>	<b>45.16</b>	<b>4.4</b>

\*excluding Japan

(Source: "Global Surfactant Market – 4<sup>th</sup> Edition" by Acmite Market Intelligence)

Asia Pacific is expected to become the largest market by 2024 and will also be the fastest growing market growing at 5.8 percent CAGR (2015-24). (Source: "Global Surfactant Market – 4<sup>th</sup> Edition" by Acmite Market Intelligence)



### Surfactants Market by Application Industry (Figures as in 2015)

Sales	2015 (In USD Billions)	2018 (In USD Billions)	2024 (in USD Bn)	CAGR (%)
Household Cleaning	10.73	11.87	14.49	3.4
I & I Cleaning	1.99	2.22	2.74	3.6
Personal Care	6.13	7.29	10.27	5.9
Industrial Application	9.81	11.23	14.70	4.6
Others	1.99	2.28	2.96	4.5
<b>Total</b>	<b>30.65</b>	<b>34.88</b>	<b>45.16</b>	<b>4.4</b>

(Source: "Global Surfactant Market – 4<sup>th</sup> Edition" by Acmite Market Intelligence)

### Global Surfactant Market for Anionics and Non-ionics in Personal Care (Figures as in 2015):

Sales	2015 (In USD Billions)	2018 (In USD Billions)	2024 (In USD Billions)	CAGR (%)
Anionics	0.46	0.50	0.59	2.8
Non Ionics	2.09	2.40	3.14	4.7
<b>Total</b>	<b>2.55</b>	<b>2.9</b>	<b>3.73</b>	<b>4.3</b>

(Source: "Global Surfactant Market – 4<sup>th</sup> Edition" by Acmite Market Intelligence)

### Global Surfactant Market for Cationics, Amphoterics and Others in Personal Care (Figures as in 2015):

Sales	2015 (In USD Billions)	2018 (In USD Billions)	2024 (In USD Billions)	CAGR (%)
Cationics	1.81	2.24	3.40	7.4
Amphoteric	1.46	1.81	2.77	7.7
Others	0.30	0.33	0.36	3.0
<b>Total</b>	<b>3.57</b>	<b>4.38</b>	<b>6.53</b>	<b>6.9</b>

(Source: "Global Surfactant Market – 4<sup>th</sup> Edition" by Acmite Market Intelligence)

### Global Surfactant Market for Anionics and Non-ionics in Household Cleaning (Figures as in 2015):

Sales	2015 (In USD Billions)	2018 (In USD Billions)	2024 (In USD Billions)	CAGR (%)
Anionics	5.31	5.71	6.55	2.4
Non Ionics	2.94	3.23	3.87	3.2
<b>Total</b>	<b>8.25</b>	<b>8.94</b>	<b>10.42</b>	<b>2.6</b>

(Source: "Global Surfactant Market – 4<sup>th</sup> Edition" by Acmite Market Intelligence)

### Global Surfactant Market for Cationics, Amphoterics and Others in Household Cleaning (Figures as in 2015):

Sales	2015 (In USD Billions)	2018 (In USD Billions)	2024 (In USD Billions)	CAGR (%)
Cationics	0.88	1.05	1.50	6.3
Amphoteric	0.41	0.49	0.70	6.4
Others	1.19	1.39	1.87	3.8
<b>Total</b>	<b>2.48</b>	<b>2.93</b>	<b>4.07</b>	<b>5.7</b>

(Source: "Global Surfactant Market – 4<sup>th</sup> Edition" by Acmite Market Intelligence)

Anionic Surfactants make up for 49.5 percent of the total consumption in the household cleaning segment (2015).  
(Source: "Global Surfactant Market – 4<sup>th</sup> Edition" by Acmite Market Intelligence)

### The Indian Surfactants Market

The Indian Surfactants market is a USD 1.35 Billion market (2015) which is expected to grow at a CAGR of 6 percent to touch USD 2.28 Billion by 2024. In terms of volumes, it is a 778 KT market growing at a CAGR of 5.8 percent and the same is expected to touch 1221 KT by 2024.

In terms of application, household cleaning and personal care together made up for 49 percent of the total surfactants market. Also in line with the application market, personal care surfactants market is expected to be the fastest growing market growing at a CAGR of 7.6 percent till 2024:

Sales	2015 (In USD Billions)	2018 (In USD Billions)	2024 (In USD Billions)	CAGR (%)
Household Cleaning	0.42	0.49	0.65	5.1
I & I Cleaning	0.11	0.13	0.17	5.4
Personal Care	0.24	0.30	0.47	7.6
Industrial Application	0.45	0.54	0.78	6.2
Others	0.13	0.15	0.21	5.8
<b>Total</b>	<b>1.35</b>	<b>1.61</b>	<b>2.28</b>	<b>6.0</b>

(Source: "Global Surfactant Market – Custom Research for Galaxy Surfactants Limited" by Acmite Market Intelligence)

Indian Surfactant Market for Anionics and Non-ionics:

Sales	2015 (In USD Billions)	2018 (In USD Billions)	2024 (In USD Billions)	CAGR (%)
Anionics	0.38	0.44	0.61	5.6
Non Ionics	0.30	0.35	0.49	6.0
<b>Total</b>	<b>0.68</b>	<b>0.79</b>	<b>1.1</b>	<b>5.5</b>

(Source: "Global Surfactant Market – Custom Research for Galaxy Surfactants Limited" by Acmite Market Intelligence)

Indian Surfactant Market for Cationics, Amphoterics and Others:

Sales	2015 (In USD Billions)	2018 (In USD Billions)	2024 (In USD Billions)	CAGR (%)
Cationics	0.27	0.34	0.54	8.2
Amphoteric	0.18	0.22	0.33	7.3
Others	0.23	0.26	0.32	4.1
<b>Total</b>	<b>0.68</b>	<b>0.82</b>	<b>1.19</b>	<b>6.4</b>

(Source: "Global Surfactant Market – Custom Research for Galaxy Surfactants Limited" by Acmite Market Intelligence)

Anionics have the largest volume, but in terms of growth, Cationics are expected to grow the fastest, at a CAGR of 8.2 percent (value terms) till 2024. (Source: "Global Surfactant Market – Custom Research for Galaxy Surfactants Limited" by Acmite Market Intelligence)

### The Africa Middle East Surfactants Market

The Africa Middle East market is a USD 0.84 Billion market (2015) which is expected to grow at a CAGR of 4.0 percent to touch USD 1.19 Billion by 2024:

Sales	2015 (In USD Billions)	2018 (In USD Billions)	2024 (In USD Billions)	CAGR (%)
Africa Middle East	0.84	0.94	1.19	4.0

(Source: "Global Surfactant Market – Custom Research for Galaxy Surfactants Limited" by Acmite Market Intelligence)

### The Global Preservatives and Preservatives Blends Market

#### Phenoxyethanol Preservatives

Phenoxyethanol preservatives are largely used in the home and personal care industry as preservatives in finished products.

In terms of volume, the global demand for phenoxyethanol preservatives stood at 39.2 kilo tons in 2013 and is expected to reach 51.2 kilo tons by 2020, increasing at a CAGR of 3.9% between 2014 and 2020. In terms of revenue, the phenoxyethanol preservatives market was valued at USD 95.8 Million in 2013 and is anticipated to reach USD 143.2 Million by 2020, expanding at a CAGR of 5.9% between 2014 and 2020. The global phenoxyethanol preservatives market is driven by strong growth in cosmetic products coupled with shift towards phenoxyethanol-based blends in the cosmetic industry.

The global phenoxyethanol preservatives market was moderately fragmented in 2013. Companies such as The Dow Chemical Company, Clariant, Galaxy Surfactants Limited, and BASF SE were some of the leading players in the phenoxyethanol market in 2013. In 2013, Galaxy Surfactants Limited had a 12.7% market share in the global phenoxyethanol preservatives market, whereas The Dow Chemical Company had a 16.3% market share, BASF SE had a 12.7% market share, Clariant Corporation had a 10.7% market share and others had a 50.6% market share. (Source: *“Phenoxyethanol Preservatives Market: Global Industry Analysis, Size, Share, Growth, Trends, and Forecast, 2014 – 2020”* by Transparency Market Research)

### ***Preservative Blends Market***

The global preservatives blends market size was USD 133.5 million in 2015, and is expected to grow to a size of USD 215.9 million by 2024, at a CAGR of 5.6%. Asia Pacific region held the major share of preservative blends market in 2015 as demand for beauty and personal care segment is rising at a speedy rate.

## SUMMARY OF BUSINESS

### *Overview*

We are one of India's leading manufacturers of surfactants and other speciality ingredients for the personal care and home care industries. Our products find application in a host of consumer-centric personal care and home care products, including, *inter alia*, skin care, oral care, hair care, cosmetics, toiletries and detergent products. Since our incorporation in 1986, we have significantly expanded and diversified our product profile, client base and geographical footprint. Our customers include some of the leading multinational, regional and local players in the home and personal care industries. Currently, our product portfolio comprises over 200 product grades, which are marketed to more than 1,700 customers in over 70 countries.

Our products are organized into the following product groups:

- **Performance Surfactants:** Our portfolio of performance surfactants comprises over 45 product grades, and includes anionic surfactants and non-ionic surfactants; and
- **Speciality Care Products:** Our Speciality Care Products group comprises over 155 product grades, and includes amphoteric surfactants, cationic surfactants, UV filters, preservatives, preservative blends and surfactant blends, speciality ingredients such as mild surfactants, syndet and transparent bathing bars and proteins, fatty alkanolamides and fatty acid esters, and other care products.

While we commenced our operations as a local supplier to FMCG companies in India, we have significantly expanded and diversified our scale and scope of operations over the years so as to become a global supplier to FMCG companies across major geographies, such as Africa Middle East Turkey (AMET), Asia Pacific (APAC), Americas (North and South) and Europe. Our diversified customer base currently comprises multinational, regional and local FMCG companies, including, *inter alia*, Cavinkare Private Limited, Colgate-Palmolive (India) Limited, Dabur India Limited, Henkel, Himalaya, L'ORÉAL, Procter & Gamble, Reckitt Benckiser, Ayur Herbals (Private) Limited, Jyothy Laboratories Limited and Unilever. We believe that the long-standing relationships that we enjoy with our customers are a catalyst for our continued growth and success.

In addition to our domestic sales in India, we have significantly increased our geographical footprint in recent years by focusing on certain emerging markets such as AMET. Our Step-down Subsidiaries, coupled with our manufacturing facilities in Suez, Egypt, and New Hampshire, USA, enable us to service the international demand for our products. We have set-up sales offices in India, Egypt and USA, and representative offices in Netherlands and Turkey so as to enable us to market our products as well as understand customer needs in these regions, and consequently, develop products to service such requirements.

We continuously monitor industry trends so as to ensure that our products continue to remain relevant and help our customers meet the evolving market demands and enhance their brand value. Our qualified and experienced in-house R&D team focuses on the development of high-performance products and formulations for the consumer-centric home and personal care industries, including collaborative product development with our customers as part of our '*Consumer to Chemistry*' motto. We have adopted an innovation funnel model, which allows us to customize our products in line with customer expectations and end-user preferences, whilst simultaneously ensuring shorter lead-times. Since 2002, a total of 47 patents have been granted to us. Currently, 10 patents in USA, and 2 (two) patents each in China, the European Union, India, Japan and Russia, are being maintained by us. We have applied for an aggregate of 38 patents globally, of which 21 applications have been made in India, and an aggregate of 17 applications have been made for the registration of patents in Brazil, China, the European Union, Russia and USA, and under the Patent Cooperation Treaty.

At present, we have 7 (seven) strategically-located manufacturing facilities, out of which 5 (five) are located in India and 2 (two) are located overseas. We also have set-up 1 (one) pilot plant at Tarapur, Maharashtra, for the scaling up of new products and processes from lab-scale to plant-scale. Out of our 5 (five) manufacturing facilities in India, 3 (three) are located at Tarapur, Maharashtra, 1 (one) is located at Taloja, Maharashtra, and 1 (one) is located at Jhagadia, Gujarat. Many of our key customers have audited and approved our manufacturing facilities and processes, which has helped us establish our reputation and reliability as a supplier of high-quality products and customized solutions, and also enabled us to receive recurring business as well as attract new customers.

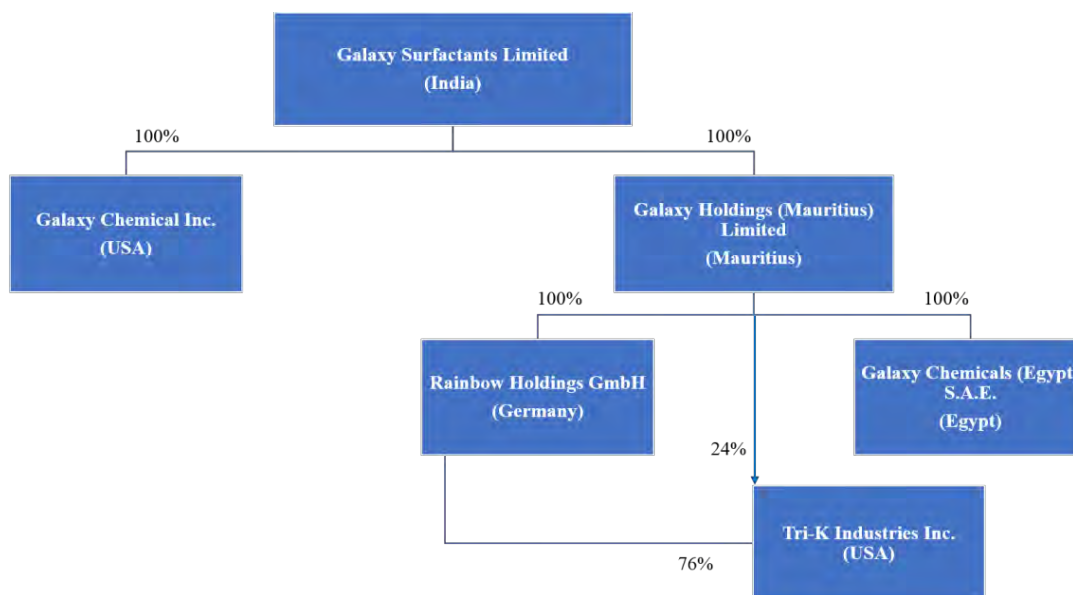
As a professionally managed organization, we are driven by a qualified and dedicated management team, comprising of seasoned professionals with experience across various sectors, which is led by our Board of Directors. Our Promoters, namely Mr. Unnathan Shekhar, Mr. Gopalkrishnan Ramakrishnan, Mr. Shashikant Shanbhag and Mr. Sudhir Dattaram Patil, have been associated with the Company since its incorporation in 1986, and have played a significant role in the development of our business. We believe that our management team's collective experience and capabilities enable us to understand and anticipate market trends, manage our business operations and growth, leverage customer relationships and respond to changes in customer preferences. Our workforce has grown significantly over the years, and as on September 30, 2017, numbered over 1,200 employees.

We believe that our emphasis on innovation, proactive customer-centric approach and focus on quality have enabled us to meet customer needs. We have received numerous awards and recognitions from our customers, including, *inter alia*, the “Winning through Innovation” and “Innovation Award” awards from Unilever, the “Best Supply Partner” award and a “Approved Supplier of Sodium Lauryl Ether Sulphate” certification by Hindustan Unilever Limited, a “Fully Certified Preferred Supplier of Sodium Lauryl Sulphate” certification and a “Certificate of Recognition” from Colgate-Palmolive (India) Limited, an “Award of Global Performance” and “Certificate of Appreciation” from L’ORÉAL, a “Certificate of Excellence” from Marico Limited, and an “Excellence” award from Dabur.

For Fiscal 2017 and the six-month period ended September 30, 2017, our total revenues were ₹21,717.00 million and ₹11,972.77 million, respectively. From Fiscal 2014 to Fiscal 2017, as per the Restated Consolidated Financial Statements, (i) our EBITDA increased from ₹2,198.03 million to ₹2,780.48 million, representing a CAGR of 8.15%; (iii) our profit after tax increased from ₹759.97 million to ₹1,463.06 million, representing a CAGR of 24.40%. Our RoNW for Fiscals 2015, 2016 and 2017 was 19.27%, 24.88% and 28.68%, respectively.

### Corporate Structure

The following chart outlines our current group structure:



### Our Strengths

We believe that we have the following competitive strengths:

#### ***Established Global Supplier to Major FMCG Brands with Demonstrated Track Record***

Over the years, we have evolved from being a local supplier to FMCG companies in India to being a global supplier to FMCG companies across major geographies, such as India, AMET, Asia Pacific (APAC), Americas (North and South) and Europe. We believe that our robust product portfolio and expanded geographical footprint enable us to provide integrated solutions to a wide array of customers, whether they be established multinationals or emerging players in local markets. As part of our customer-relationship management endeavours, we classify our customers based on certain key characteristics, including scale of operations, geographical footprint, technical demands and propensity for growth. We believe that the aforesaid classification is key to our effective supply-chain management, and also helps us monitor exposure to risks that may arise from customer or geographical

concentration. In Fiscal 2017, 52%, 8% and 40% of our total revenues from operations were derived from multinational customers, regional customers and local customers, respectively.

Almost all of our customers operate within the consumer-centric personal care and home care segments, and thus, their purchasing decisions are driven primarily by product performance, advanced chemistry and the need for customized and competitive solutions. We believe that a number of our products enjoy a strong position in the ingredients value chain. Our products provide some of the key functional characteristics to a host of consumer-centric personal care and home care products, including, *inter alia*, shampoos, conditioners, body wash formulations, soap bars, liquid soaps, toothpastes, laundry detergents and dishwashing products. Accordingly, our customers maintain strict qualification and/or certification procedures, which typically result in a high degree of collaboration for proficient product development.

Our customer base currently comprises a host of multinational, regional and local FMCG companies, including, *inter alia*, Cavinkare Private Limited, Colgate-Palmolive (India) Limited, Dabur India Limited, Henkel, Himalaya, L'ORÉAL, Procter & Gamble, Reckitt Benckiser, Ayur Herbals (Private) Limited, Jyothy Laboratories Limited and Unilever. While we derive a significant portion of our revenues from limited number of major customers, we believe that this reflects our ability to cater to the continual procurement needs of our multinational FMCG customers across diverse geographies. We enjoy relationships in excess of 5 (five) years with each of our top ten customers.

Many of our key customers have audited and approved our facilities and manufacturing processes. Once qualified, products tailored to a customer's application and processes tend to have a life cycle linked to that of the customer's product, which, may be several years or even decades in the case of some products. By working closely with our customers, we are able to innovate and develop technologies that can be applied effectively in our customers' processes and products, increasing their operational efficiency and improving end-product performance. This type of strategic relationship with customers enhances the stability of our revenue base and facilitates the development of new product applications and markets. We believe that factors such as the highly-technical and specialized nature of business, continuous requirement for R&D, the meeting pre-qualification, stringent quality benchmarks and certification serve as effective entry barriers to new players in the industry.

We have received numerous awards and recognitions from our customers, including, *inter alia*, the "Winning through Innovation" and "Innovation Award" awards from Unilever, the "Best Supply Partner" award and a "Approved Supplier of Sodium Lauryl Ether Sulphate" certification by Hindustan Unilever Limited, a "Fully Certified Preferred Supplier of Sodium Lauryl Sulphate" certification and a "Certificate of Recognition" from Colgate-Palmolive (India) Limited, an "Award of Global Performance" and "Certificate of Appreciation" from L'ORÉAL, a "Certificate of Excellence" from Marico Limited, and an "Excellence" award from Dabur.

### ***Robust Product Portfolio Addressing Diverse Customer Needs***

We have continuously diversified our product profile to address the needs of a diverse range of customers and applications. Our Performance Surfactants range includes anionic surfactants and non-ionic surfactants, and comprises over 45 product grades. Our Speciality Care Products range comprises over 155 product grades, and includes amphoteric surfactants, cationic surfactants, UV filters, preservatives, preservative blends and surfactant blends, speciality ingredients such as mild surfactants, syndet and transparent bathing bars and proteins, fatty alkanolamides and fatty acid esters, and other care products. In aggregate, our product portfolio currently comprises over 200 product grades.

Both of our product ranges, namely Performance Surfactants and Speciality Care Products, find application in the personal care and home care industries. They are utilized as raw materials for a host of consumer-centric personal care and home care products, including, *inter alia*, shampoos, conditioners, body wash formulations, soap bars, liquid soaps, toothpastes, laundry detergents and dishwashing products. However, our scale of production, positioning and pricing strategy for each of our product ranges is distinct. While our Performance Surfactants often serve as substantive raw materials in our customers' end-products, our Speciality Care Products are characterized by the unique functionality that they add to our customers' end-products. We believe that our products find applications in products designed for end-users in the entire spectrum of 'mass', 'mass-tige' and 'prestige' socio-economic segments.

The diversity in our product portfolio enables us to provide customized solutions to multinational FMCGs that market a host of products across diverse geographies. While the requirements and preferences of consumers across geographies may vary, a number of our Performance Surfactants are primarily utilized as raw materials for end-

products that can be considered as ‘consumer staples’. As these products cater to basic needs such as personal hygiene and sanitation, consumers are often unable or unwilling to cut them out of their budgets regardless of their financial situation. We believe that the relatively inelastic demand for our customers’ end-products helps ensure a demand for the products that we manufacture whilst also contributing our ability to weather economic downturns that may affect specific geographies.

On the other hand, a large number of our Speciality Care Products find applications in end-products designed for the ‘prestige’ socio-economic segment, where purchasing decisions are often driven by the functionality of the end-product. For instance, sunscreens are commonly rated, labelled and purchased based on a sun protection factor (SPF) that measures the fraction of sunburn-producing UV rays that reach the user’s skin. Our range of UV filters serve as the primary functional ingredient in a host of sunscreens, fairness creams and other personal care products. As a result of the relatively higher value that they add to our customers’ end-products, our Speciality Care Products have typically offered a scope for higher margins *vis-à-vis* our Performance Surfactants.

### ***Proven R&D Capabilities with Dedicated Focus on Innovation***

Our emphasis on R&D has been a catalyst for the growth of our businesses and contributes significantly to our ability to meet customer needs in a competitive market.

Our dedicated and experienced in-house R&D team, which comprised 63 employees as of September 30, 2017, focuses on the development of high-performance products and formulations for the consumer-centric personal care and home care segments. This team includes a number of doctorates, chemists and engineers, and primarily operates from our well-equipped R&D Centre, which is located at Navi Mumbai. We also have set-up 1 (one) pilot plant at Tarapur, Maharashtra, which enables trial runs of the new production processes and products prior to commencement of commercial production. Our R&D Centre and pilot-plant are both recognized by the Department of Science and Technology, Government of India. We have also set-up a product applications centre for proteins at Denville, USA, which is operated by Tri-K Industries Inc. In Fiscals 2015, 2016 and 2017, we spent ₹102.75 million, ₹121.03 million and ₹131.91 million, respectively, on R&D activities.

As part of our ‘Consumer to Chemistry’ motto, we undertake collaborative product development with our customers, which helps our customers in choosing the ‘right technology with the right application’. We have adopted an innovation funnel model of product development, which enables us to customize our products in line with customer expectations and consumer preferences, whilst simultaneously ensuring shorter lead-times. Since the adoption of our innovation funnel model in Fiscal 2007, we have developed various new product grades. Further, Since 2002, a total of 47 patents have been granted to us. Currently, 10 patents in USA, and 2 (two) patents each in China, the European Union, India, Japan and Russia, are being maintained by us. We have applied for an aggregate of 38 patents globally, of which 21 applications have been made in India, and an aggregate of 17 applications have been made for the registration of patents in Brazil, China, the European Union, Russia and USA, and under the Patent Cooperation Treaty.

For instance, one of our key innovations was the development of a patented commercial manufacturing process for mild surfactants, being acyl-amino acid based surfactants that include acyl glycinates, sarcosinates, taurates and glutamates. This process satisfies all twelve principles of ‘green chemistry’. It utilizes a ‘green catalyst’ and is in the nature ‘closed loop’ chemistry, where by-products of one process are used to manufacture another class of surfactants. As a result of the foregoing, we are able to achieve 100% ‘atom economy’, which translates into energy-efficiency and the elimination of effluents and waste. As a result of the aforesaid process, we believe that we are uniquely positioned to address the growing need for mild surfactants in a sustainable manner.

### ***Global Footprint Supporting Local Reach***

Over the years, we have successfully diversified both our product profile and geographical footprint by way of organic growth and inorganic expansions.

Our acquisition of Tri-K Industries Inc. in USA in Fiscal 2010, significantly enhanced our product portfolio of Speciality Care Products and our technological capabilities whilst also extending our reach in the developed markets of USA. In Fiscal 2012, we completed the development of our strategically-located manufacturing facility in Jhagadia, Gujarat. An EOU with an installed capacity of 79,500 MTPA as of March 31, 2017, this facility has significantly bolstered our manufacturing capabilities and ability to meet export demands. Further, our manufacturing facility in Suez, Egypt, with an aggregate installed capacity of 82,600 MTPA as of March 31, 2017,

has enabled us to service the demands of a number of our existing multinational FMCG customers in the emerging AMET region.

Currently, we market our products to more than 1,700 customers in over 70 countries. We have set-up sales offices in India, Egypt and USA, and representative offices in Netherlands and Turkey. We believe that our diversified footprint, in both mature and emerging geographies, enables us to observe, analyse and adapt to evolving consumer preferences. We believe that are we well-placed to ensure that our products continue to remain relevant across diverse geographies, and are in a unique position to help our customers enhance their brand value by continuing to meet the demands of evolving markets.

A geographical breakdown of our total product sales (by volume) for the Fiscals 2015, 2016 and 2017, and the six-month period ended September 30, 2017, is represented herein below:

#	Geography	Fiscal 2015		Fiscal 2016		Fiscal 2017		Six-months Ended September 30, 2017*	
		(In MT)	%	(In MT)	%	(In MT)	%	(In MT)	%
1.	Africa Middle East Turkey	50,988	33%	58,938	37%	75,754	43%	42,137	44.93%
2.	India	62,416	41%	57,550	36%	60,735	34%	32,605	34.76%
3.	Rest of the World	39,970	26%	42,005	27%	40,990	23%	19,057	20.31%
<b>Total</b>		<b>153,374</b>	<b>100%</b>	<b>158,493</b>	<b>100%</b>	<b>177,479</b>	<b>100%</b>	<b>93,799</b>	<b>100%</b>

\*Not annualized

Our global network of manufacturing, sales and representative facilities helps in reducing our dependence on any single product or geography. We believe that our limited dependency on any single geography helps in mitigating the effect of economic and industry-specific cycles.

### ***Strong Presence in High Growth Markets of India and AMET Region***

The market for personal care products in India was USD 11.36 Billion in Fiscal 2015, and is expected to grow at a CAGR of 7.9%, to touch USD 22.52 Billion by 2024. Further, the market for home care products in India was USD 2.31 Billion in Fiscal 2015, and is expected to grow at a CAGR of 7.2%, to touch USD 4.32 Billion by 2024. (Source: "Global Surfactant Market – Custom Research for Galaxy Surfactants Limited" by Acmite Market Intelligence). We believe that the growth in India's GDP, coupled with increase in per capita income in India, will drive the consumption of personal care and home care products in India. We believe that we are well positioned to capitalize on the opportunity offered by the expected growth in the Indian market on account of our strong manufacturing capabilities, long-standing customer relationships, ability to monitor and anticipate changes in end-user preferences and our continued focus on R&D.

The aggregate market for personal care and home care products in Africa and the Middle East was USD 22.04 Billion in Fiscal 2015, and is expected to grow at a CAGR of 4.43%, to touch USD 31.19 Billion by 2024. (Source: "Global Surfactant Market – Custom Research for Galaxy Surfactants Limited" by Acmite Market Intelligence). Our manufacturing facility in Suez, Egypt, which is owned and operated by Galaxy Chemicals (Egypt) S.A.E., had an installed capacity of 82,600 MTPA as of March 31, 2017. It produces both Performance Surfactants and Speciality Care Products, and service the demands of a number of our existing multinational FMCG customers such as L'ORÉAL, Procter & Gamble and Unilever in the emerging AMET region. Between Fiscals 2014 and 2017, the total revenues of Galaxy Chemicals (Egypt) S.A.E. have grown at a CAGR of 22.31%, which reflects the growth in our market presence in the AMET region. Further, as the facility is located in the Attaqa Public Free Zone, it benefits from a concessional tax regime, and is exempt from all direct and indirect taxes. We believe that our established manufacturing facility and growing reputation for quality will enable us to leverage the expected growth in the AMET region in the years to come, and consequently, enhance returns to our shareholders.

### ***Professional and Experienced Management Team***

We are a professionally managed organization that is driven by a qualified and dedicated management team, which is led by our Board of Directors. Our management culture is collaborative and function-oriented, and we believe this to be critical to our competitive advantage. Our Promoters, namely Mr. Unnathan Shekhar, Mr. Gopalkrishnan Ramakrishnan, Mr. Shashikant Shanbhag and Mr. Sudhir Dattaram Patil, have been associated with the Company



since its incorporation in 1986, and have played a significant role in the development of our business. Our Promoters have an average experience of over 35 years, out of which an average of over 30 years have been with us. Moreover, our senior management consists of experienced and qualified professionals with experience across various sectors.

Our management team's collective experience and capabilities enable us to understand and anticipate market trends, manage our business operations and growth, leverage customer relationships and respond to changes in customer preferences. We will continue to leverage on the experience of our management team and their understanding of the surfactants and speciality care products industry, to take advantage of current and future market opportunities. We believe that we have been able to successfully recruit talent because of our reputation for excellence. Further, we believe that our ability to ensure a congenial work environment and competitive compensation packages have resulted in our relatively low attrition rates in the past.

### ***Track Record of Robust Financial Performance***

Our focus on functional excellence has contributed to our track record of robust financial performance. For the Fiscals 2015, 2016 and 2017, and the six-month period ended September 30, 2017, our EBITDA was ₹1,917.55 million, ₹2,395.91 million, ₹2,780.48 million and ₹1,451.33 million, respectively.

From Fiscal 2014 to Fiscal 2017, as per the Restated Consolidated Financial Statements, our EBITDA increased from ₹2,198.03 million to ₹2,780.48 million, representing a CAGR of 8.15%. For the Fiscals 2015, 2016 and 2017, and the six-month period ended September 30, 2017, our profit after tax was ₹674.56 million, ₹1,027.18 million, ₹1,463.06 million and ₹751.64 million, respectively. From Fiscal 2014 to Fiscal 2017, as per the Restated Consolidated Financial Statements, our profit after tax increased from Rs. 759.97 million to Rs. 1,463.06 million, representing a CAGR of 24.40%. Our RONW for Fiscals 2015, 2016 and 2017 was 19.27%, 24.88% and 28.68% respectively. Further, our long term borrowings, as per our Restated Consolidated Financial Statements, have reduced from ₹2,041.25 million in Fiscal 2014 to ₹1,294.05 million in Fiscal 2017. As on September 30, 2017, our long term borrowings, as per our Restated Consolidated Financial Statements, were ₹1,014.40 million.

We believe that our robust financial performance reflects the efficacy of the manufacturing and supply-chain management protocols that we have implemented. Our steady operating cash flows enable us to meet the present and future needs of our customers while our strong balance sheet and financial performance instil confidence in them. Over the years, we have strategically invested significantly in capacity expansion and de-bottle necking at our manufacturing facilities as well as in our R&D endeavours. We believe that our ability to make these investments helps strengthen trust and engagement with our customers, which enhances our ability to retain these customers and extend our engagement across products and geographies.

### **Our Strategies**

#### ***Increasing the Share of Speciality Care Products in our Sales Mix***

Our Speciality Care Products have historically offered higher margins *vis-à-vis* our Performance Surfactants. However, the development and manufacture of Speciality Care Products requires multi-stage processing and unique technical competencies. Our continued R&D efforts at the applications laboratories set up at our R&D Centres in Navi Mumbai, India, and in Denville, USA, have helped us develop a number of patents for Speciality Care Products and their manufacturing processes. Our range of Speciality Care Products currently comprises over 155 products and includes amphoteric surfactants, cationic surfactants, UV filters, preservatives, preservative blends and surfactant blends, speciality ingredients such as mild surfactants, syndet and transparent bathing bars and proteins, fatty alkanolamides and fatty acid esters, and other care products.

A product group-wise breakdown of our total product sales (by volume) for the Fiscals 2015, 2016 and 2017, and the six-month period ended September 30, 2017, is represented herein below:

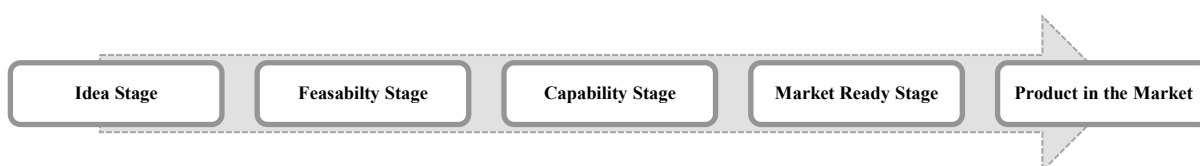
#	Geography	Fiscal 2015		Fiscal 2016		Fiscal 2017		Six-months Ended September 30, 2017*	
		(In MT)	%	(In MT)	%	(In MT)	%	(In MT)	%
1.	Performance Surfactants	97,211	63.38%	98,775	62.32%	115,392	65.02%	63,159	67.33
2.	Specialty Care Products	56,163	36.62%	59,718	37.68%	62,087	34.98%	30,640	32.67
	<b>Total</b>	<b>153,374</b>	<b>100%</b>	<b>158,493</b>	<b>100%</b>	<b>177,479</b>	<b>100%</b>	<b>93,799</b>	<b>100%</b>

*\*Not annualized*

Going forth, we intend to focus on increasing the share of Speciality Care Products in our overall sales mix. While we currently offer both Performance Surfactants and Speciality Care Products to our customers in emerging as well as mature markets, the market for Speciality Care Products has historically been higher in mature markets. However, we expect the demand for a host of our Speciality Care Products such as mild surfactants, proteins, syndets and preservatives in emerging markets will increase as and when such markets begin to mature. We intend to leverage the long-standing relationships that we have with our existing multinational, regional and local customers for Performance Surfactants in emerging markets and address their imminent requirements by cross-selling our diverse portfolio of Speciality Care Products. Further, we intend to increase our share of sales of Speciality Care Products in mature markets by continuing to monitor evolving consumer preferences and undertaking product innovation so as to address such needs.

### ***Continue to Focus on R&D and Product Innovation as part of our ‘Consumer to Chemistry’ Approach***

We believe that our focus on product innovation through continuous R&D has been critical to the growth of our business. With a view to customize our products in line with customer expectations and end-user preferences, whilst simultaneously ensuring shorter lead-times, we have adopted an innovation funnel model. A process chart representing our innovation funnel model to product development is set out herein below:



Since the adoption of our innovation funnel model in Fiscal 2007, we have developed various new product grades. Further, Since 2002, a total of 47 patents have been granted to us. Currently, 10 patents in USA, and 2 (two) patents each in China, the European Union, India, Japan and Russia, are being maintained by us. We have applied for an aggregate of 38 patents globally, of which 21 applications have been made in India, and an aggregate of 17 applications have been made for the registration of patents in Brazil, China, the European Union, Russia and USA, and under the Patent Cooperation Treaty.

Our ‘Consumer to Chemistry’ approach is designed to ensure that our products continue to remain relevant in evolving markets and help our customers enhance their brand value. We strive to continuously monitor, analyse and adapt to changing consumer preferences across diverse geographies. We help our customers address evolving market demands by undertaking collaborative product development, which enables us to offer customized and integrated solutions that cater to the unique demands of our diversified customer base.

We believe that we possess the necessary skills, technology, know-how, in-house R&D capabilities and intellectual property competence to develop products and customised formulations, which can be manufactured and marketed in both domestic and international markets. In the years to come, we intend to continue invest in, and undertake, product innovation with our characteristic ‘Consumer to Chemistry’ approach, and specifically focus on certain Speciality Care Products such as mild surfactants, rheology modifiers, pearlizing agents, UV filters, syndets and transparent bathing bars, surfactant blends and proteins. We believe that this focus will enable us to introduce products and formulations, increase our productivity and operating efficiency, deepen penetration in existing markets and serve as the cornerstone to our success in new markets.

### ***Increase Wallet Share with Existing Customers and Continued Focus to Expand Customer Base***

Our customer base currently comprises a host of multinational, regional and local FMCG companies, including, *inter alia*, Cavinkare Private Limited, Colgate-Palmolive (India) Limited, Dabur India Limited, Henkel, Himalaya, L’ORÉAL, Procter & Gamble, Reckitt Benckiser, Ayur Herbals (Private) Limited, Jyothy Laboratories Limited and Unilever. We believe that the awards and certifications that we have received from our customers over the years are an indicator of our position as a preferred supplier to leading FMCG companies in the consumer-centric personal care and home care segments.

While we believe that our continuing R&D endeavours and our reputation for quality will help increase our overall market share for both of our Performance Surfactants and Speciality Care Products categories, we intend to focus on increasing our wallet share with existing customers in the years to come. We have built long-standing

relationships with our customers through various strategic endeavours, which we intend to leverage by capitalizing on the significant cross-selling opportunities that our diversified product portfolio offers. Further, we plan on utilizing our expanded geographical footprint to address the sourcing requirements of our existing multinational FMCG customers as and when they enter new markets, thereby consolidating our position as a preferred supplier across geographies.

Our customer base has grown from over 1,200 customers in Fiscal 2013 to over 1,700 customers in Fiscal 2017, representing a CAGR of 7.84%. Currently, we market our products to more than 1,700 customers in over 70 countries. We have set-up sales offices in India, Egypt and USA, and representative offices in Netherlands and Turkey so as to enable us to market our products as well as understand the customer needs in these regions. We also regularly take part in trade shows, road shows and exhibitions, and our employees have been invited as speakers at various industry fora. Going forth, we intend to continue to leverage our sales and marketing network, diversified product portfolio and our industry standing to establish relationships with new multinational, regional and local customers and expand our customer base.

### ***Mutually Complimentary Two-pronged Strategy to Drive Growth in both Emerging and Mature Markets***

The market for personal care products in India was USD 11.36 Billion in Fiscal 2015, and is expected to grow at a CAGR of 7.9%, to touch USD 22.52 Billion by 2024. Further, the market for home care products in India was USD 2.31 Billion in Fiscal 2015, and is expected to grow at a CAGR of 7.2%, to touch USD 4.32 Billion by 2024. The aggregate market for personal care and home care products in Africa and the Middle East was USD 22.04 Billion in Fiscal 2015, and is expected to grow at a CAGR of 4.43%, to touch USD 31.19 Billion by 2024. (Source: "Global Surfactant Market – Custom Research for Galaxy Surfactants Limited" by Acmite Market Intelligence). While emerging markets have historically been important to us from a perspective of Performance Surfactants sales, we anticipate an increased demand for our Speciality Care Products as these markets begin to mature. We believe that our strong manufacturing capabilities, established customer relationships and robust product portfolio leave us uniquely positioned to exploit the opportunities offered by the expected growth in the personal care and home care segments in India and the AMET region. We intend to focus on leveraging such opportunities to increase sales and cross-sales of our Performance Surfactants and Speciality Care Products in the years to come.

On the other hand, we believe that growth in mature markets such as USA and Europe will come from our range of Speciality Care Products. The development and manufacture of Speciality Care Products requires multi-stage processing and unique technical competencies, which serve as effective entry barriers to new entrants. We intend to capitalize on the significant investments that we have made in enhancing our manufacturing capabilities and portfolio of Speciality Care Products, and cater to the demands of these mature markets. We will continue to monitor evolving consumer preferences and undertaking product innovation so as to address the needs of mature markets, which we believe will also help us anticipate and address future needs of emerging markets.

### ***Continue Improving Financial Performance through Focus on Operational Efficiencies and Functional Excellence***

We believe that our focus on functional excellence and providing integrated solutions has contributed to our financial strength and performance whilst also strengthening the trust and engagement that we share with our customers.

From Fiscal 2014 to Fiscal 2017, as per the Restated Consolidated Financial Statements, our EBITDA has increased from ₹2,198.03 million to ₹2,780.48 million, representing a CAGR of 8.15%. Further, our long term borrowings, as per our Restated Consolidated Financial Statements, have reduced from ₹2,041.25 million in Fiscal 2014 to ₹1,294.05 million in Fiscal 2017. As on September 30, 2017, our long term borrowings, as per our Restated Consolidated Financial Statements, were ₹1,014.40 million. We believe that the various strategic initiatives that we have implemented, including the continued investment in our manufacturing facilities, developing and enhancing our in-house capabilities, and our supply-chain management protocols will continue to play a critical role in our future success. Accordingly, we intend to build on our existing strategic initiatives to achieve operational excellence that translates into financial strength and performance.

We have set-up a 'New Projects Technologies' (NPT) Group, which spearheads our in-house engineering and project execution capabilities. We believe that we have been able to make significant improvements to our manufacturing facilities through feats of 'frugal' engineering, which have helped us increase our production capacities in compliance with our stringent technical requirements in a cost efficient and timely manner. As on March 31, 2017, our aggregate installed capacity across our 7 (seven) strategically-located manufacturing facilities

was 350,860 MTPA. Currently, we have access to additional land at our existing manufacturing facilities at Jhagadia, Gujarat, and Suez, Egypt, which provides significant headroom for future growth. Moving forward, we will continue to rely on the in-house expertise of our NPT Group to periodically review the functioning of our manufacturing facilities, identify scope for expansion or de-bottle necking and undertake projects to increase our production capabilities.

As part of our customer-relationship management endeavours, we classify our customers based on certain key characteristics, including scale of operations, geographical footprint, technical demands and propensity for growth. We believe that the aforesaid classification is key to our effective supply-chain management, and also helps us monitor exposure to risks that may arise from customer or geographical concentration. In Fiscal 2017, 52%, 8% and 40% of our total revenues from operations were derived from multinational customers, regional customers and local customers, respectively. Going forth, we intend to continue to refine our supply-chain management protocols to, *inter alia*, help us address the commodity and foreign exchange risks that our operations may be subject to as our business grows.

## SUMMARY OF FINANCIAL INFORMATION

The following tables set forth summary financial information derived from the Restated Standalone Financial Statements of our Company and the Restated Consolidated Financial Statements of our Company. The Restated Financial Statements have been prepared in accordance with the Companies Act, Indian GAAP and restated in accordance with the SEBI Regulations and presented under the “Financial Statements” on page 196. The summary financial information presented below should be read in conjunction with the Restated Financial Statements, the notes thereto and “Financial Statements”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, “Summary of Significant Differences between Indian GAAP and Ind AS” and “Statement of Reconciliation between Indian GAAP and Ind AS” on pages 196, 290, 311 and 314 respectively.

### Restated Consolidated Statement of Assets and Liabilities

(₹ in million)

Particulars	As at 30th September 2017	As at 31st March				
		2017	2016	2015	2014	2013
<b>EQUITY AND LIABILITIES</b>						
<b>Shareholders' Funds</b>						
Share Capital	354.55	354.55	354.55	354.55	354.55	354.55
Reserves and Surplus	5,995.87	5,371.57	4,123.17	3,424.34	2,867.95	2,058.60
<b>Non- Current Liabilities</b>						
Long Term Borrowings	1,014.40	1,294.05	1,957.96	1,410.74	2,041.25	2,215.14
Deferred Tax Liabilities (Net )	236.56	244.40	206.92	207.59	229.87	238.73
Other Long Term Liabilities	7.44	6.80	25.20	13.19	30.77	17.99
Long Term Provisions	122.19	88.22	76.71	75.91	37.85	49.84
<b>Current Liabilities</b>						
Short Term Borrowings	2,119.47	2,041.37	1,423.53	2,331.42	1,417.26	1,521.84
Trade Payables						
Micro & Small Enterprises	20.18	23.59	28.35	8.30	8.88	5.14
Other Than Micro & Small Enterprises	2,284.11	2,508.30	1,905.58	1,770.29	2,278.34	1,806.74
Other Current Liabilities	877.33	864.39	925.00	933.07	866.15	1,247.96
Short Term Provisions	120.61	56.59	65.37	72.79	107.94	40.32
<b>TOTAL</b>	<b>13,152.71</b>	<b>12,853.83</b>	<b>11,092.34</b>	<b>10,602.19</b>	<b>10,240.81</b>	<b>9,556.85</b>
<b>ASSETS</b>						
<b>Non-Current Assets</b>						
Property, Plant and Equipment	4,538.58	4,647.42	4,249.38	4,461.91	4,577.50	4,531.43
Intangible Assets	69.56	78.12	108.24	132.29	162.92	25.63
Capital Work-in-Progress	161.18	103.25	507.57	65.06	60.97	269.52
Non-Current Investments	0.12	0.12	0.12	0.12	0.12	0.12
Deferred Tax Assets (Net )	32.21	26.05	13.65	15.16	-	-
Long Term Loans and Advances	386.60	434.64	359.16	270.22	278.19	223.37
Other Non-Current Assets	0.20	0.20	0.20	0.20	0.20	0.20
<b>Current Assets</b>						
Inventories	2,721.46	3,174.20	2,357.74	2,459.86	2,303.87	1,859.25
Trade Receivables	3,826.70	3,462.83	2,501.88	2,212.66	2,044.69	1,767.12
Cash and Bank Balances	318.62	254.04	159.84	187.97	209.19	138.84
Short Term Loans and Advances	810.66	449.68	575.95	733.41	523.31	617.32

Particulars	As at 30th September 2017	As at 31st March				
		2017	2016	2015	2014	2013
Other Current Assets	286.82	223.28	258.61	63.33	79.85	124.05
<b>TOTAL</b>	<b>13,152.71</b>	<b>12,853.83</b>	<b>11,092.34</b>	<b>10,602.19</b>	<b>10,240.81</b>	<b>9,556.85</b>

**Restated Consolidated Statement of Profit and Loss**
**(₹ in million)**

Particulars	For the half year ended 30 <sup>th</sup> September 2017	For the Year Ended 31st March				
		2017	2016	2015	2014	2013
<b>INCOME</b>						
Revenue from Operations	12,210.83	22,480.47	18,715.20	19,564.45	17,683.44	16,601.46
Less : Excise duty	286.08	867.04	696.09	825.09	710.50	794.10
<b>Revenue from Operations (Net)</b>	<b>11,924.75</b>	<b>21,613.43</b>	<b>18,019.11</b>	<b>18,739.36</b>	<b>16,972.94</b>	<b>15,807.36</b>
Other Income	48.02	103.57	68.44	20.90	42.84	15.32
<b>TOTAL REVENUE</b>	<b>11,972.77</b>	<b>21,717.00</b>	<b>18,087.55</b>	<b>18,760.26</b>	<b>17,015.78</b>	<b>15,822.68</b>
<b>EXPENDITURE</b>						
Cost of Materials Consumed	7,976.96	15,144.88	11,153.65	12,532.98	11,398.29	11,048.73
Purchase of Stock-in-Trade	336.58	525.49	702.75	751.00	742.39	412.85
Changes in Inventories Of Finished Goods, Work-in-Progress and Stock-in-Trade	317.70	(417.70)	143.93	(50.17)	(392.28)	275.08
Employee Benefits Expense	751.42	1,435.56	1,446.17	1,284.06	1,041.80	893.53
Finance Costs	147.86	254.16	308.77	343.89	415.03	524.58
Depreciation & Amortisation Expense	246.45	483.45	452.26	450.76	552.58	499.78
Other Expenses	1,138.78	2,248.29	2,245.14	2,324.84	2,027.55	1,980.07
<b>TOTAL EXPENSES</b>	<b>10,915.75</b>	<b>19,674.13</b>	<b>16,452.67</b>	<b>17,637.36</b>	<b>15,785.36</b>	<b>15,634.62</b>
<b>Profit Before Tax</b>	<b>1,057.02</b>	<b>2,042.87</b>	<b>1,634.88</b>	<b>1,122.90</b>	<b>1,230.42</b>	<b>188.06</b>
Tax Expenses						
- Current Tax	333.64	562.35	606.00	472.41	480.45	153.84
- Deferred Tax	(13.74)	24.37	1.70	(24.44)	(10.00)	31.44
- Short/(excess) provision for tax relating to prior year	(14.52)	(6.91)	-	0.37	-	-
<b>Total Tax Expenses</b>	<b>305.38</b>	<b>579.81</b>	<b>607.70</b>	<b>448.34</b>	<b>470.45</b>	<b>185.28</b>
<b>Profit for the period/year</b>	<b>751.64</b>	<b>1,463.06</b>	<b>1,027.18</b>	<b>674.56</b>	<b>759.97</b>	<b>2.78</b>
Earnings per Share						
<b>Equity Shares of face value ₹10 each</b>						
- Basic	21.20	41.27	28.97	19.03	21.43	0.08
- Diluted	21.20	41.27	28.97	19.03	21.43	0.08

Restated Consolidated Statement of Cash Flow

(₹ in million)

	Particulars	For the half year ended 30th September 2017	For the Year Ended 31st March				
			2017	2016	2015	2014	2013
<b>A</b>	<b>Cash Flow from Operating Activities</b>						
	Net Profit before tax	1,057.02	2,042.87	1,634.88	1,122.90	1,230.42	188.06
	<b>Adjustments for:</b>						
	Depreciation & amortisation	246.45	483.45	452.26	450.76	552.58	499.78
	Finance cost	147.86	254.16	308.77	343.89	415.03	524.58
	Provision for Doubtful Debts/advances	0.07	14.42	1.22	0.21	0.48	1.36
	Bad debts written off	-	0.09	-	0.05	0.11	2.19
	Unrealised foreign exchange loss / (gain)	(5.04)	23.78	1.79	7.82	(31.73)	(5.23)
	Liabilities no longer required written back	-	(18.06)	-	-	(8.95)	(4.70)
	Provision for gratuity and leave encashment	51.13	30.07	18.59	49.29	(0.84)	16.06
	Wealth tax	-	-	-	0.22	0.18	0.20
	Other write offs	-	-	-	-	0.02	-
	Loss on sale/discarding of assets	1.21	0.31	4.71	-	0.11	1.94
	Profit on sale of assets	-	-	-	(0.20)	-	-
	Dividend income	(0.03)	(0.04)	(0.07)	(0.03)	(0.10)	(0.09)
	Interest income	(15.82)	(3.63)	(16.99)	(11.06)	(11.93)	(5.00)
	<b>Operating Profit before Working Capital Changes</b>	<b>1,482.85</b>	<b>2,827.42</b>	<b>2,405.16</b>	<b>1,963.85</b>	<b>2,145.38</b>	<b>1,219.15</b>
	<b>Working Capital Changes</b>						
	Adjusted for:						
	Inventories	452.75	(758.85)	206.03	(346.95)	(406.81)	642.59
	Trade & other receivables	(735.86)	(960.36)	(256.45)	406.35	(250.86)	(139.75)
	Trade & other payables	(260.34)	613.45	104.86	(916.45)	634.91	(750.44)
	<b>Cash Generated from Operations</b>	<b>939.40</b>	<b>1,721.66</b>	<b>2,459.60</b>	<b>1,106.80</b>	<b>2,122.62</b>	<b>971.55</b>
	Income Taxes paid	(203.13)	(593.07)	(617.82)	(513.18)	(414.76)	(210.09)
	<b>Net Cash Flow from Operating Activities (A)</b>	<b>736.27</b>	<b>1,128.59</b>	<b>1,841.78</b>	<b>593.62</b>	<b>1,707.86</b>	<b>761.46</b>
<b>B</b>	<b>Cash Flow from Investing Activities</b>						
	Acquisition of property, plant and equipments	(203.90)	(460.80)	(740.30)	(356.40)	(473.20)	(645.70)
	Sale of property, plant and equipments	2.70	4.10	74.80	2.10	1.20	7.00
	Decrease in Earmarked balances	2.40	3.30	(2.20)	(1.90)	(0.80)	(2.30)
	Dividend income received	-	-	0.10	-	0.10	0.10
	Interest income received	17.00	2.09	19.13	8.66	12.37	5.27
	<b>Net Cash Flow used in Investing Activities (B)</b>	<b>(181.80)</b>	<b>(451.31)</b>	<b>(648.47)</b>	<b>(347.54)</b>	<b>(460.33)</b>	<b>(635.63)</b>



	Particulars	For the half year ended 30th September 2017	For the Year Ended 31st March				
			2017	2016	2015	2014	2013
<b>C</b>	<b>Cash Flow from Financing Activities</b>						
	Repayment of borrowings	(7,686.93)	(14,140.12)	(13,486.71)	(13,430.87)	(16,447.42)	(7,147.16)
	Proceeds from borrowings	7,446.76	14,031.57	13,003.53	13,645.16	15,697.75	7,660.76
	Finance cost paid	(124.97)	(285.67)	(327.21)	(324.07)	(424.82)	(542.46)
	Equity dividend paid (including dividend tax)	(127.64)	(172.80)	(380.70)	(165.17)	(41.71)	(102.94)
	<b>Net Cash Flow used in Financing Activities (C)</b>	<b>(492.78)</b>	<b>(567.02)</b>	<b>(1,191.09)</b>	<b>(274.95)</b>	<b>(1,216.20)</b>	<b>(131.80)</b>
	<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents (A) + (B) + (C)</b>	61.69	110.26	2.22	(28.87)	31.33	(5.97)
	Cash and cash equivalents - opening balance	249.92	139.95	136.94	160.34	117.43	119.03
	<b>Cash and cash equivalents</b>	<b>311.61</b>	<b>250.21</b>	<b>139.16</b>	<b>131.47</b>	<b>148.76</b>	<b>113.06</b>
	Unrealised Gain on Foreign Currency Cash & Cash Equivalents	2.57	(0.29)	0.79	5.47	11.58	4.37
	<b>Cash and cash equivalents - Closing balance</b>	<b>314.18</b>	<b>249.92</b>	<b>139.95</b>	<b>136.94</b>	<b>160.34</b>	<b>117.43</b>
	<b>Cash and cash equivalents comprise of:</b>						
	Cash on hand	2.78	2.57	2.19	3.02	3.69	3.82
	Balance with banks in current accounts	311.40	247.35	137.76	133.92	156.65	113.61
		<b>314.18</b>	<b>249.92</b>	<b>139.95</b>	<b>136.94</b>	<b>160.34</b>	<b>117.43</b>

**Restated Standalone Statement of Assets and Liabilities**
**(₹ in million)**

Particulars	As at 30th September 2017	As at 31st March				
		2017	2016	2015	2014	2013
<b>EQUITY AND LIABILITIES</b>						
<b>Shareholders' Funds</b>						
Share Capital	354.55	354.55	354.55	354.55	354.55	354.55
Reserves and Surplus	5,715.32	5,331.13	4,463.37	3,775.20	3,114.51	2,314.15
<b>Non- Current Liabilities</b>						
Long Term Borrowings	927.36	1,164.35	1,575.18	799.63	1,322.33	1,382.85
Deferred Tax Liabilities (Net )	236.56	244.40	206.92	207.60	219.98	228.05
Other Long Term Liabilities	2.63	2.33	2.30	7.63	22.03	12.02
Long Term Provisions	122.19	88.22	76.71	75.91	37.85	49.84
<b>Current Liabilities</b>						
Short Term Borrowings	1,075.06	939.67	657.43	1,319.68	712.64	1,161.73
Trade Payables						
Micro & Small Enterprises	20.18	23.59	28.35	8.30	8.88	5.14
Other Than Micro & Small Enterprises	1,765.79	2,268.41	1,585.02	1,505.08	2,034.44	1,660.80
Other Current Liabilities	636.91	568.78	627.08	660.40	616.78	1,024.46
Short Term Provisions	120.05	49.26	56.28	66.16	100.29	25.59
<b>T O T A L</b>	<b>10,976.60</b>	<b>11,034.69</b>	<b>9,633.19</b>	<b>8,780.14</b>	<b>8,544.28</b>	<b>8,219.18</b>
<b>ASSETS</b>						
<b>Non-Current Assets</b>						
Property, Plant and Equipment	2,856.86	2,894.87	2,350.03	2,520.80	2,612.20	2,869.93
Intangible Assets	37.86	34.35	31.23	28.17	31.34	21.08
Capital Work-in-Progress	145.28	96.69	456.17	54.75	37.63	27.99
Non-Current Investments	2,176.28	2,176.28	2,176.28	1,197.38	1,197.38	1,197.38
Long Term Loans and Advances	350.49	415.68	309.90	220.86	242.99	133.47
Other Non-Current Assets	0.20	0.20	0.20	0.20	0.20	0.20
<b>Current Assets</b>						
Inventories	1,626.28	1,974.41	1,319.17	1,456.33	1,438.48	1,298.40
Trade Receivables	2,929.21	2,888.58	2,260.88	2,487.02	2,321.76	1,845.90
Cash and Bank Balances	87.13	36.90	78.44	119.18	69.52	88.01
Short Term Loans and Advances	488.94	318.78	429.31	636.29	515.32	612.77
Other Current Assets	278.07	197.95	221.58	59.16	77.46	124.05
<b>T O T A L</b>	<b>10,976.60</b>	<b>11,034.69</b>	<b>9,633.19</b>	<b>8,780.14</b>	<b>8,544.28</b>	<b>8,219.18</b>

**Restated Standalone Statement of Profit and Loss**

(₹ in million)

Particulars	For the half year ended 30th September 2017	For the Year Ended 31st March				
		2017	2016	2015	2014	2013
<b>INCOME</b>						
Revenue from Operations	8,555.60	15,893.43	14,137.00	15,554.68	14,995.75	14,984.83
Less : Excise duty	286.08	867.04	696.09	825.09	710.50	794.10
<b>Revenue from Operations (Net)</b>	<b>8,269.52</b>	<b>15,026.39</b>	<b>13,440.91</b>	<b>14,729.59</b>	<b>14,285.25</b>	<b>14,190.73</b>
Other Income	28.94	140.92	94.96	84.03	76.72	41.68
<b>TOTAL REVENUE</b>	<b>8,298.46</b>	<b>15,167.31</b>	<b>13,535.87</b>	<b>14,813.62</b>	<b>14,361.97</b>	<b>14,232.41</b>
<b>EXPENDITURE</b>						
Cost of Materials Consumed	5,822.80	11,201.12	8,897.62	10,509.48	10,412.57	10,560.21
Purchase of Stock-in-Trade	51.76	161.16	148.20	129.29	70.76	24.47
Changes in Inventories Of Finished Goods, Work-in-Progress and Stock-in-Trade	203.66	(417.05)	131.64	41.71	(172.93)	281.49
Employee Benefits Expense	408.92	743.47	703.16	634.95	520.80	495.91
Finance Costs	98.64	185.33	243.04	282.70	356.68	483.51
Depreciation & Amortisation Expense	137.65	253.71	229.59	238.61	333.27	328.12
Other Expenses	798.18	1,482.26	1,534.00	1,675.35	1,542.64	1,547.29
<b>TOTAL EXPENSES</b>	<b>7,521.61</b>	<b>13,610.00</b>	<b>11,887.25</b>	<b>13,512.09</b>	<b>13,063.79</b>	<b>13,721.00</b>
<b>Profit Before Tax</b>	<b>776.85</b>	<b>1,557.31</b>	<b>1,648.62</b>	<b>1,301.53</b>	<b>1,298.18</b>	<b>511.41</b>
Tax Expenses						
- Current Tax	287.00	488.30	577.08	449.10	464.40	137.40
- Deferred Tax	(7.83)	37.48	(0.68)	0.47	(8.06)	31.33
- Short/(excess) provision for tax relating to prior year	(14.52)	(6.91)	-	0.37	-	-
<b>Total Tax Expenses</b>	<b>264.65</b>	<b>518.87</b>	<b>576.40</b>	<b>449.94</b>	<b>456.34</b>	<b>168.73</b>
<b>Profit for the period/year</b>	<b>512.20</b>	<b>1,038.44</b>	<b>1,072.22</b>	<b>851.59</b>	<b>841.84</b>	<b>342.68</b>
<b>Earnings per Share</b>						
Equity Shares of face value ₹10 each						
- Basic	14.45	29.29	30.24	24.02	23.74	9.67
- Diluted	14.45	29.29	30.24	24.02	23.74	9.67

**Restated Standalone Statement of Cash Flow**

(₹ in million)

	Particulars	For the half year ended 30th September 2017	For the Year Ended 31st March				
			2017	2016	2015	2014	2013
<b>A</b>	<b>Cash Flow from Operating Activities</b>						
	Net Profit before tax	776.85	1,557.31	1,648.62	1,301.53	1,298.18	511.41
	<b>Adjustments for:</b>						
	Depreciation & amortisation	137.65	253.71	229.59	238.61	333.27	328.12
	Finance cost	98.64	185.33	243.04	282.70	356.68	483.51
	Provision for Doubtful Debts/advances	0.59	13.58	0.90	-	-	-
	Bad debts written off	-	-	-	0.32	-	-
	Unrealised foreign exchange loss / (gain)	6.56	15.75	4.69	8.24	(31.69)	(3.00)
	Liabilities no longer required written back	-	(18.06)	-	-	(8.95)	(4.70)
	Provision for gratuity and leave encashment	44.03	30.71	18.91	50.39	(1.86)	15.78
	Wealth tax	-	-	-	0.22	0.18	0.20
	Loss on sale/discarding of assets	1.08	0.51	4.71	-	-	0.07
	Profit on sale of assets	-	-	-	(0.31)	(0.04)	-
	Dividend income	(0.03)	(0.04)	(0.07)	(0.03)	(0.10)	(0.09)
	Interest income	(22.94)	(26.11)	(45.27)	(60.28)	(36.00)	(21.21)
	<b>Operating Profit before Working Capital Changes</b>	<b>1,042.43</b>	<b>2,012.69</b>	<b>2,105.12</b>	<b>1,821.39</b>	<b>1,909.67</b>	<b>1,310.09</b>
	<b>Working Capital Changes</b>						
	<b>Adjusted for:</b>						
	Inventories	348.13	(655.24)	137.17	(17.86)	(140.08)	360.60
	Trade & Other receivables	(213.90)	(609.46)	240.01	(186.57)	(484.01)	(198.08)
	Trade & Other payables	(547.98)	730.10	102.91	(569.78)	424.10	(454.99)
	<b>Cash Generated from Operations</b>	<b>628.68</b>	<b>1,478.09</b>	<b>2,585.21</b>	<b>1,047.18</b>	<b>1,709.68</b>	<b>1,017.62</b>
	Income Taxes paid (Net of refunds)	(139.96)	(520.17)	(603.56)	(491.37)	(392.05)	(194.08)
	<b>Net Cash Flow from Operating Activities (A)</b>	<b>488.72</b>	<b>957.92</b>	<b>1,981.65</b>	<b>555.81</b>	<b>1,317.63</b>	<b>823.54</b>
<b>B</b>	<b>Cash Flow from Investing Activities</b>						
	Purchase of Property, Plant & Equipments & Intangible assets	(168.64)	(455.93)	(545.47)	(209.65)	(95.06)	(303.47)
	Sale of Property, Plant & Equipments	2.83	3.86	74.84	1.97	1.25	2.66
	Purchase of non-current investments	-	-	(978.90)	-	-	(271.50)
	Decrease in Earmarked Balances	(0.38)	3.30	(2.25)	(1.90)	(0.81)	(2.29)
	Dividend income received	0.03	0.04	0.07	0.03	0.10	0.09
	Interest income received	24.10	26.20	45.80	57.90	36.30	20.40

	Particulars	For the half year ended 30th September 2017	For the Year Ended 31st March				
			2017	2016	2015	2014	2013
	<b>Net Cash Flow used in Investing Activities (B)</b>	<b>(142.06)</b>	<b>(422.53)</b>	<b>(1,405.91)</b>	<b>(151.65)</b>	<b>(58.22)</b>	<b>(554.11)</b>
<b>C</b>	<b>Cash Flow from Financing Activities</b>						
	Repayment of borrowings	(7,541.05)	(10,400.25)	(10,578.95)	(10,450.03)	(14,010.61)	(6,884.08)
	Proceeds from borrowings	7,446.76	10,226.75	10,634.77	10,492.31	13,138.08	7,276.08
	Finance cost paid	(75.78)	(215.14)	(261.01)	(261.65)	(365.19)	(500.68)
	Equity dividend paid (including dividend tax)	(127.64)	(172.80)	(380.70)	(165.17)	(41.71)	(102.94)
	<b>Net Cash Flow used in Financing Activities (C)</b>	<b>(297.71)</b>	<b>(561.44)</b>	<b>(585.89)</b>	<b>(384.54)</b>	<b>(1,279.43)</b>	<b>(211.62)</b>
	<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents (A) + (B) + (C)</b>	<b>48.95</b>	<b>(26.05)</b>	<b>(10.15)</b>	<b>19.62</b>	<b>(20.02)</b>	<b>57.81</b>
	<b>Cash and cash equivalents - opening balance</b>	<b>32.90</b>	<b>58.66</b>	<b>68.26</b>	<b>48.92</b>	<b>67.74</b>	<b>9.68</b>
	<b>Cash and cash equivalents</b>	<b>81.85</b>	<b>32.61</b>	<b>58.11</b>	<b>68.54</b>	<b>47.72</b>	<b>67.49</b>
	Unrealised Gain on Foreign Currency Cash & Cash Equivalents	0.95	0.29	0.55	(0.28)	1.20	0.25
	<b>Cash and cash equivalents - Closing balance</b>	<b>82.80</b>	<b>32.90</b>	<b>58.66</b>	<b>68.26</b>	<b>48.92</b>	<b>67.74</b>
	<b>Cash and cash equivalents comprise of:</b>						
	Cash on hand	2.62	2.38	2.38	2.46	3.14	3.48
	Balance with banks in current accounts	80.18	30.52	56.28	65.80	45.78	64.26
		<b>82.80</b>	<b>32.90</b>	<b>58.66</b>	<b>68.26</b>	<b>48.92</b>	<b>67.74</b>

## THE OFFER

The following table summarises details of the Offer:

Offer of equity shares of ₹10 each (“ <b>Equity Shares</b> ”) <sup>(1)</sup>	Up to 6,331,674 Equity Shares aggregating to ₹[●] million
<i>Of which:</i>	
A) QIB Category <sup>(2)(3)(4)</sup>	Not more than 3,165,836 Equity Shares
<i>Of which:</i>	
Anchor Investor Category <sup>(2)(3)</sup>	Upto 1,899,501 Equity Shares
Balance available for allocation to QIBs other than Anchor Investors (assuming Anchor Investor Category is fully subscribed)	1,266,335 Equity Shares
<i>Of which:</i>	
Available for allocation to Mutual Funds only (5% of the QIB Category (excluding the Anchor Investor Category))	63,317 Equity Shares
Balance for all QIBs including Mutual Funds	1,203,018 Equity Shares
B) Non-Institutional Category <sup>(4)</sup>	Not less than 949,752 Equity Shares
C) Retail Category <sup>(4)</sup>	Not less than 2,216,086 Equity Shares
<b>Pre and post-Offer Equity Shares</b>	
Equity Shares outstanding prior to and after the Offer	35,454,752 Equity Shares
Use of proceeds of the Offer	For details, see “ <i>Objects of the Offer</i> ” on page 99.

<sup>(1)</sup> *The Offer has been authorised by our Board of Directors and our Shareholders, pursuant to their resolutions dated June 23, 2017 and August 17, 2017, respectively.*

*The Selling Shareholders, severally and not jointly, confirm that their respective portion of the Offered Shares, are eligible in accordance with the SEBI Regulations. The Selling Shareholders have consented to the inclusion of their respective Offered Shares by way of their respective Selling Shareholders’ Consent Letters. For further details, please see “Annexure A - List of Selling Shareholders” on page 431.*

<sup>(2)</sup> *Our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis in accordance with the SEBI Regulations. One-third of the Anchor Investor Category shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. 5% of the QIB Category (excluding the Anchor Investor Category) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Category (excluding the Anchor Investor Category) shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Any unsubscribed portion in the Mutual Fund Category will be added to the QIB Category (excluding the Anchor Investor Category) and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see “Offer Procedure” on page 361.*

<sup>(3)</sup> *In the event of under-subscription in the Anchor Investor Category, the remaining Equity Shares shall be added to the QIB Category (other than the Anchor Investor Category).*

<sup>(4)</sup> *Subject to valid Bids being received at or above the Offer Price, undersubscription, 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 BRLMs and the Designated Stock Exchange on a proportionate basis. However, undersubscription, if any, in the QIB Category will not be allowed to be met with spill-over from other categories or a combination of categories.*

Notes:

- (i) Pursuant to Rule 19(2)(b) of the SCRR read with Regulation 41 of the SEBI Regulations, the Offer is being made for at least 10% of the post-Offer paid up equity share capital of our Company.
- (ii) As the Offer comprises only an Offer for Sale (without any fresh issue of Equity Shares by our Company), our Company will not directly receive any proceeds from the Offer.
- (iii) Allocation to all categories, except Anchor Investors, if any and Retail Individual Bidders, shall be made on a proportionate basis. The allocation to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. For details, see “Offer Procedure” on page 361.

For further details, see “*Offer Structure*” on page 359. For details of the terms of the Offer, see “*Terms of the Offer*” on page 354. For details of the Offer Procedure, including the grounds for rejection of Bids, see “*Offer Procedure*” on page 361.

## GENERAL INFORMATION

Our Company was originally incorporated as “Galaxy Surfactants Private Limited” on May 20, 1986 at Mumbai, Maharashtra as a private limited company under the Companies Act, 1956. Pursuant to a special resolution of our Shareholders dated January 24, 1995, our Company was converted into a public limited company and our Company’s name was changed to “Galaxy Surfactants Limited” and a certificate of change of name dated March 13, 1995 was issued by the RoC.

For further details, please see “*History and Certain Corporate Matters*” on page 152 and for details of the business of our Company, please see “*Our Business*” on page 123.

### Registered and Corporate Office

#### Galaxy Surfactants Limited

C-49/2, TTC Industrial Area

Pawne, Navi Mumbai – 400 703

Maharashtra, India

Tel: +91 22 2761 6666

Fax: +91 22 2768 6523

Email: [investorservices@galaxysurfactants.com](mailto:investorservices@galaxysurfactants.com)

Website: [www.galaxysurfactants.com](http://www.galaxysurfactants.com)

Corporate Identity Number: U39877MH1986PLC039877

Registration Number: 039877

### Address of the Registrar of Companies

Our Company is registered with the Registrar of Companies, Maharashtra, situated at 100 Everest, 5<sup>th</sup> Floor, Marine Drive, Mumbai 400 002 Maharashtra, India.

### Board of Directors

The Board of our Company comprises the following:

Name	Designation	DIN	Address
Mr. Shekhar Ravindranath Warriar	Chairman and Non-Executive Independent Director	00011680	Flat No. 3001, 30 <sup>th</sup> Floor, Electra, Planet Godrej, 30, Keshavrao Khadye Marg, Mahalaxmi, Mumbai – 400 011, Maharashtra, India
Mr. Unnathan Shekhar	Managing Director	00265017	Saradha Nivas, Plot No. 53, Sector 28, Vashi, Navi Mumbai – 400 703, Maharashtra, India
Mr. Kasargod Ganesh Kamath	Executive Director (Finance) and Chief Financial Officer	07767220	Flat No. 5, Building No.7, Keshavendra, Bhuvanendra CHS Limited, Plot No. 317B, Bablipada, Dahisar East, Mumbai – 400 068, Maharashtra, India
Mr. Natarajan K. Krishnan	Executive Director and Chief Operating Officer	07626680	901, Sai Srishti, Sai Dham Lane, Opposite Nataraj Lawns, CG Gidwani Marg, Chembur, Mumbai – 400 074, Maharashtra, India
Mr. Gopalkrishnan Ramakrishnan	Non-Executive Director	00264760	Raaj, Plot No. 51, Sector 28, Vashi, Navi Mumbai – 400 703, Maharashtra, India
Mr. Sudhir Dattaram Patil	Non-Executive Director	00264933	Sumati, Plot No. 4-B, Nandadeep CHS Limited Cross Road No.4, J.P.Nagar, Goregaon (East), Mumbai – 400 063, Maharashtra, India
Dr. Nirmal Koshti	Non-Executive Director	07626499	408, Hrushikesh - H, Apnagar, Four Bunglows, Andheri (West), Mumbai – 400 053, Maharashtra, India
Mr. Vaijanath Kulkarni	Non-Executive Director	07626842	Flat No. A-1201, Riddhi Siddhi Residency, Plot No. 53-53A, Near D.A.V. School, Panvel, Raigarh, Maharashtra – 410 206, India



Name	Designation	DIN	Address
Mr. Subodh Satchitanand Nadkarni	Non-Executive and Independent Director	00145999	D-32, Mangireesh, 520, L.J Road, Mahim, Mumbai – 400 016, Maharashtra, India
Mr. Melarkode Ganesan Parameswaran	Non-Executive and Independent Director	00792123	Flat No. A-62, 6 <sup>th</sup> floor, Technocrat CHS., A Building Off Veer Savarkar Marg, Prabhadevi, Mumbai – 400 025, Maharashtra, India
Ms. Nandita Gurjar	Non-Executive and Independent Director	01318683	Gurjar House, No.5, 10 <sup>th</sup> Main III Block, Jayanagar, Bangalore – 560 011, Karnataka, India

For further details of our Directors, please see “*Our Management*” on page 163.

### Company Secretary and Compliance Officer

Mr. Niranjan Ketkar is the Company Secretary and Compliance Officer of our Company. His contact details are as follows:

**Mr. Niranjan Ketkar**  
**Galaxy Surfactants Limited**  
C-49/2, TTC Industrial Area  
Pawne, Navi Mumbai – 400 703  
Maharashtra, India  
Tel: +91 22 2761 6666  
Fax: +91 22 2768 6523  
Email: investorservices@galaxysurfactants.com

### Chief Financial Officer

Mr. Kasargod Ganesh Kamath is the Chief Financial Officer of our Company. His contact details are as follows:

**Mr. Kasargod Ganesh Kamath**  
**Galaxy Surfactants Limited**  
C-49/2, TTC Industrial Area,  
Pawne, Navi Mumbai – 400 703  
Maharashtra, India  
Tel: +91 22 2761 6666  
Fax: +91 22 2768 6523  
Email: investorservices@galaxysurfactants.com

### Investor Grievances

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

All grievances relating to the ASBA process may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the ASBA Form was submitted. The Bidder should give full details such as name of the sole or First Bidder, ASBA Form number, Bidder DP ID, Client ID, PAN, date of the submission of ASBA Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the ASBA Bidder.

Further, the investor shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries in addition to the information mentioned hereinabove.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as name of the sole or first Bidder, Anchor Investor Application Form number, Bidder DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of Equity Shares applied for, Bid Amount

paid on submission of the Anchor Investor Application Form and the name and address of the relevant BRLM where the Anchor Investor Application Form was submitted by the Anchor Investor.

#### Book Running Lead Managers

ICICI Securities Limited	Edelweiss Financial Services Limited	JM Financial Securities Limited	Institutional
ICICI Centre H.T. Parekh Marg Churchgate Mumbai 400 020 Maharashtra, India Tel: +91 22 2288 2460 Fax: +91 22 2282 6580 E-mail: galaxy.ipo@icicisecurities.com Website: www.icicisecurities.com Investor grievance e-mail: customercare@icicisecurities.com Contact person: Arjun A Mehrotra/ Rupesh Khant SEBI registration number: INM000011179	14 <sup>th</sup> Floor Edelweiss House Off. C.S.T Road Kalina Mumbai 400 098 Maharashtra, India Tel: + 91 (22) 4009 4400 Fax : +91 (22) 4086 3610 E-mail: gsl.ipo@edelweissfin.com Investor grievance e-mail: customerservice.mb@edelweissfin.com Website: www.edelweissfin.com www.edelweissfin.com Contact person: Mohit Kapoor SEBI registration number: INM0000010650	7 <sup>th</sup> Floor, Cnergy Appasaheb Marathe Marg Prabhadevi Mumbai 400 025 Maharashtra, India Tel: (91 22) 6630 3030 Fax: (91 22) 6630 3330 E-mail: gsl.ipo@jmfl.com Investor grievance e-mail: grievance.ibd@jmfl.com Website: www.jmfl.com Contact person: Prachee Dhuri SEBI registration number: INM000010361	

#### Syndicate Members

Edelweiss Securities Limited	JM Financial Services Limited
2nd Floor, M.B. Towers, Plot No. 5, Road No. 2 Banjara Hills, Hyderabad – 500 034 Tel: +91 22 4063 5569 Fax: +91 22 6747 1347 E-mail: gsl.ipo@edelweissfin.com Investor Grievance E-mail: customerservice.mb@edelweissfin.com Website: www.edelweissfin.com Contact person: Prakash Boricha SEBI Registration number: INB011193332 (BSE), INB231193310 (NSE), INB261193396 (MSEI)	2,3 & 4, Kamanwala Chambers, Gr Floor, Sir P M Road Fort, Mumbai – 400 001 Tel: + 91 22 6136 3400 Fax: Nil E-mail: surajit.misra@jmfl.com / deepak.vaidya@jmfl.com / tn.kumar@jmfl.com Investor Grievance E-mail: ig.distribution@jmfl.com Website: www.jmfinancialservices.in Contact person: Surajit Misra / Deepak Vaidya / T N Kumar SEBI registration number: INB231054835, INB011054831

#### Legal Advisor to our Company as to Indian Law

##### J. Sagar Associates

Vakils House  
18 Spratt Road  
Ballard Estate  
Mumbai – 400 001  
Tel: +91 22 4341 8600  
Fax: +91 22 4341 8617

#### Legal Advisor to the BRLMs as to Indian Law

##### AZB & Partners

A8, Sector 4, Noida  
Uttar Pradesh – 201 301  
Tel: +91 120 417 9999  
Fax: +91 120 417 9900

#### Statutory Auditors of our Company

##### Deloitte Haskins & Sells LLP

28th-32nd Floor, Tower 3  
Indiabulls Finance Centre  
Elphinstone Mill Compound  
Senapati Bapat Marg  
Elphinstone(W)  
Mumbai 400013  
Tel: +91 22 6245 1170  
Fax: +91 22 6185 4000  
Email: keraje@deloitte.com  
ICAI Firm Registration Number: 117366W / W-100018

#### Registrar to the Offer

##### Link Intime India Private Limited

C-101, 247 Park  
Lal Bahadur Shastri Marg

Vikhroli West  
Mumbai 400 083  
Maharashtra, India  
Tel: +91 22 4918 6200  
Fax: +91 22 4918 6195  
E-mail: galaxy.ipo@linkintime.co.in  
Investor grievance E-mail: galaxy.ipo@linkintime.co.in  
Website: www.linkintime.co.in  
Contact Person: Shanti Gopalakrishnan  
SEBI Registration No.: INR000004058

#### **Bankers to the Offer/Escrow Collection Bank/Refund Bank/Public Offer Account Bank**

##### **ICICI Bank Limited**

Capital Market Division, 1st Floor, 122, Mistry Bhavan, Dinshaw Vachha Road  
Backbay Reclamation, Churchgate  
Mumbai – 400 020  
Tel: +91 22 6681 8932 / 23 / 24  
Fax: +91 22 2261 1138  
E-mail: shweta.surana@icicibank.com  
Website: www.icicibank.com  
Contact person: Shweta Surana  
SEBI registration number: INBI00000004

#### **Bankers to our Company**

##### **The Saraswat Co op Bank Limited**

Prabhat Bhavan, Block  
1<sup>st</sup> Floor, 96 LBS Marg  
Opposite Cipla  
Vikhroli (West)  
Mumbai 400 083  
Maharashtra, India  
Tel: +91 22 4249 9905  
Fax: +91 22 4249 9988  
Email: rt\_chavan@saraswatbank.com  
Website: www.saraswatbank.com  
Contact Person: Ms. Nivedita Gaitonde

##### **Citibank, N.A**

Citibank, N.A  
FIFC, 9th Floor, C-54 & 55  
G Block, Bandra Kurla Complex  
Mumbai 400 051  
Maharashtra, India  
Tel: +91 22 617 56123  
Fax: -  
Email: abhishek.golchha@citi.com  
Website: www.online.citibank.co.in  
Contact person: Mr. Abhishek Golchha

##### **DBS Bank Limited**

Express towers,  
19<sup>th</sup> floor  
Nariman point  
Mumbai 400 021  
Maharashtra, India  
Tel: +91 22 6629 7594  
Fax: +91 22 6752 8399  
Email: subhasagarwal@dbs.com  
Website: www.dbs.com  
Contact Person: Mr. Subhas Agarwal

##### **The Hongkong and Shanghai Banking Corporation Limited**

52/60 MG road  
Fort,  
Mumbai 400 001  
Maharashtra, India  
Tel: +91 22 6164 0281

##### **Standard Chartered Bank**

Crescenzo, C-38/39, G Block, 6<sup>th</sup> Floor  
Bandra Kurla Complex  
Bandra (East)  
Mumbai 400 051  
Maharashtra, India  
Tel: +91 22 6115 8233  
Fax: -  
Email: shilpa.bhan@sc.com  
Website: www.sc.com  
Contact Person: Shilpa Bhan

##### **Societe Generale**

Peninsula Business Park  
19th floor  
Off Senapati Bapat Marg  
Lower Parel  
Mumbai 400 013  
Maharashtra, India  
Tel: +91 22 6630 9502  
Fax: +91 22 6630 9696  
Email: jaya.roychoudhury@socgen.com  
Website: www.societegenerale.asia  
Contact Person: Jaya Roy Choudhury

##### **Kotak Mahindra Bank Limited**

8<sup>th</sup> floor, 12 BKC  
C 12, G Block  
Bandra Kurla Complex  
Bandra (East)  
Mumbai 400 051  
Maharashtra, India  
Tel: +91 6218 5841  
Fax: -  
Email: rahul.d.ranjan@kotak.com  
Website: www.kotak.com  
Contact Person: Mr. Rahul D. Ranjan

##### **HSBC Bank (Mauritius) Limited**

18, HSBC Centre 18, Cybercity  
Ebene, 72201  
Mauritius  
Tel: +230 403 0986  
Fax: +230 403 0999/403 09990  
Email: karanbyce@hsbc.co.mu

Fax: +91 22 4914 6238  
Email: tarunkumarparkhe@hsbc.co.in  
Website: www.hsbc.co.in  
Contact Person: Mr. Tarun Kumar Parkhe

**HDFC Bank Limited**  
Unit no. 401 and 402, 4th Floor, Tower B  
Peninsula Business Park, Lower Parel  
Mumbai 400 013  
Maharashtra, India  
Tel: +91 22 3395 8049  
Fax: +91 22 3078 8583  
Email id: ritesh.navani@hdfcbank.com  
Website: www.hdfcbank.com  
Contact Person: Mr. Ritesh Navani

Website: www.hsbc.co.mu  
Contact Person: Mr. Karan Singh Byce

**IDBI Bank Limited**  
Specialised Corporate Branch, BKC  
Opposite National Stock Exchange  
Plot number C-7, G Block  
BKC, Bandra (E)  
Mumbai 400 051  
Maharashtra, India  
Tel: +91 22 6127 9201  
Fax: -  
Email: v.vijaykumar@idbi.co.in  
Website: www.idbi.com  
Contact Person: Mr. Vijay Kumar Voodata

### **Designated Intermediaries**

### **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/other/OtherAction.do?doRecognised=yes>. For a list of branches of the SCSBs named by the respective SCSBs to receive ASBA Forms from the Designated Intermediaries, please refer to the above-mentioned link.

### **Syndicate SCSB Branches**

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

### **Registered Brokers/Registrar and Share Transfer Agents/ CDPs**

In accordance with SEBI Circular No. CIR/CFD/14/2012 dated October 4, 2012 and CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, Bidders (other than Anchor Investors) can submit Bid cum Application Forms with the Registered Brokers at the Broker Centers, CDPs at Designated CDP Locations or the RTAs at the Designated RTA Locations, respective lists of which, including details such as address and telephone numbers, are available at the websites of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). The list of branches of the SCSBs named by the respective SCSBs to receive the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time.

For further details, please see “*Offer Procedure*” on page 361.

### **Credit Rating**

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

### **Trustees**

As the Offer is of Equity Shares, the appointment of trustees is not required.

### **Grading of the Offer**

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

### **Monitoring Agency**

The Offer being an Offer for Sale, our Company will not receive any proceeds from the Offer, except as described in the section “*Objects of the Offer*” and is not required to appoint a monitoring agency for the Offer.

### Appraising Agency

As the Offer is an Offer for Sale, no appraising agency has been appointed.

### Experts

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

Deloitte Haskins & Sells LLP, have provided their written consent for the inclusion of the reports each dated October 30, 2017 on the Restated Consolidated Financial Statements, Restated Standalone Financial Statements, respectively and the statement of special tax benefits dated November 6, 2017 in the form and context in which it will appear in Red Herring Prospectus. Deloitte Haskins and Sells LLP, has also provided their written consent to be named as an “expert” as defined under Section 2(38) and Section 26(1)(a)(v) of the Companies Act, 2013 in relation hereto, and such consent has not been withdrawn at the time of delivery of Red Herring Prospectus to the RoC. The term “experts” and consent thereof does not represent an expert or consent within the meaning under the Securities Act.

Miltec Consultancy Services has provided its written consent for the inclusion of extracts from the certificate dated December 13, 2017 in this Red Herring Prospectus and to be named as an “expert” as defined under Section 2(38) and Section 26(1)(a)(v) of the Companies Act, 2013 in relation thereto, and such consent has not been withdrawn at the time of delivery of Red Herring Prospectus to the RoC.

### Inter-se Allocation of Responsibilities among the BRLMs

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

Sr. No.	Activity	Responsibility	Coordinator
1.	Capital structuring with the relative components and formalities such as type of instruments, etc.	I-Sec, Edelweiss and JM	I-Sec
2.	Due diligence of our Company including its operations/management/business /legal etc., drafting and design of DRHP, RHP and Prospectus, abridged prospectus and application form. Ensure compliance and completion of prescribed formalities with the Stock Exchanges, SEBI and RoC including finalisation of RHP, Prospectus and RoC filing, follow up and coordination till final approval from all regulatory authorities	I-Sec, Edelweiss and JM	I-Sec
3.	Drafting and approval of all statutory advertisements	I-Sec, Edelweiss and JM	I-Sec
4.	Drafting and approval of all publicity material other than statutory advertisements, including corporate advertisements, brochures, etc.	I-Sec, Edelweiss and JM	JM
5.	Appointment of Registrar to the Offer, Printers, Banker(s) to the Offer, Advertising agency (including coordinating all agreements to be entered with such parties)	I-Sec, Edelweiss and JM	I-Sec
6.	Preparation of road show presentation and FAQs for the road show team	I-Sec, Edelweiss and JM	I-Sec
7.	International institutional marketing of the Offer, which will cover, <i>inter alia</i> : <ul style="list-style-type: none"> <li>• Institutional marketing strategy</li> <li>• Finalizing the list and division of international investors for one-to-one meetings</li> <li>• Finalizing international road show and investor meeting schedules</li> </ul>	I-Sec, Edelweiss and JM	I-Sec
8.	Domestic institutional marketing of the Offer, which will cover, <i>inter alia</i> : <ul style="list-style-type: none"> <li>• Finalizing the list and division of domestic investors for one-to-one meetings</li> <li>• Finalizing domestic road show and investor meeting schedules</li> </ul>	I-Sec, Edelweiss and JM	Edelweiss
9.	Conduct non-institutional marketing of the Offer	I-Sec, Edelweiss and JM	Edelweiss

Sr. No.	Activity	Responsibility	Coordinator
10.	Conduct retail marketing of the Offer, which will cover, <i>inter-alia</i> : <ul style="list-style-type: none"> <li>Finalising media, marketing, public relations strategy and publicity budget</li> <li>Finalising collection centres</li> <li>Finalising centres for holding conferences for brokers etc.</li> <li>Follow-up on distribution of publicity and Offer material including form, RHP/Prospectus and deciding on the quantum of the Offer material</li> </ul>	I-Sec, Edelweiss and JM	JM
11.	Coordination with Stock Exchanges for book building software, bidding terminals and mock trading	I-Sec, Edelweiss and JM	Edelweiss
12.	Coordination with Stock Exchanges for deposit of 1% security deposit	I-Sec, Edelweiss and JM	Edelweiss
13.	Managing the book and finalization of pricing in consultation with the Company	I-Sec, Edelweiss and JM	I-Sec
14.	Post-Offer activities – managing Anchor book related activities and submission of letters to regulators post completion of anchor allocation, management of escrow accounts, coordinating underwriting, coordination of non-institutional allocation, finalisation of the basis of allotment based on technical rejections, essential follow-up steps including follow-up with bankers to the issue and Self Certified Syndicate Banks and coordination with various agencies connected with the post-offer activity such as registrar to the offer, bankers to the offer, Self Certified Syndicate Banks etc. listing of instruments, demat credit and refunds/unblocking of funds, announcement of allocation and dispatch of refunds to Bidders, etc., payment of the applicable STT on behalf of Selling Shareholders, redressal of investor grievances, coordination with SEBI and Stock Exchanges for refund of 1% security deposit and media compliance report	I-Sec, Edelweiss and JM	JM

### Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of this Red Herring Prospectus within the Price Band, which will be decided by our Company in consultation with the Selling Shareholders' Committee and BRLMs, and advertised in all editions of Financial Express, all editions of Jansatta and Mumbai edition of the Marathi newspaper Navshakti, which are widely circulated English, Hindi and Marathi newspapers respectively (Marathi being the regional language of Maharashtra where our Registered Office is located) at least five Working Days prior to the Offer Opening Date and such advertisement shall be made available to Stock Exchanges for the purpose of uploading on their respective websites. The Offer Price shall be determined by our Company in consultation with Selling Shareholders' Committee and BRLMs after the Offer Closing Date. The principal parties involved in the Book Building Process are:

1. our Company;
2. the Selling Shareholders;
3. the BRLMs;
4. the Syndicate Members;
5. the Registrar to the Offer;
6. the Escrow Collection Banks;
7. the SCSBs;
8. the CDPs;
9. the RTAs; and
10. the Registered Brokers.

The Offer is being made through the Book Building Process in terms of 19(2)(b) of SCRR read with Regulation 41 of the SEBI Regulations, and in compliance with Regulation 26(1) of the SEBI Regulations wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to QIBs. Our Company in consultation with the BRLMs may allocate up to 60% of the QIB Category to Anchor Investors at the Anchor Investor Allocation Price, on a discretionary basis, out of which at least one-third will be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. For further details, see "*Offer Structure*" and "*Offer Procedure*" on pages 359 and 361 respectively.

**All Bidders, except Anchor Investors, can participate in the Offer only through the ASBA process.**

**In accordance with the SEBI Regulations, QIBs (other than Anchor Investors) bidding in the QIB Category other than Anchor Investor 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 Offer Period and withdraw their Bids until the Offer Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Offer Period. Allocation to the Anchor Investors will be on a discretionary basis.**

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

For details on the method and procedure for Bidding, see “Offer Procedure” on page 361.

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

For an illustration of the Book Building Process and the price discovery process, please see “Offer Procedure – Part B – Basis of Allocation - Illustration of the Book Building and Price Discovery Process” on page 391.

Investors should note 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) final approval of the RoC after the Prospectus is filed with the RoC.

#### **Underwriting Agreement**

After determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC, our Company and the Selling Shareholders will 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 will 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 will be several and will be subject to certain conditions specified therein.

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

*(This portion has been intentionally left blank and will be completed before filing the Prospectus with the RoC.)*

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

The above mentioned is indicative underwriting and will be finalised after determination of the Offer Price and finalisation of the Basis of Allotment and subject to the provisions of the SEBI Regulations.

In the opinion of our Board of Directors (based on representations given by the Underwriters), resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). Our Board of Directors, at its meeting held on [●], 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 set forth in the table above.

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors procured by them in accordance with the Underwriting Agreement. 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 subscribers for or subscribe to the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement.

## CAPITAL STRUCTURE

Our Company's Equity Share capital, as on 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
<b>A</b>	<b>AUTHORISED SHARE CAPITAL<sup>(a)</sup></b>		
	50,000,000 equity shares of ₹10 each ("Equity Shares")	500,000,000	
<b>B</b>	<b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER</b>		
	35,454,752 Equity Shares	354,547,520	[●]
<b>C</b>	<b>PRESENT OFFER IN TERMS OF THIS RED HERRING PROSPECTUS</b>		
	Offer for Sale of upto 6,331,674 Equity Shares <sup>(b)</sup>	63,316,740	[●]
<b>D</b>	<b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER</b>		
	35,454,752 Equity Shares	354,547,520	[●]
<b>E</b>	<b>SECURITIES PREMIUM ACCOUNT</b>		
	Before the Offer		2,012,535
	After the Offer		2,012,535

a) Details of changes to our Company's authorised share capital since incorporation:

Sr. No.	Date of AGM/EGM resolution	Change in authorised share capital
1.	EGM dated August 26, 1986	The initial authorised share capital of ₹500,000 comprising 50,000 Equity Shares of ₹10 each was increased to ₹1,500,000 comprising 150,000 Equity Shares of face value of ₹10 each.
2.	AGM dated September 30, 1993	The authorised share capital of ₹1,500,000 comprising 150,000 Equity Shares of face value of ₹10 each was increased to ₹10,000,000 comprising 1,000,000 Equity Shares of ₹10 each.
3.	EGM dated December 28, 1994	The authorised share capital of ₹10,000,000 comprising 1,000,000 Equity Shares of ₹10 each was increased to ₹100,000,000 comprising 10,000,000 Equity Shares of ₹10 each.
4.	AGM dated December 29, 1995	The authorised share capital of ₹100,000,000 comprising 10,000,000 Equity Shares of ₹10 each was reclassified into ₹100,000,000 comprising 7,000,000 Equity Shares of ₹10 each and 300,000 preference shares of ₹100 each.
5.	AGM dated September 23, 1996	The authorised share capital of ₹100,000,000 comprising 7,000,000 Equity Shares of ₹10 each and 300,000 preference shares of ₹100 each was increased to ₹150,000,000 comprising 12,000,000 Equity Shares of ₹10 each and 300,000 preference shares of ₹100 each.
6.	AGM dated September 26, 1997	The authorised share capital of ₹150,000,000 comprising 12,000,000 Equity Shares of ₹10 each and 300,000 preference shares of ₹100 each was increased to ₹200,000,000 comprising 15,000,000 Equity Shares of ₹10 each and 500,000 preference shares of ₹100 each.
7.	EGM dated March 25, 1998	The authorised share capital of ₹200,000,000 comprising 15,000,000 Equity Shares of ₹10 each and 500,000 preference shares of ₹100 each was increased to ₹250,000,000 comprising 15,000,000 Equity Shares of ₹10 each and 1,000,000 preference shares of ₹100 each.
8.	EGM dated May 31, 2001	The authorised share capital of ₹250,000,000 comprising 15,000,000 Equity Shares of ₹10 each and 1,000,000 preference shares of ₹100 each was sub-divided to ₹250,000,000 comprising 15,000,000 Equity Shares of ₹10 each and 10,000,000 preference shares of ₹10 each.
9.	AGM dated July 19, 2008	The authorised share capital of ₹250,000,000 comprising 15,000,000 Equity Shares of ₹10 each and 10,000,000 preference shares of ₹10 each was re-classified by converting 10,000,000 preference shares of ₹10 each into 10,000,000 Equity Shares of ₹10 each. The authorized share capital of ₹250,000,000 post re-classification comprised of 25,000,000 Equity Shares of ₹10 each.



Sr. No.	Date of AGM/EGM resolution	Change in authorised share capital
10.	EGM dated October 24, 2009	The authorised share capital of ₹250,000,000 comprising 25,000,000 Equity Shares of ₹10 each was increased to ₹500,000,000 comprising 50,000,000 Equity Shares of ₹10 each.

- b) Our Board has by way of a resolution dated June 23, 2017 approved the Offer. The Offer has been approved by our Shareholders through an ordinary resolution passed at the AGM held on August 17, 2017. The IPO Committee has by way of a resolution dated November 10, 2017 taken on record the total number of Equity Shares proposed to be offered by the Selling Shareholders.

Each of the Selling Shareholders have pursuant to their respective Selling Shareholders' Consent Letters agreed to their participation and inclusion of their Equity Shares in the Offer.

The Selling Shareholders have, severally and not jointly, specifically confirmed that the Equity Shares proposed to be offered and sold by each of them in the Offer are eligible for being offered for sale in the Offer in terms of Regulation 26(6) of the SEBI Regulations.

## Notes to Capital Structure

### 1. Share capital history of our Company

#### (a) History of Equity Share capital of our Company

The following is the history of the Equity Share capital of our Company:

Date of allotment/ transaction	Number of Equity shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Reason for/ nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
May 21, 1986	40	10	10	Cash	Initial subscription to MoA <sup>(1)</sup>	40	400
June 23, 1986	27,150	10	10	Cash	Further allotment <sup>(2)</sup>	27,190	271,900
November 13, 1986	54,810	10	10	Cash	Further allotment <sup>(3)</sup>	82,000	820,000
March 29, 1987	22,100	10	10	Cash	Further allotment <sup>(4)</sup>	104,100	1,041,000
March 27, 1989	800	10	10	Cash	Further allotment <sup>(5)</sup>	104,900	1,049,000
February 15, 1990	15,100	10	10	Cash	Further allotment <sup>(6)</sup>	120,000	1,200,000
March 25, 1994	183,880	10	10	Cash	Further allotment <sup>(7)</sup>	303,880	3,038,800
September 20, 1994	6,000	10	26	Cash	Further allotment <sup>(8)</sup>	309,880	3,098,800
	176,120	10	10	Cash	Further allotment <sup>(8)</sup>	486,000	4,860,000
January 27, 1995	680,400	10	-	Other than cash	Bonus issue <sup>(9)</sup>	1,166,400	11,664,000
February 22, 1995	1,458,000	10	10	Cash	Rights issue <sup>(10)</sup>	2,624,400	26,244,000
May 15, 1995	629,800	10	55	Cash	Private placement <sup>(11)</sup>	3,254,200	32,542,000
November 29, 1995	39,900	10	55	Cash	Further allotment <sup>(12)</sup>	3,294,100	32,941,000
December 29, 1995	1,553,063	10	-	Other than cash	Scheme of amalgamation with GOPL* <sup>(13)</sup>	4,847,163	48,471,630
February 22, 1996	530,300	10	55	Cash	Further allotment <sup>(14)</sup>	5,377,463	53,774,630
March 3, 1997	2,688,725	10	-	Other than cash	Bonus issue <sup>(15)</sup>	8,066,188	80,661,880
June 30, 2001	497,500	10	-	Other than cash	Scheme of amalgamation with GOIL* <sup>(16)</sup>	8,563,688	85,636,880
November 30, 2009	8,563,688	10	-	Other than cash	Bonus issue <sup>(17)</sup>	17,127,376	171,273,760
March 31, 2010	600,000	10	110	Cash	Preferential allotment <sup>(18)</sup>	17,727,376	177,273,760
December 28, 2011	17,727,376	10	-	Other than cash	Bonus issue <sup>(19)</sup>	35,454,752	354,547,520

(1) Initial subscription of 40 Equity Shares issued as follows:

10 Equity Shares each issued in favour of our Promoters, Mr. Gopalkrishnan Ramakrishnan, Mr. Shashikant Shanbhag, Mr. Sudhir Dattaram Patil and Mr. Unnathan Shekhar.

(2) Further allotment of 27,150 Equity Shares issued to the following allottees:

553 Equity Shares each in favour of our Promoters, Mr. Gopalkrishnan Ramakrishnan (jointly with Ms. Jayashree Ramakrishnan) and 553 Equity Shares each in favour of Mr. Shashikant Shanbhag (jointly with Ms. Vandana Shanbhag); 25,490 Equity Shares in favour of Mr. Sudhir Dattaram Patil (jointly with Ms. Sandhya Patil) and 554 Equity Shares in favour of Mr. Unnathan Shekhar (jointly with Ms. Lakshmy Shekhar).

(3) Further allotment of 54,810 Equity Shares issued to the following allottees:

15,437 Equity Shares in favour of our Promoters, Mr. Gopalkrishnan Ramakrishnan (jointly with Ms. Jayashree Ramakrishnan); 19,937 Equity Shares in favour of Mr. Shashikant Shanbhag (jointly with Ms. Vandana Shanbhag) and 19,436 Equity Shares in favour of Mr. Unnathan Shekhar (jointly with Ms. Lakshmy Shekhar).

(4) Further allotment of 22,100 Equity Shares issued in favour of the following allottees:

Promoter / Promoter Group allottees:

9,500 Equity Shares in favour of Mr. Gopalkrishnan Ramakrishnan (jointly with Ms. Jayashree Ramakrishnan); 5,000 Equity Shares in favour of Mr. Shashikant Shanbhag (jointly with Ms. Vandana Shanbhag); 5,500 Equity Shares in favour of Mr. Unnathan Shekhar (jointly with Ms. Lakshmy Shekhar).

Non- Promoter Group allottees:

600 Equity Shares in favour of Mr. Gurumoorthy Ramamoorthy (jointly with Mr. Srinivasan Ramamoorthy); 300 Equity Shares each in favour of Dr. Nirmal Koshti (jointly with Ms. Neeta Koshti) and Mr. Sudhir Kulkarni (jointly with Ms. Shruti Kulkarni); 200 Equity Shares each in favour of Mr. Kashinath Pandit (jointly with Mr. Prafull Pandit), Mr. S. Sankaran and Mr. Avinash Bhakay (jointly with Ms. Jayashree Bhakay) and 100 Equity Shares each in favour of Mr. Subramaniam Sriram, Mr. Manoharan Rajashekaran and Mr. Tarashankar Mishra.

(5) Further allotment of 800 Equity Shares issued in favour of the following allottees:

Non- Promoter Group allottees:

400 Equity Shares each in favour of Mr. Deepak Ballal (jointly with Ms. Anjana Ballal) and Mr. Gurumoorthy Ramamoorthy (jointly with Ms. Jayalakshmi Gurumoorthy).

(6) Further allotment of 15,100 Equity Shares issued in favour of the following allottees:

Promoter / Promoter Group allottees:

3,800 Equity Shares in favour of Mr. Gopalkrishnan Ramakrishnan (jointly with Ms. Jayashree Ramakrishnan); 3,500 Equity Shares in favour of Mr. Sudhir Dattaram Patil (jointly with Ms. Sandhya Patil); 3,700 Equity Shares in favour of Mr. Shashikant Shanbhag (jointly with Ms. Vandana Shanbhag) and 4,100 Equity Shares in favour of Mr. Unnathan Shekhar (jointly with Ms. Lakshmy Shekhar).

(7) Further allotment of 183,880 Equity Shares issued in favour of the following allottees:

Promoter / Promoter Group allottees:

44,850 Equity Shares in favour of Mr. Sudhir Dattaram Patil (jointly with Ms. Sandhya Patil); 44,580 Equity Shares in favour of Mr. Gopalkrishnan Ramakrishnan (jointly with Ms. Jayashree Ramakrishnan); 44,550 Equity Shares each in favour of Mr. Unnathan Shekhar (jointly with Ms. Lakshmy Shekhar) and Mr. Shashikant Shanbhag (jointly with Ms. Vandana Shanbhag); 2,950 Equity Shares in favour of Ms. Jayashree Ramakrishnan (jointly with Mr. Gopalkrishnan Ramakrishnan).

Non- Promoter Group allottees:

900 Equity Shares in favour of Dr. Nirmal Koshti (jointly with Ms. Neeta Koshti); 600 Equity Shares each in favour of Mr. Kashinath Pandit (jointly with Mr. Prafull Pandit) and Mr. Ramesh Tawde (jointly with Ms. Reshma Tawde) and 300 Equity Shares in favour of Mr. Avinash Bhakay (jointly with Ms. Jayashree Bhakay).

- (8) Further allotment of 182,120 Equity Shares issued in favour of the following allottees:

Promoter / Promoter Group allottees:

44,925 Equity Shares issued in favour of Mr. Sudhir Dattaram Patil (jointly with Ms. Sandhya Patil); 45,425 Equity Shares issued in favour of Mr. Shashikant Shanbhag (jointly with Ms. Vandana Shanbhag); 45,425 Equity Shares issued in favour of Mr. Unnathan Shekhar (jointly with Ms. Lakshmy Shekhar); 41,845 Equity Shares issued in favour of Ms. Jayashree Ramakrishnan (jointly with Mr. Gopalkrishnan Ramakrishnan); 600 Equity Shares issued in favour of Mr. Gopalkrishnan Ramakrishnan (jointly with Ms. Jayashree Ramakrishnan).

Non- Promoter Group allottees:

600 Equity Shares issued in favour of Mr. Avinash Bhakay (jointly with Jayashree Avinash Bhakay), Mr. Adarsh Nayyar (jointly with Ms. Manju Nayyar), Mr. Arian Kukreja (jointly with Ms. Sheela Kukreja), Mr. Bhuvanendra Pai (jointly with Ms. Bhavana Pai), Mr. Kashinath Pandit (jointly with Ms. Nanda Pandit) and Mr. Sudhakar Shetty (jointly with Ms. Kavita Shetty), and 300 Equity Shares issued in favour of Mr. Tarashankar Mishra.

- (9) Bonus issue of 680,400 Equity Shares in the ratio of 7:5 (seven Equity Shares for five Equity Shares held by the Shareholders) to the existing Shareholders by capitalization of general reserve account/capital reserve account/profit and loss account, authorised by the Shareholders through a Shareholders' resolution dated January 24, 1995.

- (10) Rights issue of 1,458,000 Equity Shares issued in favour of the following allottees:

Promoter / Promoter Group allottees:

334,025 Equity Shares in favour of Mr. Sudhir Dattaram Patil (jointly with Ms. Sandhya Patil); 180,120 Equity Shares in favour of Mr. Gopalkrishnan Ramakrishnan (jointly with Ms. Jayashree Ramakrishnan); 334,025 Equity Shares in favour of Mr. Shashikant Shanbhag (jointly with Ms. Vandana Shanbhag); 334,025 Equity Shares in favour of Mr. Unnathan Shekhar (jointly with Ms. Lakshmy Shekhar); 153,905 Equity Shares in favour of Ms. Jayashree Ramakrishnan (jointly with Mr. Gopalkrishnan Ramakrishnan); 100,000 Equity Shares in favour of Galaxy Emulsifiers Private Limited.

Non- Promoter Group allottees:

3,300 Equity Shares in favour of Mr. Avinash Bhakay (jointly with Ms. Jayashree Bhakay); 3,600 Equity Shares in favour of Dr. Nirmal Koshti (jointly with Ms. Neeta Koshti); 2,400 Equity Shares each in favour of Mr. Kashinath Pandit (jointly with Mr. Prafull P. Pandit) and Mr. Ramesh Tawde (jointly with Ms. Reshma Tawde); 1,800 Equity Shares each in favour of Mr. Kashinath Pandit (jointly with Ms. Nanda Pandit,) Mr. Arjan Kukreja (jointly with Ms. Sheela Kukreja), Mr. Bhuvanendra Pai (jointly with Ms. Bhavana Pai), Mr. Adarsh Nayyar (jointly with Ms. Manju Nayyar) and Mr. Sudhakar Shetty (jointly with Ms. Kavita Shetty) and 1,200 Equity Shares in favour of Mr. Tarashankar Mishra.

- (11) Pursuant to resolution of the Board of Directors passed in their meeting on May 15, 1995, our Company made a further allotment of 629,800 Equity Shares to 177 persons, at a premium of ₹45 per Equity Share, by way of private placement.

- (12) Further allotment of 39,900 Equity Shares issued to the following applicant:

Promoter / Promoter Group allottees:

39,900 Equity Shares at a premium of ₹45 per share in favour of Mr. Padmanabh Shanbhag.

- (13) Allotment of 1,553,063 Equity Shares to the shareholders of GOPL, pursuant to the scheme of amalgamation with GOPL approved by the Bombay High Court by its order dated September 28, 1995 in the ratio of 15 Equity Shares for every four equity shares of GOPL held by the shareholders of GOPL.

- (14) Further allotment of 530,300 Equity Shares issued in favour of the following allottees:

Promoter / Promoter Group allottees:

132,300 Equity Shares at a premium of ₹45 per Equity Share in favour of Mr. Gopalkrishnan Ramakrishnan; 132,300 Equity Shares at a premium of ₹45 per Equity Share in favour of Mr. Shashikant Shanbhag; 132,300 Equity Shares at a premium of ₹45 per Equity Share in favour of Mr. Sudhir Dattaram Patil; 132,400 Equity Shares at a premium of ₹45 per Equity Share in favour of Mr. Unnathan Shekhar.

Non- Promoter Group allottees:

1,000 Equity Shares at a premium of ₹45 per Equity Share in favour of Mr. Madan Kukreja.

- (15) Bonus issue of 2,688,725 Equity Shares in the ratio of 1:2 (one Equity Shares for two Equity Shares held by the Shareholders) to the existing Shareholders, authorised by the Shareholders through a Shareholders' resolution September 23, 1996.
- (16) Allotment of 497,500 Equity Shares to the shareholders of GOIL, pursuant to the scheme of amalgamation with GOIL approved by the Bombay High Court by its order dated April 26, 2001 in the ratio of one Equity Share in our Company for every two equity shares of GOIL held by the shareholders of GOIL.
- (17) Bonus issue of 8,563,688 Equity Shares in the ratio of 1:1 (one Equity Share for every one Equity Share to Shareholders) to the existing Shareholders, authorised by the Shareholders through a Shareholders' resolution dated October 24, 2009.
- (18) Preferential allotment of 600,000 Equity Shares at a premium of ₹100 per Equity Share issued in favour of the following allottees:

Promoter / Promoter Group allottees:

239,850 Equity Shares in favour of Mr. Natarajan Krishnan, Mr. Unnathan Shekhar and Mr. Kasargod Ganesh Kamath (jointly), as the trustees of Galaxy Surfactants Limited - Employees Welfare Trust. Galaxy Surfactants Limited - Employees Welfare Trust was constituted pursuant to a Trust deed dated January 7, 2010 entered between Galaxy Surfactants Limited, as the 'Settlor' and Mr. Natarajan Krishnan, Mr. Unnathan Shekhar and Mr. Kasargod Ganesh Kamath as the 'trustees'.

Non-Promoter Group allottees:

10,000 Equity Shares in favour of Mr. Vijay Sood; 17,000 Equity Shares in favour of Mr. Adarsh Nayyar; 9,800 Equity Shares in favour of Mr. Dilip Mhatre; 8,600 Equity Shares in favour of Mr. Kamaljit Sahota; 21,000 Equity Shares in favour of Mr. Natarajan Krishnan; 13,600 Equity Shares in favour of Mr. Yogesh Kalra; 15,000 Equity Shares in favour of Mr. Kasargod Ganesh Kamath; 5,000 Equity Shares in favour of Mr. Arjan Kukreja; 9,000 Equity Shares in favour of Mr. Milind Patil; 8,000 Equity Shares in favour of Mr. Ramesh Mande; 21,000 Equity Shares in favour of Mr. Vaijanath Kulkarni; 2,500 Equity Shares in favour of Mr. B Chandrasekaran; 9,400 Equity Shares in favour of Mr. Deepak Ballal; 17,000 Equity Shares in favour of Dr. Nirmal Koshti; 21,000 Equity Shares in favour of Mr. Subhas Sen; 3,000 Equity Shares in favour of Mr. Anil B Ganu; 10,000 Equity Shares in favour of Mr. Babu Iyer; 10,000 Equity Shares in favour of Mr. Bhagat Patil; 3,000 Equity Shares in favour of Dr. Bhagwat; 500 Equity Shares in favour of Mr. Mayur Patki; 3,000 Equity Shares in favour of Dr. Saggi; 3,000 Equity Shares in favour of Mr. Kamal Begwani; 15,000 Equity Shares in favour of Mr. M G Parameswaran; 3,000 Equity Shares in favour of Mr. P M John; 50 Equity Shares in favour of Mr. R V Rao; 3,000 Equity Shares in favour of Mr. Raju Dalvi; 5,000 Equity Shares in favour of Mr. Rusi Governor; 3,000 Equity Shares in favour of Mr. S R Pandit; 13,000 Equity Shares in favour of Mr. S Kulashekar; 3,000 Equity Shares in favour of Mr. S R Halbe; 15,000 Equity Shares in favour of Mr. Shekhar Ravindranath Warriar; 3,000 Equity Shares in favour of Ms. Seema Pendharkar; 5,000 Equity Shares in favour of Mr. Shirish Potnis; 15,000 Equity Shares in favour of Mr. Subodh Nadkarni; 15,000 Equity Shares in favour of Mr. Venkatesh Kasturirangan; 5,000 Equity Shares in favour of Mr. V Swaminathan; 200 Equity Shares in favour of Mr. Venkateswaran; 2,500 Equity Shares in favour of Mr. Vijay Gadkari; 3,000 Equity Shares in favour of Mr. Vinod Pandya and 31,000 Equity Shares in favour of Mr. Uday Krishna Kamat.

- (19) Bonus issue of 17,727,376 Equity Shares in the ratio of 1:1 (one Equity Share for every one Equity Share to Shareholders) to the existing Shareholders, authorised by the Shareholders through a shareholders' resolution dated November 19, 2011.

\* For further details on the schemes of amalgamation, please refer to paragraph titled "History and Certain Corporate Matters - Details regarding acquisition of business/undertakings, mergers, amalgamation and revaluation of assets" on page 154.

**(b) Equity Shares issued for consideration other than cash**

Except as stated below, no Equity Shares have been issued by our Company for consideration other than cash on the date of this Red Herring Prospectus.

Date of allotment	Number of equity shares	Face Value (₹)	Issue price per equity share (₹)	Reason for allotment	Allottees	Benefits accrued to our Company
January 27, 1995	680,400	10	-	Bonus issue	Shareholders of our Company <sup>(1)</sup>	-

Date of allotment	Number of equity shares	Face Value (₹)	Issue price per equity share (₹)	Reason for allotment	Allottees	Benefits accrued to our Company
December 29, 1995	1,553,063	10	Other than cash	Scheme of amalgamation with GOPL*	Shareholders of GOPL <sup>(2)</sup>	Amalgamation of GOPL with our Company*
March 3, 1997	2,688,725	10	-	Bonus issue	Shareholders of our Company <sup>(3)</sup>	-
June 30, 2001	497,500	10	Other than cash	Scheme of amalgamation with GOIL*	Shareholders of GOIL <sup>(4)</sup>	Amalgamation of GOIL with our Company*
November 30, 2009	8,563,688	10	-	Bonus issue	Shareholders of our Company <sup>(5)</sup>	-
December 28, 2011	17,727,376	10	-	Bonus issue	Shareholders of our Company <sup>(6)</sup>	

#### Notes

- (1) Bonus issue of 680,400 Equity Shares in the ratio of 7:5 (seven Equity Shares for every five Equity Shares held by the Shareholders) to the existing Shareholder by capitalization of general reserve account/capital reserve account/profit and loss account, authorised by the Shareholders through a Shareholders' resolution dated January 24, 1995.
- (2) Allotment of 15,53,063 Equity Shares to the shareholders of GOPL, pursuant to the scheme of amalgamation with GOPL approved by the Bombay High Court by its order dated September 28, 1995 in the ratio of fifteen Equity Shares of our Company for every four equity shares of GOPL held by the shareholders of GOPL.
- (3) Bonus issue of 2,688,725 Equity Shares in the ratio of 1:2 (one Equity Shares for every two Equity Shares held by the Shareholders) to the existing Shareholders, authorised by the Shareholders through a Shareholders' resolution dated September 23, 1996.
- (4) Allotment of 497,500 Equity Shares to the shareholders of GOIL, pursuant to the scheme of amalgamation with GOIL approved by the Bombay High Court by its order dated April 26, 2001 in the ratio of one Equity Share in our Company for every two equity shares of GOIL held by the shareholders of GOIL.
- (5) Bonus issue of 8,563,688 Equity Shares in the ratio of 1:1 (one Equity Share for every one Equity Share to shareholders) to the existing Shareholders, authorised by the Shareholders through a Shareholders resolution October 24, 2009.
- (6) Bonus issue of 17,727,376 Equity Shares in the ratio of 1:1 (one Equity Share for every one Equity Share to Shareholders) to the existing Shareholders, authorised by the Shareholders through a Shareholders' resolution dated November 19, 2011.

\*For further details on the scheme of amalgamation, please refer to paragraphs titled "History and Certain Corporate Matters - Details regarding acquisition of business/undertakings, mergers, amalgamation and revaluation of assets" beginning on page 154.

#### (c) History of Build up, Contribution and Lock-in of Promoters' Shareholding

As on January 12, 2018, our Promoters held 14,832,472 Equity Shares, constituting 41.83% of the issued, subscribed and paid-up Equity Share capital of our Company.

#### (d) Capital build-up of our Promoters' equity shareholding in our Company:

Details of the build up of the equity shareholding of our Promoters in our Company are as follows:

Name of the Promoter	Date of allotment/ transfer and when the Equity Shares were made fully paid up	Number of equity shares allotted/ transferred	Face value (₹)	Issue/ Acquisition /Transfer price per equity share (₹)	Nature of consideration	Nature of transaction	% of pre- Offer capital	% of post- Offer capital
Mr. Unnathan Shekhar	May 21, 1986	10	10	10.00	Cash	Initial subscription to the MoA	0.00	[●]
	June 23, 1986	554	10	10.00	Cash	Further allotment	0.00	[●]
	November 13, 1986	19,436	10	10.00	Cash	Further allotment	0.05	[●]
	March 29, 1987	5,500	10	10.00	Cash	Further allotment	0.01	[●]
	February 15, 1990	4,100	10	10.00	Cash	Further allotment	0.01	[●]
	August 18, 1992	100	10	10.00	Cash	Transfer from Mr. Manoharan Rajashekar	0.00	[●]
	March 25, 1994	44,550	10	10.00	Cash	Further allotment	0.13	[●]
	September 20, 1994	44,825	10	10.00	Cash	Further allotment	0.13	[●]
	September 20, 1994	600	10	26.00	Cash	Further allotment	0.00	[●]
	January 27, 1995	167,545	10	-	Other than cash	Bonus Issue	0.47	[●]
	February 22, 1995	334,025	10	10.00	Cash	Rights issue	0.94	[●]
	May 15, 1995	500	10	55.00	Cash	Private placement	0.00	[●]
	October 30, 1995	800	10	19.03	Cash	Transfer from Galaxy Emulsifiers Private Limited	0.00	[●]
	December 29, 1995	229,162	10	-	Other than cash	Scheme of amalgamation with GOPL	0.65	[●]
	February 22, 1996	132,400	10	55.00	Cash	Further allotment	0.37	[●]
	March 3, 1997	300	10	55.00	Cash	Transfer from Galaxy Emulsifiers Private Limited	0.00	[●]
	March 3, 1997	492,203	10	-	Other than cash	Bonus issue	1.39	[●]
	August 25, 1997	750	10	-	Not applicable	Transmission from Ms. Saradha Unnathan	0.00	[●]
	October 1, 1997	(488,800)	10	10.00	Cash	Held in beneficial interest of M/s. Galaxy Chemicals	(1.38)	[●]
	December 1, 1998	(25,000)	10	10.00	Cash	Held in beneficial interest of M/s. Galaxy Chemicals	(0.07)	[●]

Name of the Promoter	Date of allotment/ transfer and when the Equity Shares were made fully paid up	Number of equity shares allotted/ transferred	Face value (₹)	Issue/ Acquisition /Transfer price per equity share (₹)	Nature of consideration	Nature of transaction	% of pre- Offer capital	% of post- Offer capital
	June 30, 2001	64,800	10	-	Other than cash	Scheme of amalgamation with GOIL	0.18	[•]
	November 30, 2009	1,028,360	10	-	Other than cash	Bonus issue	2.90	[•]
	December 28, 2011	2,056,720	10	-	Other than cash	Bonus issue	5.80	[•]
	March 3, 2014	6,000	10	-	Not applicable	Gift from father - Mr. V. Unnathan	0.02	[•]
	June 23, 2015	100,000	10	120.89	Cash	Transferred from Mr. Vilas Deshpande	0.28	[•]
	November 23, 2015	28,800	10	131.00	Cash	Transferred from Ms. Seema Shankar Pinge	0.08	[•]
	November 21, 2016	(21,500)	10	174.00	Cash	Transferred to Vilas Deshpande	(0.06)	[•]
	<b>Sub Total (A)</b>	<b>4,226,740</b>					<b>11.92</b>	<b>[•]</b>
<b>Mr. Gopalkrishnan Ramakrishnan</b>	May 21, 1986	10	10	10.00	Cash	Initial subscription to MoA	0.00	[•]
	June 23, 1986	553	10	10.00	Cash	Further allotment	0.00	[•]
	November 13, 1986	15,437	10	10.00	Cash	Further allotment	0.04	[•]
	March 29, 1987	9,500	10	10.00	Cash	Further allotment	0.03	[•]
	September 5, 1989	400	10	10.00	Cash	Transfer from Mr. Deepak Ballal	0.00	[•]
	February 15, 1990	3,800	10	10.00	Cash	Further allotment	0.01	[•]
	December 7, 1992	(14,840)	10	-	Not applicable	Transposition of joint-holding	(0.04)	[•]
	March 25, 1994	44,580	10	10.00	Cash	Further allotment	0.13	[•]
	September 20, 1994	600	10	26.00	Cash	Further allotment	0.00	[•]
	January 27, 1995	84,056	10	-	Other than cash	Bonus issue	0.23	[•]
	February 22, 1995	180,120	10	10.00	Cash	Rights issue	0.51	[•]
	May 15, 1995	500	10	55.00	Cash	Private placement	0.00	[•]
	October 30, 1995	800	10	19.03	Cash	Transfer from Galaxy Emulsifiers Private Limited	0.00	[•]
	December 29, 1995	229,169	10	-	Other than cash	Scheme of amalgamation with GOPL	0.65	[•]
	February 22, 1996	132,300	10	55.00	Cash	Further allotment	0.37	[•]
	June 18, 1996	200	10	55.00	Cash	Transfer From Mr. Ulhas Janardhan Patil	0.00	[•]

Name of the Promoter	Date of allotment/ transfer and when the Equity Shares were made fully paid up	Number of equity shares allotted/ transferred	Face value (₹)	Issue/ Acquisition /Transfer price per equity share (₹)	Nature of consideration	Nature of transaction	% of pre- Offer capital	% of post- Offer capital
	March 3,1997	300	10	55.00	Cash	Transfer from Galaxy Emulsifiers Private Limited	0.00	[•]
	March 3, 1997	343,742	10	-	Other than cash	Bonus issue	0.97	[•]
	October 1, 1997	(488,800)	10	10.00	Cash	Held in beneficial interest of M/s. Galaxy Chemicals	(1.38)	[•]
	December 1, 1998	(25,000)	10	10.00	Cash	Held in beneficial interest of M/s. Galaxy Chemicals	(0.07)	[•]
	September 7, 1999	1,350	10	55.00	Cash	Transfer from Ms. Janaki Seshan	0.00	[•]
	September 7, 1999	1,650	10	55.00	Cash	Transfer from Mr. K.N. Seshan	0.00	[•]
	June 30, 2001	64,600	10	-	Other than cash	Scheme of amalgamation of GOIL	0.18	[•]
	November 30, 2009	585,027	10	-	Other than cash	Bonus issue	1.65	[•]
	June 11, 2010	(5,000)	10	110.00	Cash	Transferred to Mr. Venkatesh Kasturirangan	(0.01)	[•]
	December 28, 2011	1,165,054	10	-	Other than cash	Bonus issue	3.29	[•]
	February 22, 2016	26,000	10	55.00	Cash	Transfer from Babu Iyer	0.07	[•]
	March 30, 2016	1,000	10	131.00	Cash	Transfer from Ravichandran Subramanian	0.00	[•]
	November 12, 2016	1,000	10	308.00	Cash	Transfer from Ravichandran Subramanian	0.00	[•]
	November 23, 2016	4,650	10	201.00	Cash	Transfer from Noreen Prabhakar Amolik	0.01	[•]
	<b>Sub Total (B)</b>	<b>2,362,758</b>					<b>6.66</b>	<b>[•]</b>
<b>Mr. Sudhir Dattaram Patil</b>	May 21, 1986	10	10	10.00	Cash	Initial subscription to MoA	0.00	[•]
	June 23, 1986	25,490	10	10.00	Cash	Further allotment	0.07	[•]
	December 8, 1989	600	10	10.00	Cash	Transfer from Mr. Gurumoorthy Ramamoorthy	0.00	[•]
	February 15, 1990	3,500	10	10.00	Cash	Further allotment	0.00	[•]



Name of the Promoter	Date of allotment/ transfer and when the Equity Shares were made fully paid up	Number of equity shares allotted/ transferred	Face value (₹)	Issue/ Acquisition /Transfer price per equity share (₹)	Nature of consideration	Nature of transaction	% of pre- Offer capital	% of post- Offer capital
	September 7, 1990	300	10	10.00	Cash	Transfer from Mr. Satish Chavan	0.00	[•]
	March 25, 1994	44,850	10	10.00	Cash	Further allotment	0.13	[•]
	September 20, 1994	600	10	26.00	Cash	Further allotment	0.00	[•]
	September 20, 1994	44,325	10	10.00	Cash	Further allotment	0.13	[•]
	January 27, 1995	167,545	10	-	Other than cash	Bonus issue	0.47	[•]
	February 22, 1995	334,025	10	10.00	Cash	Rights issue	0.94	[•]
	October 30, 1995	800	10	19.03	Cash	Transfer from Galaxy Emulsifiers Private Limited	0.00	[•]
	December 29, 1995	229,162	10	-	Other than cash	Scheme of amalgamation with GOPL	0.65	[•]
	February 22, 1996	132,300	10	55.00	Cash	Further allotment	0.37	[•]
	March 3, 1997	300	10	55.00	Cash	Transfer from Galaxy Emulsifiers Private Limited	0.00	[•]
	March 3, 1997	491,903	10	-	Other than cash	Bonus issue	1.39	[•]
	October 1, 1997	(488,800)	10	10.00	Cash	Held in beneficial interest of M/s. Galaxy Chemicals	(1.38)	[•]
	December 1, 1998	(25,000)	10	10.00	Cash	Held in beneficial interest of M/s. Galaxy Chemicals	(0.07)	[•]
	June 30, 2001	64,600	10	-	Other than cash	Scheme of amalgamation with GOIL	0.18	[•]
	November 30, 2009	1,026,510	10	-	Other than cash	Bonus issue	2.90	[•]
	December 28, 2011	2,053,020	10	-	Other than cash	Bonus issue	5.79	[•]
	November 23, 2015	50,000	10	120.89	Cash	Transferred from Vilas Deshpande	0.14	[•]
	November 24, 2016	(10,750)	10	174.00	Cash	Transferred to Vilas Deshpande	(0.03)	[•]
	<b>Sub Total (C)</b>	<b>4,145,290</b>					<b>11.69</b>	<b>[•]</b>
<b>Mr. Shashikant Shanbhag</b>	May 21, 1986	10	10	10.00	Cash	Initial subscription to MoA	0.00	[•]
	June 23, 1986	553	10	10.00	Cash	Further allotment	0.00	[•]

Name of the Promoter	Date of allotment/ transfer and when the Equity Shares were made fully paid up	Number of equity shares allotted/ transferred	Face value (₹)	Issue/ Acquisition /Transfer price per equity share (₹)	Nature of consideration	Nature of transaction	% of pre- Offer capital	% of post- Offer capital
	November 13, 1986	19,937	10	10.00	Cash	Further allotment	0.05	[•]
	March 29, 1987	5,000	10	10.00	Cash	Further allotment	0.01	[•]
	December 8, 1989	400	10	10.00	Cash	Transfer from Mr. Gurumoorthy Ramakrishnan	0.00	[•]
	February 15, 1990	3,700	10	10.00	Cash	Further allotment	0.01	[•]
	August 18, 1992	100	10	10.00	Cash	Transfer from Mr. Subramaniam Sriram	0.00	[•]
	March 25, 1994	44,550	10	10.00	Cash	Further allotment	0.13	[•]
	September 20, 1994	44,825	10	10.00	Cash	Further allotment	0.13	[•]
	September 20, 1994	600	10	26.00	Cash	Further allotment	0.00	[•]
	January 27, 1995	167,545	10	-	Other than cash	Bonus issue	0.47	[•]
	February 22, 1995	334,025	10	10.00	Cash	Rights issue	0.94	[•]
	May 15, 1995	500	10	55.00	Cash	Private placement	0.00	[•]
	October 30, 1995	800	10	19.03	Cash	Transfer from Galaxy Emulsifiers Private Limited	0.00	[•]
	December 29, 1995	229,169	10	-	Other than cash	Scheme of amalgamation with GOPL	0.65	[•]
	February 22, 1996	132,300	10	55.00	Cash	Further allotment	0.37	[•]
	March 3, 1997	300	10	55.00	Cash	Transfer from Galaxy Emulsifiers Private Limited	0.00	[•]
	March 3, 1997	(16,000)	10	10.00	Cash	Transferred to Ms. Laxmibai Shanbhag	(0.04)	[•]
	March 3, 1997	484,157	10	-	Other than cash	Bonus issue	1.37	[•]
	October 1, 1997	(488,800)	10	10.00	Cash	Held in beneficial interest of M/s. Galaxy Chemicals	(1.38)	[•]
	December 1, 1998	(25,000)	10	10.00	Cash	Held in beneficial interest of M/s. Galaxy Chemicals	(0.07)	[•]
	June 30, 2001	64,600	10	-	Other than cash	Scheme of amalgamation with GOIL	0.18	[•]

Name of the Promoter	Date of allotment/ transfer and when the Equity Shares were made fully paid up	Number of equity shares allotted/ transferred	Face value (₹)	Issue/ Acquisition /Transfer price per equity share (₹)	Nature of consideration	Nature of transaction	% of pre- Offer capital	% of post- Offer capital
	April 7, 2007	13,750	10	-	Not applicable	Transmission from Ms. Laxmibai Shanbhag	0.04	[•]
	November 30, 2009	1,017,021	10	-	Other than cash	Bonus issue	2.87	[•]
	June 11, 2010	(5,000)	10	110.00	Cash	Transferred to Mr. Venkatesh Kasturirangan	(0.01)	[•]
	December 28, 2011	2,029,042	10	-	Other than cash	Bonus issue	5.72	[•]
	June 25, 2013	9,600	10	95.00	Cash	Transferred from Ms. Madhavi Tambe	0.03	[•]
	July 17, 2015	30,000	10	121.00	Cash	Transferred from Mr. Subramanian Velayudhan Pillai	0.08	[•]
	<b>Sub Total (D)</b>	<b>4,097,684</b>					<b>11.56</b>	<b>[•]</b>
	<b>Total (A+ B+C+D)</b>	<b>14,832,472</b>					<b>41.83</b>	<b>[•]</b>

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares. Further, certain of the Equity Shares held and/or transferred by or to our Promoters may have been held jointly with one or more persons as on the respective dates of their acquisition or transfer. As on the date of this Red Herring Prospectus, none of the Equity Shares held by our Promoters are pledged.

**(e) Shareholding of our Promoters and Promoter Group**

Details of the Equity Shares held by our Promoters and members of the Promoter Group are as follows:

Sr. No.	Name of the shareholder	Pre-Offer		Post-Offer	
		Number of Equity Shares	Percentage (%)	Number of Equity Shares	Percentage (%)
<b>(A) Promoters</b>					
1.	Mr. Unnathan Shekhar	4,226,740*	11.92	[•]	[•]
2.	Mr. Gopalkrishnan Ramakrishnan	2,362,758&	6.66	[•]	[•]
3.	Mr. Sudhir Dattaram Patil	4,145,290 <sup>(1)</sup> ^	11.69	[•]	[•]
4.	Mr. Shashikant Shanbhag	4,097,684%	11.56	[•]	[•]
<b>(B) Promoter Group</b>					
1.	Ms. Jayashree Ramakrishnan	1,842,972 <sup>S</sup>	5.20	[•]	[•]
2.	Mr. Unnathan Sridhar	122,900 <sup>(2)**</sup>	0.35	[•]	[•]
3.	Ms. Shanthi Laxminarasimhan	180,000 <sup>(3)#</sup>	0.51	[•]	[•]
4.	Ms. Vandana Shanbhag	110,000 <sup>(4)&amp;&amp;</sup>	0.31	[•]	[•]
5.	Ms. Lakshmy Shekhar	127,400 <sup>@</sup>	0.36	[•]	[•]
6.	Mr. Prakash Nayak	4,200 <sup>(5)\$\$\$</sup>	0.01	[•]	[•]
7.	Ms. Lata Nayak	4,200 <sup>(6)%%</sup>	0.01	[•]	[•]
8.	Ms. Sumathi Gopal	3,000	0.01	[•]	[•]
9.	Ms. Anuradha Prabhu	9,000 <sup>##</sup>	0.03	[•]	[•]

Sr. No.	Name of the shareholder	Pre-Offer		Post-Offer	
		Number of Equity Shares	Percentage (%)	Number of Equity Shares	Percentage (%)
10.	Mr. Nilkant Amonker	3,000 <sup>\$\$</sup>	0.01	[●]	[●]
11.	Ms. Vanita Kerkar	3,000 <sup>&amp;&amp;&amp;</sup>	0.01	[●]	[●]
12.	Mr. Gajanan Amonker	3,000	0.01	[●]	[●]
13.	Mr. Shreekant Shanbhag	3,000 <sup>(7)^^^</sup>	0.01	[●]	[●]
14.	Mr. Ramesh Prabhu	3,000 <sup>@@</sup>	0.01	[●]	[●]
15.	Ms. Sumathi Gopal	3,000 <sup>***</sup>	0.01	[●]	[●]
16.	Ms. Saraswathy Natrajan	9,000 <sup>(8)^^^</sup>	0.03	[●]	[●]
17.	Mr. S Suryanarayanan	15,000 <sup>(9)%%%</sup>	0.04	[●]	[●]
18.	Ms. Hema Suryanarayanan	15,000	0.04	[●]	[●]
19.	Ms. Vibhavari Ramesh Mande	17,200	0.05	[●]	[●]
20.	Mr. Ramesh Mande	17,200 <sup>(10)###</sup>	0.05	[●]	[●]
21.	Galaxy Emulsifiers Private Limited	543,000	1.53	[●]	[●]
22.	Mr. Unnathan Shekhar, Mr. Gopalkrishnan Ramakrishnan, Mr. Shashikant Shanbhag and Mr. Sudhir Dattaram Patil as Partners of M/s. Galaxy Chemicals	9,171,054 <sup>(11)</sup>	25.87	[●]	[●]
23.	Mr. Unnathan Shekhar and Mr. Kasargod Ganesh Kamath as trustees of Galaxy Surfactants Limited - Employees Welfare Trust	285,000 <sup>(12)</sup>	0.80	[●]	[●]
<b>Total (A+B)</b>		<b>27,291,398</b>	<b>76.97</b>	<b>[●]</b>	<b>[●]</b>

<sup>(1)</sup>Of the 4,145,290 Equity Shares held by Mr. Sudhir Dattaram Patil, 39,250 Equity Shares are proposed to be offered in the Offer and are currently held in an escrow account maintained by the Escrow Agent as per the terms of the OFS Scheme.

<sup>(2)</sup>Of the 122,900 Equity Shares held by Mr. Unnathan Sridhar, 75,000 Equity Shares are proposed to be offered in the Offer and are currently held in an escrow account maintained by the Escrow Agent as per the terms of the OFS Scheme.

<sup>(3)</sup>All of the 180,000 Equity Shares held by Ms. Shanthi Laxminarasimhan are proposed to be offered in the Offer and are currently held in an escrow account maintained by the Escrow Agent as per the terms of the OFS Scheme.

<sup>(4)</sup>Of the 110,000 Equity Shares held by Ms. Vandana Shashikant Shanbhag, 100,000 Equity Shares are proposed to be offered in the Offer and are currently held in an escrow account maintained by the Escrow Agent as per the terms of the OFS Scheme.

<sup>(5)</sup>All of the 4,200 Equity Shares held by Mr. Prakash Nayak are proposed to be offered in the Offer and are currently held in an escrow account maintained by the Escrow Agent as per the terms of the OFS Scheme.

<sup>(6)</sup>All of the 4,200 Equity Shares held by Ms. Lata Nayak are proposed to be offered in the Offer and are currently held in an escrow account maintained by the Escrow Agent as per the terms of the OFS Scheme.

<sup>(7)</sup>All of the 3,000 Equity Shares held by Mr. Shreekant Shanbhag are proposed to be offered in the Offer and are currently held in an escrow account maintained by the Escrow Agent as per the terms of the OFS Scheme.

<sup>(8)</sup>Of the 9,000 Equity Shares held by Ms. Saraswathy Natrajan, 6,000 Equity Shares are proposed to be offered in the Offer and are currently held in an escrow account maintained by the Escrow Agent as per the terms of the OFS Scheme.

<sup>(9)</sup>All of the 15,000 Equity Shares held by Mr. S Suryanarayanan are proposed to be offered in the Offer and are currently held in an escrow account maintained by the Escrow Agent as per the terms of the OFS Scheme.

<sup>(10)</sup>All of the 17,200 Equity Shares held by Mr. Ramesh Mande are proposed to be offered in the Offer and are currently held in an escrow account maintained by the Escrow Agent as per the terms of the OFS Scheme.

<sup>(11)</sup>Of the 9,171,054 Equity Shares held by Mr. Unnathan Shekhar, Mr. Gopalkrishnan Ramakrishnan, Mr. Shashikant Shanbhag and Mr. Sudhir Dattaram Patil as Partners of M/s. Galaxy Chemicals, 1,418,204 Equity Shares are proposed to be offered in the Offer and are currently held in an escrow account maintained by the Escrow Agent as per the terms of the OFS Scheme.

<sup>(12)</sup>All of the 285,000 Equity Shares held by Mr. Unnathan Shekhar and Mr. Kasargod Ganesh Kamath as trustees of Galaxy Surfactants Limited - Employees Welfare Trust are proposed to be offered in the Offer and are currently held in an escrow account maintained by the Escrow Agent as per the terms of the OFS Scheme.

\*Jointly held with Ms. Lakshmy Shekhar

&Jointly held with Ms. Jayashree Ramakrishnan

^4,106,040 Equity Shares jointly held with Ms. Sandhya Patil

%Jointly held with Ms. Vandana Shanbhag

§Jointly held with Mr. Gopalkrishnan Ramakrishnan

#Jointly held with Mr. Venkatanarayanan Lakshminarasimhan

@ Jointly held with Mr. Unnathan Shekhar  
 \*\* Jointly held with Ms. Kavitha Sridhar  
 && Jointly held with Mr. Shashikant Rayappa Shanbhag  
 ^^ Jointly held with Mr. Natarajan .K.S.  
 %% Jointly held with Mr. Prakash Nayak  
 \$\$ Jointly held with Ms. Gajanan Amonker  
 ## Jointly held with Mr. Nikhil Ramesh, Mr. Rohan Ramesh and Ms. Rhea Ramesh  
 @@ Jointly held with Ms. Anuradha Dayanand Prabhu  
 \*\*\* Jointly held with Mr. V S Gopal  
 &&& Jointly held with Mr. Hiren Kerkar  
 ^^ Jointly held with Ms. Smita Shanbhag  
 \$\$\$ Jointly held with Ms. Lata Nayak  
 %%% Jointly held with Ms. Hema Suryanarayanan  
 ### Jointly held with Ms. Vibhavari Mande

All Equity Shares held by our Promoters, the Offered Shares and at least 50% of Equity Shares held by Shareholders other than our Promoters are in dematerialised form.

**(f) Details of Promoters' contribution locked in for three years:**

Pursuant to Regulations 32 and 36 of SEBI Regulations, an aggregate of 20% of the post-Offer paid up capital of our Company held by our Promoters, shall be considered as the minimum Promoters' contribution and locked-in for a period of three years from the date of Allotment ("Promoters' Contribution") and our Promoters' shareholding in excess of 20% shall be locked in for a period of one year from the date of Allotment.

The lock-in of the Promoters' Contribution would be created as per applicable law and procedures and details of the same shall also be provided to the Stock Exchanges before the listing of the Equity Shares.

Our Promoters have consented to the inclusion of such number of Equity Shares held by them, in aggregate, as may constitute 20% of the post-Offer Equity Share capital of our Company as Promoters' Contribution and have agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner the Promoters' Contribution from the date of filing of the Draft Red Herring Prospectus, until the commencement of the lock-in period specified above, or for such other time as required under the SEBI Regulations. Details of the Promoters' Contribution are as provided below:

Name	Number of Equity Shares	Date of allotment / transfer	Face value (₹)	Issue / acquisition price per Equity Share (₹) <sup>#</sup>	Nature of transaction	% of pre-Offer capital	% of post-Offer capital <sup>*</sup>
Mr. Unnathan Shekhar	1,772,750	December 28, 2011	10	-	Bonus issue	5.00	[●]
Mr. Gopalkrishnan Ramakrishnan	26,000	January 27, 1995	10	-	Bonus issue	0.07	[●]
	581,696	November 30, 2009	10	-	Bonus issue	1.64	[●]
	1,165,054	December 28, 2011	10	-	Bonus issue	3.29	[●]
Mr. Sudhir Dattaram Patil	1,772,750	December 28, 2011	10	-	Bonus issue	5.00	[●]
Mr. Shashikant Shanbhag	1,772,750	December 28, 2011	10	-	Bonus issue	5.00	[●]
<b>Total</b>	<b>7,091,000</b>					<b>20.00</b>	<b>[●]</b>

<sup>#</sup> Equity Shares were fully paid-up on the date of allotment/acquisition.

<sup>\*</sup> To be incorporated upon finalisation of the Offer Price.

Our Promoters have confirmed to the Company and the BRLMs that the acquisition of the Equity Shares forming part of the Promoters' contribution have been financed from personal funds and no loans or financial assistance from any banks or financial institution has been availed by for this purpose.

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

The Equity Shares that are being locked-in are not ineligible for computation of Promoters' Contribution under the SEBI Regulations. In this computation, as per Regulation 33 of the SEBI Regulations, our Company confirms that the Equity Shares which are being locked-in do not, and shall not, consist of:

- (a) Equity Shares acquired during the preceding three years (a) for consideration other than cash and revaluation of assets or capitalisation of intangible assets is involved in such transactions; or (b) arising from bonus shares out of revaluation reserves or unrealised profits of our Company or bonus shares issued against Equity Shares which are otherwise ineligible for computation of Promoters' Contribution;
- (b) Equity Shares acquired during the one year preceding the date of the Draft Red Herring Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in the Offer; and
- (c) Equity Shares held by the Promoters that are subject to any pledge or any other form of encumbrance.

Our Company has not been formed by the conversion of a partnership firm into a company and thus, no Equity Shares have been issued to our Promoters upon conversion of a partnership firm.

All the Equity Shares held by the Promoters are held in dematerialised form. Further, our Company shall comply with the requirement of dematerialising all the Equity Shares held by the members of the Promoter Group before the Equity Shares are listed on the Stock Exchanges.

## **2. *Details of share capital locked-in for one year:***

Except for the Promoters' Contribution, which shall be locked-in as above, the entire pre-Offer capital of our Company shall be locked in for a period of one year from the date of Allotment.

## **3. *Other requirements in respect of lock-in:***

In terms of the SEBI Regulations, Equity Shares held by the Promoters and subjected to lock-in requirements, may be pledged with any scheduled commercial bank or public financial institution as collateral security if the loan has been granted by such bank or institution if the Equity Shares are locked-in for one year in terms of the SEBI Regulations and the pledge of the Equity Shares is one of the terms of the sanction of the loan.

The Equity Shares held by the Promoters and subject to lock-in may be transferred to and among the Promoters, members of the Promoter Group or to any new promoter or person in control of our Company, subject to continuation of the lock-in in the hands of the transferees for the remaining period and in compliance with the SEBI Takeover Regulations, as applicable and such transferee shall not be eligible to transfer them till the lock-in period stipulated in the SEBI Regulations has expired.

Further, in terms of the SEBI Regulations, the Equity Shares held by persons other than the Promoters prior to the Offer and subject to lock-in, may be transferred to any other person holding Equity Shares which are locked in along with the Equity Shares proposed to be transferred, subject to the continuation of the lock-in in the hands of the transferee for the remaining period and compliance with the provisions of the SEBI Takeover Regulations, as applicable.

The Offered Shares which will be transferred by the Selling Shareholders in the Offer for Sale shall not be subject to lock-in. However, any unsubscribed portion of Equity Shares offered by the Selling Shareholders in the Offer for Sale would also be locked-in as required under the SEBI Regulations.

## **4. *Lock-in of Equity Shares allotted to Anchor Investors:***

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

## 5. Shareholding Pattern of our Company

The table below presents the equity shareholding of our Company as on January 12, 2018:

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)		No. of Shares underlying outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities ( as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialised form (XIV)
								No of voting rights				No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class – Equity Shares	Total as a % of (A+B+C)							
(A)	Promoters and Promoter Group	33	27,291,398	0	0	27,291,398	76.98	27,291,398	76.98	0	76.97	0	0	0	0	27,270,398
(B)	Public	2,326	8,163,354	0	0	8,163,354	23.02	8,163,354	23.02	0	23.02	0		N.A.		6,660,434
(C)	Non Promoter-Non Public	0	0	0	0	0	0	0	0	0	0	0		N.A.		0
(C1)	Shares underlying DRs	0	0	0	0	0	N.A.	0	0	0	0	0		N.A.		0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0		N.A.		0
	<b>Total</b>	<b>2,359</b>	<b>35,454,752</b>	<b>0</b>	<b>0</b>	<b>35,454,752</b>	<b>100</b>	<b>3,5454,752</b>	<b>100.00</b>	<b>0</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>33,930,832</b>

Our Company will file the shareholding pattern, in the form prescribed under Regulation 31 of the SEBI Listing Regulations, one day prior to the listing of the Equity Shares. The shareholding pattern will be provided to the Stock Exchanges for uploading on the website of Stock Exchanges before the commencement of trading of the Equity Shares.

## 6. *Shareholding of our Directors and/or Key Management Personnel*

Except as set forth below, none of our Directors or Key Management Personnel held any Equity Shares as on January 12, 2018:

Sr. No.	Name of the Director/Key Management Personnel	Pre-Offer		Post-Offer	
		Number of Equity Shares	Percentage (%)	Number of Equity Shares	Percentage (%)
1.	Mr. Shekhar Ravindranath Warriar	30,000 <sup>%</sup>	0.08	[●]	[●]
2.	Mr. Unnathan Shekhar	4,226,740*	11.92	[●]	[●]
3.	Mr. Natarajan K. Krishnan	49,600 <sup>(1)</sup>	0.14	[●]	[●]
4.	Mr. Ramakrishnan Gopalkrishnan	2,362,758 <sup>&amp;</sup>	6.66	[●]	[●]
5.	Mr. Sudhir Dattaram Patil	4,145,290 <sup>(2)^</sup>	11.69	[●]	[●]
6.	Mr. Kasargod Ganesh Kamath	30,000 <sup>(3)</sup>	0.08	[●]	[●]
7.	Dr. Nirmal Koshti	135,856 <sup>(4)§</sup>	0.37	[●]	[●]
8.	Mr. Vaijanath Kulkarni	42,000 <sup>(5)</sup>	0.12	[●]	[●]
9.	Mr. Subodh Satchitanand Nadkarni	30,000	0.08	[●]	[●]
10.	Mr. Melarkode Ganesan Parameswaran	30,000	0.08	[●]	[●]
11.	Mr. Garikiparthi Sessa Samba Murty	10,000 <sup>#</sup>	0.02	[●]	[●]
12.	Mr. Sagar Anil Trailokya	4,000 <sup>@</sup>	0.01	[●]	[●]
13.	Mr. Yogesh Kalra	27,800 <sup>(6)</sup>	0.08	[●]	[●]

<sup>(1)</sup> Of the 49,600 Equity Shares held by Mr. Natarajan K. Krishnan, 40,000 Equity Shares are proposed to be offered by him in the Offer and are currently held in an escrow account maintained by the Escrow Agent as per the terms of the OFS Scheme.

<sup>(2)</sup> Of the 4,145,290 Equity Shares held by Mr. Sudhir Dattaram Patil, 39,250 Equity Shares are proposed to be offered in the Offer and are currently held in an escrow account maintained by the Escrow Agent as per the terms of the OFS Scheme.

<sup>(3)</sup> Of the 30,000 Equity Shares held by Mr. Kasargod Ganesh Kamath, 10,000 Equity Shares are proposed to be offered by him in the Offer and are currently held in an escrow account maintained by the Escrow Agent as per the terms of the OFS Scheme.

<sup>(4)</sup> Of the 1,35,856 Equity Shares held by Dr. Nirmal Koshti, 120,000 Equity Shares are proposed to be offered by him in the Offer and are currently held in an escrow account maintained by the Escrow Agent as per the terms of the OFS Scheme.

<sup>(5)</sup> Of the 42,000 Equity Shares held by Mr. Vaijanath Kulkarni, 16,000 Equity Shares are proposed to be offered by him in the Offer and are currently held in an escrow account maintained by the Escrow Agent as per the terms of the OFS Scheme.

<sup>(6)</sup> Of the 27,800 Equity Shares held by Mr. Yogesh Kalra, 20,000 Equity Shares are proposed to be offered by him in the Offer and are currently held in an escrow account maintained by the Escrow Agent as per the terms of the OFS Scheme.

<sup>%</sup> Jointly held with Ms. Jayshree Ravindranath

<sup>\*</sup> Jointly held with Ms. Lakshmy Shekhar

<sup>&</sup> Jointly held with Ms. Jayashree Ramakrishnan

<sup>^</sup> 4,106,040 Equity Shares jointly held with Ms. Sandhya Patil

<sup>§</sup> 101,856 Equity Shares jointly held with Ms. Neeta Koshti

<sup>#</sup> 2,000 Equity Shares jointly held with Ms. Garikiparthi Swathi

<sup>@</sup> 3,000 Equity Shares jointly held with Ms. Neeta Trailokya

7. As on January 12, 2018, our Company has 2,359 shareholders.



## 8. Equity Shares held by the top 10 Shareholders:

- (a) Our top 10 Shareholders and the number of Equity Shares held by them, as on January 12, 2018 are as follows:

Sr. No.	Name of the Shareholder	Number of Equity Shares Held	Percentage (%) of Pre-Offer Capital
1.	Mr. Unnathan Shekhar, Mr. Gopalkrishnan Ramakrishnan, Mr. Shashikant Rayappa Shanbhag and Mr. Sudhir Dattaram Patil as partners of M/S. Galaxy Chemicals	9,171,054 <sup>(1)</sup>	25.87
2.	Mr. Unnathan Shekhar	4,226,740*	11.92
3.	Mr. Sudhir Dattaram Patil	4,145,290 <sup>(2)&amp;</sup>	11.69
4.	Mr. Shashikant Shanbhag	4,097,684 <sup>^</sup>	11.56
5.	Mr. Gopalkrishnan Ramakrishnan	2,362,758 <sup>%</sup>	6.66
6.	Jayashree Ramakrishnan <sup>§</sup>	1,842,972	5.20
7.	Hemant Kavthankar	1,411,200 <sup>(3)</sup>	3.98
8.	Jayshree Ramesh	558,532	1.58
9.	Galaxy Emulsifiers Private Limited	543,000	1.53
10.	Galaxy Surfactants Limited – Employees Welfare Trust	285,000 <sup>(4)</sup>	0.80
	<b>Total</b>	<b>28,644,230</b>	<b>80.79</b>

<sup>(1)</sup> Of the 9,171,054 Equity Shares held by Mr. Unnathan Shekhar, Mr. Gopalkrishnan Ramakrishnan, Mr. Shashikant Rayappa Shanbhag and Mr. Sudhir Dattaram Patil as partners of M/S. Galaxy Chemicals, 1,418,204 Equity Shares are proposed to be offered in the Offer and are currently held in an escrow account maintained by the Escrow Agent as per the terms of the OFS Scheme.

<sup>(2)</sup> Of the 4,145,290 Equity Shares held by Mr. Sudhir Dattaram Patil, 39,250 Equity Shares are proposed to be offered in the Offer and are currently held in an escrow account maintained by the Escrow Agent as per the terms of the OFS Scheme.

<sup>(3)</sup> Of the 1,411,200 Equity Shares held by Mr. Hemant Kavthankar, 1,411,200 Equity Shares are proposed to be offered by him in the Offer and are currently held in an escrow account maintained by the Escrow Agent as per the terms of the OFS Scheme.

<sup>(4)</sup> All of the 285,000 Equity Shares held by Mr. Unnathan Shekhar and Mr. Kasargod Ganesh Kamath as trustees of Galaxy Surfactants Limited - Employees Welfare Trust are proposed to be offered in the Offer and are currently held in an escrow account maintained by the Escrow Agent as per the terms of the OFS Scheme.

\*Jointly held with Ms. Lakshmy Shekhar

& 4,106,040 Equity Shares jointly held with Ms. Sandhya Patil

^ Jointly held with Ms. Vandana Shanbhag

% Jointly held with Ms. Jayashree Ramakrishnan

§ Jointly held with Mr. Gopalkrishnan Ramakrishnan

- (b) Our top 10 Shareholders and the number of Equity Shares held by them on January 5, 2018, being approximately 10 days prior to filing of this Red Herring Prospectus were as follows:

Sr. No.	Name of the Shareholder	Number of Equity Shares Held	Percentage (%) of Pre-Offer Capital
1.	Mr. Unnathan Shekhar, Mr. Gopalkrishnan Ramakrishnan, Mr. Shashikant Rayappa Shanbhag and Mr. Sudhir Dattaram Patil as partners of M/S. Galaxy Chemicals	9,171,054 <sup>(1)</sup>	25.87
2.	Mr. Unnathan Shekhar	4,226,740*	11.92
3.	Mr. Sudhir Dattaram Patil	4,145,290 <sup>(2)&amp;</sup>	11.69
4.	Mr. Shashikant Shanbhag	4,097,684 <sup>^</sup>	11.56
5.	Mr. Gopalkrishnan Ramakrishnan	2,362,758 <sup>%</sup>	6.66
6.	Jayashree Ramakrishnan <sup>§</sup>	1,842,972	5.20
7.	Hemant Kavthankar	1,411,200 <sup>(3)</sup>	3.98
8.	Jayshree Ramesh	558,532	1.58
9.	Galaxy Emulsifiers Private Limited	543,000	1.53
10.	Galaxy Surfactants Limited – Employees Welfare Trust	285,000 <sup>(4)</sup>	0.80
	<b>Total</b>	<b>28,644,230</b>	<b>80.79</b>

<sup>(1)</sup> Of the 9,171,054 Equity Shares held by Mr. Unnathan Shekhar, Mr. Gopalkrishnan Ramakrishnan, Mr. Shashikant Rayappa Shanbhag and Mr. Sudhir Dattaram Patil as partners of M/s. Galaxy Chemicals, 1,418,204 Equity Shares are proposed to be offered in the Offer and are currently held in an escrow account maintained by the Escrow Agent as per the terms of the OFS Scheme.

<sup>(2)</sup> Of the 4,145,290 Equity Shares held by Mr. Sudhir Dattaram Patil, 39,250 Equity Shares are proposed to be offered in the Offer and are currently held in an escrow account maintained by the Escrow Agent as per the terms of the OFS Scheme.

<sup>(3)</sup> Of the 1,411,200 Equity Shares held by Mr. Hemant Kavthankar, 1,411,200 Equity Shares are proposed to be offered by him in the Offer and are currently held in an escrow account maintained by the Escrow Agent as per the terms of the OFS Scheme.

<sup>(4)</sup> All of the 285,000 Equity Shares held by Mr. Unnathan Shekhar and Mr. Kasargod Ganesh Kamath as trustees of Galaxy Surfactants Limited - Employees Welfare Trust are proposed to be offered in the Offer and are currently held in an escrow account maintained by the Escrow Agent as per the terms of the OFS Scheme.

\*Jointly held with Ms. Lakshmy Shekhar

& 4,106,040 Equity Shares jointly held with Ms. Sandhya Patil

^ Jointly held with Ms. Vandana Shanbhag

% Jointly held with Ms. Jayashree Ramakrishnan

§ Jointly held with Mr. Gopalkrishnan Ramakrishnan

(c) Our top 10 Shareholders on January 15, 2016, being approximately two years prior to the date of filing of this Red Herring Prospectus were as follows:

Sr. No.	Name of the Shareholder	Number of Equity Shares Held	Percentage (%) of Pre-Offer Capital
1.	Mr. Unnathan Shekhar, Mr. Gopalkrishnan Ramakrishnan, Mr. Shashikant Rayappa Shanbhag and Mr. Sudhir Dattaram Patil as partners of M/S. Galaxy Chemicals	9,168,604	25.86
2.	Mr. Unnathan Shekhar	4,113,440*	11.60
3.	Mr. Sudhir Dattaram Patil	4,106,040&	11.58
4.	Mr. Shashikant Shanbhag	4,088,084^	11.53
5.	Mr. Gopalkrishnan Ramakrishnan	2,330,108%	6.57
6.	Ms. Jayashree Ramakrishnan	1,792,972§	5.06
7.	Mr. Hemant Kavthankar	1,411,200	3.98
8.	Ms. Jayshree Ramesh	558,532	1.58
9.	Galaxy Emulsifiers Private Limited	543,000	1.53
10.	Galaxy Surfactants Limited – Employees Welfare Trust	285,000	0.80
	<b>Total</b>	<b>28,396,980</b>	<b>80.09</b>

\*Jointly held with Ms. Lakshmy Shekhar

& 4,106,040 Equity Shares jointly held with Ms. Sandhya Patil

^ Jointly held with Ms. Vandana Shanbhag

% Jointly held with Ms. Jayashree Ramakrishnan

§ Jointly held with Mr. Gopalkrishnan Ramakrishnan

9. In the last two years preceding the date of filing of the Draft Red Herring Prospectus, our Company has not issued any Equity Shares.
10. Our Company, our Directors and the BRLMs have not entered into any buy-back and/or standby and/or any other similar arrangements for the purchase of Equity Shares from any person.
11. As on the date of filing of this Red Herring Prospectus, the BRLMs or their respective associates, determined as per the definition of ‘associate company’ under Companies Act, 2013, do not hold any Equity Shares. The BRLMs and their affiliates may engage in transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company and/or our Subsidiaries, for which they may in the future receive customary compensation.
12. Our Company has not issued any Equity Shares out of revaluation reserves.
13. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing this Red Herring Prospectus.
14. As on the date of this Red Herring Prospectus, there are no outstanding convertible securities or any other right which would entitle any person any option to receive Equity Shares.
15. There will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of the Draft Red

Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or refund of application moneys.

16. Over-subscription to the extent of 10% of the Offer can be retained for the purpose of rounding off to the nearest multiple of the minimum Allotment lot while finalising the Basis of Allotment.
17. Neither our Promoter, nor any of the members of our Promoter Group, our Directors, or their immediate relatives have purchased or sold any securities of our Company or any of our Subsidiaries, during a period of six months preceding the date of filing the Draft Red Herring Prospectus with SEBI and until the date of this Red Herring Prospectus. However, in the preceding six months from the date of filing of the Draft Herring Prospectus, some of the members of our Promoter Group have a) gifted shares to other members of the Promoter Group and b) have changed names from being first holder to second holder and vice versa in case of Equity Shares held by them jointly. Further, certain members of our Promoter Group may transfer Equity Shares held jointly by them to any one of such joint holders in order to facilitate the dematerialization of the entire shareholding of the Promoter Group, provided that such transfers shall not result in the transfer of the beneficial ownership of any such Equity Shares.
18. Except for the sale of Equity Shares in the Offer, our Promoters and the members of our Promoter Group will not participate in the Offer. The Selling Shareholders are collectively offering an aggregate of up to 6,331,674 Equity Shares for sale in the Offer. Other than such offer, the Selling Shareholders will not submit Bids, or otherwise participate in this Offer.
19. There have been no financing arrangements whereby the Promoter Group, the Directors or their relatives have financed the purchase of our Equity Shares by any other person other than in the normal course of business of the financing entity during the period of six months immediately preceding the date of the Draft Red Herring Prospectus.
20. In terms of Rule 19(2)(b) of the SCRR read with Regulation 41 of the SEBI Regulations and in compliance with Regulation 26(1) of the SEBI Regulations, wherein not more than 50% of the Offer shall be allocated on a proportionate basis to QIBs. Provided that our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis out of which at least one third shall be reserved for domestic Mutual Funds only subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under subscription in the Anchor Investor Category, the remaining Equity Shares shall be added to the QIB Category. 5% of the QIB Category (other than Anchor Investor Category) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Category (other than Anchor Investor Category) shall be available for allocation on a proportionate basis to all QIBs, 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, in accordance with the SEBI Regulations, to Retail Individual Investors, subject to valid Bids being received at or above the Offer Price.
21. Our Company presently does not intend or propose to alter the capital structure for a period of six months from the Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether on a preferential basis or by way of issue of bonus or rights or further public issue of Equity Shares or qualified institutions placement 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 Equity Shares as currency for acquisitions or participation in such joint ventures.
22. For details in relation to allotments of Equity Shares of our Company pursuant to schemes approved under Sections 391 to 394 of the Companies Act, 1956, please see "*History and Certain Corporate Matters – Details regarding acquisition of business/undertakings, mergers, amalgamation and revaluation of assets*" on page 154.
23. Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except the QIB Category, would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company in consultation with the BRLMs and the

Designated Stock Exchange. However, undersubscription, if any, in the QIB Category will not be allowed to be met with spill-over from other categories or a combination of other categories.

24. The Equity Shares transferred pursuant to the Offer shall be fully paid-up at the time of Allotment.
25. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
26. Our Company shall ensure that any transaction in the Equity Shares by the Promoters and the Promoter Group during the period between the date of registering this Red Herring Prospectus with the RoC and the date of closure of the Offer shall be reported to the Stock Exchanges within 24 hours of such transaction.
27. No person connected with the Offer, including, but not limited to, the members of the Syndicate, our Company, the Selling Shareholders, our Subsidiaries, the Directors, the Promoters or the members of our Promoter Group and Group Companies, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid.
28. Our Company has not made any public issue or rights issue of any kind or class of securities in the last ten years.
29. Our Company has not issued any Equity Shares in the last one year preceding the date of filing of this Red Herring Prospectus, which may have been issued at a price that is lower than the Offer Price.
30. Our Company shall comply with such disclosures and accounting norms as may be specified by SEBI from time to time.

## OBJECTS OF THE OFFER

The objects of the Offer are to achieve the benefits of listing the Equity Shares on the Stock Exchanges and the sale of Equity Shares by the Selling Shareholders. Further, our Company expects that listing of the Equity Shares will enhance its visibility and brand image and provide liquidity to its existing Shareholders. The listing of the Equity Shares will also provide a public market for the Equity Shares in India.

Our Company will not directly receive any proceeds of the Offer and all the proceeds of the Offer will go to the Selling Shareholders in the proportion of the Equity Shares offered by them.

### Offer related expenses

The total expenses of the Offer are estimated to be approximately ₹[●] million. The expenses of the Offer include, among others, listing fees, underwriting and lead management fees, selling commissions, SCSBs' commissions/fees, printing and distribution expenses, advertisement expenses and legal fees and all other incidental expenses for listing the Equity Shares on the Stock Exchanges.

The estimated break-up of the Offer expenses are as follows:

Activity	Estimated expenses*	As a % of the total estimated Offer expenses*	As a % of the total Offer size*
Fees payable to the BRLMs including underwriting commission, brokerage and selling commission, as applicable	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Brokerage and selling commission payable to Syndicate Members and SCSB, Registered Brokers, RTAs and CDPs <sup>(1)(2)</sup>	[●]	[●]	[●]
Processing fees to SCSBs for ASBA Applications procured by the members of the Syndicate or Registered Brokers and submitted with the SCSBs <sup>(3)</sup>	[●]	[●]	[●]
Others (listing fees, legal fees, SEBI and Stock Exchanges processing fees, etc.)	[●]	[●]	[●]
<b>Total Estimated Expenses</b>	[●]	[●]	[●]

\* Will be incorporated at the time of filing of the Prospectus.

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

Portion for Retail Individual Investors	0.35% of the amount Allotted (plus applicable taxes)*
Portion for Non-Institutional Investors	0.20% of the amount Allotted (plus applicable taxes)*

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

**Note:** The brokerage / selling commission payable to the Syndicate (including their sub-syndicate members), Registered Brokers, RTAs and CDPs will be determined on the basis of the ASBA Form number / series, provided that the application is also bid by the respective Syndicate (including their sub-syndicate members), Registered Brokers, RTAs and CDPs. For clarification, if an ASBA Application on the ASBA Form number / series of a member of the Syndicate (including their sub-syndicate members), Registered Brokers, RTAs and CDPs, is bid for by an SCSB, the brokerage / selling commission will be payable to the SCSB and not to the members of the Syndicate (including their sub-syndicate members), Registered Brokers, RTAs and CDPs. The brokerage / selling commission payable to the Registered Brokers, RTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the Bid book of either of the Stock Exchanges. Payment of brokerage / selling commission payable to the sub-brokers / agents of the Sub-Syndicate Members will be handled directly by the Sub-Syndicate Members, and the necessary records for the same shall be maintained by the respective Sub-Syndicate Member.

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

Portion for Retail Individual Investors	0.35% of the amount Allotted (plus applicable taxes)*
Portion for Non-Institutional Investors	0.20% of the amount Allotted (plus applicable taxes)*

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

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

- (3) Processing fees payable to the SCSBs on the portion for Retail Individual Investors and Non-Institutional Investors which are procured by the members of the Syndicate /Sub-Syndicate /Registered Brokers /RTAs /CDPs and submitted to SCSBs for blocking would be as follows:

Portion for Retail Individual Investors	₹10 per valid ASBA Form (plus applicable taxes)
Portion for Non-Institutional Investors	₹10 per valid ASBA Form (plus applicable taxes)

SCSBs will be entitled to a processing fee of ₹ 10 (plus applicable taxes), per valid ASBA Form, subject to total ASBA processing fees payable to SCSBs being maximum of ₹ 5.00 million (plus applicable taxes), for processing the ASBA Forms procured and bid for by the members of the Syndicate (including their sub-syndicate members), Sub-Syndicate, Registered Brokers, RTAs or CDPs from Retail Individual Investors and Non-Institutional Investors and submitted to the SCSBs. In case the total ASBA processing fees payable to SCSBs exceeds ₹ 5.00 million (plus applicable taxes), then the amount payable to SCSBs would be proportionately distributed based on the number of valid applications that are processed by the members of the Syndicate (including their sub-syndicate members), Registered Brokers, RTAs or CDPs from Retail Individual Investors and Non-Institutional Investors and submitted to the SCSBs for blocking of funds such that the total ASBA processing charges payable does not exceed ₹ 5.00 million (plus applicable taxes).

No processing fees shall be payable by our Company and the Selling Shareholders to the SCSBs on the applications directly procured by them.

Bidding charges of ₹ 10 (plus applicable taxes), per valid ASBA Form, will be subject to a total cap of ₹ 5.00 million (plus applicable taxes), for bidding the valid ASBA Forms procured by the members of the Syndicate, Sub-Syndicate, Registered Brokers, RTAs or CDPs from Retail Individual Investors and Non-Institutional Investors and submitted to the SCSBs.

Upon completion of the Offer, all expenses with respect to the Offer, excluding listing fees payable to the Stock Exchanges where the Equity Shares are proposed to be listed, which will be borne by our Company, will be shared among the Selling Shareholders, in proportion to the Equity Shares being offered by each of them in the Offer, except certain expenses to be borne by intermediaries as per the terms of their appointment.

Any payments 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.

#### **Monitoring Utilization of Funds**

Since the Offer is by way of an Offer for Sale, there is no requirement to appoint a monitoring agency for the Offer.

#### **Other Confirmations**

Except to the extent of any proceeds received from the sale of Offered Shares proposed by them, none of our Promoters, Directors, Key Management Personnel or Group Companies will receive any proceeds from the Offer.

## BASIS FOR OFFER PRICE

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

Bidders should also refer to the sections titled “*Our Business*”, “*Risk Factors*” and “*Financial Statements*” on pages 123, 15 and 196, respectively, to have an informed view before making an investment decision.

### Qualitative Factors

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

- Established global supplier to major FMCG brands with demonstrated track record;
- Robust product portfolio addressing diverse customer needs;
- Proven R&D capabilities with dedicated focus on innovation;
- Global footprint supporting local reach;
- Strong presence in high growth markets of India and AMET region;
- Professional and experienced management team; and
- Track record of robust financial performance

For further details, see “*Our Business*” and “*Risk Factors*” on pages 123 and 15, respectively.

### Quantitative Factors

The information presented below relating to our Company is based on the Restated Consolidated Financial Statements and Restated Standalone Financial Statements of our Company.

For details, see section “*Financial Statements*” on page 196.

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

As per our Restated Standalone Financial Statements:

Year/Period ended	Basic EPS (₹)	Weight	Diluted EPS (₹)	Weight*
March 31, 2015	24.02	1	24.02	1
March 31, 2016	30.24	2	30.24	2
March 31, 2017	29.29	3	29.29	3
<b>Weighted Average</b>	<b>28.73</b>		<b>28.73</b>	
September 30, 2017	14.45		14.45	

As per our Restated Consolidated Financial Statements:

Year/Period ended	Basic EPS (₹)	Weight	Diluted EPS (₹)	Weight*
March 31, 2015	19.03	1	19.03	1
March 31, 2016	28.97	2	28.97	2
March 31, 2017	41.27	3	41.27	3
<b>Weighted Average</b>	<b>33.46</b>		<b>33.46</b>	
September 30, 2017	21.20		21.20	

#### NOTES:

1) The ratios have been computed as below:

- a) Basic earnings per share (INR)      Restated net profit/(loss) after tax for the year ended /

Weighted average number of equity shares outstanding during the year considered for calculating basic earnings per share

b) Diluted earnings per share (INR) Restated net profit/(loss) after tax for the year ended /  
Weighted average number of equity shares outstanding during the year considered for calculating diluted earnings per share

- 2) The face value of each Equity Share is ₹10.
- 3) Basic EPS and Diluted EPS calculations are in accordance with Accounting Standard 20 (AS-20) 'Earnings per Share', notified under Section 133 of Companies Act, 2013 read together along with paragraph 7 of the Companies (Accounts) Rules, 2014.
- 4) The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Annexure V beginning on page 207.

## 2. Price earning ratio (P/E) in relation to the Price Band of ₹[●] to ₹[●] per Equity Share

Particulars	P/E (Standalone)		P/E (Consolidated)	
	P/E at the Floor Price	P/E at the Cap Price	P/E at the Floor Price	P/E at the Cap Price
P/E ratio based on Basic EPS for the financial year ended March 31, 2017	[●]	[●]	[●]	[●]
P/E ratio based on Diluted EPS for the financial year ended March 31, 2017	[●]	[●]	[●]	[●]

### Industry P/E ratio

There are no listed entities whose business portfolio is comparable with that of our business and comparable to our scale of operations.

## 3. Return on Net Worth (RoNW)

RoNW as per Restated Standalone Financial Statements:

Period/Year ended	RoNW (%)	Weight
March 31, 2015	22.41	1
March 31, 2016	23.97	2
March 31, 2017	19.77	3
<b>Weighted Average</b>	<b>21.61</b>	
September 30, 2017	8.71	

RoNW as per Restated Consolidated Financial Statements:

Period/Year ended	RoNW (%)	Weight
March 31, 2015	19.27	1
March 31, 2016	24.88	2
March 31, 2017	28.68	3
<b>Weighted Average</b>	<b>25.85</b>	
September 30, 2017	12.45	

RoNW (%) =  $\frac{\text{Net profit/(loss) after tax, as restated, attributable to equity shareholders}}{\text{Average net worth of opening and closing}}$

“Net Worth” means the aggregate of the paid up share capital and restated reserves and surplus (includes capital reserve, securities premium, foreign currency translation reserve, capital reserve on translation and surplus in statement on profit and loss and general reserve).

## 4. Minimum Return on Total Net Worth after the Offer needed to maintain pre- Offer EPS for the financial year ended March 31, 2017



There will be no change in the Net Worth post-Offer as the Offer is by way of Offer for Sale by the Selling Shareholders.

#### 5. Net Asset Value (“NAV”) per Equity Share

NAV	Standalone (₹)	Consolidated (₹)
As on March 31, 2017	160.36	161.51
As on September 30, 2017	171.20	179.11
After the Offer	171.20	179.11
Offer Price		[●]

*Net Asset Value Per Equity Share = Net Worth, as restated / Total number of Equity Shares outstanding as at the end of year/period.*

#### 6. Comparison with listed industry peers

There are no listed entities whose business portfolio is comparable with that of our business and comparable to our scale of operations.

The Offer Price of ₹[●] has been determined by our Company in consultation with the Selling Shareholders’ Committee and the BRLMs on the basis of assessment of the market demand from investors for the Equity Shares by way of book-building. Our Company and the BRLMs believe that the Offer Price of ₹[●] is justified in view of the above qualitative and quantitative parameters. Investors should read the above mentioned information along with “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and “*Financial Statements*” on pages 15, 123, 290 and 196, respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in “*Risk Factors*” and you may lose all or part of your investments.

## STATEMENT OF SPECIAL TAX BENEFITS

To

The Board of Directors  
Galaxy Surfactants Limited  
C-49/2, TTC Industrial Area,  
Pawne, Navi Mumbai  
400 703

Dear Sirs,

**Subject: Statement of Possible Special Direct Tax Benefits available to Galaxy Surfactants Limited and its Shareholders**

We refer to the proposed offer for sale of equity shares of Galaxy Surfactants Limited ('the Company') and enclose the statement showing the current position of possible special direct tax benefits available to the Company, and to its shareholders as per the provisions of the Income-tax Act, 1961 (the Act) for inclusion in the Draft Red Herring Prospectus (DRHP), Red Herring Prospectus (RHP) and Prospectus ("Prospectus" and together with DRHP and RHP, "Offer Documents") as required under the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the Regulations).

The benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Income-tax Act 1961. Hence, the ability of the Company or its shareholders to derive these direct tax benefits is dependent upon their fulfilling such conditions. It may also be kept in mind that the Company/investor may or may not choose to fully utilize the benefits.

The information/benefits discussed in the enclosed statement are neither exhaustive nor conclusive and it is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. The statement of possible direct tax benefits set out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of equity shares.

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

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

We hereby give our consent to this Statement on the possible special tax benefits available to the Company and to its shareholders in the Offer Documents for the proposed offer for sale of equity shares which the Company intends to submit to the Securities and Exchange Board of India (SEBI).

Limitations: The contents stated in the annexure are based on the facts, information, explanation and assumptions indicated to us. No assurance is given that the revenue authorities/courts will concur with the views expressed therein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to specific tax implications arising out of their participation in the Issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

We are not responsible to any person who makes or refrains from making investments relying on the contents of this report. This report discusses only income-tax implications and not implications under any other laws outside India.

Any tax information included in this written communication was not intended or written to be used, and it cannot be used by the Company or the investor, for the purpose of avoiding any penalties that may be imposed by any governmental taxing authority or agency.

**For Deloitte Haskins & Sells LLP**

Chartered Accountants  
(Firm's Registration No. 117366W / W-100018)

**Kedar Raje**  
Partner  
(Membership No. 102637)

**Place: Mumbai**  
**Date: November 06, 2017**

## **Annexure**

### **STATEMENT OF POSSIBLE SPECIAL DIRECT TAX BENEFITS AVAILABLE TO THE COMPANY AND TO ITS SHAREHOLDERS**

The information provided below sets out the possible special direct tax benefits available to the Company and its shareholders in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the subscription, ownership and disposal of equity shares, under the current tax laws presently in force in India. These benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the relevant tax laws. The following overview is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

Our views expressed in this statement are based on the facts and assumptions as indicated in the statement. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. Reliance on this statement is on the express understanding that we do not assume responsibility towards the investors who may or may not invest in the proposed issue relying on this statement.

This statement has been prepared solely in connection with the offering of Equity shares by the Company under the Securities and Exchange Board of India (SEBI) (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the Offerings).

*Any tax information included in this written communication was not intended or written to be used, and it cannot be used by the Company or its shareholders, for the purpose of avoiding any penalties that may be imposed by any governmental taxing authority or agency.*

**INVESTORS ARE ADVISED TO CONSULT THEIR OWN TAX CONSULTANT WITH RESPECT TO THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN THEIR PARTICULAR SITUATION.**

## **1. Statement of Possible Special Direct Tax Benefits Available to the Company**

### **1.1 Claim for additional Depreciation**

The Company is eligible for additional depreciation at the rate of 20% of the actual cost of specified machinery or plant acquired and installed after 31 March 2005 over and above the normal depreciation. (Section 32 of the Act)

### **1.2 Deduction of capital expenditure on scientific research**

The Company is eligible for deduction of 100% of any capital expenditure (other than expenditure on the acquisition of any land) incurred on scientific research related to the business carried on by the Company as per the provisions of section 35(1)(iv) read with section 35(2) of the Act.

## **2. Special Direct Tax Benefits available to shareholders**

Apart from the tax benefits available to shareholders' of listed companies, there are no special direct tax benefits under the Act, available to the shareholders investing in the Company.

## SECTION IV: ABOUT OUR COMPANY

### INDUSTRY OVERVIEW

The information contained in this section is derived from the “Global Surfactant Market – 4<sup>th</sup> Edition” by Acmite Market Intelligence; “Report on Chemical Industry with focus to Gujarat & Speciality Chemicals” by FICCI and Tata Strategic Management Group; “Global Beauty Ingredients: New Strategic Segments for Growth” and “The Booming Skin Care Market: Skin Care Trends and the Ingredients Within” by Kline & Company, “Preservatives Blends Market: Global Industry Analysis, Size, Share, Growth, Trends, and Forecast, 2016–2024” and “Phenoxyethanol Preservatives Market: Global Industry Analysis, Size, Share, Growth, Trends, and Forecast, 2014 – 2020” by Transparency Market Research; as well as other industry sources and government publications. Further, certain information contained in this section is derived from “Global Surfactant Market – Custom Research for Galaxy Surfactants Limited” by Acmite Market Intelligence, which we commissioned in connection with the Offer. Neither we, the BRLMs nor any other person connected with the Offer has independently 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. Industry publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on, or base their investment decision on this information. The information in this section must be read in conjunction with the sections titled “Risk Factors” and “Our Business” beginning on pages 15 and 123, respectively.

#### The Global Economy

The global upswing in economic activity is strengthening. Global growth, which in 2016 was the weakest since the global financial crisis at 3.2 percent, is projected to rise to 3.6 percent in 2017 and to 3.7 percent in 2018. The growth forecasts for both 2017 and 2018 are 0.1 percentage point stronger compared with the April 2017 World Economic Outlook (WEO) forecast. Broad-based upward revisions in the euro area, Japan, emerging Asia, emerging Europe, and Russia—where growth outcomes in the first half of 2017 were better than expected—more than offset downward revisions for the United States and the United Kingdom. (Source: “World Economic Outlook, October 2017 Seeking Sustainable Growth: Short-Term Recovery, Long-Term Challenges” by International Monetary Fund)

Among the emerging markets and developing economies (“EMDEs”), India is forecasted to be one of the fastest growing economies. The table below depicts the percentage change in the real GDP for the EMDEs:

EMDE	2015 (%)	2016 (%)	2017 (%) (Projections)	2018 (%) (Projections)	2019 (%) (Projections)
<b>Emerging and Developing Asia</b>	<b>6.8</b>	<b>6.4</b>	<b>6.5</b>	<b>6.5</b>	<b>6.3</b>
• China	6.9	6.7	6.8	6.5	5.8
• India	8.0	7.1	6.7	7.4	8.2
<b>Middle East and North Africa</b>	<b>2.6</b>	<b>5.1</b>	<b>2.2</b>	<b>3.2</b>	<b>3.5</b>
• Egypt	4.4	4.3	4.1	4.5	6.0
<b>Emerging and Developing Europe</b>	<b>4.7</b>	<b>3.1</b>	<b>4.5</b>	<b>3.5</b>	<b>3.2</b>
• Turkey	6.1	3.2	5.1	3.5	3.6
<b>Latin America and the Caribbean</b>	<b>0.1</b>	<b>(0.9)</b>	<b>1.2</b>	<b>1.9</b>	<b>2.7</b>
• Brazil	(3.8)	(3.6)	0.7	1.5	2.0
• Mexico	2.6	2.3	2.1	1.9	2.7

(Source: “World Economic Outlook, October 2017 Seeking Sustainable Growth: Short-Term Recovery, Long-Term Challenges” by International Monetary Fund)

## The Indian Economy

The April 2017 MPR (Monetary Policy Report) had projected an acceleration in real GVA for 2017-18 on the back of (a) a recovery in discretionary spending spurred by the pace of remonetisation; (b) the reduction in banks' lending rates on fresh loans brought about by demonetisation induced liquidity; (c) the growth stimulating proposals in the Union Budget 2017-18; (d) a normal southwest monsoon; and (e) an improvement in external demand. Stressed balance sheets of banks and the possibility of higher global commodity prices were seen as downside risks to growth prospects.

Some of these expectations have materialised, whereas the recovery in discretionary and investment spending has been weaker than expected and *kharif* food grains production is expected to be lower than last year in view of the shortfall and irregular rainfall during the south-west monsoon this year. The uncertainty about the implementation of GST also appears to have had some impact on economic activity, although it is expected to be offset by productivity-enhancing effects in the medium- and long-run. Consumer confidence dipped in the September 2017 round of the RBI's survey on declining optimism about prospects of income and employment a year ahead.

Overall optimism in the manufacturing sector for the quarter ahead improved in the September round of the RBI's industrial outlook survey on account of better prospects for production, order books, capacity utilisation, exports and profit margins, even as the current assessment dropped further.

Taking into account the outturn in the first half, the baseline assumptions, survey indicators and model forecasts, real GVA growth is projected at 6.7 per cent for 2017-18 – 6.4 per cent in Q2, 7.1 per cent in Q3 and 7.7 per cent in Q4 – with risks evenly balanced around this baseline path. For 2018-19, structural model estimates indicate that real GVA may grow by 7.4 per cent, assuming a normal monsoon, fiscal consolidation in line with the announced trajectory, and no major exogenous/policy shocks.

*(Source: RBI Monetary Policy Report, October 2017)*

### **Positive Triggers:**

- India's Consumer Confidence Index stood at 136 in the fourth quarter of 2016, topping the global list of countries on the same parameter, as a result of strong consumer sentiment;
- Corporate earnings in India are expected to grow by over 20 per cent in FY 2017-18 supported by normalization of profits, while GDP is expected to grow by 7.5 per cent during the same period;
- India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation and higher education enrolment among other factors, according to a study by ASSOCHAM and Thought Arbitrage Research Institute. Through Government initiatives, India's unemployment rate has declined to 4.8 percent in February 2017 compared to 9.5 percent in August 2016, as a result of the MGNREGA (Mahatma Gandhi National Rural Employment Guarantee Act) Scheme; and
- India is expected to be the third largest consumer economy as its consumption may triple to 4 Trillion USD by 2025, owing to shift in consumer behaviour and expenditure pattern, and is estimated to surpass USA to become the second largest economy in terms of purchasing power parity by the year 2040.

*(Source: Indian Brand Equity Foundation website at [www.ibef.org/economy/indian-economy-overview](http://www.ibef.org/economy/indian-economy-overview))*

## Global Personal Care Market

### *Market Size and Segmentation*

Global personal care and cosmetics market is a large and lucrative consumer market, with the market size approaching USD 215 Billion in 2015. With its CAGR expected to remain 5.8 percent, it is also a market demonstrating fast growth. It is forecast to approach USD 301 Billion by 2021 and reach USD 358 Billion by 2024.

The body/hand cleaning products market was valued at approximately USD 30.14 Billion in 2015. It is expected to grow by 4.3 percent in the next years to reach USD 38.88 Billion by 2021 and to increase to USD 44.12 Billion by 2024.

Shampoo and hair care make up around 21 percent of this sector. It is estimated at roughly USD 45.2 Billion in 2015 and expected to grow at a rate of 4.6 percent annually. It is forecasted to grow to USD 59.34 Billion by 2021 and approach USD 67.91 Billion by 2024.

Valued at approximately USD 58.12 Billion in 2015, skincare products account for roughly 27 percent of the personal care and cosmetics market. It is considered the fastest growing sector driven by the strong demand on the anti-aging products and skincare for men products, with CAGR projected to be around 6.7 percent over the next years. The market demand on skin care product is forecasted to exceed USD 86.15 Billion by 2021 and increase to USD 104.77 Billion by 2024.

The market of cosmetics and make-ups was valued at approximately USD 45.2 Billion in 2015. The global cosmetics market is expected to reach USD 66.26 Billion by 2021 and USD 80.12 Billion by 2024. The market of other personal care products such as toiletry products combined was valued at around USD 36.59 Billion in 2015. It is believed to see moderate growth in the future years. (Source: “Global Surfactant Market – 4<sup>th</sup> Edition” by Acmite Market Intelligence).

*Personal Care Market by Type (Figures as in 2015):*

Sales	2015 (In USD Billions)	2018 (In USD Billions)	2024 (In USD Billions)	CAGR (%)
Body/Hand Wash	30.14	34.24	44.12	4.3
Shampoo/Hair Care	45.20	51.81	67.91	4.6
Skin Care	58.12	70.79	104.77	6.7
Cosmetics	45.20	54.75	80.12	6.5
Others	36.59	43.33	60.61	5.7
<b>Total</b>	<b>215.25</b>	<b>254.92</b>	<b>357.53</b>	<b>5.8</b>

(Source: “Global Surfactant Market – 4<sup>th</sup> Edition” by Acmite Market Intelligence)

*Personal Care Market by Region (Figures as in 2015):*

Asia Pacific (excluding Japan) is expected to become a greater than USD 100 Billion Market by 2024 growing at 7.7 percent per annum till 2024.

Region#	2015 (In USD Billions)	2018 (In USD Billions)	2024 (In USD Billions)	CAGR (%)
Western Europe	53.81	61.73	80.90	4.6
North America	59.19	68.49	91.31	4.9
Japan	22.60	25.85	33.69	4.5
Asia Pacific*	55.97	70.08	109.43	7.7
Rest of the World	23.68	28.75	42.21	6.6
<b>Total</b>	<b>215.25</b>	<b>254.92</b>	<b>357.53</b>	<b>5.8</b>

\*Asia Pacific excludes Japan

#Figures as in 2015

(Source: “Global Surfactant Market – 4<sup>th</sup> Edition” by Acmite Market Intelligence)

*Personal Care Market of India, Africa and Middle East*

Region	2015 (In USD Billions)	2018 (In USD Billions)	2024 (In USD Billions)	CAGR (%)
India	11.36	14.27	22.52	7.9
Africa	8.46	9.35	11.43	3.4
Middle East	9.56	10.82	13.84	4.2
<b>Total</b>	<b>29.38</b>	<b>34.44</b>	<b>47.79</b>	<b>5.5</b>

(Source: “Global Surfactant Market – Custom Research for Galaxy Surfactants Limited” by Acmite Market Intelligence)

*Main Characteristics*



- Global sales in the range of USD 400-450 billion at retail;
- Expected to grow at a CAGR of 3.5% to 4.5% until 2020;
- Regulations affecting usage of ingredients;
- Low capital intensive base and high return on capital; and
- Can weather recession better than most other industries.

*(Source: "The Booming Skin Care Market: Skin Care Trends and the Ingredients Within" by Kline & Company)*

#### *Factors influencing the Market*

- Consumers in developing countries with increasing disposable income are willing to spend a large portion of their money on personal care products;
- Innovations and improved formulations are happening continuously in the sector;
- Market trend led by big companies, strengthening their market position through product innovation and creation of new trends;
- Heavy investments in R&D, marketing and advertising;
- Anti-aging skin care products are of particular interest to consumers between the age of 30 and 50, as this category also commands the strongest purchasing power; and
- Skin Care products for men gaining share rapidly.

*(Source: "Global Surfactant Market – 4<sup>th</sup> Edition" by Acmite Market Intelligence)*

#### *Major Players*

Multinational companies dominate this market with the key players being Unilever, Procter and Gamble, L'Oréal, Henkel, Beiersdorf, Avon, Johnson and Johnson. *(Source: "Global Surfactant Market – 4<sup>th</sup> Edition" by Acmite Market Intelligence).*

### **Global Household Cleaning Market**

The market of household cleaning agents was valued at USD 43.40 Billion in 2015. As a mature market, it is expected to report a moderate growth of around 3.3 percent in the coming years. It is predicted to reach USD 52.73 Billion by 2021 and achieve USD 58.13 Billion by 2024.

Dishwashing detergents are the largest market segment, followed by Laundry detergents, which include laundry power and laundry liquid. Dishwashing detergents make up around 32 percent of the total household cleaning agents market.

It is estimated at roughly USD 13.89 Billion in 2015.

It is expected to grow to USD 16.91 Billion by 2021 and reach USD 18.65 Billion by 2024. Valued at approximately USD 13.02 Billion in 2015, laundry detergents account for roughly 30 percent of the household cleaning agents. It is projected to grow by 3.2 percent over the next years to reach USD 15.76 Billion by 2021 and to increase to USD 17.34 Billion by 2024.

Soaps have lost its historical importance, particularly in the developed regions, where market growth comes from high-value added soaps. Global market of soaps was estimated at USD 3.05 Billion in 2015 and is predicted to grow by 1.6 percent in the future. The market will reach USD 3.35 Billion by 2021 and increase to USD 3.51 Billion by 2024.

The markets of all-purpose detergents and specific cleaning agents are the relatively fast growing market, with projected CAGR of 3.6 percent over the next years. All-purpose detergents market was valued at USD 7.16 Billion in 2015, and is expected to increase to USD 8.87 Billion by 2021 and to reach USD 9.87 Billion by 2024.

North America remains the largest market of household cleaning agents, accounting for 29 percent of the global demand, followed by the Western Europe with 26 percent. These two regions are forecast to present similar growth strength in the future years. Asia Pacific (excluding Japan) is considered to be the fastest growing market accounting for nearly 23 percent of the market and is expected to grow by 5.3 percent annually to touch USD 13.59 Billion by 2021 and exceed 15.82 Billion by 2024, thus becoming the largest market by 2024.

(Source: “Global Surfactant Market – 4<sup>th</sup> Edition” by Acmite Market Intelligence)

#### **Home Care Market of India, Africa and Middle East**

<b>Region</b>	<b>2015 (In USD Billions)</b>	<b>2018 (In USD Billions)</b>	<b>2024 (In USD Billions)</b>	<b>CAGR (%)</b>
India	2.31	2.85	4.32	7.2
Africa	1.88	2.11	2.68	4.0
Middle East	2.14	2.46	3.24	4.7
<b>Total</b>	<b>6.33</b>	<b>7.42</b>	<b>10.24</b>	<b>5.4</b>

(Source: “Global Surfactant Market – Custom Research for Galaxy Surfactants Limited” by Acmite Market Intelligence)

#### *Factors influencing the Market*

- High Market potential in the developing markets. Regions with increasing income levels already have the purchasing power for modern cleaning products. There is huge unmet demand in some developing regions, where the purchasing power is low;
- Mature Market in developed regions with limited volume growth potential. These markets are dominated by branded products, leaving even less growth for non-brand suppliers;
- Laundry Liquids are replacing laundry powder in the developed regions. In the developing regions, laundry powder dominates;
- Demand on innovative yet cost effective products. Consumers are looking for novel products but not for higher prices; and
- Increasing demand on environment friendly products driven by public awareness.

(Source: “Global Surfactant Market – 4<sup>th</sup> Edition” by Acmite Market Intelligence)

#### *Major Players*

The household cleaning market is dominated by a handful of market leaders. Even in developing regions, an established brand is most important factor to win the trust of the consumers, ensuring them quality and cost effectiveness. The most important suppliers of household cleaning products are Colgate-Palmolive, Henkel KGaA, Unilever, Reckitt Benckiser, Procter and Gamble Company, S.C Johnson & Son Inc. (Source: “Global Surfactant Market – 4<sup>th</sup> Edition” by Acmite Market Intelligence)

#### **The Indian Chemical Industry**

Indian chemical industry is estimated to be valued at USD 155 Billion in 2016 and contributes 3.4% to the global chemical industry. It ranks 14th in exports and 8th in imports of chemicals (excluding pharmaceutical products) globally. India's chemical's trade balance is negative with imports being significantly higher than the exports. Western India has been the dominant region contributing approx. 50% to the Gross Value Added (GVA) for the chemical sector.

Government of India has taken several initiatives which will support the growth of chemical industry in India. 'Make in India' is one of such initiative. The initiative is expected to foster growth in Indian chemical industry by

enabling duty rationalization for feedstock, improving infrastructure and R&D & skill development along with ease of regulation for setting up "Reverse SEZs" and tax incentives for R&D investments. The other key reform is approval of the GST bill. This key tax reform is expected to lower logistics cost by 10-15% and create a unified market across the country. To improve trade, SWIFT (Single Window Interface for Facilitating Trade) has been launched which enables importers or exporters to file a common integrated declaration, instead of 9 forms across 6 agencies.

Driven by consumption growth and Government's initiatives, the Indian chemical industry provides multiple opportunities for both the MNCs and the domestic companies. Few of which are:

- Chemical producers could enhance profitability of their product portfolio by exploring adjacencies and vertical integration options;
- MNCs could further strengthen their position in the country by building strategic alliances, investing in market creation activities and by scaling up through M&A's; and
- Domestic companies with competitive cost structure could leverage export potential opportunities.

(Source: "Report on Chemical Industry with focus to Gujarat & Speciality Chemicals" by FICCI and Tata Strategic Management Group)

### Chemical Industry Classification

Chemical industry can be classified into the following key segments:

- **Bulk Chemicals:** Bulk chemical include basic organic chemicals (methanol, acetic acid, formaldehyde, Phenol etc.) and basic inorganic chemicals (caustic soda, Chlorine, Soda Ash etc.). Bulk chemicals (including intermediates) industry is estimated at USD 41 Billion in FY16 and has seen subdued growth despite the growth in consumption, due to falling commodity prices. It is expected to grow at 5% per annum till 2025. Feedstock availability is a major concern area. Improving feedstock supply and exploring Coal and other alternate feedstock are the key opportunity areas;
- **Petrochemicals:** Major segments for petrochemicals are basic petrochemicals and end product petrochemicals. The total petrochemical industry is valued at USD 30.5 Billion in FY16 and had registered a growth of 11% per annum during the FY11-FY16 period. It is expected to grow at rate of 8% to reach USD 61 Billion by FY25 driven by current low per capita consumption and rise in polymer demand. Volatility in raw material prices, increase in competition from middle-east & China and high entry barriers remain key challenges for the petrochemical industry;
- **Fertilizers:** It includes all types of N, P& K based fertilizers like Urea, DAP, Complex fertilizers etc. It plays a critical role in Agriculture sector which is critical for social and economic development of India. Industry is estimated at USD 23 Billion in FY16 and has been stagnant in last 5 years due to decline in DAP and NPK consumption, increase in retail prices of DAP and reduction in government subsidy. It is expected to grow moderately at 3% till 2025 driven by low International prices for Urea, DAP & MOP and continued government support;
- **Pharmaceuticals:** It includes only APIs. For the purpose of analysis, formulations are not considered to be a part of chemical industry. Indian Pharma API industry is estimated at USD 14 Billion in FY16. India is a world leader in production of generic drugs and is an exporter of pharmaceuticals to more than 200 countries. Compliance with global cGMP standards, high level of fragmentation, government control on prices, lower spend on R&D, lack of skilled manpower are key challenges for pharmaceuticals. Despite the same, pharma APIs is expected to grow at 6.8% till 2025 driven majorly by demographics, better diagnostic facilities, increased government spending and increased penetration of health insurance;
- **Agrochemicals:** It includes insecticides, fungicides, and herbicides. Indian industry is estimated at USD 4.7 Billion in FY16. Prevalence of spurious products, stringent regulations, low focus on R&D, inefficient distribution system and lack of awareness among farmers remain key challenges. Industry is expected to grow at 7.5% in till 2025. This growth is primarily driven by increased planned expenditure, formation of Farmer Producer Organizations and increase in exports;

- **Specialty Chemicals:** Specialty Chemicals are targeted towards specific end-use application and includes Polymer additives, Personal care ingredients, Water treatment chemicals, Construction chemicals, Paints and coatings and Colorants and others. These chemicals are R&D intensive, high value and low volume chemicals. Industry estimated at USD 31.2 Billion as of FY16. Industry is expected to grow at 12% p.a. to reach USD 86.5 Billion by 2025 driven by growth in end use industry (textiles, automotive, glass, construction, paints etc.).

In contrast to base or commodity chemicals, specialty chemicals are recognized for ‘what they do’ and not ‘what they are’. They provide the required ‘solution’ to meet the customer application needs. It is a knowledge and IP driven industry with raw materials cost (as fraction of net sales) much lower than that for commodity chemicals (around 50% and 75% for specialty and commodity chemicals respectively). The critical success factors for the industry include understanding of customer needs and product / application development to meet the same at a favorable price-performance ratio;

- **Biotechnology:** Biotechnology uses biological processes, organisms or systems to develop products for improvement of human life. It includes segments like Bio-pharma, Bio-services, Bio-Agri, Bio-Industrial and Bio-informatics. India is one of the top 12 Biotech destinations in the world and accounts for about 3% of the global industry. It has grown from USD 4.4 Billion in FY11 to USD 11 Billion in FY16 growing at a rate of 20%. This segment is expected to grow rapidly at 23% till 2025 primarily driven by Indian demographic factor, higher healthcare expenditure, increasing acceptance of bio products and strong growth in exports demand.

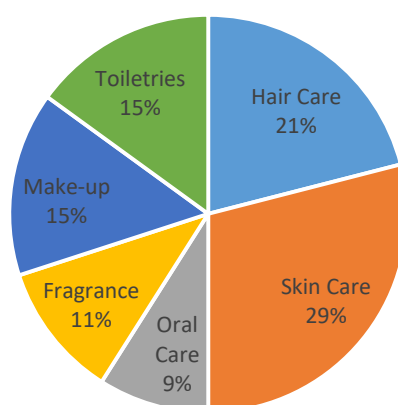
(Source: “Report on Chemical Industry with focus to Gujarat & Speciality Chemicals” by FICCI and Tata Strategic Management Group)

## The Global Home and Personal Care Application and Ingredients Market

### Home and Personal Care Ingredients Market

Personal Care is one of the most attractive sectors for the chemical industry. The market continues on a positive expansion track, demonstrating that unlike other markets, cosmetics and toiletries escaped any major hit from economic recession. Growing awareness for new formulations is also creating new opportunities for specialty personal care ingredient suppliers. Increased consumer awareness of sun exposure side effects, the use of UV absorbers has extended to an increasing number of skin care products, ranking them among the rapidly growing markets.

Global Personal Care Share by Product Class:

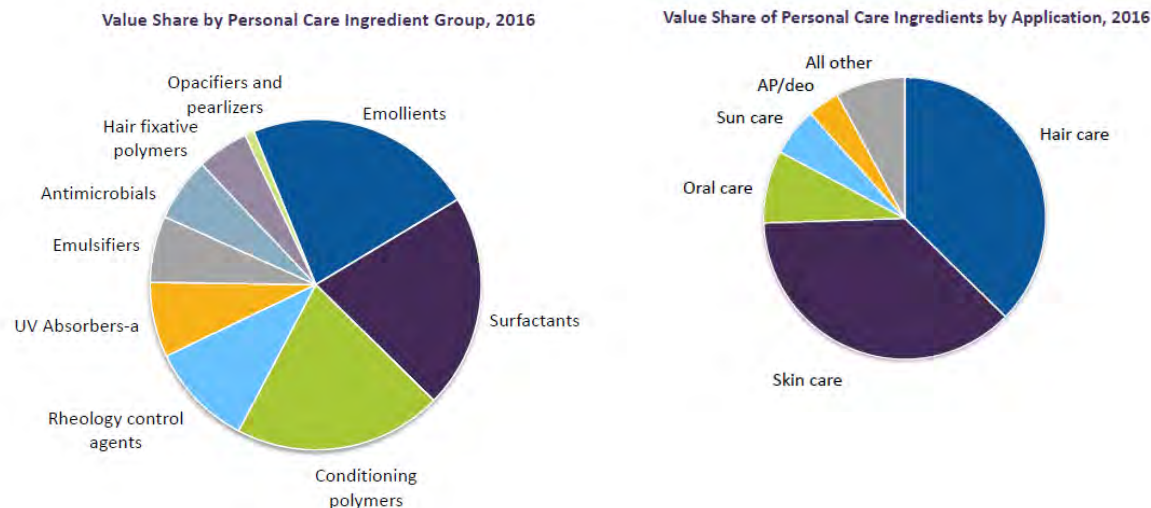


(Source: “Global Beauty Ingredients: New Strategic Segments for Growth” by Kline & Company)

The Ingredients market is a USD 14 Billion to USD 18 Billion market with 25 percent made up by commodities, 35 percent by fine chemicals and 40 percent by differentiated specialties. Specialty ingredients hold the largest growth potential within the personal care ingredients business. The Personal Care ingredients market covers more

than 130 ingredients within the eight main groups of which are surfactants, conditional polymers, emollients, rheology control agents, emulsifiers, antimicrobials, UV absorbers and hair fixative polymers. (Source: “Global Beauty Ingredients: New Strategic Segments for Growth” by Kline & Company).

The Personal Care Ingredients market has a total value of USD 9.2 Billion. Hair care and skin care are the two largest applications and, as a result, ingredients used in them have a larger share in the market.



(Source: “The Booming Skin Care Market: Skin Care Trends and the Ingredients Within” by Kline & Company)

Surfactant is a surface-active substance or agent. The word “surfactant” is a shortened form of “**surface-active agent**”. Surfactants can be broadly defined as compounds which concentrate at surfaces (interfaces) such as water-air or water-oil when dissolved in water. Soaps and detergents are classic examples of surfactants due to their dual (amphipathic) character. Surfactants reduce the surface tension of water by adsorbing at the liquid-gas interface and reduce the interfacial tension between two liquids by adsorbing at the liquid-liquid interface. Because water and oil do not dissolve in each other, a surfactant has to be added to the mixture to keep it from separating into layers. By reducing surface tension, surfactant stabilizes mixtures of oil and water or any other two liquids.

In a two-phase system, for example, liquid-liquid or solid-liquid, a surfactant tends to locate at the interface of the two phases, where it introduces a degree of continuity between the two different materials. Surfactants are employed to increase the contact of two materials, sometimes known as wettability. Surfactants and surface activity are controlling features in many important systems, including emulsification, detergency, foaming, wetting, lubrication, water repellence, waterproofing, spreading and dispersion, and colloid stability. Used in small quantity, surfactants are able to markedly affect the surface characteristics of a system. (Source: “Global Surfactant Market – 4<sup>th</sup> Edition” by Acmite Market Intelligence)

Surfactants find application in almost every chemical industry. The major application fields of surfactants are classified as under:

- **Household cleaning:** Detergents and soaps. Detergents and soaps are used for cleaning because pure water can't remove oily and organic soiling. Further, surfactants are used in detergent additives, laundry detergents, dishwashing products, and other household cleaners including all-purpose detergents, abrasive cleansers, specialty cleaners, glass and multi-surface cleaners, tub, tile and sink cleaners, metal cleaners and oven cleaners;
- **Industrial and Institutional Cleaning (I&I Cleaning):** The end users of industrial and institutional cleaning products are classified as commercial and industrial sector, public sector and Institutions and the Government;
- **Personal care products:** The use of surfactants in personal care products falls into three major categories: hair care (cleansing and conditioning), skin care (cleansing and conditioning) and cosmetics; and

- **Industrial applications:** The main industries which have demand on surfactants are textile/leather industry, oil industry, gasoline/fuel additives, agrichemicals, food processing industry, polymer industry, paints and coatings, inks, pharmaceuticals, construction /cement / concrete, metalworking industry, pulp and paper industry, ore and mineral industry, and water and waste treatment.

(Source: “Global Surfactant Market – 4<sup>th</sup> Edition” by Acmite Market Intelligence)

In terms of raw materials, surfactants are prepared from various feedstocks which are either petrochemicals or oleochemicals. Petrochemicals are derived from either crude oil, natural gas or coal. Oleochemicals used in surfactant production are derived from either palm oil, palm kernel oil or coconut oil. The use of oleochemicals in the surfactants sector is rising as the advantages and opportunities offered by natural oil and fat-based products are further explored and promoted. Presently, nearly 50 percent of the surfactants are produced from oleochemicals, while only one-fourth were produced from oleochemicals in the 1970s. The share of oleochemicals used surfactants increased by around 100 percent during the last forty years. (Source: “Global Surfactant Market – 4<sup>th</sup> Edition” by Acmite Market Intelligence)

### **Global Personal Care Ingredients: Specialty Ingredients**

- **UV Absorbers: Sunscreen:** A Sunscreen can be defined as a lotion, spray or cream that protects the skin from UV Radiations. It contains materials that absorb or block harmful radiations. Sunscreen Ingredients comprise of *inter alia*, benzophenones, salicylates, homosalates, octocrylene, ethylhexyl methoxycinnamate and titanium di-oxide.
- **Preservatives:** A preservative is a natural or synthetic chemical that is added to food or personal care formulation to prevent spoilage, whether from microbial growth or undesirable chemical changes. Not only do they help protect consumers from food poisoning but they also extend shelf-life. They can be broadly divided into anti-microbial preservatives, which function by inhibiting the growth of bacteria and fungi, and antioxidants, which inhibit the oxidation of foods and prevent rancidity. Preservatives enhance the shelf life of the products and rising demand for premium personal care products will act as a key trigger for preservatives demand. Rising awareness about health and hygiene products is also likely to fuel the market for preservatives across the globe.
- **Preservative Blends:** The Preservative Blends market was a USD 133.5 million Market (2015) which is expected to touch USD 185.7 million by 2021 growing at 6 percent per annum. The same is expected to become a USD 0.21 Billion market by 2024. Beauty and Personal Care as an application makes up for majority consumption of preservative blends globally. 32.9 percent of the total preservative blends consumption was by the Beauty and Personal Care category. In terms of volumes, Asia Pacific made up for 40 percent share in 2016. The demand for preservative blends is expected to rise rapidly in the regions of Africa and Middle East.
- **Mild Surfactants:** Surfactants milder than the traditional surfactants are mild surfactants. Mild Surfactants can be categorised into Sarcosinates, Alkyl Isethionates, glycinate, glutamates, taurates.

### **The Global Surfactants Market**

The Surfactants market was a USD 30.65 Billion Market (2015) which is projected to grow at a CAGR of 4.4 percent till 2024 to touch USD 45.16 Billion. In terms of volumes, the surfactant market is a 16.35 million tonnes market (2015) which is expected to grow at a CAGR of 3.9 percent till 2024 to touch 22.97 million tonnes. (Source: “Global Surfactant Market – 4<sup>th</sup> Edition” by Acmite Market Intelligence)

Surfactants can be classified into five categories:

- **Anionics:** This class of surfactants has high foam and very good dirt removal properties. These surfactants have applications in shampoos, toothpastes, body wash formulations as well as laundry detergents and dishwashing products;
- **Non Ionics:** These surfactants are commonly used in cosmetics and personal care products like shampoos, bath and shower products. These are also used as emulsifiers and solubilisers in cosmetic applications;

- **Cationics:** These surfactants suit as conditioning aids because of their substantivity to hair and antimicrobial properties. These are mainly used in hair conditioners and fabric softeners. These can also be used as disinfectants in applications such as floor cleaners and sanitisers;
- **Amphoteric Surfactants:** These are mild surfactants used in the beauty and personal care products. Because of excellent dermatological properties these are frequently used in shampoos, skin cleaners and other cosmetic products; and
- **Surface active preparations:** Surface active preparations include blend of surfactants which are pre-formulated and can be used for shampoo, body wash, syndet and transparent soap bars. They comprise of the Biosurfactants and Flurosurfactants.

(Source: “Global Surfactant Market – 4<sup>th</sup> Edition” by Acmite Market Intelligence)

Global Surfactant Market for Anionics and Non-ionics (Figures as in 2015):

Type	2015		2018		2024		CAGR (%)	
	Revenue (In USD Billions)	Volume (Million MT)	Revenue (In USD Billions)	Volume (Million MT)	Revenue (In USD Billions)	Volume (Million MT)	Revenue	Volume
Anionics*	8.43	5.72	9.14	6.18	10.67	7.16	2.7	2.5
Non-ionics	9.96	6.54	11.12	7.29	13.76	9.01	3.7	3.6
<b>Total</b>	<b>18.39</b>	<b>12.26</b>	<b>20.26</b>	<b>13.47</b>	<b>24.43</b>	<b>16.17</b>	<b>3.2</b>	<b>3.1</b>

\*excluding soap

(Source: “Global Surfactant Market – 4<sup>th</sup> Edition” by Acmite Market Intelligence)

Global Surfactant Market for Cationics, Amphoterics and Others (Figures as in 2015):

Type	2015		2018		2024		CAGR (%)	
	Revenue (In USD Billions)	Volume (Million MT)	Revenue (In USD Billions)	Volume (Million MT)	Revenue (In USD Billions)	Volume (Million MT)	Revenue	Volume
Cationics	5.67	1.80	6.87	2.17	10.04	3.15	6.6	6.4
Amphoterics	2.91	0.98	3.56	1.19	5.29	1.76	6.9	6.7
Others	3.69	1.31	4.19	1.48	5.39	1.90	4.4	4.2
<b>Total</b>	<b>12.27</b>	<b>4.09</b>	<b>14.62</b>	<b>4.84</b>	<b>20.72</b>	<b>6.81</b>	<b>6.0</b>	<b>5.8</b>

(Source: “Global Surfactant Market – 4<sup>th</sup> Edition” by Acmite Market Intelligence)

In terms of revenue, the Surfactants market is expected to touch USD 39.69 Billion by 2021 and USD 45.16 Billion by 2024 growing at 4.4 percent per annum. This growth will be primarily driven by the Amphoteric and Cationic Surfactants which are expected to grow at 6.9 percent and 6.6 percent till 2024. Among the four segments, anionic and non-ionic surfactants are the dominating ones, accounting for two thirds of the total surfactant market in value.

(Source: “Global Surfactant Market – 4<sup>th</sup> Edition” by Acmite Market Intelligence)

Surfactant Market by Region (Figures as in 2015):

Region	2015 (In USD Billions)	2018 (In USD Billions)	2024 (In USD Billions)	CAGR (%)
Western Europe	7.66	8.52	10.52	3.6
North America	8.74	9.77	12.20	3.8
Japan	2.61	2.88	3.52	3.4
Asia Pacific*	7.97	9.44	13.22	5.8
Rest of the World	3.68	4.26	5.70	5.0
<b>Total</b>	<b>30.65</b>	<b>34.88</b>	<b>45.16</b>	<b>4.4</b>

\*excluding Japan

(Source: “Global Surfactant Market – 4<sup>th</sup> Edition” by Acmite Market Intelligence)

Asia Pacific is expected to become the largest market by 2024 and will also be the fastest growing market growing at 5.8 percent CAGR (2015-24). (Source: “Global Surfactant Market – 4<sup>th</sup> Edition” by Acmite Market Intelligence)

### **Surfactants Market by Application Industry (Figures as in 2015)**

Surfactants are mainly used in household cleaning, industrial and institutional cleaning, personal care and various industrial applications such as textile processing, food industry, paints and coatings, oil fields etc.

Household cleaning today accounts for largest application field for surfactants and accounts for 35 percent of the global surfactants consumption in terms of value. Making up for 20 percent, personal care is the most lucrative application field and is believed to be the fastest growing one for surfactant suppliers. Other various industries account for 32 percent of the global surfactant consumption.

Sales*	2015 (In USD Billions)	2018 (In USD Billions)	2024 (in USD Bn)	CAGR (%)
Household Cleaning	10.73	11.87	14.49	3.4
I & I Cleaning	1.99	2.22	2.74	3.6
Personal Care	6.13	7.29	10.27	5.9
Industrial Application	9.81	11.23	14.70	4.6
Others	1.99	2.28	2.96	4.5
<b>Total</b>	<b>30.65</b>	<b>34.88</b>	<b>45.16</b>	<b>4.4</b>

\*Figures as in 2015

(Source: “Global Surfactant Market – 4<sup>th</sup> Edition” by Acmite Market Intelligence)

### **Application Industry: Personal Care Market**

Most widely used surfactants in personal care and cosmetics are cationic surfactants such as fatty amines and quaternary amines. Some anionic and nonionic surfactants are also used in personal care, especially in personal cleansing. For example, most sulphates and sulfonates (the types of anionic surfactants) can be used in personal care products and cosmetics as they are chemically stable in these products and most of them are well tolerated on the skin. Other important surfactants used in personal care and cosmetics include aminoxides, betaines, sulfosuccinates, ethercarboxylates. Surfactants play a major role as delivery systems for skin care and decorative cosmetic products. The use of surfactants in personal care products falls into three major categories:

- **Skin Care:** Surfactants used in skin care may be categorised as “rinse off” and “leave-on” products. Conventional surfactants in rinse off categories provide effective cleansing. These are used in products like shower gels, face wash or body wash;
- **Hair Care:** There are two major developments in hair care: (i) the search for mild surfactants; and (ii) search for conditioning agents. Also the combination of surfactants with other ingredients can result in special characteristics of shampoos. Surfactants used in shampoos are normally a “gelled” surfactant solution; and
- **Oral Care:** Oral Care market is dominated by toothpaste which accounts for 60 percent of the global oral hygiene business.

(Source: “Global Surfactant Market – 4<sup>th</sup> Edition” by Acmite Market Intelligence)

Cationics are expected to become the largest category by 2024 but amphoteric are expected to log in the fastest growth, growing at 7.7 percent per annum till 2024 (2015-24)

### **Global Surfactant Market for Anionics and Non-ionics in Personal Care (Figures as in 2015):**

Sales*	2015 (In USD Billions)	2018 (In USD Billions)	2024 (In USD Billions)	CAGR (%)
Anionics	0.46	0.50	0.59	2.8
Non Ionics	2.09	2.40	3.14	4.7
<b>Total</b>	<b>2.55</b>	<b>2.9</b>	<b>3.73</b>	<b>4.3</b>

\*Figures as in 2015



(Source: “Global Surfactant Market – 4<sup>th</sup> Edition” by Acmite Market Intelligence)

Global Surfactant Market for Cationics, Amphoterics and Others in Personal Care (Figures as in 2015):

Sales*	2015 (In USD Billions)	2018 (In USD Billions)	2024 (In USD Billions)	CAGR (%)
Cationics	1.81	2.24	3.40	7.4
Amphoteric	1.46	1.81	2.77	7.7
Others	0.30	0.33	0.36	3.0
<b>Total</b>	<b>3.57</b>	<b>4.38</b>	<b>6.53</b>	<b>6.9</b>

\*Figures as in 2015

(Source: “Global Surfactant Market – 4<sup>th</sup> Edition” by Acmite Market Intelligence)

#### Application Industry: Household Cleaning Market

Global Surfactant Market for Anionics and Non-ionics in Household Cleaning (Figures as in 2015):

Sales	2015 (In USD Billions)	2018 (In USD Billions)	2024 (In USD Billions)	CAGR (%)
Anionics	5.31	5.71	6.55	2.4
Non Ionics	2.94	3.23	3.87	3.2
<b>Total</b>	<b>8.25</b>	<b>8.94</b>	<b>10.42</b>	<b>2.6</b>

(Source: “Global Surfactant Market – 4<sup>th</sup> Edition” by Acmite Market Intelligence)

Global Surfactant Market for Cationics, Amphoterics and Others in Household Cleaning (Figures as in 2015):

Sales	2015 (In USD Billions)	2018 (In USD Billions)	2024 (In USD Billions)	CAGR (%)
Cationics	0.88	1.05	1.50	6.3
Amphoteric	0.41	0.49	0.70	6.4
Others	1.19	1.39	1.87	3.8
<b>Total</b>	<b>2.48</b>	<b>2.93</b>	<b>4.07</b>	<b>5.7</b>

Anionic Surfactants make up for 49.5 percent of the total consumption in the household cleaning segment (2015).

(Source: “Global Surfactant Market – 4<sup>th</sup> Edition” by Acmite Market Intelligence)

#### The Indian Surfactants Market

The Indian Surfactants market is a USD 1.35 Billion market (2015) which is expected to grow at a CAGR of 6 percent to touch USD 2.28 Billion by 2024. In terms of volumes, it is a 778 KT market growing at a CAGR of 5.8 percent and the same is expected to touch 1221 KT by 2024.

In terms of application, household cleaning and personal care together made up for 49 percent of the total surfactants market. Also in line with the application market, personal care surfactants market is expected to be the fastest growing market growing at a CAGR of 7.6 percent till 2024:

Sales*	2015 (In USD Billions)	2018 (In USD Billions)	2024 (In USD Billions)	CAGR (%)
Household Cleaning	0.42	0.49	0.65	5.1
I & I Cleaning	0.11	0.13	0.17	5.4
Personal Care	0.24	0.30	0.47	7.6
Industrial Application	0.45	0.54	0.78	6.2
Others	0.13	0.15	0.21	5.8
<b>Total</b>	<b>1.35</b>	<b>1.61</b>	<b>2.28</b>	<b>6.0</b>

(Source: “Global Surfactant Market – Custom Research for Galaxy Surfactants Limited” by Acmite Market Intelligence)

Indian Surfactant Market for Anionics and Non-ionics:

Sales	2015 (In USD Billions)	2018 (In USD Billions)	2024 (In USD Billions)	CAGR (%)
Anionics	0.38	0.44	0.61	5.6
Non Ionics	0.30	0.35	0.49	6.0
<b>Total</b>	<b>0.68</b>	<b>0.79</b>	<b>1.1</b>	<b>5.5</b>

*Indian Surfactant Market for Cationics, Amphoteric and Others:*

Sales	2015 (In USD Billions)	2018 (In USD Billions)	2024 (In USD Billions)	CAGR (%)
Cationics	0.27	0.34	0.54	8.2
Amphoteric	0.18	0.22	0.33	7.3
Others	0.23	0.26	0.32	4.1
<b>Total</b>	<b>0.68</b>	<b>0.82</b>	<b>1.19</b>	<b>6.4</b>

Anionics have the largest volume, but in terms of growth, Cationics are expected to grow the fastest, at a CAGR of 8.2 percent (value terms) till 2024. (Source: “Global Surfactant Market – Custom Research for Galaxy Surfactants Limited” by Acmite Market Intelligence)

### **The Africa Middle East Surfactants Market**

The Africa Middle East market is a USD 0.84 Billion market (2015) which is expected to grow at a CAGR of 4.0 percent to touch USD 1.19 Billion by 2024:

Sales	2015 (In USD Billions)	2018 (In USD Billions)	2024 (In USD Billions)	CAGR (%)
Africa Middle East	0.84	0.94	1.19	4.0

(Source: “Global Surfactant Market – Custom Research for Galaxy Surfactants Limited” by Acmite Market Intelligence)

### **The Global Preservatives and Preservatives Blends Market**

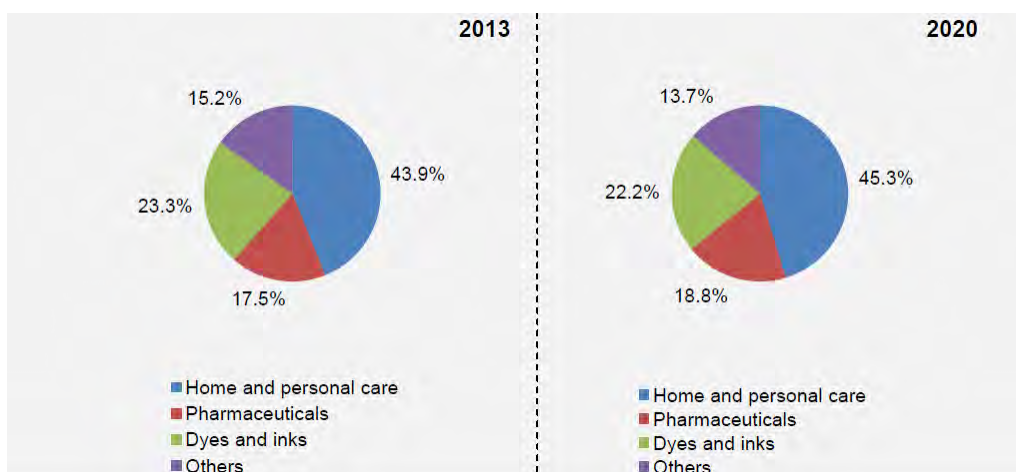
#### ***Phenoxyethanol Preservatives***

Phenoxyethanol preservatives are largely used in the home and personal care industry as preservatives in finished products. For instance, phenoxyethanol, along with other preservatives such as potassium sorbate, benzisothiazolinone, and methylisothiazolinone, is a key ingredient for preventing bacterial attack in the aqueous cleaning and stain removing homecare products. Furthermore, personal care is another significant application segment, which comprises color cosmetics, wipes, perfumes, fragrances, and skin and hair care products. Phenoxyethanol possesses mild preservative properties and, hence, the cosmetic industry is currently focusing on developing innovative blends of phenoxyethanol for personal care preservation.

In terms of volume, the global demand for phenoxyethanol preservatives stood at 39.2 kilo tons in 2013 and is expected to reach 51.2 kilo tons by 2020, increasing at a CAGR of 3.9% between 2014 and 2020. In terms of revenue, the phenoxyethanol preservatives market was valued at USD 95.8 Million in 2013 and is anticipated to reach USD 143.2 Million by 2020, expanding at a CAGR of 5.9% between 2014 and 2020. The global phenoxyethanol preservatives market is driven by strong growth in cosmetic products coupled with shift towards phenoxyethanol-based blends in the cosmetic industry.

In terms of volume and revenue, Asia Pacific dominated the global phenoxyethanol preservatives market, accounting for 41.9% share in 2013. Asia Pacific was followed by North America in terms of demand in 2013. The market for phenoxyethanol preservatives in Asia Pacific is anticipated to expand at a comparatively faster rate during the next few years. Demand for phenoxyethanol preservatives in Europe is likely to rise at a sluggish rate during the forecast period. RoW is projected to be second-fastest region in the phenoxyethanol preservatives market in next few years. (Source: “Phenoxyethanol Preservatives Market: Global Industry Analysis, Size, Share, Growth, Trends, and Forecast, 2014 – 2020” by Transparency Market Research)

*Global Phenoxyethanol Preservatives Market Volume Share, by Application, 2013 and 2020 (Figures as in 2015)*



(Source: “Phenoxyethanol Preservatives Market: Global Industry Analysis, Size, Share, Growth, Trends, and Forecast, 2014 – 2020” by Transparency Market Research)

#### Geographic Distribution (Figures as in 2014)

In terms of volume, North America (23.1% share) was the second-largest market for phenoxyethanol preservatives after Asia Pacific (41.9%) in 2013. North America’s market share is expected to decrease by 1% by 2020. Asia Pacific is expected to take up this share. Europe held 21.0% share of the global phenoxyethanol market in 2013. The region’s market share is estimated to decline by 1.2% to reach 19.8% by 2020.

In terms of volume, Rest of the World (RoW) constituted 14.0% share of the global phenoxyethanol preservatives market in 2013. Market share of RoW is likely to decline by 0.2% to reach 13.8% by 2020. In terms of volume, RoW is projected to be the second-fastest growing region in the global phenoxyethanol market during the forecast period. (Source: “Phenoxyethanol Preservatives Market: Global Industry Analysis, Size, Share, Growth, Trends, and Forecast, 2014 – 2020” by Transparency Market Research)

#### Major Players

The global phenoxyethanol preservatives market was moderately fragmented in 2013. Companies such as The Dow Chemical Company, Clariant, Galaxy Surfactants Limited, and BASF SE were some of the leading players in the phenoxyethanol market in 2013. In 2013, Galaxy Surfactants Limited had a 12.7% market share in the global phenoxyethanol preservatives market, whereas The Dow Chemical Company had a 16.3% market share, BASF SE had a 12.7% market share, Clariant Corporation had a 10.7% market share and others had a 50.6% market share. (Source: “Phenoxyethanol Preservatives Market: Global Industry Analysis, Size, Share, Growth, Trends, and Forecast, 2014 – 2020” by Transparency Market Research)

#### Preservative Blends Market

The global preservatives blends market size was USD 133.5 million in 2015, and is expected to grow to a size of USD 215.9 million by 2024, at a CAGR of 5.6%. Asia Pacific region held the major share of preservative blends market in 2015 as demand for beauty and personal care segment is rising at a speedy rate. The market for preservative and preservative blends is largely hampered by the growing demand for natural and organic preservatives. Rising levels of awareness and the various diseases caused by synthetic preservatives are the causes behind this shift. Demand for alcohol-based preservative blends is rising, with manufacturers of personal care, homecare, and beauty products shifting toward them.

Parabens are commonly used preservative blends, holding a share of more than 35% in the market in 2015. This trend is expected to continue by 2024, albeit at a sluggish growth rate owing to the various side effects and diseases such as cancer caused by parabens, which have therefore been banned in many countries. Companies are now focusing on manufacturing paraben-free products. Similar is the case with formaldehyde preservative blends. Companies are manufacturing products consisting of formaldehyde-free preservatives, as they cause itching, burning, and irritation to the skin. Their usage is banned in Japan and Sweden and has also been proven to be dangerous for animals and wildlife. This is projected to lead to a decline in demand for formaldehyde in the near future. After parabens, alcohols held a significant share of more than 20% in the preservative blends market in 2015 and are anticipated to be a rapidly expanding segment during the forecast period because of their limited

toxicity. Their pricing is close to that of formaldehyde. (Source: “Preservatives Blends Market: Global Industry Analysis, Size, Share, Growth, Trends, and Forecast, 2016 – 2024” by Transparency Market Research)

*Application Distribution (Figures as in 2016)*

A forecast of the global market size and volume of preservative blends, by application, is as follows:

Application	2015			2024		
	Market Size (USD Million)	Volume (Tons)	Market Share (%)	Market Size (USD Million)	Volume (Tons)	Market Share (%)
Beauty	51.2	2,849	38.4	85.2	4,542	39.5
Home	35.7	2,748	26.7	54.9	4,184	25.4
Personal Care	46.6	3,065	34.9	75.8	4,821	35.1
<b>Total</b>	<b>133.5</b>	<b>8,663</b>	<b>100.0</b>	<b>215.9</b>	<b>13,546</b>	<b>100.0</b>

(Source: “Preservatives Blends Market: Global Industry Analysis, Size, Share, Growth, Trends, and Forecast, 2016 – 2024” by Transparency Market Research)

*Geographical Distribution (Figures as in 2016)*

Geography	2015			2024		
	Market Value (USD Million)	Volume (Tons)	Market Share (%)	Market Value (USD Million)	Volume (Tons)	Market Share (%)
North America	40.9	2,001	23.2	62.7	2,893	21.4
Europe	41.3	1,845	21.3	61.6	2,584	19.1
Asia Pacific	30.9	3,448	39.8	56.4	5,870	43.3
Latin America	8.9	606	7.0	15.0	956	7.1
Middle East & Africa	11.5	762	8.8	20.2	1,243	9.2
<b>Total</b>	<b>133.5</b>	<b>8,663</b>	<b>100.0</b>	<b>215.9</b>	<b>13,546</b>	<b>100.0</b>

(Source: “Preservatives Blends Market: Global Industry Analysis, Size, Share, Growth, Trends, and Forecast, 2016 – 2024” by Transparency Market Research)

## OUR BUSINESS

*The following information should be read together with the more detailed financial and other information contained in the sections “Risk Factors”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Financial Statements” beginning on pages 15, 290 and 196, respectively. Some of the information in this section, including information with respect to our plans and strategies, contains forward-looking statements that involve risks and uncertainties. You should read the section “Forward-Looking Statements” on page 13 for a discussion of the risks and uncertainties related to those statements. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.*

*In this section, a reference to the “Company” means Galaxy Surfactants Limited. Unless the context otherwise requires, references to “we”, “us”, or “our” refers to Galaxy Surfactants Limited, its Subsidiaries and its Step-down Subsidiaries, taken as a whole, as though such Subsidiaries and Step-down Subsidiaries were consolidated entities of Galaxy Surfactants Limited. All financial information included herein is based on our Restated Financial Statements included in this Red Herring Prospectus in the section “Financial Statements” beginning on page 196.*

### Overview

We are one of India’s leading manufacturers of surfactants and other speciality ingredients for the personal care and home care industries. Our products find application in a host of consumer-centric personal care and home care products, including, *inter alia*, skin care, oral care, hair care, cosmetics, toiletries and detergent products. Since our incorporation in 1986, we have significantly expanded and diversified our product profile, client base and geographical footprint. Our customers include some of the leading multinational, regional and local players in the home and personal care industries. Currently, our product portfolio comprises over 200 product grades, which are marketed to more than 1,700 customers in over 70 countries.

Our products are organized into the following product groups:

- **Performance Surfactants:** Our portfolio of performance surfactants comprises over 45 product grades, and includes anionic surfactants and non-ionic surfactants; and
- **Speciality Care Products:** Our Speciality Care Products group comprises over 155 product grades, and includes amphoteric surfactants, cationic surfactants, UV filters, preservatives, preservative blends and surfactant blends, speciality ingredients such as mild surfactants, syndet and transparent bathing bars and proteins, fatty alkanolamides and fatty acid esters, and other care products.

While we commenced our operations as a local supplier to FMCG companies in India, we have significantly expanded and diversified our scale and scope of operations over the years so as to become a global supplier to FMCG companies across major geographies, such as Africa Middle East Turkey (AMET), Asia Pacific (APAC), Americas (North and South) and Europe. Our diversified customer base currently comprises multinational, regional and local FMCG companies, including, *inter alia*, Cavinkare Private Limited, Colgate-Palmolive (India) Limited, Dabur India Limited, Henkel, Himalaya, L’ORÉAL, Procter & Gamble Home Products Private Limited, Reckitt Benckiser, Ayur Herbals (Private) Limited, Jyothy Laboratories Limited and Unilever. We believe that the long-standing relationships that we enjoy with our customers are a catalyst for our continued growth and success.

In addition to our domestic sales in India, we have significantly increased our geographical footprint in recent years by focusing on certain emerging markets such as AMET. Our Step-down Subsidiaries, coupled with our manufacturing facilities in Suez, Egypt, and New Hampshire, USA, enable us to service the international demand for our products. We have set-up sales offices in India, Egypt and USA, and representative offices in Netherlands and Turkey so as to enable us to market our products as well as understand customer needs in these regions, and consequently, develop products to service such requirements.

We continuously monitor industry trends so as to ensure that our products continue to remain relevant and help our customers meet the evolving market demands and enhance their brand value. Our qualified and experienced in-house R&D team focuses on the development of high-performance products and formulations for the consumer-centric home and personal care industries, including collaborative product development with our customers as part of our ‘Consumer to Chemistry’ motto. We have adopted an innovation funnel model, which

allows us to customize our products in line with customer expectations and end-user preferences, whilst simultaneously ensuring shorter lead-times. Since 2002, a total of 47 patents have been granted to us. Currently, 10 patents in USA, and 2 (two) patents each in China, the European Union, India, Japan and Russia, are being maintained by us. We have applied for an aggregate of 38 patents globally, of which 21 applications have been made in India, and an aggregate of 17 applications have been made for the registration of patents in Brazil, China, the European Union, Russia and USA, and under the Patent Cooperation Treaty.

At present, we have 7 (seven) strategically-located manufacturing facilities, out of which 5 (five) are located in India and 2 (two) are located overseas. We also have set-up 1 (one) pilot plant at Tarapur, Maharashtra, for the scaling up of new products and processes from lab-scale to plant-scale. Out of our 5 (five) manufacturing facilities in India, 3 (three) are located at Tarapur, Maharashtra, 1 (one) is located at Taloja, Maharashtra, and 1 (one) is located at Jhagadia, Gujarat. Many of our key customers have audited and approved our manufacturing facilities and processes, which has helped us establish our reputation and reliability as a supplier of high-quality products and customized solutions, and also enabled us to receive recurring business as well as attract new customers.

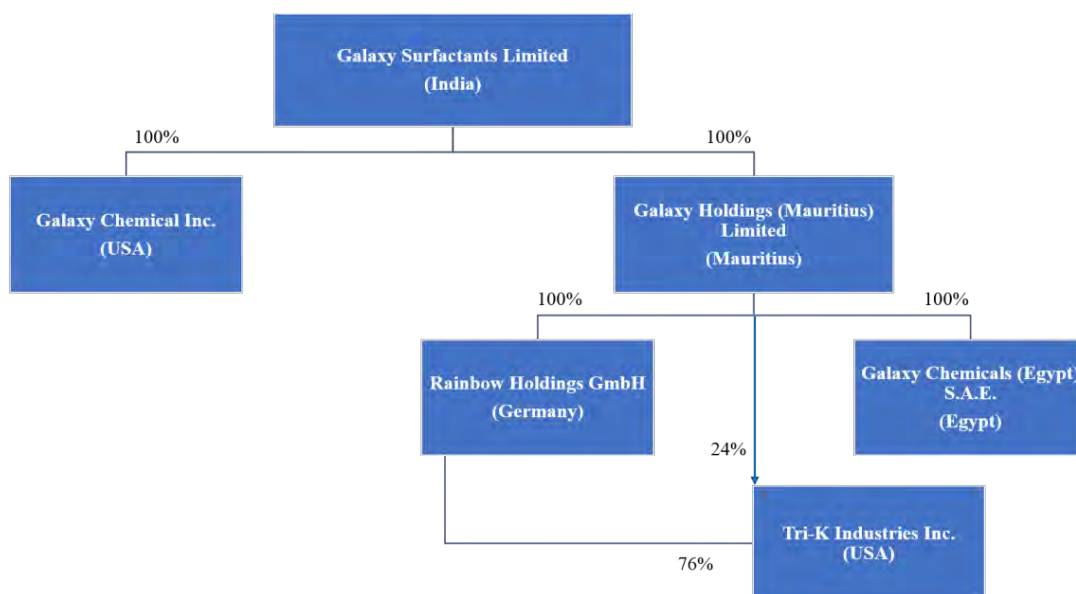
As a professionally managed organization, we are driven by a qualified and dedicated management team, comprising of seasoned professionals with experience across various sectors, which is led by our Board of Directors. Our Promoters, namely Mr. Unnathan Shekhar, Mr. Gopalkrishnan Ramakrishnan, Mr. Shashikant Shanbhag and Mr. Sudhir Dattaram Patil, have been associated with the Company since its incorporation in 1986, and have played a significant role in the development of our business. We believe that our management team's collective experience and capabilities enable us to understand and anticipate market trends, manage our business operations and growth, leverage customer relationships and respond to changes in customer preferences. Our workforce has grown significantly over the years, and as on September 30, 2017, numbered over 1,200 employees.

We believe that our emphasis on innovation, proactive customer-centric approach and focus on quality have enabled us to meet customer needs. We have received numerous awards and recognitions from our customers, including, *inter alia*, the "Winning through Innovation" and "Innovation Award" awards from Unilever, the "Best Supply Partner" award and a "Approved Supplier of Sodium Lauryl Ether Sulphate" certification by Hindustan Unilever Limited, a "Fully Certified Preferred Supplier of Sodium Lauryl Sulphate" certification and a "Certificate of Recognition" from Colgate-Palmolive (India) Limited, an "Award of Global Performance" and "Certificate of Appreciation" from L'ORÉAL, a "Certificate of Excellence" from Marico Limited, and an "Excellence" award from Dabur.

For Fiscal 2017 and the six-month period ended September 30, 2017, our total revenues were ₹21,717.00 million and ₹11,972.77 million, respectively. From Fiscal 2014 to Fiscal 2017, as per the Restated Consolidated Financial Statements, (i) our EBITDA increased from ₹2,198.03 million to ₹2,780.48 million, representing a CAGR of 8.15%; (iii) our profit after tax increased from ₹759.97 million to ₹1,463.06 million, representing a CAGR of 24.40%. Our RoNW for Fiscals 2015, 2016 and 2017 was 19.27%, 24.88% and 28.68%, respectively.

### **Corporate Structure**

The following chart outlines our current group structure:



## Our Strengths

We believe that we have the following competitive strengths:

### ***Established Global Supplier to Major FMCG Brands with Demonstrated Track Record***

Over the years, we have evolved from being a local supplier to FMCG companies in India to being a global supplier to FMCG companies across major geographies, such as India, AMET, Asia Pacific (APAC), Americas (North and South) and Europe. We believe that our robust product portfolio and expanded geographical footprint enable us to provide integrated solutions to a wide array of customers, whether they be established multinationals or emerging players in local markets. As part of our customer-relationship management endeavours, we classify our customers based on certain key characteristics, including scale of operations, geographical footprint, technical demands and propensity for growth. We believe that the aforesaid classification is key to our effective supply-chain management, and also helps us monitor exposure to risks that may arise from customer or geographical concentration. In Fiscal 2017, 52%, 8% and 40% of our total revenues from operations were derived from multinational customers, regional customers and local customers, respectively.

Almost all of our customers operate within the consumer-centric personal care and home care segments, and thus, their purchasing decisions are driven primarily by product performance, advanced chemistry and the need for customized and competitive solutions. We believe that a number of our products enjoy a strong position in the ingredients value chain. Our products provide some of the key functional characteristics to a host of consumer-centric personal care and home care products, including, *inter alia*, shampoos, conditioners, body wash formulations, soap bars, liquid soaps, toothpastes, laundry detergents and dishwashing products. Accordingly, our customers maintain strict qualification and/or certification procedures, which typically result in a high degree of collaboration for proficient product development.

Our customer base currently comprises a host of multinational, regional and local FMCG companies, including, *inter alia*, Cavinkare Private Limited, Colgate-Palmolive (India) Limited, Dabur India Limited, Henkel, Himalaya, L'ORÉAL, Procter & Gamble Home Products Private Limited, Reckitt Benckiser, Ayur Herbals (Private) Limited, Jyothy Laboratories Limited and Unilever. While we derive a significant portion of our revenues from limited number of major customers, we believe that this reflects our ability to cater to the continual procurement needs of our multinational FMCG customers across diverse geographies. We enjoy relationships in excess of 5 (five) years with each of our top ten customers.

Many of our key customers have audited and approved our facilities and manufacturing processes. Once qualified, products tailored to a customer's application and processes tend to have a life cycle linked to that of the customer's product, which, may be several years or even decades in the case of some products. By working closely with our customers, we are able to innovate and develop technologies that can be applied effectively in our customers' processes and products, increasing their operational efficiency and improving end-product performance. This type of strategic relationship with customers enhances the stability of our revenue base and facilitates the development

of new product applications and markets. We believe that factors such as the highly-technical and specialized nature of business, continuous requirement for R&D, the meeting pre-qualification, stringent quality benchmarks and certification serve as effective entry barriers to new players in the industry.

We have received numerous awards and recognitions from our customers, including, *inter alia*, the “*Winning through Innovation*” and “*Innovation Award*” awards from Unilever, the “*Best Supply Partner*” award and a “*Approved Supplier of Sodium Lauryl Ether Sulphate*” certification by Hindustan Unilever Limited, a “*Fully Certified Preferred Supplier of Sodium Lauryl Sulphate*” certification and a “*Certificate of Recognition*” from Colgate-Palmolive (India) Limited, an “*Award of Global Performance*” and “*Certificate of Appreciation*” from L’ORÉAL, a “*Certificate of Excellence*” from Marico Limited, and an “*Excellence*” award from Dabur.

### ***Robust Product Portfolio Addressing Diverse Customer Needs***

We have continuously diversified our product profile to address the needs of a diverse range of customers and applications. Our Performance Surfactants range includes anionic surfactants and non-ionic surfactants, and comprises over 45 product grades. Our Speciality Care Products range comprises over 155 product grades, and includes amphoteric surfactants, cationic surfactants, UV filters, preservatives, preservative blends and surfactant blends, speciality ingredients such as mild surfactants, syndet and transparent bathing bars and proteins, fatty alkanolamides and fatty acid esters, and other care products. In aggregate, our product portfolio currently comprises over 200 product grades.

Both of our product ranges, namely Performance Surfactants and Speciality Care Products, find application in the personal care and home care industries. They are utilized as raw materials for a host of consumer-centric personal care and home care products, including, *inter alia*, shampoos, conditioners, body wash formulations, soap bars, liquid soaps, toothpastes, laundry detergents and dishwashing products. However, our scale of production, positioning and pricing strategy for each of our product ranges is distinct. While our Performance Surfactants often serve as substantive raw materials in our customers’ end-products, our Speciality Care Products are characterized by the unique functionality that they add to our customers’ end-products. We believe that our products find applications in products designed for end-users in the entire spectrum of ‘*mass*’, ‘*mass-tige*’ and ‘*prestige*’ socio-economic segments.

The diversity in our product portfolio enables us to provide customized solutions to multinational FMCGs that market a host of products across diverse geographies. While the requirements and preferences of consumers across geographies may vary, a number of our Performance Surfactants are primarily utilized as raw materials for end-products that can be considered as ‘consumer staples’. As these products cater to basic needs such as personal hygiene and sanitation, consumers are often unable or unwilling to cut them out of their budgets regardless of their financial situation. We believe that the relatively inelastic demand for our customers’ end-products helps ensure a demand for the products that we manufacture whilst also contributing our ability to weather economic downturns that may affect specific geographies.

On the other hand, a large number of our Speciality Care Products find applications in end-products designed for the ‘*prestige*’ socio-economic segment, where purchasing decisions are often driven by the functionality of the end-product. For instance, sunscreens are commonly rated, labelled and purchased based on a sun protection factor (SPF) that measures the fraction of sunburn-producing UV rays that reach the user’s skin. Our range of UV filters serve as the primary functional ingredient in a host of sunscreens, fairness creams and other personal care products. As a result of the relatively higher value that they add to our customers’ end-products, our Speciality Care Products have typically offered a scope for higher margins *vis-à-vis* our Performance Surfactants.

### ***Proven R&D Capabilities with Dedicated Focus on Innovation***

Our emphasis on R&D has been a catalyst for the growth of our businesses and contributes significantly to our ability to meet customer needs in a competitive market.

Our dedicated and experienced in-house R&D team, which comprised 63 employees as of September 30, 2017, focuses on the development of high-performance products and formulations for the consumer-centric personal care and home care segments. This team includes a number of doctorates, chemists and engineers, and primarily operates from our well-equipped R&D Centre, which is located at Navi Mumbai. We also have set-up 1 (one) pilot plant at Tarapur, Maharashtra, which enables trial runs of the new production processes and products prior to commencement of commercial production. Our R&D Centre and pilot-plant are both recognized by the Department of Science and Technology, Government of India. We have also set-up a product applications centre



for proteins at Denville, USA, which is operated by Tri-K Industries Inc. In Fiscals 2015, 2016 and 2017, we spent ₹102.75 million, ₹121.03 million and ₹131.91 million, respectively, on R&D activities.

As part of our ‘*Consumer to Chemistry*’ motto, we undertake collaborative product development with our customers, which helps our customers in choosing the ‘right technology with the right application’. We have adopted an innovation funnel model of product development, which enables us to customize our products in line with customer expectations and consumer preferences, whilst simultaneously ensuring shorter lead-times. Since the adoption of our innovation funnel model in Fiscal 2007, we have developed various new product grades. Further, since 2002, a total of 47 patents have been granted to us. Currently, 10 patents in USA, and 2 (two) patents each in China, the European Union, India, Japan and Russia, are being maintained by us. We have applied for an aggregate of 38 patents globally, of which 21 applications have been made in India, and an aggregate of 17 applications have been made for the registration of patents in Brazil, China, the European Union, Russia and USA, and under the Patent Cooperation Treaty.

For instance, one of our key innovations was the development of a patented commercial manufacturing process for mild surfactants, being acyl-amino acid based surfactants that include acyl glycinates, sarcosinates, taurates and glutamates. This process satisfies all twelve principles of ‘*green chemistry*’. It utilizes a ‘*green catalyst*’ and is in the nature ‘*closed loop*’ chemistry, where by-products of one process are used to manufacture another class of surfactants. As a result of the foregoing, we are able to achieve 100% ‘*atom economy*’, which translates into energy-efficiency and the elimination of effluents and waste. As a result of the aforesaid process, we believe that we are uniquely positioned to address the growing need for mild surfactants in a sustainable manner.

### **Global Footprint Supporting Local Reach**

Over the years, we have successfully diversified both our product profile and geographical footprint by way of organic growth and inorganic expansions.

Our acquisition of Tri-K Industries Inc. in USA in Fiscal 2010, significantly enhanced our product portfolio of Speciality Care Products and our technological capabilities whilst also extending our reach in the developed markets of USA. In Fiscal 2012, we completed the development of our strategically-located manufacturing facility in Jhagadia, Gujarat. An EOU with an installed capacity of 79,500 MTPA as of March 31, 2017, this facility has significantly bolstered our manufacturing capabilities and ability to meet export demands. Further, our manufacturing facility in Suez, Egypt, with an aggregate installed capacity of 82,600 MTPA as of March 31, 2017 has enabled us to service the demands of a number of our existing multinational FMCG customers in the emerging AMET region.

Currently, we market our products to more than 1,700 customers in over 70 countries. We have set-up sales offices in India, Egypt and USA, and representative offices in Netherlands and Turkey. We believe that our diversified footprint, in both mature and emerging geographies, enables us to observe, analyse and adapt to evolving consumer preferences. We believe that we are well-placed to ensure that our products continue to remain relevant across diverse geographies, and are in a unique position to help our customers enhance their brand value by continuing to meet the demands of evolving markets.

A geographical breakdown of our total product sales (by volume) for the Fiscals 2015, 2016 and 2017, and the six-month period ended September 30, 2017, is represented herein below:

Sr. No	Geography	Fiscal 2015		Fiscal 2016		Fiscal 2017		Six-months Ended September 30, 2017*	
		(In MT)	%	(In MT)	%	(In MT)	%	(In MT)	%
1.	Africa Middle East Turkey	50,988	33%	58,938	37%	75,754	43%	42,137	44.93%
2.	India	62,416	41%	57,550	36%	60,735	34%	32,605	34.76%
3.	Rest of the World	39,970	26%	42,005	27%	40,990	23%	19,057	20.31%
<b>Total</b>		<b>153,374</b>	<b>100%</b>	<b>158,493</b>	<b>100%</b>	<b>177,479</b>	<b>100%</b>	<b>93,799</b>	<b>100%</b>

\*Not annualized

Our global network of manufacturing, sales and representative facilities helps in reducing our dependence on any single product or geography. We believe that our limited dependency on any single geography helps in mitigating the effect of economic and industry-specific cycles.

### ***Strong Presence in High Growth Markets of India and AMET Region***

The market for personal care products in India was USD 11.36 Billion in Fiscal 2015, and is expected to grow at a CAGR of 7.9%, to touch USD 22.52 Billion by 2024. Further, the market for home care products in India was USD 2.31 Billion in Fiscal 2015, and is expected to grow at a CAGR of 7.2%, to touch USD 4.32 Billion by 2024. (Source: “Global Surfactant Market – Custom Research for Galaxy Surfactants Limited” by Acmite Market Intelligence). We believe that the growth in India’s GDP, coupled with increase in per capita income in India, will drive the consumption of personal care and home care products in India. We believe that we are well positioned to capitalize on the opportunity offered by the expected growth in the Indian market on account of our strong manufacturing capabilities, long-standing customer relationships, ability to monitor and anticipate changes in end-user preferences and our continued focus on R&D.

The aggregate market for personal care and home care products in Africa and the Middle East was USD 22.04 Billion in Fiscal 2015, and is expected to grow at a CAGR of 4.43%, to touch USD 31.19 Billion by 2024. (Source: “Global Surfactant Market – Custom Research for Galaxy Surfactants Limited” by Acmite Market Intelligence). Our manufacturing facility in Suez, Egypt, which is owned and operated by Galaxy Chemicals (Egypt) S.A.E., had an installed capacity of 82,600 MTPA as of March 31, 2017. It produces both Performance Surfactants and Speciality Care Products, and service the demands of a number of our existing multinational FMCG customers such as L’ORÉAL, Procter & Gamble Home Products Private Limited and Unilever in the emerging AMET region. Between Fiscals 2014 and 2017, the total revenues of Galaxy Chemicals (Egypt) S.A.E. have grown at a CAGR of 22.31%, which reflects the growth in our market presence in the AMET region. Further, as the facility is located in the Attaqa Public Free Zone, it benefits from a concessional tax regime, and is exempt from all direct and indirect taxes. We believe that our established manufacturing facility and growing reputation for quality will enable us to leverage the expected growth in the AMET region in the years to come, and consequently, enhance returns to our shareholders.

### ***Professional and Experienced Management Team***

We are a professionally managed organization that is driven by a qualified and dedicated management team, which is led by our Board of Directors. Our management culture is collaborative and function-oriented, and we believe this to be critical to our competitive advantage. Our Promoters, namely Mr. Unnathan Shekhar, Mr. Gopalkrishnan Ramakrishnan, Mr. Shashikant Shanbhag and Mr. Sudhir Dattaram Patil, have been associated with the Company since its incorporation in 1986, and have played a significant role in the development of our business. Our Promoters have an average experience of over 35 years, out of which an average of over 30 years have been with us. Moreover, our senior management consists of experienced and qualified professionals with experience across various sectors.

Our management team’s collective experience and capabilities enable us to understand and anticipate market trends, manage our business operations and growth, leverage customer relationships and respond to changes in customer preferences. We will continue to leverage on the experience of our management team and their understanding of the surfactants and speciality care products industry, to take advantage of current and future market opportunities. We believe that we have been able to successfully recruit talent because of our reputation for excellence. Further, we believe that our ability to ensure a congenial work environment and competitive compensation packages have resulted in our relatively low attrition rates in the past.

### ***Track Record of Robust Financial Performance***

Our focus on functional excellence has contributed to our track record of robust financial performance. For the Fiscals 2015, 2016 and 2017, and the six-month period ended September 30, 2017, our EBITDA was ₹1,917.55 million, ₹2,395.91 million, ₹2,780.48 million and ₹1,451.33 million, respectively.

From Fiscal 2014 to Fiscal 2017, as per the Restated Consolidated Financial Statements, our EBITDA increased from ₹2,198.03 million to ₹2,780.48 million, representing a CAGR of 8.15%. For the Fiscals 2015, 2016 and 2017, and the six-month period ended September 30, 2017, our profit after tax was ₹674.56 million, ₹1,027.18 million, ₹1,463.06 million and ₹751.64 million, respectively. From Fiscal 2014 to Fiscal 2017, as per the Restated Consolidated Financial Statements, our profit after tax increased from Rs. 759.97 million to Rs. 1,463.06 million,

representing a CAGR of 24.40%. Our RONW for Fiscals 2015, 2016 and 2017 was 19.27%, 24.88% and 28.68%, respectively. Further, our long term borrowings, as per our Restated Consolidated Financial Statements, have reduced from ₹2,041.25 million in Fiscal 2014 to ₹1,294.05 million in Fiscal 2017. As on September 30, 2017, our long term borrowings, as per our Restated Consolidated Financial Statements, were ₹1,014.40 million.

We believe that our robust financial performance reflects the efficacy of the manufacturing and supply-chain management protocols that we have implemented. Our steady operating cash flows enable us to meet the present and future needs of our customers while our strong balance sheet and financial performance instil confidence in them. Over the years, we have strategically invested significantly in capacity expansion and de-bottle necking at our manufacturing facilities as well as in our R&D endeavours. We believe that our ability to make these investments helps strengthen trust and engagement with our customers, which enhances our ability to retain these customers and extend our engagement across products and geographies.

## Our Strategies

### *Increasing the Share of Speciality Care Products in our Sales Mix*

Our Speciality Care Products have historically offered higher margins *vis-à-vis* our Performance Surfactants. However, the development and manufacture of Speciality Care Products requires multi-stage processing and unique technical competencies. Our continued R&D efforts at the applications laboratories set up at our R&D Centres in Navi Mumbai, India, and in Denville, USA, have helped us develop a number of patents for Speciality Care Products and their manufacturing processes. Our range of Speciality Care Products currently comprises over 155 products and includes amphoteric surfactants, cationic surfactants, UV filters, preservatives, preservative blends and surfactant blends, speciality ingredients such as mild surfactants, syndet and transparent bathing bars and proteins, fatty alkanolamides and fatty acid esters, and other care products.

A product group-wise breakdown of our total product sales (by volume) for the Fiscals 2015, 2016 and 2017, and the six-month period ended September 30, 2017, is represented herein below:

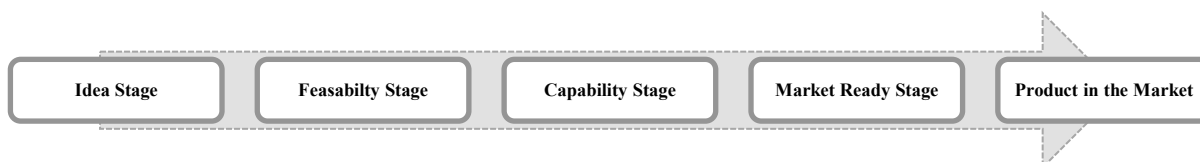
Sr. No	Geography	Fiscal 2015		Fiscal 2016		Fiscal 2017		Six-months Ended September 30, 2017*	
		(In MT)	%	(In MT)	%	(In MT)	%	(In MT)	%
1.	Performance Surfactants	97,211	63.38%	98,775	62.32%	115,392	65.02%	63,159	67.33
2.	Specialty Care Products	56,163	36.62%	59,718	37.68%	62,087	34.98%	30,640	32.67
<b>Total</b>		<b>153,374</b>	<b>100%</b>	<b>158,493</b>	<b>100%</b>	<b>177,479</b>	<b>100%</b>	<b>93,799</b>	<b>100%</b>

\*Not annualized

Going forth, we intend to focus on increasing the share of Speciality Care Products in our overall sales mix. While we currently offer both Performance Surfactants and Speciality Care Products to our customers in emerging as well as mature markets, the market for Speciality Care Products has historically been higher in mature markets. However, we expect the demand for a host of our Speciality Care Products such as mild surfactants, proteins, syndets and preservatives in emerging markets will increase as and when such markets begin to mature. We intend to leverage the long-standing relationships that we have with our existing multinational, regional and local customers for Performance Surfactants in emerging markets and address their imminent requirements by cross-selling our diverse portfolio of Speciality Care Products. Further, we intend to increase our share of sales of Speciality Care Products in mature markets by continuing to monitor evolving consumer preferences and undertaking product innovation so as to address such needs.

### *Continue to Focus on R&D and Product Innovation as part of our 'Consumer to Chemistry' Approach*

We believe that our focus on product innovation through continuous R&D has been critical to the growth of our business. With a view to customize our products in line with customer expectations and end-user preferences, whilst simultaneously ensuring shorter lead-times, we have adopted an innovation funnel model. A process chart representing our innovation funnel model to product development is set out herein below:



Since the adoption of our innovation funnel model in Fiscal 2007, we have developed various new product grades. Further, since 2002, a total of 47 patents have been granted to us. Currently, 10 patents in USA, and 2 (two) patents each in China, the European Union, India, Japan and Russia, are being maintained by us. We have applied for an aggregate of 38 patents globally, of which 21 applications have been made in India, and an aggregate of 17 applications have been made for the registration of patents in Brazil, China, the European Union, Russia and USA, and under the Patent Cooperation Treaty.

Our ‘*Consumer to Chemistry*’ approach is designed to ensure that our products continue to remain relevant in evolving markets and help our customers enhance their brand value. We strive to continuously monitor, analyse and adapt to changing consumer preferences across diverse geographies. We help our customers address evolving market demands by undertaking collaborative product development, which enables us to offer customized and integrated solutions that cater to the unique demands of our diversified customer base.

We believe that we possess the necessary skills, technology, know-how, in-house R&D capabilities and intellectual property competence to develop products and customised formulations, which can be manufactured and marketed in both domestic and international markets. In the years to come, we intend to continue invest in, and undertake, product innovation with our characteristic ‘*Consumer to Chemistry*’ approach, and specifically focus on certain Speciality Care Products such as mild surfactants, rheology modifiers, pearlizing agents, UV filters, syndets and transparent bathing bars, surfactant blends and proteins. We believe that this focus will enable us to introduce products and formulations, increase our productivity and operating efficiency, deepen penetration in existing markets and serve as the cornerstone to our success in new markets.

***Increase Wallet Share with Existing Customers and Continued Focus to Expand Customer Base***

Our customer base currently comprises a host of multinational, regional and local FMCG companies, including, *inter alia*, Cavinkare Private Limited, Colgate-Palmolive (India) Limited, Dabur India Limited, Henkel, Himalaya, L’ORÉAL, Procter & Gamble Home Products Private Limited, Reckitt Benckiser, Ayur Herbals (Private) Limited, Jyothy Laboratories Limited and Unilever. We believe that the awards and certifications that we have received from our customers over the years are an indicator of our position as a preferred supplier to leading FMCG companies in the consumer-centric personal care and home care segments.

While we believe that our continuing R&D endeavours and our reputation for quality will help increase our overall market share for both of our Performance Surfactants and Speciality Care Products categories, we intend to focus on increasing our wallet share with existing customers in the years to come. We have built long-standing relationships with our customers through various strategic endeavours, which we intend to leverage by capitalizing on the significant cross-selling opportunities that our diversified product portfolio offers. Further, we plan on utilizing our expanded geographical footprint to address the sourcing requirements of our existing multinational FMCG customers as and when they enter new markets, thereby consolidating our position as a preferred supplier across geographies.

Our customer base has grown from over 1,200 customers in Fiscal 2013 to over 1,700 customers in Fiscal 2017, representing a CAGR of 7.84%. Currently, we market our products to more than 1,700 customers in over 70 countries. We have set-up sales offices in India, Egypt and USA, and representative offices in Netherlands and Turkey so as to enable us to market our products as well as understand the customer needs in these regions. We also regularly take part in trade shows, road shows and exhibitions, and our employees have been invited as speakers at various industry fora. Going forth, we intend to continue to leverage our sales and marketing network, diversified product portfolio and our industry standing to establish relationships with new multinational, regional and local customers and expand our customer base.

***Mutually Complimentary Two-pronged Strategy to Drive Growth in both Emerging and Mature Markets***

The market for personal care products in India was USD 11.36 Billion in Fiscal 2015, and is expected to grow at a CAGR of 7.9%, to touch USD 22.52 Billion by 2024. Further, the market for home care products in India was USD 2.31 Billion in Fiscal 2015, and is expected to grow at a CAGR of 7.2%, to touch USD 4.32 Billion by 2024.

The aggregate market for personal care and home care products in Africa and the Middle East was USD 22.04 Billion in Fiscal 2015, and is expected to grow at a CAGR of 4.43%, to touch USD 31.19 Billion by 2024. (Source: “Global Surfactant Market – Custom Research for Galaxy Surfactants Limited” by Acmite Market Intelligence). While emerging markets have historically been important to us from a perspective of Performance Surfactants sales, we anticipate an increased demand for our Speciality Care Products as these markets begin to mature. We believe that our strong manufacturing capabilities, established customer relationships and robust product portfolio leave us uniquely positioned to exploit the opportunities offered by the expected growth in the personal care and home care segments in India and the AMET region. We intend to focus on leveraging such opportunities to increase sales and cross-sales of our Performance Surfactants and Speciality Care Products in the years to come.

On the other hand, we believe that growth in mature markets such as USA and Europe will come from our range of Speciality Care Products. The development and manufacture of Speciality Care Products requires multi-stage processing and unique technical competencies, which serve as effective entry barriers to new entrants. We intend to capitalize on the significant investments that we have made in enhancing our manufacturing capabilities and portfolio of Speciality Care Products, and cater to the demands of these mature markets. We will continue to monitor evolving consumer preferences and undertaking product innovation so as to address the needs of mature markets, which we believe will also help us anticipate and address future needs of emerging markets.

### ***Continue Improving Financial Performance through Focus on Operational Efficiencies and Functional Excellence***

We believe that our focus on functional excellence and providing integrated solutions has contributed to our financial strength and performance whilst also strengthening the trust and engagement that we share with our customers.

From Fiscal 2014 to Fiscal 2017, as per the Restated Consolidated Financial Statements, our EBITDA has increased from ₹2,198.03 million to ₹2,780.48 million, representing a CAGR of 8.15%. Further, our long term borrowings, as per our Restated Consolidated Financial Statements, have reduced from ₹2,041.25 million in Fiscal 2014 to ₹1,294.05 million in Fiscal 2017. As on September 30, 2017, our long term borrowings, as per our Restated Consolidated Financial Statements, were ₹1,014.40 million. We believe that the various strategic initiatives that we have implemented, including the continued investment in our manufacturing facilities, developing and enhancing our in-house capabilities, and our supply-chain management protocols will continue to play a critical role in our future success. Accordingly, we intend to build on our existing strategic initiatives to achieve operational excellence that translates into financial strength and performance.

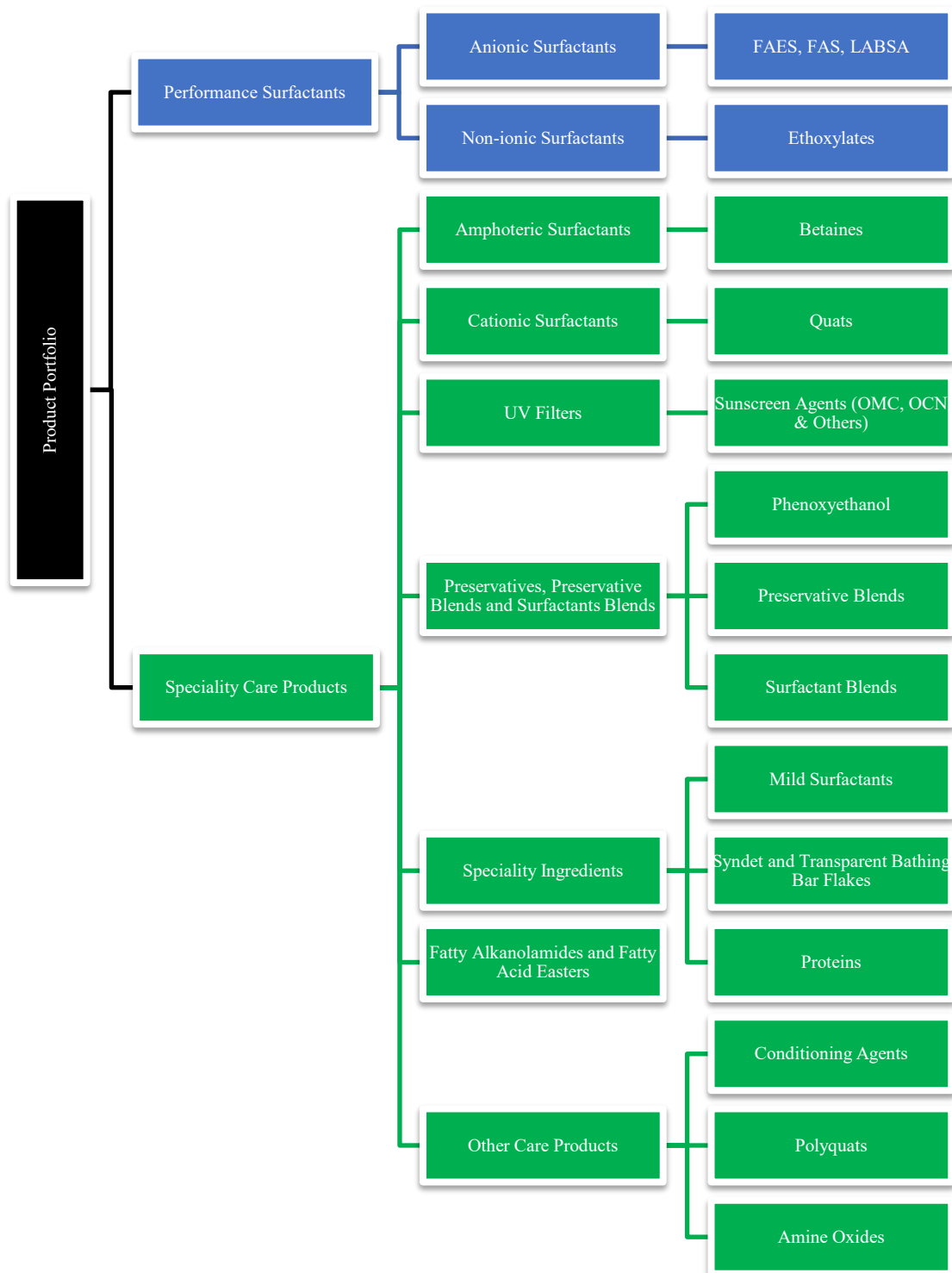
We have set-up a ‘New Projects Technologies’ (NPT) Group, which spearheads our in-house engineering and project execution capabilities. We believe that we have been able to make significant improvements to our manufacturing facilities through feats of ‘frugal’ engineering, which have helped us increase our production capacities in compliance with our stringent technical requirements in a cost efficient and timely manner. As on March 31, 2017, our aggregate installed capacity across our 7 (seven) strategically-located manufacturing facilities was 350,860 MTPA. Currently, we have access to additional land at our existing manufacturing facilities at Jhagadia, Gujarat, and Suez, Egypt, which provides significant headroom for future growth. Moving forward, we will continue to rely on the in-house expertise of our NPT Group to periodically review the functioning of our manufacturing facilities, identify scope for expansion or de-bottle necking and undertake projects to increase our production capabilities.

As part of our customer-relationship management endeavours, we classify our customers based on certain key characteristics, including scale of operations, geographical footprint, technical demands and propensity for growth. We believe that the aforesaid classification is key to our effective supply-chain management, and also helps us monitor exposure to risks that may arise from customer or geographical concentration. In Fiscal 2017, 52%, 8% and 40% of our total revenues from operations were derived from multinational customers, regional customers and local customers, respectively. Going forth, we intend to continue to refine our supply-chain management protocols to, *inter alia*, help us address the commodity and foreign exchange risks that our operations may be subject to as our business grows.

### **Product Portfolio**

Our product portfolio currently comprises over 200 product grades, which are marketed to more than 1,700 customers in over 70 countries.

The chart below sets out the various products that we manufacture:



## Product Groups

Our products are organized into the following two product groups:

### A. *Performance Surfactants*

Our portfolio of Performance Surfactants includes two categories of surfactants. These products stabilise a mixture of oil and water by reducing the surface tension at the interface between oil and water, and are utilized to remove dirt from, *inter alia*, skin, hair and textiles. Based on the head charge in the individual unit, they can be classified as follows:

- (i) *Anionic Surfactants*: In this sub-category of Performance Surfactants, the head charge is negative. This class of surfactants has high foam and very good dirt removal properties. These surfactants have applications in shampoos, toothpastes, body wash formulations as well as laundry detergents and dishwashing products. Typical surfactants manufactured by us in this sub-category include sodium lauryl sulphate, sodium lauryl ether sulphate, ammonium lauryl sulphate, ammonium lauryl ether sulphate and linear alkyl benzene sulfonic acid; and
- (ii) *Non-ionic surfactants*: This Performance Surfactants in this sub-category have no head charge. We manufacture a wide range of ethoxylated non-ionics with varying degrees of ethoxylation. These surfactants are most commonly used in cosmetics and personal care products like shampoos, bath and shower products. These are also used as emulsifiers and solubilisers in cosmetic applications. Our sub-category of non-ionic surfactants includes lauryl alcohol ethoxylates.

### B. *Speciality Care Products Group*

Our range of Speciality Care Products includes amphoteric surfactants, cationic surfactants, UV filters/sunscreens, preservatives and blends, speciality ingredients, fatty alkanolamides and fatty acid esters, and other products. Details of each of the aforesaid sub-categories are as follows:

- (i) *Amphoteric Surfactants*: Amphoteric surfactants find application in personal care products as well as home care products. Depending on the pH (the acidity or basicity of the solution), they can be negatively or positively charged or there can be no head charge at all. These surfactants are mainly used in personal care and home care products. These are frequently used in shampoos, skin cleansers and other cosmetic products because of their excellent dermatological properties. Use of these surfactants in detergents reduces skin irritation. We manufacture Cocoamidopropyl Betaine (“CAPB”) which is used in shampoos, shower products, liquid soaps. We have also developed a patented purified version of CAPB which is used in toothpastes;
- (ii) *Cationic surfactants*: In cationic surfactants, the head charge is positive. These surfactants serve as effective conditioning aids because of their substantivity to hair and antimicrobial properties. Thus, they are mainly used in hair conditioners and fabric softeners. We manufacture benzalkonium chloride which can be used as a germicide, disinfectant in applications such as floor cleaners and sanitizers;
- (iii) *UV Filters/Sunscreens*: A sunscreen is a lotion, spray or cream that protects the skin from UV radiation. It contains materials that absorb or block the harmful radiation. We manufacture sunscreens such as Octyl Methoxycinnamate, Octocrylene and trade in various other sunscreens such as GalSORB UV Avobenzone and Benzophenone-4. Apart from these, our patented molecules GalHueShield HCS and Galaxy SunBeat are innovative molecules that offer unique advantages due to their specific structural features, which make them mild for the skin, moisturizing or substantive, conditioning or even-water-soluble. These molecules exhibit excellent and unique properties which overcome a number of formulation issues;
- (iv) *Preservatives, Preservative Blends and Surfactant Blends*: A preservative is a natural or synthetic chemical that is added to food or personal care/cosmetic formulations to prevent spoilage, whether from microbial growth or undesirable chemical changes. Preservatives are designed to help protect consumers from food poisoning and extend shelf-life of products. They can be broadly divided into anti-microbial preservatives, which function by inhibiting the growth of bacteria and fungi, and antioxidants, which inhibit the oxidation of foods and prevent rancidity. We manufacture

phenoxyethanol, which due to its reduced toxicity as compared to parabens and formaldehyde, finds application in many personal care products. Further, we utilize phenoxyethanol and surfactants (lower fatty chain derivatives of amino acid) to manufacture a range of blends. These blends can be divided into the following:

- a. Preservative Blends: These are special customised formulations of preservatives. Preservation of home and personal care products is a challenging area since the current antimicrobials are being phased out due to serious toxicity issues to humans and as well as to the environment. In view of this, the global personal care industry has committed itself to change the ways of preservation. Our preservation strategy is built around combining phenoxyethanol and other non-toxic antimicrobials where we believe that we have a manufacturing edge. Galgaurd Trident and Galguard NT are cold-processable innovative compositions that employ multi-pronged combinatory approach to address preservation problems of a number of home and personal care products; and
- b. Surfactant Blends: Surface active preparations include effective blend of surfactants which are pre-formulated and can be used for shampoo, body wash, syndet and transparent soap bars. In order to reduce manufacturing complexity and production time cycle, we have developed blends which are a mixture of various surfactants that form the base of shampoos, liquid soaps and shower gel formulations. Additionally, we have developed our expertise in the technology of cold pearl formulations for pearlescence in shampoo formulations.

(v) Speciality Ingredients:

- a. Mild Surfactants: Mild surfactants are emerging against the backdrop of significant advancements in the understanding of science of personal cleansing in the last decade. Traditional surfactants and soaps have an effect of compromising the skin's basic biological functions as they have a tendency of interacting unfavourably with top layer of skin while cleansing. The mild surfactants, particularly are of two classes: (i) acyl amino acid surfactants and (ii) acyl isethionates. These surfactants have been shown to cleanse adequately without compromising basic function of skin. Technologies are being developed to use this two families of surfactants synergistically.

One of our key innovations was the development of a patented commercial manufacturing process for mild surfactants, being acyl-amino acid based surfactants that include acyl glycinate, sarcosinate, taurate and glutamate. This process satisfies all twelve principles of 'green chemistry'. It utilizes a 'green catalyst' and is in the nature 'closed loop' chemistry, where by-products of one process are used to manufacture another class of surfactants. As a result of the foregoing, we are able to achieve 100% 'atom economy', which translates into energy-efficiency and the elimination of effluents and waste. As a result of the aforesaid process, we believe that we are uniquely positioned to address the growing need for mild surfactants in a sustainable manner.

Another one of our key innovations pertains to our development of a patented process that exploits the synergies between two classes of surfactants, namely acyl amino acid surfactants and acyl isethionates. This process enabled us to achieve multiple goals, including mild cleansing, customized skin-pH formulations, transparent/clear formulations, and consumer desired attributes of foam and lather, which were unachievable hitherto by then available technologies. The uniqueness of this patented process is that it can create synergistic, cold-processable and sustainable combinations of both families of mild surfactants. We have launched one such synergistic combination of glutamate and isethionate GLI 21 and a few more are in the pipeline to meet customers' demands for a variety of formulations. We believe that this patented process give us a significant edge over our competition.

The mild surfactants from our portfolio are suitable for liquid cleansers as well solid bathing bars, thus enabling us to participate in all forms of mild cleansing systems in different forms of liquids, bars or powders. We have recently developed a patented new oil-soluble surfactant, Galsoft TiLS, for shower oils. Shower oils are one of the ways of mild cleansing, particularly suitable for sensitive, dry and compromised skin. Current shower oil manufactures use MIPA laureth sulphate with alkanol amide, which have been reported to have skin irritating



properties and possible formation of carcinogenic nitrosoamines. Galsoft TiLS overcomes the problems associated with current technologies, and opens up a new avenues for oil-based cleansers. This line of products opens a new avenue for 'sulphate-free' oil-soluble surfactants;

- b. Syndet and Transparent Bathing bar flakes: Syndet noodles and transparent bathing bar flakes have good global potential since we believe that consumer preferences are moving from conventional soaps to variety of mild, neutral pH syndet based bathing bars. These products form the base for the final syndet and transparent bathing bars. Syndet noodles are in the form of ivory white coloured noodles, almost colourless bar having a mild and skin friendly base. It can be processed into bars in a conventional soap line with minor changes in equipment and process; and
- c. Proteins: Proteins extracted from vegetable sources like rice, wheat, barley, oats, soya, quinoa, milk and silk form our protein ingredients. Our offerings covers a wide range of products for various applications in the cosmetic industry, including conditioning of hair and skin, hair protection and strengthening, anti-irritancy, moisturization, film formers on skin, and skin healing and protection.

Proteins for cosmetics that we manufacture are:

- Protein Hydrolyzates: Most proteins are poorly soluble in water and therefore cannot be used in cosmetic formulations. Hydrolyzation converts the proteins into their soluble form by breaking down the proteins into smaller pieces, typically a mix of their amino acids. This hydrolyzation results in a water soluble cosmetic grade product which finds application in hair care and skin care formulations;
  - Quaternized Proteins: These are protein derivatives which are made cationic so that they are substantive to hair and skin. These quaternized proteins reduce static electricity and bind well to the damaged hair. These products improve the body and manageability of hair;
  - Protein Condensates: Protein condensates add various fatty acids to the protein to confer additional emulsifying and cleansing properties. These condensates are similar to surfactants and are mild, have high tolerance to skin and eye, and reduce the irritability of harsh surfactants. This expanding portfolio of specialty chemicals demonstrates the strength of our R&D capabilities in high quality personal care ingredients; and
  - Specialty Actives: Vegetable derived protein derivatives (hydrolysate, condensates and quaternaries) for personal care applications have been our forte. This sustainable approach of deriving actives from nature has been further extended to innovate the specialty actives from the protein fractions of seeds of Baobab, Barley and Sacha Inchi. The isolated oligo-peptides have been shown to possess topical activity of being anti-inflammatory or anti-senescence. We believe that this new science of plant derived protein-actives would take us into the realm of cosmeceuticals and help us in fulfilling the unmet needs of beauty care.
- (vi) Fatty Alkanolamides and Fatty Acid Esters: Fatty Alkanolamides and Fatty Acid Esters are mainly used as foam, viscosity boosters and pearlizer in a formulation. We manufacture products like Cocomonethanolamide, Cocodiethanolamide and Lauric Monoethanolamide which are used in shampoos, soaps, shaving creams, liquid detergents, shower gels and bubble baths. Fatty acid esters are used in formulations as pearlizer.

(vii) Other Products:

- a. Conditioning Agents: A conditioner is a substance or process that improves the quality of another material. Conditioning agents are also called moisturizers in some cases and usually are composed of various oils and lubricants. One method of their use is coating of the substrate to alter their feel and appearance;
- b. Polyquats: These are polymers frequently used in hair-care products to provide conditioning benefits to the hair. The trait they all share is that they are very large molecules with periodic positive charges located at different sites along the molecule. There are many different types of these cationic polymers, with widely varying molecular structures and charge densities (amount of positive charge/molecule). Each specific type of polyquaternium molecule is assigned a numeric designation, such as polyquaternium-4 or polyquaternium-11;
- c. Amine Oxides: Amine oxides are surfactants that have no head charge. They are most commonly used in the home care and personal care products, and find application in toilet and other multi-functional cleaners. Our amine oxide products include foam stabilizers such as lauryl myristyl amine oxide and lauryl myristyl amidopropyl amine oxide.

## Production Processes

### A. Performance Surfactants

(i) Anionic Surfactants:

- a. Fatty Alcohol Ether Sulphate (FAES): FAES is manufactured by sulfation process followed by neutralization of resultant sulphated mass using Caustic Soda Lye. Ethoxylated Fatty Alcohol is treated with SO<sub>3</sub> to get sulphated product. The resultant product is reacted with Caustic Soda Lye to get SLES 70 percent (70 percent active material, balance water). SLES 70 percent is diluted with water to obtain lesser active material. Other additives are added to adjust the material as per required customer's specification. The product is standardized as per our customers' specifications and packed in HM-HDPE barrels; and
- b. Fatty Alcohol Sulphate (FAS): FAS is manufactured by sulfation process followed by neutralization of resultant sulphated mass using Caustic Soda Lye. Fatty Alcohol is treated with SO<sub>3</sub> to get sulphated product. The resultant product is reacted with Caustic Soda Lye to get SLS 28 percent liquid. The SLS 28 percent liquid is spray dried to convert it to SLS powder, which is then packed in HDPE bags. We also offer FAS Granules for special applications.

(ii) Non-ionic Surfactants:

- a. Ethoxylated products: Different kinds of ethoxylated products are manufactured by ethoxylation process by reacting fatty alcohol with ethylene oxide. The product is standardized as per the customers' specifications and packed in HM-HDPE barrels or ISO tanks.

### B. Speciality Care Products Group

- (i) Amphoteric Surfactants: Amphoteric surfactants or betaines are manufactured by amidification reaction followed by quaternisation of resultant amide with alkylating agent. Coco fatty acid is reacted with DMAPA to obtain amide of DMAPA. During the reaction, water is recovered as a by-product. After completion of reaction, this resultant amide or fatty amine is reacted with alkylating agents like MCA or SMCA in aqueous medium to form Betaines. De-mineralised water is used as a diluting agent. The product is standardized as per the customer's specification and packed in HM-HDPE barrels. The product is also packed in ISO tanks or Flexi-bags for export requirement.

- (ii) Cationic surfactants: Cationic surfactants or quaternium compounds is manufactured by quaternization reaction process. Di Methyl Lauryl Amine is reacted with Benzyl Chloride in aqueous medium to obtain desired specification of the product. The resultant product is cooled and packed in desired packing of HM-HDPE drums.
- (iii) UV Filters/Sunscreens: Octyl Methoxycinnamate (OMC) is manufactured by different reactions like Claisen condensation and trans-esterification reaction followed by purification through fractional distillation. P-Anisaldehyde and ethyl acetate are reacted to form ester. This resultant ester is reacted with 2-Ethyl hexanol to form crude OMC. Crude OMC is purified and product is standardized as per the customer's specification and packed in HM-HDPE barrels. Octocrylene (OCR) is another sunscreen agent which is a UV-B (290-320 nm) absorber. It is used in formulating water repellent and water resistant sunscreen products. OCR is manufactured from Benzophenone by two stage process which involves condensation and transesterification reactions.
- (iv) Preservatives, Preservative Blends and Surfactant Blends:
- a. Preservatives: Phenoxyethanol is manufactured by ethoxylation reaction followed by purification of resultant product by distillation. The crude phenoxyethanol is manufactured by ethoxylation reaction between Phenol and Ethylene Oxide to get the desired product. Crude product is purified by fractional distillation under reduced pressure (vacuum). The product is standardized as per the customers' specifications and packed in HM-HDPE barrels or ISO tanks;
  - b. Preservatives Blends: Preservative blends are special customised formulations of preservatives. Preserving water based formulations without causing any adverse toxic effect on other living systems has been challenging. To address this challenge, we have developed a strategy of using combinatory approach of deploying safe but soft antimicrobials, namely, capryloyl glycine, undecylenoyl glycine, benzoic acid, dehydroacetic acid and phenoxyethanol; and
  - c. Surfactant Blends: Surfactant blends are specialty blends manufactured by blending of different surfactants in a scientific way. They are prepared by blending fatty alcohol ether sulphates, fatty alcohol sulphates, betaines, fatty acid esters, polyquaternium compound, alkanolamides, sulfosuccinates, fatty alcohol ethoxylates, cellulose and derivatives, fatty alcohol, other additives, polyols, salts and water. All the ingredients are taken in clean dry reactor. After mixing and dissolving, required water is added and the mass is cooled, settled and packed in HDPE drums.
- (v) Specialty Ingredients:
- a. Mild Surfactants:
    - i. Sodium Cocoyl Glycinate (Galsoft SCG): Galsoft SCG is manufactured by way of a two-step patented process. In the first step, Coco fatty acid is chlorinated to obtain Cocoyl chloride. The chlorinated coco fatty acid (Cocoyl chloride), in the second step, is reacted with glycine under controlled reaction conditions of pH and temperature to obtain Sodium Cocoyl Glycinate of about 30% solids. This product is filtered, quality tested, packed and despatched as per customer requirements.
    - ii. Sodium Lauryl Sarcosinate (Galsoft NaLS): Galsoft NaLS is manufactured in two step process. In the first step Lauric acid is chlorinated by our patented process to obtain Lauroyl chloride. The chlorinated lauric fatty acid (Lauroyl chloride), in the second step, is reacted with Sodium sarcosinates under controlled reaction conditions of pH and temperature to obtain Sodium Lauroyl Sarcosinate of about 30% solids. This product is filtered, quality tested, packed and despatched as per customer requirements.
    - iii. Sodium Cocoyl Taurate (Galsoft SCT): Galsoft SCT is manufactured by way of a two-step process. In the first step, Coco fatty acid is chlorinated (Cocoyl chloride). The chlorinated Coco fatty acid, in the second step, is reacted with Sodium N-methyltaurate under controlled reaction conditions of pH and temperature to obtain Sodium Cocoyl

Taurate of about 40% solids. This product is filtered, quality tested, packed and despatched as per the customer requirements.

- iv. *Sodium Cocoyl Isethionate (SCI)*: SCI is manufactured by way of a two-step process. In the first step, Sodium isethionate is prepared by ethoxylation of sodium bisulfite. In the second step, coco fatty acid is reacted with sodium isethionate in the presence of catalyst and under controlled temperature conditions, to obtain Sodium cocoyl isethionate. At the end of the reaction, the material is cooled and powdered. Two grades are made as per customer requirements, namely Galsoft SCI 80 with 80% active mass and Galsoft SCI 85 with 85% active mass.
- b. *Syndet and Transparent Bathing bar flakes*: Syndet noodles are manufactured with surfactant blends and adjusted to pH near to that of skin. These are mild to skin compared to conventional soap. We supply the product in noodle and flaked form and the soap/bathing bar is made at the customer's end. Transparent Bathing Bar Flakes are also manufactured by blending surfactants and other additives. These flakes are converted into Transparent Bathing Bars by "melt and pour" technology.
- c. *Proteins*:
  - i. *Amino Acids from Vegetable sources*: Various amino acids are extracted from vegetable sources like Soy, Rice and Wheat biomass. The process of extraction of these vegetable based amino acids involves multistage enzymatic protein hydrolysis of biomass followed by sanitization, pH adjustment, addition of preservatives, filtration, standardization and packing as per customer requirement;
  - ii. *Amino Acids from non-vegetable sources*: Amino acids are extracted from non-vegetable sources like keratin and silk. The process of extraction of these non-vegetable based amino acids involves multistage alkaline enzymatic protein hydrolysis followed by sanitization, pH adjustment, addition of preservatives, filtration, standardization and packing as per customer requirement;
  - iii. *Hydrolyzates from non-vegetable source*: Hydrolyzates from non-vegetable sources like Hydrolysed Collagen, Hydrolysed Keratin, Hydrolysed Elastin, Hydrolysed Milk and Hydrolysed Silk. The process involves alkaline hydrolysis of protein biomass, evaporation followed by sanitization, pH adjustment, addition of preservatives, filtration, standardization and packing as per customer requirement;
  - iv. *Hydrolyzates from vegetable source*: Hydrolyzates from vegetable sources like hydrolyzed Wheat, hydrolyzed Soy, hydrolyzed Rice, hydrolyzed Oats, hydrolyzed Pea, hydrolyzed Barley, hydrolyzed Quinoa, hydrolyzed Vegetable, hydrolyzed Flax and hydrolyzed Baobab. The process involves protein biomass enzymatic hydrolysis, followed by sanitization, pH adjustment, addition of preservatives, filtration, standardization and packing as per customer requirement.
  - v. *Condensates of hydrolyzates of non-vegetable source*: Condensates of hydrolyzates of non-vegetable sources like Collagen Condensates, Keratin Condensates and Silk Condensates. The process involves condensation of hydrolyzates of non-vegetable with acyl chloride to make cocoyl polypeptide followed by pH adjustment, addition of preservatives, dilution, standardization and packing as per customer requirement.
  - vi. *Quaternized Proteins*: Quaternized protein are prepared from Vegetable and Non Vegetable Proteins and Amino Acids. The process of manufacturing Quaternized Proteins involves hydrolysis vegetable and non-vegetable biomass, filtration, quaternization with Lauryl and cocyl chloride to make cocyl or lauryl protein derivative followed by pH adjustment, addition of preservatives, standardization and packing as per customer requirement.

(vi) Fatty Alkanolamides and Fatty Acid Esters:

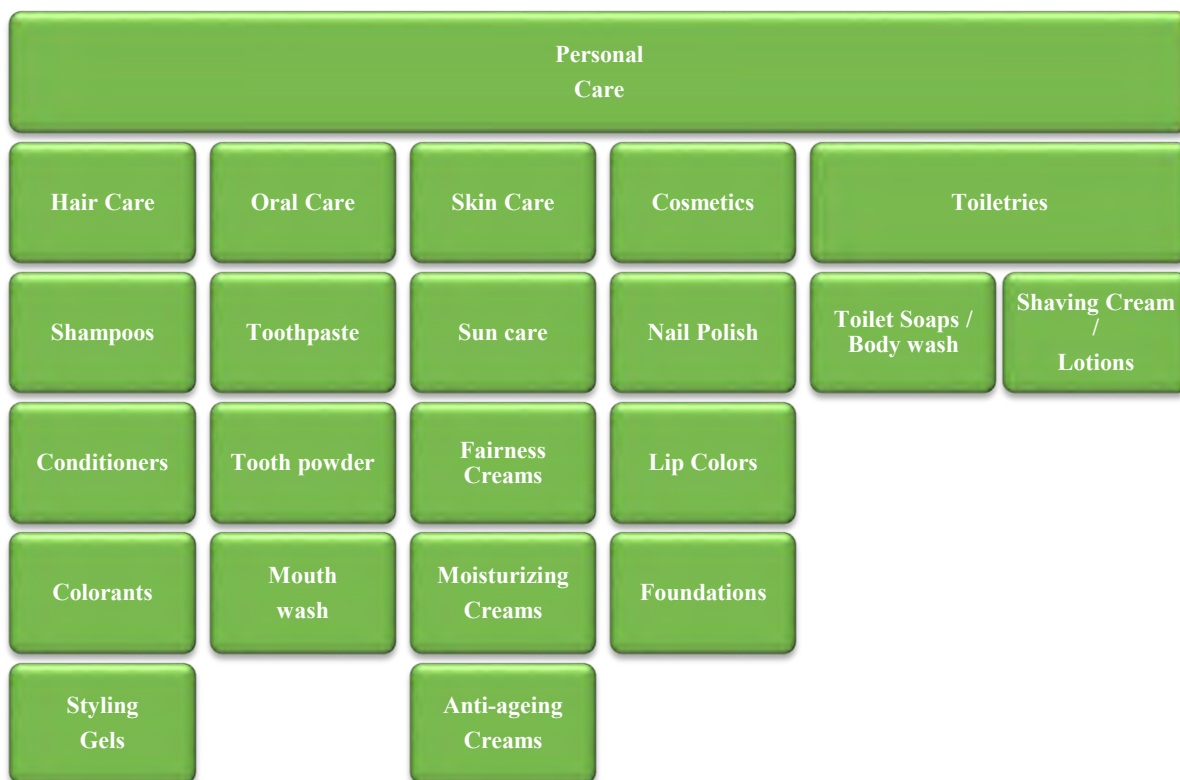
- a. Fatty Alkanolamides: Fatty alkanolamides are manufactured by amidification reaction. Coco fatty acid is reacted with Monoethanol amine in SS reactor. During the reaction, water is recovered as a by-product. After reaction is completed the product is flaked using flaking machine to get final product which is then packed in paper bags; and
- b. Fatty Acid Esters: Fatty acid esters are manufactured using esterification reaction. The fatty acid like Stearic Acid is charged to reactor and melted along with Monoethylene Glycol and catalyst and other additives. After the reaction is over, it is flaked to get final product which is packed in paper bags.

(vii) Other Products:

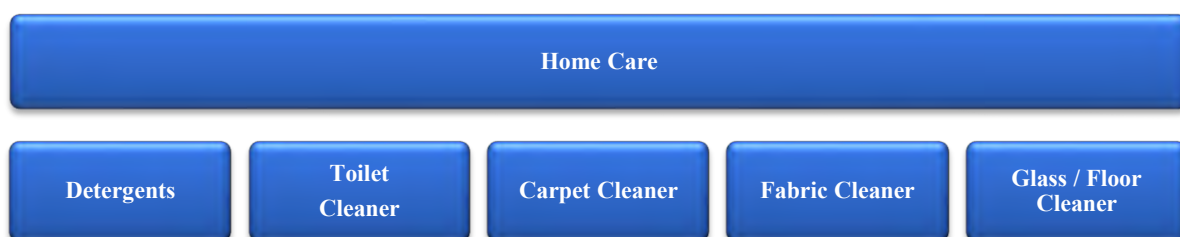
- a. Conditioning Agents: PEG-7 Glyceryl Cocoate is manufactured by a two-step process. In the first step which is carried out at 3-P, glycerine is reacted with ethylene oxide to obtain glycerine ethoxylate. In the second step which is carried out at Tarapur M-3 unit, cocofatty acid is reacted with glycerine ethoxylate to obtain PEG-7 Glyceryl Cocoate which is filtered, quality tested, packed and despatched as per customer requirement;
- b. Polyquats: Polyquaternium compounds are manufactured by polymerisation of monomers. Dimethyl Diallyl Ammonium Chloride reacted with Acrylamide in aqueous medium in SS reactor in presence of a catalyst. Other additives are added as per required specifications. The product is adjusted for pH, solids and viscosity as per customer's requirement and packed in HM-HDPE barrels;
- c. Amine Oxides: Amine oxides are manufactured by amidification reaction followed by Oxidation reaction process with resultant amide. Fatty acid (Lauric and Myristic acid blend) is reacted with Dimethyl Amino Propyl Amine ("DMAPA"). During the reaction, water is recovered as a by-product. After completion of reaction, this resultant amide or other fatty amide is reacted with Hydrogen Peroxide in aqueous medium till product of desired specification is obtained. The resultant product is cooled and packed.

## Product Applications

Our products find the following applications in the personal care industry:



Our products find the following applications in the home care industry:



### Our Customers

Over the years, we have significantly expanded and diversified our scale and scope of operations so as to become a global supplier to FMCG companies across major geographies, such as AMET, Asia Pacific (APAC), Americas (North and South) and Europe. Our diversified customer base currently comprises major multi-national and domestic FMCG companies, including, *inter alia*, Cavinkare Private Limited, Colgate-Palmolive (India) Limited, Dabur India Limited, Henkel, Himalaya, L'ORÉAL, Procter & Gamble Home Products Private Limited, Reckitt Benckiser, Ayur Herbals (Private) Limited, Jyothy Laboratories Limited and Unilever.

We classify our customers based on certain key characteristics, including their scale of operations, geographical footprint, technical demands and propensity for growth. Our customers are grouped as follows:

- (i) Multinational Customers: These are mainly multinational companies which have production and marketing arrangements in most regions of the globe;
- (ii) Regional Customers: These are mainly companies which are present in the domestic market of their respective countries and at times also sell to the neighbouring countries/ regions. They do not have substantial global presence; and
- (iii) Local Customers: These are mainly companies who operate in local areas in the domestic market in the respective countries.

## Manufacturing Facilities

At present, we have 7 (seven) strategically-located manufacturing facilities, out of which 5 (five) are located in India and 2 (two) are located overseas. We also have set-up 1 (one) pilot plant at Tarapur, Maharashtra, for the scaling of new products and processes from lab-scale to plant-scale, which is recognized by the Department of Science and Technology, Government of India. Out of our 5 (five) manufacturing facilities in India, 3 (three) are located at Tarapur, Maharashtra, 1 (one) is located at Taloja, Maharashtra, and 1 (one) is located at Jhagadia, Gujarat. Our manufacturing facility in Taloja has both continuous process plants and batch process plants. Apart from the aforesaid manufacturing facilities in India, we also have one manufacturing facility in New Hampshire, USA, which is owned and operated by one of our Step-down Subsidiaries, namely Tri-K Industries Inc., and one manufacturing facility in Suez, Egypt, which is owned and operated by another one of our Step-down Subsidiaries, namely Galaxy Chemicals (Egypt) S.A.E. We believe that our manufacturing facilities are strategically located in terms of proximity to customers and access to raw materials.

A description of the aforesaid facilities is as follows:

**Tarapur, Maharashtra:** We have three manufacturing facilities in Tarapur, with an aggregate installed capacity of 29,160 MTPA as of March 31, 2017. These facilities are located on land leased by MIDC on a long term basis. All of our facilities at Tarapur are batch process plants and are operating from Domestic Tariff Area (“DTA”). We have also set-up a pilot plant to scale up and commercialize new products rolling out from our R&D activities here. These facilities have easy access to the Jawaharlal Nehru Port Trust, Navi Mumbai. We have received, *inter alia*, the “TPM Achievement” and “Special Award for TPM Achievement” awards from the Japan Institute of Plant Maintenance, Japan, in respect of this facility.

**Taloja, Maharashtra:** Our Taloja complex has one of the largest sulfation facilities in India. It has an aggregate installed capacity of 159,000 MTPA as of March 31, 2017. We have accomplished this by undertaking regular expansion and debottlenecking of the sulfation facility, which was managed by our in-house ‘New Projects Technologies’ (NPT) Group. We also manufacture Ethoxylates, Betaines, Alkanolamides, Fatty Acid esters and Syndet soap noodles at this complex. In addition, it has drying facilities to manufacture products in dry form. This complex also has easy access to the Jawaharlal Nehru Port Trust, Navi Mumbai. We have received, *inter alia*, the “TPM Excellence – First Category”, “TPM Achievement” and “Special Award for TPM Achievement” awards from the Japan Institute of Plant Maintenance, Japan, in respect of this facility.

**Jhagadia, Gujarat:** In Fiscal 2012, we set up our manufacturing unit in Jhagadia, Gujarat. It has an aggregate installed capacity of 79,500 MTPA as of March 31, 2017. This facility, which is an EOU, is located on land leased by GIDC on a long term basis. We manufacture both performance surfactants and speciality care products at this complex. This facility is located close to our source for one of our key raw materials, namely ethylene oxide. We have access to surplus land at this facility, which coupled with our existing regulatory approvals for multiple products, provides us with headroom for our future growth. The facility was set-up by our ‘New Projects Technologies’ (NPT) Group, and has been accorded the “Silver Medal” in the India Green Manufacturing Challenge 2016, and “Five-S Workplace Management System in all Departments” award.

**Suez, Egypt:** We have one manufacturing facility in Suez, Egypt, which is owned and operated by one of our Step-down Subsidiaries, namely Galaxy Chemicals (Egypt) S.A.E. It has an aggregate installed capacity of 82,600 MTPA as of March 31, 2017. This facility is located in the Attaqa Public Free Zone, on land leased by the Government of Egypt for 25 years. As a result, it benefits from a concessional tax regime and is exempt from all direct and indirect taxes. Galaxy Chemicals (Egypt) S.A.E. manufactures both performance surfactants and speciality care products at this facility. This facility is close to the Suez Canal and is strategically positioned so as to address the needs of markets in AMET, Europe and Americas (North and South).

**New Hampshire, USA:** One of our Step-down Subsidiaries, namely Tri-K Industries Inc., owns and operates our manufacturing facility in New Hampshire, USA. Tri-K Industries Inc. manufactures various grades of proteins for cosmetic applications.

## Capacity and Utilization

The following table sets forth details of our aggregate installed capacity and production volumes, as per product groups, during the relevant periods:

Product Group	Installed Capacity (In MT)				Actual Production (In MT)				Capacity Utilization (%)			
	Fiscal 2015	Fiscal 2016	Fiscal 2017	Six-months ended September 30, 2017*	Fiscal 2015	Fiscal 2016	Fiscal 2017	Six-months ended September 30, 2017*	Fiscal 2015	Fiscal 2016	Fiscal 2017	Six-months ended September 30, 2017*
Performance Surfactants	202,800	209,800	242,600	121,300	139,481	132,612	146,448	78,376	68.78	63.21	60.37	64.61
Speciality Care Products	90,760	92,380	108,260	55,990	54,653	58,826	62,907	32,446	60.22	63.68	58.11	57.95
<b>Total</b>	<b>293,560</b>	<b>302,180</b>	<b>350,860</b>	<b>177,290</b>	<b>194,134</b>	<b>191,438</b>	<b>209,356</b>	<b>110,822</b>	<b>66.13</b>	<b>63.35</b>	<b>59.67</b>	<b>62.51</b>

\*Not Annualized

The following table sets forth details of our installed capacity and production volumes of our manufacturing facilities, as per product groups, during the relevant periods:

### Tarapur, Maharashtra

Product Group	Installed Capacity (In MT)*				Actual Production (In MT)*				Capacity Utilization (%)			
	Fiscal 2015	Fiscal 2016	Fiscal 2017	Six-months ended September 30, 2017**	Fiscal 2015	Fiscal 2016	Fiscal 2017	Six-months ended September 30, 2017	Fiscal 2015	Fiscal 2016	Fiscal 2017	Six-months ended September 30, 2017
Performance Surfactants	-	-	-	-	-	-	-	-	-	-	-	-
Speciality Care Products	23,160	24,780	29,160	16,440	17,712	18,238	17,190	9,003	76.47	73.60	58.95	54.76
<b>Total</b>	<b>23,160</b>	<b>24,780</b>	<b>29,160</b>	<b>16,440</b>	<b>17,712</b>	<b>18,238</b>	<b>17,190</b>	<b>9,003</b>	<b>76.47</b>	<b>73.60</b>	<b>58.95</b>	<b>54.76</b>

\* Owing to existing inter-linkages between the three units at Tarapur, the actual capacity and utilization levels have been provided on a consolidated basis.

\*\* Not Annualized

### Taloja, Maharashtra

Product Group	Installed Capacity (In MT)				Actual Production (In MT)				Capacity Utilization (%)			
	Fiscal 2015	Fiscal 2016	Fiscal 2017	Six-months ended September 30, 2017*	Fiscal 2015	Fiscal 2016	Fiscal 2017	Six-months ended September 30, 2017	Fiscal 2015	Fiscal 2016	Fiscal 2017	Six-months ended September 30, 2017
Performance Surfactants	121,000	128,000	128,000	64,000	101,486	92,802	92,953	50,588	83.87	72.50	72.62	79.04
Speciality Care Products	31,000	31,000	31,000	15,500	19,539	21,060	20,046	9,772	63.03	67.94	64.67	63.04
<b>Total</b>	<b>152,000</b>	<b>159,000</b>	<b>159,000</b>	<b>79,500</b>	<b>121,025</b>	<b>113,862</b>	<b>112,999</b>	<b>60,360</b>	<b>79.62</b>	<b>71.61</b>	<b>71.07</b>	<b>75.92</b>

\* Not Annualized



## Jhagadia, Gujarat

Product Group	Installed Capacity (In MT)				Actual Production (In MT)				Capacity Utilization (%)			
	Fiscal 2015	Fiscal 2016	Fiscal 2017	Six-months ended September 30, 2017*	Fiscal 2015	Fiscal 2016	Fiscal 2017	Six-months ended September 30, 2017	Fiscal 2015	Fiscal 2016	Fiscal 2017	Six-months ended September 30, 2017
Performance Surfactants	37,000	37,000	60,000	30,000	9,787	8,637	7,807	2,776	26.45	23.34	13.01	9.25
Speciality Care Products	8,000	8,000	19,500	9,750	7,243	7,244	8,902	5,339	90.54	90.56	45.65	54.76
<b>Total</b>	<b>45,000</b>	<b>45,000</b>	<b>79,500</b>	<b>39,750</b>	<b>17,030</b>	<b>15,881</b>	<b>16,709</b>	<b>8,115</b>	<b>37.84</b>	<b>35.29</b>	<b>21.02</b>	<b>20.41</b>

\* Not Annualized

## Suez, Egypt

Product Group	Installed Capacity (In MT)				Actual Production (In MT)				Capacity Utilization (%)			
	Fiscal 2015	Fiscal 2016	Fiscal 2017	Six-months ended September 30, 2017*	Fiscal 2015	Fiscal 2016	Fiscal 2017	Six-months ended September 30, 2017	Fiscal 2015	Fiscal 2016	Fiscal 2017	Six-months ended September 30, 2017
Performance Surfactants	44,800	44,800	54,600	27,300	28,209	31,173	45,689	25,013	62.97	69.58	83.68	91.62
Speciality Care Products	28,000	28,000	28,000	14,000	9,799	11,719	16,205	7,996	35.00	41.85	57.88	57.11
<b>Total</b>	<b>72,800</b>	<b>72,800</b>	<b>82,600</b>	<b>41,300</b>	<b>38,008</b>	<b>42,892</b>	<b>61,894</b>	<b>33,009</b>	<b>52.21</b>	<b>58.92</b>	<b>74.93</b>	<b>79.92</b>

\* Not Annualized

## New Hampshire, USA

Product Group	Installed Capacity (In MT)				Actual Production (In MT)				Capacity Utilization (%)			
	Fiscal 2015	Fiscal 2016	Fiscal 2017	Six-months ended September 30, 2017*	Fiscal 2015	Fiscal 2016	Fiscal 2017	Six-months ended September 30, 2017	Fiscal 2015	Fiscal 2016	Fiscal 2017	Six-months ended September 30, 2017
Performance Surfactants	-	-	-	-	-	-	-	-	-	-	-	-
Speciality Care Products	600	600	600	300	360	564	564	336	60.00	94.00	94.00	112.00
<b>Total</b>	<b>600</b>	<b>600</b>	<b>600</b>	<b>300</b>	<b>360</b>	<b>564</b>	<b>564</b>	<b>336</b>	<b>60.00</b>	<b>94.00</b>	<b>94.00</b>	<b>112.00</b>

\* Not Annualized

## Raw Materials and Sourcing

The principal raw materials we use to manufacture our products include fatty alcohols, fatty acids, ethylene oxide, sulphur, caustic soda, LAB, phenol, DMAPA and PAA. We source our raw materials from a diversified base of carefully selected vendors with whom we have long-standing relationships so as to ensure quality and reliability of our raw materials. We have a purchase team that is responsible for monitoring global drivers and raw material sourcing. We believe that this helps us reduce our dependence on few large vendors and thereby minimize risks of supply disruption and price. However, we are dependent on a single supplier for ethylene oxide, which is one of our key raw materials. Raw materials are imported mainly from South East Asia, Germany, USA and Japan. In Fiscal 2012, the Company became a member of the Roundtable on Sustainable Palm Oil (“RSPO”), a not-for-profit association that unites stakeholders from every sector of the palm value chain and systematically tracks end-to-end processes in the palm oil supply chain. Our manufacturing plants in India and Egypt are RSPO certified, which reflects our commitment to a sustainable palm oil supply chain.

## Quality Assurance and Control

We place great emphasis on quality assurance and product safety at each step of the production process, right from the procurement of our raw materials until the final product is packaged and ready for distribution to ensure that the quality of our products meets the expectations of our customers and achieves maximum customer satisfaction. We have a programme based on an integrated documentation system of specifications, standard operating

procedures and batch production records, supported by qualified and validated equipment, processes and trained personnel. We have set up an in-house quality council that drives all of quality related initiatives and monitors the same on a periodic basis. We also have a well-equipped quality assurance department at each of our manufacturing facilities, which undertakes chemical, physical and microbial testing of all types of raw materials, packing materials, goods in-process and finished goods. In addition to our in-house quality assurance and control function, some of our global customers also conduct periodic quality audits of our manufacturing facilities to verify and ascertain effective implementation of quality management systems to evaluate quality of products already sourced or proposed to be sourced from us.

We have also implemented stringent quality control standards for raw material suppliers. On-site inspections, routine audits and periodical performance appraisal systems are implemented for our suppliers to ensure a constant supply of quality raw materials. We also conduct organoleptic tests to ensure that the taste, colour and odour of our raw materials and manufactured products comply with our stringent quality standards. We maintain our facilities and machinery and conduct our manufacturing operations in compliance with applicable safety standards, laws and regulations and our own internal policies.

### Sales and Marketing

We believe that we have established a strong global footprint over the years through our robust and established sales and marketing network. While we commenced our operations as a local vendor to FMCG companies in India, we have significantly expanded and diversified our scale and scope of operations over the years so as to become a global vendor to FMCG companies across major geographies, such as AMET, Asia Pacific (APAC), Americas (North and South) and Europe. Currently, we have sales offices in India, Egypt and USA, and representative offices in Netherlands and Turkey. Our geographically diverse sales network enables us to market our products as well as understand customer needs in these regions, and consequently, develop products to service such requirements. We also regularly take part in trade shows, road shows and exhibitions, and our employees have been invited as speakers at various industry fora.

### Risk Management

We have formulated and implemented a policy on risk management, as approved by our Board, so as to develop an approach to identify, assess and manage the various risks associated with our business activities in a systematic manner. The policy lays down guiding principles on proactive planning for identifying, analysing and mitigating material risks, both external and internal, and covering operational, financial and strategic risks. After risks have been identified, risk mitigation solutions are determined to bring risk exposure levels in line with risk appetite. Our risk management policies and systems are reviewed regularly to reflect changes in market conditions and our business activities.

### Human Capital

Our work force is a critical factor in maintaining quality and safety, which strengthens our competitive position and our human resource policies focus on training and retaining our employees. Our motto and value systems are well imbibed by our workforce and they are trained on this right from their induction, which leads to harmony in working. We train our employees on a regular basis to increase the level of operational excellence, improve productivity and maintain compliance standards on quality and safety. We were accorded the “*Great Place to Work*” award by the Great Place to Work Institute for Fiscal 2017-2018.

We offer our employees performance-linked incentives and benefits and conduct employee engagement programs from time-to-time. We also engage contract labour/staff for our operations, from time to time. We have not experienced any strikes in the last five Fiscals and consider our relationship with our employees to be satisfactory.

As of September 30, 2017, we employed over 1,200 individuals, on a consolidated basis. A breakdown of our employees in different functionalities and geographies, as of September 30, 2017, has been provided below:

Function	Number of Employees	
	In India	Overseas
Administration, Finance, Human Resources, Legal and Operations	201	64
Manufacturing	648	98
Quality Control	81	23

Function	Number of Employees	
	In India	Overseas
Research and Development	48	15
Sales and Marketing	21	21
<b>Total</b>	<b>999</b>	<b>221</b>

## **Safety, Health and Environment**

Manufacturing is subject to a number of national and regional laws and regulations. These include in particular, regulations on technical safety and environment protection, including, among others, restriction of air pollution and noise, discharge of waste products into water above and below the ground and other occupational health and safety regulations. See “*Regulations and Policies*” and “*Government and Other Approvals*” on pages 148 and 332, respectively. We believe that sustainable manufacturing is the cornerstone of our development, and acts as a key driver for our future growth and prospects. We have been accorded a “*Certificate of Appreciation*” in occupational safety and health by National Safety Council of India for our manufacturing facility at Taloja, Maharashtra.

We aim to comply with applicable health and safety regulations and other requirements in our operations and have adopted safety, health and environment policies and procedures that are aimed at complying with legislative requirements, requirements of our licenses, approvals, various certifications and ensuring the safety of our employees and the people working at our facilities or under our management. We believe that accidents and occupational health hazards can be significantly reduced through a systematic analysis and control of risks and by providing appropriate training to our management and our employees. We also believe that all our facilities possess adequate effluent treatment processes and minimize any contamination of the surrounding environment or pollution.

## **Information Technology**

Our IT systems are vital to our business and we have adopted IT policies to assist us in our operations. The key functions of our IT team include establishing and maintaining enterprise information systems and infrastructure services to support our business requirements, maintaining secure enterprise operations. We utilize an enterprise resource planning solution, SAP, which assists us with various business functions including sales distribution, materials management, warehouse management, production planning, quality management, plant maintenance, finance and controlling, environment health and safety, and human resources across all our offices and manufacturing units in India. In Egypt and USA, we utilize a distinct enterprise resource planning solution, namely Microsoft NAV ERP.

## **Insurance**

Our operations are subject to hazards inherent in manufacturing facilities such as risk of equipment failure, work accidents, fire, earthquakes, flood and other *force majeure* events, acts of terrorism and explosions including hazards that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environmental damage. We may also be subject to product liability claims if the products that we manufacture are not in compliance with regulatory standards and the terms of our contractual arrangements. Our principal types of coverage include burglary insurance, comprehensive employee insurance, fire insurance, comprehensive liability insurance, marine and transportation insurance, overseas travel insurance, industrial all risks, property all risks and motor insurance. Our insurance policies may not be sufficient to cover our economic loss. See “*Risk Factors – Internal Risk Factors – Our insurance coverage may not be sufficient or may not adequately protect us against all material hazards, which may adversely affect our business, results of operations and financial condition*” on page 27.

## **Awards and Accreditations**

Over the years, we have received numerous awards and accreditations from our customers. For details of some of the prestigious awards and accreditations that have been bestowed upon us in recent years, see “*History and Certain Corporate Matters – Certifications, Awards and Accreditations*” on page 152.

## **Corporate Social Responsibility**

We recognize our role and responsibility to deliver superior and sustainable value to our customers, business partners, employees and communities. We have adopted a Corporate Social Responsibility (“**CSR**”) policy in compliance with the requirements of the Companies Act, 2013, and the Companies (Corporate Social Responsibility) Rules, 2014, as notified by the Central Government. In Fiscals 2015, 2016 and 2017, we spent ₹11.55 million, ₹17.47 million and ₹23.26 million, respectively, on CSR activities.

We have implemented several CSR initiatives on our own, with employee volunteers as well as in partnership with implementing agencies. Such social welfare initiatives were mainly undertaken in the areas of health, hygiene, education, skill development and environmental protection. In Fiscal 2017, we received the ‘*CSR Leadership Award*’ from National CSR Leadership Congress for the structured impactful implementation of various CSR projects and programs.

## **Competition**

We believe that our primary competitors in the business segments in which we operate are multi-national companies such as BASF Corporation, Clariant Limited, Croda International Plc, Evonik Industries, Solvay S.A., Stepan Company and The Dow Chemical Company. We also compete with several low-cost domestic players. Further, some of our customers also have set up in-house facilities for manufacturing certain of our products.

Flexibility to respond to changing business conditions, including research and creation capabilities, is an important element towards maintaining a competitive position in the surfactants and speciality ingredients industry. In addition to competition in the surfactants and speciality ingredients industry, we are also affected by competition faced by our customers, specifically manufacturers of FMCG products.

## **Intellectual Property**

Since 2002, a total of 47 patents have been granted to us. Currently, 10 patents in USA, and 2 (two) patents each in China, the European Union, India, Japan and Russia, are being maintained by us. We have applied for an aggregate of 38 patents globally, of which 21 applications have been made in India, and an aggregate of 17 applications have been made for the registration of patents in Brazil, China, the European Union, Russia and USA, and under the Patent Cooperation Treaty. In addition, we have currently registered 10 trademarks. For additional details, please see “*Government and Other Approvals – Intellectual Property*” on page 333. We continuously monitor the development of our various patent applications. We also rely on unpatented proprietary know-how, continuing technological innovation and other trade secrets to develop and maintain our competitive position. We constantly seek to protect our intellectual property against unauthorised use or infringement, but any such precautions may not provide meaningful protection against competitors or protect the value of our intellectual property.

## **Properties**

Our Company’s registered and corporate office is located at C-49/2, TTC Industrial Area, Pawne, Navi Mumbai - 400 703, Maharashtra, India. In addition to our own properties, we have entered into operating lease agreements towards the use of godowns, offices and residential premises for our employees. Our manufacturing facilities in India are situated on land that has been leased by us on a long-term basis from state industrial corporations, namely MIDC and GIDC. Our manufacturing facility in Suez, Egypt, is located in the Attaqa Public Free Zone, on land leased by the Government of Egypt for 25 years. Tri-K Industries Inc. has entered into non-cancellable lease agreement in respect of its corporate office, manufacturing facility and storage.

## REGULATIONS AND POLICIES

The following description is an indicative summary of certain sector specific key laws and regulations in India, which are applicable to our Company. The information detailed in this section has been obtained from publications available in the public domain. The regulations, as amended, set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designed as nor intended to be a substitute for professional legal advice. For details of government approvals obtained by our Company in compliance with these regulations, see “*Government and Other Approvals*” on page 332. The statements below are based on the current provisions of applicable law, and remain subject to judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

### KEY REGULATIONS IN INDIA

#### *Key Industry Regulations*

Our Company deals in the business of manufacturing, selling and exporting chemical products. For the purpose of the business undertaken by our Company, our Company is regulated by various general and sector-specific laws and regulations in India, and is accordingly required to obtain certain licenses and approvals under the prevailing laws and regulations as applicable. The industry is regulated in India by the following regulations and policies:

#### *Regulation of the chemical manufacturing industry*

##### *The Drugs and Cosmetics Act, 1940 (“DCA”) and Drugs and Cosmetics Rules (“DC Rules”), 1945*

The DCA regulates the import, manufacture, distribution and sale of drugs and cosmetics in India as well as aspects relating to labelling, packing and testing. The DCA also provides the procedure for testing and licensing of new drugs. The DCA also prohibits the import of certain categories of drugs and cosmetics. It further mandates that every person holding a license must keep and maintain such records, registers and other documents as may be prescribed which may be subject to inspection by the relevant authorities. Under the DCA, the Government may, by notification in the official gazette, regulate or prohibit the manufacture, sale or distribution of a drug, if it is satisfied that in the public interest, it is necessary or expedient to do so or that the use of such drug is likely to involve any risk to human beings or animals or that it does not have the therapeutic value claimed or purported to be claimed for it or contains ingredients and in such quantity for which there is no therapeutic justification. Penalties in terms of fine and imprisonment are prescribed under the DCA for contravention of its provisions. The DCA prohibits inter-alia the manufacture and sale of (i) drugs and cosmetics which are not of standard quality or are misbranded, adulterated or spurious (ii) any patent or proprietary medicine, unless the true formula or list of active ingredients is displayed in the prescribed manner on the label, together with the quantities thereof (iii) any drug which by means of any statement, design or device accompanying it or by any other means, purports or claims to prevent, cure or mitigate any such disease or ailment, or to have any such other effect as may be prescribed (iv) any cosmetic containing any ingredient which may render it unsafe or harmful for use under the directions indicated or recommended. It further prohibits inter-alia the exhibition, Offer for Sale, distribution or sale of any drug or cosmetic which has been imported or manufactured in contravention of any of the provisions of DCA or any rule made there under.

The DC Rules have been framed to give effect to the provisions of the DCA to regulate the manufacture, distribution and sale of drugs and cosmetics in India. The DC Rules provide for the requirement of obtaining a license for the manufacture or sale of any drug or cosmetic as well as for the stocking, sale or wholesale distribution of drugs or cosmetics.

##### *Narcotic Drugs and Psychotropic Substances Act, 1985 (“NDPS”)*

The NDPS makes stringent provisions for the control and regulation of operations relating to narcotic drugs and psychotropic substances, to provide for the forfeiture of property derived from, or used in, illicit traffic of narcotic drugs and psychotropic substances and to implement the provisions of the International Convention on Narcotic Drugs and Psychotropic Substances. The NDPS authorises the Central Government to take all such measures as it deems necessary or expedient for the purpose of preventing and combating abuse of narcotic drugs and psychotropic substances. The NDPS prohibits the production, manufacture, possession, sale, purchase,

transportation, warehousing, usage, consumption, import or export of any narcotic drug or psychotropic substance, except for medical or scientific purposes as provided.

The Narcotic Drugs and Psychotropic Substances (Amendment) Act, 2014 (**“NDPS Amendment”**) broaden the object of the NDPS from containing illicit use to also promoting the medical and scientific use of narcotic drugs and psychotropic substances. Further, they allow for management of drug dependence, thereby legitimising opioid substitution, maintenance and other harm reduction services. The NDPS Amendment allows for instituting evidence based and human rights compliant standards for drug treatment facilities, whether public or private, significantly impacting the health and rights of people who use drugs.

#### ***The Legal Metrology Act, 2009 (“Legal Metrology Act”)***

The Legal Metrology Act replaces the Standard Weights and Measures Act, 1976. The Legal Metrology Act seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. The key features of the Legal Metrology Act are (a) appointment of Government approved test centres for verification of weights and measures; (b) allowing the companies to nominate a person who will be held responsible for breach of provisions of the Legal Metrology Act; and (c) more stringent punishment for violation of provisions.

#### ***The Indian Boilers Act, 1923 (“Boiler Act”)***

The Boilers Act was enacted with the objective to provide for the safety of life and property of persons from the danger of explosions of steam boilers and for achieving uniformity in registration and inspection during operation and maintenance of boilers in India. Under the Boilers Act, the Indian Boiler Regulations, 1950 (**“Boiler Regulations”**) have been framed. The Boiler Regulations deal with the materials, procedure and inspection techniques to be adopted for the manufacture of boilers and boiler mountings and fittings. Boilers are inspected by the inspectorate as per the procedure laid thereunder and if found satisfactory, a certificate is issued for operation for a maximum period of 12 months.

#### ***The Petroleum Act, 1934***

The Petroleum Act, 1934 was passed to consolidate and amend the laws relating to the import, transport, storage, production, refining and blending of petroleum. Under the Petroleum Rules, 2002, any person intending to store furnace oil/petroleum, of such class and in such quantities, otherwise than under a license shall take the approval of the Chief Controller before commencing storage.

#### ***The Explosives Act, 1884***

This is a comprehensive law which regulates by licensing for the manufacturing possession, sale, transportation, export and import of explosives. As per the definition of ‘explosives’ under the Act, any substance, whether a single chemical compound or a mixture of substances, whether solid or liquid or gaseous, used or manufactured with a view to produce a practical effect by explosion or pyrotechnic effect shall fall under the Act.

The Central Government may, for any part of India, make rules consistent with this Act to regulate or prohibit, except under and in accordance with the conditions of a licence granted as provided by those rules, the manufacture, possession, use sale, transport, import and export of explosives, or any specified class of explosives. Extensive penalty provisions have been provided for manufacture, import or export, possession, usage, selling or transportation of explosives in contravention of the Act.

#### ***The Static and Mobile Pressure Vessels (Unfired) Rules 1981 (“SMPV Rules”)***

The SMPV Rules regulate the manufacture, filling, delivery and repair to pressure vessels. Under the SMPV Rules, licenses are required to be obtained for storage and transportation of compressed gas. The SMPV Rules also prescribe conditions under which the licenses can be amended, renewed, suspended or cancelled.

#### ***Laws relating to Export Oriented Units (“EOU”)***

The EOU scheme is, at present, governed by the provisions of the Export and Import (**“EXIM”**) Policy framed under the Foreign Trade Development and Regulation Act, 1992. Under this scheme, the units undertaking to export their entire production of goods are allowed to be set up. The EOU’s basically function under the

administrative control of the Development Commissioner of the Export Processing Zones, whose jurisdiction has been notified by the Ministry of Commerce.

The benefits enjoyed by an EOU Unit include the following:

- No license required for import.
- Exemption from customs duty on import of capital goods, raw materials, consumables spares etc.
- Supplies from Domestic Tariff Area (“DTA”) to EOUs treated as deemed exports.
- 100% Foreign Direct Investment permissible.
- Exchange earners foreign currency (“EEFC”) Account.
- Facility to retain 100% foreign exchange proceeds in EEFC Account.
- Re-export of imported goods found defective, goods imported from foreign suppliers on loan basis etc.
- Exemption from industrial licensing requirement for items reserved for SSI sector.
- Profits allowed to be repatriated freely without any dividend balancing requirement
- Job work on behalf of domestic exporters for direct export allowed.
- Conversion of existing DTA unit into an EOU permitted.
- Supply of Information Technology Agreement-I (ITA-I) items in the domestic market which would be counted for fulfilment of Net Foreign exchange Earnings (NFE).

## **INTELLECTUAL PROPERTY RIGHTS**

In India, patents, trade marks and copyrights enjoy protection under both statutory and under common law. The key legislations governing intellectual property in India and which are applicable to our Company are the Patents Act, 1970, Copyright Act, 1957 and the Trade Marks Act, 1999. India is also a party to several international agreements for the protection of intellectual property rights.

## **ENVIRONMENTAL LEGISLATIONS**

The major statutes in India which seek to regulate and protect the environment against pollution related activities in India are the Water (Prevention and Control of Pollution) Act 1974, the Air (Prevention and Control of Pollution) Act, 1981 and the Environment Protection Act, 1986 and the rules and regulations thereunder and The Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008. Pollution Control Boards (“PCBs”), which are vested with diverse powers to deal with water and air pollution, have been set up in each state to control and prevent pollution. The PCBs are responsible for setting the standards for the maintenance of clean air and water, directing the installation of pollution control devices in industries and undertaking investigations to ensure that industries are functioning in compliance with the standards prescribed. All industries and factories are required to obtain consent orders from the PCBs, and these orders are required to be renewed annually.

### ***The Environment (Protection) Act, 1986***

The Environment (Protection) Act, 1986 (the “EPA”) is an umbrella legislation designed to provide a framework for the government to coordinate the activities of various central and state authorities established under various laws, such as the Water (Prevention and Control of Pollution) Act, 1974, the Air (Prevention and Control of Pollution) Act, 1981, etc. The EPA vests with the Government the power to take any measure it deems necessary or expedient for protecting and improving the quality of the environment and preventing and controlling environmental pollution. This includes rules for laying down the quality of environment, standards for emission of discharge of environment pollutants from various sources as given under the Environment (Protection) Rules, 1986, inspection of any premises, plant, equipment, machinery, and examination of manufacturing processes and materials likely to cause pollution.

### ***The Water (Prevention and Control of Pollution) Act, 1974***

The Water (Prevention and Control of Pollution) Act, 1974 (the “Water Act”) aims to prevent and control water pollution by factories and manufacturing units and to maintain and restore the quality and wholesomeness of water. Under the Water Act, any person establishing any industry, operation or process, any treatment or disposal system, using of any new or altered outlet for the discharge of sewage or causing new discharge of sewage, must obtain the consent of the relevant state pollution control board, which is empowered to establish standards and conditions that are required to be complied with.



### ***The Air (Prevention and Control of Pollution) Act, 1981***

The Air (Prevention and Control of Pollution) Act, 1981 (the “**Air Act**”) provides for the prevention, control and abatement of air pollution. Pursuant to the provisions of the Air Act, any person establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant state pollution control board prior to establishing or operating such industrial plant. The state pollution control board must decide on the application within a period of four months of receipt of such application. The consent may contain certain conditions relating to specifications of pollution control equipment to be installed at the facilities. No person operating any industrial plant in any air pollution control area is permitted to discharge the emission of any air pollutant in excess of the standards laid down by the state pollution control board.

### ***The Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016, (“Hazardous Wastes Rules”)***

The Hazardous Wastes Rules impose an obligation on every occupier of a facility generating hazardous waste for safe and environmentally sound handling of hazardous waste generated at such facility. Every person engaged in generation, processing, treatment, packaging, storage, transportation, use, collection, destruction, conversion, offering for sale and transfer of hazardous waste, must obtain an approval from the applicable State Pollution Control Board. The occupier, the importer, the transporter and the operator of disposal facility are liable for damages to the environment or third party resulting from the improper handling and disposal of hazardous waste.

### ***The Manufacture, Storage and import of Hazardous Chemical Rules, 1989 (“HCR Rules”)***

The HCR Rules are formulated under the Environment (Protection) Act, 1986. The HCR Rules are applicable to an industrial activity in which a hazardous chemical which satisfies certain criteria as listed in the schedule thereto, and to an industrial activity in which there is involved a threshold quantity of hazardous chemicals as specified in the schedule thereto. The occupier of a facility where such industrial activity is undertaken has to provide evidence to the prescribed authorities that he has identified the major accident hazards and that he has taken steps to prevent the occurrence of such accident and to provide to the persons working on the site with the information, training and equipment including antidotes necessary to ensure their safety.

Where a major accident occurs on a site or in a pipe line, the occupier shall forthwith notify the concerned authority and submit reports of the accident to the said authority. Furthermore, an occupier shall not undertake any industrial activity unless he has submitted a written report to the concerned authority containing the particulars specified in the schedule to the HCR Rules at least three months before commencing that activity or before such shorter time as the concerned authority may agree.

## **LABOUR LAWS AND OTHER LAWS**

Depending on the nature of work and number of workers employed at any workplace, various labour related legislations may apply to us. The following is an indicative list of labour laws applicable to our operations in India:

- The Employees’ Provident Funds and Miscellaneous Provisions Act, 1952;
- The Industrial Disputes Act, 1947;
- The Employees’ State Insurance Act, 1948;
- The Factories Act, 1948;
- The Maternity Benefit Act, 1961;
- The Contract Labour (Regulation and Abolition) Act, 1970;
- The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- The Employee's Compensation Act, 1923;
- The Minimum Wages Act, 1948;
- The Payment of Wages Act, 1936;
- The Payment of Gratuity Act, 1972;
- The Payment of Bonus Act, 1965;
- The Industrial Employment (Standing Orders) Act, 1946; and
- The Trade Unions Act, 1926.

## HISTORY AND CERTAIN CORPORATE MATTERS

### Brief history of our Company

Our Company was originally incorporated as “Galaxy Surfactants Private Limited”, under the provisions of the Companies Act, 1956, *vide* Certificate of Incorporation dated May 20, 1986, issued by the RoC. Subsequently, pursuant to a resolution passed at the meeting of the Board of Directors held on December 12, 1994, and a special resolution of the shareholders of our Company at the EGM held on January 24, 1995, our Company was converted into a public limited company and the name of our Company was changed from “Galaxy Surfactants Private Limited” to “Galaxy Surfactants Limited” and a certificate for change of name was issued by the RoC on March 13, 1995. The CIN of our Company is U39877MH1986PLC039877.

### Changes in Registered Office

Change in Address		Date of resolution	Reason
<u>At incorporation</u> A-1, Shaheen, 153-154, R. C. Marg, Chembur, Mumbai – 400 074	<u>To:</u> C-49/2, TTC Industrial Area, Pawne, Navi Mumbai – 400 703	December 31, 1996	To enable greater operational efficiencies.

### Major events and milestones

The table sets forth some of the major events in the history of our Company:

Fiscal	Particulars
1986	Incorporation of our Company
1995	Acquisition of M/s. Galaxy Chemicals
1995	Conversion of our Company from private to public company
1995	Amalgamation of GOPL with our Company
1997	Sulfonation plant set up at Taloja
1999	Launch of first international office in Bangkok, Thailand
2001	Amalgamation of GOIL with our Company
2003	Galaxy Chemicals Inc. became our Subsidiary
2004	Setting up of EOU at Taloja
2008	Galaxy Holdings (Mauritius) Limited became our Subsidiary
2009	Galaxy Chemicals Egypt S.A.E. became our step down Subsidiary
2009	Rainbow Holdings GmbH became our step down Subsidiary
2009	A joint venture was formed in June 2009 by Dr. Gerd Dahms, Mr. Sebastian Dahms, Dr. Andreas Jung and Rainbow Holdings GmbH acquiring shares of OTC GmbH and Tri-K Industries Inc.
2009	Tri-K Industries Inc. became our Step down Subsidiary
2009	Maybrook became our step down Subsidiary
2010	Share purchase and transfer and settlement agreement was executed by and between Mr. Gerd Dahms, Mr. Sebastian Dahms, Dr. Andreas Jung, OTC GmbH, Deutsche Immo Invest GmbH, Rainbow Holdings GmbH, our Company, Galaxy Holdings (Mauritius) Limited, and Tri-K Industries Inc. in order to terminate the joint venture and settle the mutual claims and obligations incurred during the term of the joint venture
2012	Merger of subsidiary Maybrook Inc. with TRI-K Industries Inc.
2012	Commencement of production at Galaxy chemicals Egypt S.A.E.
2012	Commencement of production at Jhagadia Plant
2014	Purchase of business of Surfactants International LLC by our subsidiary TRI-K Industries Inc.
2016	Expansion at Jhagadia Plant for setting up of capacity for Mild Surfactants

### Certifications, Awards and Accreditations

Calendar Year	Awards/Accreditation
2001	Our Company was certified as “ <i>Approved Supplier</i> ” of Sodium Lauryl Ether Sulphate by Hindustan Unilever Limited and has been assessed and found to be in accordance to the quality requirement as per Hindustan Lever Limited standards for our unit situated at Tarapur.
2003	Our Company was accorded with “ <i>Fully Certified Preferred Supplier</i> ” of Sodium Lauryl Sulphate by Colgate – Palmolive (India) Limited.

Calendar Year	Awards/Accreditation
2003	Our Company was accorded “TPM Excellence – First Category” by Japan Institute of Plant Maintenance, Japan, for our unit situated at Taloja.
2008	Our Company was accorded “TPM Achievement” by Japan Institute of Plant Maintenance, Japan, for our unit situated at Taloja and Tarapur.
2008	Our Company was accorded “Special Award for TPM Achievement” by Japan Institute of Plant Maintenance, for units situated at Taloja and Tarapur.
2008	Our Company was accorded “Certificate of Merit 2008 – Manufacturing Category” in the IMC Ramkrishna Bajaj National Quality Award 2008.
2009	Our Company was accorded a “Certificate of Appreciation” from L’Oréal India for outstanding performance based on L’Oréal evaluation tool.
2009	Our Company was accorded “Certificate of Appreciation” for our unit situated at Taloja, for presentation in the competition organised on Best HR Practices by National Institute of Personnel Management, Raigad.
2010	Our Company was accorded “Gold Certificate of Merit” at the Economic Times India Manufacturing Excellence Awards 2010 for our unit situated at Taloja.
2011	Our Company was accorded “Certificate of Appreciation” in occupational safety and health by National Safety Council of India for our plant at Taloja.
2012	Our Company was accorded “Gold Award” by CHEMEXCIL – Castor Oil and Specialty Chemicals Panel for export performance in large scale sector.
2012	Our Company was accorded “Award of Global Performance” for L’Oréal Asia Pacific 2012.
2012	Our Company was accorded “Winning through Innovation” at the Partner to Win, 2012 Awards by Unilever.
2013	Our Company was accorded “Trishul Award” for Outstanding Export Performance of Castor Oil & Speciality Chemicals” during 2012 by CHEMEXCIL.
2014	Our Company was accorded “Certificate of Recognition” by Colgate Palmolive (India) Limited for our valuable association with them as a business partner.
2014	Our Company was accorded permission to use “Responsible Care” Logo by the Indian Chemical Council for the period starting from October 2014 to September 2017.
2014	Our Company was accorded “Innovation Award” for Green Catalyst and Sustainability at the Partner to Win, 2014 Awards by Unilever.
2015	Our Company was accorded “Best Supply Partner” by Hindustan Unilever Limited.
2015	Our Company was accorded “Certificate of Participation” in Gujarat Cleaner Production Award 2014-2015 in recognition of exemplary application of the cleaner production implementation carried out during the year 2014-2015 in large scale sector by Government of Gujarat.
2016	Our Company was accorded “Gold Award” by CHEMEXCIL – Castor Oil and Specialty Chemicals Panel for export performance in large scale sector for the years 2011-2012, 2012-2013 and 2015-2016
2016	Our Company was accorded “CSR Leadership Award” by National CSR Leadership Congress & Awards.
2016	Our Company was accorded “Gold Recognition Level” based on our EcoVadis CSR rating.
2016	Our Company was accorded “Certificate of Recognition for Conducting LCA (Lifecycle Assessment) Study in Surfactants Sector in India using GaBi Software” by Thinkstep.
2016	Our Company was accorded “Five-S Workplace Management System in all Departments” for our plant at Jhagadia.
2016	Our Subsidiary, TRI-K Industries Inc. was accorded “Runner-up” at the Sustainable Beauty Awards 2016.
2017	Our Company was accorded “Silver Medal” in India Green Manufacturing Challenge 2016 for our Jhagadia unit.
2017	Our Company was accorded value award “Excellence” by Dabur – at Samyuj 2017.
2017	Our Company was accorded “Certificate of Excellence” by Marico Limited.
2017	Our Company was accorded “Great Place to Work” for the Fiscal 2017-2018 by the Great Place to Work® Institute.
2017	Our Company was accorded “ISO 14064 – 1: 2006” from Bureau Veritas (India) Private Limited
2017	Our Company was accorded “ISO 22716: 2007” from Bureau Veritas (India) Private Limited for our plant located at Taloja.
2017	Our Company was accorded “Certificate of Appreciation” from ITC for our valuable association with ITC as a business partner in the personal care products business.
2017	Our Company was accorded “ISO 14001:2015” and “BS OHSAS 18001:2007” from Bureau Veritas Certification Holding SAS for our plant located at Taloja.

### Main Objects of our Company

The main objects of our Company contained in our Memorandum of Association are as follows:

*“To carry on business as manufacturers, agents and traders in Surface Active Agents of Anionic, Cationic, Nonionic and Amphoteric nature, Textile chemicals and Auxiliaries, Leather chemicals and Auxiliaries, Paint chemicals and Explosives and Resins, Perfumery chemicals and Intermediates, Perfumes of Natural and Synthetic Origin, Pharmaceuticals and Drugs of Natural and Synthetic origin, Essential oils, Pharmaceuticals and Drug Intermediaries, Dye Intermediates and Dyestuffs of Natural and Synthetic origin, Pigments and colours.”*

The main objects as contained in our Memorandum of Association enable our Company to carry on our existing business.

### **Amendments to the Memorandum of Association**

Our Memorandum of Association was amended from time to time pursuant to the change in, or reclassification of, the authorised share capital of our Company. For details of change in the authorised share capital of our Company since its incorporation, see *“Capital Structure - Details of changes to our Company’s authorised share capital since incorporation”* on page 78.

For details of changes to the name of our Company, please see *“Brief history of our Company”* above. Except for amendments to the Memorandum of Association pursuant to the change in, or reclassification of, the authorised share capital of our Company and changes to the name of our Company, there has been no other amendments to our Memorandum of Association.

### **Other details regarding our Company**

For details regarding the description of our activities, services, products, market of each segment, the growth of our Company, technology, the standing of our Company with reference to prominent competitors, management, managerial competence, major suppliers and customers, exports, profits, geographical segment, capacity/facility creation, location, environmental issues, market, capacity build-up, marketing and competition, see *“Our Business”*, *“Our Management”* and *“Industry Overview”* on pages 123, 163 and 108, respectively.

### **Corporate profile of our Company**

For details of our Company’s corporate profile, business, marketing, the description of our activities, services, products, market of each segment, the growth of our Company, exports and profits due to foreign operations and country-wise analysis, standing of our Company in relation to prominent competitors with reference to our products and services, environmental issues, technology, major suppliers, major customers, geographical segment and management, see *“Our Business”* and *“Management’s Discussion and Analysis of Financial Condition and Results of Operations”* on pages 123 and 290, respectively.

For details of the management of our Company and its managerial competence, see *“Our Management”* on page 163.

### **Our Shareholders**

As on January 12, 2018, our Company has 2,359 Shareholders. For further details regarding our Shareholders, see *“Capital Structure – Notes to Capital Structure – Shareholding Pattern of our Company”* on 93.

### **Details regarding acquisition of business/ undertakings, mergers, amalgamation and revaluation of assets**

#### **Acquisition of M/s. Galaxy Chemicals:**

M/s. Galaxy Chemicals (“GC”) was manufacturing and processing chemicals required in the personal care and body care industry (the *“Business”*) and was situated at plot number W-44C, MIDC, Tarapur, Thane District, Maharashtra. Our Company has been engaged in manufacturing wide range of surfactants and specialty chemicals. Considering the similarity of manufacturing facilities and the industries to which the products are supplied, it was decided that it will be in the interest of the Company to acquire the said Business of GC.

Therefore, our Company, pursuant to resolution passed in the meeting of the Board of Directors held on January 4, 1995, executed an agreement with GC on January 4, 1995 to acquire the said Business of GC as a going concern with all the rights and obligations attached.

## Schemes of Amalgamation:

### Scheme of amalgamation of Galaxy Organics Private Limited with our Company:

Our Company, pursuant to a resolution passed at the meeting of the Board of Directors held on February 9, 1995, entered into a scheme of amalgamation with GOPL. The High Court of Judicature at Bombay sanctioned the scheme of arrangement in the nature of amalgamation under the provisions of Sections 391 and 394 of the Companies Act, (the “**Scheme of Amalgamation**”) vide its orders dated September 28, 1995 with effect from April 1, 1994 (the “**Appointed Date**”) and the entire undertaking of GOPL was transferred to our Company with effect from the Appointed Date. Pursuant to the terms of the Scheme of Amalgamation, the entire undertaking of GOPL including all its properties, movable, immovable and assets such as leases, tenancy rights, licences, permits, quotas, trademarks, patents, benefits of all contracts, deeds, agreements and all other interests, rights, powers of every kind, nature and description whatsoever shall be transferred to our Company with effect from the Appointed Date. Further, our Company shall allot equity shares of an aggregate face value of ₹15,530,630.00 divided into 1,553,063 equity shares of ₹10 each in the ratio of fifteen fully paid up Equity Shares of ₹10 each at par to the shareholders of GOPL for every four fully paid up equity share of ₹10 each held in GOPL.

### Scheme of Amalgamation of Galaxy Oleo-Chem (India) Limited with our Company:

Our Company, pursuant to a resolution passed at the meeting of the Board of Directors held on December 14, 2000 and a special resolution passed by the shareholders of our Company at the EGM held on February 09, 2001, entered into a scheme of amalgamation with GOIL. The High Court of Judicature at Bombay sanctioned the scheme of arrangement in the nature of amalgamation under the provisions of Section 391 and 394 of the Companies Act (“**Scheme of Amalgamation**”) vide its orders dated April 26, 2001 with effect from April 01, 2000 (“**Appointed Date**”) and the entire undertaking of GOIL was transferred to our Company with effect from the Appointed Date. Pursuant to the terms of the Scheme of Amalgamation, the undertaking of the GOIL shall, without any further act or deed, stand transferred to and vested in, or deemed to have been transferred to or vested in our Company. Further, our Company shall subject to the provision of the Scheme of Amalgamation and without any further application or deed, issue at par and allot one Equity Share of ₹10 each fully paid up and four 12% cumulative redeemable preference shares of ₹10 each fully paid up (redeemable at par, at the expiry of three years from the date of allotment) to the shareholders of GOIL for every two equity shares of face value of ₹10 held by them in GOIL.

## Shareholders’ Agreement

As on date of this Red Herring Prospectus, there are no subsisting shareholders agreements among our shareholders *vis-à-vis* our Company that our Company is aware of.

## Strikes and lock-outs

Our Company has not experienced any strikes, lock-outs or instances of labour unrest in the past ten years.

## Time and cost overrun in setting up projects by our Company

Except as mentioned below, there have been no material delays in setting up projects or time or cost over-runs.

Sr. No.	Name of the project	Time over-run	Cost over-run (in million)	Reason for cost over-run
1.	Phase 1 of our manufacturing facility in Suez, Egypt	4 months	USD 5.30	The cost over-run was on account of USD 1 million on civil works which was on account of unbudgeted works, USD 1.20 million on plant and machinery which was on account of increase in steel
2.	Phase 2 of our manufacturing facility in Suez, Egypt	13 months		

				and piping and balance USD 3.10 million as preoperative expenses.
3.	Manufacturing unit in Jhagadia	6 months	₹300.00	The cost over-run was on account of ₹56 million on civil works, ₹104 million on plant and machinery, ₹27 million on office equipments and balance ₹114 million as preoperative costs on account of time overrun in completing the project.

### **Changes in the activities of our Company during the last five years**

There have been no changes in the activities of our Company during the last five years preceding the date of this Red Herring Prospectus which may have had a material effect on our profit or loss, including discontinuance of our lines of business, loss of agencies or markets and similar factors.

### **Defaults or rescheduling of borrowings from financial institutions/ banks, conversion of loans into equity by our Company**

Except as disclosed in this Red Herring Prospectus, there have not been any defaults in complying with the terms and conditions of our Company's term loans and other credit facilities, which are currently outstanding. Further, none of our outstanding loans have been converted into Equity Shares or have been rescheduled.

### ***Capital raising activities through equity or debt***

For details regarding our capital raising activities through equity and debt, see "*Capital Structure*" and "*Financial Indebtedness*" on pages 78 and 319, respectively.

### **Injunctions or restraining order against our Company**

As on the date of this Red Herring Prospectus, there are no injunctions or restraining orders against our Company.

### **Holding company**

Our Company does not have a holding company.

### **Subsidiaries**

As of the date of this Red Herring Prospectus, we have five Subsidiaries. For details regarding the Subsidiaries of our Company, see "*Our Subsidiaries*" on page 159.

### **Associate company**

As of the date of this Red Herring Prospectus, our Company does not have any associate company.

### **Strategic and financial partners**

As of the date of this Red Herring Prospectus, our Company does not have any strategic or financial partners.

## Guarantees provided by our Promoters

As of the date of this Red Herring Prospectus, our Promoters have not provided any guarantees to third parties.

## Other agreements

For details of the agreements in relation to the business and operations of our Company, see “*Our Business*” on page 123. Additionally, our Company has executed the following agreements:

1. Our Company has executed Preferred Stock Financing term sheet dated June 16, 2009 as amended by way of amendment agreements dated April 16, 2012 and May 15, 2015 (together “**Preferred Stock Agreement**”) with Galaxy Holdings (Mauritius) Limited to invest a sum upto \$ 40 million in Galaxy Holdings (Mauritius) Limited as preferred stock. Pursuant to the agreement, the parties have agreed, *inter alia*, to the following covenants:
  - The term of the preferred stock shall be for a period of 10 years from the date of issue. However, it can be redeemed prior to the term without encumbrance of penalty. Further, it will not be subject to any contractual restrictions on transfer.
  - 10% non-cumulative dividend shall be available on the preferred stock.

Pursuant to the aforesaid agreement, Galaxy Holdings (Mauritius) Limited has issued 39,400,000 10% non-cumulative preference shares of \$1 each to our Company. The aforesaid investment in Galaxy Holdings (Mauritius) Limited was utilized by Galaxy Holdings (Mauritius) Limited to further invest in Rainbow Holdings GmbH and Galaxy Chemicals (Egypt) S.A.E.

2. A joint venture was formed in June 2009 by Dr. Gerd Dahms, Mr. Sebastian Dahms, Dr. Andreas Jung and Rainbow Holdings GmbH acquiring shares of OTC GmbH and TRI-K Industries, Inc. Further, on March 25, 2010, a Share Purchase and Transfer and Settlement Agreement was executed by and between Dr. Gerd Dahms, Mr. Sebastian Dahms, Dr. Andreas Jung, OTC GmbH, Deutsche Immo Invest GmbH, Rainbow Holdings GmbH, our Company, Galaxy Holdings (Mauritius) Limited, and TRI-K Industries, Inc. in order to terminate the joint venture and settle the mutual claims and obligations incurred during the term of the joint venture.
3. Our Company has executed a Non-Compete Agreement dated January 21, 2010 with one of our Group Company- Galaxy Emulsifiers Private Limited (“**GEPL Non-Compete Agreement**”). Pursuant to the terms of the GEPL Non-Compete Agreement, Galaxy Emulsifiers Private Limited has, among other things, agreed not to directly or indirectly through its affiliate(s), during the subsistence of the GEPL Non-Compete Agreement, directly or indirectly operate or cause to be operated any business or undertaking within the territory which is engaged in or concerned with the products which are similar to or compete with the products or the chemical business without the prior written approval of our Company, which our Company will not be obliged to provide or grant and further Galaxy Emulsifiers Private Limited has undertaken that it shall not in relation to any of its products or business utilise any existing or future trade mark or name, brand or logo etc.; (whether registered or not) that is or may be owned by/used by our Company without the prior consent of our Company in writing.
4. Our Company has executed a Non-Compete Agreement dated April 8, 2011 with Aeon Chemicals Private Limited (“**Aeon Non-Compete Agreement**”). Pursuant to the terms of the Aeon Non-Compete Agreement, Aeon Chemicals Private Limited has, among other things, agreed that it shall not, whether directly or indirectly through its affiliate(s), either on its own behalf or on behalf of any person firm or corporation competing or endeavouring to compete with our Company directly or indirectly, solicit or endeavour to solicit or obtain the customer of any person, firm or corporation that is a customer of our Company.
5. Our Company has executed an agreement to supply technical know-how dated January 22, 2015 (“**Royalty Agreement**”) with one of our Group Company- M/s. Aeon Chemicals Private Limited. Pursuant to the Royalty Agreement, M/s. Aeon Chemicals Private Limited has undertaken to sell and make available exclusively to our Company all the technology in relation to manufacture of sparkle grade of surfactant blends including all the materials regarding the mentioned technology such as formulae, charts, drawings, process sheets, calculation sheets, standards and other information as necessary to understand and utilise the

mentioned technology and to implement the same in the manufacture of sparkle grade of surfactant blends. Further, pursuant to the Royalty Agreement, our Company is entitled file patent applications for the mentioned technology in our own name and obtain patents for the same. In consideration thereof, our Company has agreed to pay royalty to M/s. Aeon Chemicals Private Limited in relation to sale of goods by our Company, Subsidiaries or overseas tolling agents, produced form the use of the mentioned technology.

**Revaluation of assets**

Our Company has not revalued its assets since its incorporation.



## OUR SUBSIDIARIES

As of the date of this Red Herring Prospectus, our Company has five Subsidiaries, the details of which are as follows:

### 1. Galaxy Chemicals Egypt S.A.E.

#### *Corporate information*

Galaxy Chemicals Egypt S.A.E. was incorporated on July 14, 2009 as a joint stock company limited by shares, by General Authority for Investments and Free Zones, Egypt *vide* the Incorporation Decree No. 1674 dated July 13, 2009. Galaxy Chemicals Egypt S.A.E. is registered with Ismailia Investment Commercial Registry Office under No. 2980. The registered office of Galaxy Chemicals Egypt S.A.E. is situated at Plot No. 9, Block M, The Public Free Zone, Attaka, Suez, Egypt. Galaxy Chemicals Egypt S.A.E. is promoted by our Company. Galaxy Chemicals Egypt S.A.E. being a subsidiary of Galaxy Holdings (Mauritius) Limited, has become the subsidiary of our Company.

#### *Nature of business*

Galaxy Chemicals Egypt S.A.E. is engaged, *inter alia*, in manufacturing of speciality chemicals for all types of personal and home care products.

#### *Capital structure*

The issued and paid-up share capital of Galaxy Chemicals Egypt S.A.E. is USD 30,000,000 divided into 30,000,000 ordinary shares of USD 1.

#### *Shareholding*

The shareholding pattern Galaxy Chemicals Egypt S.A.E. as on the date of this Red Herring Prospectus is as follows:

Sr. No.	Name of shareholder	Number of shares	Percentage (%)
1.	Galaxy Holdings (Mauritius) Limited	29,999,998	99.99
2.	Mr. Uday Krishna Kamat*	1	Negligible
3.	Mr. Babu Iyer*	1	Negligible
	<b>Total</b>	<b>30,000,000</b>	<b>100.00</b>

\* Mr. Uday Krishna Kamat and Mr. Babu Iyer are holding shares on behalf of Galaxy Holdings (Mauritius) Limited.

Our Company holds 100% shares in Galaxy Holdings (Mauritius) Limited, accordingly Galaxy Chemicals Egypt S.A.E. is a step down subsidiary of our Company.

### 2. TRI-K Industries, Inc.

#### *Corporate information*

TRI-K Industries, Inc. was incorporated on March 22, 1974 vide certificate of incorporation bearing NJCorp number 8948946400 as "TRI-KEM INC" which was subsequently changed to "TRI-K Industries, Inc." on November 19, 2008. The registered office of TRI-K Industries, Inc. is situated at 2, Stewart court, Denville, New Jersey 07834, USA. TRI-K Industries, Inc. became a subsidiary of Rainbow Holdings GmbH with effect from July 01, 2009 and an associate company of Galaxy Holdings (Mauritius) Limited with effect from March 25, 2010. By virtue of the above, TRI-K Industries, Inc. has become our 100% step down subsidiary with effect from March 25, 2010.

#### *Nature of business*

TRI-K Industries, Inc. is currently engaged, *inter alia*, in the business of trading and distribution of cosmetic ingredients and technologies for the global cosmetic and personal care industry and manufacture of proteins.

#### *Capital structure*

The issued and paid-up share capital of TRI-K Industries, Inc. is USD 1,000 divided into 300 shares.

### **Shareholding**

The shareholding pattern TRI-K Industries, Inc. as on the date of this Red Herring Prospectus is as follows:

<b>Sr. No.</b>	<b>Name of shareholder</b>	<b>Number of shares</b>	<b>Percentage (%)</b>
1.	Rainbow Holdings GmbH	228	76.00
2.	Galaxy Holdings (Mauritius) Limited	72	24.00
	<b>Total</b>	<b>300</b>	<b>100.00</b>

Our Company holds 100% shares in Galaxy Holdings (Mauritius) Limited, accordingly TRI-K Industries, Inc. is a step down subsidiary of our Company.

### **3. Galaxy Holdings (Mauritius) Limited**

#### **Corporate information**

Galaxy Holdings (Mauritius) Limited was incorporated on October 2, 2008 as a private company limited by shares, by Registrar of Companies, Republic of Mauritius as “Galaxy Holdings (Mauritius) Limited” *vide* certificate of incorporation bearing number 084068 C1/GBL. The registered office of Galaxy Holdings (Mauritius) Limited is situated at 4<sup>th</sup> floor, Ebene Skies, Rue de L'Institut, Ebene, Mauritius. Galaxy Holdings (Mauritius) Limited is promoted by our Company.

#### **Nature of business**

Galaxy Holdings (Mauritius) Limited is engaged, *inter alia*, in the business of making investments in downstream subsidiaries engaged in manufacturing / marketing of surfactants and specialty chemicals for personal and home care industry.

#### **Capital structure**

The issued and paid-up share capital of Galaxy Holdings (Mauritius) Limited is USD 39,900,000 divided into 500,000 equity shares of USD 1 per share and USD 39,400,000 divided into 10% non-cumulative redeemable preference shares of USD 1 each.

### **Shareholding**

The shareholding pattern Galaxy Holdings (Mauritius) Limited as on the date of this Red Herring Prospectus is as follows:

<b>Sr. No.</b>	<b>Name of shareholder</b>	<b>Number of shares</b>	<b>Percentage (%)</b>
1.	Galaxy Surfactants Limited	500,000	100
	<b>Total</b>	<b>500,000</b>	<b>100.00</b>

Further, our Company holds 39,400,000 10% non-cumulative redeemable preference shares of USD1 each of Galaxy Holdings (Mauritius) Limited as of the date of filing of this Red Herring Prospectus.

### **4. Galaxy Chemicals Inc.**

#### **Corporate information**

Galaxy Chemicals Inc. was incorporated on April 24, 2003 as a limited liability company, *vide* certificate of incorporation bearing number NJ Corp # 0100902918. The registered office of Galaxy Chemicals Inc is situated at 2, Stewart court, Denville, New Jersey 07834, USA. Galaxy Chemicals Inc. is promoted by our Company.

#### **Nature of business**

Galaxy Chemicals Inc. is engaged, *inter alia*, in the business of liasoning and marketing of chemicals for home and personal care industry.

### **Capital structure**

The issued and paid-up share capital of Galaxy Chemicals Inc. is USD 120 divided into 12,000 shares of USD 0.01 per share.

### **Shareholding**

The shareholding pattern of Galaxy Chemicals Inc. as on the date of this Red Herring Prospectus is as follows:

<b>Sr. No.</b>	<b>Name of shareholder</b>	<b>Number of shares</b>	<b>Percentage (%)</b>
1.	Galaxy Surfactants Limited	12,000	100
	<b>Total</b>	<b>12,000</b>	<b>100.00</b>

## **5. Rainbow Holdings GmbH**

### **Corporate information**

Rainbow Holdings GmbH was incorporated on April 21, 2009 as a limited liability company in the name of “Jade.914 GmbH” and was registered with the commercial register of the local court of Charlottenburg under HRB 119556B. The name of Rainbow Holdings GmbH was changed from “Jade.914 GmbH” to “Rainbow Holdings GmbH” on June 19, 2009 and was registered with commercial register of the local court of Düsseldorf under HRB 61425. The registered office of Rainbow Holdings GmbH is situated at C/o Raupach & Wollert-Elmendorff, Schwannstrasse 6, 40476, Düsseldorf, Germany. Galaxy Holdings (Mauritius) Limited acquired 100% shareholding of Rainbow Holdings GmbH from VRB Vorratsgesellschaften GmbH on June 19, 2009. Rainbow Holdings GmbH being a subsidiary of Galaxy Holdings (Mauritius) Limited, has become the subsidiary of our Company with effect from June 19, 2009.

### **Nature of business**

Rainbow Holdings GmbH is currently engaged, *inter alia*, in the business of holding investments in downstream subsidiary companies.

### **Capital structure**

The issued and paid-up share capital of Rainbow Holdings GmbH is Euro 25,000 divided into 25,000 shares of Euro 1 per share.

### **Shareholding**

The shareholding pattern Rainbow Holdings GmbH as on the date of this Red Herring Prospectus is as follows:

<b>Sr. No.</b>	<b>Name of shareholder</b>	<b>Number of shares</b>	<b>Percentage (%)</b>
1.	Galaxy Holdings (Mauritius) Limited	25,000	100
	<b>Total</b>	<b>25,000</b>	<b>100.00</b>

Our Company holds 100% shares in Galaxy Holdings (Mauritius) Limited, accordingly Rainbow Holdings GmbH is a step down subsidiary of our Company.

### **Accumulated profits or losses**

As of the date of this Red Herring Prospectus, there are no accumulated profits or losses of any of our Subsidiaries that are not accounted for by our Company.

### **Other confirmations**

As of the date of this Red Herring Prospectus, none of the Subsidiaries (i) is listed or has been refused listing on any stock exchange in India or abroad or (ii) has made any public or rights issue of equity shares in the last three years or (iii) has become a sick company as specified under SICA or (iv) is under winding up insolvency or bankruptcy proceedings, or (v) has become defunct; (vi) has made an application to the relevant RoC, in the five

years preceding from the date of filing the Draft Red Herring Prospectus with SEBI, for striking off its name or (vii) has received any significant notes on the financial statements from the auditors.

### **Interest in our Company**

None of our Subsidiaries hold Equity Shares in our Company and do not have any interest including any business interest in our Company's business other than as stated in "*Financial Statements – Annexure XXXVII – Restated Consolidated Statement of Related Party Transactions*" on page 230.

### **Common pursuits**

All our Subsidiaries are engaged in lines of business that are synergistic with the business of our Company as a result of which there is no conflict of interest due to common pursuits between our Subsidiaries and our Company.

### **Sales or purchases**

Except as disclosed in "*Financial Statements – Annexure XXXVII – Restated Consolidated Statement of Related Party Transactions*" on page 230, there are no sales and purchases between any of the Subsidiaries and our Company, where such sales or purchases exceed, in the aggregate, 10% of the total sales or purchases of our Company for Fiscal 2017.

## OUR MANAGEMENT

In terms of our Articles of Association, unless otherwise determined by general meeting, our Company is required to have at least three and not more than 15 Directors. Our Company currently has 11 Directors, comprising four Independent Directors (including one woman director), three Executive Directors, and four Non-Executive Directors. The following table sets forth details regarding the Board as on the date of this Red Herring Prospectus:

Name, Address, Designation, Occupation, Nationality, Tenure and DIN	Age	Other Directorships
<p><b>Mr. Shekhar Ravindranath Warriar</b></p> <p><i>Address:</i> Flat no. 3001, 30<sup>th</sup> Floor, Electra, Planet Godrej, 30, Keshavrao Khadye Marg, Mahalaxmi, Mumbai - 400 011, Maharashtra, India</p> <p><i>Designation:</i> Chairman and Non-Executive Independent Director</p> <p><i>Occupation:</i> Professional</p> <p><i>Nationality:</i> Indian</p> <p><i>Term:</i> For a period of five years with effect from September 19, 2014</p> <p><i>DIN:</i> 00011680</p>	70	<p><u>Indian Companies</u></p> <p>1. Aryse Business Solutions Private Limited</p> <p><u>Foreign Companies</u></p> <p>Nil</p>
<p><b>Mr. Unnathan Shekhar</b></p> <p><i>Address:</i> Saradha Nivas, Plot No. 53, Sector 28, Vashi, Navi Mumbai – 400 703, Maharashtra, India</p> <p><i>Designation:</i> Managing Director</p> <p><i>Occupation:</i> Service</p> <p><i>Nationality:</i> Indian</p> <p><i>Term:</i> For a period of three years with effect from April 1, 2016</p> <p><i>DIN:</i> 00265017</p>	63	<p><u>Indian Companies</u></p> <p>1. Galaxy Finsec Private Limited 2. Galaxy Emulsifiers Private Limited 3. Osmania Traders Private Limited</p> <p><u>Foreign Companies</u></p> <p>1. Galaxy Chemicals Inc., U.S.A 2. Galaxy Chemicals (Egypt) S.A.E</p>
<p><b>Mr. Kasargod Ganesh Kamath</b></p> <p><i>Address:</i> Flat No.5, Building No.7, Keshavendra, Bhuvanendra CHS Limited, Plot No. 317B, Bablipada, Dahisar East, Mumbai – 400 068, Maharashtra, India</p> <p><i>Designation:</i> Executive Director (Finance) and Chief Financial Officer</p> <p><i>Occupation:</i> Service</p> <p><i>Nationality:</i> Indian</p> <p><i>Term:</i> Appointed for a period of three years from April 1, 2017. Liable to retire by rotation</p> <p><i>DIN:</i> 07767220</p>	60	<p><u>Indian Companies</u></p> <p>Nil</p> <p><u>Foreign Companies</u></p> <p>1. Galaxy Holdings (Mauritius) Limited 2. Galaxy Chemicals (Egypt) S.A.E 3. Rainbow Holdings GmbH</p>
<p><b>Mr. Natarajan K. Krishnan</b></p> <p><i>Address:</i> 901, Sai Srishti, Sai Dham Lane, Opposite Nataraj Lawns, CG Gidwani Marg, Chembur, Mumbai – 400 074, Maharashtra, India</p>	52	<p><u>Indian Companies</u></p> <p>Nil</p> <p><u>Foreign Companies</u></p> <p>Nil</p>

Name, Address, Designation, Occupation, Nationality, Tenure and DIN	Age	Other Directorships
<p><i>Designation:</i> Executive Director and Chief Operating Officer</p> <p><i>Occupation:</i> Service</p> <p><i>Nationality:</i> Indian</p> <p><i>Term:</i> Appointed for a period of three years from October 1, 2016. Liable to retire by rotation</p> <p><i>DIN:</i> 07626680</p>		
<p><b>Mr. Gopalkrishnan Ramakrishnan</b></p> <p><i>Address:</i> Raaj, Plot No. 51, Sector 28, Vashi, Navi Mumbai – 400 703, Maharashtra, India</p> <p><i>Designation:</i> Non-Executive Director</p> <p><i>Occupation:</i> Professional</p> <p><i>Nationality:</i> Indian</p> <p><i>Term:</i> Liable to retire by rotation</p> <p><i>DIN:</i> 00264760</p>	63	<p><u>Indian Companies</u></p> <ol style="list-style-type: none"> <li>1. Galaxy Finsec Private Limited</li> <li>2. Galaxy Emulsifiers Private Limited</li> <li>3. Osmania Traders Private Limited</li> </ol> <p><u>Foreign Companies</u></p> <ol style="list-style-type: none"> <li>1. Galaxy Chemicals Inc., U.S.A.</li> <li>2. Tri-K Industries Inc.</li> <li>3. Galaxy Chemicals (Egypt), S.A.E.</li> </ol>
<p><b>Mr. Sudhir Dattaram Patil</b></p> <p><i>Address:</i> Sumati, Plot No. 4-B, Nandadeep CHS Limited Cross Road No.4, J.P.Nagar, Goregaon (East), Mumbai – 400 063, Maharashtra, India</p> <p><i>Designation:</i> Non-Executive Director</p> <p><i>Occupation:</i> Business</p> <p><i>Nationality:</i> Indian</p> <p><i>Term:</i> Liable to retire by rotation</p> <p><i>DIN:</i> 00264933</p>	63	<p><u>Indian Companies</u></p> <ol style="list-style-type: none"> <li>1. Galaxy Finsec Private Limited</li> <li>2. Galaxy Emulsifiers Private Limited</li> <li>3. Datta-Suman Farms and Resorts Private Limited</li> <li>4. Aeon Chemicals Private Limited</li> </ol> <p><u>Foreign Companies</u></p> <p>Galaxy Chemicals Inc., U.S.A</p>
<p><b>Dr. Nirmal Koshti</b></p> <p><i>Address:</i> 408, Hrushikesh - H, Apnagar, Four Bungalows, Andheri (West), Mumbai – 400 053, Maharashtra, India</p> <p><i>Designation:</i> Non-Executive Director</p> <p><i>Occupation:</i> Service</p> <p><i>Nationality:</i> Indian</p> <p><i>Term:</i> Liable to retire by rotation</p> <p><i>DIN:</i> 07626499</p>	61	<p><u>Indian Companies</u></p> <p>Nil</p> <p><u>Foreign Companies</u></p> <p>TRI-K Industries Inc.</p>
<p><b>Mr. Vaijanath Kulkarni</b></p> <p><i>Address:</i> Flat No. A-1201, Riddhi Siddhi Residency, Plot No. 53-53A, Near D.A.V School, Panvel, Raigarh, Maharashtra – 410 206, India</p> <p><i>Designation:</i> Non-Executive Director</p> <p><i>Occupation:</i> Service</p>	43	<p><u>Indian Companies</u></p> <p>Nil</p> <p><u>Foreign Companies</u></p> <p>Galaxy Chemicals (Egypt), S.A.E.</p>

<b>Name, Address, Designation, Occupation, Nationality, Tenure and DIN</b>	<b>Age</b>	<b>Other Directorships</b>
<p><i>Nationality:</i> Indian</p> <p><i>Term:</i> Liable to retire by rotation</p> <p><i>DIN:</i> 07626842</p>		
<p><b>Mr. Subodh Satchitanand Nadkarni</b></p> <p><i>Address:</i> D-32, Mangireesh, 520, L.J Road, Mahim, Mumbai – 400 016, Maharashtra, India</p> <p><i>Designation:</i> Non-Executive and Independent Director</p> <p><i>Occupation:</i> Service</p> <p><i>Nationality:</i> Indian</p> <p><i>Term:</i> For a period of five years with effect from September 19, 2014</p> <p><i>DIN:</i> 00145999</p>	61	<p><u>Indian Companies</u></p> <p>Nil</p> <p><u>Foreign Companies</u></p> <ol style="list-style-type: none"> <li>1. Sulzer Australia Pty. Ltd.</li> <li>2. PT Sulzer Indonesia</li> <li>3. Hua Rui (Jiangsu) Gas Turbine Service Co Ltd., China</li> <li>4. Sulzer Singapore Pte Ltd., Singapore</li> </ol>
<p><b>Mr. Melarkode Ganesan Parameswaran</b></p> <p><i>Address:</i> Flat No. A-62, 6<sup>th</sup> floor, Technocrat CHS., A Building Off Veer Savarkar Marg, Prabhadevi, Mumbai – 400 025, Maharashtra, India</p> <p><i>Designation:</i> Non-Executive and Independent Director</p> <p><i>Occupation:</i> Service</p> <p><i>Nationality:</i> Indian</p> <p><i>Term:</i> For a period of five years with effect from September 19, 2014</p> <p><i>DIN:</i> 00792123</p>	62	<p><u>Indian Companies</u></p> <p>Qube Cinema Technologies Private Limited</p> <p><u>Foreign Companies</u></p> <p>Nil</p>
<p><b>Ms. Nandita Gurjar</b></p> <p><i>Address:</i> Gurjar House, No. 5, 10th Main III Block, Jayanagar, Bangalore – 560 011, Karnataka, India</p> <p><i>Designation:</i> Non-Executive and Independent Director</p> <p><i>Occupation:</i> Professional</p> <p><i>Nationality:</i> Indian</p> <p><i>Term:</i> For a period of five years with effect from September 28, 2015</p> <p><i>DIN:</i> 01318683</p>	56	<p><u>Indian Companies</u></p> <p>Nil</p> <p><u>Foreign Companies</u></p> <p>Nil</p>

None of our Directors are related to each other as per the definition of “relative” provided under the Companies Act, 2013.

### **Brief profiles of our Directors**

**Mr. Shekhar Ravindranath Warriar** is the Chairman and a Non-Executive Independent Director of our Company. He has been associated with our Company since June 29, 2007. He was a fellow member of The Institute of Cost Accountants of India. He has been associated with Hindustan Unilever Limited for more than 30 years in various

capacities. He was the former Managing Director - Foods Division, Executive Director (Beverages) and Divisional Vice President Commercial for Detergents at Hindustan Unilever Limited.

**Mr. Unnathan Shekhar** is the Managing Director of our Company. He has been associated with our Company since May 20, 1986. He holds a Bachelors Degree in Chemical Engineering from the University Department of Chemical Technology, Mumbai and a Post Graduate Diploma in Management from Indian Institute of Management, Calcutta. He has over 30 years of experience in the chemical manufacturing industry. He is a recipient of the “Distinguished Alumnus Award for 1998” conferred by the University Department of Chemical Technology Alumni Association.

**Mr. Kasargod Ganesh Kamath** is the Executive Director (Finance) and the Chief Financial Officer of our Company. He has been associated with our Company since September 10, 2004. He is a qualified Company Secretary from The Institute of Company Secretaries of India and a Cost Accountant from the Institute of Cost and Work Accountants of India. He was also an associate of The Institute of Bankers, London and The Indian Institute of Bankers. He also holds a Bachelor of Laws (LL.B.) degree from the Mangalore University. He joined our Company in 2004 as General Manager – Finance and Company Secretary. In the year 2014 he was given the responsibilities of Special Projects and was designated as Vice President – Special Projects. He joined our Board with effect from April 1, 2017. He has more than 20 years of experience in the banking and financial sector.

**Mr. Natarajan K. Krishnan** is an Executive Director and the Chief Operating Officer of our Company. He has been associated with our Company since April 21, 1993. He holds a Bachelor’s Degree in Commerce from University of Mumbai and is a Cost Accountant from the Institute of Cost and Works Accountants of India. He completed the Advanced Management Programme from the Harvard Business School in May 2016. Since joining Galaxy in April 1993, he has headed diverse functions including Finance, IT, Business Creation, Business Commercial, Global Sourcing and Supply Chain and was designated as Chief of Operations in December 2009. Prior to joining our Company, he worked with Indian Organic Chemicals Limited as Deputy Manager (Finance).

**Mr. Gopalkrishnan Ramakrishnan** is a Non-Executive Director of our Company. He has been associated with our Company since May 20, 1986. He holds a Masters Degree in Commerce from University of Bombay. He is a 'fellow member' of The Institute of Chartered Accountants of India and the Institute of Cost and Works Accountants of India. He is also a qualified Company Secretary from The Institute of Company Secretaries of India. He was awarded with “The Lotus Foundation Scholarship” for the year 1974, “The M.R. DeSouza Scholarship for the year 1974” and the “National Scholarship Scheme – 1974-75” by the Government of India to pursue Masters Degree in Commerce and was also awarded with a general proficiency - silver medal and Certificate of Merit for securing the first position in India in the Final Cost Accountancy Examination, 1997. He has over 30 years of experience in Personal and Home Care in the area of Business Creation and Marketing.

**Mr. Sudhir Dattaram Patil** is a Non-Executive Director of our Company. He has been associated with our Company since May 20, 1986. He holds a Bachelors Degree in Chemical Engineering from the University Department of Chemical Technology, Mumbai. He has over 30 years of experience in the chemical manufacturing industry and is a recipient of the “Distinguished Alumnus Award for 1998” conferred by University Department of Chemical Technology Alumni Association.

**Dr. Nirmal Koshti** is a Non-Executive Director of our Company. He holds a Ph. D. in Organic Chemistry (University of Bombay) and has several years of post-doctoral research experience in academia (University of East Anglia, England, New Mexico State University and Texas A & M University, USA). He has been associated with our Company since inception and has been looking after our research and development division since then.

**Mr. Vaijanath Kulkarni** is a Non-Executive Director of our Company. He has been associated with our Company since June 17, 1995. He holds a Bachelors Degree in Chemical Engineering from Shivaji University, Kolhapur. He has also attended the Global Advance Management Programme for Global Leadership – 2009 from the Indian School of Business, India and the Kellogg School of Management, USA. He started his career with our Company as a Chemical Process Engineer and has been associated with our Company for the past 20 years. He is currently the managing director of Galaxy Chemicals (Egypt) S.A.E.

**Mr. Subodh Satchitanand Nadkarni** is a Non-Executive and Independent Director of our Company. He has been associated with our Company since August 16, 2002. He holds a Bachelors Degree in Commerce from University of Mumbai. He was a ‘fellow member’ of The Institute of Chartered Accountants of India and The Institute of Company Secretaries of India. He has more than 30 years of experience in the field of finance, commerce, project management, sales, marketing, human resources management and general administration. Prior to joining our



Company, he was associated with Godrej Soaps Limited as the Financial Controller. He was the managing director and chief executive officer of Sulzer India Limited, President (Asia-Pacific and Australia) of Sulzer Chemtech Pte Limited, (Singapore), Regional Manager, (Europe, Middle East and Asia) Sulzer Turbo Services Venlo B.V. (The Netherlands) and Head (Europe, Middle East and Africa), Rotating Equipment Services of Sulzer Management Limited (Switzerland). Currently, he is the President (Asia Pacific, Australia), Rotating Equipment Services Division of Sulzer Singapore Pte Ltd. (Singapore).

**Mr. Melarkode Ganesan Parameswaran** is a Non-Executive and Independent Director of our Company. He has been associated with our Company since September 24, 2005. He holds a Bachelors Degree in Chemical Engineering from the Indian Institute of Technology, Madras and a Post Graduate Diploma in Management from Indian Institute of Management, Calcutta. He is also a PhD from Mumbai University and has completed the Advanced Management Program from Harvard Business School. He recently completed his term as Advisor to FCB Ulka Advertising, where he had a career spanning 25 years. He joined Ulka Advertising in 1989 as Vice President, South and later became Executive Director and CEO of FCB Ulka Advertising – part of FCB Worldwide and the Interpublic Group, USA during which time he set up various divisions such as Digital, Direct and Healthcare practices and Cogito Consulting. He was earlier associated with The Boots Company (India) Limited as a Marketing Planning Manager and United Database (India) Private Limited as General Manager (Sales). He serves as an adjunct professor at S.P. Jain Institute of Management and Research. He is an independent director at Qube Cinema Technologies Private Limited. He has a brand advisory website titled www.brand-building.com and serves as a coach and mentor for brand building. He was a member in the Board of Governors of Indian Institute of Management, Calcutta (2007-2017) and a recipient of “Distinguished Alumni Award” from Indian Institute of Technology, Madras in 2009. He has over 30 years of experience in marketing and advertising industry. He is also a member of Advisory Committee for SEBI Investor Protection and Education Fund.

**Ms. Nandita Gurjar** is a Non-Executive and Independent Director of our Company. She has been associated with our Company since February 1, 2015. She holds a Bachelor’s degree in Arts and Master’s degree in Psychology from Osmania University. She is also an alumnus from the Harvard Business School having completed the Advanced Management program in 2014. She has over 20 years of experience in the field of Information Technology and Human Resource. She has worked with organizations like Wipro and Infosys and was Group Head – Human Resource Development (Vice President) at Infosys. Currently, she is an advisor to start-ups in the HR technology space and to Great Place Research & Consultancy Private Limited.

#### **Arrangement or understanding with major shareholders, customers, suppliers or others**

None of our Directors have been appointed pursuant to any arrangement or understanding with our major Shareholders, customers, suppliers or others. For further details, please see “*History and Certain Corporate Matters – Shareholders’ agreement*” on page 155 and “*Our Management – Key Management Personnel*” on page 180.

With respect to our Managing Director and our Executive Directors, there is no contingent or deferred payment accrued for Fiscal 2017, except for the commission to be paid to the Directors.

#### **Executive Directors**

**A. Mr. Unnathan Shekhar** is currently the Managing Director of our Company. He was reappointed as Managing Director of our Company with effect from April 1, 2016 for a period of three years pursuant to a resolution passed by our Shareholders on September 28, 2015. The following are some of the principal terms of remuneration of Mr. Unnathan Shekhar approved by the Board of Directors and shareholders by way of resolutions dated August 1, 2015 and September 28, 2015, respectively:

<b>Sr. No</b>	<b>Remuneration</b>	<b>Details</b>
1.	Basic Salary	Basic Salary shall be in the scale of ₹670,000 to ₹1,100,000 per month. For Fiscal 2017, Mr. Unnathan Shekhar was paid a Basic Salary of ₹8,683,200. The annual increments effective from April 1 <sup>st</sup> every year will be decided by the Board of Directors and will be merit based and will take into account the Company’s performance, subject to the ceiling prescribed in Schedule V to the Companies Act, 2013 or any other modification thereof, to the same from time to time.
2.	Perquisites and Benefits	In addition to the aforesaid salary, the Director would be entitled to the following perquisites: i. Housing I –

Sr. No	Remuneration	Details
		<p>a. The expenditure incurred by the Company on hiring fully furnished residential accommodation will be subject to the following ceiling: thirty percent (30%) of the basic salary, over and above ten percent (10%) payable by the appointee;</p> <p>Housing II –</p> <p>b. In case the accommodation is owned by the Company, ten percent (10%) of the basic salary of the appointee shall be deducted by the Company;</p> <p>Housing III –</p> <p>c. In case no accommodation is provided by the Company, the appointee shall be entitled to House Rent Allowance (HRA) of thirty percent (30%) of the basic salary;</p> <p>ii. The Director shall be entitled to receive reimbursement of all medical expenses incurred for self and family, as per the Company's rules. In addition, hospitalisation expenses incurred in India for self and family will be paid on actual basis as per the Company's rules;</p> <p>iii. Leave travel assistance for self and family, once in a year incurred in accordance with the Company's rules;</p> <p>iv. Fees of clubs, subject to a maximum of two (2) clubs. This will not include admission and life membership fees;</p> <p>v. Personal accident insurance coverage as per Company's rules;</p> <p>vi. A car with driver for official purpose. Use of car for personal purpose shall be reimbursed to the Company;</p> <p>vii. Telephone, fax and other telecom facilities at residence. Personal long distance calls to be reimbursed to the Company; and</p> <p>viii. Leave and leave encashment as per Company's rules.</p>
3.	Provident Fund	Contribution to the PF to the extent not taxable
4.	Gratuity	Gratuity as per Payment of Gratuity Act, 1972
5.	Commission	Commission shall be decided by the Board of Directors / Nomination and Remuneration Committee of Directors from time to time. The Commission in a particular year shall be subject to the overall ceiling laid down under Sections 197 and 198 and other applicable provisions of the Companies Act, 2013 and rules made thereunder.

For Fiscal 2017, Mr. Unnathan Shekhar was paid an aggregate compensation of ₹20.77 million as a Director.

**B. Mr. Kasargod Ganesh Kamath**, was appointed as an Additional Director pursuant to a resolution of the Board of Directors dated March 4, 2017. He was designated as Executive Director (Finance) and Chief Financial Officer effective from April 1, 2017 for a period of three years pursuant to a resolution passed by our Shareholders on August 17, 2017. The following are some of the principal terms of remuneration of Mr. Kasargod Ganesh Kamath approved by the Board of Directors and shareholders by way of resolutions dated March 4, 2017 and August 17, 2017, respectively:

Sr. No	Remuneration	Details
1.	Basic Salary	Basic Salary shall be in the scale of ₹670,000 to ₹1,100,000 per month. For Fiscal 2017, Mr. Kasargod Ganesh Kamath was paid a Basic Salary of ₹2,052,720. The annual increments effective from April 1st every year will be decided by the Board of Directors and will be merit based and will take into account the Company's performance, subject to the ceiling prescribed in Schedule V to the Companies Act, 2013 or any other modification thereof, to the same from time to time.
2.	Perquisites and Benefits	In addition to the aforesaid salary, the Director would be entitled to the following perquisites: <p>i. Housing I –</p> <p>a. The expenditure incurred by the Company on hiring fully furnished residential accommodation will be subject to the following ceiling: thirty percent (30%) of the basic salary, over and above ten percent (10%) payable by the appointee;</p> <p>Housing II –</p> <p>b. In case the accommodation is owned by the Company, ten percent (10%) of the basic salary of the appointee shall be deducted by the Company;</p> <p>Housing III –</p>

Sr. No	Remuneration	Details
		<p>c. In case no accommodation is provided by the Company, the appointee shall be entitled to House Rent Allowance (HRA) of thirty percent (30%) of the basic salary;</p> <p>ii. The Director shall be entitled to receive reimbursement of all medical expenses incurred for self and family, as per Company's rules. In addition, hospitalisation expenses incurred in India for self and family will be paid on actual basis as per the Company's rules;</p> <p>iii. Leave travel assistance for self and family, once in a year incurred in accordance with the Company's rules;</p> <p>iv. Fees of clubs, subject to a max of two (2) clubs. This will not include admission and life membership fees;</p> <p>v. Personal accident insurance coverage as per Company's rules;</p> <p>vi. A car with driver for official purpose. Use of car for personal purpose shall be reimbursed to the Company;</p> <p>vii. Telephone, fax and other telecom facilities at residence. Personal long distance calls to be reimbursed to the Company; and</p> <p>viii. Leave and leave encashment as per Company's rules.</p>
3.	Provident Fund	Contribution to the PF to the extent not taxable
4.	Gratuity	Gratuity as per Payment of Gratuity Act, 1972
5.	Commission	Commission shall be decided by the Board of Directors / Nomination and Remuneration Committee of Directors from time to time. The Commission in a particular year shall be subject to the overall ceiling laid down under Sections 197 and 198 and other applicable provisions of the Companies Act, 2013 and rules made thereunder.

No remuneration was paid to Mr. Kasargod Ganesh Kamath as Director of the Company during the Fiscal 2017 since he was designated as Executive Director (Finance) effective from April 1, 2017.

**C. Mr. Natarajan K. Krishnan**, was appointed as an Additional Director pursuant to a resolution of the Board of Directors dated September 26, 2016. He was designated as Executive Director and Chief Operating Officer for a period of three years with effect from October 1, 2016 pursuant to a resolution passed by our Shareholders on August 17, 2017. The following are some of the principal terms of remuneration of Mr. Natarajan K. Krishnan as approved by the Board of Directors and shareholders by way of resolutions dated September 26, 2016 and August 17, 2017, respectively:

Sr. No	Remuneration	Details
1.	Basic Salary	Basic Salary shall be in the scale of ₹670,000 to ₹1,100,000 per month. For Fiscal 2017, Mr. Natarajan K. Krishnan was paid a Basic Salary of ₹5,577,480. The annual increments effective from April 1st every year will be decided by the Board of Directors and will be merit based and will take into account the Company's performance, subject to the ceiling prescribed in Schedule V to the Companies Act, 2013 or any other modification thereof, to the same from time to time.
2.	Perquisites and Benefits	<p>In addition to the aforesaid salary, the Director would be entitled to the following perquisites:</p> <p>i. Housing I –</p> <p>a. The expenditure incurred by the Company on hiring fully furnished residential accommodation will be subject to the following ceiling, thirty percent (30%) of the basic salary, over and above ten percent (10%) payable by the appointee;</p> <p>Housing II –</p> <p>b. In case the accommodation is owned by the Company, ten percent (10%) of the basic salary of the appointee shall be deducted by the Company;</p> <p>Housing III –</p> <p>c. In case no accommodation is provided by the Company, the appointee shall be entitled to House Rent Allowance (HRA) of thirty percent (30%) of the basic salary;</p> <p>ii. The Director shall be entitled to receive reimbursement of all medical expenses incurred for self and family, as per the Company's rules. In addition, hospitalisation expenses incurred in India for self and family will be paid on actual basis as per the Company's rules;</p> <p>iii. Leave travel assistance for self and family, once in a year incurred in accordance with the Company's rules;</p> <p>iv. Fees of clubs, subject to a max of two (2) clubs. This will not include admission and life membership fees;</p> <p>v. Personal accident insurance coverage as per Company's rules;</p>

Sr. No	Remuneration	Details
		vi. A car with driver for official purpose. Use of car for personal purpose shall be reimbursed to the Company; vii. Telephone, fax and other telecom facilities at residence. Personal long distance calls to be reimbursed to the Company; and viii. Leave and leave encashment as per Company's rules.
3.	Provident Fund	Contribution to the PF to the extent not taxable
4.	Gratuity	Gratuity as per Payment of Gratuity Act, 1972
5.	Commission	Commission shall be decided by the Board of Directors / Nomination and Remuneration Committee of Directors from time to time. The commission in a particular year shall be subject to the overall ceiling laid down under Sections 197 and 198 and other applicable provisions of the Companies Act, 2013 and rules made thereunder.

For Fiscal 2017, Mr. Natarajan K. Krishnan was paid an aggregate compensation of ₹10.35 million as a Director.

#### Non-Executive Directors and Independent Directors

Our Non-Executive Directors and our Independent Directors are eligible for sitting fees for attending each meeting of the Board or committees thereof. Details of the sitting fees and commission paid by our Company to the Non-Executive Directors and Independent Directors in Fiscal 2017 are as follows:

Sr. No	Name of Director	Total amount of sitting fees paid for board meetings/ Committee meetings (₹ in million)	Commission (₹ in million)	Total (₹ in million)
1.	Mr. Melarkode Ganesan Parameswaran	1.05	0.80	1.85
2.	Mr. Shekhar Ravindranath Warriar	0.85	1.00	1.85
3.	Mr. Subodh Satchitanand Nadkarni	0.85	0.80	1.65
4.	Ms. Nandita Gurjar	0.55	0.80	1.35
5.	Mr. Sudhir Dattaram Patil	0.20	0.80	1.00
6.	Mr. V.Kasturirangan*	0.10	0.40	0.50
7.	Mr. Gopalkrishnan Ramakrishnan	0.35	0.45	0.80
8.	Dr. Nirmal Koshti	Nil	Nil	Nil
9.	Mr. Vaijanath Kulkarni	Nil	Nil	Nil

\* Mr. V.Kasturirangan resigned as director with effect from September 30, 2016.

Details of the compensation paid by our subsidiaries to the Non-Executive Directors and Independent Directors in Fiscal 2017 are as follows:

Sr. No	Name of Director	Total compensation paid (in USD)	Commission (in USD)	Total (in USD)
1.	Mr. Gopalkrishnan Ramakrishnan	1,500*	Nil	1,500
2.	Mr. Vaijanath Kulkarni	241,086	Nil	241,086
3.	Dr. Nirmal Koshti	298,614	Nil	298,614

\* Paid towards sitting fees for attending board meetings

#### Changes in the Board of Directors in the last three years preceding the date of this Red Herring Prospectus

Sr. No	Name	Date of appointment/reappointment	Date of cessation	Reason
1.	Mr. Ravi Venkateswar	-	June 9, 2017	Resignation
2.	Mr. Kasargod Ganesh Kamath	March 4, 2017	-	Appointment
3.	Mr. V.Kasturirangan	-	September 30, 2016	Resignation
4.	Dr. Nirmal Koshti	September 26, 2016	-	Appointment
5.	Mr. Vaijanath Kulkarni	September 26, 2016	-	Appointment
6.	Mr. Natarajan K. Krishnan	September 26, 2016	-	Appointment

Sr. No	Name	Date of appointment/reappointment	Date of cessation	Reason
7.	Mr. Uday Kamat	-	March 31, 2016	Retirement
8.	Mr. Shashikant Shanbhag	-	September 28, 2015	Retirement
9.	Ms. Nandita Gurjar	January 18, 2015	-	Appointment

### Service contracts

Except for health insurance facilities which are payable to our superannuated employees and their spouse in terms of the Group Health Insurance Policy till the age of 70 years, our employees, including our Directors and Key Management Personnel are not entitled to any benefits upon termination of employment. Further, our Company has not entered into any service contracts, pursuant to which its Directors and Key Management Personnel are entitled to benefits upon termination of employment.

### Bonus or profit-sharing plan of our Directors

Except for the fixed commission payable to our Independent Directors and some Non-Executive Directors, and profit-linked commission payable to our Executive Directors, subject to the limit prescribed by the Companies Act, 2013, none of our Directors are a party to any bonus or profit sharing plan by our Company.

### Shareholding of our Directors in our Company

The Articles of Association do not require the Directors to hold any qualification shares.

The shareholding of our Directors in our Company, as on January 12, 2018 is set forth below:

Sr. No	Name of Director	Number of Equity Shares held
1.	Mr. Unnathan Shekhar	4,226,740 <sup>(1)</sup>
2.	Mr. Gopalkrishnan Ramakrishnan	2,362,758 <sup>(2)</sup>
3.	Mr. Sudhir Dattaram Patil	4,145,290 <sup>(3)</sup>
4.	Mr. Melarkode Ganesan Parameswaran	30,000 <sup>(4)</sup>
5.	Mr. Subodh Satchitanand Nadkarni	30,000 <sup>(5)</sup>
6.	Mr. Shekhar Ravindranath Warriar	30,000 <sup>(6)</sup>
7.	Ms. Nandita Gurjar	-
8.	Dr. Nirmal Koshti	135,856 <sup>(7)</sup>
9.	Mr. Vaijanath Kulkarni	42,000
10.	Mr. Kasargod Ganesh Kamath	30,000
11.	Mr. Natarajan K. Krishnan	49,600 <sup>(8)</sup>

<sup>(1)</sup> 4,226,740 Equity Shares held jointly with Ms. Lakshmy Shekhar

<sup>(2)</sup> 2,362,758 Equity Shares held jointly with Ms. Jayashree Ramakrishnan

<sup>(3)</sup> 4,106,040 Equity Shares held jointly with Ms. Sandhya Sudhir Patil

<sup>(4)</sup> 30,000 Equity Shares held jointly with Ms. Nithya Parameswaran

<sup>(5)</sup> 30,000 Equity Shares held jointly with Ms Deepa Subodh Nadkarni and Ms. Sudipta Subodh Nadkarni

<sup>(6)</sup> 30,000 Equity shares held jointly with Ms. Jayashree Ravindranath and Mr. Ashish Ravindranath

<sup>(7)</sup> 101,856 Equity Shares held jointly with Ms. Neeta Koshti

<sup>(8)</sup> 49,600 Equity Shares held jointly with Ms. Parvathy Natarajan

### Shareholding of our Directors in our Subsidiaries and associate companies

None of our Directors hold shares in our Subsidiaries. Further, our Company does not have any associate companies. For further details, please see “Our Subsidiaries” on page 159.

### Confirmations

None of our Directors have been identified as a wilful defaulter (as defined in the SEBI Regulations).

None of our Directors is or was a director on the board of listed companies that have been/ were delisted from any stock exchanges in India except for Mr. Unnathan Shekhar, Gopalkrishnan Ramakrishnan and Mr. Sudhir Dattaram Patil, who were directors in Galaxy Oleo Chem (India) Limited (GOIL) (listed on Over The Counter Exchange of India Limited), which was delisted pursuant to a scheme of amalgamation.

None of our Directors have been or are a director on the board of any listed company whose shares are / were suspended from trading on BSE and / or NSE for a period of five years prior to the date of filing of the Draft Red Herring Prospectus.

### **Borrowing Powers of our Board**

Pursuant to the resolution passed at our Annual General Meeting held on September 28, 2015, our Board is authorised to borrow moneys for the purpose of our Company, as the Board may, in its discretion, think fit in excess of the aggregate of the paid-up capital of our Company and its free reserves (not being reserves set apart for any specific purpose), provided that the total amount of such borrowings together with the amounts already borrowed and outstanding (apart from temporary loans obtained or to be obtained in ordinary course of business) shall not exceed ₹15,000 million.

### **Corporate Governance**

The provisions of the SEBI Listing Regulations with respect to corporate governance will be applicable to our Company immediately upon the listing of Equity Shares on the Stock Exchanges. Our Company is in compliance with the requirements of applicable regulations, specifically the SEBI Listing Regulations, the Companies Act, 2013 and the SEBI Regulations, to the extent applicable as on the date of this Red Herring Prospectus, in respect of corporate governance particularly in relation to constitution of the Board and committees of our Board. 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, each as required under law.

Our Board of Directors is constituted in compliance with the Companies Act, 2013 and the SEBI Listing Regulations. The Board of Directors functions either as a full board or through various committees constituted to oversee specific operational areas. Our Company's executive management provides the Board of Directors detailed reports on its performance periodically.

Currently, our Board has 11 Directors, headed by the Chairman who is a Non-Executive, Independent Director. In compliance with the requirements of Regulation 17 of the SEBI Listing Regulations, we have four Independent Directors on the Board, in addition to three Executive Directors, and four Non-Executive Directors. In compliance with the provisions of the Companies Act, 2013 at least two-third of our Directors, other than our Independent Directors, are liable to retire by rotation. Further, in compliance with the Companies Act and the SEBI Listing Regulations, we have a woman director on our Board.

## **I. Committees of the Board in accordance with the SEBI Listing Regulations**

### **A. Audit Committee**

<b>Sr. No</b>	<b>Name of the Director</b>	<b>Designation</b>	<b>Position in the Committee</b>
1.	Mr. Subodh Satchitanand Nadkarni	Independent Director	Chairman
2.	Mr. Shekhar Ravindranath Warriar	Independent Director	Member
3.	Mr. Melarkode Ganesan Parameswaran	Independent Director	Member
4.	Mr. Gopalkrishnan Ramakrishnan	Non-Executive Director	Member

The Audit Committee was constituted by a resolution of our Board dated August 16, 2002 and was thereafter re-constituted in Board meeting dated October 30, 2017.

By resolution of the Board dated October 30, 2017, the terms of reference of the Audit Committee were revised and are in accordance with the Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations.

The terms of reference of the Audit Committee shall include the following:

- oversight of our Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- recommendation for appointment, remuneration and terms of appointment of auditors of our Company;

3. reviewing the financial statement with respect to its subsidiaries, in particular investments made by the unlisted subsidiaries;
4. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
5. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board of Directors for approval, with particular reference to:
  - a. matters required to be included in the Director's Responsibility Statement to be included in the Board of Director's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
  - b. changes, if any, in accounting policies and practices and reasons for the same;
  - c. major accounting entries involving estimates based on the exercise of judgment by management;
  - d. significant adjustments made in the financial statements arising out of audit findings;
  - e. compliance with listing and other legal requirements relating to financial statements;
  - f. disclosure of any related party transactions; and
  - g. modified opinion(s) in the draft audit report.
6. reviewing, with the management, the quarterly financial statements before submission to the Board of Directors for approval;
7. 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 utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board of Directors to take up steps in this matter;
8. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
9. approval of any subsequent modification of transactions of the company with related parties;
10. scrutiny of inter-corporate loans, investments and guarantees;
11. valuation of undertakings or assets of our Company, wherever it is necessary;
12. evaluation of internal financial controls and risk management systems;
13. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
14. 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;
15. discussion with internal auditors of any significant findings and follow up there on;
16. 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;
17. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
18. looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
19. reviewing the functioning of the whistle blower mechanism;
20. overseeing the vigil mechanism established by our Company, with the chairman;

21. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate; and
22. carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee met five times in Fiscal 2017.

#### **B. Nomination and Remuneration Committee**

The members of the Nomination and Remuneration Committee are:

<b>Sr. No</b>	<b>Name of the Director</b>	<b>Designation</b>	<b>Position in the Committee</b>
1.	Mr. Melarkode Ganesan Parameswaran	Independent Director	Chairman
2.	Mr. Shekhar Ravindranath Warriar	Independent Director	Member
3.	Mr. Subodh Satchitanand Nadkarni	Independent Director	Member
4.	Ms. Nandita Gurjar	Independent Director	Member

The Nomination and Remuneration Committee was constituted by a resolution of our Board dated April 26, 2014 and was thereafter reconstituted in Board meeting dated October 30, 2017. The scope and functions of the Nomination and Remuneration Committee are in accordance with Section 178 of the Companies Act, 2013, and Regulation 19 of the SEBI Listing Regulations.

By a resolution of the Board dated October 30, 2017, the terms of reference of the Nomination and Remuneration Committee were revised and include the following:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to the remuneration of the directors, key managerial personnel and other employees;
2. formulation of criteria for evaluation of Independent Directors and the Board of Directors;
3. devising a policy on board diversity;
4. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal;
5. deciding whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of independent directors; and
6. perform such other activities as may be delegated by the Board of Directors or specified/ provided under the Companies Act, 2013 to the extent notified and effective, as amended or by the SEBI Listing Regulations or by any other applicable law or regulatory authority.”

The Nomination and Remuneration Committee met five times during Fiscal 2017.

#### **C. Stakeholders' Relationship Committee**

The members of the Stakeholders' Relationship Committee are:

<b>Sr. No</b>	<b>Name of the Director</b>	<b>Designation</b>	<b>Position in the Committee</b>
1.	Mr. Melarkode Ganesan Parameswaran	Independent Director	Chairman
2.	Mr. Gopalkrishnan Ramakrishnan	Non-Executive Director	Member
3.	Mr. Kasargod Ganesh Kamath	Executive Director	Member

The Stakeholders' Relationship Committee was constituted by way of a Board resolution dated April 26, 2014 and was thereafter reconstituted in Board meeting dated October 30, 2017. The scope and functions of the Stakeholders' Relationship Committee are in accordance with Section 178 of the Companies Act, 2013, and Regulation 20 of the SEBI Listing Regulations.



By a resolution of the Board dated October 30, 2017, the terms of reference of the Stakeholders' Relationship Committee were revised and include the following:

1. redressal of grievances of the security holders' and investors' grievances of our Company, such as complaints in respect of allotment of Equity Shares, transfer of Equity Shares including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, non-receipt of declared dividends, annual reports, balance sheets of the Company, etc. and assisting with quarterly reporting of such complaints;
2. giving effect to all transfer/transmission of shares and debentures, dematerialization of shares and re-materialization of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;
3. overseeing the performance of the registrars and transfer agents of our Company and to recommend measures for overall improvement in the quality of investor services;
4. investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities; and
5. carrying out such other function as may be specified by our Board of Directors from time to time or specified /provided under the Companies Act, 2013 or SEBI Listing Regulations, or by any other regulatory authority.

The Stakeholders' Relationship Committee met two times during Fiscal 2017.

#### **Other Committees on the Board**

In addition to committees of the Board in accordance with the SEBI Listing Regulations mentioned above, the following committees have been constituted by our Board:

##### **A. Corporate Social Responsibility Committee**

The members of the Corporate Social Responsibility Committee are:

<b>Sr. No</b>	<b>Name of the Director</b>	<b>Designation</b>	<b>Position in the Committee</b>
1.	Mr. Unnathan Shekhar	Executive Director	Chairman
2.	Mr. Kasargod Ganesh Kamath	Executive Director	Member
3.	Mr. Melarkode Ganesan Parameswaran	Independent Director	Member

The Corporate Social Responsibility Committee was constituted by a resolution of our Board dated April 26, 2014 and was thereafter reconstituted in Board meeting dated October 30, 2017.

By a resolution of the Board dated October 30, 2017, the terms of reference of the Corporate Social Responsibility Committee were revised. The Corporate Social Responsibility Committee shall be responsible for, among other things, the following:

1. formulation and recommendation to the Board of Directors, a "Corporate Social Responsibility Policy" which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
2. review and recommend the amount of expenditure to be incurred on the activities referred to in clause (1);
3. monitoring the corporate social responsibility policy of the Company and its implementation from time to time; and
4. any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

## B. IPO Committee

The members of the IPO Committee are:

Sr. No	Name of the Director	Designation	Position in the Committee
1.	Mr. Melarkode Ganesan Parameswaran	Independent Director	Chairman
2.	Mr. Unnathan Shekhar	Executive Director	Member
3.	Mr. Krishnan K. Natarajan	Executive Director	Member
4.	Mr. Kasargod Ganesh Kamath	Executive Director	Member

The IPO Committee was constituted by a resolution of the Board dated August 17, 2017 to take all decisions and approve, negotiate, finalize and carry out all activities relating to the initial public offer of the Company without requiring any further approval of the shareholders, including:

1. to decide in consultation with the Selling Shareholders' Committee and the BRLMs on the size of the IPO, including any Offer for Sale by the promoters/shareholders, and/or reservation on a competitive basis as may be permitted, and the terms and conditions of the IPO relating to timing (including opening and closing dates of the IPO, etc.) and pricing (price band, issue price, including to anchor investors, etc.), and to accept any amendments, modifications, variations or alterations thereto;
2. to decide in consultation with the BRLMs on all terms of the IPO other than relating to size, timing and pricing, including without limitation, allocation/allotment to eligible persons pursuant to the IPO, including any anchor investors, and to accept any amendments, modifications, variations or alterations thereto;
3. to appoint, instruct and enter into arrangements with the BRLMs, co-managers, underwriters, syndicate members, brokers, escrow collection banks, refund banks, registrar, legal counsels, printers, advertising agency(ies), experts, auditors and any other agencies, intermediaries or persons (including any successors or replacements thereof) whose appointment is required in relation to the IPO and to negotiate and finalize the terms of their appointment, including but not limited to execution of the mandate letters with the BRLMs;
4. to finalise, approve, adopt and arrange for submission of the Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus (including amending, varying or modifying the same, as may be considered desirable or expedient), the preliminary and final international wrap and any amendments, supplements, notices or corrigenda thereto for the issue of Equity Shares including incorporating such alterations/ corrections/ modifications as may be required by SEBI, Registrar of Companies, Maharashtra at Mumbai, or any other relevant governmental and statutory authorities or in accordance with all applicable laws, rules, regulations, notifications, circulars, orders and guidelines,
5. to take on record the approval of the Offer for Sale;
6. to finalise and send to the shareholders, the letter of invitation to participate in the IPO, including any modification, revisions and amendments thereto;
7. to approve, modify, finalise, distribute or cause to be distributed any scheme of participation or letter or other document inviting shareholders of the Company to tender Equity Shares held by them for sale as part of the IPO, including negotiation and finalisation of terms of participation of such selling shareholders, including criteria for acceptance or rejection of applications in accordance with applicable law;
8. to review, coordinate and finalise, in consultation with the registrar to the IPO and the book running lead managers, the list of eligible shareholders to whom any offer to participate in the IPO process as selling shareholders is to be made;
9. to review, negotiate and finalise, in consultation with the registrar to the IPO and the book running lead manager the list of eligible selling shareholders participating in the IPO by way of offering Equity Shares held by such shareholders for sale, including the terms of participation and withdrawal of Equity Shares deposited in escrow, if any;

10. to receive and exercise, on behalf of the shareholders, all powers that may be delegated upon the Company by selling shareholders;
11. to issue advertisements in such newspapers as it may deem fit and proper in accordance with the SEBI Regulations and other applicable law;
12. to decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any, in accordance with applicable law and on permitting existing shareholders to sell any Equity Shares of the Company held by them;
13. to open separate escrow accounts and or any other account, with scheduled banks to receive applications along with application monies in relation to the IPO in terms of Section 40(3) of the Companies Act, 2013;
14. to determine the price at which the Equity Shares are offered, allocated, issued, transferred and/or allotted to investors in the IPO in accordance with applicable regulations in consultation with the Selling Shareholders' Committee and the BRLMs and/or any other advisors, if any;
15. to negotiate, finalise, sign, execute and deliver or arrange the delivery of the offer agreement, syndicate agreement, cash escrow agreement, share escrow agreement, underwriting agreement, agreements with the registrar to the IPO and the advertising agency(ies) and all other agreements, documents, deeds, memorandum of understanding and other instruments whatsoever, any amendment(s) or addenda thereto, including with respect to the payment of commissions, brokerages and fees, with the registrar to the IPO, legal counsels, auditors, stock exchange(s), BRLMs and other agencies/ intermediaries in connection with IPO with the power to authorize one or more officers of the Company to negotiate, execute and deliver all or any of the aforesaid documents;
16. to open, maintain, operate and close a bank account of the Company for the handling of refunds for the IPO;
17. to make any applications to, seek clarifications and obtain approvals from, if necessary, the FIPB, RBI, SEBI and such other statutory and governmental authorities in connection with the IPO, as may be required, and wherever necessary, incorporate such modifications, amendments, alterations, corrections as may be required in the DRHP, the RHP and the Prospectus;
18. to do all such acts, deeds, matters and things and execute all such other documents, etc. as it may, in its absolute discretion, in consultation with the BRLMs, deem necessary or desirable for the IPO, including without limitation, determining the Anchor Investor Category and allocation to Anchor Investors, finalizing the basis of allocation and allotment of Equity Shares to the successful allottees and credit of Equity Shares to the demat accounts of the successful allottees in accordance with Applicable Laws;
19. to do all such deeds and acts as may be required to dematerialise the equity shares of the Company and to sign and/or modify, as the case may be, agreements and/or such other documents as may be required with National Securities Depository Limited, Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, as may be required in this connection with power to authorise one or more officers of the Company to execute all or any of the aforesaid document;
20. to seek, if required, the consent of the lenders to the Company and/or the lenders to the subsidiaries of the Company, industry data providers, joint venture partners, parties with whom the Company has entered into various commercial and other agreements including without limitation customers, vendors, suppliers, strategic partners of the Company, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the IPO in accordance with the applicable law and regulations;
21. to settle all questions, difficulties or doubts that may arise from time to time in relation to the IPO, as it may in its absolute discretion deem fit;
22. to do all acts and deeds, and negotiate, finalise, settle, execute and deliver all documents, agreements, forms, certificates, undertakings, letters and instruments as may be necessary for the purpose of or in connection with the IPO;

23. to authorize and approve in consultation with the Selling Shareholders' Committee, the incurring of expenditure and payment of fees, commissions and remuneration in connection with the IPO;
24. to submit undertaking/certificates or provide clarifications to the SEBI and the relevant stock exchanges where the Equity Shares of the Company are proposed to be listed;
25. to make applications to the Stock Exchanges for in-principle approval for listing of its equity shares and file such papers and documents, including a copy of the Draft Red Herring Prospectus filed with Securities and Exchange Board of India, the stock exchanges, as may be required for the purpose;
26. authorisation of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorised person in his/her/their absolute discretion may deem necessary or desirable in connection with the issue, offer and allotment/transfer of the Equity Shares;
27. to issue receipts, allotment letters, confirmation of allocation notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more Stock Exchanges, with power to authorise one or more officers of the Company to sign all or any of the afore stated documents;
28. to withdraw the DRHP or the RHP or to decide not to proceed with the IPO at any stage in accordance with the SEBI Regulations and applicable laws; and
29. to authorize and empower officers of the Company (each, an "Authorized Officer"), for and on behalf of the Company, to execute and deliver, on a several basis, any declarations, affidavits, certificates, consents, agreements and arrangements as well as amendments or supplements thereto as may be required from time to time or that the Authorized Officers consider necessary, appropriate or advisable, in connection with the IPO, including, without limitation, engagement letter(s), memoranda of understanding, the listing agreements, the registrar's agreement, the depositories agreements, the issue agreement with the BRLMs (and other entities as appropriate), the underwriting agreement, the syndicate agreement, the escrow agreement and confirmation of allocation notes, with the BRLMs, lead manager, syndicate members, bankers to the IPO, registrar to the IPO, bankers to the Company, managers, underwriters, guarantors, escrow agents, accountants, auditors, legal counsels, depositories, trustees, custodians, advertising agencies, and all such persons or agencies as may be involved in or concerned with the IPO, if any and to do or cause to be done any and all such acts or things that the Authorized Officer may deem necessary, appropriate or desirable in order to carry out the purpose and intent of the foregoing resolutions for the IPO and any such agreements or documents so executed and delivered and acts and things done by any such Authorized Officer shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing.

### **Selling Shareholders' Committee**

In addition to the committees of our Board, the Shareholders have constituted the Selling Shareholders' Committee for the purposes of the Offer.

The Selling Shareholders' Committee has been constituted on October 30, 2017. In accordance with the OFS Scheme, our Company is required to set up a Selling Shareholders' Committee, comprising the Selling Shareholders or their duly appointed representatives. The members of the Selling Shareholders' Committee are required to be nominated by the Board based on certain objective criteria, including:

1. number of Equity Shares tendered by the Selling Shareholder;
2. representative of a particular category of Selling Shareholders (determined on the basis of the nature or constitution of Selling Shareholders), such as promoters and non-promoters or public; and
3. one independent director on the Board of the Company.

On the basis of the above criteria, the members of the Selling Shareholders' Committee are Mr. Melarkode Ganesan Parameswaran (Chairman), Mr. Gopalkrishnan Ramakrishnan and Mr. Vilas Deshpande.

The terms of reference of the Selling Shareholders' Committee is to provide recommendations to the Board in relation to decisions for the Offer process, specifically in relation to pricing, timing and size of the Offer. The role of the Selling Shareholders' Committee is recommendatory in nature and all decisions in relation to the Offer shall ultimately vest with the Company, as the issuing company and the duly constituted power of attorney holder.

### **Policies**

Our Company has constituted a Policy Making Committee to formulate policies in accordance with the applicable provisions of the SEBI Listing Regulations and other applicable laws.

### **Interests of Directors**

All Directors may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of the Board or committees of the Company or its subsidiaries as well as to the extent of reimbursement of expenses payable to them under the Articles. Our Executive Directors are interested to the extent of remuneration, commission, discretionary performance variable pay payable to them for services rendered as an officer or employee of our Company or our Subsidiaries. Our Independent Directors and Non-Executive Directors are also interested to the extent of commission payable to them.

The Directors may also be deemed to be interested in the Equity Shares, if any, held by them and/ or any Equity Shares that may be held by their relatives or companies, firms and trusts, in which they are interested as directors, members, partners, trustees, beneficiaries and promoters and in any dividend distribution which may be made by our Company in the future. For further details, please see "*Capital Structure – Notes to Capital Structure – Shareholding of our Directors and/ or Key Management Personnel*" on page 94. Further, Mr. Sudhir Dattaram Patil, Mr. Gopalkrishnan Ramakrishnan and Dr. Nirmal Koshti may be deemed to be interested to the extent of the appointment of their relatives to our Subsidiaries and remuneration receivable by such relatives. For details, see "*Appointment of any relatives of our Directors to an office or place of profit*" on page 180. Further, two of our Non-Executive Directors, Mr. Vaijanath Kulkarni and Dr. Nirmal Koshti are appointed as executive directors on the board of our Subsidiaries and may be deemed to be interested to the extent of any remuneration and payments due and payable to them by such Subsidiary.

Mr. Sudhir Patil is deemed to be interested to the extent of royalty fees paid to Aeon Chemical Private Limited (of which he is a director) by the Company in relation to acquirement of innovative technology for specialty surfactants blends. Except as disclosed above, the Directors have no interest in any property acquired by our Company within two years from the date of the Draft Red Herring Prospectus or proposed to be acquired by our Company as of the date of this Red Herring Prospectus.

No sum has been paid or agreed to be paid to our Directors or to firms or companies in which they may be members, in cash or shares or otherwise by any person either to induce him/her to become, or to qualify him/her as, a Director, or otherwise for services rendered by him/her or by such firm or company, in connection with the promotion or formation of our Company.

Except for Mr. Unnathan Shekhar, Mr. Gopalkrishnan Ramakrishnan and Mr. Sudhir Dattaram Patil, our Promoters, and except as stated hereinabove and in "*Payment or benefit to officers of our Company*", "*Our Promoters, Promoter Group and Group Companies – Nature and extent of interest of our Promoters – Interest of our Promoters*", and in "*Financial Statements*" on pages 182, 184 and 196, respectively, our Directors do not have any interest in the promotion of our Company or any other interest in our business.

Except as stated in "*Financial Statements – Annexure XXXVII – Restated Consolidated Statement of Related Party Transactions*" on page 230 and described herein to the extent of shareholding in our Company, if any, our Directors do not have any other interest in the business of our Company.

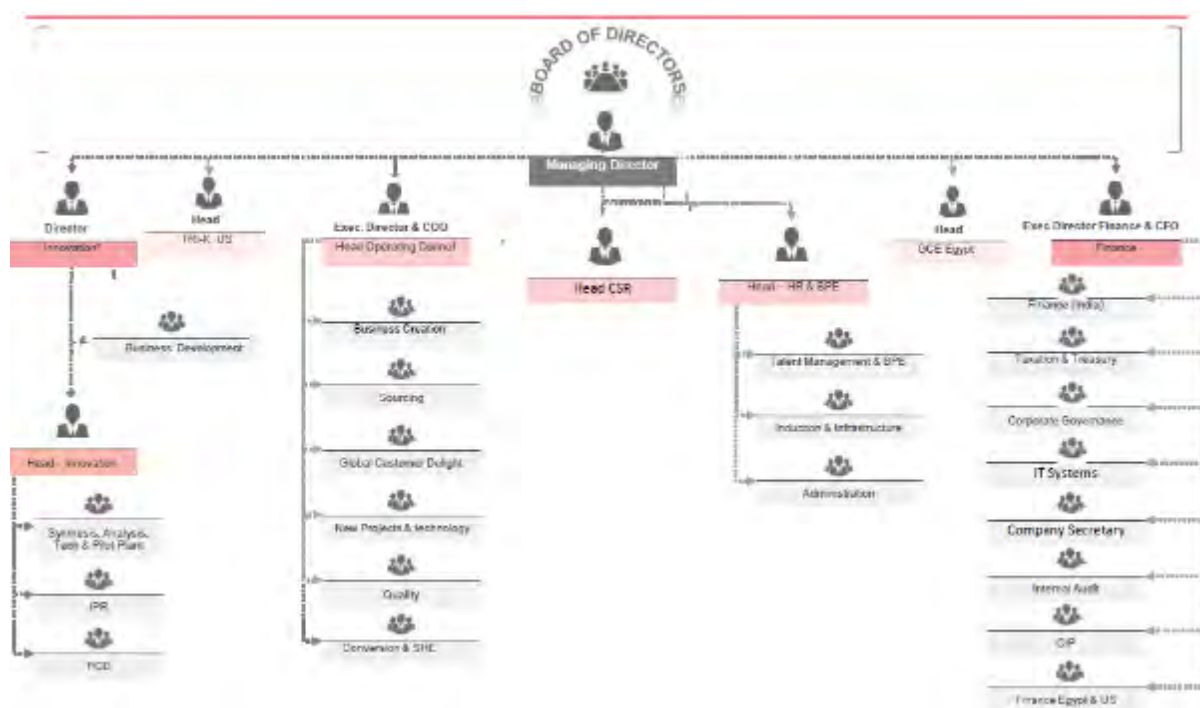
Except as disclosed in this Red Herring Prospectus, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of our Directors either to induce them to become or to qualify them as Directors except the normal remuneration for services rendered by them as Directors. No loans have been availed by our Directors or the Key Management Personnel from our Company as on date of this filing of this Red Herring Prospectus. Galaxy Surfactants Limited Employees Welfare Trust has been provided a loan

by the Company, and Mr. Unnathan Shekhar, Mr. Kasargod Ganesh Kamath and Mr. Natarajan K. Krishnan, who are the trustees of Galaxy Surfactants Limited Employees Welfare Trust, may accordingly be deemed to be interested to that extent. Except as disclosed above, and to the extent of any trade receivables from our Subsidiaries in the ordinary course of our business, none of the beneficiaries of loans, advances and sundry debtors are related to our Directors.

### Appointment of any relatives of our Directors to an office or place of profit

Except for Mr. Siddharth Patil, son of Mr. Sudhir Dattaram Patil, who is appointed as Account Manager – South East and LATAM with our Subsidiary, Tri-K Industries Inc., Mr. Amit Ramakrishnan, son of Mr. Gopalkrishnan Ramakrishnan, who is appointed as Technical Sales Executive and Systems Process Analyst with our Subsidiary, Tri-K Industries Inc. and Ms. Renuka Koshti, daughter of Dr. Nirmal Koshti, who is appointed as Senior Chemist with our Subsidiary, Tri-K Industries., none of the relatives of our Directors have been appointed to an office or place of profit in our Company.

### Management Organisation Structure



### Key Management Personnel

In addition to Mr. Unnathan Shekhar, our Managing Director, Mr. Kasargod Ganesh Kamath, our Chief Financial Officer, Mr. Natarajan K. Krishnan, our Chief Operating Officer and Mr. Niranjan Ketkar, Company Secretary, Dr. Sagar Trailokya, Head – Quality, Home Care Application Development and CEP process, Mr. Garikiparthy Sessa Samba Murty, Head – Conversion & New Projects and Technology, Mr. Yogesh Kalra, Head – Business Creation, are Key Management Personnel of our Company. Further, two of our Non-Executive Directors, Mr. Vaijanath Kulkarni and Dr. Nirmal Koshti, have been designated as Key Management Personnel of our Company. All of our Key Management Personnel are permanent employees of our Company/Subsidiary. For details of the brief profile of our Executive Directors and Non – Executive Directors, please see “– *Brief profiles of our Directors*” on page 165. The brief profiles of our other Key Management Personnel are as set out below:

**Dr. Sagar Trailokya**, is the Head – Quality, Home Care Application Development and CEP process in our Company. He has completed his Masters degree in Science followed by Doctorate in Chemistry from University of Mumbai in 1992. He joined our Company on May 10, 1993 as Executive Trainee – Quality. For Fiscal 2017, Dr. Sagar Trailokya was paid an aggregate compensation of ₹4.14 million.

**Mr. Garikiparthy Sessa Samba Murty**, is the Head – Conversion & New Projects and Technology in our Company. He has completed Masters degree in Chemical Engineering from IIT Kanpur. He joined our Company

on November 17, 1998 as a Trainee Process Engineer. For Fiscal 2017, Mr. Garikiparthi Sesha Samba Murty was paid an aggregate compensation of ₹3.99 million.

**Mr. Yogesh Kalra**, is the Head – Business Creation in our Company. He holds a Bachelor’s Degree in Commerce from University of Mumbai. He is also a qualified Chartered Accountant and Cost Accountant. He joined our Company on August 1, 1995 as Finance Executive. For Fiscal 2017, Mr. Yogesh Kalra was paid an aggregate compensation of ₹10.9 million.

**Mr. Niranjan Ketkar**, is the Company Secretary of our Company. He holds Bachelor’s degrees in Commerce and Law from the University of Mumbai. He has been appointed as the Company Secretary of our Company with effect from October 31, 2017. Prior to joining our Company, Mr. Ketkar was associated with Bayer (India) Limited and Rhodia Specialty Chemicals India Limited. Mr. Niranjan Ketkar was not paid any compensation in Fiscal 2017.

None of our Key Management Personnel are related to each other. Further, none of our Key Management Personnel have been appointed pursuant to any arrangement or understanding with major shareholders, customers, suppliers or others.

### Shareholding of Key Management Personnel

For details of shareholding of our Key Management Personnel in our Company, please see “*Capital Structure - Shareholding of our Directors and/or Key Management Personnel*” on page 94 and “– *Shareholding of our Directors in our Company*” on page 171.

### Bonus or Profit-Sharing Plan of the Key Management Personnel

None of our Key Management Personnel are a party to any bonus or profit sharing plan. However, some part of their remuneration is linked to individual performance and performance of the Company and in that regard, they are paid performance based variable pay.

### Interests of Key Management Personnel

Except as disclosed above in relation to our Directors under “– *Interests of Directors*” on page 179, the Key Management Personnel of our Company do not have any interest in our Company other than to the extent of the remuneration, allowances perquisites or benefits to which they are entitled to as per their terms of appointment and the reimbursement of expenses incurred by them during the ordinary course of business. Additionally, all directors may be deemed to be interested to the extent of their shareholding, sitting fee, remuneration, and commission payable to them or their relatives by our Subsidiaries.

### Changes in the Key Management Personnel

Except for the changes to our Board of Directors, as set forth under “*Our Management - Changes in the Board of Directors in the last three years*” herein above, the changes in the Key Management Personnel in the last three years prior to the date of filing of this Red Herring Prospectus are as follows:

Sr. No	Name	Designation	Date of Appointment	Date of Cessation	Reason for Change
1.	Mr. Vinayak Shitole	Company Secretary	May 2, 2015	October 31, 2017	Resignation
2.	Mr. Kasargod Ganesh Kamath	Company Secretary	-	May 2, 2015	Change in designation
3.	Mr. Niranjan Ketkar	Company Secretary	October 31, 2017	-	Appointment

### Employee Welfare Trust

Galaxy Surfactants Limited Employee Welfare Trust (“**GEWT**”) was established by a deed of trust dated January 7, 2010 (read along with the addenda to the Trust deed dated January 19, 2011 and January 13, 2018), for the benefit of all the existing employees including Whole-time Directors of Galaxy Surfactants Limited. The trustees of the Trust are Mr. Babu Iyer, Mr. Adarsh Nayyar and Mr. Abhijit Damle. Our Company, the settlor, had established the Trust with an initial corpus of ₹1,000, which was handed over to the trustees. The Trust currently holds 285,000 Equity Shares (which have been offered in the OFS) in the Company which are currently registered

in the name of two of its former trustees, Mr. Unnathan Shekhar and Mr. Kasargod Ganesh Kamath. As on the date of this Red Herring Prospectus, GEWT does not have any ongoing schemes or plans for provision of benefits to our employees, including any share based benefits.

**Payment or Benefit to Officers of our Company**

No non-salary related amount or benefit has been paid or given within two years from the date of this Red Herring Prospectus, or is intended to be paid or given, to any of our Company's officers, including the Directors and Key Management Personnel.







## OUR PROMOTERS, PROMOTER GROUP AND GROUP COMPANIES

Mr. Unnathan Shekhar, Mr. Gopalkrishnan Ramakrishnan, Mr. Shashikant Shanbhag and Mr. Sudhir Dattaram Patil are the Promoters of our Company.

For details of the build-up of our Promoters' shareholding in our Company, please see "*Capital Structure – Notes to Capital Structure – Capital build-up of our Promoters' equity shareholding in our Company*" on page 83.

### Brief profile of our Promoters is as under:

	<p><b>Mr. Unnathan Shekhar</b>, aged 63 years is a Promoter and the Managing Director of our Company. For details of his educational qualifications, personal address, experience, and other directorships, please see "<i>Our Management – Brief Profiles of our Directors</i>" on page 165.</p> <p><b>Driving License:</b> MH4320080000573</p> <p><b>Voters' ID:</b> Not obtained</p> <p>Except as disclosed in this section and in "<i>Our Management</i>" on page 163, Mr. Unnathan Shekhar is not involved with any other venture or company.</p>
	<p><b>Mr. Gopalkrishnan Ramakrishnan</b>, aged 63 years is a Promoter and a non-Executive Director of our Company. For details of his educational qualifications, personal address, experience, and other directorships, please see "<i>Our Management – Brief Profiles of our Directors</i>" on page 165.</p> <p><b>Driving License:</b> MH4320070011969</p> <p><b>Voters' ID:</b> MT/10/054/1731024</p> <p>Except as disclosed in this section and in "<i>Our Management</i>" on page 163, Mr. Gopalkrishnan Ramakrishnan is not involved with any other venture or company.</p>
	<p><b>Mr. Sudhir Dattaram Patil</b>, aged 63 years is a Promoter and a non-Executive Director of our Company. For details of his educational qualifications, personal address, experience, and other directorships, please see "<i>Our Management – Brief Profiles of our Directors</i>" on page 165.</p> <p><b>Driving License:</b> 87/W/39829</p> <p><b>Voters' ID:</b> Not obtained</p> <p>Except as disclosed in this section and in "<i>Our Management</i>" on page 163, Mr. Sudhir Dattaram Patil is not involved with any other venture or company.</p>
	<p><b>Mr. Shashikant Shanbhag</b>, aged 63 years, is a Promoter of our Company. He holds a Bachelors Degree in Commerce from University of Mumbai. He is an associate of The Institute of Chartered Accountants of India and a qualified Cost Accountant from the Institute of Cost and Works Accountants of India. He has over thirty years of experience in the chemical manufacturing industry. He was a former Whole-time Director of our Company.</p> <p><b>Driving License:</b> MH4320090003620</p> <p><b>Voters' ID:</b> YTR2304467</p> <p>Except as disclosed in this section, Mr. Shashikant Shanbhag is not involved with any other venture or company.</p>

## 1. Other ventures of our Promoters

Except as disclosed herein below and in the section “*Our Management*” on page 163, our Promoters are not involved with any other venture:

Name of the Promoter	Name of the venture	Nature of interest
<b>Mr. Unnathan Shekhar</b>	M/s. Galaxy Chemicals	Partner
	M/s. Galaxy Estates and Holdings	Partner
	M/s. Galaxy Investments	Partner
	M/s. Shubh Estates and Properties	Partner
<b>Mr. Gopalkrishnan Ramakrishnan</b>	M/s. Galaxy Chemicals	Partner
	M/s Galaxy Estates and Holdings	Partner
	M/s. Galaxy Investments	Partner
	M/s. Shubh Estates and Properties	Partner
<b>Mr. Sudhir Dattaram Patil</b>	M/s. Galaxy Chemicals	Partner
	M/s Galaxy Estates and Holdings	Partner
	M/s. Galaxy Investments	Partner
	M/s. Shubh Estates and Properties	Partner
<b>Mr. Shashikant Shanbhag</b>	M/s. Galaxy Chemicals	Partner
	M/s Galaxy Estates and Holdings	Partner
	M/s. Galaxy Investments	Partner
	M/s. Shubh Estates and Properties	Partner

## 2. Other understandings and confirmations

Our Company confirms that the PAN, bank account numbers and passport numbers of our Promoters will be submitted to the Stock Exchanges at the time of filing the Draft Red Herring Prospectus.

Further, our Promoters, Group Companies and relatives of our Promoters have confirmed that they have not been identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI.

Neither our Promoters nor members of our Promoter Group or any persons in control have been debarred, or restricted from accessing or operating in the capital markets for any reason, by SEBI or any other authorities. Our Promoters and members of Promoter Group are not, nor have they been promoters, directors or persons in control of any company which is debarred, or restricted from accessing the capital markets for any reason, by SEBI or any other authorities.

There has been no change in control of our Company in the last five years.

## 3. Nature and extent of interest of our Promoters

### a) Interest of our Promoters

As of January 12, 2018 Mr. Unnathan Shekhar, Mr. Gopalkrishnan Ramakrishnan, Mr. Shashikant Shanbhag and Mr. Sudhir Dattaram Patil collectively held 14,832,472 Equity Shares in our Company.

Our Promoters are interested in our Company to the extent of their shareholding and the shareholding of their relatives in our Company and Subsidiaries and in any dividend distribution and corporate benefits which may be made by our Company and Subsidiaries in the future. Further, our Promoters, Mr. Sudhir Dattaram Patil and Mr. Gopalkrishnan Ramakrishnan may be deemed to be interested to the extent of any salary and related benefits that are payable to their relatives who are appointed in places of profit in our Company and our Subsidiaries.

Further, Mr. Unnathan Shekhar, is one of the trustees in Galaxy Surfactants Limited - Employees Welfare Trust and Mr. Sudhir Dattaram Patil is one of the directors and shareholder in Aeon Chemicals Private Limited, with which our Company has an agreement dated January 22, 2015, wherein Aeon Chemicals Private Limited has agreed to supply technical know-how in relation to speciality surfactants blends which is Sparkle grade of surfactant blends and for which our Company pays royalty to Aeon Chemicals Private Limited. In Fiscal 2017, a total of ₹1.40 million was paid by our Company as royalty to Aeon Chemicals Private Limited.

For further details, please see “*Capital Structure – Notes to Capital Structure – Shareholding of our Promoters and Promoter Group*” on page 89 and “*Related Party Transactions*” on page 194.

Our Promoters are also interested in our Company to the extent of being Directors of our Company and the remuneration, sitting fees, commission and reimbursement of expenses payable to them in such capacities. For further details in this regard, please see “*Our Management*” on page 163.

None of our Promoters are interested as a member of a firm or company and no sum has been paid or agreed to be paid to any of our Promoters or to any such firm or company in cash or shares or otherwise by any person either to induce him to become, or to qualify him as, a director, or otherwise, for services rendered by such Promoter(s) or by such firm or company in connection with the promotion or formation of our Company.

**b) Interest in property, land, construction of building, supply of machinery**

Our Promoters do not have any interest in any property acquired by our Company within two years immediately preceding the date of the Draft Red Herring Prospectus and till date, or proposed to be acquired by our Company or in any transaction with respect to the acquisition of land, construction of building or supply of machinery or any other contract, agreement or arrangement entered into by our Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements.

**c) Payment of benefits to our Promoters and Promoter Group during the last two years**

Except as stated in “*Related Party Transactions*” and “*Our Management*” on pages 194 and 163, respectively, there have been no amounts or benefits paid or given or intended to be paid or given to our Promoters or our Promoter Group within the two years immediately preceding the date of the Draft Red Herring Prospectus.

Except as stated in “*Related Party Transactions*” on page 194 none of the beneficiaries of loans, and advances and sundry debtors are related to the Promoters or Directors of our Company.

**d) Disassociation by our Promoters in the last three years**

Our Promoters have not disassociated themselves from any of the companies, firms or other entities during the last three years preceding the date of the Draft Red Herring Prospectus.

**Promoter Group**

As on the date of this Red Herring Prospectus, the following is the list of persons constituting the promoter group of the Company in terms of Regulation 2(1)(zb) of the SEBI Regulations:

<b>Name of Promoter</b>	<b>Name of relative</b>	<b>Relationship</b>
Unnathan Shekhar	Mr. Vaidyanathan Unnathan	Father
	Mr. Unnathan Sridhar	Brother
	Ms. Shanthi Lakshminarasimhan	Sister
	Ms. Lakshmy Shekhar	Spouse
	Mr. Karthik Shekhar	Son
	Ms. Nandini Shekhar	Daughter
	Mr. C. S. Anandaram	Spouse’s Father
	Ms. Maragatham Anandaram	Spouse’s Mother
	Ms. Saraswathy Natarajan	Spouse’s Sister
Gopalkrishnan Ramakrishnan	Ms. Hema Suryanarayanan	Sister
	Ms. Bhooma Shyam Gopal	Sister
	Ms. Sumathi Gopal	Sister
	Ms. Jayashree Ramakrishnan	Spouse
	Mr. Amit Ramakrishnan	Son
	Ms. Akaash Ramakrishnan	Son
	Ms. Janaki Seshan	Spouse’s Mother

Name of Promoter	Name of relative	Relationship
	Mr. K. S. Natarajan	Spouse's Brother
Shashikant Rayappa Shanbhag	Mr. Shreekant Shanbhag	Brother
	Ms. Anuradha Prabhu	Sister
	Ms. Lata Nayak	Sister
	Ms. Vandana Shanbhag	Spouse
	Mr. Pranav Shanbhag	Son
	Ms. Sneha Shanbhag	Daughter
	Mr. Nilkant Amonkar	Spouse's Father
	Mr. Vallabh Amonkar	Spouse's Brother
	Mr. Gajanan Amonkar	Spouse's Brother
	Ms. Vanita Kerkar	Spouse's Sister
Sudhir Dattaram Patil	Mr. Pradeep Patil	Brother
	Mr. Anil Patil	Brother
	Ms. Suchitra Chindarkar	Sister
	Ms. Sugandha Sawant	Sister
	Ms. Rekha Ramesh Chavan	Sister
	Ms. Sandhya Patil	Spouse
	Mr. Siddharth Patil	Son
	Mr. Yash Patil	Son
	Ms. Vibhavari Ramesh Mande	Spouse's Sister
	Ms. Sumedha Sawant	Spouse's Sister

#### A. Entities forming part of the Promoter Group

1. Aeon Chemicals Private Limited;
2. Datta Suman Farms and Resorts Private Limited;
3. Galaxy Chemicals;
4. Galaxy Emulsifiers Private Limited;
5. Galaxy Estates and Holdings;
6. Galaxy Finsec Private Limited;
7. Galaxy Investments;
8. Galaxy Surfactants Limited Employees Welfare Trust;
9. Osmania Traders Private Limited; and
10. Shubh Estates and Properties.

The above list of Promoter Group does not include Mr. Vivek Amonkar, a relative of Mr. Shashikant Shanbhag, our Promoter or entities or persons constituting the Mr. Vivek Amonkar PG. Accordingly, our Company has not included any disclosures or confirmations in relation to Mr. Vivek Amonkar or Mr. Vivek Amonkar PG in this Red Herring Prospectus.

#### Group Companies

As per the requirements of SEBI Regulations, for the purpose of identification of 'group companies', our Company has, considered companies covered (under the applicable accounting standards being Accounting Standard 18 issued by the Institute of Chartered Accountants of India (except such companies whose accounts are consolidated in accordance with Accounting Standard 21)) and such other companies as considered material by our Board. Pursuant to a resolution of our Board dated October 30, 2017 for the purpose of disclosure in offer documents, a company will be a material group company if such entity being part of the Promoter Group as defined under the SEBI Regulations and our Company has entered into one or more transactions such that, individually or cumulatively such transaction exceeds 10.00% of the total standalone revenue, net worth or profit after tax (whichever is the lowest) for the Financial Year 2017 (except such companies whose accounts are consolidated in accordance with Accounting Standard 21). Further, as regards non-quantifiable transactions, the materiality has been determined on the basis of qualitative factors.

Accordingly, the companies which constitute part of the related parties of our Company in accordance with the applicable accounting standards as specified above will form part of our Group Companies. As per the materiality policy on Group Companies as adopted by our Board pursuant to the resolution dated October 30, 2017 the following companies with the exception of our Subsidiaries have been identified as "Group Companies" for the purpose of the SEBI Regulations:

- a) Osmania Traders Private Limited;
- b) Galaxy Emulsifiers Private Limited;
- c) Galaxy Finsec Private Limited;
- d) Aeon Chemicals Private Limited and;
- e) Datta-Suman Farms and Resorts Private Limited

Unless otherwise specifically stated, our Group Companies described below are not (i) listed or have been refused listing on any stock exchange in India or abroad or; (ii) have made any public or rights issue of equity shares in the last three years or; (iii) fall under the definition of sick companies under SICA; (iv) are under winding-up; (v) have become defunct; (vi) have made an application to the relevant registrar of companies in whose jurisdiction such Group Companies are registered in the five years preceding from the date of filing the Draft Red Herring Prospectus with SEBI, for striking off its name; (vii) have received any significant notes on the financial statements from the auditors; (viii) have not incurred loss in the immediately preceding financial year or (ix) had negative net worth as of the date of their last audited financial statements.

#### a) Osmania Traders Private Limited

##### *Corporate information*

Osmania Traders Private Limited (“OTPL”) was incorporated on July 28, 1993 with the Registrar of Companies, Maharashtra, at Mumbai as “Osmania Traders Private Limited”. The registered office of OTPL is situated at Raaj, Plot No. 51 Sector 28 Vashi Navi Mumbai 400 703. The CIN of OTPL is U51900MH1993PTC073182.

##### *Nature of business*

OTPL is engaged, *inter alia*, in the business of imports, exports and general merchants and traders in goods and commodities, on ready or forward basis.

##### *Capital structure*

The issued and paid-up share capital of OTPL is ₹100,000 divided into 1,000 equity shares of ₹100 per equity share.

##### *Nature and extent of interest of our Promoters*

Our Promoters are interested in OTPL to the extent of their shareholding and directorship and the shareholding of their relatives in OTPL and in any dividend distribution and corporate benefits which may be made by OTPL in the future. The entire shareholding of OTPL is held by our Promoters and members of our Promoter Group.

##### *Shareholding pattern*

##### *Equity share capital*

Sr. No.	Names of shareholders	No. of shares held	Percentage of Shareholding (%)
1.	Mr. Gopalkrishnan Ramakrishnan	250	25
2.	Mr. Unnathan Shekhar	250	25
3.	Ms. Jayashree Ramakrishnan	250	25
4.	Ms. Lakshmy Shekhar	250	25
	<b>Total</b>	<b>1,000</b>	<b>100</b>

##### *Financial performance*

Brief financial details of OTPL for the past three Fiscals are as follows:

₹ in million, except share data and earning per share

Particulars	Fiscal 2017	Fiscal 2016	Fiscal 2015
Equity capital*	0.10	0.10	0.10
Reserves and surplus (excluding revaluation reserve)	3.17	3.17	3.18
Revenue from operations (net)	-	-	-
Profit/(Loss) after tax	(0.01)	(0.01)	(0.01)
Earnings / (Loss) per share (₹) Basic	(6.60)	(8.80)	(9.96)
Earnings per share (₹) Diluted	(6.60)	(8.80)	(9.96)
Net asset value or book value per share (in ) (₹)	3,266.31	3,272.91	3,281.71

\*Face value of each equity share is ₹100 each.

### Loss making

OTPL has incurred a loss in the immediately preceding Fiscal.

### b) Galaxy Emulsifiers Private Limited

#### Corporate information

Galaxy Emulsifiers Private Limited (“**GEPL**”) was incorporated on September 8, 1986 with the Registrar of Companies, Maharashtra, at Mumbai as “Galaxy Emulsifiers Private Limited”. The registered office of GEPL is situated at C-49/2 TTC Industrial Area Pawne Navi Mumbai 400 703. The CIN of GEPL is U40856MH1986PTC040856.

#### Nature of business

GEPL is engaged, *inter alia*, in the business of manufacturing and trading of surface active agents of anionic, cationic, nonionic and amphoteric nature, textile chemicals and auxiliaries, leather chemicals and auxiliaries, paint chemicals and auxiliaries, explosives and resins, perfumery chemicals and intermediaries, perfumes of natural and synthetic origin, essential oils, dye intermediates and dyestuffs of natural and synthetic origin, pigments and colours.

#### Capital structure

The issued and paid-up share capital of GEPL is ₹2,495,600 which is divided into 249,560 equity shares of ₹10 per equity share.

#### Nature and extent of interest of our Promoters

Our Promoters are interested in GEPL to the extent of their shareholding and directorship and the shareholding of their relatives in GEPL and in any dividend distribution and corporate benefits which may be made by GEPL in the future. The entire shareholding of GEPL is held by our Promoters and members of our Promoter Group.

#### Shareholding pattern

##### Equity share capital

Sr. No.	Names of shareholders	No. of shares held	Percentage of Shareholding (%)
1.	Mr. Unnathan Shekhar	62,445	25.02
2.	Mr. Shashikant Shanbhag	62,185	24.91
3.	Mr. Sudhir Dattaram Patil	62,435	25.02
4.	Mr. Gopalkrishnan Ramakrishnan	40,995	16.43
5.	Ms. Jayashree Ramakrishnan	21,500	8.62
	<b>Total</b>	<b>249,560</b>	<b>100.00</b>

#### Financial performance

Brief financial details of GEPL for the past three Fiscals are as follows:

*₹ in million, except share data and earning per share*

Particulars	Fiscal 2017	Fiscal 2016	Fiscal 2015
Equity capital*	2.50	2.50	2.50
Reserves and surplus (excluding revaluation reserve)	10.22	8.09	3.23
Revenue from operations (net)	2.16	4.87	2.14
Profit/(Loss) after tax	2.14	4.86	2.12
Earnings / (Loss) per share (₹) Basic	8.57	19.46	8.50
Earnings per share (₹) Diluted	8.57	19.46	8.50
Net asset value or book value per share (in ) (₹)	50.97	42.40	22.94

\*Face value of each equity share is ₹10 each.

### **Loss making**

GEPL has not incurred a loss in the immediately preceding Fiscal.

### **c) Galaxy Finsec Private Limited**

#### **Corporate information**

Galaxy Finsec Private Limited (“GFPL”) was incorporated on March 06, 1997, with the Registrar of Companies, Maharashtra, at Mumbai as “Galaxy Finsec Private Limited”. The registered office of GFPL is situated at C-49/2, TTC Industrial Area Pawne Navi Mumbai 400 703. The CIN of GFPL is U66990MH2004PTC106372.

#### **Nature of business**

GFPL was formed to undertake leasing and other financial services activities for the group concerns and other entities. However, GFPL is currently not engaged in any business.

#### **Capital structure**

The issued and paid-up share capital of GFPL is ₹160,400 which is divided into 16,040 equity shares of ₹10 per equity share.

#### **Nature and extent of interest of our Promoters**

Our Promoters are interested in GFPL to the extent of their shareholding and directorship in GFPL and in any dividend distribution and corporate benefits which may be made by GFPL in the future. The entire shareholding of GFPL is held by our Promoters.

#### **Shareholding pattern**

##### **Equity share capital**

Sr. No.	Names of shareholders	No. of shares held	Percentage of Shareholding (%)
1.	Mr. Unnathan Shekhar	4,010	25
2.	Mr. Shashikant Shanbhag	4,010	25
3.	Mr. Sudhir Dattaram Patil	4,010	25
4.	Mr. Gopalkrishnan Ramakrishnan	4,010	25
	<b>Total</b>	<b>16,040</b>	<b>100</b>

#### **Financial performance**

Brief financial details of GFPL for the past three Fiscals are as follows:

(₹ in million, except share data and earning per share)

Particulars	Fiscal 2017	Fiscal 2016	Fiscal 2015
Equity capital*	0.16	0.16	0.16
Reserves and Surplus (excluding revaluation reserve)	(0.24)	(0.23)	(0.22)
Revenue from operations (net)	Nil	Nil	Nil
Profit/(Loss) after Tax	(0.02)	(0.01)	(0.02)
Earnings / (Loss) Per Share (₹) Basic	(1.00)	(0.82)	(1.23)
Earnings per share (₹) Diluted	(1.00)	(0.82)	(1.23)
Net asset value or book value per share (in ) (₹)	(5.31)	(4.31)	(3.49)

\*Face value of each equity share is ₹10 each.

### **Loss making**

GFPL had incurred a loss in the immediately preceding Fiscal.

### **Negative net-worth**

GFPL had a negative net-worth in the past three Fiscals.

## **d) Aeon Chemicals Private Limited**

### **Corporate information**

Aeon Chemicals Private Limited (“ACPL”) was incorporated on March 12, 2011, with the Registrar of Companies, Maharashtra, at Mumbai as “Aeon Chemicals Private Limited”. The registered office of ACPL is situated at Sumati, Plot No. 4B Nandadeep CHS Ltd., Cross Road No.4, J.P. Nagar, Goregaon (East), Mumbai – 400 063. The CIN of ACPL is U24100MH2011PTC214713.

### **Nature of business**

ACPL has been incorporated to carry on the business in India or elsewhere of manufacturing and trading of all type of chemicals including surface active agents of anionic, cationic, nonionic and amphoteric nature, textile chemicals and auxiliaries, leather chemicals and auxiliaries, paint chemicals and explosives and resins, perfumery chemicals and intermediates, medicinal chemicals and dealing in basic chemicals and dyestuffs of natural and synthetic origin, pigments and colours.

### **Capital structure**

The issued and paid-up share capital of ACPL is ₹100,000 which is divided into 10,000 equity shares of ₹10 per equity share.

### **Nature and extent of interest of our Promoters**

Our Promoters are interested in ACPL to the extent of their shareholding and directorship and the shareholding of their relatives in ACPL and in any dividend distribution and corporate benefits which may be made by ACPL in the future. The entire shareholding of ACPL is held by our Promoter and member of our Promoter Group.

### **Shareholding pattern**

#### **Equity share capital**

Sr. No.	Names of shareholders	No. of shares held	Percentage of Shareholding (%)
1.	Mr. Sudhir Dattaram Patil	5,000	50
2.	Ms. Sandhya Patil	5,000	50
	<b>Total</b>	<b>10,000</b>	<b>100</b>

### **Financial performance**

Brief financial details of ACPL for the past three Fiscals are as follows:



(₹ in million, except share data and earning per share)

Particulars	Fiscal 2017	Fiscal 2016	Fiscal 2015
Equity capital*	0.10	0.10	0.10
Reserves and surplus (excluding revaluation reserve)	1.55	1.32	0.99
Revenue from operations (net)	1.39	1.25	3.45
Profit/(Loss) after tax	0.23	0.33	1.10
Earnings / (Loss) per share (₹) Basic	22.68	33.23	109.83
Earnings per share (₹) Diluted	22.68	33.23	109.83
Net asset value or book value per share (in ) (₹)	164.53	141.84	108.61

\*Face value of each equity share is ₹10 each.

### Loss making

ACPL has not incurred a loss in the immediately preceding Fiscal.

### e) Datta-Suman Farms and Resorts Private Limited

#### Corporate information

Datta-Suman Farms and Resorts Private Limited (“DSFRPL”) was incorporated on March 16, 2011, with the Registrar of Companies, Maharashtra at Mumbai as “Datta-Suman Farms and Resorts Private Limited”. The registered office of DSFRPL is situated at Sumati, Plot No. 4B Nandadeep CHS Ltd., Cross Road No.4, J.P. Nagar, Goregaon (East), Mumbai – 400 063. The CIN of DSFRPL is U01403MH2011PTC214831.

#### Nature of business

DSFRPL has been incorporated to carry on the business of cultivators, growers, traders, merchants, stockists, packagers, distributors, dealers of all kinds of agri and agro products, buying and selling of agricultural land, non-agricultural land, creation & maintenance of farms and to own, construct, furnish, run, takeover, manage, carry on the business of resorts, development of natural resorts containing cottages, cafe, refreshment rooms, amusement parks, water parks, adventure parks, health resorts and clubs, restaurant amongst other related activities.

#### Capital structure

The issued and paid-up share capital of DSFRPL is ₹100,000 which is divided into 10,000 equity shares of ₹10 per equity share.

#### Nature and extent of interest of our Promoters

Our Promoters are interested in DSFRPL to the extent of their shareholding and directorship and the shareholding of their relatives in DSFRPL and in any dividend distribution and corporate benefits which may be made by DSFRPL in the future. The entire shareholding of DSFRPL is held by our Promoter and member of our Promoter Group.

#### Shareholding pattern

##### Equity share capital

Sr. No.	Names of shareholders	No. of shares held	Percentage of Shareholding (%)
1.	Mr. Sudhir Dattaram Patil	5,000	50
2.	Ms. Sandhya Patil	5,000	50
	<b>Total</b>	<b>10,000</b>	<b>100</b>

#### Financial performance

Brief financial details of DSFRPL for the past three Fiscals are as follows:

(₹ in million, except share data and earning per share)

Particulars	Fiscal 2017	Fiscal 2016	Fiscal 2015
Equity capital*	0.10	0.10	0.10
Reserves and surplus (excluding revaluation reserve)	0.29	(0.03)	(0.03)
Revenue from operations (net)	0.70	-	-
Profit/(Loss) after Tax	0.33	0.00	0.00
Earnings / (Loss) Per Share (₹) Basic	32.58	(0.35)	(0.29)
Earnings per share (₹) Diluted	32.58	(0.35)	(0.29)
Net asset value or book value per share (in ) (₹)	39.29	6.71	7.07

\*Face value of each equity share is ₹10 each.

### Loss making

DSFRPL has not incurred a loss in the immediately preceding Fiscal.

## 1. Nature and extent of interest of our Group Companies

### a) Interest in our Company

Our Group Companies have no interest in the promotion of the Company. Further, except as otherwise stated, our Group Companies have no interest including any business interest in our Company. Galaxy Emulsifiers Private Limited holds 5,43,000 Equity Shares in our Company. Further, our Company has entered into an agreement with Aeon Chemicals Private Limited in relation to the technical know-how for manufacture of the product “Sparkle” for which our Company pays royalty to Aeon Chemicals Private Limited. In Fiscal 2017, a total of ₹1.40 million was paid by our Company as royalty to Aeon Chemicals Private Limited.

For further details, please see “*Related Party Transaction*” and “*Capital Structure*” on pages 194 and 78, respectively.

### b) Interest in the properties acquired or proposed to be acquired by our Company

Our Group Companies have no interest in any property acquired by our Company in the two years preceding the filing of the Draft Red Herring Prospectus or proposed to be acquired by the Company as of the date of this Red Herring Prospectus.

### c) Interest in transactions for acquisition of land, construction of building and supply of machinery

Except as stated in “*Related Party Transactions*” on page 194, our Group Companies have no interest in the transactions for acquisition of land, construction of building and supply of machinery or any other contracts, agreements or arrangements entered into by our Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements by our Company to its Group Companies.

## 2. Common pursuits between the Company and its Group Companies

Except as disclosed below, our Group Companies do not have any common pursuits with our Company.

Galaxy Emulsifiers Private Limited and Aeon Chemicals Private Limited are authorized to carry out businesses and/ or is engaged in businesses which are similar to those carried out by our Company. However, our Company and Galaxy Emulsifiers Private Limited have executed a Non- Compete Agreement dated January 21, 2010, whereby Galaxy Emulsifiers Private Limited has undertaken not to engage in similar business as ours. Similarly, our Company and Aeon Chemicals Private Limited have executed a Non-Compete Agreement dated April 8, 2011, whereby Aeon Chemicals Private Limited has undertaken not to engage in similar business as ours. For further details on the risks involved due to conflict of interest due to common pursuits between our Company and Galaxy Emulsifiers Private Limited and Aeon Chemicals Private Limited, please see “*Risk Factors – Internal Risks – Two of our Group Companies are authorized to engage in business activities similar to our own, which may cause a potential conflict of interest with us*” on page 28.

## 3. Related business transactions within the Group Companies and significance on the financial performance of the Company

Except as disclosed in “*Related Party Transactions*” on page 194, there are no related business transactions of the Company with its Group Companies. For details on the significance of related party transactions on the financial performance of the Company, please see “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 123 and 290, respectively.

#### **4. Sale/Purchase between our Company and its Group Companies**

Our Group Companies (excluding our Subsidiaries) are not involved in any sales or purchases with our Company where such sales or purchases exceed, in the aggregate, 10% of the total sales or purchases of our Company for Fiscal 2017.

#### **5. Other confirmations**

Our Group Companies have not been prohibited or debarred from accessing the capital markets for any reason by SEBI or any other regulatory or governmental authority.

Further, none of our Group Companies have been identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI.

## **RELATED PARTY TRANSACTIONS**

For details of the related party transactions during the last five financial years, as per the requirements under Accounting Standard 18 'Related Party Disclosures', please see "*Financial Statements – Annexure XXXX – Restated Standalone Statement of Related Party Transactions*" and "*Financial Statements – Annexure XXXVII – Restated Consolidated Statement of Related Party Transactions*" and on pages 279 and 230, respectively.

## DIVIDEND POLICY

The declaration and payment of dividends on our Equity Shares will be recommended by our Board of Directors and approved by our shareholders, at their discretion, subject to the provisions of the Articles of Association and the Companies Act. The dividend, if any, will depend on a number of factors, including but not limited to our Company's results of operations, earnings, capital requirements and surplus, general financial conditions, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant by the Board. The Board may also pay interim dividend. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under loan or financing arrangements our Company is currently availing from or may enter into to finance our fund requirements for our business activities. For details, please see "*Financial Indebtedness*" on page 319. The dividends declared by our Company during the last five Fiscals have been presented below:

Particulars	For the year ended March 31,				
	2017	2016	2015	2014	2013
<b>Equity Shares</b>					
Equity share capital (In ₹ millions)	354.55	354.55	354.55	354.55	354.55
Face value of Equity Share (in ₹ per share)	10.00	10.00	10.00	10.00	10.00
Interim dividend on Equity Shares (In ₹ millions)	106.36	177.27	-	-	-
Final dividend on Equity Shares (In ₹ millions)	106.36	35.45	141.82	141.82	35.45
Total dividend (In ₹ millions)	212.72	212.72	141.82	141.82	35.45
Total dividend Tax (In ₹ millions)	43.31	43.31	28.87	24.10	6.03
Rate of dividend (%)	60.00	60.00	40.00	40.00	10.00
Total dividend (in ₹ per share)	6.00	6.00	4.00	4.00	1.00

The amounts paid as dividends in the past are not necessarily indicative of our Company's dividend policy or dividend amounts, if any, in the future.

**SECTION V: FINANCIAL INFORMATION**

**FINANCIAL STATEMENTS**

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## **INDEPENDENT AUDITOR'S REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION**

**The Board of Directors  
Galaxy Surfactants Limited  
49, Pawne Village MIDC Road,  
T.T.C, Industrial Area,  
MIDC Industrial Area, Pawne,  
Navi Mumbai - 400710**

1. We have examined, as appropriate (refer paragraphs 4 and 5 below), the attached Restated Consolidated Financial Information of Galaxy Surfactants Limited (the "Company"), and its subsidiaries (collectively known as the "Group"), which comprise of the Restated Consolidated Statement of Assets and Liabilities as at September 30, 2017, March 31, 2017, 2016, 2015, 2014 and 2013, the Restated Consolidated Statements of Profit and Loss and the Restated Consolidated Statements of Cash Flows for Half Year ended September 30, 2017 and for each of the years ended March 31, 2017, 2016, 2015, 2014 and 2013 and the Significant Accounting Policies (collectively, the "Consolidated Restated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on October 30, 2017 for the purpose of inclusion in the offer document prepared by the Company ( the "Offer Document") in connection with its proposed initial public offer for sale of equity shares of the Company by certain selling shareholders ("IPO") prepared in terms of the requirements of:
  - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act") read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules");
  - b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("ICDR Regulations"); and
  - c) The Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India as amended from time to time (the "Guidance Note").
2. The preparation of the Restated Consolidated Financial Information is the responsibility of the management of the Company for the purpose set out in paragraph 10 below. The management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The management is also responsible for identifying and ensuring that the Company complies with the Act, the Rules, ICDR Regulations and the Guidance Note.

Our responsibility is to examine the Restated Consolidated Financial Information and confirm whether such Restated Consolidated Financial Information comply with the requirements of the Act, the Rules, ICDR Regulations and the Guidance Note.
3. We have examined such Restated Consolidated Financial Information taking into consideration:
  - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated September 12, 2017 in connection with the proposed IPO;

- b) The Guidance Note; and
  - c) The Guidance Note on Reports or Certificates for Special Purposes (Revised 2016), which include the concepts of test checks and materiality. This Guidance Note requires us to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information. This Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
4. These Restated Consolidated Financial Information have been compiled by the management from the audited consolidated financial statements as at and for the six month period ended September 30, 2017, as at and for the years ended March 31, 2017, 2016, 2015, 2014 and 2013 which have been approved by Board of directors at their meetings held on October 30, 2017, June 23, 2017, June 4, 2016, August 1, 2015, July 26, 2014, and June 29, 2013 respectively.

Audit of the consolidated financial statements for the financial years ended March 31, 2017, 2016, 2015, 2014 and 2013 was conducted by previous auditors, M/s P.D.Kunte & Co. and accordingly reliance has been placed on the consolidated financial information examined by them for the said years. The financial report included for these years, i.e. March 31, 2017, 2016, 2015, 2014 and 2013 are based solely on the report submitted by them.

These other auditors, as mentioned in paragraphs 4, 5 and 7 (of the Company/Group, and the subsidiaries), have confirmed that the restated consolidated financial information for the above mentioned period/years:

- a) have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods;
  - b) have been made after incorporating adjustments for the material amounts in the respective financial years to which they relate; and
  - c) do not contain any extra-ordinary items that need to be disclosed separately in the Restated Consolidated Financial Information and do not contain any qualification requiring adjustments.
5. Based on our examination, we report that:
- a) The Restated Consolidated Statement of Assets And Liabilities of the Group, including as at March 31, 2017, 2016, 2015, 2014 and 2013 examined and reported upon by M/s P.D.Kunte & Co., on which reliance has been placed by us, and as at September 30, 2017 examined by us, as set out in Annexure-I to this report are after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Notes to Restated Consolidated Statement of Adjustments to Consolidated Financial Statements as set out in Annexure-IV.
  - b) The Restated Consolidated Statement of Profits And Loss of the Group, including for the years ended March 31, 2017, 2016, 2015, 2014 and 2013 examined and reported upon by M/s P.D.Kunte & Co., on which reliance has been placed by us, and for the six month period ended September 30, 2017 examined by us, as set out in Annexure-II to this report are after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Notes to Consolidated Restated Statement of Adjustments to Consolidated Financial Statements as set out in Annexure-IV.



- c) The Restated Consolidated Statement of Cash Flows of the Group, including for the years ended March 31, 2017, 2016, 2015, 2014 and 2013 examined and reported upon by M/s P.D.Kunte & Co., on which reliance has been placed by us, and for the six month period ended September 30, 2017 examined by us, as set out in Annexure-III to this report are after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Notes to Consolidated Restated Statement of Adjustments to Consolidated Financial Statements as set out in Annexure-IV.
- d) The Significant Accounting Policies and Notes to Accounts of the Group, including for the years ended March 31, 2017, 2016, 2015, 2014 and 2013 examined and reported upon by M/s P.D.Kunte & Co., who have submitted their report on which reliance has been placed by us, and for the six month period ended September 30, 2017 examined by us, as set out in Annexure-V to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Notes to Consolidated Restated Statement of Adjustments to Consolidated Financial Statements as set out in Annexure-IV.
- e) Based on the above and according to the information and explanations given to us and also as per the reliance placed on the reports submitted by the previous auditors, M/s P.D.Kunte & Co. for the respective years, we further report that the Restated Consolidated Financial Information:
- a. have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods;
  - b. have been made after incorporating adjustments for the material amounts in the respective financial years to which they relate; and
  - c. do not contain any extra-ordinary items that need to be disclosed separately and do not contain any qualification requiring adjustments.
6. We have also examined the following restated consolidated financial information of the Group set out in the following Annexures, proposed to be included in the offer document, prepared by the management and approved by the Board of Directors on October 30, 2017 for the Half year ended September 30, 2017 and for the years ended March 31, 2017, 2016, 2015, 2014 and 2013. In respect of the years ended March 31, 2017, 2016, 2015, 2014 and 2013 these information have been included based upon the reports submitted by previous auditors, M/s P.D.Kunte & Co. and relied upon by us:
- (i) Annexure VI – Restated Consolidated Statement of Share Capital
  - (ii) Annexure VII - Restated Consolidated Statement of Reserves And Surplus
  - (iii) Annexure VIII - Restated Consolidated Statement of Long-Term Borrowings
  - (iv) Annexure IX – Restated Consolidated Statement of Deferred Tax Assets / Liabilities (Net)
  - (v) Annexure X - Restated Consolidated Statement of Other Long Term Liabilities
  - (vi) Annexure XI - Restated Consolidated Statement of Long Term Provisions
  - (vii) Annexure XII - Restated Consolidated Statement of Short-Term Borrowings
  - (viii) Annexure XIII - Restated Consolidated Statement of Trade Payables
  - (ix) Annexure XIV - Restated Consolidated Statement of Other Current Liabilities
  - (x) Annexure XV - Restated Consolidated Statement of Short Term Provisions

- (xi) Annexure XVI – Restated Consolidated Statement of Property Plant and Equipment and Intangible Assets
- (xii) Annexure XVII - Restated Consolidated Statement of Non-Current Investments
- (xiii) Annexure XVIII - Restated Consolidated Statement of Long term Loans and Advances
- (xiv) Annexure XIX- Restated Consolidated Statement of Other Non-Current Assets
- (xv) Annexure XX - Restated Consolidated Statement of Inventories
- (xvi) Annexure XXI – Restated Consolidated Statement of Trade Receivables
- (xvii) Annexure XXII – Restated Consolidated Statement of Cash and Bank Balances
- (xviii) Annexure XXIII - Restated Consolidated Statement of Short Term Loans and Advances
- (xix) Annexure XXIV- Restated Consolidated Statement of Other Current Assets
- (xx) Annexure XXV - Restated Consolidated Statement of Revenue From Operations
- (xxi) Annexure XXVI - Restated Consolidated Statement of Other Income
- (xxii) Annexure XXVII - Restated Consolidated Statement of Cost of Material Consumed
- (xxiii) Annexure XXVIII - Restated Consolidated Statement of Purchase of Stock in Trade
- (xxiv) Annexure XXIX - Restated Consolidated Statement of Changes in Inventories of Finished Goods, Work in Process, Stock in Trade
- (xxv) Annexure XXX - Restated Consolidated Statement of Employee Benefits Expense
- (xxvi) Annexure XXXI - Restated Consolidated Statement of Other Expenses
- (xxvii) Annexure XXXII - Restated Consolidated Statement of Finance Cost
- (xxviii) Annexure XXXIII - Restated Consolidated Statement of Contingent Liabilities
- (xxix) Annexure XXXIV - Restated Consolidated Statement of Estimated Amount of Contracts remaining to be executed on Capital Account (Net of Advances)
- (xxx) Annexure XXXV - Restated Consolidated Statement of Earnings per Share
- (xxxi) Annexure XXXVI - Restated Consolidated Statement of Segment Reporting
- (xxxii) Annexure XXXVII - Restated Consolidated Statement of Related Party Transactions
- (xxxiii) Annexure XXXVIII – Restated Consolidated Statement of Rates and amount of Dividend paid
- (xxxiv) Annexure XXXIX - Restated Consolidated Statement of Employee Benefits
- (xxxv) Annexure XXXX - Restated Consolidated Statement of Operating Leases
- (xxxvi) Annexure XXXXI - Restated Consolidated Statement of Accounting Ratios
- (xxxvii) Annexure XXXXII - Restated Consolidated Statement of Capitalisation Statement
- (xxxviii) Annexure XXXXIII - Restated Consolidated Statement of Details of CSR Expenditure
- (xxxix) Annexure XXXXIV - Restated Consolidated Statement of Additional Disclosure

According to the information and explanations given to us and also as per the reliance placed on the reports submitted by the previous auditors, M/s P.D.Kunte & Co., in our opinion, the Restated Consolidated Financial Information and the above restated consolidated financial information contained in Annexures I to XXXXIV accompanying this report, read with Significant Accounting Policies disclosed in Annexure-V, are prepared after making adjustments and regroupings/reclassifications as considered appropriate [Refer Annexure-IV] and have been prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, 2013 read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, ICDR Regulations and the Guidance Note.

7. M/s P.D.Kunte & Co has examined the following restated Consolidated Financial Statements of the Company set out in the Annexures for the years ended March 31, 2017, 2016, 2015, 2014 and 2013 included in the offer document, prepared by the management and approved by the Board of Directors. These information have been included based upon the reports submitted by previous auditors M/s. P. D. Kunte & Co and relied upon by us:
  - (i) Annexure VI – Restated Consolidated Statement of Share Capital
  - (ii) Annexure VII - Restated Consolidated Statement of Reserves And Surplus
  - (iii) Annexure VIII - Restated Consolidated Statement of Long-Term Borrowings

- (iv) Annexure IX – Restated Consolidated Statement of Deferred Tax Assets / Liabilities (Net)
- (v) Annexure X - Restated Consolidated Statement of Other Long Term Liabilities
- (vi) Annexure XI - Restated Consolidated Statement of Long Term Provisions
- (vii) Annexure XII - Restated Consolidated Statement of Short-Term Borrowings
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- (x) Annexure XV - Restated Consolidated Statement of Short Term Provisions
- (xi) Annexure XVI – Restated Consolidated Statement of Property Plant and Equipment and Intangible Assets
- (xii) Annexure XVII - Restated Consolidated Statement of Non-Current Investments
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- (xxxviii) Annexure XXXXIII - Restated Consolidated Statement of Details of CSR Expenditure
- (xxxix) Annexure XXXXIV - Restated Consolidated Statement of Additional Disclosure

According to the information and explanations given to us and also as per the reliance placed on the reports submitted by the previous auditors M/s P.D. Kunte & Co, in our opinion, the Restated Consolidated Financial Statements for the years ended March 31, 2017, 2016, 2015, 2014 and 2013 read with Restated Consolidated Significant Accounting Policies disclosed in Annexure V are prepared after making adjustments and regroupings / reclassification as considered appropriate (Refer Annexure VI) and have been prepared in accordance with the Act, Rules, ICDR Regulations and the Guidance Note.

8. We did not audit the special purpose interim financial statements of a subsidiary, whose financial information reflect total assets of Rs. 3,683.35 million as at September 30, 2017, total revenues of

Rs. 3,200.96 million and net cash outflows amounting to Rs. 77.77 million for the six month period ended on that date as considered in the Restated Consolidated Financial Statements. The financial statements have been audited by other auditors whose report has been furnished to us by the management, and our opinion in so far as it relates to the amounts included in the Restated Consolidated Financial Information of the subsidiary is based solely on the report of the other auditor.

9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
10. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new 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. Our report is intended solely for use of the management for inclusion in the Offer Document to be filed with Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited and Registrar of Companies, Mumbai, Maharashtra in connection with the proposed offer of equity shares of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

For **DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)

Kedar Raje  
Partner  
(Membership No. 102637)

Place: Mumbai  
Date: October 30, 2017

**GALAXY SURFACTANTS LIMITED**  
**Annexure I**  
**Restated Consolidated Statement of Assets and Liabilities**

(Rs. in million)

Particulars	Note	As at 30th			As at 31st March		
		September 2017	2017	2016	2015	2014	2013
<b>EQUITY AND LIABILITIES</b>							
<b>Shareholders' Funds</b>							
Share Capital	VI	354.55	354.55	354.55	354.55	354.55	354.55
Reserves and Surplus	VII	5,995.87	5,371.57	4,123.17	3,424.34	2,867.95	2,058.60
<b>Non- Current Liabilities</b>							
Long Term Borrowings	VIII	1,014.40	1,294.05	1,957.96	1,410.74	2,041.25	2,215.14
Deferred Tax Liabilities (Net )	IX-A	236.56	244.40	206.92	207.59	229.87	238.73
Other Long Term Liabilities	X	7.44	6.80	25.20	13.19	30.77	17.99
Long Term Provisions	XI	122.19	88.22	76.71	75.91	37.85	49.84
<b>Current Liabilities</b>							
Short Term Borrowings	XII	2,119.47	2,041.37	1,423.53	2,331.42	1,417.26	1,521.84
Trade Payables	XIII						
Micro & Small Enterprises		20.18	23.59	28.35	8.30	8.88	5.14
Other Than Micro & Small Enterprises		2,284.11	2,508.30	1,905.58	1,770.29	2,278.34	1,806.74
Other Current Liabilities	XIV	877.33	864.39	925.00	933.07	866.15	1,247.96
Short Term Provisions	XV	120.61	56.59	65.37	72.79	107.94	40.32
<b>T O T A L</b>		<b>13,152.71</b>	<b>12,853.83</b>	<b>11,092.34</b>	<b>10,602.19</b>	<b>10,240.81</b>	<b>9,556.85</b>
<b>ASSETS</b>							
<b>Non-Current Assets</b>							
Property, Plant and Equipment	XVI	4,538.58	4,647.42	4,249.38	4,461.91	4,577.50	4,531.43
Intangible Assets	XVI	69.56	78.12	108.24	132.29	162.92	25.63
Capital Work-in-Progress		161.18	103.25	507.57	65.06	60.97	269.52
Non-Current Investments	XVII	0.12	0.12	0.12	0.12	0.12	0.12
Deferred Tax Assets (Net )	IX-B	32.21	26.05	13.65	15.16	-	-
Long Term Loans and Advances	XVIII	386.60	434.64	359.16	270.22	278.19	223.37
Other Non-Current Assets	XIX	0.20	0.20	0.20	0.20	0.20	0.20
<b>Current Assets</b>							
Inventories	XX	2,721.46	3,174.20	2,357.74	2,459.86	2,303.87	1,859.25
Trade Receivables	XXI	3,826.70	3,462.83	2,501.88	2,212.66	2,044.69	1,767.12
Cash and Bank Balances	XXII	318.62	254.04	159.84	187.97	209.19	138.84
Short Term Loans and Advances	XXIII	810.66	449.68	575.95	733.41	523.31	617.32
Other Current Assets	XXIV	286.82	223.28	258.61	63.33	79.85	124.05
<b>T O T A L</b>		<b>13,152.71</b>	<b>12,853.83</b>	<b>11,092.34</b>	<b>10,602.19</b>	<b>10,240.81</b>	<b>9,556.85</b>

The above statement should be read with Basis of Preparation and the Significant Accounting Policies appearing in Annexure V, Notes to the Restated Financial Information, and Statement on Adjustments to Audited Consolidated Financial Statements appearing in Annexure IV.

In terms of our Report attached

**Deloitte Haskins & Sells LLP**  
Chartered Accountants

**For and on behalf of the Board**

**Kedar Raje**  
Partner

**U. SHEKHAR**  
Managing Director

**K. NATARAJAN**  
Executive Director & COO

**G. KAMATH**  
Executive Director-Finance & CFO

**V. SHITOLE**  
Head - Resource Mobilisation & Utilisation  
Process & Company Secretary

Place: Mumbai  
Date : 30/10/2017

Place: Navi Mumbai  
Date : 30/10/2017

**GALAXY SURFACTANTS LIMITED**  
**Annexure II**  
**Restated Consolidated Statement of Profit and Loss**

(Rs. in million)

Particulars	Note	For the half year ended 30th		For the Year Ended 31st March			
		September 2017	2017	2016	2015	2014	2013
<b>INCOME</b>							
Revenue from Operations	XXV	12,210.83	22,480.47	18,715.20	19,564.45	17,683.44	16,601.46
Less : Excise duty		286.08	867.04	696.09	825.09	710.50	794.10
<b>Revenue from Operations (Net)</b>		<b>11,924.75</b>	<b>21,613.43</b>	<b>18,019.11</b>	<b>18,739.36</b>	<b>16,972.94</b>	<b>15,807.36</b>
Other Income	XXVI	48.02	103.57	68.44	20.90	42.84	15.32
<b>TOTAL REVENUE</b>		<b>11,972.77</b>	<b>21,717.00</b>	<b>18,087.55</b>	<b>18,760.26</b>	<b>17,015.78</b>	<b>15,822.68</b>
<b>EXPENDITURE</b>							
Cost of Materials Consumed	XXVII	7,976.96	15,144.88	11,153.65	12,532.98	11,398.29	11,048.73
Purchase of Stock-in-Trade	XXVIII	336.58	525.49	702.75	751.00	742.39	412.85
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	XXIX	317.70	(417.70)	143.93	(50.17)	(392.28)	275.08
Employee Benefits Expense	XXX	751.42	1,435.56	1,446.17	1,284.06	1,041.80	893.53
Finance Costs	XXXII	147.86	254.16	308.77	343.89	415.03	524.58
Depreciation & Amortisation Expense	XVI	246.45	483.45	452.26	450.76	552.58	499.78
Other Expenses	XXXI	1,138.78	2,248.29	2,245.14	2,324.84	2,027.55	1,980.07
<b>TOTAL EXPENSES</b>		<b>10,915.75</b>	<b>19,674.13</b>	<b>16,452.67</b>	<b>17,637.36</b>	<b>15,785.36</b>	<b>15,634.62</b>
<b>Profit Before Tax</b>		<b>1,057.02</b>	<b>2,042.87</b>	<b>1,634.88</b>	<b>1,122.90</b>	<b>1,230.42</b>	<b>188.06</b>
Tax Expenses							
- Current Tax		333.64	562.35	606.00	472.41	480.45	153.84
- Deferred Tax		(13.74)	24.37	1.70	(24.44)	(10.00)	31.44
- Short/(excess) provision for tax relating to prior year		(14.52)	(6.91)	-	0.37	-	-
<b>Total Tax Expenses</b>		<b>305.38</b>	<b>579.81</b>	<b>607.70</b>	<b>448.34</b>	<b>470.45</b>	<b>185.28</b>
<b>Profit for the period/year</b>		<b>751.64</b>	<b>1,463.06</b>	<b>1,027.18</b>	<b>674.56</b>	<b>759.97</b>	<b>2.78</b>
Earnings per Share							
<b>Equity Shares of face value Rs. 10 each</b>							
- Basic		21.20	41.27	28.97	19.03	21.43	0.08
- Diluted		21.20	41.27	28.97	19.03	21.43	0.08

The above statement should be read with Basis of Preparation and the Significant Accounting Policies appearing in Annexure V, Notes to the Restated Financial Information, and Statement on Adjustments to Audited Consolidated Financial Statements appearing in Annexure IV.

In terms of our Report attached

**Deloitte Haskins & Sells LLP**  
Chartered Accountants

**For and on behalf of the Board**

**Kedar Raje**  
Partner

**U. SHEKHAR**  
Managing Director

**K. NATARAJAN**  
Executive Director & COO

**G. KAMATH**  
Executive Director-Finance & CFO

**V. SHITOLE**  
Head - Resource Mobilisation & Utilisation  
Process & Company Secretary

Place: Mumbai  
Date : 30/10/2017

Place: Navi Mumbai  
Date : 30/10/2017

**GALAXY SURFACTANTS LIMITED**  
**Annexure III**  
**Restated Consolidated Statement of Cash Flow**

(Rs. in million)

Particulars	For the half year ended 30th September 2017		For the Year Ended 31st March			
	2017	2016	2015	2014	2013	
<b>A Cash Flow from Operating Activities</b>						
Net Profit before tax	1,057.02	2,042.87	1,634.88	1,122.90	1,230.42	188.06
<b>Adjustments for:</b>						
Depreciation & amortisation	246.45	483.45	452.26	450.76	552.58	499.78
Finance cost	147.86	254.16	308.77	343.89	415.03	524.58
Provision for Doubtful Debts/advances	0.07	14.42	1.22	0.21	0.48	1.36
Bad debts written off	-	0.09	-	0.05	0.11	2.19
Unrealised foreign exchange loss / (gain)	(5.04)	23.78	1.79	7.82	(31.73)	(5.23)
Liabilities no longer required written back	-	(18.06)	-	-	(8.95)	(4.70)
Provision for gratuity and leave encashment	51.13	30.07	18.59	49.29	(0.84)	16.06
Wealth tax	-	-	-	0.22	0.18	0.20
Other write offs	-	-	-	-	0.02	-
Loss on sale/discarding of assets	1.21	0.31	4.71	-	0.11	1.94
Profit on sale of assets	-	-	-	(0.20)	-	-
Dividend income	(0.03)	(0.04)	(0.07)	(0.03)	(0.10)	(0.09)
Interest income	(15.82)	(3.63)	(16.99)	(11.06)	(11.93)	(5.00)
<b>Operating Profit before Working Capital Changes</b>	<b>1,482.85</b>	<b>2,827.42</b>	<b>2,405.16</b>	<b>1,963.85</b>	<b>2,145.38</b>	<b>1,219.15</b>
<b>Working Capital Changes</b>						
Adjusted for:						
Inventories	452.75	(758.85)	206.03	(346.95)	(406.81)	642.59
Trade & other receivables	(735.86)	(960.36)	(256.45)	406.35	(250.86)	(139.75)
Trade & other payables	(260.34)	613.45	104.86	(916.45)	634.91	(750.44)
<b>Cash Generated from Operations</b>	<b>939.40</b>	<b>1,721.66</b>	<b>2,459.60</b>	<b>1,106.80</b>	<b>2,122.62</b>	<b>971.55</b>
Income Taxes paid	(203.13)	(593.07)	(617.82)	(513.18)	(414.76)	(210.09)
<b>Net Cash Flow from Operating Activities (A)</b>	<b>736.27</b>	<b>1,128.59</b>	<b>1,841.78</b>	<b>593.62</b>	<b>1,707.86</b>	<b>761.46</b>
<b>B Cash Flow from Investing Activities</b>						
Acquisition of property, plant and equipments	(203.90)	(460.80)	(740.30)	(356.40)	(473.20)	(645.70)
Sale of property, plant and equipments	2.70	4.10	74.80	2.10	1.20	7.00
Decrease in Earmarked balances	2.40	3.30	(2.20)	(1.90)	(0.80)	(2.30)
Dividend income received	-	-	0.10	-	0.10	0.10
Interest income received	17.00	2.09	19.13	8.66	12.37	5.27
<b>Net Cash Flow used in Investing Activities (B)</b>	<b>(181.80)</b>	<b>(451.31)</b>	<b>(648.47)</b>	<b>(347.54)</b>	<b>(460.33)</b>	<b>(635.63)</b>
<b>C Cash Flow from Financing Activities</b>						
Repayment of borrowings	(7,686.93)	(14,140.12)	(13,486.71)	(13,430.87)	(16,447.42)	(7,147.16)
Proceeds from borrowings	7,446.76	14,031.57	13,003.53	13,645.16	15,697.75	7,660.76
Finance cost paid	(124.97)	(285.67)	(327.21)	(324.07)	(424.82)	(542.46)
Equity dividend paid (including dividend tax)	(127.64)	(172.80)	(380.70)	(165.17)	(41.71)	(102.94)
<b>Net Cash Flow used in Financing Activities (C)</b>	<b>(492.78)</b>	<b>(567.02)</b>	<b>(1,191.09)</b>	<b>(274.95)</b>	<b>(1,216.20)</b>	<b>(131.80)</b>
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents (A) + (B) + (C)</b>	<b>61.69</b>	<b>110.26</b>	<b>2.22</b>	<b>(28.87)</b>	<b>31.33</b>	<b>(5.97)</b>
Cash and cash equivalents - opening balance	249.92	139.95	136.94	160.34	117.43	119.03
<b>Cash and cash equivalents</b>	<b>311.61</b>	<b>250.21</b>	<b>139.16</b>	<b>131.47</b>	<b>148.76</b>	<b>113.06</b>
Unrealised Gain on Foreign Currency Cash & Cash Equivalents	2.57	(0.29)	0.79	5.47	11.58	4.37
<b>Cash and cash equivalents - Closing balance</b>	<b>314.18</b>	<b>249.92</b>	<b>139.95</b>	<b>136.94</b>	<b>160.34</b>	<b>117.43</b>
<b>Cash and cash equivalents comprise of:</b>						
Cash on hand	2.78	2.57	2.19	3.02	3.69	3.82
Balance with banks in current accounts	311.40	247.35	137.76	133.92	156.65	113.61
	<b>314.18</b>	<b>249.92</b>	<b>139.95</b>	<b>136.94</b>	<b>160.34</b>	<b>117.43</b>

The above statement should be read with Basis of Preparation and the Significant Accounting Policies appearing in Annexure V, Notes to the Restated Financial Information, and Statement on Adjustments to Audited Consolidated Financial Statements appearing in Annexure IV.

In terms of our Report attached

**Deloitte Haskins & Sells LLP**  
Chartered Accountants

**For and on behalf of the Board**

**Kedar Raje**  
Partner

**U. SHEKHAR**  
Managing Director

**K. NATARAJAN**  
Executive Director & COO

**G. KAMATH**  
Executive Director-Finance & CFO

**V. SHITOLE**  
Head - Resource Mobilisation & Utilisation  
Process & Company Secretary

Place: Mumbai  
Date : 30/10/2017

Place: Navi Mumbai  
Date : 30/10/2017

**GALAXY SURFACTANTS LIMITED**

**Annexure IV**

**Statement on Adjustments to Audited Consolidated Financial Statements**

(Rs. in million)

Particulars	For the half year	For the Year Ended 31st March				
	ended 30th September 2017	2017	2016	2015	2014	2013
<b>Profit as per Audited Financials</b>	<b>778.17</b>	<b>1,454.47</b>	<b>1,011.31</b>	<b>679.91</b>	<b>752.46</b>	<b>2.87</b>
Add/(Less) Adjustments :						
Incremental Export Incentive	-	-	-	12.13	(9.96)	(2.17)
Forward contract MTM impact	(5.53)	(14.52)	19.10	(15.18)	14.97	1.15
Interest rate swap MTM impact	(23.71)	20.56	3.15	-	-	-
Gratuity- Increase (decrease) in liability for overseas Employees	1.51	(2.82)	(1.97)	0.67	0.74	1.87
Deferred tax impact due to above changes	1.20	5.37	(4.41)	(2.97)	1.76	(0.94)
<b>Restated Profit as per Statement of P&amp;L</b>	<b>751.64</b>	<b>1,463.06</b>	<b>1,027.18</b>	<b>674.56</b>	<b>759.97</b>	<b>2.78</b>



## **GALAXY SURFACTANTS LIMITED**

### **Annexure V - Notes accompanying Restated Consolidated Financial Statements for the half year ended 30th September 2017 and the years ended 31st March 2017, 31st March 2016, 31st March 2015, 31st March 2014 and 31st March 2013**

#### **1. Corporate information**

Galaxy Surfactants Ltd and its Subsidiaries ("the Group") is engaged in manufacturing and marketing surfactants and specialty chemicals for the Personal and Home Care Industry. The Company produces a range of vital cosmetic ingredients including active ingredients, UV protection and functional products. The Company's products cater to some of the largest global brands in the FMCG sector and find applications in skin care, hair care, oral care, body wash, sun care, household cleaners and fabric care segments.

#### **2. Significant accounting policies**

##### **2.1. Basis of preparation and presentation of the Restated Consolidated Financial Statements**

(a) These Restated Consolidated Financial Statements comprise Restated Consolidated Balance Sheet as at 30<sup>th</sup> September, 2017, 31<sup>st</sup> March, 2017, 31<sup>st</sup> March, 2016, 31<sup>st</sup> March, 2015, 31<sup>st</sup> March, 2014 and 31<sup>st</sup> March, 2013, Restated Consolidated Statement of Profit and Loss for the Half year ended 30th September, 2017 and for the years ended 31<sup>st</sup> March, 2017, 31<sup>st</sup> March, 2016, 31<sup>st</sup> March, 2015, 31<sup>st</sup> March, 2014 and 31<sup>st</sup> March, 2013 and the Restated Consolidated Statement of Cash Flows for the periods then ended, and a summary of significant accounting policies and other explanatory information. These financial statements have been prepared solely for the purpose of preparation of the Restated Financial Statements as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time in pursuance of provisions of Securities and Exchange Board of India ('SEBI') Act, 1992 ('ICDR Regulation') in relation to the proposed offer for sale by the selling shareholders, to be filed by the Company with SEBI, in accordance with the requirements of:

(i) Section 26 read with applicable provisions within Rules 4 to 6 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 to the Companies Act, 2013;

(ii) The ICDR Regulations, 2009 issued by the SEBI on 26<sup>th</sup> August 2009, as amended to date in pursuance of provisions of SEBI Act, 1992 and

(iii) Guidance Note on Reports in Company Prospectus.

(b) The aforesaid Restated Financial Statements have been prepared on accrual basis and the historical cost basis as a going concern.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Assets and Liabilities are classified as Current or Non-Current as per the provisions of Schedule III to the Companies Act, 2013 and Group's Normal Operating Cycle. Based on the nature of business, the Company has ascertained its operating cycle as 12 months for the classification of assets and liabilities.

The aforesaid Financial Statements have been prepared in Indian Rupee (INR) and denominated in million.

The principal accounting policies are set out below.

##### **(c) Principles of Consolidation:**

The consolidated financial statements have been prepared on the following basis:

(i) The financial statements of the subsidiary companies used in the consolidation are drawn upto the same reporting date as that of the Company.

(ii) The financial statements of the Company and its subsidiary companies have been consolidated on a line - by - line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions and resulting unrealised profit as per applicable Accounting Standards in India.

(iii) The excess of cost to the Group of its investments in the subsidiary companies over its share of equity of the subsidiary companies, at the dates on which the investments in the subsidiary companies were made, is recognised as 'Goodwill' being an asset in the consolidated financial statements and is tested for impairment on annual basis. Alternatively, where the share of equity in the subsidiary companies as on the date of investment is in excess of cost of investments of the Group, it is recognised as 'Capital Reserve' and shown under the head 'Reserves & Surplus', in the consolidated financial statements.

(iv) The consolidated financial statements are presented, to the extent possible, in the same format as that adopted by the Company for its separate financial statements. Differences, if any, in accounting policies have been disclosed separately.

(v) The operations of the Company's subsidiaries are considered as non-integral operations for the purpose of consolidation.

(vi) Exchange differences arising on consolidation are recognised in Foreign Currency Translation Reserve.

**(d) Particulars of Subsidiaries**

Name of the Company	Country of Incorporation	Percentage of Voting Power as at				
		31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015	31 <sup>st</sup> March, 2014	31 <sup>st</sup> March, 2013
Galaxy Chemicals Inc.	USA	100%	100%	100%	100%	100%
Galaxy Holdings (Mauritius) Ltd.	Mauritius	100%	100%	100%	100%	100%
Galaxy Chemicals (Egypt) S.A.E.	Egypt	100%	100%	100%	100%	100%
Rainbow Holdings GmbH	Germany	100%	100%	100%	100%	100%
TRI-K Industries Inc.	USA	100%	100%	100%	100%	100%

**(e) Use of Estimates:**

The preparation of the financial statements in conformity with the Indian GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities as at the date of the financial statements and the results of operations during the reporting period. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the period in which results are known or materialised.

**(f) Revenue Recognition:****Sale of Goods**

Domestic sales are recognised at the point of dispatch of goods when the substantial risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract and are net of returns. Sales are stated net of trade discounts and taxes on sale. Export sales are recognised when significant risks and rewards in respect of ownership of goods are transferred to the buyer as per the terms of the contract.

Export entitlements are recognised as income when the right to receive the same as per the terms of the scheme is established in respect of the exports made and where there is no significant uncertainty regarding the ultimate realisation.

**Other Income**

Dividend income on investments is recognised when the right to receive dividend is established.

Interest income is recognised on time proportionate basis taking into account amount involved and rate of Interest.

**(g) Property, Plant and Equipment (PPE) /Intangible Assets:**

PPE/intangible assets are carried at cost less accumulated depreciation / amortisation and impairment losses, if any. The cost of PPE comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use. Subsequent expenditure on fixed assets after its purchase / completion is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

**(h) Depreciation/Amortisation :**

Depreciation on PPE is calculated on straight line basis as per useful lives specified in Schedule II to Companies Act, 2013.

Depreciation on additions/deletions during the year is provided on pro-rata basis from/up to the date of such addition/deletion.

Leasehold land is amortised over the primary period of lease.

Intangible assets are carried at cost and amortised on a straight line basis so as to reflect the pattern in which the assets economic benefits are consumed.

The estimated useful lives, residual values and method of depreciation are reviewed at the end of each reporting period, with the effect of any change in estimate accounted on a prospective basis.

**Goodwill:**

The expenditure incurred on Goodwill is amortised over the estimated period of benefit, not exceeding five years commencing from the date of acquisition.

**Software:**

The expenditure incurred is amortised over the five years equally commencing from the date of acquisition.

**Technical Know-how:**

The expenditure incurred on Technical Know-how is amortised over the estimated period of benefit, not exceeding ten years commencing from the date of acquisition.

**(i) Inventories:**

Inventories comprise all costs of purchase, conversion and other costs incurred in bringing the inventories to their present location and conditions.

Raw materials are valued at the lower of cost or net realisable value. Cost is determined on the basis of the weighted average method.

Finished goods produced and purchased for sale and work-in-progress are carried at cost or net realizable value whichever is lower. Excise duty is included in the value of finished goods inventory.

Stores, spares and tools other than obsolete and slow moving items are carried at cost. Obsolete and slow moving items are valued at cost or estimated net realisable value, whichever is lower.

**(j) Investments:**

Long-term investments (excluding investment properties), are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Provision is made for diminution in the value of investments where such diminution is other than temporary.

Short term investments are stated at lower of cost and market value.

**(k) Leases:**

Assets leased by the group in its capacity as a lessee, where substantially all the risks and rewards of ownership vest in the group are classified as finance leases. Such leases are capitalised at the inception of the lease at the lower of the fair value and the present value of the minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis.

**(l) Foreign Currency Transactions:**

Initial recognition:

Transactions in foreign currencies (other than firm commitments and highly probable forecast transactions) entered into by the Group are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction. Monetary items are translated at the year-end rates. The exchange difference between the rate prevailing on the date of transaction and on the date of settlement as also on translation of monetary items at the end of the year is recognised as income or expense, as the case may be.

Measurement at the balance sheet date:

Foreign currency monetary items (other than derivative contracts) of the Group, outstanding at the balance sheet date are restated at the year-end rates. Non-monetary items of the Company are carried at historical cost.

**(m) Research & Development:**

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are also charged to the Statement of Profit and Loss unless a product's technical feasibility has been established, in which case such expenditure is capitalised. The amount capitalised comprises expenditure that can be directly attributed or allocated on a reasonable and consistent basis to creating, producing and making the asset ready for its intended use. PPE utilised for research and development are capitalised and depreciated in accordance with the policies stated for PPE.

**(n) Employee Benefits:**

Employee benefits include provident fund, employee state insurance scheme, gratuity fund and compensated absences

Defined contribution plans

The Group's contribution to provident fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made.

Defined benefit plans

For defined benefit plans in the form of gratuity fund, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur.

Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date less the fair value of the plan assets out of which the obligations are expected to be settled.

**(o) Borrowing Costs:**

Borrowing costs that are attributable to the acquisition, construction of qualifying assets are capitalised as part of cost of such assets up to the date the assets are ready for intended use. All other borrowing costs are recognised as an expense in the year in which they are incurred.

**(p) Taxation:**

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there are unabsorbed depreciation and carry forward of losses, deferred tax assets are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their realisability.

**(q) Segment Reporting:**

The accounting policies adopted for segment reporting are in line with the accounting policies of the Group. Segments are identified having regard to the dominant source and nature of risks and returns and internal organisation and management structure.

Revenues and expenses have been identified to the segments based on their relationship to the business activity of the segment.

Income/Expenses relating to the enterprise as a whole and not allocable on a reasonable basis to business segments are reflected as unallocated corporate income/expenses. Inter-segment transfers are at prices which are generally market led.

**(r) Earnings per Share:**

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

**(s) Impairment of Assets:**

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, except in case of revalued assets.

**(t) Derivative Contracts:**

The group enters into derivative contracts in the nature of foreign currency swaps, forward contracts with an intention to hedge its firm commitments and highly probable transactions in foreign currency. All derivative contracts are marked-to-market and losses/gain are recognised in the Statement of Profit and Loss.

**(u) Provisions and Contingent Liabilities:**

A provision is recognised when the group has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognised in the financial statements.

GALAXY SURFACTANTS LIMITED  
Annexure VI

(Rs. in million)

Particulars	As at 30th September 2017		2017		2016		For the Year Ended 31st March					
							2015		2014		2013	
<b>Restated Consolidated Statement of Share Capital</b>												
<b>Authorised :</b>												
5,00,00,000 Equity Shares of Rs. 10 each	500.00		500.00		500.00		500.00		500.00		500.00	
<b>Issued, Subscribed &amp; Paid-up :</b>												
3,54,54,752 Equity Shares of Rs. 10 each, fully paid-up.	354.55		354.55		354.55		354.55		354.55		354.55	
<b>T O T A L</b>	<b>354.55</b>		<b>354.55</b>		<b>354.55</b>		<b>354.55</b>		<b>354.55</b>		<b>354.55</b>	

a. Reconciliation of shares outstanding at the beginning and at the end of the reporting period:

(Rs. in million)

Equity Shares	30th September 2017		31st March 2017		31st March 2016		31st March 2015		31st March 2014		31st March 2013	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning and end of the period	3,54,54,752	354.55	3,54,54,752	354.55	3,54,54,752	354.55	3,54,54,752	354.55	3,54,54,752	354.55	3,54,54,752	354.55

b. Rights, Preferences and Restrictions attached to Equity Shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Aggregate number Shares issued for consideration other than cash during the period of immediately preceding 5 years.

Particulars	30th September 2017	31st March 2017	Aggregate Number of Shares			
			31st March 2016	31st March 2015	31st March 2014	31st March 2013
Equity Shares allotted as fully paid bonus shares by capitalisation of Securities Premium, Capital Redemption Reserve and General Reserve	-	1,77,27,376	1,77,27,376	2,62,91,064	2,62,91,064	2,62,91,064

d. Details of shareholders holding more than 5% shares in the Company:

Equity Shares

Name of Shareholders	30th September 2017		31st March 2017		31st March 2016		31st March 2015		31st March 2014		31st March 2013	
	No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding
M/s Galaxy Chemicals - Partnership Firm	91,71,054	25.87%	91,71,054	25.87%	91,69,804	25.86%	91,55,314	25.82%	91,36,614	25.77%	91,29,664	25.75%
Uinnathan Shekhar	42,26,740	11.92%	42,26,740	11.92%	42,48,240	11.98%	41,19,440	11.62%	41,19,440	11.62%	41,13,440	11.60%
Sudhir D. Patil	41,45,290	11.69%	41,45,290	11.69%	41,56,040	11.72%	41,06,040	11.58%	41,06,040	11.58%	41,06,040	11.58%
Shashikant R. Shanbhag	40,97,684	11.56%	40,97,684	11.56%	40,97,684	11.56%	40,67,684	11.47%	40,67,684	11.47%	40,58,084	11.45%
Gopalkrishnan Ramakrishnan	23,62,758	6.66%	23,62,758	6.66%	24,07,108	6.79%	23,30,108	6.57%	23,30,108	6.57%	23,30,108	6.57%
Jayashree Ramakrishnan	18,42,972	5.20%	18,42,972	5.20%	17,92,972	5.06%	17,92,972	5.06%	17,92,972	5.06%	17,92,972	5.06%
	<b>2,58,46,498</b>	<b>72.90%</b>	<b>2,58,46,498</b>	<b>72.90%</b>	<b>2,58,71,848</b>	<b>72.97%</b>	<b>2,55,71,558</b>	<b>72.12%</b>	<b>2,55,52,858</b>	<b>72.07%</b>	<b>2,55,30,308</b>	<b>72.01%</b>

Particulars	As at 30th September		As at 31st March			
	2017	2017	2016	2015	2014	2013
<b>Annexure VII</b>						
<b>Restated Consolidated Statement of Reserves and Surplus</b>						
<b>Capital Reserve :</b>						
Balance as at the beginning of the period/year	21.12	21.12	21.12	21.12	21.12	21.12
<b>Balance at the end of the period/year*</b>	<b>(A) 21.12</b>	<b>21.12</b>	<b>21.12</b>	<b>21.12</b>	<b>21.12</b>	<b>21.12</b>
*Capital subsidy received from the Government of Maharashtra under the package scheme of incentives.						
<b>Capital Reserve on Consolidation:</b>						
Balance as at the beginning of the period/year	31.12	31.12	31.12	31.12	31.12	31.12
<b>Balance at the end of the period/year</b>	<b>(B) 31.12</b>	<b>31.12</b>	<b>31.12</b>	<b>31.12</b>	<b>31.12</b>	<b>31.12</b>
<b>Securities Premium Reserve :</b>						
Balance as at the beginning of the period/year	2.01	2.01	2.01	2.01	2.01	2.01
<b>Balance at the end of the period/year</b>	<b>(C) 2.01</b>	<b>2.01</b>	<b>2.01</b>	<b>2.01</b>	<b>2.01</b>	<b>2.01</b>
<b>Foreign Currency Translation Reserve:</b>						
Balance as at the beginning of the period/year	326.67	370.65	314.95	242.22	151.36	85.54
Add: Net adjustment for the period/year	0.67	(43.98)	55.70	72.73	90.86	65.82
<b>Balance at the end of the period/year</b>	<b>(D) 327.34</b>	<b>326.67</b>	<b>370.65</b>	<b>314.95</b>	<b>242.22</b>	<b>151.36</b>
<b>General Reserve :</b>						
Balance as at the beginning of the period/year	263.83	263.83	263.83	263.83	180.33	146.03
Add: Transfer from statement of profit and loss	-	-	-	-	83.50	34.30
<b>Balance as at the end of the period/year</b>	<b>(E) 263.83</b>	<b>263.83</b>	<b>263.83</b>	<b>263.83</b>	<b>263.83</b>	<b>180.33</b>
<b>Surplus in Statement of Profit and Loss :</b>						
Balance as at the beginning of the period/year	4,726.82	3,434.44	2,791.31	2,307.65	1,672.66	1,807.20
Less: Depreciation on account of transitional provisions of Schedule II to Companies Act, 2013 ( Net of Deferred Tax of Rs 12.86 Mn)	-	-	-	24.98	-	-
Add: Profit for the period/year	751.64	1,463.06	1,027.18	674.56	759.97	2.78
Less: Appropriations						
Transfer to General Reserve	-	-	-	-	83.50	34.30
Interim Dividend	-	106.36	177.27	-	-	-
Final Dividend of previous period/year	106.36	35.45	141.82	141.82	35.45	88.64
Tax on Dividend	21.65	28.87	64.96	24.10	6.03	14.38
<b>Balance as at the end of the period/year</b>	<b>(F) 5,350.45</b>	<b>4,726.82</b>	<b>3,434.44</b>	<b>2,791.31</b>	<b>2,307.65</b>	<b>1,672.66</b>
<b>TOTAL (A + B + C + D + E + F)</b>	<b>5,995.87</b>	<b>5,371.57</b>	<b>4,123.17</b>	<b>3,424.34</b>	<b>2,867.95</b>	<b>2,058.60</b>

Particulars	As at 30th September 2017		As at 31st March			
	2017	2016	2015	2014	2013	
<b>Annexure VIII</b>						
<b>Restated Consolidated Statement of Long Term Borrowings</b>						
<b>Secured:</b>						
Term Loans from Banks (Refer Note a & b)	1,004.09	1,278.13	1,936.01	1,312.08	1,744.60	1,902.16
	<u>1,004.09</u>	<u>1,278.13</u>	<u>1,936.01</u>	<u>1,312.08</u>	<u>1,744.60</u>	<u>1,902.16</u>
<b>Unsecured:</b>						
Fixed deposits ( Refer Note d)	-	-	-	69.93	260.71	269.41
Deferral sales-tax liability ( Refer Note c)	10.31	15.92	21.95	28.73	35.94	43.57
	<u>10.31</u>	<u>15.92</u>	<u>21.95</u>	<u>98.66</u>	<u>296.65</u>	<u>312.98</u>
<b>T O T A L</b>	<u><b>1,014.40</b></u>	<u><b>1,294.05</b></u>	<u><b>1,957.96</b></u>	<u><b>1,410.74</b></u>	<u><b>2,041.25</b></u>	<u><b>2,215.14</b></u>

a) Term loans from banks are secured by first pari passu charge created by mortgage of immovable properties located at Taloja, Jhagadia, Egypt and specified properties located at Tarapur and hypothecation of present & future movable assets, and by second pari passu charge created by hypothecation of current assets, both present and future and assignment of insurance policies over those assets and a corporate guarantee by the Ultimate Holding Company.

b) Terms for secured borrowings:

(Rs. in million)

Term loan outstanding	Rate of Interest* (p.a.)	As at 30th September 2017		As at 31st March			
		2017	2016	2015	2014	2013	
Term Loan I & II		199.60	266.40	400.00	400.00	400.00	392.50
I - 12 Quarterly instalments of Rs. 16.70 Mn each commenced from April 2016.	10.50%						
II - 12 Quarterly instalments of Rs. 16.70 Mn each commenced from May 2016.	(PLR - 3.75% for both I & II)						
Term Loan	PLR - 3%	-	-	12.50	62.50	112.50	162.50
20 quarterly instalments of Rs. 12.50 Mn each commenced from July 2011							
Term Loan	PLR - 5%	-	15.00	87.50	197.50	307.50	417.50
20 quarterly instalments of Rs. 15.00 Mn each commenced from Sept 2012							
Term Loan	10.40%	117.86	139.29	150.00	-	-	-
20 Quarterly instalments with moratorium of 18 months commencing from April 2017							
Term Loan	10.50%	300.00	300.00	300.00	-	-	-
Quarterly instalments with a moratorium of 8 quarters from the date of first disbursement commencing from 30th June 2018	(PLR - 3.75%)						
Term Loan	BBR+ 2.25%	-	-	9.30	59.30	109.30	159.30
20 quarterly instalments of Rs. 12.50 Mn each commenced from July 2011.							
Term Loan	12.25%	-	-	-	152.78	213.89	275.00
18 quarterly instalments of Rs. 15.30 Mn each commenced from June 2013							
Term Loan	BBR+2.90%	-	-	-	140.00	180.00	200.00
20 quarterly instalments of Rs. 10.00 Mn each commenced from Dec 2013.							
Term Loan	3M LIBOR +1.90% plus upfront fees of 32bps	721.83	814.98	994.38	-	-	-
10% each at the end of every 6 months from the date of disbursement & 20% at the end of 60 months commenced from June 2016							
Term Loan	6M LIBOR + 3.6%	65.36	129.61	264.97	375.00	479.39	542.84
12 half yearly instalments of USD 1.00 Mn each commenced from June 2012							
Term Loan	6M LIBOR + 3.5%	174.00	216.25	309.21	375.01	439.30	434.21
12 half yearly instalments of USD 0.70 Mn each commenced from March 2014							
Term Loan	3M LIBOR + 2.75%	-	-	-	13.60	146.60	313.84
16 quarterly instalments after a moratorium of 15 months from the date of each drawdown. Yearly repayments after drawdown would be: 1st year Nil, 2nd year 15%, 3rd year 25%, 4th year 30% and 5th year 30%							
Term Loan	LIBOR + 2.75%	-	-	73.60	111.11	-	-
Yearly instalments of USD 0.70 Mn for 2016 & 2017 and USD 0.40 Mn for 2018							

\*BBR - Bank Base Rate PLR - Prime Lending Rate

c) Deferral sales-tax liability denotes interest-free sales tax deferral under The Package Schemes of Incentives of 1993 formulated by the Government of Maharashtra. Sales tax deferral loan under the 1993 Scheme is repayable after 10 years in 5 annual instalments from the initial date of deferment of liability. Balance amount payable as on 30th September, 2017 is Rs 15.93 Mn (2017: Rs. 21.95 Mn, 2016: Rs. 28.10 Mn, 2015: Rs. 35.95 Mn, 2014: Rs. 43.56 Mn, 2013: Rs. 51.37 Mn)

d) Includes Rs. NIL (2017: Rs NIL, 2016: Rs. NIL, 2015: Rs. 10.08 Mn , 2014: Rs. 70.02 Mn, 2013: Rs. 84.06 Mn ) due to related parties.

Particulars	As at 30th		As at 31st March			
	September 2017	2017	2016	2015	2014	2013
<b>Annexure IX-A</b>						
<b>Restated Consolidated Statement of Deferred Tax Liabilities (Net)</b>						
<b>Deferred Tax Liabilities :</b>						
On fiscal allowances in property, plant and equipments and Intangible Assets	312.99	310.97	254.19	241.22	265.41	266.57
Others	-	-	-	1.04	-	0.33
<b>Deferred Tax Assets :</b>						
On provision for employee benefits	(41.54)	(36.37)	(33.49)	(32.43)	(18.47)	(18.92)
Others	(34.89)	(30.20)	(13.78)	(2.24)	(17.07)	(9.25)
<b>TOTAL</b>	<b>236.56</b>	<b>244.40</b>	<b>206.92</b>	<b>207.59</b>	<b>229.87</b>	<b>238.73</b>
<b>Annexure IX-B</b>						
<b>Restated Consolidated Statement of Deferred Tax Assets (Net)</b>						
<b>Deferred Tax Liabilities :</b>						
On fiscal allowances in property plant and equipments and Intangible Assets	(11.04)	(11.86)	(23.10)	(17.55)	-	-
<b>Deferred Tax Assets :</b>						
Others	43.25	37.91	36.75	32.71	-	-
<b>TOTAL</b>	<b>32.21</b>	<b>26.05</b>	<b>13.65</b>	<b>15.16</b>	<b>-</b>	<b>-</b>
<b>Annexure X</b>						
<b>Restated Consolidated Statement of Other Long Term Liabilities</b>						
Interest accrued but not due on fixed deposits	-	-	-	5.25	20.65	11.07
Deferred rent	-	-	3.38	3.18	2.40	1.30
Security deposits	2.63	2.33	2.30	2.38	1.38	0.95
Other liabilities	4.81	4.47	19.52	2.38	6.34	4.67
<b>TOTAL</b>	<b>7.44</b>	<b>6.80</b>	<b>25.20</b>	<b>13.19</b>	<b>30.77</b>	<b>17.99</b>
<b>Annexure XI</b>						
<b>Restated Consolidated Statement of Long Term Provisions</b>						
<b>Employee retirement benefits</b>						
Leave encashment	54.16	42.97	33.75	29.87	18.54	26.25
Gratuity	68.03	45.25	42.96	46.04	19.31	23.59
<b>TOTAL</b>	<b>122.19</b>	<b>88.22</b>	<b>76.71</b>	<b>75.91</b>	<b>37.85</b>	<b>49.84</b>
<b>Annexure XII</b>						
<b>Restated Consolidated Statement of Short Term Borrowings</b>						
<b>Working capital loans from banks</b>						
Secured:	2,119.47	2,041.37	1,423.53	2,331.42	1,417.26	1,521.75
Unsecured:	-	-	-	-	-	0.09
<b>TOTAL</b>	<b>2,119.47</b>	<b>2,041.37</b>	<b>1,423.53</b>	<b>2,331.42</b>	<b>1,417.26</b>	<b>1,521.84</b>

- a) Working Capital Loans from banks are secured by first pari passu charge created by hypothecation of current assets, both present & future, and second pari passu charge created by mortgage of immovable properties located at Taloja, Jhagadia and specified properties located at Tarapur and hypothecation of present and future movable assets.
- b) Loans in respect of subsidiary companies are secured by:
- Assignment of insurance policies on the inventories and second charge by way of commercial mortgage created on movable assets of the subsidiary company and a corporate guarantee by the Holding Company.
  - All accounts receivables, inventories, equipments & furniture in case of another subsidiary.
- c) Rate of Interest for rupee loans ranging from 1.10% p.a. to 12.50% p.a.



Particulars	As at 30th September		As at 31st March			
	2017	2017	2016	2015	2014	2013
<b>Annexure XIII</b>						
<b>Restated Consolidated Statement of Trade Payables</b>						
Micro and Small Enterprises (Refer Note a)	20.18	23.59	28.35	8.30	8.88	5.14
Other than Micro and Small Enterprises	2,284.11	2,508.30	1,905.58	1,770.29	2,278.34	1,806.74
<b>T O T A L</b>	<b>2,304.29</b>	<b>2,531.89</b>	<b>1,933.93</b>	<b>1,778.59</b>	<b>2,287.22</b>	<b>1,811.88</b>

a) Disclosure of outstanding dues of Micro and Small Enterprise under trade payables is based on the information available with the Company regarding the status of the suppliers as defined under the Micro, Small and Medium Enterprises Development Act, 2006.

Particulars	As at 30th September		As at 31st March			
	2017	2017	2016	2015	2014	2013
(i) Principal amount remaining unpaid to Micro & Small Enterprise as at the end of the accounting period	20.18	23.59	28.35	8.30	8.88	5.14
(ii) Interest due thereon remaining unpaid to Micro & Small Enterprise as at the end of the accounting period	-	-	-	-	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the Micro & Small Enterprise beyond the appointed day	-	-	-	-	-	-
(iv) The amount of interest due and payable for the period	-	-	-	-	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-	-	-	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-	-	-	-	-

**Annexure XIV****Restated Consolidated Statement of Other Current Liabilities**

<b>Current Maturities of:</b>						
-Long term loans (Refer Note VIII.a and VIII.b)	574.56	603.40	665.45	574.71	643.88	995.52
-Fixed deposits (Refer Note a)	-	-	64.08	186.32	63.22	63.14
-Deferral sales-tax liability (Refer Note VIII.c)	5.62	6.03	6.15	7.22	7.62	7.80
Interest accrued but not due on borrowings	9.63	10.42	23.08	36.08	17.86	23.06
Interest accrued and due on borrowings	7.35	7.39	5.67	7.97	6.37	10.95
Advance from customers	106.65	116.66	75.51	25.21	36.35	41.12
Unclaimed dividend (Refer Note b)	3.93	3.56	5.67	2.31	1.56	1.79
Unclaimed redeemed 12% preference capital	-	-	0.27	0.27	0.27	0.27
Unclaimed matured deposits and interest accrued thereon	0.36	1.32	0.75	0.83	0.60	0.66
Creditors for capital expenditure	36.48	14.97	30.92	17.87	34.38	60.01
Statutory liabilities	120.32	99.08	44.71	71.06	49.74	43.64
Other liabilities	12.43	1.56	2.74	3.22	4.30	-
<b>T O T A L</b>	<b>877.33</b>	<b>864.39</b>	<b>925.00</b>	<b>933.07</b>	<b>866.15</b>	<b>1,247.96</b>

a) Includes Rs. NIL (2017: Rs NIL, 2016: Rs. 4.27 Mn, 2015: Rs. 56.63 Mn, 2014: Rs. 15.30 Mn, 2013: Rs. 15.32 Mn) due to related parties.

b) There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at the year end.

**Annexure XV****Restated Consolidated Statement of Short Term Provisions**

Income tax	92.13	34.67	39.65	47.00	89.21	24.55
Wealth tax	-	-	-	0.22	0.18	0.20
<b>Employee Retirement Benefits</b>						
Leave encashment	15.20	9.92	15.39	17.12	15.78	7.82
Gratuity	13.28	12.00	10.33	8.45	2.77	7.75
<b>T O T A L</b>	<b>120.61</b>	<b>56.59</b>	<b>65.37</b>	<b>72.79</b>	<b>107.94</b>	<b>40.32</b>

## GALAXY SURFACTANTS LIMITED

## Annexure XVI.i

## Restated Consolidated Statement of Property, Plant &amp; Equipment and Intangible Assets

(Rs. in million)

Particulars	Gross Block (at Cost)				Depreciation / Amortisation					Net Block	
	As at 1st April 2017	Additions during the Period	Adjustments*	Deletions during the year	As at 30th September 2017	As at 1st April 2017	For the Period	Adjustments*	Deletions	As at 30th September 2017	As at 30th September 2017
<b>Property, Plant &amp; Equipment:</b>											
Leasehold Land	235.85	0.63	0.31	-	<b>236.79</b>	64.97	3.55	0.28	-	<b>68.80</b>	<b>167.99</b>
Buildings	1,991.86	17.87	5.03	-	<b>2,014.76</b>	515.72	40.33	1.42	-	<b>557.47</b>	<b>1,457.29</b>
Plant & Equipment	5,675.20	74.91	12.53	4.25	<b>5,758.39</b>	2,833.88	160.71	6.06	4.09	<b>2,996.56</b>	<b>2,761.83</b>
Furniture & Fixtures	221.08	2.33	0.29	-	<b>223.70</b>	130.33	12.21	0.23	-	<b>142.77</b>	<b>80.93</b>
Vehicles	49.86	9.91	0.01	6.60	<b>53.18</b>	26.80	2.46	0.01	3.09	<b>26.18</b>	<b>27.00</b>
Office Equipment	233.53	7.42	0.41	0.08	<b>241.28</b>	188.26	9.18	0.37	0.07	<b>197.74</b>	<b>43.54</b>
<b>Sub Total (A)</b>	<b>8,407.38</b>	<b>113.07</b>	<b>18.58</b>	<b>10.93</b>	<b>8,528.10</b>	<b>3,759.96</b>	<b>228.44</b>	<b>8.37</b>	<b>7.25</b>	<b>3,989.52</b>	<b>4,538.58</b>
<b>Intangible Assets: (acquired, unless otherwise stated)</b>											
Software	137.54	9.56	0.25	46.17	<b>101.18</b>	102.56	6.54	0.24	45.94	<b>63.40</b>	<b>37.78</b>
Goodwill	114.14	-	0.76	-	<b>114.90</b>	73.25	11.32	0.65	-	<b>85.22</b>	<b>29.68</b>
Technical know how	3.00	-	-	-	<b>3.00</b>	0.75	0.15	-	-	<b>0.90</b>	<b>2.10</b>
<b>Sub Total (B)</b>	<b>254.68</b>	<b>9.56</b>	<b>1.01</b>	<b>46.17</b>	<b>219.08</b>	<b>176.56</b>	<b>18.01</b>	<b>0.89</b>	<b>45.94</b>	<b>149.52</b>	<b>69.56</b>
<b>TOTAL (A+B)</b>	<b>8,662.06</b>	<b>122.63</b>	<b>19.59</b>	<b>57.10</b>	<b>8,747.18</b>	<b>3,936.52</b>	<b>246.45</b>	<b>9.26</b>	<b>53.19</b>	<b>4,139.04</b>	<b>4,608.14</b>

\* Differences due to changes in exchange rates

XVI.i.i Buildings include value of shares in Co-operative Society of Rs. 1,500.

GALAXY SURFACTANTS LIMITED

Annexure XVI.ii

Restated Consolidated Statement of Property, Plant & Equipment and Intangible Assets

(Rs. in million)

Particulars	Gross Block (at Cost)					Depreciation/Amortisation					Net Block
	As at	Additions	Adjustments*	Deletions	As at	As at	For the Year	Adjustments*	Deletions	As at	As at
	1st April 2016	during the year		during the year	31st March 2017	1st April 2016				31st March 2017	31st March 2017
<b>Property, Plant &amp; Equipment:</b>											
Leasehold Land	236.71	0.14	(1.00)	-	<b>235.85</b>	58.58	7.25	(0.86)	-	<b>64.97</b>	<b>170.88</b>
Buildings	1,760.80	247.43	(16.37)	-	<b>1,991.86</b>	444.48	75.43	(4.19)	-	<b>515.72</b>	<b>1,476.14</b>
Plant & Equipment	5,128.93	588.99	(39.09)	3.63	<b>5,675.20</b>	2,549.25	304.46	(17.87)	1.96	<b>2,833.88</b>	<b>2,841.32</b>
Furniture & Fixtures	210.36	11.70	(0.92)	0.06	<b>221.08</b>	107.01	24.05	(0.69)	0.04	<b>130.33</b>	<b>90.75</b>
Vehicles	48.78	5.47	(0.04)	4.35	<b>49.86</b>	23.22	5.30	(0.02)	1.70	<b>26.80</b>	<b>23.06</b>
Office Equipment	213.50	21.40	(1.28)	0.09	<b>233.53</b>	167.16	22.37	(1.21)	0.06	<b>188.26</b>	<b>45.27</b>
<b>Sub Total (A)</b>	<b>7,599.08</b>	<b>875.13</b>	<b>(58.70)</b>	<b>8.13</b>	<b>8,407.38</b>	<b>3,349.70</b>	<b>438.86</b>	<b>(24.84)</b>	<b>3.76</b>	<b>3,759.96</b>	<b>4,647.42</b>
<b>Intangible Assets: (acquired, unless otherwise stated)</b>											
Software	123.33	15.00	(0.79)	-	<b>137.54</b>	86.93	16.45	(0.82)	-	<b>102.56</b>	<b>34.98</b>
Trademark	17.21	-	(0.34)	-	<b>16.87</b>	12.95	4.31	(0.39)	-	<b>16.87</b>	<b>-</b>
Goodwill	116.60	-	(2.46)	-	<b>114.14</b>	51.57	23.53	(1.85)	-	<b>73.25</b>	<b>40.89</b>
Technical know how	3.00	-	-	-	<b>3.00</b>	0.45	0.30	-	-	<b>0.75</b>	<b>2.25</b>
<b>Sub Total (B)</b>	<b>260.14</b>	<b>15.00</b>	<b>(3.59)</b>	<b>-</b>	<b>271.55</b>	<b>151.90</b>	<b>44.59</b>	<b>(3.06)</b>	<b>-</b>	<b>193.43</b>	<b>78.12</b>
<b>TOTAL (A+B)</b>	<b>7,859.22</b>	<b>890.13</b>	<b>(62.29)</b>	<b>8.13</b>	<b>8,678.93</b>	<b>3,501.60</b>	<b>483.45</b>	<b>(27.90)</b>	<b>3.76</b>	<b>3,953.39</b>	<b>4,725.54</b>

\* Differences due to changes in exchange rates

XVI.ii.i Buildings include value of shares in Co-operative Society of Rs. 1,500.

GALAXY SURFACTANTS LIMITED  
Annexure XVI.iii

Restated Consolidated Statement of Property, Plant & Equipment and Intangible Assets

(Rs. in million)

Particulars	Gross Block (at Cost)					Depreciation/Amortisation					Net Block
	As at 1st April 2015	Additions during the year	Adjustments*	Deletions during the year	As at 31st March 2016	As at 1st April 2015	For the Year	Adjustments*	Deletions	As at 31st March 2016	As at 31st March 2016
<b>Property, Plant &amp; Equipment:</b>											
Leasehold Land	315.37	-	2.67	81.33	236.71	60.30	8.59	1.61	11.92	58.58	178.13
Buildings	1,709.16	10.16	43.86	2.38	1,760.80	371.83	67.64	6.55	1.54	444.48	1,316.32
Plant & Equipment	4,974.57	121.27	103.23	70.14	5,128.93	2,306.39	274.71	29.28	61.13	2,549.25	2,579.68
Furniture & Fixtures	204.44	3.87	2.43	0.38	210.36	81.71	24.57	1.11	0.38	107.01	103.35
Vehicles	44.87	6.81	0.10	3.00	48.78	19.96	6.00	0.02	2.76	23.22	25.56
Office Equipment	198.02	16.28	3.29	4.09	213.50	144.33	24.39	2.48	4.04	167.16	46.34
<b>Sub Total (A)</b>	<b>7,446.43</b>	<b>158.39</b>	<b>155.58</b>	<b>161.32</b>	<b>7,599.08</b>	<b>2,984.52</b>	<b>405.90</b>	<b>41.05</b>	<b>81.77</b>	<b>3,349.70</b>	<b>4,249.38</b>
<b>Intangible Assets: (acquired, unless otherwise stated)</b>											
Software	104.99	16.51	1.88	0.05	123.33	67.92	17.78	1.28	0.05	86.93	36.40
Trademark	16.31	-	0.90	-	17.21	7.35	5.24	0.36	-	12.95	4.26
Goodwill	110.00	-	6.60	-	116.60	26.59	23.04	1.94	-	51.57	65.03
Technical know how	3.00	-	-	-	3.00	0.15	0.30	-	-	0.45	2.55
<b>Sub Total (B)</b>	<b>234.30</b>	<b>16.51</b>	<b>9.38</b>	<b>0.05</b>	<b>260.14</b>	<b>102.01</b>	<b>46.36</b>	<b>3.58</b>	<b>0.05</b>	<b>151.90</b>	<b>108.24</b>
<b>TOTAL (A+B)</b>	<b>7,680.73</b>	<b>174.90</b>	<b>164.96</b>	<b>161.37</b>	<b>7,859.22</b>	<b>3,086.53</b>	<b>452.26</b>	<b>44.63</b>	<b>81.82</b>	<b>3,501.60</b>	<b>4,357.62</b>

\* Differences due to changes in exchange rates

XVI.iii.i Buildings include value of shares in Co-operative Society of Rs. 1,500.

GALAXY SURFACTANTS LIMITED  
Annexure XVI.iv

Restated Consolidated Statement of Property, Plant & Equipment and Intangible Assets

(Rs. in million)

Particulars	Gross Block (at Cost)					Depreciation / Amortisation					Net Block	
	As at 1st April 2014	Additions during the year	Adjustments*	Deletions during the year	As at 31st March 2015	As at 1st April 2014	For the Year	On account of Transitional	Adjustments*	Deletions	As at 31st March 2015	As at 31st March 2015
<b>Property, Plant &amp; Equipment:</b>												
Leasehold Land	313.39	0.14	1.84	-	315.37	49.85	9.48	-	0.97	-	60.30	255.07
Buildings	1,660.90	18.15	30.11	-	1,709.16	287.32	69.44	11.50	3.57	-	371.83	1,337.33
Plant & Equipment	4,721.53	187.75	68.66	3.37	4,974.57	2,036.31	255.20	1.48	16.65	3.25	2,306.39	2,668.18
Furniture & Fixtures	195.75	7.04	1.65	-	204.44	55.54	25.04	0.53	0.60	-	81.71	122.73
Vehicles	38.66	12.98	0.07	6.84	44.87	18.04	6.91	0.31	0.01	5.31	19.96	24.91
Office Equipment	178.04	18.21	2.21	0.44	198.02	83.71	36.65	22.72	1.43	0.18	144.33	53.69
<b>Sub Total (A)</b>	<b>7,108.27</b>	<b>244.27</b>	<b>104.54</b>	<b>10.65</b>	<b>7,446.43</b>	<b>2,530.77</b>	<b>402.72</b>	<b>36.54</b>	<b>23.23</b>	<b>8.74</b>	<b>2,984.52</b>	<b>4,461.91</b>
<b>Intangible Assets: (acquired, unless otherwise stated)</b>												
Software	93.02	10.82	1.15	-	104.99	45.83	21.48	-	0.61	-	67.92	37.07
Trademark	15.69	-	0.62	-	16.31	1.00	4.89	1.31	0.15	-	7.35	8.96
Goodwill	105.44	-	4.56	-	110.00	4.40	21.52	-	0.67	-	26.59	83.41
Technical know how	-	3.00	-	-	3.00	-	0.15	-	-	-	0.15	2.85
<b>Sub Total (B)</b>	<b>214.15</b>	<b>13.82</b>	<b>6.33</b>	<b>-</b>	<b>234.30</b>	<b>51.23</b>	<b>48.04</b>	<b>1.31</b>	<b>1.43</b>	<b>-</b>	<b>102.01</b>	<b>132.29</b>
<b>TOTAL (A+B)</b>	<b>7,322.42</b>	<b>258.09</b>	<b>110.87</b>	<b>10.65</b>	<b>7,680.73</b>	<b>2,582.00</b>	<b>450.76</b>	<b>37.85</b>	<b>24.66</b>	<b>8.74</b>	<b>3,086.53</b>	<b>4,594.20</b>

\* Differences due to changes in exchange rates

XVI.iv.i Buildings include value of shares in Co-operative Society of Rs. 1,500.

XVI.iv.ii Pursuant to the enactment of the Companies Act, 2013, the Company has revised its method of computing depreciation on the basis of the estimated useful lives of the fixed assets. Accordingly, the unamortised depreciable amount is being depreciated / amortised over the revised remaining useful lives. The unamortised depreciable amount in respect of fixed assets whose useful lives have expired as at 1st April 2014 amounting to Rs. 24.98 Mn (Net of deferred tax of Rs. 12.86 Mn) has been adjusted to the opening balance of retained earnings.

GALAXY SURFACTANTS LIMITED  
Annexure XVI.v

Restated Consolidated Statement of Property, Plant & Equipment and Intangible Assets

(Rs. in million)

Particulars	Gross Block (at Cost)					Depreciation/Amortisation					Net Block
	As at	Additions	Adjustments*	Deletions	As at	As at	Additions	Adjustments*	Deletions	As at	As at
	1st April 2013				31st March 2014	1st April 2013				31st March 2014	31st March 2014
<b>Property, Plant &amp; Equipment:</b>											
Leasehold Land	307.69	1.88	3.82	-	<b>313.39</b>	39.15	9.29	1.41	-	<b>49.85</b>	<b>263.54</b>
Buildings	1,525.10	76.21	59.92	0.33	<b>1,660.90</b>	223.88	60.66	3.11	0.33	<b>287.32</b>	<b>1,373.58</b>
Plant & Equipment	4,307.91	296.71	124.75	7.84	<b>4,721.53</b>	1,607.36	421.64	14.33	7.02	<b>2,036.31</b>	<b>2,685.22</b>
Furniture & Fixtures	181.40	11.57	2.79	0.01	<b>195.75</b>	40.09	14.99	0.46	-	<b>55.54</b>	<b>140.21</b>
Vehicles	33.96	5.30	-	0.60	<b>38.66</b>	15.20	3.11	-	0.27	<b>18.04</b>	<b>20.62</b>
Office Equipment	157.35	16.99	4.23	0.53	<b>178.04</b>	56.30	26.57	1.18	0.34	<b>83.71</b>	<b>94.33</b>
<b>Sub Total (A)</b>	<b>6,513.41</b>	<b>408.66</b>	<b>195.51</b>	<b>9.31</b>	<b>7,108.27</b>	<b>1,981.98</b>	<b>536.26</b>	<b>20.49</b>	<b>7.96</b>	<b>2,530.77</b>	<b>4,577.50</b>
<b>Intangible Assets: (acquired, unless otherwise stated)</b>											
Software	61.32	31.90	0.86	1.06	<b>93.02</b>	35.69	10.87	0.33	1.06	<b>45.83</b>	<b>47.19</b>
Trademark	-	15.69	-	-	<b>15.69</b>	-	1.01	(0.01)	-	<b>1.00</b>	<b>14.69</b>
Goodwill	-	105.44	-	-	<b>105.44</b>	-	4.44	(0.04)	-	<b>4.40</b>	<b>101.04</b>
<b>Sub Total (B)</b>	<b>61.32</b>	<b>153.03</b>	<b>0.86</b>	<b>1.06</b>	<b>214.15</b>	<b>35.69</b>	<b>16.32</b>	<b>0.28</b>	<b>1.06</b>	<b>51.23</b>	<b>162.92</b>
<b>TOTAL (A+B)</b>	<b>6,574.73</b>	<b>561.69</b>	<b>196.37</b>	<b>10.37</b>	<b>7,322.42</b>	<b>2,017.67</b>	<b>552.58</b>	<b>20.77</b>	<b>9.02</b>	<b>2,582.00</b>	<b>4,740.42</b>

\* Differences due to changes in exchange rates

XVI.v.i Buildings include value of shares in Co-operative Society of Rs. 1,500.

**GALAXY SURFACTANTS LIMITED**  
Annexure XVI.vi

**Restated Consolidated Statement of Property, Plant & Equipment and Intangible Assets**

(Rs. in million)

Particulars	Gross Block (at Cost)					Depreciation/Amortisation					Net Block
	As at	Additions	Adjustments*	Deletions	As at	As at	Additions	Adjustments*	Deletions	As at	As at
	1st April 2012	during the year		during the year	31st March 2013	1st April 2012	during the year		during the year	31st March 2013	31st March 2013
<b>Property, Plant &amp; Equipment:</b>											
Leasehold Land	304.59	0.80	2.30	-	<b>307.69</b>	29.82	8.71	0.62	-	<b>39.15</b>	<b>268.54</b>
Buildings	1,331.52	157.33	36.25	-	<b>1,525.10</b>	167.96	55.59	0.33	-	<b>223.88</b>	<b>1,301.22</b>
Plant & Equipment	3,814.76	425.37	72.84	5.06	<b>4,307.91</b>	1,221.78	388.66	1.42	4.50	<b>1,607.36</b>	<b>2,700.55</b>
Furniture & Fixtures	134.31	48.01	1.82	2.74	<b>181.40</b>	29.15	12.40	0.16	1.62	<b>40.09</b>	<b>141.31</b>
Vehicles	37.27	0.44	-	3.75	<b>33.96</b>	14.40	3.11	-	2.31	<b>15.20</b>	<b>18.76</b>
Office Equipment	129.00	33.22	2.54	7.41	<b>157.35</b>	39.49	22.79	0.32	6.30	<b>56.30</b>	<b>101.05</b>
<b>Sub Total (A)</b>	<b>5,751.45</b>	<b>665.17</b>	<b>115.75</b>	<b>18.96</b>	<b>6,513.41</b>	<b>1,502.60</b>	<b>491.26</b>	<b>2.85</b>	<b>14.73</b>	<b>1,981.98</b>	<b>4,531.43</b>
<b>Intangible Assets:</b> <b>(acquired, unless otherwise stated)</b>											
Software	63.54	3.39	0.90	6.51	<b>61.32</b>	28.86	8.52	0.14	1.83	<b>35.69</b>	<b>25.63</b>
<b>Sub Total (B)</b>	<b>63.54</b>	<b>3.39</b>	<b>0.90</b>	<b>6.51</b>	<b>61.32</b>	<b>28.86</b>	<b>8.52</b>	<b>0.14</b>	<b>1.83</b>	<b>35.69</b>	<b>25.63</b>
<b>Total (A+B)</b>	<b>5,814.99</b>	<b>668.56</b>	<b>116.65</b>	<b>25.47</b>	<b>6,574.73</b>	<b>1,531.46</b>	<b>499.78</b>	<b>2.99</b>	<b>16.56</b>	<b>2,017.67</b>	<b>4,557.06</b>

\* Differences due to changes in exchange rates

XVI.vi.i Buildings include value of shares in Co-operative Society of Rs. 1,500.

XVI.vi.ii Addition to Plant & Equipment includes Rs.3.30 Mn being duty paid on de-bonding of Export Oriented Unit (EOU) at Taloja.

## GALAXY SURFACTANTS LIMITED

(Rs. in million)

Particulars	As at 30th September		As at 31st March			
	2017	2017	2016	2015	2014	2013
<b>Annexure XVII</b>						
<b>Restated Consolidated Statement of Non Current Investments</b>						
<b>(At cost - fully paid unless otherwise stated)</b>						
<b>1 Non-Trade Investments</b>						
<b>(i) Investment in Equity Instruments:</b>						
<b>a) Quoted</b>						
Union Bank of India						
7,200 shares of Rs. 10 each (Previous Years : 7,200 shares)	0.12	0.12	0.12	0.12	0.12	0.12
<b>TOTAL</b>	<b>0.12</b>	<b>0.12</b>	<b>0.12</b>	<b>0.12</b>	<b>0.12</b>	<b>0.12</b>
Market Value of Quoted Investments	0.91	1.12	0.94	1.13	0.99	1.57



Particulars	As at 30th		As at 31st March			
	September 2017	2017	2016	2015	2014	2013
<b>Annexure XVIII</b>						
<b>Restated Consolidated Statement of Long Term Loans and Advances:</b>						
Unsecured, considered good :						
Capital advances	57.44	22.53	29.58	13.88	10.31	60.87
Security deposits	57.22	53.46	65.76	63.92	60.59	52.15
Loan to related party (Refer Annexure XXXVII.E)	11.65	11.65	11.65	14.15	14.15	15.80
Other Loans & Advances (Refer note a)	207.57	219.52	132.68	103.75	116.52	17.81
Income tax payments (Net of provisions)	52.72	127.48	119.49	74.52	76.62	76.74
<b>TOTAL</b>	<b>386.60</b>	<b>434.64</b>	<b>359.16</b>	<b>270.22</b>	<b>278.19</b>	<b>223.37</b>
a) Other Loans and Advances includes VAT receivable & other recoverable expenses.						
<b>Annexure XIX</b>						
<b>Restated Consolidated Statement of Other Non Current Assets</b>						
Other Non Current Assets	0.20	0.20	0.20	0.20	0.20	0.20
<b>TOTAL</b>	<b>0.20</b>	<b>0.20</b>	<b>0.20</b>	<b>0.20</b>	<b>0.20</b>	<b>0.20</b>
<b>Annexure XX</b>						
<b>Restated Consolidated Statement of Inventories</b>						
(At lower of cost or net realisable value)						
Raw materials [Including in transit of Rs. 268.76 Mn (2017 : Rs. 286.46 Mn, 2016: Rs. 227.63 Mn, 2015: Rs 185.66 Mn, 2014: Rs 229.09 Mn, 2013: Rs 218.20 Mn)]	1,044.28	1,190.21	791.22	785.00	682.02	656.47
Work-in-progress	472.18	684.52	406.09	495.09	426.58	402.60
Packing materials [Including in transit of Rs. 1.83 Mn (2017 : Rs. 1.70 Mn, 2016: Rs. 2.19 Mn, 2015: Rs. 1.57 Mn, 2014: Rs. 13.94 Mn, 2013: Rs. 2.87 Mn)]	73.15	66.85	73.95	52.30	60.38	47.54
Finished goods [Including in transit of Rs. 76.41 Mn (2017 : Rs. 108.43 Mn, 2016: Rs. 81.49 Mn, 2015: Rs. 169.70 Mn, 2014: Rs. 186.78 Mn, 2013: Rs. 107.64 Mn)]	691.17	809.56	592.90	680.78	782.26	478.65
Stock-in-trade [Including in transit of Rs. 66.94 Mn (2017 : Rs. 46.87 Mn, 2016: Rs 78.37 Mn, 2015: Rs. 7.50 Mn, 2014: 0.33 Mn, 2013: Nil)]	303.33	290.30	367.69	334.74	251.60	186.91
Consumables, stores & spares [Including in transit of Rs. 1.65 Mn (2017: Rs. 0.54 Mn, 2016: Rs. 0.63 Mn, 2015: Rs 0.45 Mn, 2014: Rs 0.86 Mn, 2013: Rs. 0.80 Mn)]	137.35	132.76	125.89	111.95	101.03	87.08
<b>TOTAL</b>	<b>2,721.46</b>	<b>3,174.20</b>	<b>2,357.74</b>	<b>2,459.86</b>	<b>2,303.87</b>	<b>1,859.25</b>
<b>Annexure XXI</b>						
<b>Restated Consolidated Statement of Trade Receivables</b>						
Outstanding for a period exceeding 6 months from the date they were due for payment						
Unsecured, considered good	83.46	8.77	23.90	13.78	3.40	7.79
Unsecured considered doubtful	9.16	9.16	-	1.58	0.27	-
	92.62	17.93	23.90	15.36	3.67	7.79
Less: Provision for doubtful debts	(9.16)	(9.16)	-	(1.58)	(0.27)	-
	<b>83.46</b>	<b>8.77</b>	<b>23.90</b>	<b>13.78</b>	<b>3.40</b>	<b>7.79</b>
Other trade receivables						
Unsecured, considered good	3,743.24	3,454.06	2,477.98	2,198.88	2,041.29	1,759.33
Unsecured, considered doubtful	6.18	6.61	5.68	3.77	4.88	4.67
	3,749.42	3,460.67	2,483.66	2,202.65	2,046.17	1,764.00
Less: Provision for doubtful debts	(6.18)	(6.61)	(5.68)	(3.77)	(4.88)	(4.67)
	<b>3,743.24</b>	<b>3,454.06</b>	<b>2,477.98</b>	<b>2,198.88</b>	<b>2,041.29</b>	<b>1,759.33</b>
<b>TOTAL</b>	<b>3,826.70</b>	<b>3,462.83</b>	<b>2,501.88</b>	<b>2,212.66</b>	<b>2,044.69</b>	<b>1,767.12</b>

Particulars	As at 30th		As at 31st March			
	September 2017	2017	2016	2015	2014	2013
<b>Annexure XXII</b>						
<b>Restated Consolidated Statement of Cash and Bank Balances</b>						
<b>Cash and Cash Equivalents:</b>						
Cash on hand	2.78	2.57	2.19	3.02	3.69	3.82
Balance with banks in current accounts	311.40	247.35	137.76	133.92	156.65	113.61
	<b>314.18</b>	<b>249.92</b>	<b>139.95</b>	<b>136.94</b>	<b>160.34</b>	<b>117.43</b>
<b>Other Bank Balances:</b>						
Earmarked Balances with Banks	4.44	4.12	19.89	51.03	48.85	21.41
<b>TOTAL</b>	<b>318.62</b>	<b>254.04</b>	<b>159.84</b>	<b>187.97</b>	<b>209.19</b>	<b>138.84</b>
<b>Annexure XXIII</b>						
<b>Restated Consolidated Statement of Short Term Loans and Advances:</b>						
Unsecured, considered good :						
Security deposits	0.87	3.36	1.05	0.33	0.05	3.60
Other loans and advances considered good	809.79	446.32	574.90	733.08	523.26	613.72
Other loans and advances considered doubtful	5.91	5.32	0.90	-	-	-
	<b>815.70</b>	<b>451.64</b>	<b>575.80</b>	<b>733.08</b>	<b>523.26</b>	<b>613.72</b>
Less: Provision of Doubtful Advances	(5.91)	(5.32)	(0.90)	-	-	-
	<b>809.79</b>	<b>446.32</b>	<b>574.90</b>	<b>733.08</b>	<b>523.26</b>	<b>613.72</b>
<b>TOTAL</b>	<b>810.66</b>	<b>449.68</b>	<b>575.95</b>	<b>733.41</b>	<b>523.31</b>	<b>617.32</b>
<b>Annexure XXIV</b>						
<b>Restated Consolidated Statement of Other Current Assets</b>						
Interest accrued on deposits	1.10	2.28	0.77	2.90	0.46	0.83
Export incentives	274.45	217.26	237.60	53.75	74.44	120.19
Other receivables (Refer Note a)	11.27	3.74	20.24	6.68	4.95	3.03
<b>TOTAL</b>	<b>286.82</b>	<b>223.28</b>	<b>258.61</b>	<b>63.33</b>	<b>79.85</b>	<b>124.05</b>

a) Other loans and advances include insurance receivable and other recoverable expenses.

Particulars	For the half year		For the year ended 31st March			
	ended 30th September 2017	2017	2016	2015	2014	2013
<b>Annexure XXV</b>						
<b>Restated Consolidated Statement of Revenue from Operations</b>						
Sale of products	12,111.78	22,242.73	18,482.82	19,442.97	17,564.62	16,490.83
Less: Excise duty	286.08	867.04	696.09	825.09	710.50	794.10
Sale of products (Net)	11,825.70	21,375.69	17,786.73	18,617.88	16,854.12	15,696.73
<b>Other Operating Revenues</b>						
Export incentives	93.01	226.83	223.02	106.98	102.56	96.79
Scrap Sale	6.04	10.91	9.36	14.50	16.26	13.84
<b>Revenue from Operations</b>	<b>11,924.75</b>	<b>21,613.43</b>	<b>18,019.11</b>	<b>18,739.36</b>	<b>16,972.94</b>	<b>15,807.36</b>

Particulars	For the half year ended 30th September 2017		For the year ended 31st March			
	2017	2016	2015	2014	2013	
<b>Annexure XXVI</b>						
<b>Restated Consolidated Statement of Other Income</b>						
<b>Interest Income on:</b>						
-Term deposits	-	0.44	3.72	5.10	2.56	1.62
-Others	15.82	3.19	13.27	5.96	9.37	3.38
Dividend on non-current investments	0.03	0.04	0.07	0.03	0.10	0.09
Liabilities no longer required written back	-	18.06	-	-	8.95	4.70
Foreign exchange differences (Net)	27.35	18.46	21.74	-	14.97	2.20
Profit on sale of fixed assets (Net)	-	-	-	0.20	-	-
Commission received	2.52	37.11	10.14	5.91	-	-
Miscellaneous income	2.30	26.27	19.50	3.70	6.89	3.33
<b>TOTAL</b>	<b>48.02</b>	<b>103.57</b>	<b>68.44</b>	<b>20.90</b>	<b>42.84</b>	<b>15.32</b>
<b>Annexure XXVII</b>						
<b>Restated Consolidated Statement of Cost of Materials Consumed</b>						
Raw materials	7,685.23	14,504.11	10,503.88	11,871.07	10,756.32	10,504.63
Packing materials	291.35	649.64	633.03	650.53	623.23	532.81
Translation difference	0.38	(8.87)	16.74	11.38	18.74	11.29
<b>TOTAL</b>	<b>7,976.96</b>	<b>15,144.88</b>	<b>11,153.65</b>	<b>12,532.98</b>	<b>11,398.29</b>	<b>11,048.73</b>
<b>Annexure XXVIII</b>						
<b>Restated Consolidated Statement of Purchase of Stock-in trade</b>						
Surfactants & specialty chemicals	334.13	532.05	676.98	734.47	723.15	398.81
Translation difference	2.45	(6.56)	25.77	16.53	19.24	14.04
<b>TOTAL</b>	<b>336.58</b>	<b>525.49</b>	<b>702.75</b>	<b>751.00</b>	<b>742.39</b>	<b>412.85</b>
<b>Annexure XXIX</b>						
<b>Restated Consolidated Statement of Changes in Inventories of Finished goods, Work-in-progress and Stock-in-trade :</b>						
<b>Inventories at the beginning of the year</b>						
Finished goods	809.56	592.90	680.78	782.26	478.65	598.71
Work-in-progress	684.52	406.09	495.09	426.58	402.60	525.05
Stock-in-trade	290.30	367.69	334.74	251.60	186.91	219.48
	<b>1,784.38</b>	<b>1,366.68</b>	<b>1,510.61</b>	<b>1,460.44</b>	<b>1,068.16</b>	<b>1,343.24</b>
<b>Inventories at the end of the year</b>						
Finished goods	691.17	809.56	592.90	680.78	782.26	478.65
Work-in-progress	472.18	684.52	406.09	495.09	426.58	402.60
Stock-in-trade	303.33	290.30	367.69	334.74	251.60	186.91
	<b>1,466.68</b>	<b>1,784.38</b>	<b>1,366.68</b>	<b>1,510.61</b>	<b>1,460.44</b>	<b>1,068.16</b>
<b>(Increase)/Decrease in Inventories</b>	<b>317.70</b>	<b>(417.70)</b>	<b>143.93</b>	<b>(50.17)</b>	<b>(392.28)</b>	<b>275.08</b>
<b>Annexure XXX</b>						
<b>Restated Consolidated Statement of Employee Benefits Expense</b>						
Salaries, wages and allowances	637.39	1,210.69	1,235.13	1,080.02	905.57	752.58
Contribution to provident and other funds	58.72	107.85	92.42	101.36	56.28	67.70
Workmen and staff welfare expenses	55.31	117.02	118.62	102.68	79.95	73.25
<b>TOTAL</b>	<b>751.42</b>	<b>1,435.56</b>	<b>1,446.17</b>	<b>1,284.06</b>	<b>1,041.80</b>	<b>893.53</b>

(Rs. in million)

Particulars	For the half year	For the year ended 31st March				
	ended 30th September 2017	2017	2016	2015	2014	2013
<b>Annexure XXXI</b>						
<b>Restated Consolidated Statement of Other Expenses</b>						
Consumption of stores and spare parts, consumables	41.58	93.63	81.32	86.37	45.26	44.97
Power & fuel	208.79	360.21	343.51	367.96	387.74	426.08
Water charges	4.34	8.95	8.18	11.36	11.68	13.62
Repairs and maintenance:						
- Plant and machinery	30.94	52.35	80.26	63.43	57.24	53.69
- Building	4.28	8.23	9.72	29.54	13.18	13.80
- Others	17.93	24.20	24.50	22.51	14.34	6.09
Rent (including storage charges)	32.48	69.52	67.53	65.83	60.78	67.23
Insurance	36.71	72.51	68.23	68.23	64.06	52.66
Rates and taxes	36.88	64.34	83.86	68.42	38.81	49.41
Travelling and conveyance	70.05	168.51	176.01	149.12	114.60	118.81
Freight and forwarding	396.11	730.75	793.00	836.11	759.81	749.22
Legal & professional fees	75.39	150.84	147.70	124.62	120.70	101.54
Discount and commission on sales	11.06	37.65	29.31	35.25	20.21	20.30
CSR expenditure (Refer Annexure XXXIII)	6.26	23.26	17.47	11.55	-	-
Donations	0.02	0.07	0.04	0.07	3.42	0.72
Directors' sitting fees	1.16	4.14	2.90	2.95	0.64	0.64
Prov for Doubtful Debts	0.07	10.24	-	-	-	-
Prov for Doubtful Advances	-	4.42	0.90	-	-	-
Bad debts written off	-	0.09	-	0.05	0.11	2.19
Commission to non-executive directors	2.50	8.05	3.75	3.25	2.60	-
Loss on sale/ discard of fixed assets (Net)	1.21	0.31	4.71	-	0.11	1.94
REACH registration expenses (Net)	2.16	1.30	4.80	41.05	24.52	1.01
Bank charges	14.19	31.66	29.66	23.11	23.72	24.63
Printing & stationery, postage	13.01	28.85	29.74	27.20	24.61	26.92
Foreign exchange differences (Net)	-	14.52	-	33.09	11.75	-
Royalty	0.68	1.40	1.25	0.45	-	-
Miscellaneous expenses	130.98	278.29	236.79	253.32	227.66	204.60
<b>TOTAL</b>	<b>1,138.78</b>	<b>2,248.29</b>	<b>2,245.14</b>	<b>2,324.84</b>	<b>2,027.55</b>	<b>1,980.07</b>
<b>Annexure XXXII</b>						
<b>Restated Consolidated Statement of Finance Costs</b>						
Interest expense	145.37	208.95	243.03	282.53	340.16	507.36
Others	2.49	45.21	65.74	61.36	74.87	17.22
<b>TOTAL</b>	<b>147.86</b>	<b>254.16</b>	<b>308.77</b>	<b>343.89</b>	<b>415.03</b>	<b>524.58</b>

**Annexure XXXIII - Restated Consolidated Statement of Contingent Liabilities**

The Company has the following Contingent Liabilities for which no provision has been made in the books of accounts

(Rs. in million)

Sr.No	Particulars	As at 30th		As at 31st March		2014	2013
		September 2017	2017	2016	2015		
a	Claims against the Company not acknowledged as debts						
	- Excise duty & Service tax	75.26	72.70	54.37	39.70	25.88	2.23
	- Income tax	0.79	37.41	20.04	27.18	63.12	61.53
	- Sales tax	26.66	13.30	12.40	12.44	5.14	-
	- Custom duty	83.52	81.87	3.77	4.14	-	-
	- Cess on electricity	-	-	9.50	9.32	9.13	-
	Customer Claim : No provision has been made in respect of claim of Euro 0.80 Mn made by one of the overseas customers on account of quality issues in respect of third party trading material supplied by the Company. The Company has made a provision of USD 0.14 Mn in respect of the amount due from the said customer in respect of subsequent supplies to the said overseas customer	61.71	55.43	-	-	-	-
b	Manufacturing contract stipulating a minimum specific production volume commitment by September 30, 2017 with one year grace period- Pending commitments	-	19.67	21.06	-	-	-
c							
	<b>Total</b>	<b>247.94</b>	<b>280.38</b>	<b>121.14</b>	<b>92.78</b>	<b>103.27</b>	<b>63.76</b>

In respect of (a) &amp; (b) above, it is not practicable for the Company to estimate the closure of these issues and the consequential timings of cash flows, if any

**Annexure XXXIV - Restated Consolidated Statement of Estimated amount of Contracts remaining to be executed on capital account (Net of Advances)**

(Rs. in million)

Particulars	As at 30th September			As at 31st March		
	2017	2017	2016	2015	2014	2013
Contracts remaining to be executed on Capital Account (Net of Advances)	89.17	29.24	98.01	121.40	22.05	6.90

**Annexure XXXV - Restated Consolidated Statement of Earnings Per Share**

(Rs. in million)

Particulars	For the half year ended 30th September		For the Year Ended 31st March			
	2017	2017	2016	2015	2014	2013
Net profit after tax	751.64	1,463.06	1,027.18	674.56	759.97	2.78
Weighted average number of equity shares outstanding during the year/period	35454752	35454752	35454752	35454752	35454752	35454752
Nominal value of equity shares (Rs.)	10.0	10.0	10.0	10.0	10.0	10.0
Earnings per Share basic and diluted (Rs.)	21.20	41.27	28.97	19.03	21.43	0.08

**Annexure XXXVI- Restated Consolidated Statement of Segment Reporting**

a. Primary segment : Business segment

The Company is engaged in the manufacture of specialty chemicals which is considered as the only business segment.

b. Secondary segment : Geographical segment

(Rs. in million)

Segment Revenues	For the half year ended 30th September 2017	For the Year Ended 31st March				
		2017	2016	2015	2014	2013
A. Revenues within India	4,380.79	7,826.08	6,244.98	7,460.42	6,435.19	6,401.32
B. Revenues outside India	7,730.99	14,416.65	12,237.84	11,982.55	11,129.43	10,089.51
<b>Gross sale of products</b>	<b>12,111.78</b>	<b>22,242.73</b>	<b>18,482.82</b>	<b>19,442.97</b>	<b>17,564.62</b>	<b>16,490.83</b>

**GALAXY SURFACTANTS LIMITED**

**Annexure XXXVII- Restated Consolidated Statement of Related Party Transactions**

**A] Key Management Personnel - Whole time directors**

For the half year ended		For the Year Ended 31st March			
30th September 2017	2017	2016	2015	2014	2013
Mr. U. Shekhar	Mr. U. Shekhar Mr. G. Ramakrishnan (till 6th Sept 2016)	Mr. U. Shekhar	Mr. U. Shekhar	Mr. U. Shekhar	Mr. U. Shekhar
Mr. V. Kulkarni	Mr. R. Venkateswar Mr. V. Kulkarni ( w.e.f. 1st Oct 2016)	Mr. G. Ramakrishnan Mr. S. R. Shabhag (till 22nd May 2015)	Mr. G. Ramakrishnan	Mr. G. Ramakrishnan	Mr. G. Ramakrishnan
Mr. K. Natarajan	Mr. V. Kulkarni ( w.e.f. 1st Apr 2017)	Mr. U. K. Kamat (till 31st March 2016)	Mr. S. R. Shabhag	Mr. S. R. Shabhag	Mr. S. R. Shabhag
Mr. G. Kamath	Mr. K. Natarajan ( w.e.f. 1st Oct 2016)	Mr. R. Venkateswar	Mr. U. K. Kamat	Mr. U. K. Kamat	Mr. U. K. Kamat
Mr. N. Koshti	Mr. R. Venkateswar ( w.e.f. 1st May 2017)	-	Mr. R. Venkateswar (w.e.f 28th Apr 2014)	-	-
Mr. R. Venkateswar	-	-	-	-	-
(till 9th June 2017)					

**B] Relatives of Key Management Personnel [where Key Management Personnel is able to exercise significant influence]**

For the half year ended		For the Year Ended 31st March			
30th September 2017	2017	2016	2015	2014	2013
Mrs. Lakshmi Shekhar	Mrs. Lakshmi Shekhar	Mrs. Lakshmi Shekhar	Mrs. Lakshmi Shekhar	Mrs. Lakshmi Shekhar	Mrs. Lakshmi Shekhar
Mr. Karthik Shekhar	Mr. Karthik Shekhar	Mr. Karthik Shekhar	Mr. Karthik Shekhar	Mr. Karthik Shekhar	Mr. Karthik Shekhar
Ms. Nandini Shekhar	Ms. Nandini Shekhar	Ms. Nandini Shekhar	Ms. Nandini Shekhar	Ms. Nandini Shekhar	Ms. Nandini Shekhar
Mrs. Parvathy Natarajan	Mrs. Jayashree Ramakrishnan	Mrs. Jayashree Ramakrishnan	Mrs. Jayashree Ramakrishnan	Mrs. Jayashree Ramakrishnan	Mrs. Jayashree Ramakrishnan
Ms. Pavithra Natarajan	Mr. Amit Ramakrishnan	Mr. Amit Ramakrishnan	Mr. Amit Ramakrishnan	Mr. Amit Ramakrishnan Mr. Akaash	Mr. Amit Ramakrishnan Mr. Akaash
Ms. Namrata Natarajan	Mr. Akaash Ramakrishnan	Mr. Akaash Ramakrishnan	Mr. Akaash Ramakrishnan	Mr. Akaash Ramakrishnan	Mr. Akaash Ramakrishnan
Mrs. Bhagyashree Kulkarni	Mrs. Geetha Venkateswar Mrs. Priyanka	Mrs. Vandana Shanbhag	Mrs. Vandana Shanbhag	Mrs. Vandana Shanbhag	Mrs. Vandana Shanbhag
Mr. Shaunak Kulkarni	Venkateswar	Mrs. Sneha Salil Save	Mrs. Sneha Salil Save	Mrs. Sneha Salil Save	Mrs. Sneha Salil Save
Mrs. Neeta Koshti	Ms. Sneha Venkateswar	Mr. Pranav Shanbhag	Mr. Pranav Shanbhag	Mr. Pranav Shanbhag	Mr. Pranav Shanbhag
Ms. Renuka Koshti	Mrs. Parvathy Natarajan	Mrs. Dhanvanti Kamat	Mrs. Dhanvanti Kamat	Mrs. Dhanvanti Kamat	Mrs. Dhanvanti Kamat
Mrs. Geetha Venkateswar	Ms. Pavithra Natarajan	Mr. Paresh Kamat	Mr. Paresh Kamat	Mr. Paresh Kamat	Mr. Paresh Kamat
Mrs. Priyanka Venkateswar	Ms. Namrata Natarajan	Ms. Mallika Kamat	Ms. Mallika Kamat	Ms. Mallika Kamat	Ms. Mallika Kamat
Ms. Sneha Venkateswar	Mrs. Bhagyashree Kulkarni	Mrs. Geetha Venkateswar	Mrs. Geetha Venkateswar	-	-
-	Mr. Shaunak Kulkarni	Mrs. Priyanka Venkateswar	Mrs. Priyanka Venkateswar	-	-
-	-	Ms. Sneha Venkateswar	Ms. Sneha Venkateswar	-	-

**C] Entities over which Key Management Personnel are able to exercise significant influence:**

For the half year ended		For the Year Ended 31st March			
30th September 2017	2017	2016	2015	2014	2013
Galaxy Emulsifiers Private Limited	Galaxy Emulsifiers Private Limited	Galaxy Emulsifiers Private Limited	Galaxy Emulsifiers Private Limited	Galaxy Emulsifiers Private Limited	Galaxy Emulsifiers Private Limited
Galaxy Finsec Private Limited	Galaxy Finsec Private Limited	Galaxy Finsec Private Limited	Galaxy Finsec Private Limited	Galaxy Finsec Private Limited	Galaxy Finsec Private Limited
Osmania Traders Private Limited	Osmania Traders Private Limited	Osmania Traders Private Limited	Osmania Traders Private Limited	Osmania Traders Private Limited	Osmania Traders Private Limited
Galaxy Chemicals [Partnership Firm]	Galaxy Chemicals [Partnership Firm]	Galaxy Chemicals [Partnership Firm]	Galaxy Chemicals [Partnership Firm]	Galaxy Chemicals [Partnership Firm]	Galaxy Chemicals [Partnership Firm]
Galaxy Estates & Holdings [Partnership Firm]	Galaxy Estates & Holdings [Partnership Firm]	Galaxy Estates & Holdings [Partnership Firm]	Galaxy Estates & Holdings [Partnership Firm]	Galaxy Estates & Holdings [Partnership Firm]	Galaxy Estates & Holdings [Partnership Firm]
Galaxy Investments [Partnership Firm]	Galaxy Investments [Partnership Firm]	Galaxy Investments [Partnership Firm]	Galaxy Investments [Partnership Firm]	Galaxy Investments [Partnership Firm]	Galaxy Investments [Partnership Firm]
Shubh Estates & Properties [Partnership Firm]	Shubh Estates & Properties [Partnership Firm]	Shubh Estates & Properties [Partnership Firm]	Shubh Estates & Properties [Partnership Firm]	Shubh Estates & Properties [Partnership Firm]	Shubh Estates & Properties [Partnership Firm]
Galaxy Surfactants Limited-Employees' Welfare trust	Galaxy Surfactants Limited-Employees' Welfare trust	Galaxy Surfactants Limited-Employees' Welfare trust	Galaxy Surfactants Limited-Employees' Welfare trust	Galaxy Surfactants Limited-Employees' Welfare trust	Galaxy Surfactants Limited-Employees' Welfare trust



## D] Transactions with Related Parties during the year

(Rs. in million)

S. No.	Particulars	Relationship	For the half year ended 30th September 2017		For the Year Ended 31st March				
			2017	2016	2015	2014	2013		
1]	<b>Expenditure:</b>								
a	<b>Managerial Remuneration:</b>								
	U. Shekhar		10.84	20.77	19.49	10.48	14.04	8.67	
	G. Ramakrishnan		-	13.28	19.48	11.24	14.15	8.60	
	S. R. Shanbhag		-	-	4.50	10.27	14.02	8.55	
	U. K. Kamat	Key Management Personnel	-	-	17.80	10.23	14.02	8.96	
	R. Venkateswar		3.76	20.87	19.48	9.36	-	-	
	K Natarajan		10.98	10.35	-	-	-	-	
	G. Kamath		10.92	-	-	-	-	-	
b	<b>Interest on Fixed Deposits:</b>								
	Galaxy Chemicals	Entities where Key Management Personnel can exercise significant influence	-	-	0.98	2.70	2.41	1.38	
	U. Shekhar	Key Management Personnel	-	-	1.72	5.49	6.34	6.01	
	Karthik Shekhar		-	-	0.13	0.58	0.92	1.05	
	Nandini Shekhar		-	0.03	0.25	0.54	0.71	0.98	
	Jayashree Ramakrishnan		-	0.04	0.22	0.83	0.87	0.72	
	Lakshmy Shekhar	Relatives of Key Management Personnel	-	0.06	0.20	0.20	0.13	-	
	Pranav Shashikant Shanbhag		-	-	-	-	0.45	0.23	
	Shanbhag Vandana Shashikant		-	-	-	-	0.11	0.09	
	Sneha Shashikant Shanbhag		-	-	-	-	0.31	0.33	
c	<b>Dividend / Interim Dividend:</b>								
	Galaxy Chemicals		27.51	36.68	82.51	36.55	9.14	22.82	
	Galaxy Emulsifiers Pvt. Ltd.	Entities where Key Management Personnel can exercise significant influence	1.63	2.17	4.89	2.17	0.54	1.36	
	Galaxy Surfactants Limited - Employees' Welfare Trust		0.86	1.14	2.57	1.14	0.29	0.71	
	U. Shekhar		12.68	16.93	38.12	16.48	4.11	10.28	
	S. R. Shanbhag		-	-	36.90	16.27	4.07	10.15	
	G. Ramakrishnan	Key Management Personnel	-	9.45	21.11	9.32	2.33	5.83	
	U. K. Kamat		-	-	0.95	0.41	0.10	0.26	
	K Natarajan		0.15	0.20	-	-	-	-	
	Jayashree Ramakrishnan		0.09	7.17	16.59	7.17	1.79	4.48	
	Lakshmy Shekhar	Relatives of Key Management Personnel	-	0.03	0.08	0.03	0.01	0.02	
	Karthik Shekhar		-	0.46	1.04	0.46	0.12	0.29	
	Vandana Shanbhag		-	-	0.99	0.44	0.11	0.28	
	Dhanvanti Uday Kamat		-	-	0.04	0.02	-	-	
2]	<b>Unsecured Loans:</b>								
a	<b>Fixed Deposit Received:</b>								
	Galaxy Chemicals	Entities where Key Management Personnel can exercise significant influence	-	-	-	-	-	19.00	
	U. Shekhar	Key Management Personnel	-	-	-	-	-	16.50	
	Karthik Shekhar		-	-	-	-	-	1.43	
	Nandini Shekhar		-	-	-	-	1.40	0.50	
	Jayashree Ramakrishnan	Relatives of Key Management Personnel	-	-	-	-	6.10	8.50	
	Shanbhag Vandana Shashikant		-	-	-	-	0.60	0.30	
	Lakshmy Shekhar		-	-	-	-	1.57	-	
	Pranav Shashikant Shanbhag		-	-	-	-	-	0.90	
b	<b>Fixed Deposit Repaid:</b>								
	Galaxy Surfactants Limited - Employees' Welfare Trust	Entities where Key Management Personnel can exercise significant influence	-	-	-	-	-	-	
	Galaxy Chemicals		-	-	19.00	-	-	-	
	U. Shekhar	Key Management Personnel	-	-	33.00	8.00	10.00	-	
	G. Ramakrishnan		-	-	-	0.10	-	-	
	Karthik Shekhar		-	-	2.52	3.98	0.30	-	
	Nandini Shekhar		-	1.40	1.77	2.23	1.03	-	
	Jayashree Ramakrishnan	Relatives of Key Management Personnel	-	0.70	5.85	1.10	8.80	-	
	Lakshmi Shekhar		-	1.57	-	-	-	-	
	Pranav Shashikant Shanbhag		-	-	-	3.60	-	0.05	
	Shanbhag Vandana Shashikant		-	0.60	0.30	-	0.60	-	
	Sneha Shashikant Shanbhag		-	-	-	-	3.00	0.05	
c	<b>Interest accrued but not due on Fixed Deposits:</b>								
	Galaxy Chemicals	Entities where Key Management Personnel can exercise significant influence	-	-	-	5.84	3.41	1.38	
	U. Shekhar	Key Management Personnel	-	-	-	10.12	8.05	6.01	
	Karthik Shekhar		-	-	-	0.78	1.68	-	
	Nandini Shekhar	Relatives of Key Management Personnel	-	-	0.48	0.86	1.17	-	
	Lakshmi Shekhar		-	-	0.52	0.31	0.13	-	
	Vandana Shashikant Shanbhag		-	-	-	0.10	-	-	
	Pranav Shashikant Shanbhag		-	-	-	-	0.67	2.28	

E] **Related Parties' Balances**

(Rs. in million)

S. No.	Particulars	Relationship	For the half year	For the Year Ended 31st March					
			ended 30th September 2017	2017	2016	2015	2014	2013	
a	<b>Unsecured Loans: (Fixed Deposit)</b>								
	Galaxy Chemicals	Entities where Key Management Personnel can exercise significant influence	-	-	-	19.00	19.00	19.00	
	U. Shekhar	Key Management Personnel	-	-	-	33.00	41.00	51.00	
	G. Ramakrishnan		-	-	-	-	0.10	0.10	
	Karthik Shekhar	Relatives of Key Management Personnel	-	-	-	2.52	6.50	6.80	
	Nandini Shekhar		-	-	1.40	3.17	5.40	5.03	
	Jayashree Ramakrishnan *		-	-	0.70	6.55	7.25	9.95	
	Lakshmy Shekhar		-	-	1.57	1.57	1.57	-	
	Pranav Shanbhag		-	-	-	-	3.60	3.60	
	Vandana Shashikant Shanbhag		-	-	0.60	0.90	0.90	0.90	
	Sneha Shashikant Shanbhag		-	-	-	-	-	3.00	
b	<b>Loans and Advances:</b>								
	Galaxy Surfactants Ltd - Employees' Welfare Trust	Entities where Key Management Personnel can exercise significant influence	11.65	11.65	11.65	14.15	14.15	15.80	

\* As on 31st March 2015, includes Rs. 0.40 Mn as transmission of fixed deposit to legal heir.

**Annexure XXXVIII-Restated Consolidated Statement of Rates and Amount of Dividend Declared**

(Rs. in million)

Particulars	For the Year Ended 31st March									
	2017		2016		2015		2014		2013	
Share Capital		354.55		354.55		354.55		354.55		354.55
Dividend Declared:	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount
Interim Dividend	30%	106.36	50%	177.27	0%	-	0%	-	0%	-
Final Dividend	30%	106.36	10%	35.45	40%	141.82	40%	141.82	10%	35.45
<b>Total</b>	60%	212.72	60%	212.72	40%	141.82	40%	141.82	10%	35.45
Dividend Distribution Tax		43.31		43.31		28.87		24.10		6.03

**Annexure XXXIX - Restated Consolidated Statement of Employee Benefits**

**a) Defined Contribution Plan:**

The Company makes contributions towards Provident Fund and Employee's State Insurance Corporation (ESIC) for qualifying employees. The Company has recognised Company's contribution to Provident Fund and ESIC contribution, as an expense and includes in Employee Benefit Expenses in the Statement of Profit and Loss

(Rs. in million)

Particulars	For the half year ended 30th September 2017		For the Year Ended 31st March			
	2017	2016	2015	2014	2013	
Employer's Contribution	18.50	34.75	31.83	29.82	25.19	24.75

**b) Defined Benefit Plan:**

**Gratuity Plan**

Gratuity is payable to all eligible employees of the Company on separation from the service, in terms of the provisions of the "Gratuity Act, 1972" and employment contracts entered into by the Company. Under the gratuity plan, every employee who has completed at least 5 years of service gets a gratuity at 15 days of last drawn salary for each completed year of service. The Company makes an annual contribution to the group gratuity scheme administered by the Life Insurance Corporation of India through its gratuity trust fund.

**Leave Plan**

Under the leave benefit plan, employees are entitled to 30 days of leave for every completed year of service, which they can avail during their service period. The plan is not funded by the Company. Eligible employees can carry forward and encash leave on separation from the service as per the Company's rules.

The following table summarize the funded status and amounts recognised in the Balance Sheet and the components of net benefit/ expense recognised in the Statement of Profit and Loss for the respective plans.

**i. Changes in the Obligation- Gratuity**

(Rs. in million)

Particulars	For the half year ended 30th September 2017		For the Year Ended 31st March			
	2017	2016	2015	2014	2013	
Present value of the obligation as at beginning of the year	150.07	130.14	118.04	80.00	85.51	68.70
Interest cost	4.95	8.55	7.41	5.82	6.69	5.70
Past Service Cost	-	-	-	-	-	-
Current service cost	6.02	9.61	7.09	3.86	3.53	5.79
Curtailement cost / (credit)	-	-	-	-	-	-
Settlement cost / (credit)	-	-	-	-	-	-
Benefits paid	(12.27)	(23.91)	(14.81)	(2.16)	(3.88)	(1.06)
Actuarial (gain) / loss on obligations	23.83	25.68	12.41	30.52	(11.85)	6.38
Present value of the obligation as at end of the year	172.60	150.07	130.14	118.04	80.00	85.51

**ii. Fair value of Plan Assets- Gratuity**

(Rs. in million)

Particulars	For the half year ended 30th September 2017		For the Year Ended 31st March			
	2017	2016	2015	2014	2013	
Present value of plan assets as at beginning of the year	92.82	76.85	63.55	57.92	54.17	41.33
Expected return on plan assets	3.08	4.76	3.74	4.04	4.83	4.22
Actuarial gain / (loss) on plan assets	0.20	1.68	1.58	1.21	(0.16)	-
Contributions	-	13.77	9.83	2.54	2.96	9.68
Benefits paid	(4.81)	(4.24)	(1.85)	(2.16)	(3.88)	(1.06)
Fair value of plan assets as at end of the year	91.29	92.82	76.85	63.55	57.92	54.17
<b>Return on Plan Assets:</b>	-	-	-	-	-	-
Expected return on plan assets	3.08	4.76	3.74	4.04	4.83	4.22
Actuarial gain/(loss) on plan assets	0.20	1.68	1.58	1.21	(0.16)	-
Actual return on plan assets	3.28	6.44	5.32	5.25	4.67	4.22
<b>The actual return on Plan Assets:</b>	-	-	-	-	-	-
Actual returns on plan assets administered by LIC of India	3.28	6.44	5.32	5.25	4.67	4.22

**iii. Amount recognised in the Balance sheet- Gratuity**

(Rs. in million)

Particulars	For the half year ended 30th September 2017		For the Year Ended 31st March			
	2017	2016	2015	2014	2013	
Present value of funded obligation as at end of the year	172.60	135.66	106.06	86.93	59.87	61.28
Fair value of plan assets as at end of the year	91.29	92.82	76.85	63.55	57.92	54.17
Present value of unfunded obligation as at end of the year	-	14.41	24.09	31.11	20.13	24.22
Net liability recognized in the balance sheet	81.31	57.25	53.29	54.49	22.08	31.34

**iv. Percentage of Each category of Plan Assets to fair value of Plan Assets- Gratuity**

Particulars	For the half year ended 30th September 2017		For the Year Ended 31st March			
	2017	2017	2016	2015	2014	2013
Insurer managed funds	100%	100%	100%	100%	100%	100%

**v. Expenses Recognized in the Statement of Profit and Loss- Gratuity**

(Rs. in million)

Particulars	For the half year ended 30th September 2017		For the Year Ended 31st March			
	2017	2017	2016	2015	2014	2013
Current service cost	6.02	9.60	7.09	3.86	3.54	5.79
Interest cost	4.95	8.55	7.41	5.82	6.69	5.70
Expected return on plan assets	(3.08)	(4.76)	(3.74)	(4.04)	(4.83)	(4.22)
Net actuarial (gain) / loss to be recognized	23.63	24.00	10.84	29.31	(11.68)	6.38
Expenses recognized in the statement of profit and loss	31.52	37.39	21.60	34.95	(6.28)	13.65

**vi. Principal actuarial assumptions- Gratuity**

Particulars	For the half year ended 30th September 2017		For the Year Ended 31st March			
	2017	2017	2016	2015	2014	2013
Discount rate	7.00%	7.25%	7.80%	7.80%	9.10%	8.00%
Expected rate of return on plan assets	7.00%	7.25%	7.80%	8.50%	9.00%	9.25%
Attrition rate	5% at younger ages reducing to 1% at lower ages					
Average salary escalation rate	7.00%	7.00%	7.00%	7.00%	5.00%	5.00%
Mortality table used	Indian Assured Lives Mortality (2006-08) Ultimate					: LIC (1994-96) published table of mortality rates.

The actuarial calculations used to estimate defined benefit obligations and expenses are based on above assumptions, which if changed, would affect the defined benefit obligation's size, funding requirements and expense.

Estimates of future salary increases, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

**vii. Experience Adjustments- Gratuity**

(Rs. in million)

Particulars	For the half year ended 30th September 2017		For the Year Ended 31st March			
	2017	2017	2016	2015	2014	2013
<b>Gratuity</b>						
Defined benefit obligation	172.60	150.07	130.14	118.04	80.00	85.51
Fair value of plan assets	91.29	92.82	76.85	63.55	57.92	54.17
Surplus / (deficit)	(81.31)	(57.25)	(53.29)	(54.49)	(22.08)	(31.34)
Actuarial adjustments on plan liabilities	20.11	25.68	12.41	30.52	(11.85)	6.38
Actuarial adjustments on plan assets	(0.19)	1.68	1.57	1.21	(0.16)	-

**i. Changes in the Obligation- Leave**

(Rs. in million)

Particulars	For the half year ended		For the Year Ended 31st March			
	30th September 2017	2017	2016	2015	2014	2013
Present value of the obligation as at beginning of the year	51.97	47.58	45.12	31.34	32.11	34.34
Interest cost	1.72	3.17	2.92	2.85	2.48	2.81
Past Service Cost	-	-	-	-	-	-
Current service cost	3.05	5.53	4.85	1.74	1.59	1.69
Curtailement cost / (credit)	-	-	-	-	-	-
Settlement cost / (credit)	-	-	-	-	-	-
Benefits paid	(3.14)	(10.77)	(3.21)	(1.95)	(2.14)	(2.64)
Actuarial (gain) / loss on obligations	15.20	6.45	(2.10)	11.15	(2.71)	(4.08)
Present value of the obligation as at end of the year	68.79	51.97	47.58	45.12	31.34	32.11

**ii. Amount recognised in the Balance sheet- Leave**

(Rs. in million)

Particulars	For the half year ended		For the Year Ended 31st March			
	30th September 2017	2017	2016	2015	2014	2013
Present value of unfunded obligation as at end of the year	68.79	51.97	47.58	45.12	31.34	32.11
Net liability recognized in the balance sheet	68.79	51.97	47.58	45.12	31.34	32.11

**iii. Expenses Recognized in the Statement of Profit and Loss- Leave**

(Rs. in million)

Particulars	For the half year ended		For the Year Ended 31st March			
	30th September 2017	2017	2016	2015	2014	2013
Current service cost	3.05	5.53	4.85	1.74	1.59	1.69
Interest cost	1.72	3.17	2.92	2.85	2.48	2.81
Expected return on plan assets	-	-	-	-	-	-
Net actuarial (gain) / loss to be recognized	15.20	6.45	(2.10)	11.15	(2.71)	(4.08)
Expenses recognized in the statement of profit and loss	19.97	15.15	5.67	15.73	1.37	0.41

**iv. Principal actuarial assumptions- Leave**

Particulars	For the half year ended		For the Year Ended 31st March			
	30th September 2017	2017	2016	2015	2014	2013
Discount rate	7.00%	7.25%	7.80%	7.80%	9.10%	8.00%
Expected rate of return on plan assets	-	-	-	-	-	-
Attrition rate	5.00%	5.00%	5.00%	5.00%	5.00%	-
Average salary escalation rate	7.00%	7.00%	7.00%	7.00%	5.00%	5.00%
Mortality table used	Indian Assured Lives Mortality (2006-08) Ultimate					

The actuarial calculations used to estimate defined benefit obligations and expenses are based on above assumptions, which if changed, would affect the defined benefit obligation's size, funding requirements and expense.

Estimates of future salary increases, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

**v. Experience Adjustments- Leave**

(Rs. in million)

Particulars	For the half year ended		For the Year Ended 31st March			
	30th September 2017	2017	2016	2015	2014	2013
Defined benefit obligation	68.79	51.97	47.58	45.12	31.34	32.11

**Annexure XXXX- Restated Consolidated Statement of Operating Leases**

Assets taken on operating lease

The Company has entered into Operating Lease agreements towards use of godowns, offices and residential premises for its employees. Lease rental payments recognised in the Statement of Profit and Loss for the year are as under:

(Rs. in million)

Particulars	For the half year	For the Year Ended 31st March				
	ended 30th September 2017	2017	2016	2015	2014	2013
<b>Godowns, Offices and Residential premises for employees</b>	4.22	9.73	9.05	9.82	11.37	17.97

Tri-K Industries Inc. has entered into non-cancellable lease agreement for the use of a corporate office, manufacturing facility and storage. The following is the schedule of the future minimum lease payments under this non-cancellable operating lease:

Year ending 30th September:	Rs.
2018	34.69
2019	33.97
2020	29.48
2021	24.72
2022	6.18
<b>Total Minimum Lease Payments</b>	<b>129.04</b>

Rent expenses for the half year ended Sept 2017 is Rs. 16.80 Mn.

**GALAXY SURFACTANTS LIMITED**

**Annexure XXXI- Restated Consolidated Statement of Accounting Ratios**

Sr.no.	Particulars	For the half year ended 30th September 2017		For the Year Ended 31st March			
		2017	2016	2015	2014	2013	
	Net Profit attributable to equity shareholders (Rs. in million)	751.64	1,463.06	1,027.18	674.56	759.97	2.78
1	Earning per Equity share (Rs.)						
	- Basic	21.20	41.27	28.97	19.03	21.43	0.08
	-Diluted	21.20	41.27	28.97	19.03	21.43	0.08
	Net Worth (Rs. in million)	6,350.42	5,726.12	4,477.72	3,778.89	3,222.50	2,413.15
2	Return on Net Worth (%)	12.45%	28.68%	24.88%	19.27%	26.97%	0.12%
3	Net Asset value per share (Rs.)	179.11	161.51	126.29	106.58	90.89	68.06
4	Weighted Average no. of equity shares outstanding during the period for Basic EPS (nos)	35,454,752	35,454,752	35,454,752	35,454,752	35,454,752	35,454,752
5	Weighted Average no. of equity shares outstanding during the period for Diluted EPS (nos)	35,454,752	35,454,752	35,454,752	35,454,752	35,454,752	35,454,752
6	Total shares outstanding at the end of the year (nos)	35,454,752	35,454,752	35,454,752	35,454,752	35,454,752	35,454,752

a) Ratios have been computed as per the following formulas

(i) Basic earnings per share (Rs.)	=	$\frac{\text{Net Profit/(loss) after tax, as restated, attributable to equity shareholders}}{\text{Weighted average number of equity shares outstanding during the year}}$
(ii) Diluted earnings per share (Rs.)	=	$\frac{\text{Net Profit/(loss) after tax, as restated, attributable to equity shareholders}}{\text{Weighted average number of diluted equity shares outstanding during the year}}$
(iii) Return of net worth (%)	=	$\frac{\text{Net Profit/(loss) after tax, as restated, attributable to equity shareholders}}{\text{Average Net worth of opening \& closing}}$
(iv) Net asset value per equity share (Rs.)	=	$\frac{\text{Net worth at the end of the year}}{\text{Total number of equity shares outstanding at the end of year}}$



**GALAXY SURFACTANTS LIMITED****Annexure XXXXII : Restated Consolidated Statement of Capitalisation**

(Rs. in million)

Particulars	For the half year	For the Year Ended 31st March				
	ended 30th September 2017	2017	2016	2015	2014	2013
<b>Borrowings</b>						
Short Term Debt	2,119.47	2,041.37	1,423.53	2,331.42	1,417.26	1,521.84
Long Term Debt	1,014.40	1,294.05	1,957.96	1,410.74	2,041.25	2,215.14
Current Maturities of Long Term Debt	580.18	609.43	735.68	768.25	714.72	1,066.46
<b>Total Debt</b>	<b>3,714.05</b>	<b>3,944.85</b>	<b>4,117.17</b>	<b>4,510.41</b>	<b>4,173.23</b>	<b>4,803.44</b>
<b>Shareholders' Funds</b>						
Share Capital						
-Equity	354.55	354.55	354.55	354.55	354.55	354.55
Reserves & Surplus	5,995.87	5,371.57	4,123.17	3,424.34	2,867.95	2,058.60
<b>Total Equity</b>	<b>6,350.42</b>	<b>5,726.12</b>	<b>4,477.72</b>	<b>3,778.89</b>	<b>3,222.50</b>	<b>2,413.15</b>
<b>Debt / Equity ratio</b>	<b>0.58</b>	<b>0.69</b>	<b>0.92</b>	<b>1.19</b>	<b>1.30</b>	<b>1.99</b>
<b>Long term Debt / Equity ratio</b>	<b>0.25</b>	<b>0.33</b>	<b>0.60</b>	<b>0.58</b>	<b>0.86</b>	<b>1.36</b>

**Annexure XXXXIII- Restated Consolidated Statement of Details of CSR Expenditure**

The details of expenditure incurred on Corporate Social Responsibility (CSR) activities- are as below:

(Rs. in million)

Particulars	For the half year	For the Year Ended 31st March				
	ended 30th September 2017	2017	2016	2015	2014	2013
<b>I. Gross amount required to be spent by the Company during the year</b>	29.94	28.19	20.71	16.29	-	-
<b>II. Amount spent during the year on:</b>						
a. Construction/acquisition of any asset	-	-	-	-	-	-
b. On purpose other than above	6.26	23.26	17.47	11.55	-	-

Annexure XXXIV Additional disclosure

Name of the entity	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Net Assets, i.e., total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount (Rs. in million)	As % of consolidated profit or loss	Amount (Rs. in million)	As % of consolidated net assets	Amount (Rs. in million)	As % of consolidated profit or loss	Amount (Rs. in million)	As % of consolidated net assets	Amount (Rs. in million)	As % of consolidated profit or loss	Amount (Rs. in million)	As % of consolidated net assets	Amount (Rs. in million)	As % of consolidated profit or loss	Amount (Rs. in million)
Galaxy Surfactants Limited	95.58%	6,069.87	68.14%	512.20	99.29%	5,685.68	70.98%	1,038.44	107.60%	4,817.92	104.38%	1,072.22	109.28%	4,129.75	126.24%	851.59
Foreign Subsidiaries																
Galaxy Chemicals Inc	-0.07%	(4.64)	-0.02%	(0.18)	-0.08%	(4.43)	-0.03%	(0.37)	-0.09%	(4.16)	-0.03%	(0.31)	-0.10%	(3.62)	-0.05%	(0.36)
Galaxy holdings Mauritius	36.55%	2,321.02	4.46%	33.54	39.88%	2,283.54	1.22%	17.87	50.85%	2,277.08	2.02%	20.80	32.79%	1,238.99	-4.31%	(29.09)
Rainbow holdings GmbH	-2.09%	(132.46)	-0.68%	(5.08)	-1.89%	(108.03)	-0.78%	(11.44)	-2.48%	(111.20)	-1.03%	(10.56)	-2.19%	(82.61)	-1.72%	(11.58)
Galaxy chemicals Egypt	21.60%	1,371.44	16.39%	123.21	21.62%	1,238.01	18.69%	273.45	22.21%	994.47	-9.72%	(99.87)	10.81%	408.49	-21.67%	(146.18)
Tri-k Industries Inc.	12.31%	781.52	10.19%	76.62	12.21%	699.13	9.02%	131.95	13.04%	583.79	7.01%	72.02	12.75%	481.99	3.71%	25.05
Eliminations	-63.88%	(4,056.33)	1.52%	11.33	-71.03%	(4,067.78)	0.90%	13.16	-91.13%	(4,080.18)	-2.63%	(27.12)	-63.24%	(2,394.10)	-2.20%	(14.87)
<b>TOTAL</b>	<b>100.00%</b>	<b>6,350.42</b>	<b>100.00%</b>	<b>751.64</b>	<b>100.00%</b>	<b>5,726.12</b>	<b>100.00%</b>	<b>1,463.06</b>	<b>100.00%</b>	<b>4,477.72</b>	<b>100.00%</b>	<b>1,027.18</b>	<b>100.00%</b>	<b>3,778.89</b>	<b>100.00%</b>	<b>674.56</b>

## **INDEPENDENT AUDITOR'S REPORT ON RESTATED STANDALONE FINANCIAL INFORMATION**

**The Board of Directors  
Galaxy Surfactants Limited  
49, Pawne Village MIDC Road,  
T.T.C, Industrial Area,  
MIDC Industrial Area, Pawne,  
Navi Mumbai - 400710**

1. We have examined as appropriate (refer paragraphs 3 and 4 below), the attached Restated Standalone Financial Information of Galaxy Surfactants Limited (the "Company"), which comprise of the Restated Standalone Statement of Assets and Liabilities as at September 30, 2017, March 31, 2017, 2016, 2015, 2014 and 2013, the Restated Standalone Statements of Profit and Loss and the Restated Standalone Statement of Cash Flows for the Half year ended September 30, 2017 and for each of the years ended March 31, 2017, 2016, 2015, 2014 and 2013 respectively, and the of Significant Accounting Policies (collectively, the "Restated Standalone Financial Information") as approved by the Board of Directors of the Company at their meeting held on October 30, 2017 for the purpose of inclusion in the offer document prepared by the Company ("Offer Document") in connection with its proposed initial public offer for sale of equity shares of the Company by certain selling shareholders ("IPO") prepared in terms of the requirements of :
  - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act") read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules");
  - b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("ICDR Regulations"); and
  - c) The Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India as amended from time to time (the "Guidance Note").
2. The preparation of the Restated Standalone Financial Information is the responsibility of the management of the Company for the purpose set out in paragraph 10 below. The management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Standalone Financial Information. The management is also responsible for identifying and ensuring that the Company complies with the Act, the Rules, ICDR Regulations and the Guidance Note.

Our responsibility is to examine the Restated Standalone Financial Information and confirm whether such Restated Standalone Financial Information comply with the requirements of the Act, the Rules, ICDR Regulations and the Guidance Note.
3. We have examined such Restated Standalone Financial Statements taking into consideration:
  - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated September 12, 2017 in connection with the IPO;
  - b) The Guidance Note; and

- c) The Guidance Note on Reports or Certificates for Special Purposes (Revised 2016), which include the concepts of test checks and materiality. This Guidance Note requires us to obtain reasonable assurance based on verification of evidence supporting the Restated Standalone Financial Information. This Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
4. These Restated Standalone Financial Information have been compiled by the management from the audited standalone financial statements of the Company as at and for the six month period ended September 30, 2017 and as at and for the years ended March 31, 2017, 2016, 2015, 2014 and 2013 which have been approved by Board of directors at their meetings held on October 30, 2017, June 23, 2017, June 4, 2016, August 1, 2015, July 26, 2014 and June 29, 2013 respectively.

Audit for the financial years ended March 31, 2017, 2016, 2015, 2014 and 2013 was conducted by previous auditors, M/s P.D.Kunte & Co. and accordingly reliance has been placed on the financial information examined by them for the said years. The financial report included for these years, i.e. March 31 2017, 2016, 2015, 2014 and 2013 are based solely on the report submitted by them. M/s P.D.Kunte & Co. have also confirmed that the restated financial information relating to above mentioned years:

- a) have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods;
  - b) have been made after incorporating adjustments for the material amounts in the respective financial years to which they relate; and
  - c) do not contain any extra-ordinary items that need to be disclosed separately and do not contain any qualification requiring adjustments.
5. Based on our examination, we report that:
- a) The Restated Statement of Assets and Liabilities of the Company, including as at March 31, 2017, 2016, 2015, 2014 and 2013 examined and reported upon by M/s P.D.Kunte & Co., and who have submitted their report on which reliance has been placed by us, and as at September 30, 2017 examined by us, as set out in Annexure-I to this report are after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Annexure IV: Restated Statement of Standalone Adjustments to Audited Financial Statements.
  - b) The Restated Standalone Statement of Profit and Loss of the Company, including for the years ended March 31, 2017, 2016, 2015, 2014 and 2013 examined and reported upon by M/s P.D.Kunte & Co., and who have submitted their report on which reliance has been placed by us, and for the six month period ended September 30, 2017 examined by us, as set out in Annexure-II to this report are after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Annexure-IV: Restated Statement of Standalone Adjustments to Audited Financial Statements.
  - c) The Restated Standalone Statement of Cash Flows of the Company, including for the years ended March 31, 2017, 2016, 2015, 2014 and 2013 examined and reported upon by M/s P.D.Kunte & Co., and who have submitted their report on which reliance has been placed by us, and for the six month period ended September 30, 2017 examined by us, as set out in Annexure-III to this report are after making adjustments and regrouping/reclassifications as in our opinion

were appropriate and more fully described in Annexure-IV: Restated Statement of Standalone Adjustments to Audited Financial Statements.

- d) The Standalone Significant Accounting Policies and Notes to Accounts of the Company, including for the years ended March 31, 2017, 2016, 2015, 2014 and 2013 examined and reported upon by M/s P.D.Kunte & Co., who have submitted their report on which reliance has been placed by us, and for the six month period ended September 30, 2017 examined by us, as set out in Annexure-IV to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Annexure-IV: Restated Statement of Standalone Adjustments to Audited Financial Statements.
- e) Based on the above and according to the information and explanations given to us, and also as per the reliance placed on the reports submitted by the previous auditors, M/s P.D.Kunte & Co. for the respective years, we further report that the Restated Standalone Financial Information:
- i) have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods;
  - ii) have been made after incorporating adjustments for the material amounts in the respective financial years to which they relate; and
  - iii) do not contain any extra-ordinary items that need to be disclosed separately and do not contain any qualification requiring adjustments.
6. We have also examined the following Restated Standalone Financial Information of the Company set out in the following Annexures, proposed to be included in the Offer Document, prepared by the management and approved by the Board of Directors on October 30, 2017 for the six month period ended September 30, 2017 and for the years ended March 31, 2017, 2016, 2015, 2014 and 2013. In respect of the years ended March 31 2017, 2016, 2015, 2014 and 2013 these information have been included based upon the reports submitted by previous auditors, M/s P.D.Kunte & Co. and relied upon by us:
- (i) Annexure VI – Restated Standalone Statement of Share Capital
  - (ii) Annexure VII - Restated Standalone Statement of Reserves And Surplus
  - (iii) Annexure VIII - Restated Standalone Statement of Long-Term Borrowings
  - (iv) Annexure IX – Restated Standalone Statement of Deferred Tax Liabilities (Net)
  - (v) Annexure X - Restated Standalone Statement of Other Long Term Liabilities
  - (vi) Annexure XI - Restated Standalone Statement of Long Term Provisions
  - (vii) Annexure XII - Restated Standalone Statement of Short-Term Borrowings
  - (viii) Annexure XIII - Restated Standalone Statement of Trade Payables
  - (ix) Annexure XIV - Restated Standalone Statement of Other Current Liabilities
  - (x) Annexure XV - Restated Standalone Statement of Short Term Provisions
  - (xi) Annexure XVI - Restated Standalone Statement of Property Plant and Equipment and Intangible Assets
  - (xii) Annexure XVII - Restated Standalone Statement of Non-Current Investments
  - (xiii) Annexure XVIII - Restated Standalone Statement of Long term Loans and Advances
  - (xiv) Annexure XIX- Restated Standalone Statement of Other Non-Current Assets
  - (xv) Annexure XX - Restated Standalone Statement of Inventories
  - (xvi) Annexure XXI – Restated Standalone Statement of Trade Receivables
  - (xvii) Annexure XXII – Restated Standalone Statement of Cash and Bank Balances
  - (xviii) Annexure XXIII - Restated Standalone Statement of Short Term Loans and Advances

- (xix) Annexure XXIV- Restated Standalone Statement of Other Current Assets
- (xx) Annexure XXV - Restated Standalone Statement of Revenue From Operations
- (xxi) Annexure XXVI - Restated Standalone Statement of Other Income
- (xxii) Annexure XXVII - Restated Standalone Statement of Cost of Material Consumed
- (xxiii) Annexure XXVIII - Restated Standalone Statement of Purchase of Stock in Trade
- (xxiv) Annexure XXIX - Restated Standalone Statement of Changes in Inventories of Finished Goods, Work in Process, Stock in Trade
- (xxv) Annexure XXX - Restated Standalone Statement of Employee Benefits Expense
- (xxvi) Annexure XXXI - Restated Standalone Statement of Other Expenses
- (xxvii) Annexure XXXII - Restated Standalone Statement of Finance Cost
- (xxviii) Annexure XXXIII - Restated Standalone Statement of Contingent Liabilities
- (xxix) Annexure XXXIV - Restated Standalone Statement of Estimated Amount of Contracts remaining to be executed on Capital Account (Net of Advances)
- (xxx) Annexure XXXV - Restated Standalone Statement of Earning in Foreign Currencies
- (xxxi) Annexure XXXVI - Restated Standalone Statement of Earnings per Share
- (xxxii) Annexure XXXVII - Restated Standalone Statement of Derivative Instruments
- (xxxiii) Annexure XXXVIII - Restated Standalone Statement of Employee Benefits
- (xxxiv) Annexure XXXIX - Restated Standalone Statement of Segment Reporting
- (xxxv) Annexure XXXX - Restated Standalone Statement of Related Party Transactions
- (xxxvi) Annexure XXXXI - Restated Standalone Statement of Operating Leases
- (xxxvii) Annexure XXXXII - Restated Standalone Statement of CSR Expenditure
- (xxxviii) Annexure XXXXIII - Restated Standalone Statement of Specified Bank Note (SBN) Disclosure
- (xxxix) Annexure XXXXIV - Restated Standalone Statement of Tax Summary
- (xl) Annexure XXXXV - Restated Standalone Statement of Disclosure pursuant to Section 186 (4) of the Companies Act, 2013
- (xli) Annexure XXXXVI - Restated Standalone Statement of Accounting Ratios
- (xlii) Annexure XXXXVII - Restated Standalone Statement of Capitalisation
- (xliii) Annexure XXXXVIII - Restated Standalone Statement of Rates and amount of Dividend paid

According to the information and explanations given to us and also as per the reliance placed on the reports submitted by the previous auditors, M/s P.D.Kunte & Co., in our opinion, the Restated Standalone Financial Information and the above restated financial information contained in Annexures I to XXXXVIII accompanying this report read with Standalone Significant Accounting Policies disclosed in Annexure-V are prepared after making adjustments and regroupings/reclassifications as considered appropriate [Refer Annexure-IV] and have been prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, 2013 read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, ICDR Regulations and the Guidance Note.

7. M/s P.D.Kunte & Co has examined the following restated Standalone Financial Statements of the Company set out in the Annexures for the years ended March 31, 2017, 2016, 2015, 2014 and 2013 included in the offer document, prepared by the management and approved by the Board of Directors. These information have been included based upon the reports submitted by previous auditors M/s. P. D. Kunte & Co and relied upon by us:

- (i) Annexure VI – Restated Standalone Statement of Share Capital
- (ii) Annexure VII - Restated Standalone Statement of Reserves And Surplus
- (iii) Annexure VIII - Restated Standalone Statement of Long-Term Borrowings
- (iv) Annexure IX – Restated Standalone Statement of Deferred Tax Liabilities (Net)
- (v) Annexure X - Restated Standalone Statement of Other Long Term Liabilities

- (vi) Annexure XI - Restated Standalone Statement of Long Term Provisions
- (vii) Annexure XII - Restated Standalone Statement of Short-Term Borrowings
- (viii) Annexure XIII - Restated Standalone Statement of Trade Payables
- (ix) Annexure XIV - Restated Standalone Statement of Other Current Liabilities
- (x) Annexure XV - Restated Standalone Statement of Short Term Provisions
- (xi) Annexure XVI - Restated Standalone Statement of Property Plant and Equipment and Intangible Assets
- (xii) Annexure XVII - Restated Standalone Statement of Non-Current Investments
- (xiii) Annexure XVIII - Restated Standalone Statement of Long term Loans and Advances
- (xiv) Annexure XIX- Restated Standalone Statement of Other Non-Current Assets
- (xv) Annexure XX - Restated Standalone Statement of Inventories
- (xvi) Annexure XXI – Restated Standalone Statement of Trade Receivables
- (xvii) Annexure XXII – Restated Standalone Statement of Cash and Bank Balances
- (xviii) Annexure XXIII - Restated Standalone Statement of Short Term Loans and Advances
- (xix) Annexure XXIV- Restated Standalone Statement of Other Current Assets
- (xx) Annexure XXV - Restated Standalone Statement of Revenue From Operations
- (xxi) Annexure XXVI - Restated Standalone Statement of Other Income
- (xxii) Annexure XXVII - Restated Standalone Statement of Cost of Material Consumed
- (xxiii) Annexure XXVIII - Restated Standalone Statement of Purchase of Stock in Trade
- (xxiv) Annexure XXIX - Restated Standalone Statement of Changes in Inventories of Finished Goods, Work in Process, Stock in Trade
- (xxv) Annexure XXX - Restated Standalone Statement of Employee Benefits Expense
- (xxvi) Annexure XXXI - Restated Standalone Statement of Other Expenses
- (xxvii) Annexure XXXII - Restated Standalone Statement of Finance Cost
- (xxviii) Annexure XXXIII - Restated Standalone Statement of Contingent Liabilities
- (xxix) Annexure XXXIV - Restated Standalone Statement of Estimated Amount of Contracts remaining to be executed on Capital Account (Net of Advances)
- (xxx) Annexure XXXV - Restated Standalone Statement of Earning in Foreign Currencies
- (xxxi) Annexure XXXVI - Restated Standalone Statement of Earnings per Share
- (xxxii) Annexure XXXVII - Restated Standalone Statement of Derivative Instruments
- (xxxiii) Annexure XXXVIII - Restated Standalone Statement of Employee Benefits
- (xxxiv) Annexure XXXIX - Restated Standalone Statement of Segment Reporting
- (xxxv) Annexure XXXX - Restated Standalone Statement of Related Party Transactions
- (xxxvi) Annexure XXXXI - Restated Standalone Statement of Operating Leases
- (xxxvii) Annexure XXXXII - Restated Standalone Statement of CSR Expenditure
- (xxxviii) Annexure XXXXIII - Restated Standalone Statement of Specified Bank Note (SBN) Disclosure
- (xxxix) Annexure XXXXIV - Restated Standalone Statement of Tax Summary
- (xl) Annexure XXXXV - Restated Standalone Statement of Disclosure pursuant to Section 186 (4) of the Companies Act, 2013
- (xli) Annexure XXXXVI - Restated Standalone Statement of Accounting Ratios
- (xlii) Annexure XXXXVII - Restated Standalone Statement of Capitalisation
- (xliii) Annexure XXXXVIII - Restated Standalone Statement of Rates and amount of Dividend paid

According to the information and explanations given to us and also as per the reliance placed on the reports submitted by the previous auditors M/s P.D. Kunte & Co, in our opinion, the Restated Standalone Financial Statements for the years ended March 31, 2017, 2016, 2015, 2014 and 2013 read with Restated Standalone Significant Accounting Policies disclosed in Annexure V are prepared after making adjustments and regroupings / reclassification as considered appropriate (Refer Annexure VI) and have been prepared in accordance with the Act, Rules, ICDR Regulations and the Guidance Note.



8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
9. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, if any, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
11. Our report is intended solely for use of the management for inclusion in the Offer Document to be filed with Securities and Exchange Board of India, National Stock Exchange of India Limited and BSE Limited and Registrar of Companies, Mumbai, Maharashtra in connection with the proposed offer of equity shares of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

For **DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)

Kedar Raje  
Partner  
(Membership No.102637)

Place: Mumbai  
Date: October 30, 2017

**GALAXY SURFACTANTS LIMITED**  
**Annexure I**  
**Restated Standalone Statement of Assets and Liabilities**

(Rs. in million)

Particulars	Note	As at 30th September			As at 31st March		
		2017	2017	2016	2015	2014	2013
<b>EQUITY AND LIABILITIES</b>							
<b>Shareholders' Funds</b>							
Share Capital	VI	354.55	354.55	354.55	354.55	354.55	354.55
Reserves and Surplus	VII	5,715.32	5,331.13	4,463.37	3,775.20	3,114.51	2,314.15
<b>Non- Current Liabilities</b>							
Long Term Borrowings	VIII	927.36	1,164.35	1,575.18	799.63	1,322.33	1,382.85
Deferred Tax Liabilities (Net )	IX	236.56	244.40	206.92	207.60	219.98	228.05
Other Long Term Liabilities	X	2.63	2.33	2.30	7.63	22.03	12.02
Long Term Provisions	XI	122.19	88.22	76.71	75.91	37.85	49.84
<b>Current Liabilities</b>							
Short Term Borrowings	XII	1,075.06	939.67	657.43	1,319.68	712.64	1,161.73
Trade Payables	XIII						
Micro & Small Enterprises		20.18	23.59	28.35	8.30	8.88	5.14
Other Than Micro & Small Enterprises		1,765.79	2,268.41	1,585.02	1,505.08	2,034.44	1,660.80
Other Current Liabilities	XIV	636.91	568.78	627.08	660.40	616.78	1,024.46
Short Term Provisions	XV	120.05	49.26	56.28	66.16	100.29	25.59
<b>TOTAL</b>		<b>10,976.60</b>	<b>11,034.69</b>	<b>9,633.19</b>	<b>8,780.14</b>	<b>8,544.28</b>	<b>8,219.18</b>
<b>ASSETS</b>							
<b>Non-Current Assets</b>							
Property, Plant and Equipment	XVI	2,856.86	2,894.87	2,350.03	2,520.80	2,612.20	2,869.93
Intangible Assets	XVI	37.86	34.35	31.23	28.17	31.34	21.08
Capital Work-in-Progress		145.28	96.69	456.17	54.75	37.63	27.99
Non-Current Investments	XVII	2,176.28	2,176.28	2,176.28	1,197.38	1,197.38	1,197.38
Long Term Loans and Advances	XVIII	350.49	415.68	309.90	220.86	242.99	133.47
Other Non-Current Assets	XIX	0.20	0.20	0.20	0.20	0.20	0.20
<b>Current Assets</b>							
Inventories	XX	1,626.28	1,974.41	1,319.17	1,456.33	1,438.48	1,298.40
Trade Receivables	XXI	2,929.21	2,888.58	2,260.88	2,487.02	2,321.76	1,845.90
Cash and Bank Balances	XXII	87.13	36.90	78.44	119.18	69.52	88.01
Short Term Loans and Advances	XXIII	488.94	318.78	429.31	636.29	515.32	612.77
Other Current Assets	XXIV	278.07	197.95	221.58	59.16	77.46	124.05
<b>TOTAL</b>		<b>10,976.60</b>	<b>11,034.69</b>	<b>9,633.19</b>	<b>8,780.14</b>	<b>8,544.28</b>	<b>8,219.18</b>

The above statement should be read with Basis of Preparation and the Significant Accounting Policies appearing in Annexure V, Notes to the Restated Financial Information, and Statement on Adjustments to Audited Standalone Financial Statements appearing in Annexure IV.

In terms of our Report attached

**Deloitte Haskins & Sells LLP**  
*Chartered Accountants*

**For and on behalf of the Board**

**Kedar Raje**  
*Partner*

**U. SHEKHAR**  
*Managing Director*

**K. NATARAJAN**  
*Executive Director & COO*

**G. KAMATH**  
*Executive Director-Finance & CFO*

**V. SHITOLE**  
*Head - Resource Mobilisation & Utilisation  
Process & Company Secretary*

Place: Mumbai  
Date : 30/10/2017

Place: Navi Mumbai  
Date : 30/10/2017

**GALAXY SURFACTANTS LIMITED**  
**Annexure II**  
**Restated Standalone Statement of Profit and Loss**

(Rs. in million)

Particulars	Note	For the half year ended 30th September 2017		For the Year Ended 31st March			
		2017	2016	2015	2014	2013	
<b>INCOME</b>							
Revenue from Operations	XXV	8,555.60	15,893.43	14,137.00	15,554.68	14,995.75	14,984.83
Less : Excise duty		286.08	867.04	696.09	825.09	710.50	794.10
<b>Revenue from Operations (Net)</b>		<b>8,269.52</b>	<b>15,026.39</b>	<b>13,440.91</b>	<b>14,729.59</b>	<b>14,285.25</b>	<b>14,190.73</b>
Other Income	XXVI	28.94	140.92	94.96	84.03	76.72	41.68
<b>TOTAL REVENUE</b>		<b>8,298.46</b>	<b>15,167.31</b>	<b>13,535.87</b>	<b>14,813.62</b>	<b>14,361.97</b>	<b>14,232.41</b>
<b>EXPENDITURE</b>							
Cost of Materials Consumed	XXVII	5,822.80	11,201.12	8,897.62	10,509.48	10,412.57	10,560.21
Purchase of Stock-in-Trade	XXVIII	51.76	161.16	148.20	129.29	70.76	24.47
Changes in Inventories Of Finished Goods, Work-in-Progress and Stock-in-Trade	XXIX	203.66	(417.05)	131.64	41.71	(172.93)	281.49
Employee Benefits Expense	XXX	408.92	743.47	703.16	634.95	520.80	495.91
Finance Costs	XXXII	98.64	185.33	243.04	282.70	356.68	483.51
Depreciation & Amortisation Expense	XVI	137.65	253.71	229.59	238.61	333.27	328.12
Other Expenses	XXXI	798.18	1,482.26	1,534.00	1,675.35	1,542.64	1,547.29
<b>TOTAL EXPENSES</b>		<b>7,521.61</b>	<b>13,610.00</b>	<b>11,887.25</b>	<b>13,512.09</b>	<b>13,063.79</b>	<b>13,721.00</b>
<b>Profit Before Tax</b>		<b>776.85</b>	<b>1,557.31</b>	<b>1,648.62</b>	<b>1,301.53</b>	<b>1,298.18</b>	<b>511.41</b>
Tax Expenses							
- Current Tax		287.00	488.30	577.08	449.10	464.40	137.40
- Deferred Tax		(7.83)	37.48	(0.68)	0.47	(8.06)	31.33
- Short/(Excess) Provision for tax relating to prior year		(14.52)	(6.91)	-	0.37	-	-
<b>Total Tax Expenses</b>		<b>264.65</b>	<b>518.87</b>	<b>576.40</b>	<b>449.94</b>	<b>456.34</b>	<b>168.73</b>
<b>Profit for the period/year</b>		<b>512.20</b>	<b>1,038.44</b>	<b>1,072.22</b>	<b>851.59</b>	<b>841.84</b>	<b>342.68</b>
<b>Earnings per Share</b>							
Equity Shares of face value Rs. 10 each							
- Basic		14.45	29.29	30.24	24.02	23.74	9.67
- Diluted		14.45	29.29	30.24	24.02	23.74	9.67

The above statement should be read with Basis of Preparation and the Significant Accounting Policies appearing in Annexure V, Notes to the Restated Financial Information, and Statement on Adjustments to Audited Standalone Financial Statements appearing in Annexure IV.

In terms of our Report attached

**Deloitte Haskins & Sells LLP**  
Chartered Accountants

**For and on behalf of the Board**

**Kedar Raje**  
Partner

**U. SHEKHAR**  
Managing Director

**K. NATARAJAN**  
Executive Director & COO

**G. KAMATH**  
Executive Director-Finance & CFO

**V. SHITOLE**  
Head - Resource Mobilisation & Utilisation  
Process & Company Secretary

Place: Mumbai  
Date : 30/10/2017

Place: Navi Mumbai  
Date : 30/10/2017

**GALAXY SURFACTANTS LIMITED**  
**Annexure III**  
**Restated Standalone Statement of Cash Flow**

(Rs. in million)

Particulars	For the half year	For the Year Ended 31st March				
	ended 30th September 2017	2017	2016	2015	2014	2013
<b>A Cash Flow from Operating Activities</b>						
Net Profit before tax	776.85	1,557.31	1,648.62	1,301.53	1,298.18	511.41
<b>Adjustments for:</b>						
Depreciation & amortisation	137.65	253.71	229.59	238.61	333.27	328.12
Finance cost	98.64	185.33	243.04	282.70	356.68	483.51
Provision for Doubtful Debts/advances	0.59	13.58	0.90	-	-	-
Bad debts written off	-	-	-	0.32	-	-
Unrealised foreign exchange loss / (gain)	6.56	15.75	4.69	8.24	(31.69)	(3.00)
Liabilities no longer required written back	-	(18.06)	-	-	(8.95)	(4.70)
Provision for gratuity and leave encashment	44.03	30.71	18.91	50.39	(1.86)	15.78
Wealth tax	-	-	-	0.22	0.18	0.20
Loss on sale/discarding of assets	1.08	0.51	4.71	-	-	0.07
Profit on sale of assets	-	-	-	(0.31)	(0.04)	-
Dividend income	(0.03)	(0.04)	(0.07)	(0.03)	(0.10)	(0.09)
Interest income	(22.94)	(26.11)	(45.27)	(60.28)	(36.00)	(21.21)
<b>Operating Profit before Working Capital Changes</b>	<b>1,042.43</b>	<b>2,012.69</b>	<b>2,105.12</b>	<b>1,821.39</b>	<b>1,909.67</b>	<b>1,310.09</b>
<b>Working Capital Changes</b>						
<b>Adjusted for:</b>						
Inventories	348.13	(655.24)	137.17	(17.86)	(140.08)	360.60
Trade & Other receivables	(213.90)	(609.46)	240.01	(186.57)	(484.01)	(198.08)
Trade & Other payables	(547.98)	730.10	102.91	(569.78)	424.10	(454.99)
<b>Cash Generated from Operations</b>	<b>628.68</b>	<b>1,478.09</b>	<b>2,585.21</b>	<b>1,047.18</b>	<b>1,709.68</b>	<b>1,017.62</b>
Income Taxes paid (Net of refunds)	(139.96)	(520.17)	(603.56)	(491.37)	(392.05)	(194.08)
<b>Net Cash Flow from Operating Activities (A)</b>	<b>488.72</b>	<b>957.92</b>	<b>1,981.65</b>	<b>555.81</b>	<b>1,317.63</b>	<b>823.54</b>
<b>B Cash Flow from Investing Activities</b>						
Purchase of Property, Plant & Equipments & Intangible assets	(168.64)	(455.93)	(545.47)	(209.65)	(95.06)	(303.47)
Sale of Property, Plant & Equipments	2.83	3.86	74.84	1.97	1.25	2.66
Purchase of non-current investments	-	-	(978.90)	-	-	(271.50)
Decrease in Earmarked Balances	(0.38)	3.30	(2.25)	(1.90)	(0.81)	(2.29)
Dividend income received	0.03	0.04	0.07	0.03	0.10	0.09
Interest income received	24.10	26.20	45.80	57.90	36.30	20.40
<b>Net Cash Flow used in Investing Activities (B)</b>	<b>(142.06)</b>	<b>(422.53)</b>	<b>(1,405.91)</b>	<b>(151.65)</b>	<b>(58.22)</b>	<b>(554.11)</b>
<b>C Cash Flow from Financing Activities</b>						
Repayment of borrowings	(7,541.05)	(10,400.25)	(10,578.95)	(10,450.03)	(14,010.61)	(6,884.08)
Proceeds from borrowings	7,446.76	10,226.75	10,634.77	10,492.31	13,138.08	7,276.08
Finance cost paid	(75.78)	(215.14)	(261.01)	(261.65)	(365.19)	(500.68)
Equity dividend paid (including dividend tax)	(127.64)	(172.80)	(380.70)	(165.17)	(41.71)	(102.94)
<b>Net Cash Flow used in Financing Activities (C)</b>	<b>(297.71)</b>	<b>(561.44)</b>	<b>(585.89)</b>	<b>(384.54)</b>	<b>(1,279.43)</b>	<b>(211.62)</b>
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents (A) + (B) + (C)</b>	<b>48.95</b>	<b>(26.05)</b>	<b>(10.15)</b>	<b>19.62</b>	<b>(20.02)</b>	<b>57.81</b>
<b>Cash and cash equivalents - opening balance</b>	<b>32.90</b>	<b>58.66</b>	<b>68.26</b>	<b>48.92</b>	<b>67.74</b>	<b>9.68</b>
<b>Cash and cash equivalents</b>	<b>81.85</b>	<b>32.61</b>	<b>58.11</b>	<b>68.54</b>	<b>47.72</b>	<b>67.49</b>
Unrealised Gain on Foreign Currency Cash & Cash Equivalents	0.95	0.29	0.55	(0.28)	1.20	0.25
<b>Cash and cash equivalents - Closing balance</b>	<b>82.80</b>	<b>32.90</b>	<b>58.66</b>	<b>68.26</b>	<b>48.92</b>	<b>67.74</b>
<b>Cash and cash equivalents comprise of:</b>						
Cash on hand	2.62	2.38	2.38	2.46	3.14	3.48
Balance with banks in current accounts	80.18	30.52	56.28	65.80	45.78	64.26
	<b>82.80</b>	<b>32.90</b>	<b>58.66</b>	<b>68.26</b>	<b>48.92</b>	<b>67.74</b>

The above statement should be read with Basis of Preparation and the Significant Accounting Policies appearing in Annexure V, Notes to the Restated Financial Information, and Statement on Adjustments to Audited Standalone Financial Statements appearing in Annexure IV.

In terms of our Report attached

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants

**Kedar Raje**  
Partner

**For and on behalf of the Board**

**U. SHEKHAR**  
Managing Director

**K. NATARAJAN**  
Executive Director & COO

**G. KAMATH**  
Executive Director-Finance & CFO

**V. SHITOLE**  
Head - Resource Mobilisation & Utilisation  
Process & Company Secretary

Place: Mumbai  
Date : 30/10/2017

Place: Navi Mumbai  
Date : 30/10/2017

**GALAXY SURFACTANTS LIMITED**  
**Annexure IV**  
**Statement on Adjustments to Audited Standalone Financial Statements**

(Rs. in million)

Particulars	For the half year ended 30th September 2017	For the Year Ended 31st March				
		2017	2016	2015	2014	2013
<b>Profit as per Audited Standalone Financial Statements</b>	<b>538.73</b>	<b>1,029.85</b>	<b>1,056.35</b>	<b>856.94</b>	<b>834.33</b>	<b>342.77</b>
Add/(Less) Adjustments :						
Incremental Export Incentive	-	-	-	12.13	(9.96)	(2.17)
Forward contract MTM impact	(5.53)	(14.52)	19.10	(15.18)	14.97	1.15
Interest rate swap MTM impact	(23.71)	20.56	3.15	-	-	-
Gratuity- Increase (decrease) in liability for overseas Employees	1.51	(2.82)	(1.97)	0.67	0.74	1.87
Deferred tax impact due to above changes	1.20	5.37	(4.41)	(2.97)	1.76	(0.94)
<b>Restated Profit as per Statement of Profit and Loss</b>	<b>512.20</b>	<b>1,038.44</b>	<b>1,072.22</b>	<b>851.59</b>	<b>841.84</b>	<b>342.68</b>

## **GALAXY SURFACTANTS LIMITED**

### **Annexure V - Notes accompanying Restated Standalone Financial Statements for the half year ended 30th September 2017 and the years ended 31st March 2017, 31st March 2016, 31st March 2015, 31st March 2014 and 31st March 2013**

#### **1. Corporate information**

Galaxy Surfactants Ltd ("the Company") is a Public Limited Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company is engaged in manufacturing and marketing surfactants and specialty chemicals for the Personal and Home Care Industry. The Company produces a range of vital cosmetic ingredients including active ingredients, UV protection and functional products. The Company's products cater to some of the largest global brands in the FMCG sector and find applications in skin care, hair care, oral care, body wash, sun care, household cleaners and fabric care segments.

#### **2. Significant accounting policies**

##### **2.1. Basis of preparation and presentation of the Restated Standalone Financial Statements**

(a) These Restated Standalone Financial Statements comprise Restated Standalone Balance Sheet as at 30th September, 2017, 31st March, 2017, 31st March, 2016, 31st March, 2015, 31st March, 2014, 31st March, 2013, Restated Standalone Statement of Profit and Loss for the Half year ended 30th September, 2017 and for the year(s) ended 31st March, 2017, 31st March, 2016, 31st March, 2015, 31st March, 2014 and 31st March, 2013, the Restated Standalone Statement of Cash Flows for the periods then ended, and a summary of significant accounting policies and other explanatory information. These financial statements have been prepared solely for the purpose of preparation of the Restated Financial Statements as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time in pursuance of provisions of Securities and Exchange Board of India ('SEBI') Act, 1992 ('ICDR Regulation') in relation to the proposed initial public offering (offer for sale by the selling shareholders) of the Company, to be filed by the Company with SEBI, in accordance with the requirements of:

(i) Section 26 read with applicable provisions within Rules 4 to 6 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 to the Companies Act, 2013;

(ii) The ICDR Regulations, 2009 issued by the SEBI on 26<sup>th</sup> August 2009, as amended to date in pursuance of provisions of SEBI Act, 1992 and

(iii) Guidance Note on Reports in Company Prospectus.

**(b)** The aforesaid Restated Financial Statements have been prepared on accrual basis and the historical cost basis as a going concern.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Assets and Liabilities are classified as Current or Non-Current as per the provisions of Schedule III to the Companies Act, 2013 and Company's Normal Operating Cycle. Based on the nature of business, the Company has ascertained its operating cycle as 12 months for the classification of assets and liabilities.

The aforesaid Restated Financial Statements have been prepared in Indian Rupee (INR) and denominated in million.

The principal accounting policies are set out below.

##### **(c) Use of Estimates:**

The preparation of the financial statements in conformity with the Indian GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities as at the date of the financial statements and the results of operations during the reporting period. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the period in which results are known or materialised.

##### **(d) Revenue Recognition:**

###### **Sale of Goods**

Sale of Products are recognised at the point of dispatch of goods when the substantial risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract and are net of returns. Sales are stated net of trade discounts and taxes on sale.

Excise duty recovered on sales is included in Revenue from Operations.

Export sales are recognised when significant risks and rewards in respect of ownership of goods are transferred to the buyer as per the terms of the contract.

Export entitlements are recognised as income when the right to receive the same as per the terms of the scheme is established in respect of the exports made and where there is no significant uncertainty regarding the ultimate realisation.

**Other Income**

Dividend income on investments is recognised when the right to receive dividend is established.

Interest income is recognised on time proportionate basis taking into account amount involved and rate of Interest.

**(e) Property, Plant and Equipment (PPE) / Intangible Assets:**

PPE/intangible assets are carried at cost less accumulated depreciation / amortisation and impairment losses, if any. The cost of PPE comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying PPE up to the date the asset is ready for its intended use. Subsequent expenditure on PPE after its purchase / completion is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

**(f) Depreciation/Amortisation :**

Depreciation on PPE is calculated on straight line basis as per useful lives specified in Schedule II to Companies Act, 2013.

Depreciation on additions/deletions during the year is provided on pro-rata basis from/up to the date of such addition/deletion.

Leasehold land is amortised over the primary period of lease.

Intangible assets are carried at cost and amortised on a straight line basis so as to reflect the pattern in which the assets economic benefits are consumed.

The estimated useful lives, residual values and method of depreciation are reviewed at the end of each reporting period, with the effect of any change in estimate accounted on a prospective basis.

**Software:**

The expenditure incurred is amortised over the five years equally commencing from the date of acquisition.

**Technical Know-how:**

The expenditure incurred on Technical Know-how is amortised over the estimated period of benefit, not exceeding Ten years commencing from the date of acquisition.

**(g) Inventories:**

Inventories comprise all costs of purchase, conversion and other costs incurred in bringing the inventories to their present location and conditions.

Raw materials are valued at the lower of cost or net realisable value. Cost is determined on the basis of the weighted average method.

Finished goods produced and purchased for sale, work-in-progress are carried at cost or net realizable value whichever is lower. Excise duty is included in the value of finished goods inventory.

Stores, spares and tools other than obsolete and slow moving items are carried at cost. Obsolete and slow moving items are valued at cost or estimated net realisable value, whichever is lower.

**(h) Investments:**

Long-term investments (excluding investment properties), are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Provision is made for diminution in the value of investments where such diminution is other than temporary.

**(i) Leases:**

Assets leased by the Company in its capacity as a lessee, where substantially all the risks and rewards of ownership vest in the Company are classified as finance leases. Such leases are capitalised at the inception of the lease at the lower of the fair value and the present value of the minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis.

**(j) Foreign Currency Transactions:**

Initial Recognition:

Transactions in foreign currencies (other than firm commitments and highly probable forecast transactions) entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction. Monetary items are translated at the year-end rates. The exchange difference between the rate prevailing on the date of transaction and on the date of settlement as also on translation of monetary items at the end of the year is recognised as income or expense, as the case may be.

Measurement at Balance Sheet date:

Foreign currency monetary items (other than derivative contracts) of the Company, outstanding at the balance sheet date are restated at the year-end rates. Non-monetary items of the Company are carried at historical cost.

**(k) Research & Development:**

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are also charged to the Statement of Profit and Loss unless a product's technical feasibility has been established, in which case such expenditure is capitalised. The amount capitalised comprises expenditure that can be directly attributed or allocated on a reasonable and consistent basis to creating, producing and making the asset ready for its intended use. PPE utilised for research and development are capitalised and depreciated in accordance with the policies stated for PPE.

**(l) Employee Benefits:**

Employee benefits include provident fund, employee state insurance scheme, gratuity fund and compensated absences.

Defined contribution plans

The Company's contribution to provident fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made.

Defined benefit plans

For defined benefit plans in the form of gratuity fund, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur.

Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date less the fair value of the plan assets out of which the obligations are expected to be settled.

**(m) Borrowing Costs:**

Borrowing costs that are attributable to the acquisition, construction of qualifying assets are capitalised as part of cost of such assets up to the date the assets are ready for intended use. All other borrowing costs are recognised as an expense in the year in which they are incurred.

**(n) Taxation:**

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.



Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there are unabsorbed depreciation and carry forward of losses, deferred tax assets are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their realisability.

**(o) Segment Reporting:**

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segments are identified having regard to the dominant source and nature of risks and returns and internal organisation and management structure.

Revenues and expenses have been identified to the segments based on their relationship to the business activity of the segment.

Income/Expenses relating to the enterprise as a whole and not allocable on a reasonable basis to business segments are reflected as unallocated corporate income/expenses. Inter-segment transfers are at prices which are generally market led.

**(p) Earnings per Share:**

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

**(q) Impairment of Assets:**

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, except in case of revalued assets.

**(r) Derivative Contracts:**

The Company enters into derivative contracts in the nature of foreign currency swaps, forward contracts with an intention to hedge its firm commitments and highly probable transactions in foreign currency. All derivative contracts are marked-to-market and losses/gains are recognised in the Statement of Profit and Loss.

**(s) Provisions and Contingent Liabilities:**

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognised in the financial statements.

GALAXY SURFACTANTS LIMITED  
Annexure VI

(Rs. in million)

Particulars	As at 30th September 2017		For the Year Ended 31st March			
	2017	2017	2016	2015	2014	2013
<b>Restated Standalone Statement of Share Capital</b>						
<b>Authorised :</b>						
5,00,00,000 Equity Shares of Rs. 10 each	500.00	500.00	500.00	500.00	500.00	500.00
<b>Issued, Subscribed &amp; Paid-up :</b>						
3,54,54,752 Equity Shares of Rs. 10 each, fully paid-up.	354.55	354.55	354.55	354.55	354.55	354.55
<b>T O T A L</b>	<b>354.55</b>	<b>354.55</b>	<b>354.55</b>	<b>354.55</b>	<b>354.55</b>	<b>354.55</b>

a. Reconciliation of shares outstanding at the beginning and at the end of the reporting period:

Equity Shares	30th September, 2017		31st March 2017		31st March 2016		31st March 2015		31st March 2014		31st March 2013	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning and end of the period	3,54,54,752	354.55	3,54,54,752	354.55	3,54,54,752	354.55	3,54,54,752	354.55	3,54,54,752	354.55	3,54,54,752	354.55

b. Rights, Preferences and Restrictions attached to Equity Shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Aggregate number of shares issued for consideration other than cash during the period of immediately preceding 5 years.

Particulars	30th September 2017		31st March 2017		31st March 2016		31st March 2015		31st March 2014		31st March 2013	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Equity Shares allotted as fully paid bonus shares by capitalisation of Securities Premium, Capital Redemption Reserve and General Reserve	-		1,77,27,376		1,77,27,376		2,62,91,064		2,62,91,064		2,62,91,064	

d. Details of shareholders holding more than 5% shares in the Company:

Name of Shareholders	30th September, 2017		31st March 2017		31st March 2016		31st March 2015		31st March 2014		31st March 2013	
	No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding
M/s Galaxy Chemicals - Partnership Firm	91,71,054	25.87%	91,71,054	25.87%	91,69,804	25.86%	91,55,314	25.82%	91,36,614	25.77%	91,29,664	25.75%
Unnathan Shekhar	42,26,740	11.92%	42,26,740	11.92%	42,48,240	11.98%	41,19,440	11.62%	41,19,440	11.62%	41,13,440	11.60%
Sudhir D. Patil	41,45,290	11.69%	41,45,290	11.69%	41,56,040	11.72%	41,06,040	11.58%	41,06,040	11.58%	41,06,040	11.58%
Shashikant R. Shanbhag	40,97,684	11.56%	40,97,684	11.56%	40,97,684	11.56%	40,67,684	11.47%	40,67,684	11.47%	40,58,084	11.45%
Gopalkrishnan Ramakrishnan	23,62,758	6.66%	23,62,758	6.66%	24,07,108	6.79%	23,30,108	6.57%	23,30,108	6.57%	23,30,108	6.57%
Jayashree Ramakrishnan	18,42,972	5.20%	18,42,972	5.20%	17,92,972	5.06%	17,92,972	5.06%	17,92,972	5.06%	17,92,972	5.06%
	2,58,46,498	72.90%	2,58,46,498	72.90%	2,58,71,848	72.97%	2,55,71,558	72.12%	2,55,52,858	72.07%	2,55,30,308	72.01%

Particulars	As at 30th September		As at 31st March			
	2017	2017	2016	2015	2014	2013
<b>Annexure VII</b>						
<b>Restated Standalone Statement of Reserves and Surplus</b>						
<b>Capital Reserve :</b>						
Balance as at the beginning of the period/year	21.12	21.12	21.12	21.12	21.12	21.12
<b>Balance as at the end of the period/year*</b>	<b>(A)</b> 21.12	<b>21.12</b>	<b>21.12</b>	<b>21.12</b>	<b>21.12</b>	<b>21.12</b>
*Capital subsidy received from the Government of Maharashtra under the package scheme of incentives.						
<b>Securities Premium Reserve :</b>						
Balance as at the beginning of the period/year	2.01	2.01	2.01	2.01	2.01	2.01
<b>Balance as at the end of the period/year</b>	<b>(B)</b> 2.01	<b>2.01</b>	<b>2.01</b>	<b>2.01</b>	<b>2.01</b>	<b>2.01</b>
<b>General Reserve :</b>						
Balance as at the beginning of the period/year	263.83	263.83	263.83	263.83	180.33	146.03
Add: Transfer from statement of profit and loss	-	-	-	-	83.50	34.30
<b>Balance as at the end of the period/year</b>	<b>(C)</b> 263.83	<b>263.83</b>	<b>263.83</b>	<b>263.83</b>	<b>263.83</b>	<b>180.33</b>
<b>Surplus in Statement of Profit and Loss :</b>						
Balance as at the beginning of the period/year	5,044.17	4,176.41	3,488.24	2,827.55	2,110.69	1,905.33
Less: Depreciation on account of transitional provisions of Schedule II to Companies Act, 2013 (Net of Deferred Tax of Rs. 12.86 Mn)	-	-	-	24.98	-	-
Add: Profit for the period/year	512.20	1,038.44	1,072.22	851.59	841.84	342.68
Less: Appropriations						
Transfer to General Reserve	-	-	-	-	83.50	34.30
Interim Dividend	-	106.36	177.27	-	-	-
Final Dividend of Previous period/year	106.36	35.45	141.82	141.82	35.45	88.64
Tax on Dividend	21.65	28.87	64.96	24.10	6.03	14.38
<b>Balance as at the end of the period/year</b>	<b>(D)</b> 5,428.36	<b>5,044.17</b>	<b>4,176.41</b>	<b>3,488.24</b>	<b>2,827.55</b>	<b>2,110.69</b>
<b>TOTAL (A + B + C + D)</b>	<b>5,715.32</b>	<b>5,331.13</b>	<b>4,463.37</b>	<b>3,775.20</b>	<b>3,114.51</b>	<b>2,314.15</b>

Particulars	As at 30th September		As at 31st March			
	2017	2017	2016	2015	2014	2013
<b>Annexure VIII</b>						
<b>Restated Standalone Statement of Long Term Borrowings</b>						
<b>Secured:</b>						
Term Loans from Banks (Refer Note b & c )	917.05	1,148.43	1,553.23	700.97	1,025.68	1,069.87
	<b>917.05</b>	<b>1,148.43</b>	<b>1,553.23</b>	<b>700.97</b>	<b>1,025.68</b>	<b>1,069.87</b>
<b>Unsecured:</b>						
Fixed deposits (Refer Note a)	-	-	-	69.93	260.71	269.41
Deferral sales-tax liability (Refer Note d)	10.31	15.92	21.95	28.73	35.94	43.57
	<b>10.31</b>	<b>15.92</b>	<b>21.95</b>	<b>98.66</b>	<b>296.65</b>	<b>312.98</b>
<b>TOTAL</b>	<b>927.36</b>	<b>1,164.35</b>	<b>1,575.18</b>	<b>799.63</b>	<b>1,322.33</b>	<b>1,382.85</b>

a) Includes Rs. NIL (2017: Rs. NIL, 2016: Rs. NIL, 2015: Rs. 10.08 Mn, 2014: Rs. 70.02 Mn, 2013: Rs. 84.06 Mn) due to related parties.

b) Term loans from banks are secured by first pari passu charge created by mortgage of immovable properties located at Taloja, Jhagadia and specified properties located at Tarapur and hypothecation of present & future movable assets, and by second pari passu charge created by hypothecation of current assets, both present and future.

c) Terms for secured borrowings:

Term loan outstanding	Rate of Interest* (p.a.)	Category	As at 30th September		As at 31st March			
			2017	2017	2016	2015	2014	2013
Term Loan I & II	10.50%	Total Loan	199.60	266.40	400.00	400.00	400.00	392.50
I - 12 Quarterly instalments of Rs. 16.70 Mn each commenced from April 2016.	(PLR - 3.75% for both I & II)	Current	133.60	133.60	133.60	-	-	392.50
II - 12 Quarterly instalments of Rs. 16.70 Mn each commenced from May 2016.		Non Current	66.00	132.80	266.40	400.00	400.00	-
Term Loan	PLR - 3%	Total Loan	-	-	12.50	62.50	112.50	162.50
20 quarterly instalments of Rs. 12.50 Mn each commenced from July 2011		Current	-	-	12.50	50.00	50.00	50.00
		Non Current	-	-	-	12.50	62.50	112.50
Term Loan	PLR - 5%	Total Loan	-	15.00	87.50	197.50	307.50	417.50
20 quarterly instalments of Rs. 15.00 Mn each commenced from Sept 2012		Current	-	15.00	72.50	110.00	110.00	110.00
		Non Current	-	-	15.00	87.50	197.50	307.50
Term Loan	10.40%	Total Loan	117.86	139.29	150.00	-	-	-
20 Quarterly instalments with moratorium of 18 months commencing from April 2017		Current	42.86	42.86	10.71	-	-	-
		Non Current	75.00	96.43	139.29	-	-	-
Term Loan	10.50% (PLR - 3.75%)	Total Loan	300.00	300.00	300.00	-	-	-
Quarterly instalments with a moratorium of 8 quarters from the date of first disbursement commencing from 30th June 2018		Current	50.00	-	-	-	-	-
		Non Current	250.00	300.00	300.00	-	-	-
Term Loan	BBR+ 2.25%	Total Loan	-	-	9.30	59.30	109.30	159.30
20 quarterly instalments of Rs. 12.50 Mn each commenced from July 2011.		Current	-	-	9.30	50.00	50.00	50.00
		Non Current	-	-	-	9.30	59.30	109.30
Term Loan	12.25%	Total Loan	-	-	-	152.78	213.89	275.00
18 quarterly instalments of Rs. 15.30 Mn each commenced from June 2013		Current	-	-	-	61.11	61.11	61.10
		Non Current	-	-	-	91.67	152.78	213.90
Term Loan	BBR+2.90%	Total Loan	-	-	-	140.00	180.00	200.00
20 quarterly instalments of Rs. 10.00 Mn each commenced from Dec 2013.		Current	-	-	-	40.00	40.00	20.00
		Non Current	-	-	-	100.00	140.00	180.00
Term Loan	3M LIBOR +1.90% plus upfront fees of 32bps	Total Loan	721.83	814.98	994.38	-	-	-
10% each at the end of every 6 months from the date of disbursement & 20% at the end of 60 months commenced from June 2016		Current	195.78	195.78	161.84	-	-	-
		Non Current	526.05	619.20	832.54	-	-	-
Term Loan	3M LIBOR +2.75%	Total Loan	-	-	-	13.60	146.67	313.84
16 quarterly instalments after a moratorium of 15 months from the date of each drawdown. Yearly repayments after drawdown would be: 1st year Nil, 2nd year 15%, 3rd year 25%, 4th year 30% and 5th year 30%.		Current	-	-	-	13.60	133.07	167.17
		Non Current	-	-	-	-	13.60	146.67

\* BBR - Bank Base Rate PLR - Prime Lending Rate

d) Deferral sales-tax liability denotes interest-free sales tax deferral under The Package Schemes of Incentives of 1993 formulated by the Government of Maharashtra. Sales tax deferral loan under the 1993 Scheme is repayable after 10 years in 5 annual instalments from the initial date of deferment of liability. Balance amount payable as on 30th September, 2017 is Rs 15.93 Mn (2017: Rs. 21.95 Mn, 2016: Rs. 28.10 Mn, 2015: Rs. 35.95 Mn, 2014: Rs. 43.56 Mn, 2013: Rs. 51.37 Mn)

## GALAXY SURFACTANTS LIMITED

(Rs. in million)

Particulars	As at 30th September		As at 31st March			
	2017	2017	2016	2015	2014	2013
<b>Annexure IX</b>						
<b>Restated Standalone Statement of Deferred Tax Liabilities (Net)</b>						
<b>Deferred Tax Liabilities :</b>						
On fiscal allowances in property, plant & equipments and intangible assets	312.99	310.97	254.19	241.22	239.70	247.09
Others	-	-	-	1.04	-	0.33
<b>Deferred Tax Assets :</b>						
On provision for employee benefits	(41.54)	(36.37)	(33.49)	(32.46)	(16.76)	(19.25)
Others	(34.89)	(30.20)	(13.78)	(2.20)	(2.96)	(0.12)
<b>TOTAL</b>	<b>236.56</b>	<b>244.40</b>	<b>206.92</b>	<b>207.60</b>	<b>219.98</b>	<b>228.05</b>

**Annexure X****Restated Standalone Statement of Other Long Term Liabilities**

Interest accrued but not due on fixed deposits	-	-	-	5.25	20.65	11.07
Security deposits	2.63	2.33	2.30	2.38	1.38	0.95
<b>TOTAL</b>	<b>2.63</b>	<b>2.33</b>	<b>2.30</b>	<b>7.63</b>	<b>22.03</b>	<b>12.02</b>

**Annexure XI****Restated Standalone Statement of Long Term Provisions****Employee retirement benefits**

Leave encashment	54.16	42.97	33.75	29.87	18.54	26.25
Gratuity	68.03	45.25	42.96	46.04	19.31	23.59
<b>TOTAL</b>	<b>122.19</b>	<b>88.22</b>	<b>76.71</b>	<b>75.91</b>	<b>37.85</b>	<b>49.84</b>

**Annexure XII****Restated Standalone Statement of Short Term Borrowings****Working capital loans from banks**

Secured:	1,075.06	939.67	657.43	1,319.68	712.64	1,161.64
Unsecured:	-	-	-	-	-	0.09
<b>TOTAL</b>	<b>1,075.06</b>	<b>939.67</b>	<b>657.43</b>	<b>1,319.68</b>	<b>712.64</b>	<b>1,161.73</b>

- a) Working Capital Loans from banks are secured by first pari passu charge created by hypothecation of current assets, both present & future, and second pari passu charge created by mortgage of immovable properties located at Taloja, Jhagadia and specified properties located at Tarapur and hypothecation of present and future movable assets.
- b) Rate of Interest for rupee loans ranging from 1.10% p.a. to 12.50% p.a.

## GALAXY SURFACTANTS LIMITED

(Rs. in million)

Particulars	As at 30th September		As at 31st March			
	2017	2017	2016	2015	2014	2013
<b>Annexure XIII</b>						
<b>Restated Standalone Statement of Trade Payables</b>						
Micro and Small Enterprises (Refer Note a)	20.18	23.59	28.35	8.30	8.88	5.14
Other than Micro and Small Enterprises (Refer Note b)	1,765.79	2,268.41	1,585.02	1,505.08	2,034.44	1,660.80
<b>TOTAL</b>	<b>1,785.97</b>	<b>2,292.00</b>	<b>1,613.37</b>	<b>1,513.38</b>	<b>2,043.32</b>	<b>1,665.94</b>

- a) Disclosure of outstanding dues of Micro and Small Enterprise under trade payables is based on the information available with the Company regarding the status of the suppliers as defined under the Micro, Small and Medium Enterprises Development Act, 2006.

(Rs. in million)

Particulars	As at 30th September		As at 31st March			
	2017	2017	2016	2015	2014	2013
(i) Principal amount remaining unpaid to Micro & Small Enterprise as at the end of the accounting period	20.18	23.59	28.35	8.30	8.88	5.14
(ii) Interest due thereon remaining unpaid to Micro & Small Enterprise as at the end of the accounting period	-	-	-	-	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the Micro & Small Enterprise beyond the appointed day	-	-	-	-	-	-
(iv) The amount of interest due and payable for the period	-	-	-	-	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-	-	-	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-	-	-	-	-

- b) Others include:

Payable to subsidiary company Rs. 14.84 Mn ( 2017: Rs 1.77 Mn, 2016: Rs. 17.77 Mn, 2015: Rs. 1.38 Mn, 2014: Rs 2.60 Mn, 2013: Rs. 5.15 Mn)

**Annexure XIV****Restated Standalone Statement of Other Current Liabilities****Current Maturities of:**

-Long term loans (Refer Note VIII.b and VIII.c)	422.24	387.24	400.45	324.71	444.18	850.77
-Fixed deposits (Refer Note a)	-	-	64.08	186.32	63.22	63.14
-Deferral sales-tax liability (Refer Note VIII.d)	5.62	6.03	6.15	7.22	7.62	7.80
Interest accrued but not due on borrowings	6.79	7.60	18.55	31.09	11.64	15.56
Interest accrued and due on borrowings	7.35	7.39	5.67	7.97	6.37	10.95
Advance from customers	42.94	44.98	52.81	12.61	11.32	12.96
Unclaimed dividend (Refer Note b)	3.93	3.56	5.67	2.31	1.56	1.79
Unclaimed redeemed 12% preference capital	-	-	0.27	0.27	0.27	0.27
Unclaimed matured deposits and interest accrued thereon	0.36	1.32	0.75	0.83	0.60	0.66
Creditors for capital expenditure	36.48	14.97	30.92	17.87	22.26	17.32
Statutory liabilities	98.97	94.31	39.02	65.98	43.44	42.44
Other liabilities	12.23	1.38	2.74	3.22	4.30	0.80
<b>TOTAL</b>	<b>636.91</b>	<b>568.78</b>	<b>627.08</b>	<b>660.40</b>	<b>616.78</b>	<b>1,024.46</b>

- a) Includes Rs. NIL (2017: Rs NIL, 2016: Rs. 4.27 Mn, 2015: Rs. 56.63 Mn , 2014: Rs. 15.30 Mn, 2013: Rs. 15.32 Mn ) due to related parties.  
b) There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at the year end.

**Annexure XV****Restated Standalone Statement of Short Term Provisions**

Income tax (Net of advance tax)	92.13	28.27	32.12	42.24	84.54	11.78
Wealth tax	-	-	-	0.22	0.18	0.20
<b>Employee Retirement Benefits</b>						
Leave encashment	14.64	8.99	13.83	15.25	12.80	5.86
Gratuity	13.28	12.00	10.33	8.45	2.77	7.75
<b>TOTAL</b>	<b>120.05</b>	<b>49.26</b>	<b>56.28</b>	<b>66.16</b>	<b>100.29</b>	<b>25.59</b>

**GALAXY SURFACTANTS LIMITED**
**Annexure XVI.i**
**Restated Standalone Statement of Property, Plant & Equipment and Intangible Assets**

Particulars	Gross Block (at cost)				Depreciation/Amortisation				Net Block
	As at 1st April 2017	Additions during the period	Deletions during the period	As at 30th September 2017	As at 1st April 2017	For the period	Deletions	As at 30th September 2017	As at 30th September 2017
<b>Property, Plant &amp; Equipment:</b>									
Leasehold Land	189.48	-	-	189.48	28.12	1.00	-	29.12	160.36
Buildings	1,233.31	17.78	-	1,251.09	340.53	22.99	-	363.52	887.57
Plant & Equipment	3,792.26	60.90	4.25	3,848.91	2,086.81	88.20	4.09	2,170.92	1,677.99
Furniture & Fixtures	177.46	2.25	-	179.71	101.13	9.68	-	110.81	68.90
Vehicles	48.09	9.91	6.60	51.40	26.10	2.37	3.09	25.38	26.02
Office Equipment	172.27	6.66	0.08	178.85	135.31	7.59	0.07	142.83	36.02
<b>SUB TOTAL (A)</b>	<b>5,612.87</b>	<b>97.50</b>	<b>10.93</b>	<b>5,699.44</b>	<b>2,718.00</b>	<b>131.83</b>	<b>7.25</b>	<b>2,842.58</b>	<b>2,856.86</b>
<b>Intangible Assets: (acquired, unless otherwise stated)</b>									
Software	101.11	9.56	46.17	64.50	69.01	5.67	45.94	28.74	35.76
Technical Know How	3.00	-	-	3.00	0.75	0.15	-	0.90	2.10
<b>SUB TOTAL (B)</b>	<b>104.11</b>	<b>9.56</b>	<b>46.17</b>	<b>67.50</b>	<b>69.76</b>	<b>5.82</b>	<b>45.94</b>	<b>29.64</b>	<b>37.86</b>
<b>TOTAL (A+B)</b>	<b>5,716.98</b>	<b>107.06</b>	<b>57.10</b>	<b>5,766.94</b>	<b>2,787.76</b>	<b>137.65</b>	<b>53.19</b>	<b>2,872.22</b>	<b>2,894.72</b>

XVI.i Buildings include value of shares in Co-operative Society of Rs. 1,500

**GALAXY SURFACTANTS LIMITED**

**Annexure XVI.ii**

**Restated Standalone Statement of Property, Plant & Equipment and Intangible Assets**

Particulars	Gross Block (at cost)				Depreciation / Amortisation				Net Block
	As at 1st April 2016	Additions during the year	Deletions during the year	As at 31st March 2017	As at 1st April 2016	For the year	Deletions	As at 31st March 2017	As at 31st March 2017
<b>Property, Plant &amp; Equipment:</b>									
Leasehold Land	189.48	-	-	189.48	26.13	1.99	-	28.12	161.36
Buildings	986.03	247.28	-	1,233.31	300.68	39.85	-	340.53	892.78
Plant & Equipment	3,286.53	509.26	3.53	3,792.26	1,928.16	160.53	1.88	2,086.81	1,705.45
Furniture & Fixtures	166.91	10.61	0.06	177.46	82.36	18.81	0.04	101.13	76.33
Vehicles	46.97	5.47	4.35	48.09	22.70	5.10	1.70	26.10	21.99
Office Equipment	152.75	19.61	0.09	172.27	118.61	16.74	0.04	135.31	36.96
<b>SUB TOTAL (A)</b>	<b>4,828.67</b>	<b>792.23</b>	<b>8.03</b>	<b>5,612.87</b>	<b>2,478.64</b>	<b>243.02</b>	<b>3.66</b>	<b>2,718.00</b>	<b>2,894.87</b>
<b>Intangible Assets: (acquired, unless otherwise stated)</b>									
Software	87.30	13.81	-	101.11	58.62	10.39	-	69.01	32.10
Technical Know How	3.00	-	-	3.00	0.45	0.30	-	0.75	2.25
<b>SUB TOTAL (B)</b>	<b>90.30</b>	<b>13.81</b>	<b>-</b>	<b>104.11</b>	<b>59.07</b>	<b>10.69</b>	<b>-</b>	<b>69.76</b>	<b>34.35</b>
<b>TOTAL (A+B)</b>	<b>4,918.97</b>	<b>806.04</b>	<b>8.03</b>	<b>5,716.98</b>	<b>2,537.71</b>	<b>253.71</b>	<b>3.66</b>	<b>2,787.76</b>	<b>2,929.22</b>

XVI.ii Buildings include value of shares in Co-operative Society of Rs. 1,500



**GALAXY SURFACTANTS LIMITED**

**Annexure XVI.iii**

**Restated Standalone Statement of Property, Plant & Equipment and Intangible Assets**

Particulars	Gross Block (at cost)				Depreciation / Amortisation				Net Block
	As at 1st April 2015	Additions during the year	Deletions during the year	As at 31st March 2016	As at 1st April 2015	For the year	Deletions	As at 31st March 2016	As at 31st March 2016
<b>Property, Plant &amp; Equipment:</b>									
Leasehold Land	270.81	-	81.33	189.48	34.58	3.47	11.92	26.13	163.35
Buildings	978.25	10.16	2.38	986.03	269.72	32.50	1.54	300.68	685.35
Plant & Equipment	3,261.61	95.06	70.14	3,286.53	1,847.67	141.62	61.13	1,928.16	1,358.37
Furniture & Fixtures	163.92	3.37	0.38	166.91	64.38	18.36	0.38	82.36	84.55
Vehicles	43.16	6.81	3.00	46.97	19.66	5.80	2.76	22.70	24.27
Office Equipment	143.15	13.69	4.09	152.75	104.09	18.56	4.04	118.61	34.14
<b>SUB TOTAL (A)</b>	<b>4,860.90</b>	<b>129.09</b>	<b>161.32</b>	<b>4,828.67</b>	<b>2,340.10</b>	<b>220.31</b>	<b>81.77</b>	<b>2,478.64</b>	<b>2,350.03</b>
<b>Intangible Assets: (acquired, unless otherwise stated)</b>									
Software	75.01	12.34	0.05	87.30	49.69	8.98	0.05	58.62	28.68
Technical Know How	3.00	-	-	3.00	0.15	0.30	-	0.45	2.55
<b>SUB TOTAL (B)</b>	<b>78.01</b>	<b>12.34</b>	<b>0.05</b>	<b>90.30</b>	<b>49.84</b>	<b>9.28</b>	<b>0.05</b>	<b>59.07</b>	<b>31.23</b>
<b>TOTAL (A+B)</b>	<b>4,938.91</b>	<b>141.43</b>	<b>161.37</b>	<b>4,918.97</b>	<b>2,389.94</b>	<b>229.59</b>	<b>81.82</b>	<b>2,537.71</b>	<b>2,381.26</b>

XVI.iii Buildings include value of shares in Co-operative Society of Rs. 1,500

**GALAXY SURFACTANTS LIMITED**
**Annexure XVI.iv Restated Standalone Statement of Property, Plant & Equipment and Intangible Assets**

Particulars	Gross Block (at cost)				Depreciation / Amortisation					Net Block
	As at 1st April 2014	Additions during the year	Deletions during the year	As at 31st March 2015	As at 1st April 2014	For the year	On account of Transitional provision of Schedule II (Refer Note XVI.iv.ii)	Deletions	As at 31st March 2015	As at 31st March 2015
<b>Property, Plant &amp; Equipment:</b>										
Leasehold Land	270.81	-	-	270.81	29.87	4.71	-	-	34.58	236.23
Buildings	964.43	13.82	-	978.25	221.39	36.83	11.50	-	269.72	708.53
Plant & Equipment	3,140.77	124.21	3.37	3,261.61	1,714.92	134.52	1.48	3.25	1,847.67	1,413.94
Furniture & Fixtures	157.69	6.23	-	163.92	44.54	19.31	0.53	-	64.38	99.54
Vehicles	37.02	12.98	6.84	43.16	17.94	6.72	0.31	5.31	19.66	23.50
Office Equipment	127.04	16.13	0.02	143.15	56.90	24.48	22.72	0.01	104.09	39.06
<b>SUB TOTAL (A)</b>	<b>4,697.76</b>	<b>173.37</b>	<b>10.23</b>	<b>4,860.90</b>	<b>2,085.56</b>	<b>226.57</b>	<b>36.54</b>	<b>8.57</b>	<b>2,340.10</b>	<b>2,520.80</b>
<b>Intangible Assets: (acquired, unless otherwise stated)</b>										
Software	67.83	7.18	-	75.01	36.49	11.89	1.31	-	49.69	25.32
Technical Know How	-	3.00	-	3.00	-	0.15	-	-	0.15	2.85
<b>SUB TOTAL (B)</b>	<b>67.83</b>	<b>10.18</b>	<b>-</b>	<b>78.01</b>	<b>36.49</b>	<b>12.04</b>	<b>1.31</b>	<b>-</b>	<b>49.84</b>	<b>28.17</b>
<b>TOTAL (A+B)</b>	<b>4,765.59</b>	<b>183.55</b>	<b>10.23</b>	<b>4,938.91</b>	<b>2,122.05</b>	<b>238.61</b>	<b>37.85</b>	<b>8.57</b>	<b>2,389.94</b>	<b>2,548.97</b>

XVI.iv.i Buildings include value of shares in Co-operative Society of Rs. 1,500

XVI.iv.ii Pursuant to the enactment of the Companies Act, 2013, the Company has revised its method of computing depreciation on the basis of the estimated useful lives of the fixed assets. Accordingly, the unamortised depreciable amount is being depreciated / amortised over the revised remaining useful lives. The unamortised depreciable amount in respect of fixed assets whose useful lives have expired as at 1st April 2014 amounting to Rs. 24.98 Mn (Net of deferred tax of Rs. 12.86 Mn) has been adjusted to the opening balance of retained earnings.

**GALAXY SURFACTANTS LIMITED**

**Annexure XVI.v**

**Restated Standalone Statement of Property, Plant & Equipment and Intangible Assets**

Particulars	Gross Block (at cost)				Depreciation/Amortisation				Net Block
	As at	Additions during the year	Deletions during the year	As at	As at	For the year	Deletions	As at	As at
	1st April 2013			31st March 2014	1st April 2013			31st March 2014	31st March 2014
<b>Property, Plant &amp; Equipment:</b>									
Leasehold Land	270.81	-	-	270.81	25.16	4.71	-	29.87	240.94
Buildings	947.38	17.38	0.33	964.43	191.06	30.66	0.33	221.39	743.04
Plant & Equipment	3,112.42	36.19	7.84	3,140.77	1,455.56	266.38	7.02	1,714.92	1,425.85
Furniture & Fixtures	154.53	3.17	0.01	157.69	35.13	9.41	-	44.54	113.15
Vehicles	33.96	3.66	0.60	37.02	15.20	3.01	0.27	17.94	19.08
Office Equipment	116.60	10.75	0.31	127.04	43.66	13.52	0.28	56.90	70.14
<b>SUB TOTAL (A)</b>	<b>4,635.70</b>	<b>71.15</b>	<b>9.09</b>	<b>4,697.76</b>	<b>1,765.77</b>	<b>327.69</b>	<b>7.90</b>	<b>2,085.56</b>	<b>2,612.20</b>
<b>Intangible Assets: (acquired, unless otherwise stated)</b>									
Software	53.05	15.84	1.06	67.83	31.97	5.58	1.06	36.49	31.34
<b>SUB TOTAL (B)</b>	<b>53.05</b>	<b>15.84</b>	<b>1.06</b>	<b>67.83</b>	<b>31.97</b>	<b>5.58</b>	<b>1.06</b>	<b>36.49</b>	<b>31.34</b>
<b>TOTAL (A+B)</b>	<b>4,688.75</b>	<b>86.99</b>	<b>10.15</b>	<b>4,765.59</b>	<b>1,797.74</b>	<b>333.27</b>	<b>8.96</b>	<b>2,122.05</b>	<b>2,643.54</b>

XVI.v.i Buildings include value of shares in Co-operative Society of Rs. 1,500

**GALAXY SURFACTANTS LIMITED**
**Annexure XVI.vi**
**Restated Standalone Statement of Property, Plant & Equipment and Intangible Assets**

Particulars	Gross Block (at cost)				Depreciation / Amortisation				Net Block
	As at 1st April 2012	Additions during the year	Deletions during the year	As at 31st March 2013	As at 1st April 2012	Additions during the year	Deletions during the year	As at 31st March 2013	As at 31st March 2013
<b>Property, Plant &amp; Equipment:</b>									
Leasehold Land	270.28	0.53	-	<b>270.81</b>	20.46	4.70	-	<b>25.16</b>	<b>245.65</b>
Buildings	790.73	156.65	-	<b>947.38</b>	161.81	29.25	-	<b>191.06</b>	<b>756.32</b>
Plant & Equipment	2,735.16	381.64	4.38	<b>3,112.42</b>	1,194.86	264.58	3.88	<b>1,455.56</b>	<b>1,656.86</b>
Furniture & Fixtures	107.10	47.43	-	<b>154.53</b>	26.64	8.49	-	<b>35.13</b>	<b>119.40</b>
Vehicles	37.27	0.44	3.75	<b>33.96</b>	14.40	3.11	2.31	<b>15.20</b>	<b>18.76</b>
Office Equipment	91.63	29.02	4.05	<b>116.60</b>	34.36	12.56	3.26	<b>43.66</b>	<b>72.94</b>
<b>SUB TOTAL (A)</b>	<b>4,032.17</b>	<b>615.71</b>	<b>12.18</b>	<b>4,635.70</b>	<b>1,452.53</b>	<b>322.69</b>	<b>9.45</b>	<b>1,765.77</b>	<b>2,869.93</b>
<b>Intangible Assets: (acquired, unless otherwise stated)</b>									
Software	49.66	3.39	-	<b>53.05</b>	26.54	5.43	-	<b>31.97</b>	<b>21.08</b>
<b>SUB TOTAL (B)</b>	<b>49.66</b>	<b>3.39</b>	<b>-</b>	<b>53.05</b>	<b>26.54</b>	<b>5.43</b>	<b>-</b>	<b>31.97</b>	<b>21.08</b>
<b>TOTAL (A+B)</b>	<b>4,081.83</b>	<b>619.10</b>	<b>12.18</b>	<b>4,688.75</b>	<b>1,479.07</b>	<b>328.12</b>	<b>9.45</b>	<b>1,797.74</b>	<b>2,891.01</b>

XVI.vi.i Buildings include value of shares in Co-operative Society of Rs. 1,500

XVI.vi.ii Addition to Plant & Equipment includes Rs.3.30 Mn being duty paid on de-bonding of Export Oriented Unit (EOU) at Taloja.

Particulars	As at 30th September		As at 31st March			
	2017	2017	2016	2015	2014	2013
<b>Annexure XVII</b>						
<b>Restated Standalone Statement of Non Current Investments</b>						
<b>(At cost - fully paid unless otherwise stated)</b>						
<b>1 Trade Investments-Unquoted</b>						
<b>(i) Investment in Equity Shares</b>						
<b>Subsidiary Companies</b>						
Galaxy Chemicals Inc.						
12,000 shares of face value US \$ 0.01 each (Previous Years : 12,000 Shares)	4.62	4.62	4.62	4.62	4.62	4.62
Galaxy Holdings (Mauritius) Ltd.						
5,00,000 shares of face value US \$1 each (Previous Years : 5,00,000 Shares)	23.73	23.73	23.73	23.73	23.73	23.73
	<u>28.35</u>	<u>28.35</u>	<u>28.35</u>	<u>28.35</u>	<u>28.35</u>	<u>28.35</u>
<b>(ii) Investment in Preference Shares</b>						
<b>Subsidiary Company- Galaxy Holdings (Mauritius) Ltd.</b>						
10% Non-Cumulative Redeemable Preference Shares						
2017 & 2016 3,94,00,000 shares of face value US \$1 each	2,147.81	2,147.81	2,147.81	1,168.91	1,168.91	1,168.91
(2015, 2014 & 2013 : 2,44,00,000 shares)						
	<u>2,147.81</u>	<u>2,147.81</u>	<u>2,147.81</u>	<u>1,168.91</u>	<u>1,168.91</u>	<u>1,168.91</u>
<b>2 Non-Trade Investments</b>						
<b>(i) Investment in Equity Instruments:</b>						
<b>a) Quoted</b>						
Union Bank of India						
7,200 shares of Rs. 10 each (Previous Years : 7,200 shares)	0.12	0.12	0.12	0.12	0.12	0.12
	<u>0.12</u>	<u>0.12</u>	<u>0.12</u>	<u>0.12</u>	<u>0.12</u>	<u>0.12</u>
<b>TOTAL</b>	<u><b>2,176.28</b></u>	<u><b>2,176.28</b></u>	<u><b>2,176.28</b></u>	<u><b>1,197.38</b></u>	<u><b>1,197.38</b></u>	<u><b>1,197.38</b></u>
Aggregate amount of Quoted Investments	0.12	0.12	0.12	0.12	0.12	0.12
Market Value of Quoted Investments	0.91	1.12	0.94	1.13	0.99	1.57
Aggregate amount of Unquoted Investments	2,176.16	2,176.16	2,176.16	1,197.26	1,197.26	1,197.26

Particulars	As at 30th		As at 31st March			
	September 2017	2017	2016	2015	2014	2013
<b>Annexure XVIII</b>						
<b>Restated Standalone Statement of Long Term Loans and Advances:</b>						
Unsecured, considered good :						
Capital advances	57.44	22.53	29.58	13.88	9.03	5.89
Security deposits	37.14	34.91	46.84	46.61	47.18	38.04
Loan to related party (Refer Annexure XXXX.F)	11.65	11.65	11.65	14.15	14.15	15.80
Other Loans & Advances (Refer note a)	207.57	241.15	151.32	103.75	116.52	17.81
Income tax payments (Net of provisions)	36.69	105.44	70.51	42.47	56.11	55.93
<b>TOTAL</b>	<b>350.49</b>	<b>415.68</b>	<b>309.90</b>	<b>220.86</b>	<b>242.99</b>	<b>133.47</b>

a) Other Loans and Advances includes VAT receivable & other recoverable expenses.

<b>Annexure XIX</b>						
<b>Restated Standalone Statement of Other Non Current Assets</b>						
Other Non Current Assets	0.20	0.20	0.20	0.20	0.20	0.20
<b>TOTAL</b>	<b>0.20</b>	<b>0.20</b>	<b>0.20</b>	<b>0.20</b>	<b>0.20</b>	<b>0.20</b>

<b>Annexure XX</b>						
<b>Restated Standalone Statement of Inventories</b>						
(At lower of cost or net realisable value)						
Raw materials [Including in transit of Rs. 149.26 Mn (2017: Rs. 126.85Mn, 2016: Rs. 158.79 Mn, 2015: Rs 115.25 Mn, 2014: Rs 110.44 Mn, 2013: Rs 137.36 Mn)]	571.71	732.16	504.84	504.08	438.98	480.35
Work-in-progress	347.01	454.16	269.18	356.25	276.75	297.31
Packing materials [Including in transit of Rs. 1.83 Mn (2017: Rs 1.69 Mn, 2016: Rs. 2.19 Mn, 2015: Rs. 1.56 Mn, 2014: Rs. 13.93 Mn, 2013: Rs. 2.87 Mn)]	50.22	37.57	34.61	31.81	41.06	35.17
Finished goods [Including in transit of Rs. 82.86 Mn (2017: Rs. 108.43Mn, 2016: Rs. 81.48 Mn, 2015: Rs. 118.39 Mn, 2014: Rs. 186.78 Mn, 2013: Rs. 107.64 Mn)]	524.41	608.32	395.78	422.67	570.47	382.68
Stock-in-trade [Including in transit of Rs. 4.62 Mn (2017: Rs. 4.63 Mn, 2016: Rs 9.63 Mn, 2015: Rs. 7.50 Mn, 2014: Rs. 0.33 Mn, 2013: Nil)]	44.05	56.65	37.12	54.80	28.21	22.51
Consumables, stores & spares [Including in transit of Rs. 2.70 Mn (2017: Rs. 0.54 Mn, 2016: Rs. 0.62 Mn, 2015: Rs 0.44 Mn, 2014: Rs 0.86 Mn, 2013: Rs. 0.80 Mn)]	88.88	85.55	77.64	86.72	83.01	80.38
<b>TOTAL</b>	<b>1,626.28</b>	<b>1,974.41</b>	<b>1,319.17</b>	<b>1,456.33</b>	<b>1,438.48</b>	<b>1,298.40</b>

<b>Annexure XXI</b>						
<b>Restated Standalone Statement of Trade Receivables</b>						
Outstanding for a period exceeding 6 months from the date they were due for payment						
Unsecured, considered good	7.94	7.88	10.19	132.89	1.55	6.30
Unsecured, considered doubtful	9.16	9.16	-	-	-	-
	17.10	17.04	10.19	132.89	1.55	6.30
Less: Provision for doubtful debts	(9.16)	(9.16)	-	-	-	-
	7.94	7.88	10.19	132.89	1.55	6.30
Other trade receivables						
Unsecured, considered good (Refer Note a)	2,921.27	2,880.70	2,250.69	2,354.13	2,320.21	1,839.60
<b>TOTAL</b>	<b>2,929.21</b>	<b>2,888.58</b>	<b>2,260.88</b>	<b>2,487.02</b>	<b>2,321.76</b>	<b>1,845.90</b>

a) Includes Rs. 292.76 Mn (2017: Rs. 606.86 Mn, 2016: Rs. 506.20 Mn, 2015: Rs. 1062.32 Mn, 2014: Rs. 1011.56 Mn, 2013: 552.68 Mn ) receivable from subsidiaries.

Particulars	As at 30th		As at 31st March			
	September 2017	2017	2016	2015	2014	2013
<b>Annexure XXII</b>						
<b>Restated Standalone Statement of Cash and Bank Balances</b>						
<b>Cash and Cash Equivalents:</b>						
Cash on hand	2.62	2.38	2.38	2.46	3.14	3.48
Balance with banks in current accounts	80.18	30.52	56.28	65.80	45.78	64.26
	<b>82.80</b>	<b>32.90</b>	<b>58.66</b>	<b>68.26</b>	<b>48.92</b>	<b>67.74</b>
<b>Other Bank Balances:</b>						
Earmarked Balances with Banks	4.33	4.00	19.78	50.92	20.60	20.27
<b>TOTAL</b>	<b>87.13</b>	<b>36.90</b>	<b>78.44</b>	<b>119.18</b>	<b>69.52</b>	<b>88.01</b>

**Annexure XXIII**  
**Restated Standalone Statement of Short Term Loans and Advances:**

Unsecured, considered good :						
Security deposits	0.87	3.36	1.05	0.33	0.05	3.60
Loans and advances to related parties	7.35	22.66	46.55	61.19	35.74	27.94
Other loans and advances considered good	480.72	292.76	381.71	574.77	479.53	581.23
Other loans and advances considered doubtful	5.91	5.32	0.90	-	-	-
	486.63	298.08	382.61	574.77	479.53	581.23
Less: Provision of Doubtful Advances	(5.91)	(5.32)	(0.90)	-	-	-
	<b>480.72</b>	<b>292.76</b>	<b>381.71</b>	<b>574.77</b>	<b>479.53</b>	<b>581.23</b>
<b>TOTAL</b>	<b>488.94</b>	<b>318.78</b>	<b>429.31</b>	<b>636.29</b>	<b>515.32</b>	<b>612.77</b>

**Annexure XXIV**  
**Restated Standalone Statement of Other Current Assets**

Interest accrued on deposits	1.10	2.28	2.37	2.90	0.46	0.83
Export incentives	274.45	195.63	218.97	53.75	74.44	120.19
Other receivables (Refer Note a)	2.52	0.04	0.24	2.51	2.56	3.03
<b>TOTAL</b>	<b>278.07</b>	<b>197.95</b>	<b>221.58</b>	<b>59.16</b>	<b>77.46</b>	<b>124.05</b>

a) Other loans and advances include insurance receivable and other recoverable expenses.

Particulars	For the half year		For the year ended 31st March			
	ended 30th September 2017	2017	2016	2015	2014	2013
<b>Annexure XXV</b>						
<b>Restated Standalone Statement of Revenue from Operations</b>						
Sale of products	8,457.39	15,700.29	13,958.96	15,484.57	14,888.54	14,875.14
Less : Excise duty	286.08	867.04	696.09	825.09	710.50	794.10
Sale of products (Net)	8,171.31	14,833.25	13,262.87	14,659.48	14,178.04	14,081.04
<b>Other Operating Revenues</b>						
Export incentives	92.17	182.23	168.68	56.63	91.06	96.83
Scrap sales	6.04	10.91	9.36	13.48	16.15	12.86
<b>Revenue from Operations</b>	<b>8,269.52</b>	<b>15,026.39</b>	<b>13,440.91</b>	<b>14,729.59</b>	<b>14,285.25</b>	<b>14,190.73</b>
<b>Annexure XXV.i</b>						
<b>Particulars of Sale of Products</b>						
Organic surface active agents/preparations	6,650.07	12,446.01	10,764.63	12,083.73	12,230.05	12,582.90
Fatty alkanolamides/fatty acid esters	403.81	680.61	518.35	718.44	677.80	476.23
Specialty chemicals	1,402.21	2,572.61	2,675.35	2,682.33	1,979.46	1,813.26
Others	1.30	1.06	0.63	0.07	1.23	2.75
<b>TOTAL</b>	<b>8,457.39</b>	<b>15,700.29</b>	<b>13,958.96</b>	<b>15,484.57</b>	<b>14,888.54</b>	<b>14,875.14</b>

Particulars	For the half year ended		For the year ended 31st March			
	30th September 2017	2017	2016	2015	2014	2013
<b>Annexure XXVI</b>						
<b>Restated Standalone Statement of Other Income</b>						
<b>Interest Income on:</b>						
-Term deposits	-	0.44	3.72	4.91	2.56	1.62
-Others	22.94	25.67	41.55	55.37	33.44	19.59
Dividend on non-current investments	0.03	0.04	0.07	0.03	0.10	0.09
Liabilities no longer required written back	-	18.06	-	-	8.95	4.70
Foreign exchange differences (Net)	-	60.92	19.10	10.52	14.97	3.02
Profit on sale of fixed assets (Net)	-	-	-	0.31	0.04	-
Commission received	4.36	10.22	11.52	9.78	10.73	9.73
Miscellaneous income	1.61	25.57	19.00	3.11	5.93	2.93
<b>TOTAL</b>	<b>28.94</b>	<b>140.92</b>	<b>94.96</b>	<b>84.03</b>	<b>76.72</b>	<b>41.68</b>
<b>Annexure XXVII</b>						
<b>Restated Standalone Statement of Cost of Materials Consumed</b>						
Raw materials	5,602.54	10,718.98	8,388.26	9,973.55	9,859.69	10,076.55
Packing materials	220.26	482.14	509.36	535.93	552.88	483.66
<b>TOTAL</b>	<b>5,822.80</b>	<b>11,201.12</b>	<b>8,897.62</b>	<b>10,509.48</b>	<b>10,412.57</b>	<b>10,560.21</b>
<b>Annexure XXVII.i</b>						
<b>Particulars of Materials Consumed</b>						
Acids, alkalis and amines	429.78	945.78	951.65	1,033.87	1,117.06	855.44
Fatty alcohol, fatty acid, oils and ethylene oxide	4,558.77	8,878.14	6,428.15	7,700.96	7,635.22	8,462.11
Other raw materials	613.99	895.06	1,008.46	1,238.72	1,107.41	759.01
Packing materials	220.26	482.14	509.36	535.93	552.88	483.66
<b>TOTAL</b>	<b>5,822.80</b>	<b>11,201.12</b>	<b>8,897.62</b>	<b>10,509.48</b>	<b>10,412.57</b>	<b>10,560.21</b>
<b>Annexure XXVII.ii</b>						
<b>Value of Materials Consumed</b>						
Imported	4,144.52	6,936.09	5,111.27	7,252.22	7,576.17	6,680.61
Indigenous	1,678.28	4,265.03	3,786.35	3,257.26	2,836.40	3,879.60
<b>TOTAL</b>	<b>5,822.80</b>	<b>11,201.12</b>	<b>8,897.62</b>	<b>10,509.48</b>	<b>10,412.57</b>	<b>10,560.21</b>
<b>Annexure XXVIII</b>						
<b>Restated Standalone Statement of Purchase of Stock-in trade</b>						
Speciality chemicals	51.76	161.16	148.20	129.29	70.76	24.47
<b>TOTAL</b>	<b>51.76</b>	<b>161.16</b>	<b>148.20</b>	<b>129.29</b>	<b>70.76</b>	<b>24.47</b>
<b>Annexure XXIX</b>						
<b>Restated Standalone Statement of Changes in Inventories of Finished goods, Work-in-progress and Stock-in-trade :</b>						
<b>Inventories at the beginning of the period/year</b>						
Finished goods	608.32	395.78	422.67	570.47	382.68	526.07
Work-in-progress	454.16	269.18	356.25	276.75	297.31	425.04
Stock-in-trade	56.65	37.12	54.80	28.21	22.51	32.88
	<b>1,119.13</b>	<b>702.08</b>	<b>833.72</b>	<b>875.43</b>	<b>702.50</b>	<b>983.99</b>
<b>Inventories at the end of the period/year</b>						
Finished goods	524.41	608.32	395.78	422.67	570.47	382.68
Work-in-progress	347.01	454.16	269.18	356.25	276.75	297.31
Stock-in-trade	44.05	56.65	37.12	54.80	28.21	22.51
	<b>915.47</b>	<b>1,119.13</b>	<b>702.08</b>	<b>833.72</b>	<b>875.43</b>	<b>702.50</b>
<b>(Increase)/Decrease in Inventories</b>	<b>203.66</b>	<b>(417.05)</b>	<b>131.64</b>	<b>41.71</b>	<b>(172.93)</b>	<b>281.49</b>
<b>Annexure XXX</b>						
<b>Restated Standalone Statement of Employee Benefits Expense</b>						
Salaries, wages and allowances	344.05	625.03	601.72	527.97	462.78	421.39
Contribution to provident and other funds	42.59	71.32	51.77	65.24	19.46	39.02
Staff welfare expenses	22.28	47.12	49.67	41.74	38.56	35.50
<b>TOTAL</b>	<b>408.92</b>	<b>743.47</b>	<b>703.16</b>	<b>634.95</b>	<b>520.80</b>	<b>495.91</b>
<b>Annexure XXX.i</b>						
<b>Managerial Remuneration included under Employee Benefit Expenses:</b>						
<b>Remuneration Paid to Managing Director and Whole-Time Directors</b>						
Salaries and allowances	21.90	37.63	44.20	47.34	31.35	31.90



Commission	12.70	24.58	32.67	-	22.00	-
Contribution to provident and other funds	1.90	3.06	3.88	4.24	2.88	2.88
<b>TOTAL</b>	<b>36.50</b>	<b>65.27</b>	<b>80.75</b>	<b>51.58</b>	<b>56.23</b>	<b>34.78</b>

Particulars	For the half year ended		For the year ended 31st March			
	30th September 2017	2017	2016	2015	2014	2013
<b>Annexure XXXI</b>						
<b>Restated Standalone Statement of Other Expenses</b>						
Consumption of stores and spare parts, consumables	33.07	69.46	79.56	73.62	38.74	40.12
Power and fuel	190.87	315.26	298.17	335.85	364.35	404.13
Water charges	4.34	8.95	8.18	11.36	11.68	13.62
Repairs and maintenance:						
- Plant and machinery	27.91	44.06	70.79	55.47	53.97	50.75
- Building	0.19	2.48	1.91	24.68	9.09	10.25
- Others	15.75	20.55	20.27	17.92	11.72	4.14
Rent (including storage charges)	6.97	18.88	17.93	18.31	16.37	26.17
Insurance	20.94	38.87	37.20	39.83	39.47	36.40
Rates and taxes	13.03	44.31	67.52	57.88	26.89	45.52
Travelling and conveyance	41.19	91.92	82.78	83.36	67.10	69.96
Freight and forwarding	256.80	419.39	503.96	575.93	576.10	597.89
Legal and professional fees	59.84	115.00	110.31	90.56	73.61	64.43
Discount and commission on sales	6.63	23.20	12.61	12.82	11.04	12.03
CSR expenditure (Refer Annexure XXXII)	6.26	23.26	17.47	11.55	-	-
Donations	0.02	0.07	0.04	0.06	3.41	0.71
Directors' sitting fees	1.16	3.99	2.90	2.95	0.64	0.64
Prov for Doubtful Debts	-	9.16	-	-	-	-
Prov for Doubtful Advances	0.59	4.42	0.90	-	-	-
Bad Debts written off	-	-	-	0.32	-	-
Commission to non-executive directors	2.50	5.05	3.75	3.25	2.60	-
Loss on sale/discard of fixed assets (net)	1.08	0.51	4.71	-	-	0.07
Foreign exchange differences (Net)	2.83	14.52	5.02	15.18	19.07	1.45
REACH registration expenses (Net)	1.61	-	3.33	39.60	23.00	0.69
Bank charges	7.88	15.33	16.33	23.11	23.72	24.63
Printing & stationery, postage	12.28	27.15	27.53	27.20	24.61	26.92
Royalty	0.68	1.40	1.25	0.45	-	-
Miscellaneous expenses	83.76	165.07	139.58	154.09	145.46	116.77
<b>TOTAL</b>	<b>798.18</b>	<b>1,482.26</b>	<b>1,534.00</b>	<b>1,675.35</b>	<b>1,542.64</b>	<b>1,547.29</b>
<b>Annexure XXXI.i</b>						
<b>Value of Stores and Spares Consumed</b>						
Imported	-	0.65	1.89	0.88	4.21	6.11
Indigeneous	33.07	68.81	77.67	72.74	34.53	34.01
<b>TOTAL</b>	<b>33.07</b>	<b>69.46</b>	<b>79.56</b>	<b>73.62</b>	<b>38.74</b>	<b>40.12</b>
<b>Annexure XXXI.ii</b>						
<b>Payment to Auditors included under Legal and Professional Fees*</b>						
Audit fees	1.35	2.42	2.40	2.40	2.40	2.00
Other services	0.03	0.08	0.15	0.06	0.10	0.08
Out of pocket expenses	-	0.02	0.11	0.01	0.01	0.01
<b>TOTAL</b>	<b>1.38</b>	<b>2.52</b>	<b>2.66</b>	<b>2.47</b>	<b>2.51</b>	<b>2.09</b>
*Excludes service tax						
<b>Annexure XXXII</b>						
<b>Restated Standalone Statement of Finance Costs</b>						
Interest expense	97.87	182.23	208.25	243.46	297.54	474.67
Others	0.77	3.10	34.79	39.24	59.14	8.84
<b>TOTAL</b>	<b>98.64</b>	<b>185.33</b>	<b>243.04</b>	<b>282.70</b>	<b>356.68</b>	<b>483.51</b>

**Annexure XXXIII - Restated Standalone Statement of Contingent Liabilities**

The Company has the following Contingent Liabilities for which no provision has been made in the books of accounts

(Rs. in million)

Particulars	As at 30th		As at 31st March			
	September 2017	2017	2016	2015	2014	2013
a. Corporate guarantees given to bank in connection with borrowings by subsidiary company	1,214.43	1,325.32	1,596.85	2,048.13	1,883.37	1,337.20
b. Claims against the Company not acknowledged as debts						
- Excise duty & Service tax	75.26	72.70	54.37	39.70	25.88	2.23
- Income tax	0.79	37.41	20.04	27.18	63.12	61.53
- Sales tax	26.66	13.30	12.40	12.44	5.14	-
- Custom duty	83.52	81.87	3.77	4.14	-	-
- Cess on electricity	-	-	9.50	9.32	9.13	-
c. Customer Claim : No provision has been made in respect of claim of Euro 0.80 Mn made by one of the overseas customers on account of quality issues in respect of third party trading material supplied by the Company. The Company has made a provision of USD 0.14 Mn in respect of the amount due from the said customer in respect of subsequent supplies to the said overseas customer	61.71	55.43	-	-	-	-
<b>Total</b>	<b>1,462.37</b>	<b>1,586.03</b>	<b>1,696.93</b>	<b>2,140.91</b>	<b>1,986.64</b>	<b>1,400.96</b>

In respect of (b) &amp; (c) above, it is not practicable for the Company to estimate the closure of these issues and the consequential timings of cash flows, if any

**Annexure XXXIV - Restated Standalone Statement of Estimated amount of Contracts remaining to be executed on capital account (Net of Advances)**

(Rs. in million)

Particulars	As at 30th		As at 31st March			
	September 2017	2017	2016	2015	2014	2013
Contracts remaining to be executed on Capital Account (Net of Advances)	89.17	29.24	98.01	121.40	22.05	6.93

**Annexure XXXV - Restated Standalone Statement of Earning in Foreign Currencies:-**

(Rs. in million)

Particulars	As at 30th		As at 31st March			
	September 2017	2017	2016	2015	2014	2013
<b>Earnings in Foreign Currencies</b>						
F.O.B value of exports	3,833.46	7,495.83	7,219.53	7,470.11	7,912.99	7,889.59
Guarantee commission	4.36	10.22	11.52	9.78	10.73	9.73
Interest	7.52	22.11	28.85	49.40	24.23	17.10
Other recoveries	193.79	323.36	462.41	468.19	475.48	513.32
<b>Value of Imports on CIF basis</b>						
Raw materials and packing materials	4,016.56	6,617.87	4,870.70	6,704.07	5,730.10	5,751.48
Traded goods	32.45	93.23	91.64	109.20	50.92	20.30
Capital goods	21.75	15.78	54.06	18.62	9.66	26.90
Consumable & stores	0.85	1.22	3.75	0.75	2.48	6.92
<b>Expenditure in Foreign Currency</b>						
Travelling & conveyance	2.09	9.87	5.45	7.72	6.36	5.41
Commission on exports	4.36	10.09	5.56	4.39	4.48	6.15
Professional fees	3.31	15.94	9.34	9.97	8.57	4.62
Exhibitions, subscription, membership and seminar	10.67	24.69	21.99	16.18	17.61	9.75
Interest and processing charges on borrowings	5.23	6.81	17.42	37.38	43.25	46.83
REACH registration expenses (Net)	1.61	-	3.33	39.57	28.00	0.69
Freight, forwarding & clearing charges	19.39	38.60	48.03	85.71	85.74	234.61
Other expenses	4.19	22.23	32.10	60.98	40.76	30.45

**Annexure XXXVI - Restated Standalone Statement of Earnings Per Share**

(Rs. in million)

Particulars	As at 30th		As at 31st March			
	September 2017	2017	2016	2015	2014	2013
Net profit after tax	512.20	1,038.44	1,072.22	851.59	841.84	342.68
Weighted average number of equity shares outstanding during the period/year	35,454,752	35,454,752	35,454,752	35,454,752	35,454,752	35,454,752
Nominal value of equity shares (Rs.)	10.0	10.0	10.0	10.0	10.0	10.0
Earnings per Share basic and diluted (Rs.)	14.45	29.29	30.24	24.02	23.74	9.67

**Annexure XXXVII - Restated Standalone Statement of Derivative Instruments**

The Company uses forward exchange contracts to hedge its foreign currency exposures relating to the underlying transactions and firm commitments. The Company does not enter into any derivative instruments for trading or speculative purposes.

**Forward Exchange Contracts outstanding as at the year end: (Rs. in million)**

Currency	Type	Cross Currency	For the half year ended 30th September 2017		For the Year Ended 31st March				
			2017	2016	2015	2014	2013		
USD	Sell	INR	372.63	194.43	836.01	0.50	4.05	4.00	
EUR	Sell	INR	112.73	-	57.30	0.75	1.00	0.20	
USD	Buy	INR	-	16.51	-	-	0.50	-	

**Currency Option contracts outstanding as at the year end: (Rs. in million)**

Currency	Type	Cross Currency	For the half year ended 30th September 2017		For the Year Ended 31st March				
			2017	2016	2015	2014	2013		
USD	Buy	INR	11.00	12.50	15.00	0.30	3.15	6.70	

The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below: (Rs. in million)

Particulars	Currency	For the half year ended 30th September 2017				For the Year Ended 31st March							
		Amount in		Amount in		Amount in		Amount in		Amount in		Amount in	
		FC	INR	FC	INR	FC	INR	FC	INR	FC	INR	FC	INR
Trade receivables	USD	15.44	1,007.73	19.82	1,285.02	11.06	732.50	35.23	2,201.62	27.25	1,632.35	31.24	1,695.87
	EUR	-	-	0.75	51.63	0.17	13.02	1.29	86.59	1.15	94.34	1.98	137.85
	GBP	-	-	-	-	-	-	-	-	-	-	.*	0.12
Other receivables	USD	0.11	7.39	0.36	23.17	0.71	47.09	0.79	49.31	0.60	35.73	0.51	27.92
	EUR	-	-	-	-	.*	0.12	.*	0.15	-	-	-	-
Cash & bank balances	USD	0.02	1.49	0.01	0.60	0.03	1.81	0.02	1.40	0.01	0.84	0.01	0.48
	EUR	0.03	2.43	0.03	2.16	0.04	2.97	0.01	0.84	0.01	1.16	0.02	1.48
	GBP	0.01	0.48	0.01	0.62	-	-	-	-	-	-	-	-
	TRL	.*	0.09	0.01	0.20	-	-	-	-	.*	0.08	-	-
	THB	-	-	-	-	-	-	-	-	-	-	0.29	0.54
Trade & other payables	USD	17.13	1,117.99	17.27	1,120.19	10.35	685.42	15.11	944.09	20.88	1,251.17	13.54	735.01
	EUR	0.02	1.30	0.03	2.11	0.04	2.71	0.01	0.92	0.03	2.85	-	-
	GBP	.*	0.24	-	-	.*	0.19	.*	0.45	.*	0.32	.*	0.10
	CHF	-	-	-	-	-	-	.*	0.28	.*	0.14	.*	0.28
Borrowings	USD	5.16	336.96	4.83	313.36	2.97	196.68	18.46	1,153.75	9.30	557.45	7.79	423.00
	EUR	0.99	76.00	0.65	45.10	0.94	71.25	0.72	48.36	0.25	20.57	1.36	94.79

\* Figures lower than 10,000

**Annexure XXXVIII - Restated Standalone Statement of Employee Benefits**
**a) Defined Contribution Plan:**

The Company makes contributions towards Provident Fund and Employee's State Insurance Corporation (ESIC) for qualifying employees. The Company has recognised Company's contribution to Provident Fund and ESIC contribution, as an expense and includes in Employee Benefit Expenses in the Statement of Profit and Loss

**(Rs. in million)**

Particulars	For the half year ended 30th		For the Year Ended 31st March			
	September 2017	2017	2016	2015	2014	2013
Employer's Contribution	18.50	34.75	31.83	29.82	25.19	24.75

**b) Defined Benefit Plan:**
**Gratuity Plan**

Gratuity is payable to all eligible employees of the Company on separation from the service, in terms of the provisions of the "Gratuity Act, 1972" and employment contracts entered into by the Company. Under the gratuity plan, every employee who has completed at least 5 years of service gets a gratuity at 15 days of last drawn salary for each completed year of service. The Company makes an annual contribution to the group gratuity scheme administered by the Life Insurance Corporation of India through its gratuity trust fund.

**Leave Plan**

Under the leave benefit plan, employees are entitled to 30 days of leave for every completed year of service, which they can avail during their service period. The plan is not funded by the Company. Eligible employees can carry forward and encash leave on separation from the service as per the Company's rules.

The following table summarize the funded status and amounts recognised in the Balance Sheet and the components of net benefit/ expense recognised in the Statement of Profit and Loss for the respective plans.

**i. Changes in the Obligation- Gratuity**
**(Rs. in million)**

Particulars	For the half year ended 30th		For the Year Ended 31st March			
	September 2017	2017	2016	2015	2014	2013
Present value of the obligation as at beginning of the year	150.07	130.14	118.04	80.00	85.51	68.70
Interest cost	4.95	8.55	7.41	5.82	6.69	5.70
Past Service Cost	-	-	-	-	-	-
Current service cost	6.02	9.61	7.09	3.86	3.53	5.79
Curtailment cost / (credit)	-	-	-	-	-	-
Settlement cost / (credit)	-	-	-	-	-	-
Benefits paid	(12.27)	(23.91)	(14.81)	(2.16)	(3.88)	(1.06)
Actuarial (gain) / loss on obligations	23.83	25.68	12.41	30.52	(11.85)	6.38
Present value of the obligation as at end of the year	172.60	150.07	130.14	118.04	80.00	85.51

**ii. Fair value of Plan Assets- Gratuity**
**(Rs. in million)**

Particulars	For the half year ended 30th		For the Year Ended 31st March			
	September 2017	2017	2016	2015	2014	2013
Present value of plan assets as at beginning of the year	92.82	76.85	63.55	57.92	54.17	41.33
Expected return on plan assets	3.08	4.76	3.74	4.04	4.83	4.22
Actuarial gain/(loss) on plan assets	0.20	1.68	1.58	1.21	(0.16)	-
Contributions	-	13.77	9.83	2.54	2.96	9.68
Benefits paid	(4.81)	(4.24)	(1.85)	(2.16)	(3.88)	(1.06)
Fair value of plan assets as at end of the year	91.29	92.82	76.85	63.55	57.92	54.17
<b>Return on Plan Assets:</b>	-	-	-	-	-	-
Expected return on plan assets	3.08	4.76	3.74	4.04	4.83	4.22
Actuarial gain/(loss) on plan assets	0.20	1.68	1.58	1.21	(0.16)	-
Actual return on plan assets	3.28	6.44	5.32	5.25	4.67	4.22
<b>The actual return on Plan Assets:</b>	-	-	-	-	-	-
Actual returns on plan assets administered by LIC of India	3.28	6.44	5.32	5.25	4.67	4.22

**iii. Amount recognised in the Balance sheet- Gratuity**
**(Rs. in million)**

Particulars	For the half year ended 30th		For the Year Ended 31st March			
	September 2017	2017	2016	2015	2014	2013
Present value of funded obligation as at end of the year	172.60	135.66	106.06	86.93	59.87	61.28
Fair value of plan assets as at end of the year	91.29	92.82	76.85	63.55	57.92	54.17
Present value of unfunded obligation as at end of the year	-	14.41	24.09	31.11	20.13	24.22
Net liability recognized in the balance sheet	81.31	57.25	53.29	54.49	22.08	31.34

**iv. Percentage of Each category of Plan Assets to fair value of Plan Assets- Gratuity**

Particulars	For the half year ended 30th		For the Year Ended 31st March			
	September 2017	2017	2016	2015	2014	2013
	Insurer managed funds	100%	100%	100%	100%	100%

**v. Expenses Recognized in the Statement of Profit and Loss- Gratuity**
**(Rs. in million)**

Particulars	For the half year ended 30th		For the Year Ended 31st March			
	September 2017	2017	2016	2015	2014	2013
	Current service cost	6.02	9.60	7.09	3.86	3.54
Interest cost	4.95	8.55	7.41	5.82	6.69	5.70
Expected return on plan assets	(3.08)	(4.76)	(3.74)	(4.04)	(4.83)	(4.22)
Net actuarial (gain) / loss to be recognized	23.63	24.00	10.84	29.31	(11.68)	6.38
Expenses recognized in the statement of profit and loss	31.52	37.39	21.60	34.95	(6.28)	13.65

**vi. Principal actuarial assumptions- Gratuity**

Particulars	For the half year ended 30th		For the Year Ended 31st March			
	September 2017	2017	2016	2015	2014	2013
	Discount rate	7.00%	7.25%	7.80%	7.80%	9.10%
Expected rate of return on plan assets	7.00%	7.25%	7.80%	8.50%	9.00%	9.25%
Attrition rate	5% at younger ages reducing to 1% at lower ages					
Average salary escalation rate	7.00%	7.00%	7.00%	7.00%	5.00%	5.00%
Mortality table used	Indian Assured Lives Mortality (2006-08) Ultimate					: LIC (1994-96) published table of mortality rates.

The actuarial calculations used to estimate defined benefit obligations and expenses are based on above assumptions, which if changed, would affect the defined benefit obligation's size, funding requirements and expense.

Estimates of future salary increases, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

**vii. Experience Adjustments- Gratuity**
**(Rs. in million)**

Particulars	For the half year ended 30th		For the Year Ended 31st March			
	September 2017	2017	2016	2015	2014	2013
	<b>Gratuity</b>					
Defined benefit obligation	172.60	150.07	130.14	118.04	80.00	85.51
Fair value of plan assets	91.29	92.82	76.85	63.55	57.92	54.17
Surplus / (deficit)	(81.31)	(57.25)	(53.29)	(54.49)	(22.08)	(31.34)
Actuarial adjustments on plan liabilities	20.11	25.68	12.41	30.52	(11.85)	6.38
Actuarial adjustments on plan assets	(0.19)	1.68	1.57	1.21	(0.16)	-

**i. Changes in the Obligation- Leave****(Rs. in million)**

Particulars	For the half year ended		For the Year Ended 31st March			
	30th September 2017	2017	2016	2015	2014	2013
Present value of the obligation as at beginning of the year	51.97	47.58	45.12	31.34	32.11	34.34
Interest cost	1.72	3.17	2.92	2.85	2.48	2.81
Past Service Cost	-	-	-	-	-	-
Current service cost	3.05	5.53	4.85	1.74	1.59	1.69
Curtailment cost / (credit)	-	-	-	-	-	-
Settlement cost / (credit)	-	-	-	-	-	-
Benefits paid	(3.14)	(10.77)	(3.21)	(1.95)	(2.14)	(2.64)
Actuarial (gain) / loss on obligations	15.20	6.45	(2.10)	11.15	(2.71)	(4.08)
Present value of the obligation as at end of the year	68.79	51.97	47.58	45.12	31.34	32.11

**ii. Amount recognised in the Balance sheet- Leave****(Rs. in million)**

Particulars	For the half year ended		For the Year Ended 31st March			
	30th September 2017	2017	2016	2015	2014	2013
Present value of unfunded obligation as at end of the year	68.79	51.97	47.58	45.12	31.34	32.11
Net liability recognized in the balance sheet	68.79	51.97	47.58	45.12	31.34	32.11

**iii. Expenses Recognized in the Statement of Profit and Loss- Leave****(Rs. in million)**

Particulars	For the half year ended		For the Year Ended 31st March			
	30th September 2017	2017	2016	2015	2014	2013
Current service cost	3.05	5.53	4.85	1.74	1.59	1.69
Interest cost	1.72	3.17	2.92	2.85	2.48	2.81
Expected return on plan assets	-	-	-	-	-	-
Net actuarial (gain) / loss to be recognized	15.20	6.45	(2.10)	11.15	(2.71)	(4.08)
Expenses recognized in the statement of profit and loss	19.97	15.15	5.67	15.73	1.37	0.41

**iv. Principal actuarial assumptions- Leave**

Particulars	For the half year ended		For the Year Ended 31st March			
	30th September 2017	2017	2016	2015	2014	2013
Discount rate	7.00%	7.25%	7.80%	7.80%	9.10%	8.00%
Expected rate of return on plan assets	-	-	-	-	-	-
Attrition rate	5.00%	5.00%	5.00%	5.00%	5.00%	-
Average salary escalation rate	7.00%	7.00%	7.00%	7.00%	5.00%	5.00%
Mortality table used	Indian Assured Lives Mortality (2006-08) Ultimate					

The actuarial calculations used to estimate defined benefit obligations and expenses are based on above assumptions, which if changed, would affect the defined benefit obligation's size, funding requirements and expense.

Estimates of future salary increases, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

**v. Experience Adjustments- Leave****(Rs. in million)**

Particulars	For the half year ended		For the Year Ended 31st March			
	30th September 2017	2017	2016	2015	2014	2013
Defined benefit obligation	68.79	51.97	47.58	45.12	31.34	32.11

**Annexure XXXIX- Restated Standalone Statement of Segment Reporting**

## a. Primary segment : Business segment

The Company is engaged in the manufacture of specialty chemicals which is considered as the only business segment.

## b. Secondary segment : Geographical segment

**(Rs. in million)**

Segment Revenues	For the half year ended		For the Year Ended 31st March			
	30th September 2017	2017	2016	2015	2014	2013
A. Revenues within India	4,380.79	7,826.08	6,244.98	7,460.42	6,435.19	6,401.32
B. Revenues outside India	4,076.60	7,874.21	7,713.98	8,024.15	8,453.35	8,473.82
<b>Gross sale of products</b>	<b>8,457.39</b>	<b>15,700.29</b>	<b>13,958.96</b>	<b>15,484.57</b>	<b>14,888.54</b>	<b>14,875.14</b>



**Annexure XXXX- Restated Standalone Statement of Related Party Transactions**

**A) Subsidiary Companies**

For the half year ended 30th September 2017		2017	2016	For the Year Ended 31st March		
				2015	2014	2013
<b>Wholly Owned Subsidiaries</b>						
Galaxy Chemicals Inc. USA	Galaxy Chemicals Inc. USA	Galaxy Chemicals Inc. USA	Galaxy Chemicals Inc. USA	Galaxy Chemicals Inc. USA	Galaxy Chemicals Inc. USA	Galaxy Chemicals Inc. USA
Galaxy Holdings (Mauritius) Limited, Mauritius	Galaxy Holdings (Mauritius) Limited, Mauritius	Galaxy Holdings (Mauritius) Limited, Mauritius	Galaxy Holdings (Mauritius) Limited, Mauritius	Galaxy Holdings (Mauritius) Limited, Mauritius	Galaxy Holdings (Mauritius) Limited, Mauritius	Galaxy Holdings (Mauritius) Limited, Mauritius
<b>Indirect Subsidiaries</b>						
Galaxy Chemicals (Egypt) SAE, Egypt	Galaxy Chemicals (Egypt) SAE, Egypt	Galaxy Chemicals (Egypt) SAE, Egypt	Galaxy Chemicals (Egypt) SAE, Egypt	Galaxy Chemicals (Egypt) SAE, Egypt	Galaxy Chemicals (Egypt) SAE, Egypt	Galaxy Chemicals (Egypt) SAE, Egypt
Rainbow Holdings GmbH, Germany	Rainbow Holdings GmbH, Germany	Rainbow Holdings GmbH, Germany	Rainbow Holdings GmbH, Germany	Rainbow Holdings GmbH, Germany	Rainbow Holdings GmbH, Germany	Rainbow Holdings GmbH, Germany
Tri-K Industries Inc, USA	Tri-K Industries Inc, USA	Tri-K Industries Inc, USA	Tri-K Industries Inc, USA	Tri-K Industries Inc, USA	Tri-K Industries Inc, USA	Tri-K Industries Inc, USA

**B) Key Management Personnel - Whole time directors**

For the half year ended 30th September 2017		2017	2016	For the Year Ended 31st March		
				2015	2014	2013
Mr. U. Shekhar	Mr. U. Shekhar	Mr. U. Shekhar	Mr. U. Shekhar	Mr. U. Shekhar	Mr. U. Shekhar	Mr. U. Shekhar
Mr. R. Venkateswar (till 9th June 2017)	Mr. G. Ramakrishnan (till 6th Sept 2016)	Mr. G. Ramakrishnan	Mr. S. R. Shabhag (till 22nd May 2015)	Mr. G. Ramakrishnan	Mr. G. Ramakrishnan	Mr. G. Ramakrishnan
Mr. K. Natarajan	Mr. R. Venkateswar	Mr. R. Venkateswar	Mr. U. K. Kamat (till 31st March 2016)	Mr. S. R. Shabhag	Mr. S. R. Shabhag	Mr. S. R. Shabhag
Mr. G. Kamath (w.e.f. 1 <sup>st</sup> April 2017)	Mr. K. Natarajan (w.e.f. 1st Oct 2016)	Mr. K. Natarajan	Mr. U. K. Kamat	Mr. U. K. Kamat	Mr. U. K. Kamat	Mr. U. K. Kamat
-	-	Mr. R. Venkateswar	Mr. R. Venkateswar (w.e.f. 28th Apr 2014)	-	-	-

**C) Relatives of Key Management Personnel [where Key Management Personnel is able to exercise significant influence]**

For the half year ended 30th September 2017		2017	2016	For the Year Ended 31st March		
				2015	2014	2013
Mrs. Lakshmi Shekhar	Mrs. Lakshmi Shekhar	Mrs. Lakshmi Shekhar	Mrs. Lakshmi Shekhar	Mrs. Lakshmi Shekhar	Mrs. Lakshmi Shekhar	Mrs. Lakshmi Shekhar
Mr. Karthik Shekhar	Mr. Karthik Shekhar	Mr. Karthik Shekhar	Mr. Karthik Shekhar	Mr. Karthik Shekhar	Mr. Karthik Shekhar	Mr. Karthik Shekhar
Ms. Nandini Shekhar	Ms. Nandini Shekhar	Ms. Nandini Shekhar	Ms. Nandini Shekhar	Ms. Nandini Shekhar	Ms. Nandini Shekhar	Ms. Nandini Shekhar
Mrs. Geetha Venkateswar	Mrs. Jayashree Ramakrishnan	Mrs. Jayashree Ramakrishnan	Mrs. Jayashree Ramakrishnan	Mrs. Jayashree Ramakrishnan	Mrs. Jayashree Ramakrishnan	Mrs. Jayashree Ramakrishnan
Mrs. Priyanka Venkateswar	Mr. Amit Ramakrishnan	Mr. Amit Ramakrishnan	Mr. Amit Ramakrishnan	Mr. Amit Ramakrishnan	Mr. Amit Ramakrishnan	Mr. Amit Ramakrishnan
Ms. Sneha Venkateswar	Mr. Akaash Ramakrishnan	Mr. Akaash Ramakrishnan	Mr. Akaash Ramakrishnan	Mr. Akaash Ramakrishnan	Mr. Akaash Ramakrishnan	Mr. Akaash Ramakrishnan
Mrs. Parvathy Natarajan	Mrs. Geetha Venkateswar Mrs. Priyanka Venkateswar	Mrs. Vandana Shanbhag	Mrs. Vandana Shanbhag	Mrs. Vandana Shanbhag	Mrs. Vandana Shanbhag	Mrs. Vandana Shanbhag
Ms. Pavithra Natarajan	Venkateswar	Mrs. Sneha Salil Save	Mrs. Sneha Salil Save	Mrs. Sneha Salil Save	Mrs. Sneha Salil Save	Mrs. Sneha Salil Save
Ms. Namrata Natarajan	Ms. Sneha Venkateswar	Mr. Pranav Shanbhag	Mr. Pranav Shanbhag	Mr. Pranav Shanbhag	Mr. Pranav Shanbhag	Mr. Pranav Shanbhag
	Mrs. Parvathy Natarajan	Mrs. Dhanvanti Kamat	Mrs. Dhanvanti Kamat	Mrs. Dhanvanti Kamat	Mrs. Dhanvanti Kamat	Mrs. Dhanvanti Kamat
	Ms. Pavithra Natarajan	Mr. Paresh Kamat	Mr. Paresh Kamat	Mr. Paresh Kamat	Mr. Paresh Kamat	Mr. Paresh Kamat
	Ms. Namrata Natarajan	Ms. Mallika Kamat	Ms. Mallika Kamat	Ms. Mallika Kamat	Ms. Mallika Kamat	Ms. Mallika Kamat
		Mrs. Geetha Venkateswar	Mrs. Geetha Venkateswar	-	-	-
		Mrs. Priyanka Venkateswar	Mrs. Priyanka Venkateswar	-	-	-
		Ms. Sneha Venkateswar	Ms. Sneha Venkateswar	-	-	-

**D) Entities over which Key Management Personnel are able to exercise significant influence:**

For the half year ended 30th September 2017		2017	2016	For the Year Ended 31st March		
				2015	2014	2013
Galaxy Emulsifiers Private Limited	Galaxy Emulsifiers Private Limited	Galaxy Emulsifiers Private Limited	Galaxy Emulsifiers Private Limited	Galaxy Emulsifiers Private Limited	Galaxy Emulsifiers Private Limited	Galaxy Emulsifiers Private Limited
Galaxy Finsec Private Limited	Galaxy Finsec Private Limited	Galaxy Finsec Private Limited	Galaxy Finsec Private Limited	Galaxy Finsec Private Limited	Galaxy Finsec Private Limited	Galaxy Finsec Private Limited
Osmania Traders Private Limited	Osmania Traders Private Limited	Osmania Traders Private Limited	Osmania Traders Private Limited	Osmania Traders Private Limited	Osmania Traders Private Limited	Osmania Traders Private Limited
Galaxy Chemicals [Partnership Firm]	Galaxy Chemicals [Partnership Firm]	Galaxy Chemicals [Partnership Firm]	Galaxy Chemicals [Partnership Firm]	Galaxy Chemicals [Partnership Firm]	Galaxy Chemicals [Partnership Firm]	Galaxy Chemicals [Partnership Firm]
Galaxy Estates & Holdings [Partnership Firm]	Galaxy Estates & Holdings [Partnership Firm]	Galaxy Estates & Holdings [Partnership Firm]	Galaxy Estates & Holdings [Partnership Firm]	Galaxy Estates & Holdings [Partnership Firm]	Galaxy Estates & Holdings [Partnership Firm]	Galaxy Estates & Holdings [Partnership Firm]
Galaxy Investments [Partnership Firm]	Galaxy Investments [Partnership Firm]	Galaxy Investments [Partnership Firm]	Galaxy Investments [Partnership Firm]	Galaxy Investments [Partnership Firm]	Galaxy Investments [Partnership Firm]	Galaxy Investments [Partnership Firm]
Shubb Estates & Properties [Partnership Firm]	Shubb Estates & Properties [Partnership Firm]	Shubb Estates & Properties [Partnership Firm]	Shubb Estates & Properties [Partnership Firm]	Shubb Estates & Properties [Partnership Firm]	Shubb Estates & Properties [Partnership Firm]	Shubb Estates & Properties [Partnership Firm]
Galaxy Surfactants Limited-Employees' Welfare trust	Galaxy Surfactants Limited-Employees' Welfare trust	Galaxy Surfactants Limited-Employees' Welfare trust	Galaxy Surfactants Limited-Employees' Welfare trust	Galaxy Surfactants Limited-Employees' Welfare trust	Galaxy Surfactants Limited-Employees' Welfare trust	Galaxy Surfactants Limited-Employees' Welfare trust

E] **Transactions with Related Parties during the year****Subsidiary Companies****(Rs. in million)**

S. No.	Particulars	Relationship	For the half year ended 30th		For the Year Ended 31st March			
			September 2017	2017	2016	2015	2014	2013
<b>a</b>	<b>Income:</b>							
<b>i</b>	<b>Sales:</b>							
	Galaxy Chemicals (Egypt) S.A.E.		435.69	1,084.86	1,023.66	1,340.22	1,789.78	1,471.33
	TRI-K Industries Inc.		344.98	723.27	665.80	486.92	305.49	308.48
<b>ii</b>	<b>Guarantee Commission:</b>							
	Galaxy Chemicals (Egypt) S.A.E.		4.36	10.22	11.52	9.78	10.73	9.73
<b>iii</b>	<b>Interest :</b>							
	Galaxy Chemicals (Egypt) S.A.E.		7.52	21.36	28.80	48.87	23.83	16.77
	TRI-K Industries Inc.		-	0.75	0.03	0.53	0.41	0.34
<b>iv.</b>	<b>Sale of assets:</b>							
	Galaxy Chemicals (Egypt) S.A.E.		0.29	2.05	1.48	-	-	-
<b>b</b>	<b>Expenditure:</b>							
<b>i</b>	<b>Purchases:</b>	Subsidiary Companies						
	Galaxy Chemicals (Egypt) S.A.E.		4.43	5.23	1.25	-	-	-
	TRI-K Industries Inc.		21.13	36.63	41.79	16.43	6.87	8.28
<b>ii</b>	<b>Interest :</b>							
	TRI-K Industries Inc.		-	0.41	0.05	0.01	-	-
	Galaxy Chemicals (Egypt) S.A.E.		-	-	0.01	-	-	-
<b>iii</b>	<b>Other Expenses:</b>							
	TRI-K Industries Inc.		-	1.44	1.89	0.56	-	-
<b>c</b>	<b>Loans and Advances:</b>							
<b>i</b>	<b>Expenses incurred on behalf of Related Parties:</b>							
	Galaxy Chemicals (Egypt) S.A.E.		0.81	2.17	2.81	2.35	1.31	12.81
	TRI-K Industries Inc.		0.42	2.43	3.80	0.05	1.30	0.41
<b>d</b>	<b>Managerial Remuneration:</b>							
	U. Shekhar		10.84	20.77	19.49	10.48	14.04	8.67
	G. Ramakrishnan		-	13.28	19.48	11.24	14.15	8.60
	S. R. Shanbhag		-	-	4.50	10.27	14.02	8.55
	U. K. Kamat	Key Management Personnel	-	-	17.80	10.23	14.02	8.96
	R. Venkateswar		3.76	20.87	19.48	9.36	-	-
	K Natarajan		10.98	10.35	-	-	-	-
	G. Kamath		10.92	-	-	-	-	-
<b>e</b>	<b>Interest on Fixed Deposits:</b>							
	Galaxy Chemicals	Entities where Key Management Personnel can exercise significant influence	-	-	0.98	2.70	2.41	1.38
	U. Shekhar	Key Management Personnel	-	-	1.72	5.49	6.34	6.01
	Karthik Shekhar		-	-	0.13	0.58	0.92	1.05
	Nandini Shekhar		-	0.03	0.25	0.54	0.71	0.98
	Jayashree Ramakrishnan		-	0.04	0.22	0.83	0.87	0.72
	Lakshmy Shekhar	Relatives of Key Management Personnel	-	0.06	0.20	0.20	0.13	-
	Pranav Shashikant Shanbhag		-	-	-	-	0.45	0.23
	Shanbhag Vandana Shashikant		-	-	-	-	0.11	0.09
	Sneha Shashikant Shanbhag		-	-	-	-	0.31	0.33

S. No.	Particulars	Relationship	For the half year ended 30th		For the Year Ended 31st March			
			September 2017	2017	2016	2015	2014	2013
f	<b>Dividend / Interim Dividend:</b>							
	Galaxy Chemicals	Entities where Key Management Personnel can exercise significant influence	27.51	36.68	82.51	36.55	9.14	22.82
	Galaxy Emulsifiers Pvt. Ltd.	Management Personnel can exercise significant influence	1.63	2.17	4.89	2.17	0.54	1.36
	Galaxy Surfactants Limited - Employees' Welfare Trust	Management Personnel can exercise significant influence	0.86	1.14	2.57	1.14	0.29	0.71
	U. Shekhar	Key Management Personnel	12.68	16.93	38.12	16.48	4.11	10.28
	S. R. Shanbhag		-	-	36.90	16.27	4.07	10.15
	G. Ramakrishnan		-	9.45	21.11	9.32	2.33	5.83
	U. K Kamat		-	-	0.95	0.41	0.10	0.26
	K Natarajan		0.15	0.20	-	-	-	-
	Jayashree Ramakrishnan	Relatives of Key Management Personnel	0.09	7.17	16.59	7.17	1.79	4.48
	Lakhmy Shekhar		-	0.03	0.08	0.03	0.01	0.02
	Karthik Shekhar		-	0.46	1.04	0.46	0.12	0.29
	Vandana Shanbhag		-	-	0.99	0.44	0.11	0.28
	Dhanvanti Uday Kamat		-	-	0.04	0.02	-	-
g	<b>Unsecured Loans:</b>							
i	<b>Fixed Deposit Received:</b>							
	Galaxy Chemicals	Entities where Key Management Personnel can exercise significant influence	-	-	-	-	-	19.00
	U. Shekhar	Key Management Personnel	-	-	-	-	-	16.50
	Karthik Shekhar	Relatives of Key Management Personnel	-	-	-	-	-	1.43
	Nandini Shekhar		-	-	-	-	1.40	0.50
	Jayashree Ramakrishnan		-	-	-	-	6.10	8.50
	Shanbhag Vandana Shashikant		-	-	-	-	0.60	0.30
	Lakshmy Shekhar		-	-	-	-	1.57	-
	Pranav Shashikant Shanbhag	-	-	-	-	-	0.90	
ii	<b>Fixed Deposit Repaid:</b>							
	Galaxy Surfactants Limited - Employees' Welfare Trust	Entities where Key Management Personnel can exercise significant influence	-	-	-	-	-	-
	Galaxy Chemicals	Entities where Key Management Personnel can exercise significant influence	-	-	19.00	-	-	-
	U. Shekhar	Key Management Personnel	-	-	33.00	8.00	10.00	-
	G. Ramakrishnan		-	-	-	0.10	-	-
	Karthik Shekhar	Relatives of Key Management Personnel	-	-	2.52	3.98	0.30	-
	Nandini Shekhar		-	1.40	1.77	2.23	1.03	-
	Jayashree Ramakrishnan		-	0.70	5.85	1.10	8.80	-
	Lakshmi Shekhar		-	1.57	-	-	-	-
	Pranav Shashikant Shanbhag		-	-	-	3.60	-	0.05
	Shanbhag Vandana Shashikant	-	0.60	0.30	-	0.60	-	
	Sneha Shashikant Shanbhag	-	-	-	-	3.00	0.05	
iii	<b>Interest accrued but not due on Fixed Deposits:</b>							
	Galaxy Chemicals	Entities where Key Management Personnel can exercise significant influence	-	-	-	5.84	3.41	1.38
	U. Shekhar	Key Management Personnel	-	-	-	10.12	8.05	6.01
	Karthik Shekhar	Relatives of Key Management Personnel	-	-	-	0.78	1.68	-
	Nandini Shekhar		-	-	0.48	0.86	1.17	-
	Lakshmi Shekhar		-	-	0.52	0.31	0.13	-
	Vandana Shashikant Shanbhag		-	-	-	0.10	-	-
	Pranav Shashikant Shanbhag		-	-	-	-	0.67	2.28
h	<b>Corporate/SBLC Guarantee given during the Year on behalf of Related Parties:</b>							
	Galaxy Chemicals (Egypt) S.A.E.	Entities where Key Management Personnel can exercise significant influence	-	-	-	625.00	-	314.69

S. No.	Particulars	Relationship	For the half year ended 30th		For the Year Ended 31st March			
			September 2017	2017	2016	2015	2014	2013
i	<b>Investments made during the year:</b>							
	Galaxy Holdings (Mauritius) Ltd	Entities where Key Management Personnel can exercise significant influence	-	-	978.90	-	-	271.50

F] **Related Parties' Balances**

(Rs. in million)

S. No.	Particulars	Relationship	For the half year	For the Year Ended 31st March				
			ended 30th September 2017	2017	2016	2015	2014	2013
<b>a</b>	<b>Investments:</b>							
	Galaxy Chemicals Inc.		4.62	4.62	4.62	4.62	4.62	4.62
	Galaxy Holdings (Mauritius) Ltd		2,171.60	2,171.60	2,171.60	1,192.70	1,192.70	1,192.70
<b>b</b>	<b>Trade Receivables:</b>							
	Galaxy Chemicals (Egypt) S.A.E.		209.86	504.12	410.20	916.50	949.52	498.30
	TRI-K Industries Inc.		82.90	102.74	96.00	145.82	62.04	54.38
<b>c</b>	<b>Trade Payables:</b>							
	Galaxy Chemicals (Egypt) S.A.E.	Subsidiary Companies	2.23	-	0.05	-	-	-
	TRI-K Industries Inc.		12.61	1.77	17.72	1.38	2.60	5.15
<b>d</b>	<b>Loans and Advances:</b>							
	Galaxy Chemicals (Egypt) S.A.E.		5.88	21.58	43.60	60.70	35.11	27.03
	TRI-K Industries Inc.		1.52	1.08	3.05	0.48	0.61	0.89
<b>e</b>	<b>Corporate/SBLC Guarantee as at year end:</b>							
	Galaxy Chemicals (Egypt) S.A.E.		1,214.43	1,325.32	1,596.85	2,048.10	1,883.40	1,337.20
<b>f</b>	<b>Unsecured Loans: (Fixed Deposit)</b>							
	Galaxy Chemicals	Entities where Key Management Personnel can exercise significant influence	-	-	-	19.00	19.00	19.00
	U. Shekhar	Key Management Personnel	-	-	-	33.00	41.00	51.00
	G. Ramakrishnan		-	-	-	-	0.10	0.10
	Karthik Shekhar		-	-	-	2.52	6.50	6.80
	Nandini Shekhar		-	-	1.40	3.17	5.40	5.03
	Jayashree Ramakrishnan *	Relatives of Key Management Personnel	-	-	0.70	6.55	7.25	9.95
	Lakshmy Shekhar		-	-	1.57	1.57	1.57	-
	Pranav Shanbhag		-	-	-	-	3.60	3.60
	Vandana Shashikant Shanbhag		-	-	0.60	0.90	0.90	0.90
	Sneha Shashikant Shanbhag		-	-	-	-	-	3.00
<b>g</b>	<b>Loans and Advances:</b>							
	Galaxy Surfactants Ltd - Employees' Welfare Trust	Entities where Key Management Personnel can exercise significant influence	11.65	11.65	11.65	14.15	14.15	15.80

\* As on 31st March 2015, includes Rs. 0.40 Mn as transmission of fixed deposit to legal heir.

**Annexure XXXXI- Restated Standalone Statement of Operating Leases**

Assets taken on operating lease

The Company has entered into Operating Lease agreements towards use of godowns, offices and residential premises for its employees. Lease rental payments recognised in the Statement of Profit and Loss for the year are as under:

Particulars	(Rs. in million)					
	For the half year ended 30th September 2017	For the Year Ended 31st March				
	2017	2016	2015	2014	2013	
Godowns, Offices and Residential premises for employees	4.22	9.73	9.05	9.82	11.37	17.97

**Annexure XXXXII- Restated Standalone Statement of CSR Expenditure**

The details of expenditure incurred on Corporate Social Responsibility (CSR) activities- are as below:

Particulars	(Rs. in million)					
	For the half year ended 30th September 2017	For the Year Ended 31st March				
	2017	2016	2015	2014	2013	
<b>I. Gross amount required to be spent by the Company during the year</b>	29.94	28.19	20.71	16.29	-	-
<b>II. Amount spent during the year on:</b>						
a. Construction/acquisition of any asset	-	-	-	-	-	-
b. On purpose other than above	6.26	23.26	17.47	11.55	-	-

**Annexure XXXXIII- Restated Standalone Statement of Specified Bank Note (SBN) Disclosure**

Particulars	(Rs. in million)		
	SBN'S	Other Denomination Notes	Total
	Closing balance as at 8 November 2016	1.09	0.50
Add: Receipts for permitted transactions	-	0.65	0.65
Less: Payments for permitted transactions	0.10	0.60	0.70
Less: Deposited in bank	0.99	-	0.99
Closing balance as at 30 December 2016	-	0.55	0.55

Sr.No.	Particulars	For the half year ended 30th		For the Year Ended 31st March			
		September 2017	2017	2016	2015	2014	2013
	Rate of Income Tax (including surcharge & Education Cess)	34.608%	34.608%	34.608%	33.99%	33.99%	32.445%
<b>A.</b>	<b>Profit Before Tax [A]</b>	<b>776.85</b>	<b>1557.31</b>	<b>1648.62</b>	<b>1301.53</b>	<b>1298.18</b>	<b>511.41</b>
	Tax at Notional Rate	268.85	538.96	570.54	442.39	441.25	165.93
<b>B.</b>	<b>Permanent Differences</b>						
	Donations	4.16	13.13	10.94	8.34	1.80	0.36
	Dividend Income exempt u/s 10(34)	-	(0.01)	(0.04)	(0.01)	(0.08)	(0.06)
	Others	68.90	(64.32)	39.18	11.16	25.52	15.80
	<b>Total Permanent Differences [B]</b>	<b>73.06</b>	<b>(51.20)</b>	<b>50.08</b>	<b>19.49</b>	<b>27.24</b>	<b>16.10</b>
<b>C.</b>	<b>Timing Differences</b>						
	Difference between tax depreciation and book depreciation	(5.81)	(155.48)	(23.62)	(34.15)	59.48	(83.26)
	Retirement Benefits	40.89	8.34	1.26	46.19	(10.03)	1.74
	Others	(55.71)	51.97	(8.81)	(11.78)	(8.59)	(22.50)
	<b>Total Timing Differences [C]</b>	<b>(20.63)</b>	<b>(95.17)</b>	<b>(31.17)</b>	<b>0.26</b>	<b>40.86</b>	<b>(104.02)</b>
<b>D.</b>	<b>Net Difference [B+C]=[D]</b>	<b>52.43</b>	<b>(146.37)</b>	<b>18.91</b>	<b>19.75</b>	<b>68.10</b>	<b>(87.92)</b>
	<b>Tax Saving thereon</b>	<b>18.15</b>	<b>(50.66)</b>	<b>6.54</b>	<b>6.71</b>	<b>23.15</b>	<b>(28.53)</b>
	<b>Tax Liability</b>	<b>287.00</b>	<b>488.30</b>	<b>577.08</b>	<b>449.10</b>	<b>464.40</b>	<b>137.40</b>
	<b>Current Tax Provision for the year/period</b>	<b>287.00</b>	<b>488.30</b>	<b>577.08</b>	<b>449.10</b>	<b>464.40</b>	<b>137.40</b>

**Annexure XXXXV- Restated Standalone Statement of Disclosure Pursuant to Section 186 (4) of the Companies Act, 2013**

a. Investments made

The same are classified under respective heads. (Refer Annexure XVII)

b. Guarantees/Securities given

The same are classified under respective heads for purposes of guarantees given for loan availments from banks by subsidiaries/ associate Companies. (Refer Annexure XXXIII)

c. Loans given

Particulars	(Rs. in million)					
	As at 30th September	Loan Balance as at 31st March				
	2017	2017	2016	2015	2014	2013
Galaxy Surfactants Limited – Employees’ Welfare Trust	11.65	11.65	11.65	14.15	14.15	15.80

The above loan given is interest free and has been classified under Long Term Loans & Advances. The aforesaid loan is granted to Galaxy Surfactants Limited – Employees’ Welfare Trust, which has been given by the Company for the benefit of the employees.



**Annexure XXXXVI- Restated Standalone Statement of Accounting Ratios**

(Rs. in million)

Sr.no. Particulars	For the half year	For the Year Ended 31st March				
	ended 30th September 2017	2017	2016	2015	2014	2013
Net Profit attributable to equity shareholders (Rs. In Million)	512.20	1,038.44	1,072.22	851.59	841.84	342.68
1 Earning per Equity share (Rs.)						
- Basic	14.45	29.29	30.24	24.02	23.74	9.67
-Diluted	14.45	29.29	30.24	24.02	23.74	9.67
Net Worth (Rs. In Million)	6069.87	5685.68	4817.92	4129.75	3469.06	2668.70
3 Return on Net Worth (%)	8.71%	19.77%	23.97%	22.41%	27.43%	13.72%
3 Net Asset value per share (Rs.)	171.20	160.36	135.89	116.48	97.84	75.27
4 Weighted Average no. of equity shares outstanding during the period for Basic EPS (nos)	35,454,752	35,454,752	35,454,752	35,454,752	35,454,752	35,454,752
5 Weighted Average no. of equity shares outstanding during the period for Diluted EPS (nos)	35,454,752	35,454,752	35,454,752	35,454,752	35,454,752	35,454,752
6 Total shares outstanding at the end of the year (nos)	35,454,752	35,454,752	35,454,752	35,454,752	35,454,752	35,454,752

(i) Basic earnings per share (Rs.) =  $\frac{\text{Net Profit/(loss) after tax, as restated, attributable to equity shareholders}}{\text{Weighted average number of equity shares outstanding during the year}}$

(ii) Diluted earnings per share (Rs.) =  $\frac{\text{Net Profit/(loss) after tax, as restated, attributable to equity shareholders}}{\text{Weighted average number of diluted equity shares outstanding during the year}}$

(iii) Return of net worth (%) =  $\frac{\text{Net Profit/(loss) after tax, as restated, attributable to equity shareholders}}{\text{Average Net worth of opening \& closing}}$

(iv) Net asset value per equity share (Rs.) =  $\frac{\text{Net worth at the end of the year}}{\text{Total number of equity shares outstanding at the end of year}}$

**Annexure XXXXVII- Restated Standalone Statement of Capitalisation****(Rs. in million)**

Particulars	For the half year ended 30th		For the Year Ended 31st March			
	September 2017	2017	2016	2015	2014	2013
<b>Borrowings</b>						
Short Term Debt	1075.06	939.67	657.43	1319.68	712.64	1161.73
Long Term Debt	927.36	1164.35	1575.18	799.63	1322.33	1382.85
Current Maturities of Long Term Debt	427.86	393.27	470.68	518.25	515.02	921.71
<b>Total Debt</b>	<b>2430.28</b>	<b>2497.29</b>	<b>2703.29</b>	<b>2637.56</b>	<b>2549.99</b>	<b>3466.29</b>
<b>Shareholders' Funds</b>						
Share Capital						
-Equity	354.55	354.55	354.55	354.55	354.55	354.55
Reserves & Surplus	5715.32	5331.13	4463.37	3775.20	3114.51	2314.15
<b>Total Equity</b>	<b>6069.87</b>	<b>5685.68</b>	<b>4817.92</b>	<b>4129.75</b>	<b>3469.06</b>	<b>2668.70</b>
<b>Debt / Equity ratio</b>	<b>0.40</b>	<b>0.44</b>	<b>0.56</b>	<b>0.64</b>	<b>0.74</b>	<b>1.30</b>
<b>Long term Debt / Equity ratio</b>	<b>0.22</b>	<b>0.27</b>	<b>0.42</b>	<b>0.32</b>	<b>0.53</b>	<b>0.86</b>

**Annexure XXXXVIII Restated Standalone Statement of Rates and Amount of Dividend Declared**

(Rs. in million)

Particulars	For the Year Ended 31st March									
	2017		2016		2015		2014		2013	
<b>Share Capital</b>		354.55		354.55		354.55		354.55		354.55
<b>Dividend Declared:</b>	<b>%</b>	<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>	<b>Amount</b>
Interim Dividend	30%	106.36	50%	177.27	0%	-	0%	-	0%	-
Final Dividend	30%	106.36	10%	35.45	40%	141.82	40%	141.82	10%	35.45
<b>Total</b>	<b>60%</b>	<b>212.72</b>	<b>60%</b>	<b>212.72</b>	<b>40%</b>	<b>141.82</b>	<b>40%</b>	<b>141.82</b>	<b>10%</b>	<b>35.45</b>
Dividend Distribution Tax		43.31		43.31		28.87		24.10		6.03

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion of our financial condition and results of operations should be read in conjunction with the Restated Consolidated Financial Statements, prepared in accordance with the Companies Act, Indian GAAP and the SEBI Regulations, including the schedules, annexures and notes thereto and the reports thereon, included in the section "Financial Statements" beginning on page 196.*

*Indian GAAP differs in certain material respects from U.S. GAAP and IFRS. 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 of U.S. GAAP or IFRS. Accordingly, the degree to which the Indian GAAP financial statements included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices.*

*Our financial year ends on March 31 of each year, and all references to a particular financial year are to the twelve-month period ended March 31 of that year.*

*This discussion contains forward-looking statements and reflects our current views with respect to future events and 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 in the section "Risk Factors" beginning on page 15.*

*In this section, a reference to the "Company" means Galaxy Surfactants Limited. Unless the context otherwise requires, references to "we", "us", or "our" refers to Galaxy Surfactants Limited, its Subsidiaries and its Step-down Subsidiaries, taken as a whole, as though such Subsidiaries and Step-down Subsidiaries were consolidated entities of Galaxy Surfactants Limited. Unless otherwise indicated, the financial information included herein is based on the Restated Consolidated Financial Statements.*

### Overview

We are one of India's leading manufacturers of surfactants and other speciality ingredients for the personal care and home care industries. Our products find application in a host of consumer-centric personal care and home care products, including, *inter alia*, skin care, oral care, hair care, cosmetics, toiletries and detergent products. Since our incorporation in 1986, we have significantly expanded and diversified our product profile, client base and geographical footprint. Our customers include some of the leading multinational, regional and local players in the home and personal care industries. Currently, our product portfolio comprises over 200 product grades, which are marketed to more than 1,700 customers in over 70 countries.

Our products are organized into the following product groups:

- **Performance Surfactants:** Our portfolio of performance surfactants comprises over 45 product grades, and includes anionic surfactants and non-ionic surfactants; and
- **Speciality Care Products:** Our Speciality Care Products group comprises over 155 product grades, and includes amphoteric surfactants, cationic surfactants, UV filters, preservatives, preservative blends and surfactant blends, speciality ingredients such as mild surfactants, syndet and transparent bathing bars and proteins, fatty alkanolamides and fatty acid esters, and other care products.

While we commenced our operations as a local supplier to FMCG companies in India, we have significantly expanded and diversified our scale and scope of operations over the years so as to become a global supplier to FMCG companies across major geographies, such as Africa Middle East Turkey (AMET), Asia Pacific (APAC), Americas (North and South) and Europe. Our diversified customer base currently comprises multinational, regional and local FMCG companies, including, *inter alia*, Cavinkare Private Limited, Colgate-Palmolive (India) Limited, Dabur India Limited, Henkel, Himalaya, L'ORÉAL, Procter & Gamble Home Products Private Limited, Reckitt Benckiser, Ayur Herbals (Private) Limited, Jyothy Laboratories Limited and Unilever. We believe that the long-standing relationships that we enjoy with our customers are a catalyst for our continued growth and success.

In addition to our domestic sales in India, we have significantly increased our geographical footprint in recent years by focusing on certain emerging markets such as AMET. Our Step-down Subsidiaries, coupled with our

manufacturing facilities in Suez, Egypt, and New Hampshire, USA, enable us to service the international demand for our products. We have set-up sales offices in India, Egypt and USA, and representative offices in Netherlands and Turkey so as to enable us to market our products as well as understand customer needs in these regions, and consequently, develop products to service such requirements.

We continuously monitor industry trends so as to ensure that our products continue to remain relevant and help our customers meet the evolving market demands and enhance their brand value. Our qualified and experienced in-house R&D team focuses on the development of high-performance products and formulations for the consumer-centric home and personal care industries, including collaborative product development with our customers as part of our '*Consumer to Chemistry*' motto. We have adopted an innovation funnel model, which allows us to customize our products in line with customer expectations and end-user preferences, whilst simultaneously ensuring shorter lead-times. Since 2002, a total of 47 patents have been granted to us. Currently, 10 patents in USA, and 2 (two) patents each in China, the European Union, India, Japan and Russia, are being maintained by us. We have applied for an aggregate of 38 patents globally, of which 21 applications have been made in India, and an aggregate of 17 applications have been made for the registration of patents in Brazil, China, the European Union, Russia and USA, and under the Patent Cooperation Treaty.

At present, we have 7 (seven) strategically-located manufacturing facilities, out of which 5 (five) are located in India and 2 (two) are located overseas. We also have set-up 1 (one) pilot plant at Tarapur, Maharashtra, for the scaling up of new products and processes from lab-scale to plant-scale. Out of our 5 (five) manufacturing facilities in India, 3 (three) are located at Tarapur, Maharashtra, 1 (one) is located at Taloja, Maharashtra, and 1 (one) is located at Jhagadia, Gujarat. Many of our key customers have audited and approved our manufacturing facilities and processes, which has helped us establish our reputation and reliability as a supplier of high-quality products and customized solutions, and also enabled us to receive recurring business as well as attract new customers.

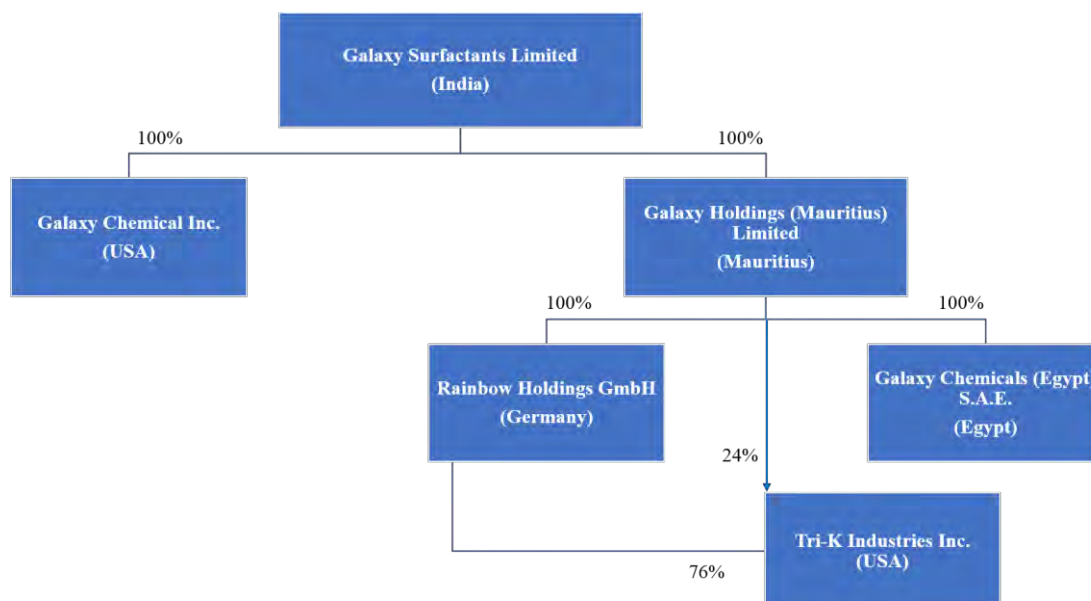
As a professionally managed organization, we are driven by a qualified and dedicated management team, comprising of seasoned professionals with experience across various sectors, which is led by our Board of Directors. Our Promoters, namely Mr. Unnathan Shekhar, Mr. Gopalkrishnan Ramakrishnan, Mr. Shashikant Shanbhag and Mr. Sudhir Dattaram Patil, have been associated with the Company since its incorporation in 1986, and have played a significant role in the development of our business. We believe that our management team's collective experience and capabilities enable us to understand and anticipate market trends, manage our business operations and growth, leverage customer relationships and respond to changes in customer preferences. Our workforce has grown significantly over the years, and as on September 30, 2017, numbered over 1,200 employees.

We believe that our emphasis on innovation, proactive customer-centric approach and focus on quality have enabled us to meet customer needs. We have received numerous awards and recognitions from our customers, including, *inter alia*, the "*Winning through Innovation*" and "*Innovation Award*" awards from Unilever, the "*Best Supply Partner*" award and a "*Approved Supplier of Sodium Lauryl Ether Sulphate*" certification by Hindustan Unilever Limited, a "*Fully Certified Preferred Supplier of Sodium Lauryl Sulphate*" certification and a "*Certificate of Recognition*" from Colgate-Palmolive (India) Limited, an "*Award of Global Performance*" and "*Certificate of Appreciation*" from L'ORÉAL, a "*Certificate of Excellence*" from Marico Limited, and an "*Excellence*" award from Dabur.

For Fiscal 2017 and the six-month period ended September 30, 2017, our total revenues were ₹21,717.00 million and ₹11,972.77 million, respectively. From Fiscal 2014 to Fiscal 2017, as per the Restated Consolidated Financial Statements, (i) our EBITDA increased from ₹2,198.03 million to ₹2,780.48 million, representing a CAGR of 8.15%; (iii) our profit after tax increased from ₹759.97 million to ₹1,463.06 million, representing a CAGR of 24.40%. Our RoNW for Fiscals 2015, 2016 and 2017 was 19.27%, 24.88% and 28.68%, respectively.

## Corporate Structure

The following chart outlines our current group structure:



## Significant Factors Affecting Our Results of Operations and Financial Condition

Our business, results of operations and financial condition are affected by a number of factors, including:

### *Cost and Availability of Raw Materials*

Our business depends on the availability of reasonably priced, high quality raw materials in the quantities required by us. Our Performance Products group depends primarily on lauryl alcohol, which is purchased from South East Asia. For our Speciality Care Products group, we require fatty acids, phenols, DMAPA and PAA, which we source from India, South East Asia, USA and Europe. Our cost of materials consumed constitutes the largest component of our cost structure. For the six months ended September 30, 2017, and the Fiscals 2017, 2016 and 2015, our cost of materials consumed was ₹7,976.96 million, ₹15,144.88 million, ₹11,153.65 million and ₹12,532.98 million, or 66.63%, 69.74%, 61.66% and 66.81% of our total revenues, respectively. As we continue to grow our operations, we would need to procure additional volumes of raw materials. We usually do not enter into long-term supply contracts with any of our raw material suppliers and typically source raw materials from third-party suppliers or the open market. We are thus exposed to fluctuations in availability and prices of our raw materials. Any inability on our part to procure sufficient quantities of raw materials and on commercially acceptable terms, could lead to a change in our cost of materials consumed and production and sales volumes.

### *Volume and Mix of Products Manufactured and Sold*

The key driver in the growth of our revenue from operations has been the volume of products manufactured and sold by us. Increased sales volume favourably affects our results of operations as it enables us to benefit from economies of scale in procurement and manufacturing and improves our operating margins through our ability to leverage our fixed cost base. Our results of operations are also affected by the product mix within our business verticals. In general, a higher percentage of speciality care products will have a positive impact on our revenues as the products in this group tend to have higher prices and profit margins than other products. Speciality care products generally also benefit from lower volatility in sale prices, and therefore result in more predictable revenues. In addition, in order to maximize our profits, we must maintain optimum levels of capacity utilization at our manufacturing facilities and an appropriate standard of quality in our manufacturing facilities' equipment and processes. Attaining and maintaining this level of utilization and quality requires considerable expense and planning. If we are unable to achieve and maintain optimum levels of capacity utilization at our manufacturing facilities in the future, our financial condition and results of operations may be adversely affected.

### ***Identifying and Adapting to Changing Consumer Trends***

Our products are primarily used by our customers to produce FMCGs in the home and personal care products industry. Our results of operations are therefore dependent on the demand for end-use FMCGs which contain our products. This demand is based on a number of factors, such as customer behavior, an increase in disposable income and leisure habits in all segments of the population and all age groups. Consumer preferences tend to change which could lead to shifts or changes in the sales of particular products. As a consequence of these changes in consumer trends, we need to correctly identify consumer spending trends and developments so that demand for goods in which our products are used will not decline. As such, we spend significant resources in understanding customer trends and likes. Further, our attempts to innovate and commercialize new products in response to changing consumer trends will affect our results of operations. Therefore, we try increasingly to develop our products on the basis of market and customer feedback and further base research to anticipate their possible success among consumers of end products.

### ***Exchange Rate Risk***

Our financial information is presented in Indian Rupees. However, we generate a significant portion of our sales internationally through export and sales outside of India. These sales, together with a portion of our raw materials expenditure, are denominated in foreign currencies, primarily in U.S. dollars and Euros. Moreover, our overseas Subsidiaries and Step-down Subsidiaries prepare their financial statements in foreign currencies. The exchange rate between the Indian Rupee and these currencies has fluctuated in the past and our results of operations have been impacted by such fluctuations and may be impacted by such fluctuations in the future as well. For these reasons, our financial condition and results of operations are influenced by fluctuations in the relative values of the relevant currencies, especially between the Indian Rupee, the Euros and the U.S. dollar. For example, during times of strengthening of the Indian Rupee, we expect that our overseas sales and revenues will generally be negatively impacted, as foreign currency received will be translated into fewer Indian Rupees. However, the converse positive effect on depreciation of the Indian Rupee may not be sustained or may not show an appreciable impact in our results of operations in any given financial period due to other variables impacting our business and results of operations during the same period. Moreover, we expect that our cost of borrowing as well as our cost of imported raw materials, imported stores and spares, overseas professional costs, freight and overseas warehousing costs incurred by us may rise during a sustained depreciation of the Indian Rupee against the U.S. Dollar or the Euro.

### ***Government Regulations and Policies***

Government regulations and policies, of India, Egypt and USA, and in countries to which we export, can affect the demand for, expenses related to and availability of our products and their raw materials. These regulations and policies are extensive and cover a broad range of industries, some of which are politically sensitive. These regulations and policies and the tax regimes to which we are subject could change at any time, with little or no warning or time for us to prepare. For further details see the section “*Regulations and Policies*”.

### ***Significant Accounting Policies***

#### ***Use of Estimates***

The preparation of the financial statements in conformity with the Indian GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities as at the date of the financial statements and the results of operations during the reporting period. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the period in which results are known or materialised.

#### ***Revenue Recognition***

##### ***Sale of Goods***

Domestic sales are recognised at the point of dispatch of goods when the substantial risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract and are net of returns. Sales are stated net of trade discounts and taxes on sale.

Export sales are recognised when significant risks and rewards in respect of ownership of goods are transferred to the buyer as per the terms of the contract.

Export entitlements are recognised as income when the right to receive the same as per the terms of the scheme is established in respect of the exports made and where there is no significant uncertainty regarding the ultimate realisation.

#### *Other Income*

Dividend income on investments is recognised when the right to receive dividend is established. Interest income is recognised on time proportionate basis taking into account amount involved and rate of Interest.

#### ***Property, Plant and Equipment (PPE)/Intangible Assets***

PPE/intangible assets are carried at cost less accumulated depreciation/amortisation and impairment losses, if any. The cost of PPE comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use. Subsequent expenditure on fixed assets after its purchase/completion is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

#### ***Depreciation / Amortization***

Depreciation on PPE is calculated on straight line basis as per useful lives specified in Schedule II to Companies Act, 2013. Depreciation on additions/deletions during the year is provided on pro-rata basis from/up to the date of such addition/deletion. Leasehold land is amortised over the primary period of lease. Intangible assets are carried at cost and amortised on a straight line basis so as to reflect the pattern in which the assets economic benefits are consumed. The estimated useful lives, residual values and method of depreciation are reviewed at the end of each reporting period, with the effect of any change in estimate accounted on a prospective basis.

#### *Goodwill*

The expenditure incurred on Goodwill is amortised over the estimated period of benefit, not exceeding five years commencing from the date of acquisition.

#### *Software*

The expenditure incurred is amortised over the five years equally commencing from the date of acquisition.

#### *Technical Know-how*

The expenditure incurred on Technical Know-how is amortised over the estimated period of benefit, not exceeding ten years commencing from the date of acquisition.

#### ***Inventories***

Inventories comprise all costs of purchase, conversion and other costs incurred in bringing the inventories to their present location and conditions. Raw materials are valued at the lower of cost or net realisable value. Cost is determined on the basis of the weighted average method. Finished goods produced and purchased for sale and work-in-progress are carried at cost or net realizable value whichever is lower. Excise duty is included in the value of finished goods inventory. Stores, spares and tools other than obsolete and slow moving items are carried at cost. Obsolete and slow moving items are valued at cost or estimated net realisable value, whichever is lower.

#### ***Investments***

Long-term investments (excluding investment properties), are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Provision is made for diminution in the value of investments where such diminution is other than temporary.



Short term investments are stated at lower of cost and market value.

### ***Leases***

Assets leased by the group in its capacity as a lessee, where substantially all the risks and rewards of ownership vest in the group are classified as finance leases. Such leases are capitalised at the inception of the lease at the lower of the fair value and the present value of the minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis.

### ***Foreign Currency Transactions***

#### ***Initial Recognition***

Transactions in foreign currencies (other than firm commitments and highly probable forecast transactions) entered into by the Group are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction. Monetary items are translated at the year-end rates. The exchange difference between the rate prevailing on the date of transaction and on the date of settlement as also on translation of monetary items at the end of the year is recognised as income or expense, as the case may be.

#### ***Measurement at the Balance Sheet Date***

Foreign currency monetary items (other than derivative contracts) of the Group, outstanding at the balance sheet date are restated at the year-end rates. Non-monetary items of the Company are carried at historical cost.

### ***Research & Development***

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are also charged to the Statement of Profit and Loss unless a product's technical feasibility has been established, in which case such expenditure is capitalized. The amount capitalised comprises expenditure that can be directly attributed or allocated on a reasonable and consistent basis to creating, producing and making the asset ready for its intended use. PPE utilised for research and development are capitalised and depreciated in accordance with the policies stated for PPE.

### ***Employee Benefits***

Employee benefits include provident fund, employee state insurance scheme, gratuity fund and compensated absences.

#### ***Defined contribution plans***

The Group's contribution to provident fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made.

#### ***Defined benefit plans***

For defined benefit plans in the form of gratuity fund, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur.

#### ***Long-term employee benefits***

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit

obligation as at the balance sheet date less the fair value of the plan assets out of which the obligations are expected to be settled.

### ***Borrowing Costs***

Borrowing costs that are attributable to the acquisition, construction of qualifying assets are capitalised as part of cost of such assets up to the date the assets are ready for intended use. All other borrowing costs are recognised as an expense in the year in which they are incurred.

### ***Taxation***

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there are unabsorbed depreciation and carry forward of losses, deferred tax assets are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their realisability.

### ***Segment Reporting***

The accounting policies adopted for segment reporting are in line with the accounting policies of the Group. Segments are identified having regard to the dominant source and nature of risks and returns and internal organisation and management structure.

Revenues and expenses have been identified to the segments based on their relationship to the business activity of the segment.

Income/Expenses relating to the enterprise as a whole and not allocable on a reasonable basis to business segments are reflected as unallocated corporate income/expenses. Inter-segment transfers are at prices which are generally market led.

### ***Earnings per Share***

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period

presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

### ***Impairment of Assets***

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, except in case of revalued assets.

### ***Derivative Contracts***

The group enters into derivative contracts in the nature of foreign currency swaps, forward contracts with an intention to hedge its firm commitments and highly probable transactions in foreign currency. All derivative contracts are marked-to-market and losses/gain are recognised in the Statement of Profit and Loss.

### ***Provisions and Contingent Liabilities***

A provision is recognised when the group has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognised in the financial statements.

## **Principal Components of Income and Expenditure**

### ***Revenue***

Our revenue consists of revenue from operations (gross) and other income.

#### ***Revenue from Operations***

Revenue from operations comprises of revenue from the sale of products (gross) and other operating revenues. Sale of products (gross) comprises income from the sale of products by our Company and its Subsidiaries, which is adjusted for excise duty to arrive at the sale of products (net). Other operating revenue comprises export incentives.

#### ***Other income***

Other income includes *inter alia*, interest income received from term deposits and others, dividend on non-current investments, scrap sales, liabilities no longer required written back, foreign exchange differences, profit on sale of fixed assets, commission received and miscellaneous income.

### ***Expenditure***

Our expenditure include cost of materials consumed, purchase of stock-in-trade, changes in inventories of finished goods, work-in-process and stock-in-trade, employee benefit expenses, depreciation and amortization, finance costs and other expenses.

#### ***Cost of Materials Consumed***

The materials consumed comprises raw materials and packing materials, as adjusted for translation difference.

#### ***Purchase of Stock-in-Trade***

Purchase of stock-in-trade comprises purchase of surfactants and speciality chemicals and others, as adjusted for translation difference.

#### *Changes in Inventories of Finished Goods, Work-in-Process and Stock-in-Trade*

Changes in inventories of finished goods, work-in-process and stock-in-trade represents the net increase or decrease in inventories at the beginning of the year and end of the year.

#### *Employee Benefits Expenses*

Employee benefit expenses include expenses in relation to salary, wages and allowances, contribution to provident and other funds and workmen and staff welfare expenses.

#### *Depreciation and Amortization*

Depreciation and amortization comprises (i) depreciation of tangible assets, including leasehold land, buildings, plant and equipment, furniture and fixtures, vehicles and office equipment; and (ii) amortization of intangible assets, such as software, trademarks, goodwill and technical know-how.

#### *Finance Cost*

The finance cost incurred by us includes interest expense and other borrowing costs.

#### *Other Expenses*

Our other expenses include expenses in relation to, *inter alia*, consumption of stores and spare parts, power and fuel, water charges, repairs and maintenance in respect of plant and machinery, building and others, rent (including storage charges), insurance, rates and taxes, travelling and conveyance, freight and forwarding, legal and professional fees, discount and commission on sales, CSR expenditure, donations, directors' sitting fees, provisions for doubtful debts, provisions for doubtful advances, bad debts written off, commission to non-executive directors, loss on sale of/discarding fixed assets (net), REACH registration expenses (net), bank charges, printing and stationery, postage, foreign exchange differences (net), royalty and miscellaneous expenses.

### **Results of Operations (Restated Consolidated Financial Statements)**

The following table sets forth certain information with respect to our results of operations as per our Restated Consolidated Financial Statements for the periods indicated:

Particulars	Six-month period ended September 30, 2017*		Fiscal 2017		Fiscal 2016		Fiscal 2015	
	Amount (₹ in Millions)	Percentage of Total Revenue (%)	Amount (₹ in Millions)	Percentage of Total Revenue (%)	Amount (₹ in Millions)	Percentage of Total Revenue (%)	Amount (₹ in Millions)	Percentage of Total Revenue (%)
<b>REVENUE</b>								
Revenue from operations (Gross)	12,210.83	101.99%	22,480.47	103.52%	18715.2	103.47%	19,564.45	104.29%
Less: Excise Duty	286.08	2.39%	867.04	3.99%	696.09	3.85%	825.09	4.40%
Revenue from operations (Net)	11,924.75	99.60%	21,613.43	99.52%	18019.11	99.62%	18,739.36	99.89%
Other income	48.02	0.40%	103.57	0.48%	68.44	0.38%	20.90	0.11%
<b>Total Revenue</b>	<b>11,972.77</b>	<b>100.00%</b>	<b>21,717.00</b>	<b>100.00%</b>	<b>18087.55</b>	<b>100.00%</b>	<b>18,760.26</b>	<b>100.00%</b>
<b>EXPENDITURE</b>								
Cost of materials consumed	7,976.96	66.63%	15,144.88	69.74%	11,153.65	61.66%	12,532.98	66.81%
Purchase of stock-in-trade	336.58	2.81%	525.49	2.42%	702.75	3.89%	751.00	4.00%

Particulars	Six-month period ended September 30, 2017*		Fiscal 2017		Fiscal 2016		Fiscal 2015	
	Amount (₹ in Millions)	Percentage of Total Revenue (%)	Amount (₹ in Millions)	Percentage of Total Revenue (%)	Amount (₹ in Millions)	Percentage of Total Revenue (%)	Amount (₹ in Millions)	Percentage of Total Revenue (%)
Changes in inventories of finished goods, work-in-process and stock-in-trade	317.70	2.65%	(417.70)	(1.92)%	143.93	0.80%	(50.17)	(0.27)%
Employee benefits expenses	751.42	6.28%	1,435.56	6.61%	1,446.17	8.00%	1,284.06	6.84%
Finance cost	147.86	1.23%	254.16	1.17%	308.77	1.71%	343.89	1.83%
Depreciation and amortization expenses	246.45	2.06%	483.45	2.23%	452.26	2.50%	450.76	2.40%
Other expenses	1,138.78	9.51%	2,248.29	10.35%	2,245.14	12.41%	2,324.84	12.39%
<b>Total Expenses</b>	<b>10,915.75</b>	<b>91.17%</b>	<b>19,674.13</b>	<b>90.59%</b>	<b>16,452.67</b>	<b>90.96%</b>	<b>17,637.36</b>	<b>94.01%</b>
<b>PROFIT BEFORE TAX</b>	<b>1,057.02</b>	<b>8.83%</b>	<b>2,042.87</b>	<b>9.41%</b>	<b>1,634.88</b>	<b>9.04%</b>	<b>1,122.9</b>	<b>5.99%</b>
Tax Expenses								
Current tax	333.64	2.79%	562.35	2.59%	606.00	3.35%	472.41	2.52%
Deferred tax	(13.74)	(0.11)%	24.37	0.11%	1.70	0.01%	(24.44)	(0.13)%
Prior year tax adjustments	(14.52)	(0.12)%	(6.91)	(0.03)%	-	0.00%	0.37	0.00%
<b>Total Tax expenses</b>	<b>305.38</b>	<b>2.55%</b>	<b>579.81</b>	<b>2.67%</b>	<b>607.70</b>	<b>3.36%</b>	<b>448.34</b>	<b>2.39%</b>
<b>PROFIT FOR THE PERIOD</b>	<b>751.64</b>	<b>6.28%</b>	<b>1,463.06</b>	<b>6.74%</b>	<b>1,027.18</b>	<b>5.68%</b>	<b>674.56</b>	<b>3.60%</b>

\*Not annualized for the six-month period ended September 30, 2017

#### Six-Month Period ended September 30, 2017

##### Revenue

Our total revenue for the six-month period ended September 30, 2017, was ₹11,972.77 million.

For the six-month period ended September 30, 2017, our revenue from operations (net) was ₹11,924.75 million and out other income was ₹48.02 million. Our revenue from operations (net) for the six-month period ended September 30, 2017, primarily consisted of ₹12,111.8 million in sale of products as reduced for excise duty amounting to ₹286.08 million. Other income primarily comprised of foreign exchange differences amounting to ₹27.35 million and interest income on others aggregating to ₹15.82 million.

The following table sets forth certain information relation to our revenues in the six-month period ended September 30, 2017, as per the Restated Consolidated Financial Statements:

Particulars	Six-month Period Ended September 30, 2017	
	Amount (in ₹ Million)	Percentage of Total Revenue (%)
<b>Revenue</b>		
<b>Revenue from Operations</b>		
Sale of products	12,111.78	101.16%

Less : Excise duty	286.08	2.39%
Sale of products (Net)	11,825.70	98.77%
Other Operating Revenues	-	0.00%
Export incentives	93.01	0.78%
Scrap Sale	6.04	0.05%
Revenue from Operations	11,924.75	99.60%
<b>Other Income</b>		
Interest Income on:		
-Term deposits	-	0.00%
-Others	15.82	0.13%
Dividend on non-current investments	0.03	0.00%
Liabilities no longer required written back	-	0.00%
Foreign exchange differences (Net)	27.35	0.23%
Profit on sale of fixed assets (Net)	-	0.00%
Commission received	2.52	0.02%
Miscellaneous income	2.30	0.02%
Total Other Income	48.02	0.40%
<b>Total Revenue</b>	<b>11,972.77</b>	<b>100.00%</b>

### **Expenses**

Our total expenses for the six-month period ended September 30, 2017, were ₹10,915.75 million, which when expressed as a percentage of our total revenue for that period, amounted to 91.17%.

#### *Cost of materials consumed*

The cost of materials consumed for the six-month period ended September 30, 2017, was ₹7,976.96 million, which primarily comprised of costs relation to raw materials amounting to ₹7,685.23 million. Our cost of materials consumed as a percentage of our total revenue were 66.63% for the six-month period ended September 30, 2017.

#### *Purchase of Stock-in-Trade*

Our purchase of stock-in-trade in the six-month period ended September 30, 2017, was ₹336.58 million. As a percentage of our total revenue for the six-month period ended September 30, 2017, our purchase of stock-in-trade was 2.81%.

#### *Changes in inventories of Finished Goods, Work-in-Process and Stock-in-Trade*

There was a net decrease in the inventories of finished goods, work-in-process and stock-in-trade aggregating to ₹317.70 million as of the six-month period ended September 30, 2017.

#### *Employee Benefits Expenses*

Employee benefit expenses for the six-month period ended September 30, 2017, were ₹751.42 million, which comprised primarily of salaries, wages and allowances amounting to ₹637.39 million during the period. During the six-month period ended September 30, 2017, contribution to provident and other funds were ₹58.72 million and workmen and staff welfare expenses were ₹55.31 million.

#### *Depreciation and amortization expenses*

For the six-month period ended September 30, 2017, our depreciation and amortization expenses were ₹246.45 million. Our depreciation and amortization expenses as a percentage of our total revenues were 2.06% for the six-month period ended September 30, 2017.

#### *Finance Cost*

Our finance costs for the six-month period ended September 30, 2017, were ₹147.86 million. This primarily comprised interest expenses amounting to ₹145.37 million during the six-month period ended September 30, 2017.

#### *Other expenses*

For the six-month period ended September 30, 2017, our other expenses were ₹1,138.78 million. These primarily comprised freight and forwarding amounting to ₹396.11 million, power and fuel amounting to ₹208.79 million and miscellaneous expenses of ₹130.98 million. Our other expenses as a percentage of our total revenue were 9.51% during the six-month period ended September 30, 2017.

#### ***Profit before Tax***

Our profit before tax for the six-month period ended September 30, 2017, was ₹1,057.02 million.

#### ***Tax Expenses***

For the six-month period ended September 30, 2017, ₹305.38 million in total tax expenses were incurred.

#### ***Profit after Tax, as restated***

Our profit after tax, as restated, for the six-month period ended September 30, 2017, was ₹751.64 million.

### **Fiscal 2017 compared to Fiscal 2016**

#### ***Revenue***

Our total revenue increased by 20.07% from ₹18,087.55 million in Fiscal 2016 to ₹21,717.00 million in Fiscal 2017. This increase was primarily on account of increase in revenue from operations, coupled with an increase in other income. Our revenues within India grew by 25.32% from ₹6,244.98 million in Fiscal 2016 to ₹7,826.08 million in Fiscal 2017, while our revenues outside India grew by 17.80% from ₹12,237.84 million in Fiscal 2016 to ₹14,416.65 million in Fiscal 2017.

#### ***Revenue from Operations***

Our net revenue from operations increased by 19.95% from ₹18,019.11 million in Fiscal 2016 to ₹21,613.43 million in Fiscal 2017.

In Fiscal 2017, our revenues from the sale of products (gross) were ₹22,480.47 million, which represented an increase of 20.12% from ₹18,715.20 million in revenues from the sale of products (gross) in Fiscal 2016. This was primarily as a result of an increase in sales volume and prices of key feedstock. There was a marginal increase in export incentives, from ₹223.02 million in Fiscal 2016 to ₹226.83 million in Fiscal 2017, representing an increase of 1.71%.

#### ***Other income***

Our income increased by 51.33% from ₹68.44 million in Fiscal 2016 to 103.57 million in Fiscal 2017, primarily on account of the increase in commission received, which grew by 265.98% from ₹10.14 million in Fiscal 2016 to ₹37.11 million in Fiscal 2017, and ₹18.06 million in liabilities no longer required written back. However, interest income on term deposits and others reduced from ₹16.99 million in Fiscal 2016 to ₹3.63 million in Fiscal 2017.

#### ***Expenditure***

Our total expenses increased by 19.58% from ₹16,452.67 million in Fiscal 2016 to ₹19,674.13 million in Fiscal 2016, which was commensurate with the increase in our total revenues for Fiscal 2017. Total expenses as a percentage of our total revenue, decreased marginally from 90.96% in Fiscal 2016 to 90.59% in Fiscal 2017.

#### ***Cost of materials consumed***

The cost of materials consumed increased by 35.78% from ₹11,153.65 million in Fiscal 2016 to ₹15,144.88 million in Fiscal 2017, as a result of the increase in our scale of production during Fiscal 2017. Our cost of materials consumed as a percentage of our total revenue was 69.74% in Fiscal 2017 as compared to 61.66% in Fiscal 2016.

#### *Purchase of Stock-in-Trade*

There was a 25.22% decrease in purchase of stock-in-trade, from ₹702.75 million in Fiscal 2016 to ₹525.49 million in Fiscal 2017. As a percentage of our total revenue, our purchase of stock-in-trade was 2.42% in Fiscal 2017 as compared to 3.89% in Fiscal 2016.

#### *Changes in inventories of Finished Goods, Work-in-Process and Stock-in-Trade*

There was a net increase in the inventories of finished goods, work-in-process and stock-in-trade aggregating to ₹417.70 million as of the financial year ended March 31, 2017, as compared to a net decrease in the inventories of finished goods, work-in-process and stock-in-trade aggregating to ₹143.93 million as of the financial year ended March 31, 2016.

#### *Employee Benefits Expenses*

Employee benefit expense decreased by 0.73% from ₹1,446.17 million in Fiscal 2016 to ₹1,435.56 million in Fiscal 2017. The aforesaid decrease was primarily on account of a decrease in salaries, wages and allowances, which was partially offset by an increase in contribution to provident and other funds. Employee benefit expense as a percentage of our total revenue was 8.00% in Fiscal 2016 as compared to 6.61% in Fiscal 2017.

Salaries, wages and allowances decreased by 1.98% from ₹1,235.13 million in Fiscal 2016 to ₹1,210.69 million in Fiscal 2017, while workmen and staff welfare expenses decreased marginally from ₹118.62 million in Fiscal 2016 to ₹117.02 million in Fiscal 2017. Contribution to provident and other funds increased by 16.70% from ₹92.42 million in Fiscal 2016 to ₹107.85 million in Fiscal 2017.

#### *Depreciation and amortization expenses*

Depreciation and amortization expenses increased by 6.90% from ₹452.26 million in Fiscal 2016 to ₹483.45 million in Fiscal 2017. As a percentage of our total revenue, depreciation and amortization expenses were 2.50% in Fiscal 2016 as compared to 2.23% in Fiscal 2017.

#### *Finance Cost*

Finance costs decreased by 17.69% from ₹308.77 million in Fiscal 2016 to ₹254.16 million in Fiscal 2017, primarily as a result of a decrease in interest expense, from ₹243.03 million in Fiscal 2016 to ₹208.95 million in Fiscal 2017. Our finance cost as a percentage of our total revenue was 1.17% in Fiscal 2017 as compared to 1.71% in Fiscal 2016.

#### *Other expenses*

There was a marginal increase in other expenses, from ₹2,245.14 million in Fiscal 2016 to ₹2,248.29 million in Fiscal 2017, primarily on account of the increase in consumption of stores and spare parts, power and fuel, water charges, rent, discount and commission on sales, CSR expenditure, donations, directors' sitting fees, provisions for doubtful advances, commission to non-executive directors, bank charges, royalty and miscellaneous expenses. Our other expenses as a percentage of our total revenue reduced from 12.41% in Fiscal 2016 to 10.35% in Fiscal 2017.

#### *Profit before Tax*

As a result of the foregoing, our profit before tax increased by 24.96% from ₹1,634.88 million in Fiscal 2016 to ₹2,042.87 million in Fiscal 2017.



### ***Tax Expenses***

Tax expenses incurred decreased by 4.59% from ₹607.70 million in Fiscal 2016 to ₹579.81 million in Fiscal 2017.

### ***Profit after Tax, as restated***

Our profit after tax, as restated, increased by 42.43% from ₹1,027.18 million in Fiscal 2016 to ₹1,463.06 million in Fiscal 2017. This was driven significantly by ₹273.39 million in profit after tax registered by Galaxy Chemicals Egypt S.A.E. in Fiscal 2017.

## **Fiscal 2016 compared to Fiscal 2015**

### ***Revenue***

The Company's total revenue decreased by 3.59% from ₹18,760.26 million in Fiscal 2015 to ₹18,087.55 million in Fiscal 2016. This decrease was primarily on account of a decrease in revenue from operations, which was driven by an unprecedented fall in raw material prices.

While our revenues within India reduced by 16.29% from ₹7,460.42 million in Fiscal 2015 to ₹6,244.98 million in Fiscal 2016, our revenues outside India grew by 2.13% from ₹11,982.55 million in Fiscal 2015 to ₹ 12,237.84 million in Fiscal 2016. International revenues constituted 65.39% of our gross sale of products in Fiscal 2016, as compared to 61.25% of our gross sale of products in Fiscal 2015.

### ***Revenue from Operations***

The net revenue from operations decreased by 3.84% from ₹ 18,739.36 million in Fiscal 2015 to ₹ 18,019.11 million in Fiscal 2016.

In Fiscal 2016, our revenues from the sale of products (gross) were ₹ 18,715.20 million, which represented a decrease of 4.34% from ₹ 19,564.45 million in revenues from the sale of products (gross) in Fiscal 2015. This decrease was a result of decline in key feedstock prices in Fiscal 2016. However, there was an increase in export incentives, from ₹ 106.98 million in Fiscal 2015 to ₹ 223.02 million in Fiscal 2016, representing an increase of 108.47%.

### ***Other income***

Our other income increased by 227.46% from ₹ 20.90 million in Fiscal 2015 to ₹ 68.44 million in Fiscal 2016, primarily on account of the increase in miscellaneous income, interest income and foreign exchange differences (net). Miscellaneous income grew by 427.03% from ₹ 3.70 million in Fiscal 2015 to ₹ 19.50 million in Fiscal 2016 while interest income on term deposits and others grew by 53.62% from ₹ 11.06 million in Fiscal 2015 to ₹ 16.99 million in Fiscal 2016.

### ***Expenditure***

Our total expenses decreased by 6.72% from ₹ 17,637.36 million in Fiscal 2015 to ₹ 16,452.67 million in Fiscal 2016. This was primarily driven by the decrease in cost of materials consumed, purchase of stock-in-trade and other expenses. However, total expenses as a percentage of our total revenue, decreased significantly from 94.01% in Fiscal 2015 to 90.96% in Fiscal 2016.

### ***Cost of materials consumed***

The cost of materials consumed decreased by 11.01% from ₹ 12,532.98 million in Fiscal 2015 to ₹ 11,153.65 million in Fiscal 2016. Our cost of materials consumed as a percentage of our total revenue was 66.81% in Fiscal 2015 as compared to 61.66% in Fiscal 2016.

#### *Purchase of Stock-in-Trade*

There was a 6.42% decrease in purchase of stock-in-trade, from ₹ 751.00 million in Fiscal 2015 to ₹ 702.75 million in Fiscal 2016. As a percentage of our total revenue, our purchase of stock-in-trade was 4.00% in Fiscal 2015 as compared to 3.89% in Fiscal 2016.

#### *Changes in inventories of Finished Goods, Work-in-Process and Stock-in-Trade*

There was a net decrease in the inventories of finished goods, work-in-process and stock-in-trade aggregating to ₹ 143.93 million as of the financial year ended March 31, 2016, as compared to a net increase in the inventories of finished goods, work-in-process and stock-in-trade aggregating to ₹ 50.17 million as of the financial year ended March 31, 2015.

#### *Employee Benefits Expenses*

Employee benefit expense increased by 12.62% from ₹ 1,284.06 million in Fiscal 2015 to ₹ 1,446.17 million in Fiscal 2016. The aforesaid increase was driven by the increase in salaries, wages and allowances.

Salaries, wages and allowances increased by 14.36% from ₹ 1,080.02 million in Fiscal 2015 to ₹ 1,235.13 million in Fiscal 2016, while workmen and staff welfare expenses increased by 15.52% from ₹ 102.68 million in Fiscal 2015 to ₹ 118.62 million in Fiscal 2016. Contribution to provident and other funds decreased by 8.82% from ₹ 101.36 million in Fiscal 2015 to ₹ 92.42 million in Fiscal 2016.

#### *Depreciation and amortization expenses*

Depreciation and amortization expenses increased by 0.33% from ₹ 450.76 million in Fiscal 2015 to ₹ 452.26 million in Fiscal 2016.

#### *Finance Cost*

Finance costs decreased by 10.21% from ₹ 343.89 million in Fiscal 2015 to ₹ 308.77 million in Fiscal 2016 on account of a decrease in interest expense. Interest expense decreased by 13.98% from ₹ 282.53 million in Fiscal 2015 to ₹ 243.03 million in Fiscal 2016. Our finance cost as a percentage of our total revenue was 1.83% in Fiscal 2015 as compared to 1.71% in Fiscal 2016.

#### *Other expenses*

Other expenses decreased by 3.43% from ₹ 2,324.84 million in Fiscal 2015 to ₹ 2,245.14 million in Fiscal 2016, primarily on account of decrease in Foreign exchange loss, registration cost for REACH, and freight and forwarding expenses. Our other expenses as a percentage of our total revenue were 12.39% in Fiscal 2015 as compared to 12.41% in Fiscal 2016.

#### ***Profit before Tax***

Based on the foregoing, our profit before tax increased by 45.59% from ₹ 1,122.90 million in Fiscal 2015 to ₹ 1,634.88 million in Fiscal 2016.

#### ***Tax Expenses***

Tax expenses incurred increased by 35.54% from ₹ 448.34 million in Fiscal 2015 to ₹ 607.70 million in Fiscal 2016.

#### ***Profit after Tax, as restated***

Our profit after tax, as restated, increased by 52.27% from ₹ 674.56 million in Fiscal 2015 to ₹ 1,027.18 million in Fiscal 2016, which represents our ability to maintain our margins despite the aforesaid decrease in revenue from operations.

## Financial Condition

### Assets

The following table sets forth the principal components of our assets as of the dates specified:

*(₹ in million)*

Particulars	As at September 30,2017	As at March 31,2017	As at March 31,2016	As at March 31,2015
<b>ASSETS</b>				
<b>Non - current assets</b>				
<i>Fixed assets:</i>				
(a) Tangible assets	4538.58	4,647.42	4,249.38	4,461.91
(b) Intangible assets	69.56	78.12	108.24	132.29
(c) Capital work-in-progress	161.18	103.25	507.57	65.06
Non-current investments	0.12	0.12	0.12	0.12
Deferred tax asset (net)	32.21	26.05	13.65	15.16
Long term loans and advances	386.60	434.64	359.16	270.22
Other non-current assets	0.20	0.20	0.20	0.20
<b>Current assets</b>				
Inventories	2721.46	3,174.20	2,357.74	2,459.86
Trade receivables	3826.70	3,462.83	2,501.88	2,212.66
Cash and bank balances	318.62	254.04	159.84	187.97
Short term loans and advances	810.66	449.68	575.95	733.41
Other current assets	286.82	223.28	258.61	63.33
<b>Total</b>	<b>13,152.71</b>	<b>12,853.83</b>	<b>11,092.34</b>	<b>10,602.19</b>

### Liquidity and Capital Resources

Historically, our primary liquidity requirements have been to finance our working capital needs, loan repayments, and our capital expenditures. To fund these requirements we have relied on short-term and long-term borrowings and cash flows from operations. Our business requires a significant amount of working capital. We expect to meet our working capital requirements for Fiscal 2018 primarily from our internal accruals and bank finance, as may be required.

### Cash Flows

The following table sets forth certain information relating to our cash flows with respect to operating activities, investing activities and financing activities for the periods indicated:

*(₹ in million)*

Particulars	Six Months Ended September 30,2017	Year Ended March 31,2017	Year Ended March 31,2016	Year Ended March 31,2015
Net cash provided by / (used in) operating activities	736.27	1,128.59	1,841.78	593.62
Net cash flow from / (used in) investing activities	(181.80)	(451.31)	(648.47)	(347.54)
Net cash flow from / (used in) financing activities	(492.78)	(567.02)	(1,191.09)	(274.95)
Cash and cash equivalents at the end of the period / year	314.18	249.92	139.95	136.94

### Operating Activities

Net cash generated from operating activities was ₹ 736.27 million for the six-month period ended September 30, 2017, and consisted of net profit before tax of ₹ 1,057.02 million, as (i) adjusted for non-cash items, primarily depreciation and amortization expenses of ₹ 246.45 million; (ii) increased by finance costs amounting to ₹ 147.86 million, provision for gratuity and leave encashment amounting to ₹ 51.13 million, provision for doubtful debts/advances to the extent of ₹ 0.07 million, and loss on sale/discarding of assets amounting to ₹ 1.21 million, (iii) decreased by interest income of ₹ 15.82 million and dividend income of ₹ 0.03 million, unrealised foreign exchange loss of ₹ 5.04 million; and (iv) further adjusted for changes in working capital amounting to ₹ 543.45 million and decreased by income taxes paid amounting to ₹ 203.13 million.

Net cash generated from operating activities was ₹ 1,128.59 million for the financial year ended March 31, 2017, and consisted of net profit before tax of ₹ 2,042.87 million, as (i) adjusted for non-cash items, primarily depreciation and amortization expenses of ₹ 483.45 million; (ii) increased by finance costs amounting to ₹ 254.16 million, provision for gratuity and leave encashment amounting to ₹ 30.07 million, provision for doubtful debts/advances to the extent of ₹ 14.42 million, unrealised foreign exchange loss of ₹ 23.78 million, loss on sale/discarding of assets amounting to ₹ 0.31 million and bad debts written off to the extent of ₹ 0.09 million; (iii) decreased by liabilities no longer required written back to the extent of ₹ 18.06 million, interest income of ₹ 3.63 million and dividend income of ₹ 0.04 million; and (iv) further adjusted for changes in working capital amounting to ₹ 1,105.76 million and decreased by income taxes paid amounting to ₹ 593.07 million.

Net cash generated from operating activities was ₹ 1,841.78 million for the financial year ended March 31, 2016, and consisted of net profit before tax of ₹ 1,634.88 million, as (i) adjusted for non-cash items, primarily depreciation and amortization expenses of ₹ 452.26 million; (ii) increased by finance costs amounting to ₹ 308.77 million, provision for gratuity and leave encashment amounting to ₹ 18.59 million, unrealised foreign exchange loss of ₹ 1.79 million, loss on sale/discarding of assets amounting to ₹ 4.71 million and provision for doubtful debts/advances to the extent of ₹ 1.22 million; (iii) decreased by interest income of ₹ 16.99 million and dividend income of ₹ 0.07 million; and (iv) further adjusted for changes in working capital amounting to ₹ 54.44 million and decreased by income taxes paid amounting to ₹ 617.82 million.

Net cash generated from operating activities was ₹ 593.62 million for the financial year ended March 31, 2015, and consisted of net profit before tax of ₹ 1,122.90 million, as (i) adjusted for non-cash items, primarily depreciation and amortization expenses of ₹ 450.76 million; (ii) increased by finance costs amounting to ₹ 343.89 million, provision for gratuity and leave encashment amounting to ₹ 49.29 million, unrealised foreign exchange loss of ₹ 7.82 million, wealth tax of ₹ 0.22 million, provision for doubtful debts/advances to the extent of ₹ 0.21 million and bad debts written off to the extent of ₹ 0.05 million; (iii) decreased by interest income of ₹ 11.06 million, profit on sale/discarding of assets of ₹ 0.20 million and dividend income of ₹ 0.03 million; and (iv) further adjusted for changes in working capital amounting to ₹ 857.05 million and decreased by income taxes paid amounting to ₹ 513.18 million.

### ***Investing Activities***

Net cash used in investing activities was ₹ 181.80 million for the six-month period ended September 30, 2017, driven by the acquisition of property, plant and equipment amounting to ₹ 203.90 million. During the period, ₹ 17.00 million were received as interest income, sale of property, plant and equipment amounted to ₹ 2.70 million and there was a decrease in earmarked balances to the extent of ₹ 2.40 million.

Net cash used in investing activities was ₹ 451.31 million for the financial year ended March 31, 2017, primarily due to the acquisition of property, plant and equipment amounting to ₹ 460.80 million. During the period, property, plant and equipment to the extent of ₹ 4.10 million were sold and there was a decrease in earmarked balances to the extent of ₹ 3.30 million. Further, ₹ 2.09 million were received as interest income.

Net cash used in investing activities was ₹ 648.47 million for the financial year ended March 31, 2016, driven by the acquisition of property, plant and equipment amounting to ₹ 740.30 million, and the increase in earmarked balances amounting to ₹ 2.20 million. Sale of property, plant and equipment amounted to ₹ 74.80 million, while ₹ 19.13 million and ₹ 0.10 million were received in the form of interest income and dividend income, respectively.

Net cash used in investing activities was ₹ 347.54 million for the financial year ended March 31, 2015, as a result of ₹ 356.40 million in the acquisition of property, plant and equipment, and a decrease in earmarked balances to the extent of ₹ 1.90 million, as against ₹ 8.66 million received in interest income and ₹ 2.10 million received from the sale of property, plant and equipment.

### **Financing Activities**

Net cash used in financing activities was ₹ 492.78 million for the six-month period ended September 30, 2017, which comprised of repayment of borrowings amounting to ₹ 7,686.93 million, finance costs amounting to ₹ 124.97 million and equity dividend paid to the extent of ₹ 127.64 million, which was offset by proceeds from borrowings amounting to ₹ 7,446.76 million.

Net cash used in financing activities was ₹ 567.02 million in the financial year ended March 31, 2017, which comprised of repayment of borrowings amounting to ₹ 14,140.12 million, finance costs amounting to ₹ 285.67 million and equity dividend paid to the extent of ₹ 172.80 million, which was offset by proceeds from borrowings amounting to ₹ 14,031.57 million.

Net cash used in financing activities was ₹ 1,191.09 million in the financial year ended March 31, 2016, which comprised of repayment of borrowings amounting to ₹ 13,486.71 million, finance costs amounting to ₹ 327.21 million, equity dividend paid to the extent of ₹ 380.70 million against ₹ 13,003.53 million in proceeds from borrowings.

Net cash used in financing activities was ₹ 274.95 million in the financial year ended March 31, 2015, which comprised of repayment of borrowings amounting to ₹ 13,430.87 million, finance costs amounting to ₹ 324.07 million and equity dividend paid to the extent of ₹ 165.17 million, which was offset by proceeds from borrowings amounting to ₹ 13,645.16 million.

### **Matters of emphasis**

For the year ended March 31, 2015, the auditors of one of the Subsidiaries, Galaxy Chemicals (Egypt) S.A.E. had reported as under:

Without qualifying their opinion, the auditors had reported in respect of matter relating to going concern status of the said subsidiary. The said subsidiary Company had accumulated losses of Rs. 83 crores which exceeded 50% of its paid-up capital of Rs. 125 crores leading to deficit in the working capital of the said Company. The auditors had further reported that this may affect the ability of the said subsidiary Company to continue as a going concern and in accordance with the law applicable to the said subsidiary Company in its jurisdiction, the Board of Directors of the said subsidiary Company are required to call for an Extra Ordinary General Meeting to decide on its continuity.

The above comment was specific for the year ended 31<sup>st</sup> March 2015 and there is no such comment by the auditors of the said Subsidiary in the subsequent years.

Except as above, there were no matters reported under the Matter of Emphasis for the financial years ended 31<sup>st</sup> March 2017, 2016, 2014 and 2013.

### **Indebtedness**

For information on financial indebtedness, see “*Financial Indebtedness*” on page 319.

### **Contingent Liabilities and Commitments**

The following table sets forth certain information relating to our contingent liabilities as at September 30, 2017, as per our Restated Consolidated Financial Statements:

#	Particulars	Amount (In ₹ Million)
(a)	Claims against the Company not acknowledged as debts	
	- Excise duty & Service tax	75.26
	- Income tax	0.79
	- Sales tax	26.66
	- Custom duty	83.52
	- Cess on electricity	-

#	Particulars	Amount (In ₹ Million)
(b)	Customer Claim: No provision has been made in respect of claim of Euro 0.8 Million made by one of the overseas customers on account of quality issues in respect of third party trading material supplied by the Company. The Company has made a provision of USD 0.14 Million in respect of the amount due from the said customer in respect of subsequent supplies to the said overseas customer	61.71
(c)	Manufacturing contract stipulating a minimum specific production volume commitment by September 30, 2017 with one year grace period - Pending commitments	-
<b>Total</b>		<b>247.94</b>

### Quantitative and Qualitative Disclosures about Market Risk

We are exposed to various types of market risks during the normal course of business. Market risk is the risk of loss related to adverse changes in market prices, including interest rate risk and commodity risk. We are exposed to commodity risk, liquidity risk, credit risk and inflation risk and in the normal course of our business.

#### *Commodity Risk*

We are exposed to the price risk associated with purchasing our raw materials, which form the highest component of our expenses. We typically do not enter into formal arrangements with our vendors. Therefore, fluctuations in the price and availability of raw materials may affect our business and results of operations. We do not currently engage in any hedging activities against commodity price risk.

#### *Foreign Exchange Risk*

We are exposed to exchange rate risk as a significant portion of our revenues and expenditure are denominated in foreign currencies. We import certain of our raw materials, the price of which we are required to pay in foreign currency, which is mostly the U.S. Dollar or Euro. Products that we export are paid for in foreign currency, which together with our geographical footprint, acts as a natural hedge. Any appreciation in the value of the Rupee against U.S. dollar, Euro or other foreign currencies would decrease the realization of Rupee value of our products. The exchange rate between the Rupee and each of the U.S. dollar and Euro has changed substantially in recent years and may continue to fluctuate significantly in the future. Adverse movements in foreign exchange rates may adversely affect our results of operations and financial condition.

#### *Liquidity Risk*

Liquidity risk is the risk that we will encounter difficulties in meeting the obligations associated with our financial liabilities that are settled by delivering cash or another financial asset. Our approach to managing liquidity is to ensure, as far as possible, that we will have sufficient liquidity to meet our liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to our reputation.

#### *Credit Risk*

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. We are exposed to credit risk from our operating activities, primarily from trade receivables. We typically have credit terms of 0 days to 120 days with our customers. As of September 30, 2017 and March 31, 2017, 2016 and 2015, our trade receivables were ₹ 3,826.70 million, ₹ 3,462.83 million, ₹ 2,501.88 million and ₹ 2,212.66 million, respectively.

#### *Interest Rate Risk*

Interest rates for borrowings have been volatile in India in recent periods. Our operations are funded to a certain extent by borrowings and increases in interest expense may have an adverse effect on our results of operations and financial condition. Our current loan facilities carry interest at variable rates as well as fixed rates. Increases in interest rates would increase interest expenses relating to our outstanding floating rate borrowings and increase the cost of new debt. In addition, an increase in interest rates may adversely affect our ability to service term loans and to finance development of new projects, all of which in turn may adversely affect our results of operations. We do not have a policy to enter into hedging arrangements against interest rate fluctuations.

## ***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.

## **Related Party Transactions**

We enter into various transactions with related parties in the ordinary course of business. For further information relating to our related party transactions, see “*Related Party Transactions*” on page 194.

## **Changes in Accounting Policies**

There have been no changes in accounting policies during the preceding five fiscal years.

## **Off-Balance Sheet Arrangements**

Except as disclosed in this Red Herring Prospectus, we do not have any material off-balance sheet arrangements, derivative instruments, swap transactions or relationships with unconsolidated entities or financial partnerships established or contemplated for the purpose of facilitating off-balance sheet transactions.

## **Unusual or Infrequent Events or Transactions**

Except as described in sections “*Risk Factors*” and “*Our Business*”, on pages 15 and 123, respectively, to our knowledge, there have been no events or transactions to our knowledge which may be described as “unusual” or “infrequent”

## **Significant Economic Changes that Materially affect or are likely to affect Income from Continuing Operations**

Our business has been subject, and we expect it to continue to be subject, to significant economic changes that materially affect or are likely to affect income from continuing operations identified above in “*Management’s Discussion and Analysis of Financial Condition and Results of Operations – Significant Factors Affecting our Results of Operations and Financial Condition*” and the uncertainties described in the section titled “*Risk Factors*” on pages 292 and 15, respectively.

## **Future Relationship between Cost and Income**

Except as described in the sections titled “*Risk Factors*”, “*Our Business*” and this section, to the best of our knowledge there are no known factors that might affect the future relationship between cost and revenue.

## **Known Trends or Uncertainties**

Our business has been affected and we expect that it will continue to be affected by the trends identified above in “– *Significant Factors Affecting our Results of Operations and Financial Condition*” and the uncertainties described in the section “*Risk Factors*” on pages 292 and 15, respectively. To our knowledge, except as described in this Red Herring Prospectus, there are no known trends or uncertainties that we expect to have a material adverse impact on our results of operations.

## **Segment Reporting**

We are engaged in the manufacture of speciality chemicals, which is considered as the only business segment.

## **Publicly Announced New Products or Business Segments / Material increases in Revenue due to Increased Disbursements and Introduction of New Products**

We have not publicly announced any new products or business segments nor have there been any material increases in our revenues due to increased disbursements and introduction of new products.

## **Seasonality of Business**

We do not believe our business to be seasonal.

### **Significant Dependence on Single or Few Customers**

We currently generate a significant portion of our revenues from limited number of major customers. For the six months ended September 30, 2017 and the Fiscals 2017, 2016 and 2015, our top ten customers contributed ₹ 6,977.65 million, ₹ 11,833.64 million, ₹ 9,642.79 million and ₹ 11,252.47 million, or 58.51%, 54.75%, 53.51% and 60.05% of our total revenues from operations, respectively. Further, we currently do not have long-term contractual arrangements with most of our significant customers, and conduct business with them on the basis of purchase orders that are placed from time to time. Our reliance on a select group of customers may constrain our ability to negotiate our arrangements, which may have an impact on our profit margins and financial performance. Any loss of one or more of such customer or a reduction in the demand for our products could adversely impact our revenues.

### **Competitive Conditions**

We operate in a competitive environment. For further details, please refer to the discussions regarding our competition in sections titled “*Risk Factors*”, “*Forward Looking Statements*” and “*Our Business*”.

### **Significant Developments That May Affect our Future Results of Operations**

In the opinion of our Board, except as disclosed in this Red Herring Prospectus, no circumstances have arisen since September 30, 2017, which materially affect or are likely to affect, the trading and profitability of our Company, or the value of our assets or our ability to pay material liabilities within the next 12 months.



**SUMMARY OF SIGNIFICANT DIFFERENCES BETWEEN INDIAN GAAP AND IND AS**

<b>Qualitative/Significant Differences between Indian GAAP and Ind AS</b>		<b>Annexure A</b>
<b>Area</b>	<b>Indian GAAP</b>	<b>Ind AS</b>
Presentation of financial statements	Presentation governed by Schedule III to the Companies Act, 2013 - Financial statements comprise (a) Balance Sheet (b) Statement of Profit and Loss (c) Other disclosure Notes	Presentation governed by Ind AS 1 - Financial statements comprise (a) Balance Sheet (b) Statement of Profit and Loss (c) Statement of Other Comprehensive Income (d) Statement of Changes in Equity (e) Other disclosure notes
Changes in Accounting Policy and Prior Period Items	Only prospective effect to be given along with disclosure of impact on profit / loss for the period	Retrospective application required with restated balance sheet at the beginning of the earliest period
Presentation of extraordinary items	Required to be presented separately	Prohibits separate disclosure
Inventories – purchases on deferred credit terms	Valued at purchase price	Difference between purchase price for normal credit terms and deferred credit terms to be recognised as interest cost.
Inventories – cost formula	Does not expressly mandate use of same cost formula for all inventories having similar nature and use	Mandates use of same cost formula for all inventories having similar nature and use
Cash flows – bank overdrafts	Movement in bank overdrafts considered as financing activity	In case part of cash management system, may be considered as cash and cash equivalents.
Cash flows – change in ownership interest without loss of control	No specific guidance	Treated as financing activity
Prior period items	Normally included in determining profit for the period in which these are accounted – disclosed separately with impact thereof	Material prior period items are corrected retrospectively by restating the amount for the earliest period.
New Accounting Standards pronouncements	No disclosure requirement in this regard	Non-application of new pronouncements needs to be disclosed with likely impact.
Deferred Tax – Recognition	Restricted to all timing differences	Recognised for all temporary difference between accounting and tax base of all assets and liabilities.

<b>Area</b>	<b>Indian GAAP</b>	<b>Ind AS</b>
Deferred Tax – on items recognised outside Profit and Loss	No specific guidance in AS-22 – However, generally, if an item is accounted directly in balance sheet - ICAI pronouncement requires such accounting net of deferred tax thereon	Current tax / deferred tax on items recognised in Other Comprehensive Income (OCI) or Balance Sheet also to be recognised in OCI or Balance Sheet, as appropriate.
Deferred Tax – in respect of investment in subsidiaries / branches / associates / joint ventures	On consolidation, deferred tax recognised as sum total of deferred tax provided in individual standalone statements	Deferred tax on all items of temporary differences to be recognised except in certain circumstances
Deferred tax on unrealised intra group profits	Not recognised	Required to be recognised.
Property, plant and equipment – cost of dismantling	No requirement	Such costs are required to be initially estimated to be included in the cost of property, plant and equipment.
Property, plant and equipment – replacement costs / cost of major inspections	Normally charged to profit and loss.	Recognised as part of cost of assets if satisfies the criteria prescribed – carrying amount of replaced part derecognized.
Property, plant and equipment – Revaluation	No specific requirement	In case entity adopts revaluation model – revaluation required to be made with sufficient regularity.
Property, plant and equipment – change in method of depreciation	Required to be applied retrospectively and impact adjusted in the year of change	Required to be applied prospectively
Government Grants – loans with below market rate of interest	No specific guidance.	Such loans to be accounted as Government Grants and interest portion to be carved out and charged over the period of the loan.
Effects of changes in Foreign Exchange Rates – Translation in Consolidated Financial Statements – when treated as an integral operation	Conversion of assets and liabilities and income and expenses – same as Ind AS – only exchange difference is taken to Profit and Loss	Exchange differences are recognised in Other Comprehensive Income and then reclassified to Profit and Loss on disposal.
Effects of changes in foreign exchange rates – forward exchange contracts – not intended for trading or speculation	Premium / discount amortised over life of contract and exchange difference charged to Profit and Loss in the period in which it occurs	Accounted as derivative
Financial Instruments – classification	Classified based on legal form	Classified based on substance rather than legal form
Financial Instruments – Treasury Shares	Treasury shares permitted to be held in certain circumstances – repurchased shares need to be cancelled.	Cost of treasury shares to be deducted from equity.

<b>Area</b>	<b>Indian GAAP</b>	<b>Ind AS</b>
Financial Instruments – offsetting	No specific guidance	Permitted if there is legally enforceable right to set off and intends to net settle
Financial Instruments – classification of convertible debt instruments	Classified as debt based on legal form	Required to split equity and debt component and present accordingly
Financial Instruments – investments in subsidiaries / associates / joint ventures	Recorded at cost and provision for diminution required to be made if other than temporary	Recorded at either fair value through profit and loss or fair value through Other Comprehensive Income
Provision – Contingent Assets / Liabilities – Recognition	Recognition based on legal obligation – based on constructive obligation not mandated.	Recognition based on both legal as well as constructive obligation
Provision – Contingent Assets / Liabilities – Discounting	Discounting not permitted – to be carried at nominal value	Discounting required where time value of money is material.
Provision – Contingent Assets / Liabilities – Contingent Assets	Neither recognised nor disclosed – may be mentioned in Board Report	Not recognised but disclosed in financial statements if inflow of economic benefits is probable.
Consolidation Financial Statements – Uniform Accounting Policies	Variation in accounting policies permissible – if not practicable – with certain disclosures.	Variation not permissible – use of uniform accounting policies a must.
Consolidated Financial Statements – Reporting Dates	Difference cannot be more than six months.	Difference cannot be more than three months.
Employee Benefits – Actuarial Gains / Losses	Charged to Profit and Loss account	Actuarial gains / losses resulting from experience adjustments and effect of changes in actuarial assumptions are charged to Other Comprehensive Income and not reclassified to profit and loss.
Leases – interest in leasehold land	Recorded and classified as fixed assets	Recorded and classified as operating lease or financial lease as per definition and classification criteria.
Borrowing costs – loan processing costs	Charged to profit and loss account	Not charged to profit and loss and factored into computation of effective interest rate
Earnings per share – amounts debited / credited to reserves	Not required to be considered while computing earnings per share	Required to be considered while computing earnings per share
Revenue – Allocation of transaction price	No such requirement	Transaction price to be allocated to each performance obligation
Revenue – Time value of money	No adjustment required	Adjustment required if significant financing component exists.

## **STATEMENT OF RECONCILIATION BETWEEN INDIAN GAAP AND IND AS**

The following tables set forth:

- 1. STATEMENT OF RECONCILIATION OF PROFIT AFTER TAX AND EQUITY, ON A STANDALONE BASIS, BETWEEN IND AS AND INDIAN GAAP FOR THE FISCAL 2017**
- 2. STATEMENT OF RECONCILIATION OF PROFIT AFTER TAX AND EQUITY, ON A CONSOLIDATED BASIS, BETWEEN IND AS AND INDIAN GAAP FOR THE FISCAL 2017**

**STATEMENT OF RECONCILIATION OF PROFIT AFTER TAX AND EQUITY, ON A STANDALONE BASIS, BETWEEN IND AS AND INDIAN GAAP FOR THE YEAR FISCAL 2017**

- (i) "Ind AS 101 (First-time Adoption of Indian Accounting Standards) provides a suitable starting point for accounting in accordance with Ind AS and is required to be mandatorily followed by first-time adopters. The Company has prepared the Opening Balance Sheet as per Ind AS of April 1, 2016 (the transition date) by:
- recognising all assets and liabilities whose recognition is required by Ind AS,
  - not recognising items of assets or liabilities which are not permitted by Ind AS,
  - reclassifying items from previous Generally Accepted Accounting Principles (GAAP) to Ind AS required under Ind AS, and
  - applying Ind AS in measurement of recognised assets and liabilities"

- (ii) **A. Reconciliation of total comprehensive income for the year ended March 31, 2017 is summarised as follows:**

*(₹ in million)*

Particulars	Notes	For the year ended 31st March, 2017
<b>Profit after tax as reported under previous GAAP</b>		<b>1,038.44</b>
Impact of depreciation on decapitalisation of difference in exchange	(iii)b	1.20
Impact of measuring investments at Fair Value through Profit or Loss (FVTPL)	(iii)c	212.43
Reclassification of actuarial gains / (losses) arising in respect of employee benefit schemes to Other Comprehensive income (OCI)	(iv)a	30.45
Impact of measuring Long Term Borrowings at amortised cost	(iv)b	(8.09)
Tax Adjustments		(81.67)
<b>Profit after tax as reported under IND AS</b>		<b>1,192.76</b>

- B. Reconciliation of total equity as reported under previous GAAP is summarised as follows :**

*(₹ in million)*

Particulars	Notes	As at April 1, 2016 (date of transition)
<b>Equity as reported under previous GAAP</b>		<b>4,817.92</b>
Impact of depreciation on decapitalisation of difference in exchange	(iii)b	(15.46)
Impact of measuring investments at Fair Value through Profit or loss (FVTPL) or OCI	(iii)c	(228.63)
Impact of measuring Long Term Borrowings at amortised cost	(iv)b	28.52
Tax Adjustments		74.60
<b>Equity as reported under IND AS</b>		<b>4,676.95</b>

**Notes:**

- (iii) **Ind AS 101 mandates certain exceptions and allows first-time adopters exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions in the financial statements:**
- Ind AS 103 (Business Combinations) has not been applied retrospectively to business combinations that occurred prior to 1st April, 2016. Use of this exemption means that in the opening Balance Sheet, goodwill/ capital reserve and other assets and liabilities acquired in previous business combinations remain at the previous GAAP carrying values.
  - Property, plant and equipment and intangible assets were carried in the Balance Sheet at cost prepared in accordance with previous GAAP on March 31, 2016. Under Ind AS, the Company has elected to apply IND AS 16 - Property, Plant and Equipment retrospectively at the date of transition.

- c. Under previous GAAP, investment in subsidiaries were stated at cost and provisions made to recognise the decline, other than temporary. Under Ind AS, the Company has considered their previous GAAP carrying amount as their deemed cost. Under IND AS, financial assets in equity instruments (other than those in subsidiaries) and preference instruments have been classified as fair value through profit and loss at the time of transition.
  - d. The Company has applied Appendix C of Ind AS 17 (Leases) – ‘Determining whether an Arrangement contains a Lease’ to determine whether an arrangement existing at the transition date contains a lease on the basis of facts and circumstances existing at that date.
  - e. Under previous GAAP, interest free sales tax deferment loan was carried at cost. Under Ind AS, such interest free loans have been carried at previous GAAP amount at the date of transition.
- (iv) In addition to the above, the principal adjustments made by the Company in restating its previous GAAP financial statements, including the Balance Sheet as at April 1, 2016 and the financial statements as at and for the year ended March 31, 2017 are detailed below:**
- a. Under previous GAAP, actuarial gains and losses related to the defined benefit schemes for gratuity and pension plans and liabilities towards employee leave encashment were recognised in profit or loss. Under Ind AS, the actuarial gains and losses form part of remeasurement of the net defined benefit liability/asset which is recognised in OCI. Consequently, the tax effect of the same has also been recognised in OCI instead of profit or loss.
  - b. Under Ind AS Loan processing fees / transaction costs are considered for calculating effective interest rate. The impact for the periods subsequent to the date of transition is reflected in the Statement of Profit and Loss.

**STATEMENT OF RECONCILIATION OF PROFIT AFTER TAX AND EQUITY, ON A CONSOLIDATED BASIS, BETWEEN IND AS AND INDIAN GAAP FOR THE YEAR FISCAL 2017**

- (i) "Ind AS 101 (First-time Adoption of Indian Accounting Standards) provides a suitable starting point for accounting in accordance with Ind AS and is required to be mandatorily followed by first-time adopters. The Company has prepared the Opening Balance Sheet as per Ind AS as of April 1, 2016 (the transition date) by:
- recognising all assets and liabilities whose recognition is required by Ind AS,
  - not recognising items of assets or liabilities which are not permitted by Ind AS,
  - reclassifying items from previous Generally Accepted Accounting Principles (GAAP) to Ind AS as required under Ind AS, and
  - applying Ind AS in measurement of recognised assets and liabilities"

- (ii) **A. Reconciliation of total comprehensive income for the year ended March 31, 2017 is summarised as follows:**

*(₹ in million)*

Particulars	Notes	For the year ended March 31, 2017
<b>Profit after tax as reported under previous GAAP</b>		<b>1,463.06</b>
Impact of depreciation on decapitalisation of difference in exchange	(iii)b	1.20
Impact of measuring investments at Fair Value though Profit or Loss (FVTPL)	(iii)d	0.18
Reclassification of actuarial gains / (losses) arising in respect of employee benefit schemes to Other Comprehensive income (OCI)	(iv)a	30.45
Impact of measuring Long Term Borrowings at amortised cost	(iv)b	(8.12)
Tax Adjustments		(12.17)
<b>Profit after tax as reported under IND AS</b>		<b>1,474.60</b>

- B. Reconciliation of total equity as reported under previous GAAP is summarised as follows :**

*(₹ in million)*

Particulars	Notes	As at April 1, 2016 (date of transition)
<b>Equity as reported under previous GAAP attributable to:</b>		
<b>Galaxy Surfactants Limited</b>		<b>4,477.72</b>
Impact of depreciation on decapitalisation of difference in exchange	(iii)b	(15.46)
Impact of measuring investments at Fair Value through Profit or loss (FVTPL)	(iii)d	0.83
Impact of measuring Long Term Borrowings at amortised cost	(iv)b	28.54
Impact of application of expected credit loss model		(0.63)
Tax Adjustments		16.48
<b>Equity as reported under IND AS attributable to:</b>		
<b>Galaxy Surfactants Limited</b>		<b>4,507.48</b>

**Notes :**

- (iii) Ind AS 101 mandates certain exceptions and allows first-time adopters exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions in the financial statements:
- Ind AS 103 (Business Combinations) has not been applied retrospectively to business combinations that occurred prior to 1st April, 2016. Use of this exemption means that in the opening Balance Sheet, goodwill/ capital reserve and other assets and liabilities acquired in previous business combinations remain at the previous GAAP carrying values.

- b. Property, plant and equipment and intangible assets were carried in the Balance Sheet at cost prepared in accordance with previous GAAP on March 31, 2016. Under Ind AS, the Company has elected to apply IND AS 16 - Property, Plant and Equipment retrospectively at the date of transition.
  - c. Under previous GAAP, the Company accumulated exchange differences arising on monetary items that, in substance, formed part of Company's net investment in non-integral foreign operations in a foreign currency translation reserve. Such balances are to be recognised in the Statement of Profit and Loss on disposal of the net investment. Ind AS allows an entity an option to reset the cumulative translation differences arising on monetary items that exist as of the transition date to zero. The Company has elected to reset the foreign exchange translation reserve to zero.
  - d. Under previous GAAP, investment in subsidiaries were stated at cost and provisions made to recognise the decline, other than temporary. Under Ind AS, the Company has considered their previous GAAP carrying amount as their deemed cost. Under IND AS, financial assets in equity instruments (other than those in subsidiaries) and preference instruments have been classified as fair value through profit and loss at the time of transition.
  - e. The Company has applied Appendix C of Ind AS 17 (Leases) – ‘Determining whether an Arrangement contains a Lease’ to determine whether an arrangement existing at the transition date contains a lease on the basis of facts and circumstances existing at that date.
  - f. Under previous GAAP, interest free sales tax deferment loan was carried at cost. Under Ind AS, such interest free loans have been carried at previous GAAP amount at the date of transition.
- (iv) In addition to the above, the principal adjustments made by the Company in restating its previous GAAP financial statements, including the Balance Sheet as at April 1, 2016 and the financial statements as at and for the year ended March 31, 2017 are detailed below:**
- a. Under previous GAAP, actuarial gains and losses related to the defined benefit schemes for gratuity and pension plans and liabilities towards employee leave encashment were recognised in profit or loss. Under Ind AS, the actuarial gains and losses form part of remeasurement of the net defined benefit liability/asset which is recognised in OCI. Consequently, the tax effect of the same has also been recognised in OCI instead of profit or loss.
  - b. Under Ind AS Loan processing fees / transaction costs are considered for calculating effective interest rate. The impact for the periods subsequent to the date of transition is reflected in the Statement of Profit and Loss.



## FINANCIAL INDEBTEDNESS

Our Company and its Subsidiaries have availed loans in the ordinary course of business for purposes including but not limited to, meeting its working capital requirements, financing its capital expenditure, and investing in the form of equity and/or in debt in its subsidiaries.

Pursuant to a resolution passed by our shareholders in the AGM held on September 28, 2015, the Board has been authorized to borrow sums of money for the purposes of our Company, with or without security, upon such terms and conditions as the Board may think fit, which, together with the monies borrowed by our Company (apart from temporary loans obtained or to be obtained from our Company's bankers in the ordinary course of business) shall not exceed the amount of ₹ 15,000 million including in excess of the aggregate of the paid-up share capital and free reserves of our Company.

Set forth below is a brief summary of our aggregate borrowings on a consolidated basis as of September 30, 2017:

Category of borrowing	Sanctioned Amount (₹ in million)	Outstanding amount as on September 30, 2017 (₹ in million)
<b>A. Fund based borrowings</b>		
<b>Term loans*</b>		
Secured	3,134.50	1,578.65
Unsecured	Nil	Nil
<b>Sales tax deferral**</b>	72.46	15.93
<b>Deposits</b>	Nil	Nil
<b>Working capital facility***</b>		
Secured	4,295.06	2,119.47
Unsecured	100.00	Nil
<b>B. Non-fund based borrowings****</b>		
Bank guarantees	2,704.05	171.15
Letters of Credit		612.00
<b>Total</b>	<b>10,306.07</b>	<b>4,497.20</b>

\* In case of term loans, the facilities once utilised and repaid are not available for utilisation once again.

\*\* Company has availed unsecured loans under sales tax deferral scheme aggregating to an amount of ₹ 72.46 million, under Package Scheme of Incentives of 1988 and 1993. The aggregate outstanding as on September 30, 2017 is ₹ 15.93 million.

\*\*\* The working capital limits are utilisable only to the extent of the drawing power, as calculated from time to time, as has been agreed with the lenders.

\*\*\*\* Non fund based limits includes limit of letter of credit, stand by letter of credit, buyer's credit and bank guarantees. Some of the limits are fungible between non fund based and fund based facilities.

**Note:** On October 25, 2017, our Subsidiary, Galaxy Chemicals (Egypt) SAE has signed an additional unsecured working capital agreement for availing of working capital facilities from Qatar National Bank for an amount of US\$ 1 million.

### A. Principal terms of the borrowings availed by us:

- Interest:** In terms of the loans availed by us, the interest rate is either the base rate or the benchmark currency rate of a specified lender and spread per annum, subject to a minimum interest rate or at rates which are mutually decided between the lender and us at the time of disbursement. The spread varies among different loans. The interest rate on rupee term borrowings ranges from 8.45% to 12.50% per annum and for the loan taken in USD, the interest ranges from libor plus 1.90% to libor plus 3.60% per annum. The interest rates for working capital facilities ranges from 7.90% to 14% per annum in case of rupee borrowings and libor plus 1% to libor plus 4% in case of loan taken in USD. In case of bank guarantees and letters of credits, we are required to pay commission to the lenders.

2. **Tenor:** The tenor of working capital facilities typically ranges from one month to one year and for term loan facilities, from one year to eight years.
3. **Security:** In terms of our borrowings where security needs to be created, we are typically required to provide any or all of the following as security:
  - a) Create *pari passu* charge by way of hypothecation of current assets, present and future, owned by us;
  - b) Create *pari passu* charge on hypothecation of movable fixed assets, present and future, owned by us;
  - c) Create *pari passu* charge on mortgage of various immoveable properties, owned by us;
  - d) execute a demand promissory note and letter of continuity;
  - e) execute a corporate guarantee;
  - f) naming of lenders as loss payee in our insurance policies;
  - g) execute an additional guarantee and/or security if the bank(s) are of the opinion that the existing security is not sufficient and/or the existing guarantor are or will be unable to perform their obligations in full under the guarantee.
  - h) endorse all risk insurance policies covering terrorism, sabotage, strikes, riots, civil commotion and malicious damage.

This is an indicative list and there may be additional requirements for creation of security under the various borrowing arrangements entered into by us.

4. **Repayment:** Working capital facilities are typically repayable on a maturity date and/or on demand. The repayment schedule for our term loans generally include equal monthly, quarterly or half yearly instalments.
5. **Prepayment:** The loans availed by our Company typically have prepayment provisions which allows for prepayment of the outstanding loan amount at any given point in time and in certain cases requires prior notice or permission of the bank. Prepayment of loans may be subject to prepayment penalties or break costs as may be decided by the lender at the time of prepayment. Typically, the prepayment penalty is 2% on the amount being prepaid or on the outstanding amount or on the sanctioned limit of fund based working capital; limits at the time of prepayment if the prepayment is not from the cash generated from the business or from own funds.
6. **Penalty:** Our Company is required to pay penalties or enhanced rates of interest on the facilities typically extending up to 3% p.a. over and above the normal rate or a prescribed amount on the occurrence of certain events including but not limited to the event of non-payment of outstanding dues, unsatisfactory conduct of account, non-adherence to covenants, delay in creation of charge, breach of any conditions of the agreement, non/late submission of data and statements to the bank, account remaining overdrawn and diversion of funds etc.
7. **Covenants:** The borrowing arrangements entered into by our Company typically contain certain covenants to be fulfilled by our Company, including:
  - a) submission of, among other things, audited accounts and such other statement or statements or information pertaining to the other operations or business of the borrower as the banks may require in the context of the loan facilities;
  - b) refraining from effecting any lien, alienation, sale, transfer, mortgage, charge, assignment or deal, or creating any charge or encumbrance over the security tendered to the bank, or doing any other act which may prejudice the bank's security or interest;
  - c) informing the bank about any material adverse event (or any event which is likely to result in a material adverse change) affecting the condition of the borrower or its subsidiaries, including but not limited to litigation and disputes with Government/ regulatory bodies;
  - d) compliance of the financial covenants including in relation to maintenance of current ratio, debt-service coverage ratio, maximum external debt/EBITDA, fixed asset coverage ratio and maximum external gearing;

- e) utilization of the loans only for the specific purposes for which they have been granted, with no diversion of these funds for investments or for financing group/related companies;
- f) maintaining the promoter group shareholding at a minimum of 51% in the company at all times until the continuation of the facility;
- g) refraining from entering into any transaction except in the ordinary course of business on the basis of arm's length arrangements;
- h) promptly notifying the lender upon the occurrence of an event of default or potential event of default, specifying the nature of that event of default or potential event of default and any steps the Company is taking to remedy it;
- i) our Company cannot, without the prior approval of the lender, among other things, (i) effect any change in its capital structure or shareholding pattern; (ii) enter into a scheme of expansion, merger, demerger, consolidation, re-organisation, scheme of arrangement or compromise between our Company and its creditors or shareholders or if our Company effects any scheme of amalgamation or reconstruction; (iii) divert funds for purposes other than the sanctioned purpose; (iv) change our management structure or control of our Company; (v) make investments/advances or deposit amounts with any concern; (vi) declare dividends or distribute profits except where the installments of principal and interest payable to a particular lender is being paid regularly and there are no irregularities in relation thereto; (vii) undertake guarantee obligation on behalf of any third party or any other company; (viii) create or permit to subsist any security interest over all or any of its present or future property or assets charged in favour of the lender; (ix) create any subsidiary or permit any company to become its subsidiary; (x) revalue its assets at any time during the currency of the loan facilities; and (xi) carry out any alterations to its Memorandum and Articles of Association.

8. **Events of Default:** Borrowing arrangements entered into by our Company contain standard events of default, including:

- a) change in capital structure or shareholding pattern of the borrower without prior permission of the lender;
- b) violation of any term of the relevant agreement or any other borrowing agreement entered into by the Company with the lender;
- c) any merger, consolidation, re-organisation, scheme of arrangement or compromise between the Company and its creditors or shareholders or if the Company effects any scheme of amalgamation or reconstruction without prior approval of the lender;
- d) change in management or control of the Company, reduction in promoter shareholding without prior approval of the lender;
- e) cross defaults;
- f) material change to the nature or conduct of business, ceasing to carry on its business or giving notice of its intention to do so without prior approval of the lender;
- g) non-payment of instalment/interest within stipulated time;
- h) diversion of funds for purposes other than the sanctioned purpose;
- i) change or amendment to the constitutional documents without the prior approval of the lender;
- j) failure to furnish any financial information or document required by the bank; and
- k) occurrence of any compulsory acquisition, nationalization or expropriation of a substantial part of the assets of the borrower.

This is an indicative list and there may be additional terms and conditions that may amount to an event of default under the various borrowing arrangements entered into by us.

Our Company is required to ensure that the aforementioned events of default and other events of default, as specified under the various binding documents and agreements entered into by our Company for the purpose of availing of loans, are not triggered.

## SECTION VI: LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

The details of the outstanding litigation or proceedings involving our Company, Subsidiaries, Group Companies, Directors and Promoters are described in this section in the manner as detailed below. Except as stated in this section, as of the date of this Red Herring Prospectus, there are no (i) outstanding criminal proceedings involving our Company, Subsidiaries, Group Companies, Directors or Promoters; (ii) actions taken by statutory or regulatory authorities against our Company, Subsidiaries, Group Companies, Directors or Promoters; (iii) outstanding claims involving our Company, Subsidiaries, Group Companies, Directors or Promoters for any direct and indirect tax liabilities; (iv) outstanding material civil litigation involving our Company, Subsidiaries, Group Companies, Directors, and Promoters in terms of the materiality policy; (v) inquiries, inspections or investigations initiated or conducted under the Companies Act against our Company and Subsidiaries in the last five years immediately preceding the year of this Red Herring Prospectus, and if there were prosecutions filed (whether pending or not); (vi) fines imposed or compounding of offences for our Company and Subsidiaries under the Companies Act in the last five years immediately preceding the year of this Red Herring Prospectus; (vii) litigation or legal action pending or taken against our Promoters by any ministry or Government department or statutory authority during the last five years immediately preceding the year of this Red Herring Prospectus and any direction issued by such ministry or department on conclusion of such litigation or legal action; (viii) material frauds committed against our Company in the last five years immediately preceding the date of this Red Herring Prospectus; (ix) any other litigation involving our Company, Subsidiaries, Group Companies, Directors, Promoters or any other person, whose outcome could have a material adverse impact on our Company; (x) outstanding dues to small scale undertakings and other creditors of our Company, (xi) pending proceedings initiated against our Company for economic offences and (xii) defaults and non-payment of statutory dues.

Further, it is clarified that for the purpose of the above, pre-litigation notices received by our Company, Subsidiaries, Group Companies, Directors or Promoters, from third parties (excluding statutory / regulatory authorities or notices threatening criminal action) shall, in any event, not be evaluated for materiality until such time that our Company, Subsidiaries, Group Companies, Directors or Promoters are impleaded as defendants in litigation proceedings before any judicial forum.

#### **I. Litigation involving our Company**

##### **A. Outstanding criminal litigation involving our Company**

###### *a) Criminal proceedings against our Company*

There are no outstanding criminal proceedings against our Company.

###### *b) Criminal proceedings by our Company*

There are no outstanding criminal proceedings initiated by our Company.

##### **B. Outstanding Civil litigation involving our Company**

*As regards civil litigation, given the nature and extent of operations of our Company, our Board has, pursuant to its resolution dated October 30, 2017 considered outstanding civil litigation involving our Company wherein the amount involved exceeds ₹14.63 million as of March 31, 2017, which represents 1% of the profit after tax as per the restated consolidated financial statements as of March 31, 2017, as being material for our Company. In case of pending civil litigation proceedings wherein the monetary liability is not quantifiable, such litigation has been considered 'material' only in the event that the outcome of such litigation is expected to have a materially adverse bearing on the operations or performance of our Company.*

There is no outstanding civil litigation involving our Company exceeding ₹14.63 million, nor any outstanding litigation wherein the monetary liability is not quantifiable, whose outcome is expected to have a material adverse bearing on the operations or performance of our Company.

### C. *Action by statutory or regulatory authorities against our Company*

- (1) The Directorate of Enforcement, Ministry of Finance - Department of Revenue (“**ED**”) pursuant to its various correspondence has called upon our Company to furnish certain documents including documents such as profile of our Company, documents in relation to our Subsidiaries, details in relation the accounts maintained by our Company in India and outside India, copies of audited financial statements, details in relation to the stakeholders of our Company, details of any foreign direct investments in our Company and the end use of the foreign direct investment, if any and details of payments of foreign exchange equivalent to ₹40.76 million made to M/s OTC Pte Germany along with supporting documents in relation to this payment. Further, the ED has also issued summons upon some of our company officials and our Promoter and Director Mr. Unnathan Shekhar to give evidence in relation to the alleged FEMA violations. Our Company has pursuant to its various responses, including the response dated July 13, 2017 replied to the ED and has provided all the details and information as requested. Further, pursuant to the telecon held between our Company and the Assistant Director, Enforcement Directorate on December 6, 2017, our Company was asked to submit all the correspondances with RBI in connection with the write-off of Euro 600,000 made by our Company in Fiscal 2010. Accordingly, our Company has vide its letter dated December 15, 2017 has submitted the necessary details to the ED. As on date of this Red Herring Prospectus, after our Company’s response dated December 15, 2017 neither our Company nor any of our Directors or Company officials have received any correspondence from the ED in relation to this matter.

In connection with the same matter, the Deputy Director of Income Tax (Investigation) unit has issued summons upon our Director Mr. Gopalkrishnan Ramakrishnan to give details in relation to the external commercial borrowing facility raised by our Company during Fiscal 2009 and Fiscal 2010 and whether due permission was taken from statutory authorities such as RBI etc., where applicable. Our Company has vide letter dated April 8, 2015 replied to the mentioned summons and has provided all the requisite details. The matter is currently pending.

- (2) The Panvel Municipal Corporation (“**PMC**”) has issued show cause notices upon our Company to pay local body tax amounting to approximately ₹60 million. The Taloja Manufacturers’ Association, of which our Company is a member, has pursuant to a letter dated July 18, 2017 made representation to the Additional Principal Secretary, Chief Minister’s Office, Mumbai requesting to waive off the local body tax, on various accounts, including the introduction of Goods and Service Tax, which has done away with the imposition of local body tax. Our Company, however in protest has made payment of ₹2.5 million to the PMC. The matter is currently pending.
- (3) The Development Commissioner, Kandla Special Economic Zone (“**Commissioner**”) has served on our Company and Directors a show cause notice dated January 13, 2017 under the Foreign Trade (Development and Regulation) Act, 1992 (“**Notice**”), in relation to recovery of central sales tax amounting to approximately ₹0.5 million alleged to be irregularly availed by our Company. Our company has vide its letter dated February 7, 2017, replied to the Notice giving its justification and has accordingly requested the Commissioner to close the audit objection and withdraw the Notice. The matter is currently pending.
- (4) Our Company has received a summon dated August 7, 2014 from the Directorate General of Central Excise Intelligence (Mumbai Zonal Unit) (“**DG**”) in relation to an enquiry about alleged evasion of customs/central excise duty/service tax. Our Company has pursuant to its letter dated August 25, 2014 replied and has also submitted the requisite documents to the DG. The matter is currently pending.
- (5) Our Company has received letters from City and Industrial Development Corporation of Maharashtra Limited (“**CIDCO**”) in relation to payment of ₹89.25 million towards additional lease premium for the period June 2, 2006 to June 2, 2016. Our Company has responded to CIDCO pursuant to various correspondences stating that our Company had made requests for time extension on March 24, 2011. However there has been delay on part of CIDCO to process our request for time extension application and our Company should not be made liable for the inordinate delay on part of CIDCO. Accordingly, our Company has requested CIDCO that the additional lease premium for time extension to be calculated for the period between July 3, 2010 and December 2, 2011. Our Company has written reminder letters of which the last being letter

dated July 31, 2017 to CIDCO in relation to the above matter, however as on date of this Red Herring Prospectus, we have not received any further correspondences from CIDCO.

- (6) The Gujarat industrial Development Corporation (“GIDC”) has demanded from our Company a sum of ₹13.73 million towards non utilization penalty as per the policy of GIDC. Our Company has pursuant to its letters requested GIDC to inform us the basis of such demand as there is no provision in the lease deed between our Company and GIDC about such non utilisation penalty. Our Company has not received any further communication from GIDC. Accordingly, pursuant to letter dated August 10, 2017, our Company has informed GIDC that since no further communication has been received by our Company from GIDC in relation to the matter, the matter is treated as closed. As on date of this Red herring Prospectus, our Company has not received any further communications from GIDC in relation to this matter.
- (7) Our Company has received letters from Maharashtra Industrial Development Corporation (“MIDC”) in relation to payment of infrastructure damages amounting to ₹0.10 million and ₹2.78 million in relation to our plots in Tarapur. Our Company has responded to MIDC pursuant to various letters contesting that our effluent samples were meeting all the consented parameters during the relevant period for which the damages were levied. The matter is currently pending.
- (8) Our Company has pursuant to its letter dated July 19, 2013, made a compounding application to the RBI. The compounding application was made in relation to compounding of transactions undertaken by our Company being a) post-facto approval for issuance of corporate guarantees given by our Company in favour of financial institutions/banks for working facilities/term loans given to Galaxy Chemicals Egypt S.A.E. and b) post-facto approval for remittance of capital contribution to Galaxy Holdings (Mauritius) Limited for further investment in Galaxy Chemicals Egypt S.A.E. (“**Transactions**”). These Transactions were made by our Company under the automatic route, which otherwise were required to be made under the approval route pending investigation initiated by the Directorate of Enforcement. Pursuant to the compounding order dated January 9, 2014 as passed by the compounding officer, our Company has paid an amount of ₹6.39 million, the payment of which has been acknowledged by the RBI pursuant to its certificate dated February 5, 2014.

**D. Tax proceedings involving our Company**

Set out herein below are claims relating to direct and indirect taxes involving our Company:

Nature of case	Number of cases	Amount involved (in ₹ million)
Direct Tax	2	16.22
Indirect Tax	29	168.74

**E. Proceedings initiated against our Company for economic offences**

As of the date of this Red Herring Prospectus, there have been no proceedings initiated against our Company for economic offences.

**F. Details of fines imposed or compounding of offences under the Companies Act in the last five years immediately preceding the year of this Red Herring Prospectus**

There have been no fines imposed on our Company or compounding of offences by our Company under the Companies Act in the last five years immediately preceding the date of this Red Herring Prospectus.

**G. Details of defaults or non-payment of statutory dues**

In addition to the demand made by PMC in relation to the payment of local body tax amounting to approximately ₹ 60 million as mentioned above, there are outstanding dues in relation to property tax amounting to ₹ 3.43 million and ₹ 5.31 million in relation to our plot no. V-23 and plot no. 1, respectively, at Taloja and ₹ 0.64 million for plot no. C-49/2, situated at Pawne, Navi Mumbai. Further, an amount of ₹ 0.43 million in relation to D.G duty for our plots situated at Tarapur is outstanding. The matters are currently disputed and pending.

**H. Material frauds against our Company in the last five years immediately preceding the year of this Red Herring Prospectus**

As of the date of this Red Herring Prospectus, there have been no material frauds committed against our Company in the last five years.

**I. Details of any inquiry, inspection or investigation initiated or conducted under the Companies Act in the last five years immediately preceding the year of this Red Herring Prospectus and if there were prosecutions filed (whether pending or not)**

There have been no inquiries, inspections or investigations initiated or conducted under the Companies Act in the last five years against our Company.

**J. Outstanding dues to small scale undertakings or any other creditors**

Our Company, in its ordinary course of business, has outstanding amounts owed to sundry creditors aggregating to ₹ 1,785.97 million on a standalone basis as of September 30, 2017. Our Company owes the following amounts, whereby material creditors are identified as each creditor exceeding ₹ 89.30 million being 5% of total amount owed to sundry creditors. The details of the amounts owed to creditors as of September 30, 2017 is as follows:

Creditor		Number of cases	(₹ in million)
Micro and small enterprises		35	20.18
Material Creditors (exceeding ₹89.30 million)		3	695.89
1.	KL-Kepong Oleomas Sdn. Bhd.	-	145.65
2.	Procter and Gamble International	-	196.90
3.	Unilever Asia Private Limited	-	353.33
Other creditors		383	874.45
Creditors for other liabilities*		-	195.45
<b>Total</b>		<b>421</b>	<b>1,785.97</b>

\* Creditors for other liabilities pertain to outstanding expenses provided for in the accounts

The details pertaining to net outstanding dues towards our creditors are available on the website of our Company at <http://www.galaxysurfactants.com/CommonCMS/InvestorRelation>. It is clarified that such details available on our website do not form a part of this Red Herring Prospectus. Anyone placing reliance on any other source of information, including our Company's website, would be doing so at their own risk.

**K. Outstanding litigation involving any other persons or companies whose outcome could have an adverse effect on our Company**

There is no outstanding litigation against any other persons or companies whose outcome could have an adverse effect on our Company.

**II. Litigation involving our Subsidiaries**

**A. Outstanding criminal litigation involving our Subsidiaries**

a) *Criminal proceedings against our Subsidiaries*

There have been no criminal proceedings initiated against our Subsidiaries.

b) *Criminal proceedings by our Subsidiaries*

There have been no criminal proceedings initiated by our Subsidiaries.

**B. Outstanding Civil litigation involving our Subsidiaries**

As regards civil litigation, given the nature and extent of operations of our Subsidiaries, our Board has, pursuant to its resolution dated October 30, 2017 considered outstanding civil litigation involving any



of our Subsidiaries wherein the amount involved exceeds ₹14.63 million as of March 31, 2017, which represents 1% of the profit after tax as per the latest restated consolidated financial statements of our Company as of March 31, 2017, as being material for our Company. In case of pending civil litigation proceedings wherein the monetary liability is not quantifiable, such litigation has been considered 'material' only in the event that the outcome of such litigation is expected to have a material adverse bearing on the operations or performance of the Company.

There is no outstanding civil litigation involving our Subsidiaries exceeding ₹14.63 million, nor any outstanding litigation wherein the monetary liability is not quantifiable, whose outcome is expected to have a material adverse a bearing on the operations or performance of such Subsidiary.

**C. Actions by statutory or regulatory authorities against our Subsidiaries**

There have been no actions taken by statutory or regulatory authorities against our Subsidiaries.

**D. Tax proceedings involving our Subsidiaries**

Set out herein below are claims relating to direct and indirect taxes involving our Subsidiaries:

Nature of case	Number of cases	Amount involved (in ₹ million)
<b>Galaxy Chemicals Inc.</b>		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
<b>Rainbow Holdings GmbH</b>		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
<b>Galaxy Holdings (Mauritius) Limited</b>		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
<b>TRI-K Industries, Inc.</b>		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
<b>Galaxy Chemicals Egypt S.A.E.</b>		
Direct Tax	Nil	Nil
Indirect Tax	1	0.46*

\*Converted as per conversion rate taken from www.oanda.com for September 30, 2017 at ₹3.67 for every EGP 1

**E. Details of any inquiry, inspection or investigation initiated or conducted under the Companies Act in the last five years immediately preceding the year of the Draft Red Herring Prospectus and if there were prosecutions filed (whether pending or not)**

There has been no inquiry, inspection or investigation initiated or conducted under the Companies Act, 2013 or the Companies Act, 1956 in the last five years immediately preceding the year of the Draft Red Herring Prospectus against our Subsidiaries.

**F. Fines imposed or compounding of offences under the Companies Act in the last five years immediately preceding the year of the Draft Red Herring Prospectus**

There have been no fines imposed on our Subsidiaries or compounding of offences by our Subsidiaries under the Companies Act in the last five years immediately preceding the year of the Draft Red Herring Prospectus.

**G. Outstanding litigation involving any other persons or companies whose outcome could have an adverse effect on our Subsidiaries**

There is no outstanding litigation involving any other persons or companies whose outcome could have an adverse effect on our Subsidiaries.

### III. Litigation involving our Group Companies

#### A. Outstanding criminal litigation involving our Group Companies

##### a) Criminal proceedings against our Group Companies

There have been no criminal proceedings initiated against our Group Companies.

##### b) Criminal proceedings by our Group Companies

There have been no criminal proceedings initiated by our Group Companies.

#### B. Outstanding civil litigation involving our Group Companies

As regards civil litigation involving our Group Companies, our Board has, pursuant to its resolution dated October 30, 2017 considered outstanding civil litigation involving any of our Group Companies wherein the amount involved exceeds ₹14.63 million as of March 31, 2017, which represents 1% of the profit after tax as per the latest restated consolidated financial statements as of March 31, 2017, as being material for our Company. In case of pending civil litigation proceedings wherein the monetary liability is not quantifiable, such litigation has been considered 'material' only in the event that the outcome of such litigation is expected to have a material adverse bearing on the operations or performance on our Company.

There is no outstanding civil litigation involving our Group Companies exceeding ₹14.63 million, nor any outstanding litigation wherein the monetary liability is not quantifiable, whose outcome is expected to have a material adverse bearing on the operations or performance of our Company.

#### C. Actions by statutory or regulatory authorities against our Group Companies

There have been no actions taken by statutory or regulatory authorities against our Group Companies.

#### D. Tax proceedings involving our Group Companies

Set out herein below are claims relating to direct and indirect taxes involving our Group Companies:

Nature of case	Number of cases	Amount involved (in ₹ million)
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil

#### E. Outstanding litigation against any other persons or companies whose outcome could have an adverse effect on our Company

### IV. Litigation involving our Directors

#### A. Outstanding criminal litigation involving our Directors

##### a) Criminal proceedings against our Directors

Except as mentioned below, there have been no criminal proceedings against our Directors.

There is an outstanding criminal litigation involving Mr. Unnathan Shekhar, our Managing Director, which has been initiated by Directorate of Revenue Intelligence, Ahmedabad (DRI – Ahmedabad) (“Complainant”). The criminal litigation relates to allegations made by the Complainant that Dimethyl Lauryl Amine (“DMLA”) as imported by our Company has been willfully mis-classified by our Company under Chapter 29 instead of Chapter 34 of the Customs Tariff Act, 1975 resulting in short levy of custom duty on our Company of approximately ₹50 million during the period from 2012 to 2017 (“Allegation”).

In relation to this, two summons were issued by the Complainant bearing No 121/6022 and No 121/6024 dated January 27, 2017 and February 22, 2017, respectively to record statements of our Managing Director - Mr. Unnathan Shekhar, under Section 108 of the Customs Act, 1962. While our Managing Director appeared before DRI Ahmedabad in relation to summons bearing No. 121/6022, however in relation to summon bearing No. 121/6024 our Managing Director - Mr. Unnathan Shekhar, did not appear and replied vide his letter dated February 28, 2017 clarifying the reasons for not being present. As a result of this, the Complainant filed a complaint dated March 10, 2017 under section 174 of the Indian Penal Code, 1860 read with Section 108 of the Customs Act, 1962 against our Managing Director Mr. Unnathan Shekhar, before the Additional Chief Metropolitan Magistrate, Ahmedabad (“**Magistrate**”) bearing criminal case number 15551/2017, in which a fine of ₹ 500 has been levied by way of an order dated December 16, 2017. Our Company is in process of filing an appeal against the said order.

The Complainant also issued a memo dated March 21, 2017 under Section 104 of the Customs Act, 1962 against Mr. Unnathan Shekhar in relation to the Allegation. Our Managing Director Mr. Unnathan Shekhar then filed an application dated March 22, 2017 bearing criminal application number 2568/2017 before the Magistrate under section 437 of the Code of Criminal Procedure, 1973. The Magistrate has approved the above mentioned application of our Managing Director Mr. Unnathan Shekhar which is subject to certain terms and conditions after taking cognizance that our company has under protest deposited ₹50 million towards the alleged customs duty paid by way of a demand draft in favour of Commissioner of Customs, Ahmedabad. The said matter is currently pending.

*b) Criminal proceedings by our Directors*

There have been no criminal proceedings initiated by our Directors.

**B. Outstanding Civil litigation involving our Directors**

*As regards civil litigation involving our Directors, our Board has, pursuant to its resolution dated October 30, 2017 considered outstanding civil litigation involving any of our Directors wherein the amount involved exceeds ₹14.63 million as of March 31, 2017, which represents 1% of the profit after tax as per the latest restated consolidated financial statements as of March 31, 2017, as being material for our Company. In case of pending civil litigation proceedings wherein the monetary liability is not quantifiable, such litigation has been considered ‘material’ only in the event that the outcome of such litigation is expected to have a material adverse bearing on the operations or performance on our Company.*

There is no outstanding civil litigation involving our Directors exceeding ₹14.63 million, nor any outstanding litigation wherein the monetary liability is not quantifiable, whose outcome is expected to have a material adverse bearing on the operations or performance of our Company.

**C. Tax proceedings involving our Directors**

Set out herein below are claims relating to direct and indirect taxes involving our Directors:

Nature of case	Number of cases	Amount involved (in ₹ million)
Direct Tax	1	2.64
Indirect Tax	Nil	Nil

**D. Actions by statutory or regulatory authorities against our Directors**

In addition to the details mentioned in “*Litigation involving our Company - Action by statutory or regulatory authorities against our Company*”, above where our Directors are also made a party to, the following are the details in relation to outstanding action by statutory or regulatory authorities involving our Directors:

A show cause notice dated April 12, 2017 has been issued to, *inter alia*, our Directors Mr. Natarajan K. Krishnan and Mr. Unnathan Shekhar by the Additional Director General, Directorate of Revenue Intelligence- Ahmedabad. The show cause notice is in relation to the matter as mentioned under “*Litigation involving our Directors - Outstanding criminal litigation involving our Directors*”, above. Pursuant to the above mentioned show cause notice our Directors Mr. Natarajan K. Krishnan and Mr.

Unnathan Shekhar have been called upon to show cause as to why penalty should not be imposed upon them under the provisions of sections 112(a), 114AA, 114(iii) of the Customs Act, 1962. Further, Mr. Unnathan Shekhar pursuant to the mentioned show cause notice was additionally called upon to show cause as to why penalty should not be imposed upon him under the provisions of section 117 of the Customs Act, 1962. Our Directors have submitted their responses dated July 18, 2017. As on date of this Red Herring Prospectus, the matter is currently pending.

**E. Outstanding litigation involving any other persons or companies whose outcome could have an adverse effect on our Company**

There is no outstanding litigation involving any other person or companies whose outcome could have an adverse effect on our Company.

**V. Litigation involving our Promoters**

**A. Outstanding criminal litigation involving our Promoters**

**a) Criminal proceedings against our Promoters**

Apart from the details mentioned in “*Litigation involving our Directors - Criminal proceedings against our Directors*”, above there have been no criminal proceedings against our Promoters.

**b) Criminal proceedings by our Promoters**

There have been no criminal proceedings initiated by our Promoters.

**B. Outstanding Civil litigation involving our Promoters**

*As regards civil litigation involving our Promoters, our Board has, pursuant to its resolution dated October 30, 2017 considered outstanding civil litigation involving any of our Promoters wherein the amount involved exceeds ₹14.63 million as of March 31, 2017, which represents 1% of the profit after tax as per the latest restated consolidated financial statements as of March 31, 2017, as being material for our Company. In case of pending civil litigation proceedings wherein the monetary liability is not quantifiable, such litigation has been considered ‘material’ only in the event that the outcome of such litigation is expected to have a material adverse bearing on the operations or performance on our Company.*

There is no outstanding civil litigation involving our Promoters exceeding ₹14.63 million, nor any outstanding litigation wherein the monetary liability is not quantifiable, whose outcome is expected to have a material adverse bearing on the operations or performance of our Company.

**C. Tax proceedings involving our Promoters**

Set out herein below are claims relating to direct and indirect taxes involving our Promoters:

Nature of case	Number of cases	Amount involved (in ₹ million)
Direct Tax	1	2.64
Indirect Tax	Nil	Nil

**D. Actions by statutory or regulatory authorities against our Promoters**

Apart from the details mentioned in “*Litigation involving our Company - Action by statutory or regulatory authorities against our Company*” and *Litigation involving our Directors - Action by statutory or regulatory authorities against our Directors*”, above where our Promoters are also made a party to, there are no other outstanding action by statutory or regulatory authorities involving our Directors:

**E. Litigation or legal action against our Promoters by any ministry or Government department or statutory authority in the last five years immediately preceding the year of the Draft Red Herring Prospectus**

There is no pending litigation or legal action against our Promoters by any ministry or Government department or statutory authority.

***F. Outstanding litigation involving any other persons or companies whose outcome could have an adverse effect on our Company***

There is no outstanding litigation involving any other persons or companies whose outcome could have an adverse effect on our Company.

**VI. Material Developments**

In the opinion of the Board, there have been no material developments, since the date of the last balance sheet, included in this Red Herring Prospectus which affects the trading and profitability of our Company taken as a whole or the value of its consolidated assets or its ability to pay liabilities over the next twelve months, except as disclosed in “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on page 290.

## GOVERNMENT AND OTHER APPROVALS

We have set out below an indicative list of material approvals obtained by our Company and our material subsidiary. In view of the approvals listed below, our Company can undertake the Offer and our Company and Subsidiaries can undertake their current business activities and no material approvals, permissions, consents, licenses or registrations from any governmental or regulatory authority are required to undertake the Offer or continue their business activities. It must be distinctly understood that, in granting these approvals, the government or regulatory authorities do not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Certain approvals may lapse in their normal course or have not been obtained by our Company and our Subsidiaries, and our Company and our Subsidiaries shall either make an application to the appropriate authorities for grant or renewal of such approvals or are in the process of making such applications. Unless otherwise stated, these approvals are valid as of the date of this Red Herring Prospectus. For details in connection with the regulatory and legal framework within which our Company and our Subsidiaries operate, please see “*Regulations and Policies*” on page 148.

### I. Incorporation Details of our Company

1. A certificate of incorporation dated May 20, 1986 issued by the RoC to our Company;
2. A certificate of change of name under the Companies Act, 1956, consequent to change in name on conversion to a public limited company dated March 13, 1995.

### II. Approvals relating to the Offer

For the approvals and authorisations obtained by our Company and the Selling Shareholders in relation to the Offer, please see “*Other Regulatory and Statutory Disclosures – Authority for the Offer*” on page 338.

### III. Approvals in relation to our Company’s plants in India

Our Company is required to obtain various approvals for its plants. The material registrations and approvals generally required to be obtained by our Company in respect of its plants in India include the following:

1. Factory licenses issued under the provisions of the Factories Act, 1948.
2. Registration certificates for registering contract labourers issued by the Registering and Licensing Officer under the provisions of the Contract Labour (Regulation and Abolition) Act, 1970.
3. Acknowledgments for receipt of Industrial Entrepreneur Memorandum for manufacture of products by our Company issued by the Secretariat for Industrial Assistance, Ministry of Commerce and Industry, Government of India.
4. Licenses to import and store petroleum and/or gas issued by the Petroleum and Explosives Safety Organization, Ministry of Commerce and Industry, Government of India, under the provisions of the Petroleum Act, 1934 and the Static and Mobile Pressure Vessels (Unfired) Rules, 1981.
5. Licenses issued under the Drugs and Cosmetics Act, 1940 and Drugs and Cosmetics Rules, 1945 for manufacture of cosmetics for sale.
6. Consents to Operate from the Maharashtra Pollution Control Board under the provisions of the Water (Prevention and Control of Pollution) Act, 1974 and Air (Prevention and Control of Pollution) Act, 1981 for our manufacturing units.
7. Consolidated Consent and Authorization granted by the Gujarat Pollution Control Board under the provisions of the Water (Prevention and Control of Pollution) Act, 1974, under Air (Prevention and Control of Pollution) Act, 1981 and under Rule 6(2) of the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016, for our manufacturing unit.
8. Certificate of registration issued by the Department of Scientific and Industrial Research, Ministry of Science and Technology, Government of India.





9. No objection certificates granted by MIDC and CIDCO in respect of fire safety of factories.

#### IV. Tax Related and Other Approvals

1. Permanent Account Number AAACG1539P issued by the Income Tax Department under the Income Tax Act, 1961.
2. Certificate of Registration issued by the Government of India and various State Governments under the Central Goods and Services Tax Act, 2017.

#### INTELLECTUAL PROPERTY

##### A. Trademark registration obtained by our Company

Sr. No	Issuing authority	Trade Mark No.	Nature of registration/license	Logo	Valid up to
1.	Trade Marks Registry, Government of India	1045147	“Galaxy SurfQuat” (Word) under class 1	not applicable	September 17, 2021
2.	Trade Marks Registry, Government of India	1050435	“GALAXY SUNBEAT” (Word) under class 1	not applicable	October 8, 2021
3.	Trade Marks Registry, Government of India	1045149	“Galaxy TosyQuat” (Word) under class 1	not applicable	September 17, 2021
4.	Trade Marks Registry, Government of India	1264006	“Galaxy BanDruff” (Word) under class 1	not applicable	January 30, 2024
5.	Trade Marks Registry, Government of India	1264007	“Galaxy SterTile” (Word) under class 1	not applicable	January 30, 2024
6.	Trade Marks Registry, Government of India	1524261	“Galaxy” (Logo) under class 1		January 24, 2027
7.	Trade Marks Registry, Government of India	1560106	“GALSORB” (Word) under class 1	not applicable	May 21, 2027
8.	Trade Marks Registry, Government of India	1560107	“Galaxy” (Label) under class 1*		May 21, 2027
9.	Trade Marks Registry, Government of India	2451708	Galsoft (Device) under class 1		December 31, 2022
10.	Trade Marks Registry, Government of India	2451707	“GalFUSION” (Device) under class 1		December 31, 2022

\* The copyright to the artistic work of the “Galaxy” logo, does not belong to us. The same has been registered in the name of M/s. Galaxy Chemicals.

##### B. Design registrations obtained by our Company

Nil

##### C. Patent registrations obtained by our Company

Since 2002, a total of 47 patents have been granted to our Company. Currently, ten patents in the United States of America and two patents each in India, China, the European Union, Japan and Russia, are being maintained.

##### D. Registered domain names relating to our Company

Sr. No	Domain name	Valid up to
1.	galaxyspecialities.com	December 28, 2018
2.	galaxyspecialities.net	December 28, 2018
3.	galaxysurfactants.in	March 2, 2018
4.	galaxysurfactants.info	October 28, 2018
5.	galaxysurfactants.net	December 28, 2018
6.	galaxysurfactants.com	March 5, 2021
7.	gslttc.com	May 17, 2018

### Approvals required for which no application has been made by our Company

Our Company is required to file a revised application for grant of building construction permission from MIDC, which has not been made on account of an ongoing dispute with MIDC in relation to payment of infrastructure damages. For details of the ongoing regulatory action, please see “*Outstanding Litigation and Material Developments – Litigation involving our Company – Action by statutory or regulatory authorities against our Company*” on page 324.

### Approvals which have expired and for which renewal applications have been made by our Company

Set out below are details of the applications which have been made to governmental authorities in lieu of the licences and approvals that have expired.

Sr. No	Particulars	Date of application	Authority
1.	Application for extension of Consent to Establish under Section 21 of Air (Prevention & Control of Pollution) Act, 1981 for Plot No. 892, Jhagadia Industrial Estate, Bharuch – 393 110, Gujarat	September 28, 2017	Gujarat Pollution Control Board
2.	Application for grant of building plan approval for Plot No. 1, Village Chal, Near Talaja MIDC, Panvel – 410 208, Maharashtra	March 20, 2009	CIDCO
3.	Application for renewal of license to manufacture, convert, shorten, repair, test, transfer, keep for sale or sell sulphur for factory situated at Plot No.1, Village Chal, Near Talaja MIDC, Panvel – 410 208, Maharashtra	November 8, 2017	Commissioner of Police, CBD Belapur, Navi Mumbai
4.	Application for renewal of factory license for Plot No. C-49/2, TTC Industrial Area, Navi Mumbai – 400 703, Maharashtra	October 30, 2017	Directorate of Industrial Safety and Health, Maharashtra
5.	Application for renewal of license for manufacture of cosmetics under the Drugs and Cosmetics Act, 1940 for Plot No. 46/1 & 2, MIDC, Tarapur, Post Boisar – 401 506, Maharashtra	October 30, 2017	Food and Drug Administration, Maharashtra

### Approvals which have expired and for which renewal applications are yet to be made by our Company

Nil

### Approvals for which applications have been made by our Company but are currently pending grant

Set out below are the details of the approvals for which applications have been made and are currently pending grant from the relevant government authority.

#### *Pending trademark applications*

Sr. No	Trademark application number	Filed on	Filed before	Filed for
1.	2856249	December 2, 2014	Trade Marks Registry, Government of India	Galaxy Global Supplier to Global Brands
2.	1045148	September 17, 2001	Trade Marks Registry, Government of India	GALAXY BISQUAT
3.	2454112	January 3, 2013	Trade Marks Registry, Government of India	Sparkle

#### *Pending patent applications*



Sr. No	Patent application number	Filed on	Filed before	Filed for
1.	3026/MUM/2011	October 25, 2011	Patent Office, Government of India	Antimicrobial preservative compositions for personal care products
2.	2453/MUM/2012	August 23, 2012	Patent Office, Government of India	Method to produce <i>N</i> -acyl amino acid surfactants using <i>N</i> -acyl amino acid surfactants or the corresponding anhydrides as catalysts
3.	162/MUM/2013	January 17, 2013	Patent Office, Government of India	A multifunctional hair colour protector
4.	1586/MUM/2013	May 2, 2013	Patent Office, Government of India	A novel process for the preparation of 2-Cyano- 3,3-diarylacrylates
5.	1669/MUM/2013	May 8, 2013	Patent Office, Government of India	Method to produce blends of O-Acyl Isethionates and N-Acyl amino acid surfactants
6.	2404/MUM/2013	July 18, 2013	Patent Office, Government of India	Free-flowing, solid, high active alkyl ether sulfates
7.	3368/MUM/2013	October 25, 2013	Patent Office, Government of India	Sustainable cold-dispersible pearlescent concentrate
8.	3616/MUM/2013	November 19, 2013	Patent Office, Government of India	A Novel Process for the purification of 2-Cyano-3,3-diarylacrylates using adsorption chromatography
9.	800/MUM/2014	March 10, 2014	Patent Office, Government of India	Microemulsions of lipidated glycines and Phenoxyethanol for preservation of personal care products
10.	1697/MUM/2014	May 21, 2014	Patent Office, Government of India	Low viscous, sulfate-free cold-dispersible pearlescent concentrate
11.	2715/MUM/2014	August 25, 2014	Patent Office, Government of India	Isotropic, flowable, skin pH aqueous cleansing compositions comprising <i>N</i> -acyl glycinate as primary surfactants
12.	3800/MUM/2014	November 28, 2014	Patent Office, Government of India	A non-biological process for treating chemical laboratory effluent rich in detergents and solvents
13.	507/MUM/2015	February 18, 2015	Patent Office, Government of India	Synthesis of concentrated colloids of silver and/or gold nanoparticles using alkyl polyglucosides
14.	575/MUM/2015	February 21, 2015	Patent Office, Government of India	A sustainable process for the preparation of high active guanidinium salts of <i>N</i> -acyl sarcosinates
15.	865/MUM/2015	March 16, 2015	Patent Office, Government of India	Concentrated and self-preserving compositions of mild surfactants for transparent and skin-pH personal care formulations
16.	3722/MUM/2015	September 30, 2015	Patent Office, Government of India	Process for manufacturing homogeneous blends of <i>N</i> -undecylnoyl glycine and <i>N</i> -capryloyl glycine for preservation of personal care products
17.	4318/MUM/2015	November 14, 2015	Patent Office, Government of India	Water-in-oil microemulsions for personal care
18.	201621005953	February 20, 2016	Patent Office, Government of India	<i>N</i> -acyl sarcosines as antimicrobials for preservation

Sr. No	Patent application number	Filed on	Filed before	Filed for
				of home and personal care products
19.	201621010105	March 23, 2016	Patent Office, Government of India	Recyclable catalyst for chlorination of organic acids and alcohols
20.	201721001340	January 12, 2017	Patent Office, Government of India	Cold processable non-toxic preservative composition for home and personal care products
21.	201721035697	October 9, 2017	Patent Office, Government of India	Anti-microbials for preservation of home and personal care products

In addition to the abovementioned applications made in India, our Company has made seventeen applications for registration of patents in the United States of America, European Union, China, Russia and Brazil and under the Patent Cooperation Treaty.

#### **Approvals in relation to our material subsidiary**

##### **A. Approvals in relation to Galaxy Chemicals (Egypt) SAE, our Subsidiary in Egypt as on January 4, 2018**

Galaxy Chemicals (Egypt) SAE is required to obtain various approvals for its plant in Egypt, which includes the following material registrations and approvals:

1. The initial operating license, issued by General Authority for Investment and Free Zones (GAFI) pursuant to its decision no. (13) Dated November 24, 2009. Article (1) of the latter decision was amended by GAFI's decision no. (42) Issued on November 24, 2013, and thereafter Article (2) thereof was amended by virtue of GAFI's decision no. (11) Issued on March 18, 2014.
2. Licenses and permits for the purpose of establishing and operating a boiler and a thermal engine; issued by the General Department for Machinery at the Ministry of Trade and Industry.
3. "Contract for Disposal of Waste" concluded between GCE and Al Zelal Environmental Services Company for carrying out disposal of hazardous wastes.
4. Registration certificate of GCE at the Chemical Industries Chamber Certificate under no. (4840) issued on June 13, 2017 and valid until June 30, 2018.
5. ISO Certificates issued by Bureau Veritas in the name of GCE as follows:
  - i) ISO 9001:2008, issued on December 4, 2015 and valid until: September 14, 2018;
  - ii) ISO 22716:2007, issued on July 22, 2014 and valid until July 22, 2017. Further subject to continued satisfactory operation of the organisation's management system, this certificate expires on July 21, 2020.
6. License of Halal Mark No. 0122/2016 issued by the Egyptian Organization for Standardization and Quality regarding fatty alcohol either sulphates, amphoteric surfactants, amino oxide, sodium lauroyl sarcosinate and benzene sulfonic acid. Such license, issued on April 1, 2016 and valid for two years from the date of its issuance.
7. Certificate issued by the Egyptian Medical Syndication, regarding the registration of GCE's clinic under no. (41982) on March 28, 2016. We have been also provided with a certificate issued by the Ministry of Health on July 21, 2016.

8. Initial environmental approval of GCE issued by EEAA, under reference no. (2011) issued on May 10, 2009. Furthermore, an additional approval on the expansion of the project was issued by EEAA under reference no. (3313) issued on June 16, 2015, which was further amended by virtue of letter no. (4789) issued by EEAA on September 9, 2015.

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Offer

Our Board has approved the Offer pursuant to the resolution passed at its meeting held on June 23, 2017 and our Shareholders have approved the Offer pursuant to the ordinary resolution passed at the AGM held on August 17, 2017.

The Selling Shareholders pursuant to the Selling Shareholder's Consent Letters, have given their consent to offer their Equity Shares in the Offer. For further details, please see "*Annexure A – List of Selling Shareholders*" on page 431.

Our IPO Committee has, at its meeting held on January 16, 2018 approved this Red Herring Prospectus.

Our Company has received in-principle approvals from NSE and BSE for the listing of the Equity Shares pursuant to letters dated November 29, 2017 and November 24, 2017, respectively.

### Prohibition by the SEBI or other authorities

Our Company, our Promoters, our Directors, the members of the Promoter Group, the Group Companies, and the persons in control of our Company have not been prohibited from accessing or operating in the capital markets for any reasons or under any order or direction passed by the SEBI or any other authorities.

The companies with which our Promoters, our Directors or persons in control of our Company are or were associated as promoter, directors or persons in control have not been prohibited or debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Each of the Selling Shareholders specifically confirm that it has not been prohibited or debarred from accessing or operating in the capital markets for any reason by SEBI or any other regulatory or governmental authority.

None of our Directors are in any manner associated with the securities market and there has been no action taken by the SEBI against our Directors or any such entity.

The listing of securities of our Company has never been refused at any time by any stock exchange in India or abroad.

### Prohibition by the RBI

None of our Company, our Directors, our Promoters, and relatives (as defined under the Companies Act, 2013) of our Promoters or our Group Companies have been declared as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI.

Each of the Selling Shareholders specifically confirms that it has not been declared as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI. Further, there have been no violations of securities laws committed by any of them in the past or are currently pending against them.

The transfer of Equity Shares, pursuant to the Offer, from NRIs to non-resident Allottees shall be subject to the prior approval of the RBI in accordance with the provisions of the FEMA Regulations.

### Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 26(1) of the SEBI Regulations, as set forth below:

- 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 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 aggregate size of the proposed Offer and all previous issues made in the same financial year in terms of the proposed Offer is not expected to exceed five times the pre- Offer net worth of our Company as per the audited balance sheet of the preceding financial year; and
- Our Company has not changed its name in the last one year.

Our Company's net worth, net tangible assets, monetary assets, monetary assets as a percentage of the net tangible assets derived from the Restated Financial Statements included in this Red Herring Prospectus as at and for the last three Financial Years are set forth below:

(₹ in million, unless otherwise stated)

Particulars	Financial Year									
	2017		2016		2015		2014		2013	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Net tangible assets, as restated	5,895.73	5,866.35	4,993.61	4,562.75	4,309.18	3,839.03	3,657.70	3,289.45	2,875.67	2,626.25
Pre-tax operating profit, as restated	1,601.72	2,193.46	1,796.70	1,875.21	1500.20	1,445.89	1,578.14	1,602.61	953.24	697.32
Net worth, as restated	5,685.68	5,726.12	4,817.92	4,477.72	4,129.75	3,778.89	3,469.06	3,222.50	2,668.70	2,413.15

Source: Restated Financial Statements

- Net tangible assets are defined as the sum of total assets (excluding Goodwill on consolidation, intangible assets as defined in Accounting Standard 26 issued by the Institute of Chartered Accountants of India and deferred tax assets), less long-term and short-term borrowings, trade payables (excluding deferred tax liabilities), long-term and short-term provisions and other long-term and current liabilities.
- 'Pre-tax operating profit', has been calculated as net profit before the aggregate of tax, as restated, finance cost and reduced by other income further reduced by exceptional items.
- Net worth has been defined as the aggregate value of the paid-up share capital (including shares pending allotment) and securities premium account, after adding surplus in Statement of Profit and Loss.

Our Company shall in accordance with Regulation 26(4) of the SEBI Regulations, ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000, failing which the entire application monies shall be refunded forthwith in terms of Companies Act 2013, SEBI Regulations and any other applicable laws.

Further, our Company is in compliance with the conditions specified in Regulation 4(2) of the SEBI Regulations, to the extent applicable.

#### Disclaimer Clause of the SEBI

**AS REQUIRED, A COPY OF THE DRAFT RED HERRING PROSPECTUS HAS BEEN SUBMITTED TO SEBI. IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH 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, ICICI SECURITIES LIMITED, EDELWEISS FINANCIAL SERVICES LIMITED AND JM FINANCIAL INSTITUTIONAL SECURITIES LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH**

**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 RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THE DRAFT RED HERRING PROSPECTUS IN RELATION TO ITSELF FOR ITS RESPECTIVE PORTION OF THE EQUITY SHARES OFFERED BY IT IN THE OFFER FOR SALE, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDERS DISCHARGES IT'S RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED NOVEMBER 10, 2017 WHICH READS AS FOLLOWS:**

**WE, THE BOOK RUNNING LEAD MANAGERS 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 MATERIALS 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, TO THE EXTENT NOT REPLACED BY THE COMPANIES ACT, 2013, THE COMPANIES ACT, 2013, TO THE EXTENT IN FORCE AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED AND OTHER APPLICABLE LEGAL REQUIREMENTS.**
- 3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRHP ARE REGISTERED WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA 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 HAVE BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF THE 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 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 SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS' CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS - COMPLIED WITH AND NOTED FOR COMPLIANCE;
7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSES (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 THE SECURITIES AND EXCHANGE BOARD OF INDIA. 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, WITH THE PROCEEDS OF THE PUBLIC OFFER - NOT APPLICABLE;
8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT OFFER FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION - COMPLIED WITH TO THE EXTENT APPLICABLE. PLEASE NOTE THAT THE OFFER IS BEING MADE ENTIRELY THROUGH AN OFFER FOR SALE THEREFORE THE COMPANY WILL NOT DIRECTLY RECEIVE ANY PROCEEDS FROM THE OFFER;
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 SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE OFFER AND THE COMPANY SPECIFICALLY CONTAINS THIS CONDITION - NOTED FOR COMPLIANCE. ALL MONIES RECEIVED OUT OF THE OFFER SHALL BE CREDITED/TRANSFERRED TO A SEPARATE BANK ACCOUNT AS REFERRED TO IN SUB SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013;
10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS THAT THE INVESTORS SHALL BE 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 OFFERED IN DEMATERIALIZED FORM ONLY;

11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION – COMPLIED WITH
12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS:
  - (a) AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY; AND
  - (b) AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA FROM TIME TO TIME;
13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE OFFER – NOTED FOR COMPLIANCE;
14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OR 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 SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY;
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 - COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED IN ACCORDANCE WITH ACCOUNTING STANDARD 18 IN THE FINANCIAL STATEMENTS OF THE COMPANY INCLUDED IN THE DRAFT RED HERRING PROSPECTUS, AS CERTIFIED BY M/S. P. D. KUNTE & CO., CHARTERED ACCOUNTANTS (FIRM REGISTRATION NUMBER: 105479W PURSUANT TO ITS CERTIFICATE DATED NOVEMBER 9, 2017; AND
18. WE CERTIFY THAT THE ENTITY IS ELIGIBLE UNDER 106Y (1)(a) OR (b) (AS THE CASE MAYBE) TO LIST ON THE INSTITUTIONAL TRADING PLATFORM, UNDER CHAPTER XC OF THESE REGULATIONS (IF APPLICABLE) – NOT APPLICABLE.

The filing of this Red Herring Prospectus does not, however, absolve our Company and any person who has authorised the Offer 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 Offer. SEBI further reserves the right to take up at any point of time, with the BRLMs, any irregularities or lapses in the Draft Red Herring Prospectus, this Red Herring Prospectus and the Prospectus.



The filing of this Red Herring Prospectus does not absolve the Selling Shareholders from any liabilities under Section 34 or Section 36 of the Companies Act, 2013 to the extent of the statements made by them in respect of themselves and the Equity Shares offered by the Selling Shareholders, as part of the Offer.

All legal requirements pertaining to the Offer will be complied with at the time of filing of this Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act, 2013. All legal requirements pertaining to the Offer will be complied with at the time of registration of the Prospectus with the RoC in terms of Sections 26 and 32 of the Companies Act, 2013.

### Price information of past issues handled by the BRLMs

#### 1. Price information of past public issues handled by I-Sec

Sr. No.	Issue Name	Issue size (₹ in million)	Issue price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	HPL Electric & Power Limited	3,610.00	202.00	October 4, 2016	190.00	-14.75%, [-2.91%]	-51.19%, [-6.72%]	-37.77%, [+5.34%]
2	Sheela Foam Limited	5,100.00	730.00	December 9, 2016	860.00	+30.23%, [-0.31%]	+48.39%, [+8.02%]	+86.65%, [+16.65%]
3	Music Broadcast Limited	4,885.29	333.00	March 17, 2017	413.00	+4.58%, [-0.23%]	+4.19%, [+5.00%]	+18.74% [+10.19%]
4	Avenue Supermarts Limited	18,700.00	299.00	March 21, 2017	600.00	+145.08%, [-0.20%]	+166.35%, [+5.88%]	+264.38%, [+11.31%]
5	Housing and Urban Development Corporation Limited	12,095.70	60.00 <sup>(1)</sup>	May 19, 2017	73.00	+13.17%, [+2.44%]	+34.67%, [+4.98%]	+35.67%, [+8.05%]
6	AU Small Finance Bank Limited	19,125.14	358.00	July 10, 2017	530.00	+58.76%, [+2.12%]	+65.20%, [+2.23%]	+95.38%, [+8.06%]
7	Security and Intelligence Services (India) Limited	7,795.80	815.00	August 10, 2017	879.80	-3.29%, [+1.17%]	+3.14%, [+5.40%]	Not Applicable
8	Matrimony.com Limited	4,974.79	985.00 <sup>(2)</sup>	September 21, 2017	985.00	-12.28%, [+0.62%]	7.64%, [+3.37%]	Not Applicable
9	ICICI Lombard General Insurance Company Limited	57,009.39	661.00	September 27, 2017	651.10	+3.62%, [+6.25%]	+18.97%, [+8.17%]	Not Applicable
10	SBI Life Insurance Company Limited	83,887.29	700.00 <sup>(3)</sup>	October 3, 2017	735.00	-7.56%, [+5.89%]	0.07%, [5.84%]	Not Applicable

(1) Discount of ₹2 per equity share offered to retail investors and to Eligible Employees. All calculations are based on issue price of ₹60.00 per equity share.

- (2) Discount of ₹98.00 per equity share offered to retail investors and to Eligible Employees. All calculations are based on issue price of ₹985.00 per equity share.
- (3) Discount of ₹68.00 per equity share offered to eligible employees. All calculations are based on issue price of ₹700.00 per equity share.

**Notes:**

- All data sourced from www.nseindia.com
- Benchmark index considered is NIFTY  
30<sup>th</sup>, 90<sup>th</sup>, 180<sup>th</sup> calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30<sup>th</sup>, 90<sup>th</sup>, 180<sup>th</sup> calendar day is a holiday, in which case we have considered the closing data of the next trading day.

Summary statement of price information of past public issues handled by I-Sec

Financial Year	Total No. of IPOs	Total Funds Raised (₹ in million)	No. of IPOs trading at discount as on 30 <sup>th</sup> calendar day from listing day			No. of IPOs trading at premium as on 30 <sup>th</sup> calendar day from listing day			No. of IPOs trading at discount as on 180 <sup>th</sup> calendar day from listing day			No. of IPOs trading at premium as on 180 <sup>th</sup> calendar day from listing day		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2017-18	6	184,888.11	-	-	3	1	-	2	-	-	-	1	1	-
2016-17	12	160,855.45	-	-	3	4	4	1	-	1	1	7	2	1
2015-16	6	27,229.06	-	1	1	1	-	3	-	-	2	2	2	-

2. Price information of past public issues handled by Edelweiss

Sr. No.	Issue Name	Issue size (₹ in million)	Issue price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Future Supply Chain Solutions Limited	6,496.95	664.00	December 18, 2017	664.00	3.50% [3.00%]	Not Applicable	Not Applicable
2	Shalby Limited	5,048.00	248.00	December 15, 2017	239.70	-3.57% [3.95%]	Not applicable	Not Applicable
3	HDFC Standard Life Insurance Company Limited	86,950.07	290.00	November 17, 2017	310.00	30.16% [1.02%]	Not applicable	Not Applicable
4	Reliance Nippon Life Asset Management Limited	15,422.40	252.00	November 6, 2017	295.90	3.61% [-3.19%]	Not applicable	Not Applicable
5	Prataap Snacks Limited	4,815.98	938.00 <sup>^</sup>	October 5, 2017	1,270.00	25.12% [5.70%]	31.82% [5.60%]	Not applicable
6	ICICI Lombard	57,009.39	661.00	September 27, 2017	651.10	3.62% [6.25%]	18.97% [8.17%]	Not applicable

Sr. No.	Issue Name	Issue size (₹ in million)	Issue price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
	General Insurance Company Limited							
7	Cochin Shipyard Limited	14,429.30	432.00 <sup>^</sup>	August 11, 2017	440.15	30.14% [3.04%]	30.96% [6.10%]	Not applicable
8	Central Depository Services (India) Limited	5,239.91	149.00	June 30, 2017	250.00	127.92%; [5.84%]	128.86% [2.26%]	146.71% [10.61%]
9	Tejas Networks Limited	7,766.88	257.00	June 27, 2017	257.00	28.04%; [5.35%]	17.82% [3.80%]	51.36% [10.73%]
10	Avenue Supermarts Limited	18,700.00	299.00	March 21, 2017	600.00	145.08%; [-0.20%]	166.35% [5.88%]	264.38% [11.31%]

Source: www.nseindia.com

<sup>^</sup>Prataap Snacks Limited - employee discount of ₹90 per equity share to the issue price was offered to the eligible employees bidding in the employee reservation portion. All calculations are based on the issue price of ₹938 per equity share.

<sup>^</sup> Cochin Shipyard Limited - Discount of ₹21 per equity share was offered to retail bidders & eligible employees. All calculations are based on the offer price of ₹432 per equity share.

#### Notes

1. Based on date of listing.
2. % of change in closing price on 30<sup>th</sup> / 90<sup>th</sup> / 180<sup>th</sup> calendar day from listing day is calculated vs Issue price. % change in closing benchmark index is calculated based on closing index on listing day vs closing index on 30<sup>th</sup>/90<sup>th</sup> / 180<sup>th</sup> calendar day from listing day.
3. Wherever 30<sup>th</sup> / 90<sup>th</sup> / 180<sup>th</sup> calendar day from listing day is a holiday, the closing data of the next trading day has been considered.
4. The Nifty 50 index is considered as the Benchmark Index
5. Not applicable. – Period not completed
6. Disclosure in Table-1 restricted to 10 issues.

Summary statement of price information of past public issues handled by Edelweiss:

Financial Year	Total No. of IPOs	Total Funds Raised (₹ in million)	No. of IPOs trading at discount as on 30 <sup>th</sup> calendar day from listing day			No. of IPOs trading at premium as on 30 <sup>th</sup> calendar day from listing day			No. of IPOs trading at discount as on 180 <sup>th</sup> calendar day from listing day			No. of IPOs trading at premium as on 180 <sup>th</sup> calendar day from listing day		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2017-18*	9	203,178.88	-	-	1	1	4	3	-	-	-	2	-	-
2016 - 17	6	123,361.22	-	-	1	1	3	1	-	-	-	3	2	1
2015 - 16	7	56,157.83	-	-	3	-	2	2	-	-	4	-	1	2

\*The information is as on the date of the document

1. Based on date of listing.
2. Wherever 30<sup>th</sup> and 180<sup>th</sup> calendar day from listing day is a holiday, the closing data of the next trading day has been

considered.

3. The Nifty 50 index is considered as the Benchmark Index.

For the financial year 2017-18 – 9 issues have been completed. However, 5 issues have completed 90 days and only 2 issues have completed 180 days yet.

For the financial year 2016-17 – total 6 issues were completed.

For the financial year 2015-16 total 7 issues were completed. However, disclosure under Table-1 is restricted to latest 10 issues.

3. Price information of past public issues handled by JM Financial:

Sr. No.	Issue Name	Issue size (₹ in million)	Issue price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180th calendar days from listing
1.	Reliance Nippon Life Asset Management Limited	15,422.40	252.00	November 6, 2017	295.90	+3.61% [-3.19%]	NA	NA
2.	Prataap Snacks Limited	4,815.98	938.00 <sup>(1)</sup>	October 5, 2017	1,270.00	+25.12% [+5.70%]	+31.82% [+5.60%]	NA
3.	SBI Life Insurance Company Limited	83,887.29	700.00 <sup>(2)</sup>	October 3, 2017	735.00	-7.56% [+5.89%]	-0.66% [+6.81%]	NA
4.	ICICI Lombard General Insurance Company Limited	57,009.40	661.00	September 27, 2017	651.10	+3.62% [+6.25%]	+17.60% [+7.78%]	NA
5.	Cochin Shipyard Limited	14,429.30	432.00 <sup>(3)</sup>	August 11, 2017	440.15	+27.06% [+2.31%]	+30.96% [+6.10%]	NA
6.	GTPL Hathway Limited	4,848.00	170.00	July 4, 2017	170.00	-10.71% [+4.87%]	-19.09% [+1.82%]	-2.94% [+9.54%]
7.	S Chand And Company Limited	7,286.00	670.00	May 09, 2017	700.00	-17.37% [+3.72%]	-25.38% [+8.05%]	-27.92% [12.19%]
8.	Avenue Supermarts Limited	18,700.00	299.00	March 21, 2017	600.00	+145.08% [-0.20%]	+167.59% [+5.11%]	+263.80% [10.57%]
9.	PNB Housing Finance Limited	30,000.00	775.00	November 7, 2016	860.00	+11.70% [-4.16%]	+21.28% [+2.87%]	+70.50% [+9.28%]
10.	ICICI Prudential Life Insurance Company Limited	60,567.91	334.00	September 29, 2016	330.00	-7.60% [+0.54%]	-11.54% [-6.50%]	+12.31% [+5.28%]

Source: www.nseindia.com; for price information and prospectus/ basis of allotment for issue details

Notes:

1. A discount of ₹90 per equity share had been offered to eligible employees.
2. A discount of ₹68 per equity share had been offered to eligible employees.
3. A discount of ₹21 per equity share had been offered to eligible employees and retail individual bidders.
4. Opening price information as disclosed on the website of NSE.
5. Change in closing price over the issue/offer price as disclosed on NSE.
6. Change in closing price over the closing price as on the listing date for benchmark index viz. NIFTY 50.
7. In case of reporting dates falling on a trading holiday, values for the trading day immediately preceding the trading holiday have been considered.
8. 30<sup>th</sup> calendar day has been taken as listing date plus 29 calendar days; 90<sup>th</sup> calendar day has been taken as listing date plus 89 calendar days; 180<sup>th</sup> calendar day has been taken as listing date plus 179 calendar days.
9. Restricted to 10 issues.

#### Summary statement of price information of past public issues handled by JM Financial

Financial Year	Total No. of IPOs	Total Funds Raised (₹ in million)	No. of IPOs trading at discount as on 30 <sup>th</sup> calendar day from listing day			No. of IPOs trading at premium as on 30 <sup>th</sup> calendar day from listing day			No. of IPOs trading at discount as on 180 <sup>th</sup> calendar day from listing day			No. of IPOs trading at premium as on 180 <sup>th</sup> calendar day from listing day		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2017-2018	7	187,698.37	-	-	3	-	2	2	-	1	1	-	-	-
2016-2017	7	137,049.21	-	-	2	1	1	3	-	-	1	2	2	2
2015-2016	1	5,081.70	-	-	-	-	-	1	-	-	-	-	-	1

\* The information is as on the date of the document

#### Track record of past issues handled by BRLMs

For details regarding the track record of the BRLMs, as specified in Circular (CIR/MIRSD/1/2012) dated January 10, 2012 issued by the SEBI, see the websites of the BRLMs, as set forth in the table below:

Sr. No.	Name of BRLMs	Website
1.	I-Sec	www.icicisecurities.com
2.	JM Financial	www.jmfl.com
3.	Edelweiss	www.edelweissfin.com

#### Caution - Disclaimer from our Company, the Selling Shareholders our Directors and the BRLMs

Our Company, the Selling Shareholders, our Directors and the 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 <http://www.galaxysurfactants.com>, or the respective websites of our Subsidiaries or our Group Companies, would be doing so at his or her own risk.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement to be entered into among the Underwriters our Company and the Selling Shareholders.

All information shall be made available by our Company, the Selling Shareholders (to the extent such information is in relation to such Selling Shareholders) and the 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 of our Company, our Directors, the Selling Shareholders or any member of the Syndicate shall be liable for any failure in downloading the Bids due to faults in any software/hardware system or otherwise.

Bidders who Bid in the Offer will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. 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 Equity Shares.

The BRLMs and their respective associates and affiliates may engage in transactions with, and perform services for our Company, Promoters, the Selling Shareholders, Promoters Group, Subsidiaries and Group Companies and their respective group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with or become customers or suppliers to our Company, the Selling Shareholders, Promoters, Promoter Group, Group Companies and their respective group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

### **Disclaimer in respect of Jurisdiction**

The Offer is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian Mutual Funds registered with the 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 eligible non-residents, including Eligible NRIs and FPIs. This Red Herring Prospectus does not, however, constitute an invitation to subscribe to or 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.

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 the SEBI for its observations and this Red Herring Prospectus has been delivered to the RoC for registration. 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, the Subsidiaries or Selling Shareholders and their respective affiliates since the date hereof or that the information contained herein is correct as of any time subsequent to this date. Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai, India only.

**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 unless so registered, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in accordance with any applicable U.S. state securities laws. The Equity Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S and the applicable laws of each jurisdictions where such offers and sales are made. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

Bidders are advised to ensure that any Bid from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law.

### **Disclaimer Clause of the 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/27700 dated 29 November 2017 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 the 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 in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

#### **Disclaimer Clause of the BSE**

BSE Limited ("the Exchange") has given vide its letter dated November 24, 2017, permission to this Company to use the Exchange's name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed. The Exchange has scrutinised this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:

- a) warrant, certify or endorse the correctness or completeness of any of the contents (a) of this offer document; or
- b) warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or
- c) take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company 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 in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

#### **Filing**

A copy of the Draft Red Herring Prospectus has been filed with the SEBI at the Corporate Finance Department, SEBI Bhavan, and Plot No. C4-A, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, India.

A copy of this Red Herring Prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 has been delivered for registration to the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 would be delivered for registration with RoC at 100 Everest, 5<sup>th</sup> floor Marine Drive, Mumbai 400 002, Maharashtra, India.

#### **Listing**

The Equity Shares are proposed to be listed on the Stock Exchanges. Applications will be made to the Stock Exchanges for permission to deal in and for an official quotation of the Equity Shares to be allotted in the Offer. 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, with or without interest, as applicable in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at all the Stock Exchanges mentioned above are taken within 6 Working Days from the Offer Closing Date and the Selling Shareholders shall provide all required support and cooperation to the BRLMs and our Company in this respect. If our Company does not allot Equity Shares pursuant to the Offer within 6 Working Days from the Offer Closing Date or within such timeline as prescribed by the

SEBI, it shall repay without interest all monies received from applicants, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period in accordance with applicable laws.

### **Impersonation**

**Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:**

*“Any person who:*

- a. makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
  - b. makes or abets making of multiple applications to an Exchange 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 an Exchange 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.”*

### **Consents**

Consents in writing of: (a) our Directors, Selling Shareholders, our Company Secretary and Compliance Officer, our Chief Financial Officer, the Domestic Legal Counsel to our Company, the Domestic Legal Counsel to the Underwriters and the Bankers to our Company; and (b) the BRLMs, the Registrar to the Offer, the Syndicate Members, the Escrow Collection Bank/Banker to the Offer and the Refund Bank to act in their respective capacities, have been obtained and filed along with a copy of this Red Herring Prospectus with the RoC as required under the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of this Red Herring Prospectus for registration with the RoC.

Deloitte Haskins & Sells LLP, have provided their written consent for the inclusion of the reports each dated October 30, 2017 on the Restated Consolidated Financial Statements and the Restated Standalone Financial Statements, respectively and the statement of special tax benefits dated November 6, 2017 in the form and context in which it will appear in this Red Herring Prospectus. Deloitte Haskins and Sells LLP, has also provided their written consent to be named as an expert under Section 2(38) and Section 26(1)(a)(v) of the Companies Act, 2013 in relation hereto, and such consent has not been withdrawn at the time of delivery of this Red Herring Prospectus to RoC. The term Expert and consent thereof, does not represent an expert or consent within the meaning under the Securities Act.

Miltec Consultancy Services, has provided its written consent for the inclusion of extracts from the certificate dated December 13, 2017 in this Red Herring Prospectus and to be named as an “expert” as defined under Section 2(38) and Section 26(1)(a)(v) of the Companies Act, 2013 in relation thereto, and such consent has not been withdrawn at the time of delivery of Red Herring Prospectus to the RoC.

### **Expert to the Offer**

Except as specifically stated above in “Consents”, our Company has not obtained any expert opinions.

### **Offer Related Expenses**

The expenses of the Offer include, among others, underwriting and management fees, selling commissions, printing and distribution expenses, legal fees, statutory advertisement expenses, registrar and depository fees and listing fees. All expenses in relation to the Offer, other than the listing fees to be paid to the stock exchanges, which will be borne by our Company, will be borne by the Selling Shareholders, in proportion to the number of Equity Shares offered by each of the Selling Shareholders in the Offer. For details of Offer related expenses, please see “*Objects of the Offer – Offer related expenses*” on page 99.

### **Fees Payable to the Syndicate**



The total fees payable to the Syndicate (including underwriting commission and selling commission and reimbursement of their out-of-pocket expenses) will be as per the Syndicate Agreement, a copy of which will be available for inspection at our Registered and Corporate Office from 10:00 am to 4:00 pm on Working Days from the date of this Red Herring Prospectus until the Offer Closing Date. For details of the Offer related expenses, please see “*Objects of the Offer – Offer related expenses*” on page 99.

#### **Commission payable to SCBSs, Registered Brokers, RTAs and CDPs**

For details of the commission payable to SCBS, Registered Brokers, RTAs and CDPs, please see “*Objects of the Offer – Offer related expenses*” on page 99.

#### **Fees Payable to the Registrar to the Offer**

The fees payable to the Registrar to the Offer for processing of applications, data entry, printing of Allotment Advice/CAN/refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as stated in the agreement dated November 9, 2017 among our Company, the Selling Shareholders and the Registrar to the Offer, a copy of which will be available for inspection at our Registered and Corporate Office from 10:00 am to 4:00 pm on Working Days from the date of this Red Herring Prospectus until the Offer Closing Date.

The Registrar to the Offer shall be reimbursed for all out-of-pocket expenses including cost of stationery, postage, and stamp duty and communication expenses. Adequate funds will be provided to the Registrar to the Offer to enable it to send refund orders or Allotment advice by registered post or speed post.

#### **Commission or brokerage 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 of the Equity Shares since inception of our Company.

#### **Particulars regarding public or rights issues by our Company during the last five years**

Our Company has not made any public or rights issues during the five years preceding the date of the Draft Red Herring Prospectus.

#### **Previous issues of securities otherwise than for cash**

Except as disclosed in “*Capital Structure – Notes to Capital Structure – Equity Shares issued for consideration other than cash*” on page 82, our Company has not issued any Equity Shares for consideration otherwise than for cash.

#### **Previous capital issue during the previous three years by our Company, listed Group Companies and Subsidiaries of our Company**

None of our Group Companies and/ or Subsidiaries are listed. For details of capital issuances by our Company, see “*Capital Structure – Notes to Capital Structure – Share capital history of our Company – History of Equity Share capital of our Company*” on page 79.

#### **Performance vis-à-vis objects – Public/rights issue of our Company and/or listed Group Companies of our Company**

Our Company has not undertaken any previous public or rights issue in the last ten years. None of the Group Companies have undertaken any public or rights issue in the last 10 years preceding the date of the Draft Red Herring Prospectus.

#### **Outstanding Debentures or bonds or redeemable preference shares or other instruments**

There are no outstanding debentures or bonds or preference shares (including redeemable preference shares) or other instruments as of the date of this Red Herring Prospectus.

### **Partly paid-up shares**

Our Company does not have any partly paid-up Equity Shares as on the date of this Red Herring Prospectus.

### **Stock market data of Equity Shares**

This being an initial public offer of our Company, the Equity Shares are not listed on any stock exchange.

### **Redressal of investor grievances**

The agreement between the Registrar to the Offer and our Company provides for retention of records with the Registrar to the Offer for a period of at least three years from the last date of despatch of the letters of allotment and demat credit to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

All grievances may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the ASBA Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, ASBA Form number, Bidder DP ID, Client ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

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

The agreement between the Registrar to the Offer, our Company, and the Selling Shareholders dated November 9, 2017 provides for retention of records, including refund orders dispatched to the Bidders, with the Registrar to the Offer for a period of at least three years from the date of commencement of trading of the Equity Shares, to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

Investors can contact our Company Secretary and 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, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders. Our Company, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under SEBI Regulations.

### **Disposal of Investor Grievances by our Company**

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the SCSB, 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.

As on the date of this Red Herring Prospectus, there are no pending investor complaints against our Company. Our Company has not received any investor complaints in the three years preceding the date of the Draft Red Herring Prospectus.

The Board of Directors of the Company has constituted a Stakeholders' Relationship Committee comprising Mr. Melarkode Ganesan Parameswaran, Mr. Gopalkrishnan Ramakrishnan and Mr. Kasargod Ganesh Kamath. For details, please see "*Our Management – Committee of the Board in accordance with the SEBI Listing Regulations – Stakeholders' Relationship Committee*" on page 174. Our Company has also appointed Mr. Niranjana Ketkar as

the Compliance Officer for the Offer. For details, please see “*General Information – Company Secretary and Compliance Officer*” on page 71.

**Disposal of Investor Grievances by listed companies under the same management within the meaning of Section 370(1B) of the Companies Act, 1956**

There are no listed companies under the same management within the meaning of Section 370(1B) of the Companies Act, 1956.

**Changes in Statutory Auditors**

There have been no changes in our Company’s statutory auditors during the three years preceding the date of this Red Herring Prospectus, except as described below:

<b>Name of Auditors</b>	<b>Date of appointment</b>	<b>Date of resignation</b>	<b>Reasons for change</b>
M/s. P. D. Kunte & Co., Chartered Accountants	July 24, 2010	August 17, 2017	Resignation
Deloitte Haskins & Sells LLP	August 17, 2017	Not applicable	Appointment of Deloitte Haskins & Sells LLP to fill the vacancy caused by the resignation of M/s. P. D. Kunte & Co., Chartered Accountants.

**Capitalisation of Reserves or Profits**

Our Company has not capitalised its reserves or profits at any time during the last five years preceding the date of this Red Herring Prospectus.

**Revaluation of assets**

Our Company has not re-valued its assets in the last five years preceding the date of this Red Herring Prospectus.

## SECTION VII: OFFER INFORMATION

### TERMS OF THE OFFER

The Equity Shares being issued pursuant to this Offer shall be subject to the provisions of the Companies Act, SEBI Regulations, SCRA, SCRR, the Memorandum and Articles of Association, the terms of this Red Herring Prospectus, the Prospectus, the Abridged Prospectus, Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advices and other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange, the RBI, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the RBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Offer.

#### Offer for Sale

Upon completion of the Offer, all expenses with respect to the Offer, excluding listing fees payable to the Stock Exchanges where the Equity Shares are proposed to be listed which will be borne by Company, will be shared among the Selling Shareholders, in proportion to the Equity Shares being offered by each of them in the Offer.

Any payments 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.

#### Ranking of the Equity Shares

The Equity Shares being issued pursuant to the Offer shall be subject to the provisions of the Companies Act, the MoA and AoA and shall rank *pari-passu* in all respects with the existing Equity Shares including in respect of the right to receive dividend. For details, please see “*Main Provisions of Articles of Association*” on page 403.

#### Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of Companies Act, the Memorandum and Articles of Association and provisions of the SEBI Listing Regulations. For further details, in relation to dividends, please see “*Dividend Policy*” and “*Main Provisions of the Articles of Association*” on pages 195 and 403, respectively. The Allottees upon Allotment of Equity Shares under the Offer, will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment.

#### Face Value and Offer Price

The face value of each Equity Share is ₹10 and the Offer Price at the lower end of the Price Band is ₹[●] per Equity Share and at the higher end of the Price Band is ₹[●] per Equity Share. The Anchor Investor Offer Price is ₹[●] per Equity Share.

The Price Band will be decided by our Company in consultation with the Selling Shareholders’ Committee and the BRLMs, and the minimum Bid Lot will be decided by our Company in consultation with the BRLMs and will be advertised in all editions of Financial Express, all editions of Jansatta and Mumbai edition of the Marathi newspaper Navshakti (which are widely circulated English, Hindi and Marathi newspapers, respectively, Marathi being the regional language of Maharashtra, where our Registered Office is located) along with the relevant financial ratios calculated at the Floor Price and at the Cap Price at least five Working Days prior to the Offer Opening Date. Such information shall also be disclosed to the Stock Exchanges for dissemination through, and shall be pre-filled in the Bid cum Application Forms available on, the Stock Exchanges’ websites.

#### Compliance with disclosure and accounting norms

Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

## **Rights of the Equity Shareholders**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our equity Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations and the Articles of Association of our Company.

For a detailed description of the main provisions of our Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, please see “*Main Provisions of Articles of Association*” on page 403.

## **Market Lot and Trading Lot**

Pursuant to Section 29 of the 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 amongst our Company, the respective Depositories and the Registrar to the Offer:

- Agreement dated October 26, 2009 amongst NSDL, our Company and the Registrar to the Offer;
- Agreement dated October 31, 2009 amongst 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. Transfer in this Offer will be only in electronic form in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares.

## **Joint Holders**

Where two or more persons are registered as any holders of the Equity Share, they shall be deemed to hold the same as joint tenants with benefits of survivorship.

## **Jurisdiction**

Exclusive jurisdiction for the purpose of this Offer is with the competent courts/authorities in Mumbai, India.

## **Nomination facility to investors**

In accordance with Section 72 of the Companies Act, 2013 the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the

prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- a) to register himself or herself as the holder of the Equity Shares; or
- b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the investor wants to change the nomination, they are requested to inform their respective depository participant.

### **Withdrawal of the Offer**

Our Company in consultation with the Selling Shareholders' Committee and the BRLMs, reserve the right not to proceed with the Offer after the Offer Opening Date but before the Allotment. 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 Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The Registrar to the Offer, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company withdraws the Offer after the Offer Closing Date and thereafter determines that it will proceed with an issue/Offer for Sale of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI.

### **Offer Programme**

<b>OFFER OPENS ON</b>	<b>JANUARY 29, 2018<sup>(1)</sup></b>
<b>OFFER CLOSSES ON</b>	<b>JANUARY 31, 2018</b>

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

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

<b>Event</b>	<b>Indicative Date</b>
Offer Closing Date	January 31, 2018
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about February 5, 2018
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account	On or about February 6, 2018
Credit of Equity Shares to demat accounts of Allottees	On or about February 7, 2018
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about February 8, 2018

**The above timetable, other than the Offer Closing Date, is indicative and does not constitute any obligation on our Company, 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 six Working Days of the Offer Closing Date, the timetable may be extended due to various factors, such as extension of the Offer Period by our Company and the Selling Shareholders' Committee, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges**

and in accordance with the applicable laws. The Selling Shareholders confirm that they shall extend reasonable assistance to 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 Shareholders in the Offer) on the Stock Exchanges within six Working Days from the Offer Closing Date.

**Submission of Bids (other than Bids from Anchor Investors):**

<b>Offer Period (except the Offer Closing Date)</b>	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“IST”))
<b>Offer Closing Date</b>	
Submission and Revision in Bids	Only between 10.00 a.m. and 3.00 p.m. IST

**On the Offer Closing Date, the Bids 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.

On 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 the BRLMs to the Stock Exchanges.

**It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs would be rejected.**

Due to limitation of time available for uploading the Bids on the Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Offer Closing Date. Any time mentioned in this Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Offer Closing Date, 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 this Offer. Bids will be accepted only during Monday to Friday (excluding any public holiday). None among our Company, Directors, Selling Shareholders or any member of the Syndicate is liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise.

Our Company in consultation with the Selling Shareholders’ Committee and BRLMs, reserves the right to revise the Price Band during the Offer Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.

**In case of revision in the Price Band, the Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the change on the terminals of the Syndicate Members.**

**Minimum Subscription**

The requirement of minimum subscription is not applicable to the Offer in accordance with the SEBI Regulations. However, if our Company does not make the minimum Allotment as specified under Rule 19(2)(b) of the SCRR, including devolvement of Underwriters, if any, within 60 days from the date of Offer Closing Date, our Company and the Selling Shareholders shall forthwith refund the entire subscription amount received. If there is a delay beyond the prescribed time, our Company and the Selling Shareholders shall pay the requisite interest as prescribed under applicable law.

Further, our Company and the Selling Shareholders shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000 in compliance with Regulation 26(4) of the SEBI Regulations.

**Arrangements for Disposal of Odd Lots**

Since our Equity Shares will be traded in dematerialised form only, the market lot for our Equity Shares will be one Equity Share and therefore there are no arrangements for disposal of odd lots.

#### **Restrictions, if any on Transfer and Transmission of Equity Shares**

Except for the lock-in of the pre- Offer capital of our Company, Promoters' minimum contribution and the Anchor Investor lock-in as provided in "*Capital Structure*" on page 78 and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, please see "*Main Provisions of Articles of Association*" on page 403.

#### **Option to Receive Securities in Dematerialized Form**

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares in the Offer shall be allotted only in dematerialised form. Further, as per the SEBI Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges.

#### **Issuance of refund orders and allotment letters**

Pursuant to the outcome of the SEBI board meeting on December 28, 2017 electronic mode has been recognised as a valid method of communicating the allotment advice, credit of shares, unblocking of funds in addition to communication by way of registered post or certificate of posting. Detailed guidelines in this regard are awaited.



## OFFER STRUCTURE

Offer of up to 6,331,674 Equity Shares for cash at a price of ₹[●] per Equity Share (including a share premium of ₹[●] Equity Share), aggregating up to ₹[●] million by way of an Offer for Sale by the Selling Shareholders. The Offer shall constitute up to [●]% of the post-Offer paid-up equity share capital of our Company.

The Offer is being made through the Book Building Process.

Particulars	QIBs <sup>(1)</sup>	Non-Institutional Investors	Retail Individual Investors
Number of Equity Shares available for Allotment/ allocation* (2)	Not more than 3,165,836 Equity Shares	Not less than 949,752 Equity Shares available for allocation or Offer less allocation to QIB Bidders and Retail Individual Investors	Not less than 2,216,086 Equity Shares available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Investors
Percentage of Offer Size available for Allotment/ allocation	Not more than 50% of the Offer size shall be available for allocation to QIBs. However, up to 5% of the QIB Category (excluding the Anchor Investor Category) will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Category will also be eligible for allocation in the remaining balance QIB Category. Unsubscribed portion in the Mutual Fund reservation will be added to the QIB Category (other than Anchor Investor Category).	Not less than 15% of the Offer, or the Offer less allocation to QIB Bidders and Retail Individual Investors shall be available for allocation.	Not less than 35% of the Offer, or the Offer less allocation to QIB Bidders and Retail Individual Investors shall be available for allocation.
Basis of Allotment/ allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Category): (a) Upto [●] Equity Shares shall be allocated on a proportionate basis to Mutual Funds only; and (b) [●] Equity Shares shall be Allotted on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above (c) Upto [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors	Proportionate	The allotment to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Category and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details, please see, “Offer Procedure – Part B – Allotment Procedure and Basis of Allotment – Allotment to RIBs” on page 392.
Minimum Bid	Such number of Equity Shares that the Bid Amount exceeds ₹200,000 and in multiples of [●] Equity Shares thereafter	Such number of 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 Equity Shares not exceeding the size of the Offer, subject to applicable limits	Such number of Equity Shares not exceeding the size of the Offer, subject to applicable limits	Such number of Equity Shares so that the Bid Amount does not exceed ₹200,000
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Allotment Lot	[●] Equity Shares and in multiples of one Equity Share thereafter		
Trading Lot	One Equity Share		
Mode of Bidding	ASBA only <sup>#</sup>	ASBA only	ASBA only
Who can apply <sup>(4)</sup>	Public financial institutions as specified in Section 2(72) of the Companies Act, 2013, scheduled commercial banks, mutual funds, FPIs other than Category III Foreign Portfolio Investors, VCFs, AIFs, FVCIs registered with SEBI, multilateral and bilateral development	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific	Resident Indian individuals, Eligible NRIs and HUFs (in the name of Karta)

Particulars	QIBs <sup>(1)</sup>	Non-Institutional Investors	Retail Individual Investors
	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, 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 and systemically important non-banking financial companies.	institutions societies and trusts, Category III Foreign Portfolio Investors	
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder that is specified in the ASBA Form at the time of submission of the ASBA Form <sup>(3)</sup>		

*\*Assuming full subscription in the Offer*

*# Anchor Investors will not be permitted to use the ASBA process. The Anchor Investor Application Form will be made available at the offices of the BRLMs*

- (1) Our Company may, in consultation with the BRLMs may allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Category 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 made to other Anchor Investors.*
- (2) Subject to valid Bids being received at or above the Offer Price. This Offer is being made in accordance with Rule 19(2)(b) of the SCRR and under the SEBI Regulations.*
- (3) Anchor Investors shall pay the entire Bid Amount at the time of submission of the Anchor Investor Application Form, provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price, shall be payable by the Anchor Investor Pay-in date as mentioned in the CAN. 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.*
- (4) In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the ASBA Form. The ASBA Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the ASBA Form and such First Bidder would be deemed to have signed on behalf of the joint holders.*

Under subscription, if any, in any category except the QIB Category, would be met with spill-over from the other categories at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange.

## 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 “Part B – General Information Document for Investing in Public Issues”, which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI Regulations. The General Information Document has been updated to reflect various enactments and regulations, 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 portions 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 the Draft Red Herring Prospectus, this Red Herring Prospectus and the Prospectus.*

### PART A

The Offer is being made through the Book Building Process in accordance with Regulation 26(1) of the SEBI Regulations, wherein not more than 50% of the Offer shall be Allotted to QIBs on a proportionate basis, provided that our Company, in consultation with the BRLMs may allocate up to 60% of the QIB Category to Anchor Investors at the Anchor Investor Allocation Price, on a discretionary basis in accordance with the SEBI Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-allocation in the Anchor Investor Category, the balance Equity Shares shall be added to the QIB Category. Such number of Equity Shares representing 5% of the QIB Category (excluding the Anchor Investor Category) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Category shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the QIB Category, the balance Equity Shares available for allocation in the Mutual Fund Category will be added to the remaining QIB Category for proportionate allocation to QIBs 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 combination of categories, at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange.

The Equity Shares, upon Listing, shall be traded only in the dematerialized segment of the Stock Exchanges.

**Investors should note that the Offered Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders’ depository account, including DP ID, Client ID and PAN, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.**

#### **Bid cum Application Form**

Copies of the ASBA Form and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres, and Registered Office of our Company. An electronic copy of the ASBA Form will also be available for download on the websites of the NSE ([www.nseindia.com](http://www.nseindia.com)) and the BSE ([www.bseindia.com](http://www.bseindia.com)) at least one day prior to the Offer Opening Date.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. ASBA Bidders must provide bank account details and authorisation to block funds in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details will be rejected.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected.

For Anchor Investors, the Anchor Investor Application Form will be available at the offices of the BRLMs. The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including Eligible NRIs, FPI or FVCIs or FPIs, registered multilateral and bilateral development financial institutions applying on a repatriation basis	Blue
Anchor Investors	White

\* Excluding electronic Bid cum Application Form

Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

### Who can Bid?

In addition to the category of Bidders set forth under the section “Offer Procedure – Part B - General Information Document for Investing in Public Issues – Category of Investors Eligible to Participate in an Issue” on page 374, any other persons eligible to Bid in the Offer under the applicable laws, rules, regulations, guidelines, and policies are also eligible to invest in the Equity Shares.

### Participation by associates and affiliates of the BRLMs and the Syndicate

The BRLMs and the Syndicate Members shall not be allowed to purchase Equity Shares 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 Bid for 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. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither the BRLMs nor any persons related to the BRLMs (other than Mutual Funds sponsored by entities related to the BRLMs), the Syndicate Members, our, Promoters and Promoter Group can apply in the Offer under the Anchor Investor Category.

### Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the ASBA Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in the equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company’s paid-up share capital carrying voting rights.

## **Bids by Anchor Investors**

For details in relation to Bids by Anchor Investors, see “*Offer Procedure – Part B – General Information Document for Investing in Public Issues*” on page 371.

## **Bids by Eligible NRIs**

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their NRE Account, or FCNR Account, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their NRO Account accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

## **Bids by FPIs**

On January 7, 2014, SEBI notified the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 (“**SEBI FPI Regulations**”) pursuant to which the existing classes of portfolio investors, namely, Foreign Institutional Investors and Qualified Foreign Investors were subsumed under a new category namely ‘foreign portfolio investors’ or ‘FPIs’. Furthermore, RBI, on November 7, 2017 issued the FEMA Regulations and laid down conditions and requirements with respect to investment by FPIs in Indian companies.

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) is not permitted to exceed 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by our Board followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

As per the circular issued by SEBI on November 24, 2014, these investment restrictions shall also apply to subscribers of offshore derivative instruments (“**ODIs**”). Two or more subscribers of ODIs having a common beneficial owner shall be considered together as a single subscriber of the ODI. In the event an investor has investments as a FPI and as a subscriber of ODIs, these investment restrictions shall apply on the aggregate of the FPI and ODI investments in our Company.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the GoI from time to time. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for non-residents. FPIs are required to Bid through the ASBA process to participate in the Offer.

An FPI shall issue ODIs only to those subscribers which meet the eligibility criteria as laid down in Regulation 4 of the SEBI FPI Regulations.

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 FPIs and unregulated broad based funds, which are classified as Category II FPIs by virtue of their investment manager being appropriately regulated, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it 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.

An FPI is also required to ensure that any transfer of ODIs is made by, or on behalf of it subject to the following conditions:

- (a) such ODIs are transferred to persons subject to fulfilment of SEBI FPI Regulations; and
- (b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the ODIs are to be transferred to are pre-approved by the FPI.

#### **Bids by SEBI registered VCFs, AIFs and FVCIs**

The SEBI FVCI Regulations and the SEBI AIF Regulations *inter-alia* prescribe the investment restrictions on VCFs, FVCIs and AIFs registered with SEBI.

The holding by any individual VCF or FVCI registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public 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 1/3<sup>rd</sup> 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 Regulation until the existing fund or scheme managed by the fund is wound up.

**All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.**

#### **Bids by limited liability partnerships**

Our company or the BRLMs shall not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

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 reserves the right to reject any Bid without assigning any reason thereof.

#### **Bids by banking companies**

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended ("**Banking Regulation Act** and the Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016,, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the investment in a non-financial services company by a banking company together with its subsidiaries, associates, joint ventures, entities directly or indirectly controlled by the bank and mutual funds managed by asset management companies controlled by the banking company cannot exceed 20% of the investee company's paid-up share capital. A banking company may hold up to 30% of the paid-up share capital of the investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A

banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a non-financial services company in excess of 10% of such investee company's paid up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the investee company's paid-up share capital and reserves..

### **Bids by SCSBs**

SCSBs participating in the Offer are required to comply with the terms of the SEBI circular CIR/CFD/DIL/12/2012 dated September 13, 2012 and CIR/CFD/DIL/1/2013 dated January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA Bids.

### **Bids by insurance companies**

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company reserves 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, 2016 as amended are broadly set forth below:

- (a) equity shares of a company: the lower of 10% of the outstanding Equity Shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- (b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- (c) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

### **Bids by Systemically Important Non-Banking Financial Companies**

In case of Bids made by systemically important non-banking financial companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid-cum Application Form. Failing this, our Company reserves the right to reject any Bid, without assigning any reason thereof. systemically important non-banking financial companies participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

### **Bids by provident funds/pension funds**

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid, without assigning any reason thereof.

### **Bids under Power of Attorney**

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million (subject to applicable law) and pension funds with a minimum corpus of ₹250 million, (in each case, subject to applicable law and in accordance with their respective constitutional documents), systemically important non-banking financial companies, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company, in consultation with BRLMs, in its absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form.

**The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders, our Directors the officers of our Company and the members of the Syndicate 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 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.**

In accordance with existing regulations, OCBs cannot participate in the Offer.

## **General Instructions**

### ***Do's:***

1. Check if you are eligible to apply as per the terms of this Red Herring Prospectus and under applicable laws, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that you have mentioned the correct details about the PAN, DP ID and Client ID and the Bidders depository account is active, as Allotment of the Equity Shares will be in dematerialised form only;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time;
6. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries;
7. If the first applicant is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
8. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
9. Ensure name(s) given in the Bid cum Application Form is / are exactly the same as the name in which the beneficiary account is held with the Depository Participant;
10. In case of joint Bids, the Bid cum Application Form should contain the name of only the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
11. Instruct your respective banks to not release the funds blocked in the ASBA Account under the ASBA process;
12. Ensure that the Demographic Details are updated, true and correct in all respects;
13. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
14. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
15. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, 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. All other applications in which PAN is not mentioned will be rejected;

16. 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;
17. Ensure that the category and the investor status is indicated;
18. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;
19. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;
20. Ensure that the depository account is active, the correct DP ID, Client ID and the PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID and the PAN entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID and PAN available in the Depository database; and
21. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid.

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 for a Bid Amount exceeding ₹200,000 (for Bids by Retail Individual Investors);
3. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Investors);
6. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
7. Do not submit the Bid for an amount more than funds available in your ASBA account.
8. 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;
9. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
10. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository).
11. Do not Bid/ revise Bid Amount to less than the Floor Price or higher than the Cap Price;
12. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
13. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
14. Anchor Investor should not bid through the ASBA process;
15. Do not submit more than 5 Bid cum Application Forms per ASBA Account;
16. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder;
17. Do not Bid on another Bid cum Application Form after you have submitted a Bid to the Designated Intermediary;
18. 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 or under the terms of this Red Herring Prospectus; and
19. Do not submit a Bid in case you are not eligible to acquire Equity Shares under the applicable law or your relevant constitutional documents or otherwise.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

### **Payment into Escrow Account for Anchor Investors**

Our Company in consultation with the BRLMs, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. 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 - Galaxy Surfactants Limited - Anchor Investor - R*”
- (b) In case of Non-Resident Anchor Investors: “*Escrow Account - Galaxy Surfactants Limited - 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: (i) all editions of English national newspaper Financial Express; (ii) all edition of Hindi national newspaper Jansatta; and (iii) Mumbai edition of Marathi newspaper Navshakti, each with wide circulation. In the pre-Offer advertisement, we shall state the Bid/Offer Opening Date, the Bid/Offer Closing Date and the QIB Bid/Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule XIII of the SEBI Regulations.

### **Signing of the Underwriting Agreement and the RoC Filing**

- (a) Our Company, the Selling Shareholders intend to enter into an Underwriting Agreement with the Underwriters 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 applicable law, which then would be termed as the ‘Prospectus’. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, Offer size, and underwriting arrangements and will be complete in all material respects.

### **Impersonation**

**Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:**

*“Any person who:*

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (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.

### **Undertakings by our Company**

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders;
- it shall not have any recourse to the proceeds of the Offer until final listing and trading approvals have been received from the Stock Exchanges;
- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- 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 six Working Days of the Offer Closing Date will be taken;
- if Allotment is not made application monies will be refunded/unblocked in the ASBA Accounts within 15 days from the Offer Closing Date or such lesser time as specified by SEBI, failing which interest will be due to be paid to the Bidders by the Company as prescribed under the Companies Act, 2013, SEBI Regulations and applicable law for the delayed period;
- the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within 6 Working Days from the Offer Closing Date, giving details of the bank where refunds shall be credited along with the amount and expected date of electronic credit of refund;
- Promoters' contribution, if any, shall be brought in advance before the Offer Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees;
- that if it does not proceed with the Offer after the Offer Closing Date, the reason thereof shall be given as a public notice within 2 days of the Offer Closing Date. The public notice shall be issued in the same newspapers in which the pre-Offer advertisements were published. The Stock Exchanges on which the Equity Shares of the Company are proposed to be listed shall also be informed promptly;
- intimation of credit of securities / refund orders to Eligible NRIs shall be despatched within specified time; and
- no further issue 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 unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc.

#### **Undertakings by the Selling Shareholders**

Each Selling Shareholder severally and not jointly undertakes and/or certifies the following:

- The Equity Shares being sold by him/it pursuant to the Offer have been held by him/it for a period of at least one year, and, to the extent that the Equity Shares being offered by him/it in the Offer have resulted from a bonus issue, the bonus issue has been on Equity Shares held for a period of at least one year prior to the filing of the Draft Red Herring Prospectus and issued out of free reserves and share premium existing in the books of account as at the end of the financial year preceding the financial year in which the Draft Red Herring Prospectus is filed with the SEBI and such Equity Shares are not being issued by utilization of revaluation reserves or unrealized profits of our Company, in terms of Regulation 26(6) of the SEBI Regulations, prior to the filing of the Draft Red Herring Prospectus with the SEBI, and are fully paid up and are in dematerialised form;
- The Equity Shares being sold by him/it are free and clear from any pre-emptive rights, liens, mortgages, trusts, charges, pledges or any other encumbrances or transfer restrictions;
- He/it is the legal and beneficial owner and has full title to the Equity Shares being offered by him/it in the Offer;

- The Equity Shares proposed to be sold by him/it in the Offer shall be transferred to the successful bidders within the specified time in accordance with the instruction of the Registrar to the Offer;
- He/it shall not have recourse to the proceeds from the Equity Shares offered by him/it in the Offer, until the final listing and trading approvals from the Stock Exchanges have been obtained;
- He/it has authorised the Compliance Officer and the Registrar to the Offer to redress complaints, if any, in relation to the Equity Shares held by him/it and being offered pursuant to the Offer, and he shall extend reasonable cooperation to our Company and the BRLMs in this regard;
- He/it shall make available funds required for making refunds to the extent applicable to unsuccessful applicants as per the mode(s) disclosed in this Red Herring Prospectus and Prospectus to the Registrar to the Offer;
- He/it shall disclose and furnish to the Company and the BRLMs, promptly, all information and documents relating to: (i) any pending, threatened or potential litigation, arbitration, complaint or notice that may affect the Offer for Sale or the Offer Shares; (ii) any other material development, relating to it/them or the Equity Shares offered by him/it in the Offer for Sale, which may have an effect on the Offer or otherwise on the Company, until the listing and trading of Equity Shares on the Stock Exchanges;
- He/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 to the extent applicable are made through electronic transfer of funds, to the applicant within six Working Days from the Offer Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- He/it has authorised the Company to sign the Draft Red Herring Prospectus, this Red Herring Prospectus, the Prospectus and the agreements in relation to the Offer;
- He/it confirms that the information, confirmation and certifications provided by he/it pursuant to the consent form are true and correct, as on date, and undertake to promptly inform the BRLMs and the Company of any change to such information, confirmation and certifications until the date when the Equity Shares commence trading on the Stock Exchanges;
- He/it shall take such steps as may be required to ensure that his Equity Shares proposed to be transferred by way of the Offer will be available for the Offer, including without limitation not selling, transferring, disposing of in any manner or creating any charge or encumbrance on such Equity Shares;
- He/it shall not further transfer the Equity Shares offered in the Offer during the period commencing from submission of the Draft Red Herring Prospectus with SEBI until the final trading approvals from the Stock Exchanges has 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 him in the Offer;
- He/it shall take all steps and provide all assistance to our Company and the BRLMs, as may be required 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 six Working Days from the Offer Closing Date of the Offer, failing which it shall forthwith repay without interest all monies received from Bidders to the extent of the Offered Shares. In case of delay, interest as per applicable law shall be paid by the Selling Shareholders; and
- He/it shall comply with all applicable laws, in India, 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 him in the Offer.

#### **Utilisation of Offer Proceeds**

The Selling Shareholders along with our Company declares that all monies received out of the Offer shall be credited/ transferred to a separate bank account being 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, the SCRA, the SCRR and the SEBI Regulations. Bidders/Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Offer. For taking an investment decision, the Bidders/Applicants should rely on their own examination of the Issuer and the Offer, and should carefully read the Red Herring Prospectus/Prospectus before investing in the Offer.*

#### SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken through the Book-Building Process as well as to the Fixed Price Offers. 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 Offer unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Offer and the relevant information about the Issuer undertaking the Offer 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 Offer. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the RHP/Prospectus, the disclosures in the RHP/Prospectus shall prevail. The RHP/Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the **BRLM(s)** to the Offer and on the website of Securities and Exchange Board of India (“**SEBI**”) at [www.sebi.gov.in](http://www.sebi.gov.in).

For the definitions of capitalized terms and abbreviations used herein Bidders/Applicants may see “*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/ Regulation 27 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.

#### **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, the Companies Act, 1956 (to the extent applicable), the Securities Contracts (Regulation) Rules, 1957 (“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.

### **2.3 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 Offer Price through the Book Building Process (“**Book Built Issue**”) or undertake a Fixed Price Offer (“**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 Offer Opening Date, in case of an IPO and at least one Working Day before the Offer Opening Date, in case of an FPO.

The Floor Price or the Offer price cannot be lesser than the face value of the securities.

Bidders/Applicants should refer to the RHP/Prospectus or Offer advertisements to check whether the Offer is a Book Built Issue or a Fixed Price Issue.

### **2.4 ISSUE PERIOD**

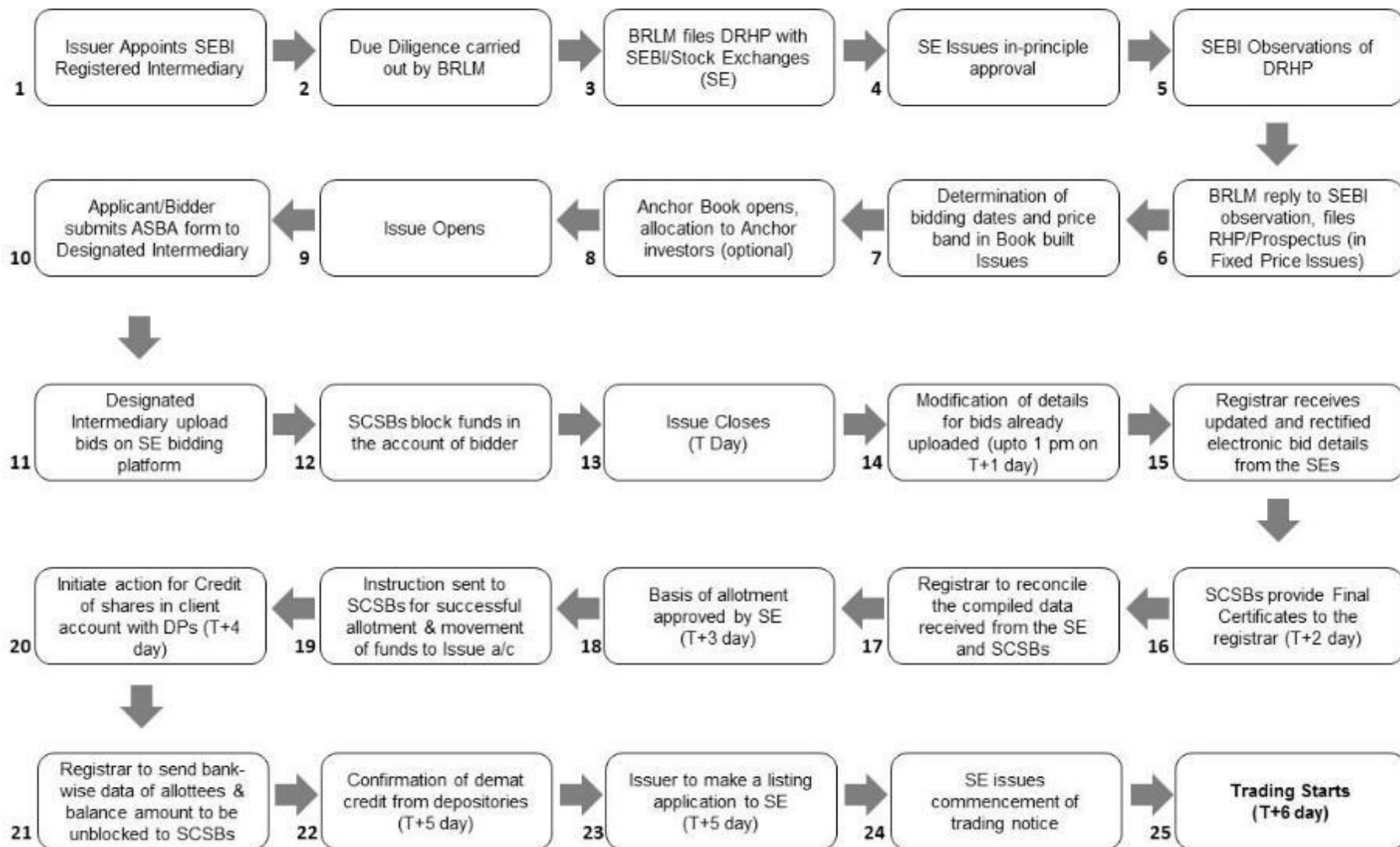
The Offer may be kept open for a minimum of three Working Days (for all category of Bidders/Applicants) and not more than ten Working Days. Bidders/Applicants are advised to refer to the Bid cum Application Form and Abridged Prospectus or RHP/Prospectus for details of the Offer Period. Details of Offer Period are also available on the website of the Stock Exchange(s).

In case of a Book Built Issue, the Issuer may close the Offer Period for QIBs one Working Day prior to the Offer Closing Date if disclosures to that effect are made in the RHP. In case of revision of the Floor Price or Price Band in Book Built Issues the Offer Period may be extended by at least three Working Days, subject to the total Offer 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 advertisement in the newspaper(s) issued in this regard.

### **2.5 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 Offer 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 Offer Date and Price
  - ii. Step 10: Applicant submits ASBA Form with any of the Designated Intermediaries



### 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, FPIs and FVCIs may not be allowed to yes Apply in the Offer or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

Subject to the above, an illustrative list of Bidders/Applicants is as follows:

- 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;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations, 2009 and other laws, as applicable);
- FPIs other than Category III FPIs Bidding under the QIBs category;
- FPIs which are Category III FPIs Bidding under the NIBs category;
- Scientific and/or industrial research organisations authorised in India to invest in the Equity Shares;
- 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;
- Any other person eligible to Bid/Apply in the Offer, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws; and
- As per the existing regulations, OCBs are not allowed to participate in an Offer.

### SECTION 4: APPLYING IN THE ISSUE

**Book Built Issue:** Bidders should only use the specified ASBA Form (or in case of Anchor Investors, the Anchor Investor Application Form) bearing the stamp of a Designated Intermediary, as available or downloaded from the websites of the Stock Exchanges. Bid cum Application Forms are available with the Designated Intermediaries at the Bidding Centres 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/Offer Opening Date. For further details, regarding availability of Bid cum Application Forms, Bidders may refer to the RHP/Prospectus.

**Fixed Price Issue:** Applicants should only use the specified Bid cum Application Form bearing the stamp of the Designated Intermediaries, as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the 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 colour of the Bid cum Application Form for various categories of Bidders/Applicants is as follows:

Category	Colour of the Bid cum Application Form
Resident Indian, Eligible NRIs applying on a non-repatriation basis	White
NRIs, FVCIs, FPIs	Blue
Anchor Investors (where applicable)	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 FILLING THE BID CUM APPLICATION FORM/APPLICATION FORM**

Bidders/Applicants may note that forms not filled completely or correctly as per instructions provided in this BID, 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:

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<b>COMMON BIDDING APPLICATION FORM</b>	<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - R</b>	<b>FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRI's APPLYING ON A NON-REPATRIATION BASIS</b>
	Address : ..... Contact Details: ..... CIN No. ....	

LOGO	TD, THE BOARD OF DIRECTORS XYZLIMITED	BOOK BUILT ISSUE ISIN : .....	Bid cum Application Form No. _____
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SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE	<b>1. NAME &amp; CONTACT DETAILS OF SOLE / FIRST BIDDER</b> Mr. / Ms. _____ Address _____ _____ _____ Tel. No (with STDcode) / Mobile _____
BIDDING MEMBER'S / BIDDING STAMP & CODE	BIDDING MEMBER'S / BIDDING BRANCH STAMP & CODE	
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	

<b>3. BIDDER'S DEPOSITORY ACCOUNT DETAILS</b> <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL	<b>6. INVESTOR STATUS</b> <input type="checkbox"/> Individual - 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 Indian - NRI (Non-Repatriation funds) <input type="checkbox"/> National Investment Fund - NIF <input type="checkbox"/> Insurance Funds - IF <input type="checkbox"/> Insurance Companies - IC <input type="checkbox"/> Venture Capital Funds - VCF <input type="checkbox"/> Alternative Investment Funds - AIF <input type="checkbox"/> Others (Please specify) - OTH
For NSDL, enter 4 digit DP ID followed by 8 digit Client ID / For CDSL, enter 15 digit Client ID	

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")					5. CATEGORY		
Bid Options	No. of Equity Shares Bid (Le Figures) (Bid must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/-only) (In Figures)				"Cut-off" (Please tick)	<input type="checkbox"/> Retail Individual Bidder <input type="checkbox"/> Non- Institutional Bidder <input type="checkbox"/> QIB
		Bid Price	Retail Discount	Net Price	"Cut-off"		
Option 1	9   7   5   3   4   3   2   1	9   8   7   6   5   4   3   2   1	9   8   7   6   5   4   3   2   1	9   8   7   6   5   4   3   2   1	<input type="checkbox"/>	<input type="checkbox"/>	
OR) Option 2					<input type="checkbox"/>	<input type="checkbox"/>	
OR) Option 3					<input type="checkbox"/>	<input type="checkbox"/>	

<b>7. PAYMENT DETAILS</b> Amount paid (₹ in figures) _____ (₹ in words) _____	PAYMENT OPTION - FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input type="checkbox"/>
ASBA Bank A/c No. _____ Bank Name & Branch _____	

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BIDDING APPLICATION FORM AND THE ATTACHED ANNEXURE PROSPECTUS AND ALL GENERAL INFORMATION FOR INVESTING IN PUBLIC ISSUES (TIP) AND HEREBY AGREE AND CONFIRM THE BIDDERS' UNDERTAKING AT GIVEN OVERALL I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILING OF THE BIDDING APPLICATION FORM GIVEN OVERLEAF.

<b>8A. SIGNATURE OF SOLE / FIRST BIDDER</b>  Date: _____	<b>8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)</b> I/We authorize the SCSB to debit my/our account to make the Application in the line 1) _____ 2) _____ 3) _____	BROKER / SCSB / DP / RTA STAMP (A stamp bearing signature / Bid in Stock Exchange system)
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TEAR HERE

LOGO	<b>XYZ LIMITED</b> <b>INITIAL PUBLIC ISSUE - R</b>	Acknowledgement Slip for Broker/SCSB/DP/RTA	Bid cum Application Form No. _____
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DPID / CLID	PAN of Sole / First Bidder	_____
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Amount paid ₹ in figures	Bank & Branch	Stamp & Signature of SCSB Branch
ASBA Bank A/c No.		_____ _____ _____
Received from Mr./Ms.		
Telephone / Mobile	Email	

TEAR HERE

<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - R</b>	Option 1    Option 2    Option 3 No. of Equity Shares Bid Price Amount Paid (₹) ASBA Bank A/c No. _____ Bank & Branch _____	Stamp & Signature of Broker / SCSB / DP / RTA	Name of Sole / First Bidder _____ _____ _____ Acknowledgement Slip for Bidder Bid cum Application Form No. _____
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## Application Form – For Non- Residents

The format of Bid cum Application Form applicable for non-residents is yet to be notified by SEBI.

### 4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/FIRST BIDDER/APPLICANT

- (a) Bidders/Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.
- (b) **Mandatory Fields:** Bidders/Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/mobile number fields are optional. Bidders/Applicants should note that the contact details mentioned in the Bid cum Application Form/Application Form may be used to dispatch communications in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Bid cum Application Form may be used by the Issuer, the Designated Intermediaries only for correspondence(s) related to the Offer and for no other purposes.
- (c) **Joint Bids/Applications:** In the case of Joint Bids/Applications, the Bids/Applications should be made in the name of the Bidder/Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidder/Applicant would be required in the Bid cum Application Form/Application Form and such first Bidder/Applicant would be deemed to have signed on behalf of the joint holders.
- (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 of not less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

- (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 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 in whose sole or first 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. 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 which provide the GIR Number instead of PAN may be rejected.
- (e) Bids/Applications by Bidders/Applicants 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 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 the DP ID and Client ID as provided in the Bid cum Application Form/Application Form, the Bidder/Applicant may be deemed to have authorised the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for unblocking of ASBA Account or for other correspondence(s) related to an Offer.
- (d) Bidders/Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants’ sole risk.

#### 4.1.4 FIELD NUMBER 4: BID OPTIONS

- (a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the Prospectus/RHP by the 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/Offer Opening Date in case of an IPO, and at least one Working Day before Bid/Offer Opening Date in case of an FPO.
- (b) The Bidders may Bid at or above Floor Price or within the Price Band for IPOs/FPOs undertaken through the Book Building Process. In the case of Alternate Book Building Process for an FPO, the Bidders may Bid at Floor Price or any price above the Floor Price (for further details Bidders may refer to Section 5.6 (e)).
- (c) **Cut-Off Price:** Retail Individual Bidders or Employees or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIBs and such Bids from QIBs and NIBs 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 ₹10,000 to ₹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 RIB shall not be less than the minimum Bid Lot, subject to availability of shares in the RIB category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. For details of the Bid Lot, Bidders may 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 Bidders, 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 ₹200,000.
- (b) In case the Bid Amount exceeds ₹200,000 due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category, with it not being eligible for Discount then such Bid may be rejected if it is at the Cut-off Price.
- (c) For NRIs, a Bid Amount of up to ₹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.
- (d) Bids by QIBs and NIBs must be for such minimum number of shares such that the Bid Amount exceeds ₹200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum Application Form and the RHP/Prospectus, or as advertised by the Issuer, as the case may be. NIBs and QIBs are not allowed to Bid at Cut-off Price.
- (e) RIB may revise or withdraw their bids till closure of the bidding period. QIBs and NIB'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.
- (f) In case the Bid Amount reduces to ₹200,000 or less due to a revision of the Price Band, Bids by the NIBs who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.
- (g) For Anchor Investors, if applicable, the Bid Amount shall be least ₹100 million. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors. Bids by various schemes of a Mutual Fund shall be aggregated to determine the Bid Amount. A Bid cannot be submitted for more than 60% of the QIB Category under the Anchor Investor Portion. Anchor Investors cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the Anchor Investor Bid/Offer Period and are required to pay the Bid Amount at the time of submission of the Bid. In case the Anchor Investor Offer Price is lower than the Offer Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Offer Price is lower than the Anchor Investor Offer Price, the amount in excess of the Offer Price paid by the Anchor Investors shall not be refunded to them.
- (h) A Bid cannot be submitted for more than the Offer size.
- (i) The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.
- (j) The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the Offer Price, the highest number of Equity Shares Bid for by a Bidder at or above the Offer Price may be considered for Allotment and the rest of the Bid(s), irrespective of the Bid Amount

may automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process (For details of Bidders may refer to (Section 5.6 (e))

#### 4.1.4.2 Multiple Bids

- (a) Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of three Bids at 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 Designated Intermediary and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

- (b) Bidders are requested to note the following procedures may be followed by the Registrar to the Offer to detect multiple Bids:
- i. All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds and FPIs, 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 FPI, 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 Offer 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, 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 Offer are RIBs, NIBs and QIBs.
- (b) Up to 60% 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 Offer 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 Offer, Bidders/Applicants may refer to the RHP/Prospectus.
- (d) The SEBI ICDR Regulations, 2009, specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Offer specific details in relation to allocation Bidder/Applicant may refer to the RHP/Prospectus.

#### 4.1.6 **FIELD NUMBER 6: INVESTOR STATUS**

- (a) Each Bidder/Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective Allotment to it in the Offer is in compliance with the investment restrictions under applicable law.
- (b) Certain categories of Bidders/Applicants, such as NRIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Offer or hold Equity Shares exceeding certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.
- (c) Bidders/Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Bid cum Application Form and Non-Resident Bid cum Application Form.
- (d) Bidders/Applicants should ensure that their investor status is updated in the Depository records.

#### 4.1.7 **FIELD NUMBER 7: PAYMENT DETAILS**

- (a) The full Bid Amount (net of any Discount, as applicable) shall be blocked in the ASBA Account based on the authorisation provided in the ASBA Form. If Discount is applicable in the Offer, RIBs should indicate the full Bid Amount in the Bid cum Application Form and funds shall be blocked for the 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) RIBs who Bid at Cut-off Price shall arrange to block the Bid Amount based on the Cap Price.
- (c) All Bidders (except Anchor Investors) have to participate in the Offer only through the ASBA mechanism.
- (d) Bid Amount cannot be paid in cash, through money order or through postal order.

##### 4.1.7.1 **Instructions for Anchor Investors:**

- (a) Anchor Investors may submit their Bids with a Book Running Lead Manager.
- (b) Payments should be made either by direct credit, RTGS or NEFT.
- (c) The Escrow Collection Bank(s) shall maintain the monies in the Escrow Account for and on behalf of the Anchor Investors until the Designated Date.

##### 4.1.7.2 **Payment instructions for ASBA Bidders**

- (a) Bidders may submit the ASBA Form either
  - i. 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
  - ii. in physical mode to any Designated Intermediary.
- (b) Bidders must specify the Bank Account number in the Bid cum Application Form. The Bid cum Application Form submitted by Bidder and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, will 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 Bid cum Application Forms can be submitted.
- (f) Bidders should submit the Bid cum Application Form only at a Bidding Centre, i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the RTA at the Designated RTA Locations or CDP at the Designated CDP Locations.
- (g) ASBA Bidders bidding through a Designated Intermediary, other than a SCSB, should note that ASBA Forms submitted to the Designated Intermediary may not be accepted, 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 such Designated Intermediary, to deposit ASBA Forms.
- (h) Bidders bidding directly through the SCSBs should ensure that the ASBA Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
- (i) Upon receipt of the ASBA 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 ASBA 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 accept such Bids and such Bids are liable to be rejected.
- (l) Upon submission of a completed ASBA Form each Bidder may be deemed to have agreed to block the entire Bid Amount and authorised the Designated Branch of the SCSB to block the Bid Amount specified in the ASBA 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 Offer, or until withdrawal or rejection of the Bid, as the case may be.
- (n) SCSBs bidding in the Offer must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

#### 4.1.7.2.1 Unblocking of ASBA Account

- (a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Offer may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public 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 Offer, the SCSBs may transfer the requisite amount against each successful 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 ASBA Form and for unsuccessful Bids, the Registrar to the Offer may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within six Working Days of the Bid/Offer Closing Date.



#### 4.1.7.3 **Discount** (if applicable)

- (a) The Discount is stated in absolute rupee terms.
- (b) Bidders applying under RIB category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Offer, Bidders may refer to the RHP/Prospectus.
- (c) The Bidders entitled to the applicable Discount in the Offer may block the Bid Amount less Discount.

Bidder may note that in case the net amount blocked (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 RIB 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 Bidder/Applicant, then the Signature of the ASBA Account holder(s) is also required.
- (c) In relation to the ASBA Bids/Applications, the signature has to be correctly affixed in the authorisation/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 Slip duly signed and stamped by the Designated Intermediary, as applicable, for submission of the ASBA Form.
- (b) All communications in connection with Bids made in the Offer may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder/Applicant, Bid cum Application Form number, Bidders'/Applicants' DP ID, Client ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

Further, the investor shall also enclose a copy of the Acknowledgment Slip duly received from the Designated Intermediaries in addition to the information mentioned hereinabove.

For further details, Bidder/Applicant may refer to the RHP/Prospectus and the Bid cum Application Form.

#### 4.2 **INSTRUCTIONS FOR FILING THE REVISION FORM**

- (a) During the Bid/Offer Period, any Bidder/Applicant (other than QIBs and NIBs, 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) RIB may revise their bids or withdraw their Bids till the Bid/Offer Closing Date.
- (c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.

- (d) The Bidder/Applicant can make this revision any number of times during the Bid/Offer Period. However, for any revision(s) in the Bid, the Bidders/Applicants will have to use the services of the same Designated Intermediary 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:

<b>COMMON BID REVISION FORM</b>	<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - R</b> Address : _____ Contract Details: _____ CIN No. _____	<b>FOR RESIDENT INDIANS, INCLUDING RESIDENT OIBs, AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS</b>
LOGO	TO, THE BOARD OF DIRECTORS XYZ LIMITED	BOOK BUILT ISSUE ISIN : _____
		Bid cum Application Form No. _____
SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DPCA STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER
		Mr./Ms. _____ Address: _____ E-mail: _____ Tel. No. (with STD Code) / Mobile: _____ PAN No. / VOT / First Bidder's: _____
BRANCHES / BRANCHES STAMP & CODE	ESDM BRANCH STAMP & CODE	3. BIDDER'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> WSDL <input type="checkbox"/> CDSL
		For WSDL, refer to Part II of the Bid cum Application Form. For CDSL, refer to Part II of the Bid cum Application Form.
BANK BRANCH SERIAL NO.	ESDM SERIAL NO.	
<b>PLEASE CHANGE MY BID</b>		
<b>4. FROM (AS PER LAST BID OR REVISION)</b>		
Bid Options	No. of Equity Shares Bid (Bidder to be in multiples of Bid Lot as mentioned) (In Figures)	Price per Equity Share (₹ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)
		Bid Price      Retail Discount      Net Price      "Cut-off" (Price/Bid)
Option 1		
OR/Option 2		
OR/Option 3		
<b>5. TO (Should Bid Only Retail Individual Bidder can Bid at "Cut-off")</b>		
Bid Options	No. of Equity Shares Bid (Bidder to be in multiples of Bid Lot as mentioned) (In Figures)	Price per Equity Share (₹ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)
		Bid Price      Retail Discount      Net Price      "Cut-off" (Price/Bid)
Option 1		
OR/Option 2		
OR/Option 3		
<b>6. PAYMENT DETAILS</b>		
Additional Amount Paid (₹ in figures) _____		PAYMENT OPTION - FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input type="checkbox"/>
ASBA Bank A/c No. _____		
Bank Name & Branch _____		
<small>PLEASE PRINT NAME OF ASBA BANK &amp; BRANCH FULLY IN CAPITAL LETTERS AND CHECK THE SHEETS FOR THE ASBA BANK ACCOUNT NUMBER ON BEHALF OF ASBA APPLICANTS AS IT IS THE ONLY DOCUMENT FOR INITIAL PUBLIC ISSUE (IPO) AND MUST BE USED TO OPEN ASBA ACCOUNT FOR THE IPO.</small>		
TAL SIGNATURE OF SOLE / FIRST BIDDER	TAL SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK REC'D DATE)	BROKER/SCSB/DP/RTA STAMP (AS PER BANK ACCOUNT) (Stamp & Signature of Bid to Bank & Reserve System)
TEAR HERE		
LOGO	<b>XYZ LIMITED</b> BID REVISION FORM - INITIAL PUBLIC ISSUE - R	Acknowledgement Slip for Broker/SCSB/DP/RTA Bid cum Application Form No. _____
		PAN of Sole / First Bidder _____
DP/RTA / CL/B		
Additional Amount Paid (₹)	Bank & Branch	Stamp & Signature of SCSB Branch
ASBA Bank A/c No.		
Received from Mr./Ms.		
Telephone / Mobile	E-mail	
TEAR HERE		
<b>XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R</b>	Option 1    Option 2    Option 3	Name of Sole / First Bidder _____
	No. of Equity Shares	Stamp & Signature of Broker / SCSB / DP / RTA
	Bid Price	
	Additional Amount Paid (₹)	<b>Acknowledgement Slip for Bidder</b>
	ASBA Bank A/c No.	Bid cum Application Form No. _____
	Bank & Branch	

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/APPLICANTS, PAN OF SOLE/FIRST BIDDER/APPLICANT AND 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 AND 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 Designated Intermediaries 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 RIBs, Employees and Retail Individual Shareholders, such Bidders/Applicants should ensure that the Bid Amount, subsequent to revision, does not exceed ₹200,000. In case the Bid Amount exceeds ₹200,000 due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIBs, Employees and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process.
- (d) In case the total amount (i.e., original Bid Amount plus additional payment) exceeds ₹200,000, the Bid will be considered for allocation under the Non-Institutional Category in terms of the RHP/Prospectus. If, however, the RIB does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid, where possible, shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RIB and the RIB is deemed to have approved such revised Bid at Cut-off Price.
- (e) In case of a downward revision in the Price Band, RIBs 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 after the allotment is finalised.

**4.2.3 FIELD 6: PAYMENT DETAILS**

- (a) All Bidders/Applicants are required to authorise that the full Bid Amount (less Discount (if applicable) is blocked. In case of Bidders/Applicants specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less discount offered, if any.
- (b) Bidder/Applicants 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 Designated Intermediary through whom such Bidder/Applicant had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.
- (c) In case the total amount (i.e., original Bid Amount less discount (if applicable) plus additional payment) exceeds ₹200,000, the Bid may be considered for allocation under the Non-Institutional Category in terms of the RHP/Prospectus. If, however, the Bidder/Applicant does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for, where possible, may

be adjusted downwards for the purpose of Allotment, such that additional amount is required blocked and the Bidder/Applicant is deemed to have approved such revised Bid at the Cut-off Price.

- (d) In case of a downward revision in the Price Band, RIBs, Employees and Retail Individual Shareholders, who have bid at the Cut-off Price, could either revise their Bid or the excess amount blocked at the time of Bidding may be unblocked after the finalisation of basis of allotment.

#### 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 AND 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 AND AMOUNT**

- (a) The Issuer may mention Issue 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 may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹10,000 to ₹15,000. The minimum Lot size is accordingly determined by an Issuer on basis of such minimum application value.
- (c) Applications by RIBs, Employees and Retail Individual Shareholders, must be for such number of shares so as to ensure that the application amount payable does not exceed ₹200,000.
- (d) Applications by other investors must be for such minimum number of shares such that the application amount exceeds ₹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 Offer size.
- (f) The maximum application by any Applicant should not exceed the investment limits prescribed for them under the applicable laws.
- (g) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or other SCSB and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.
- (h) Applicants are requested to note the following procedures may be followed by the Registrar to the Offer to detect multiple applications:
  - i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FPI, Applications bearing the same PAN may be treated as multiple applications by an Applicant and may be rejected.
  - ii. For applications from Mutual Funds and FPIs, submitted under the same PAN, as well as Applications 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 Offer 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 FPIs submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

#### **4.3.3 FIELD NUMBER 5 : CATEGORY OF APPLICANTS**

- (a) The categories of applicants identified as per the SEBI ICDR Regulations, 2009 for the purpose of Bidding, allocation and Allotment in the Offer are RIBs, individual applicants other than RIB'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 Offer, applicants may refer to the Prospectus.
- (c) The SEBI ICDR Regulations, 2009 specify the allocation or Allotment that may be made to various categories of applicants in an Offer depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Offer specific details in relation to allocation applicant may refer to the Prospectus.

#### **4.3.4 FIELD NUMBER 6: INVESTOR STATUS**

Applicants should refer to instructions contained in paragraphs 4.1.6.

#### **4.3.5 FIELD 7: PAYMENT DETAILS**

- (a) All Applicants (other than Anchor Investors) are required to make use of ASBA for applying in the Issue
- (b) Application Amount cannot be paid in cash, through money order, cheque, demand draft or through postal order or through stock invest.

##### **4.3.5.1 Payment instructions for Applicants**

Applicants should refer to instructions contained in paragraphs 4.1.7.2.

##### **4.3.5.2 Unblocking of ASBA Account**

Applicants should refer to instructions contained in paragraphs 4.1.7.2.1.

##### **4.3.5.3 Discount (if applicable)**

Applicants should refer to instructions contained in paragraphs 4.1.7.3.

#### **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 and 4.1.9.

#### **4.4 SUBMISSION OF BID CUM APPLICATION FORM/APPLICATION FORM/REVISION FORM**

4.4.1 **Bidders/Applicants may submit completed Bid cum application form/Revision Form in the following manner:-**

<b>Mode of Application</b>	<b>Submission of Bid cum Application Form</b>
Anchor Investors Application Form	1) To the Book Running Lead Managers at the locations mentioned in the Anchor Investors Application Form
ASBA Form	(a) To members of the Syndicate in the Specified Locations or Registered Brokers at the Broker Centres or the RTA at the Designated RTA Location or the DP at the Designated DP Location (b) To the Designated Branches of the SCSBs

- (a) Bidders/Applicants should submit the Revision Form to the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid.
- (b) Upon submission of the Bid cum Application Form, the Bidder/Applicant will be deemed to have authorised 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 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.
- (c) Upon determination of the Offer Price and filing of the Prospectus with the RoC, the Bid cum Application Form will be considered as the application form.

**SECTION 5: ISSUE PROCEDURE IN BOOK BUILT ISSUE**

Book Building, in the context of the Offer, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Offer Price based on the Bids received as detailed in Schedule XI of SEBI ICDR Regulations, 2009. The Offer Price is finalised after the Bid/Offer Closing Date. Valid Bids received at or above the Offer Price are considered for allocation in the Offer, subject to applicable regulations and other terms and conditions.

**5.1 SUBMISSION OF BIDS**

- (a) During the Bid/Offer Period, Bidders/Applicants may approach any of the Designated Intermediaries to register their Bids. Anchor Investors who are interested in subscribing for the Equity Shares should approach the Book Running Lead Manager, to register their Bid.
- (b) In case of Bidders/Applicants (excluding NIBs and QIBs) Bidding at Cut-off Price, the Bidders/Applicants may instruct the SCSBs to block Bid Amount based on the Cap Price less discount (if applicable).
- (c) For details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Bidders/Applicants are requested to refer to the RHP.

**5.2 ELECTRONIC REGISTRATION OF BIDS**

- (a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the issue.
- (b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Draft Red Herring Prospectus and the Red Herring Prospectus.
- (c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1 p.m. on the next Working Day following the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

**5.3 BUILD UP OF THE BOOK**

- (a) Bids received from various Bidders/Applicants through the Designated Intermediaries 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/Offer Period.
- (b) Based on the aggregate demand and price for Bids registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the Bidding centres during the Bid/Offer Period.

#### **5.4 WITHDRAWAL OF BIDS**

- (a) RIBs can withdraw their Bids until Bid/Offer Closing Date. In case a RIB wishes to withdraw the Bid during the Bid/Offer Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- (b) The Registrar to the Offer shall give instruction to the SCSB for unblocking the ASBA Account upon or after the finalisation of basis of allotment. QIBs and NIBs can neither withdraw nor lower the size of their Bids at any stage.

#### **5.5 REJECTION AND RESPONSIBILITY FOR UPLOAD OF BIDS**

- (a) The Designated Intermediaries are individually responsible for the acts, mistakes or errors or omission in relation to:
  - i. the Bids accepted by the Designated Intermediary,
  - ii. the Bids uploaded by the Designated Intermediary, and
  - iii. the Bid cum application forms accepted but not uploaded by the Designated Intermediary.
- (b) The BRLMs and their affiliate Syndicate Members, as the case may be, may reject Bids if all 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, NIBs and RIBs Bidders can be rejected on technical grounds listed herein.

##### **5.5.1 GROUNDS FOR TECHNICAL REJECTIONS**

Bid cum Application Forms/Application Forms can be rejected on the below mentioned technical grounds either at the time of their submission to any of the Designated Intermediaries, 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, which have been detailed at various placed in this GID:-

- (a) Bid/Applications accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB;
- (b) 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);
- (c) Bids/Applications by OCBs;

- (d) 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;
- (e) 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;
- (f) Bids/Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- (g) Bids/Applications by any person outside India if not in compliance with applicable foreign and Indian laws;
- (h) PAN not mentioned in the Bid cum Application Form/Application Forms 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 and Bids/Applications at a price more than the Cap Price;
- (l) Bids/Applications at Cut-off Price by NIBs and QIBs;
- (m) The amounts mentioned in the Bid cum Application Form/Application Forms do not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- (n) Bids/Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- (o) Submission of more than five ASBA Forms/Application Forms per ASBA Account;
- (p) Bids/Applications for number of Equity Shares which are not in multiples Equity Shares as specified in the RHP;
- (q) 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;
- (r) Multiple Bids/Applications as defined in this GID and the RHP/Prospectus;
- (s) Bids not uploaded in the Stock Exchanges bidding system.
- (t) Inadequate funds in the bank account to block the Bid/Application Amount specified in the ASBA Form/Application Form at the time of blocking such Bid/Application Amount in the bank account;
- (u) Where no confirmation is received from SCSB for blocking of funds;
- (v) Bids/Applications by Bidders (other than Anchor Investors) not submitted through ASBA process;
- (w) ASBA Bids/Applications submitted to Designated Intermediaries at locations other than the Bidding Centres or 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 Offer;
- (x) Bids/Applications not uploaded on the terminals of the Stock Exchanges;



- (y) Bids/Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form.

## 5.6 BASIS OF ALLOCATION

- (a) The SEBI ICDR Regulations, 2009 specify the allocation or Allotment that may be made to various categories of Bidders/Applicants in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP/Prospectus. For details in relation to allocation, the Bidder/Applicant may refer to the RHP/Prospectus.
- (b) Under-subscription in any category (except QIB 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) 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 Offer; it also excludes Bidding by Anchor Investors.*

Bidders can bid at any price within the price band. For instance, assume a price band of ₹20 to ₹24 per share, 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 company at various prices and is collated from bids received from various investors.

Bid Quantity	Bid Price (₹)	Cumulative Quantity	Subscription
500	24	500	16.70%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.70%
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.

- (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/Offer Opening Date. QIBs may Bid at a price higher than the Floor Price and the Allotment to the QIBs is made on a price priority basis. The Bidder with the highest Bid Amount is allotted the number of Equity Shares Bid for and then the second highest Bidder is Allotted Equity Shares and this process continues until all the Equity Shares have been allotted. RIBs, NIBs 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 Offer.** As the Offer Price is mentioned in the Fixed Price Offer 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 the Designated Intermediary.

Applicants may submit an Application Form either in physical form to the any of the Designated Intermediaries 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/Offer Opening Date.

In a fixed price Offer, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Bidders; and remaining to (i) individual investors other than Retail Individual Bidders; 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 Bidders 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 Bidder will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Bidder 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 Net Offer (excluding any Offer for Sale of specified securities). However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

### **7.1 ALLOTMENT TO RIBs**

Bids received from the RIBs at or above the Offer Price may be grouped together to determine the total demand under this category. If the aggregate demand in this category is less than or equal to the Retail Category at or above the Offer Price, full Allotment may be made to the RIBs 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 Offer Price, then the maximum number of RIBs who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to RIBs by the minimum Bid Lot (“**Maximum RIB Allottees**”). The Allotment to the RIBs will then be made in the following manner:

- (a) In the event the number of RIBs who have submitted valid Bids in the Offer is equal to or less than Maximum RIB Allottees, (i) all such RIBs 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 RIBs 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 RIBs who have submitted valid Bids in the Offer is more than Maximum RIB Allottees, the RIBs (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 NIBS

Bids received from NIBs at or above the Offer Price may be grouped together to determine the total demand under this category. The Allotment to all successful NIBs may be made at or above the Offer Price. If the aggregate demand in this category is less than or equal to the Non-Institutional Category at or above the Offer Price, full Allotment may be made to NIBs to the extent of their demand. In case the aggregate demand in this category is greater than the Non-Institutional Category at or above the Offer Price, Allotment may be made on a proportionate basis 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 Offer 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 Offer 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 Offer Price; and (iii) Equity Shares remaining unsubscribed, if any and not allocated to Mutual Funds may be available for Allotment to all QIBs as set out at paragraph 7.4(b) below;
- (b) In the second instance, Allotment to all QIBs may be determined as follows: (i) In the event of oversubscription in the QIB Category, all QIBs who have submitted Bids above the Offer 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 Offer Price will be at the discretion of the issuer in consultation with the Selling Shareholder and the BRLMs, subject to compliance with the following requirements:
  - i. not more than 60% of the QIB Category 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 ₹100 million;
    - a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹100 million and up to ₹2,500 million subject to minimum Allotment of ₹50 million per such Anchor Investor; and
    - a minimum number of five Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million or part thereof, subject to minimum Allotment of ₹50 million per such Anchor Investor.

- (b) An Anchor Investor shall make an application of a value of at least ₹100 million in the Offer.
- (c) A physical book is prepared by the Registrar on the basis of the Anchor Investor 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.
- (d) **In the event that the Offer Price is higher than the Anchor Investor Offer 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 Offer Price and the Anchor Investor Offer Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.
- (e) **In the event the Offer Price is lower than the Anchor Investor Offer Price:** Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

#### 7.5 BASIS OF ALLOTMENT FOR QIBs (OTHER THAN ANCHOR INVESTORS), NIBs AND RESERVED CATEGORY IN CASE OF OVER-SUBSCRIBED ISSUE

In the event of the Offer 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 to Anchor Investors from the Escrow Account, as per the terms of the Escrow Agreement, into the Public Issue Account with the Bankers to the

Offer. The balance amount after transfer to the Public Issue Account shall be transferred to the Refund Account. Payments of refund to the Bidders applying in the Anchor Investor Portion shall be made from the Refund Account as per the terms of the Escrow Agreement and the RHP. On the Designated Date, the Registrar to the Issue shall instruct the SCSBs to transfer funds represented by allocation of Equity Shares from ASBA Accounts into the Public Issue Account.

- (b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the 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 Offer.

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders/Applicants who have been Allotted Equity Shares in the Offer.

- (c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- (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 six Working Days of the Bid/Offer Closing Date.

## **SECTION 8: INTEREST AND REFUNDS**

### **8.1 COMPLETION OF FORMALITIES FOR LISTING AND COMMENCEMENT OF TRADING**

The Issuer shall 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 six Working Days of the Bid/Offer Closing Date. The Registrar to the Offer may initiate corporate action for credit to Equity Shares the beneficiary account with Depositories within six Working Days of the Bid/Offer 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) or 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 ₹5 lakhs but which may extend to ₹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 ₹50,000 but which may extend to ₹3 lakhs, or with both.

If the permissions to deal in and an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith take steps to refund, without interest, all moneys received from Bidders/Applicants.

If such money is not refunded to the Bidders/Applicants 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 Offer (excluding any offer for sale of specified securities), including devolvement to the Underwriters, the Issuer may forthwith, take steps to unblock the entire subscription amount received within six Working Days of the Bid/Offer Closing Date and repay, without interest, all moneys received from Anchor Investors. In case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable. In case of

under-subscription in the Offer involving a Fresh Issue and an Offer for Sale, the Equity Shares in the Fresh Issue will be issued prior to the sale of Equity Shares in the Offer for Sale.

If there is a delay beyond the prescribed time after the Issuer becomes liable to pay the amount received from Bidders, then the Issuer and every director of the Issuer who is an officer in default may on and from expiry of the prescribed period, be jointly and severally liable to repay the money, with interest at the rate of 15% per annum in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended.

### **8.2.3 MINIMUM NUMBER OF ALLOTTEES**

The 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 Offer under Regulation 26(2) of SEBI (ICDR) Regulations, 2009 but fails to Allot at least 75% of the Net Offer to QIBs, in such case full subscription money is to be refunded.

## **8.3 MODE OF REFUND**

- (a) **In case of ASBA Bids:** Within six Working Days of the Bid/Offer Closing Date, the Registrar to the Offer may give instructions to SCSBs for unblocking the amount in ASBA Accounts for unsuccessful Bids or for any excess amount blocked on Bidding.
- (b) **In case of Anchor Investors:** Within six Working Days of the Bid/Offer Closing Date, the Registrar to the Offer may dispatch the refund orders for all amounts payable to unsuccessful Anchor Investors.
- (c) In case of Anchor Investors, the Registrar to the Offer may obtain from the depositories the Bidders' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Anchor Investors in their Anchor Investor Application Forms for refunds. Accordingly, Anchor Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Anchor Investors' sole risk and neither the Issuer, the Registrar to the Offer, the Escrow Collection Banks, or the Syndicate, may be liable to compensate the Anchor Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay. Please note that refunds shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

### **8.3.1 Electronic mode of making refunds for Anchor Investors**

The payment of refund, if any, may be done through various electronic modes as mentioned below:

- (a) **NACH**—National Automated Clearing House which is a consolidated system of electronic clearing service. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including Magnetic Ink Character Recognition (MICR) code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS;
- (b) **NEFT**—Payment of refund may be undertaken through NEFT wherever the branch of the Anchor Investors' 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 Anchor Investors 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 Anchor Investors 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) **RTGS**—Anchor Investors 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.
- (d) **Direct Credit**—Anchor Investors having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;

Please note that refunds through the abovementioned modes shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

For details of levy of charges, if any, for any of the above methods, Anchor Investors may refer to RHP/Prospectus.

#### 8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the prescribed rate if Allotment is not made and refund instructions have not been given to the clearing system in the disclosed manner/instructions for unblocking of funds in the ASBA Account are not dispatched within the prescribed period.

The Issuer may pay interest at the prescribed rate for any delay beyond the prescribed period from the Bid/Offer Closing Date, if Allotment is not made.

### SECTION 9: GLOSSARY AND ABBREVIATIONS

*Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.*

<b>Term</b>	<b>Description</b>
Allotment/Allot/Allotted	The allotment of Equity Shares pursuant to the Offer to successful Bidders/Applicants
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
Allottee	An Bidder/Applicant to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in SEBI ICDR Regulations, 2009 and the Red Herring Prospectus.
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus
Anchor Investor Portion	Up to 60% 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 Supported by Blocked Amount /ASBA	An application, whether physical or electronic, used by ASBA Bidders/Applicants, to make a Bid and authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB
Application Supported by Blocked Amount Form /ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders/Applicants, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
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
ASBA Bidder	All Bidders/Applicants except Anchor Investors
Banker(s) to the Offer/Escrow Collection Bank(s)/Collecting Banker	The banks which are clearing members and registered with SEBI as Banker to the Offer with whom the Escrow Account(s) for Anchor Investors may be opened, and as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer

<b>Term</b>	<b>Description</b>
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Bidders/Applicants under the Offer
Bid	An indication to make an offer during the Bid/Offer Period by a prospective Bidder pursuant to submission of Bid cum Application Form or during the Anchor Investor Bid/Offer 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 Amount	The highest value of the optional Bids indicated in the Bid cum Application Form and payable by the Bidder 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 Anchor Investor Application Form or the ASBA Form, as the context requires
Bid/Offer Closing Date	Except in the case of Anchor Investors (if applicable), the date after which the Designated Intermediaries may not accept any Bids for the Offer, 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. Bidders/Applicants may refer to the RHP/Prospectus for the Bid/Offer Closing Date
Bid/Offer Opening Date	The date on which the Designated Intermediaries may start accepting Bids for the Offer, 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. Bidders/Applicants may refer to the RHP/Prospectus for the Bid/Offer Opening Date
Bid/Offer Period	Except in the case of Anchor Investors (if applicable), the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date inclusive of both days and during which prospective ASBA Bidders/Applicants can submit their Bids, inclusive of any revisions thereof. The Issuer may consider closing the Bid/Offer Period for QIBs one working day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations, 2009. Bidders/Applicants may refer to the RHP/Prospectus for the Bid/Offer Period
Bidder/Applicant	Any prospective investor who makes a Bid/Application 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/Applicants should be construed to mean an Applicant
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 Offer is being made
Broker Centres	Broker centres notified by the Stock Exchanges, where Bidders/Applicants can submit the ASBA Forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered 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 Offer 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 Saturday (except 2 <sup>nd</sup> and 4 <sup>th</sup> Saturday of a month and public holidays)
CAN/Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bid/Offer Period
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Bidder/Applicants 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 Offer Price and the Anchor Investor Offer 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
Collecting Depository Participant or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Cut-off Price	Offer Price, finalised by the Issuer in consultation with the Book Running Lead Manager(s), which can be any price within the Price Band. Only RIBs, 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



<b>Term</b>	<b>Description</b>
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 Bidders/Applicants (excluding Anchor Investors) and a list of which is available on <a href="http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html">http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html</a>
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges ( <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> )
Designated Date	The date on which funds are transferred by the Escrow Collection Bank(s) from the Escrow Account and 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 Intermediaries	Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorised to collect ASBA Forms from the ASBA Bidders, in relation to the Offer
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges ( <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> )
Designated Stock Exchange	The designated stock exchange as disclosed in the RHP/Prospectus of the Issuer
Discount	Discount to the Offer 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 promoters. 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 Anchor Investors may transfer money through NEFT/RTGS/Direct Credit in respect of the Bid Amount when submitting a Bid
Escrow Agreement	Agreement to be entered into among the Issuer, the Registrar to the Offer, the Book Running Lead Manager(s), the Escrow Collection Bank(s) and the Refund Bank(s) for collection of the Bid Amounts from Anchor Investors and where applicable, remitting refunds of the amounts collected to the Anchor Investors on the terms and conditions thereof
Escrow Collection Bank(s)	Refer to definition of Banker(s) to the Offer
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
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 Offer is being made
Floor Price	The lower end of the Price Band, at or above which the Offer Price and the Anchor Investor Offer 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
Issuer/Company	The Issuer proposing the initial public offering/further public offering as applicable
Maximum RIB Allottees	The maximum number of RIBs who can be Allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIBs 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

<b>Term</b>	<b>Description</b>
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
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the RHP/Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Offer	The Offer less reservation portion
Non Institutional Bidders or NIBs	All Bidders/Applicants, including 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 ₹200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The portion of the Offer being such number of Equity Shares available for allocation to NIBs 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, FPIs and FVCIs registered with SEBI
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	Public issue of Equity Shares of the Issuer including the Offer for Sale if applicable
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 Bidders in a Fixed Price Issue. These include individual applicants other than Retail Individual Bidders and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for
Offer Price	The final price, at which the Equity Shares may be Allotted to Bidders other than Anchor Investors, in terms of the Red Herring Prospectus. The Offer Price will be decided by our Company, in consultation with the Selling Shareholders' Committee and the Book Running Lead Manager(s) on the Pricing Date.
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 Offer may be decided by the Issuer in consultation with the Book Running Lead Manager(s) and advertised, at least five working days in case of an IPO and one working day in case of FPO, prior to the Bid/Offer 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 Selling Shareholders' Committee and the Book Running Lead Manager(s), will finalise the Offer 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 Offer Price, the size of the Offer and certain other information
Public Issue Account	A Bank account opened with the Banker to the Offer to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date
QIB Category	The portion of the Offer 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 Offer. The RHP may be filed with the RoC at least three days before the Bid/Offer 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 to Anchor Investors, if any, of the whole or part of the Bid Amount may be made
Refund Bank(s)	Refund bank(s) as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer

<b>Term</b>	<b>Description</b>
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar to the Offer/RTO	The Registrar to the Offer 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 Offer reserved for such category of eligible Bidders/Applicants as provided under the SEBI ICDR Regulations, 2009
Retail Individual Bidders/RIBs	Investors who applies or bids for a value of not more than ₹200,000.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than ₹200,000.
Retail Category	The portion of the Offer being such number of Equity Shares available for allocation to RIBs which shall not be less than the minimum Bid Lot, subject to availability in RIB 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 indicated 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 <a href="http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html">http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html</a>
Specified Locations	Refer to definition of Broker Centres
Stock Exchanges/SE	The stock exchanges as disclosed in the RHP/Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Offer are proposed to be listed
Syndicate	The Book Running Lead Manager(s) and the Syndicate Member
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of Bid cum Application Form by Syndicate Members
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)
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 second and fourth Saturdays of the month, Sundays or public holidays, on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Offer Period, shall mean all days except Saturday, Sunday and public holidays on which commercial banks in Mumbai are open for business and (c) the time period between the Offer Closing Date and the listing of the Equity Shares on the Stock Exchange(s), shall mean all trading days of the Stock Exchange(s) excluding Sundays and bank holidays, as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016.

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India (“**Industrial Policy**”) and FEMA. While the Industrial Policy 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. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Accordingly, the process for foreign direct investment (“**FDI**”) and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the DIPP.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. DIPP issued Consolidated FDI Policy Circular of 2017 (“**FDI Policy 2017**”), which with effect from August 28, 2017. The FDI policy incorporates the changes made in the past year, including liberalisation of sectors such as construction, defence, broadcasting, single brand retail trading and LLPs. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2017 will be valid until the DIPP issues an updated circular.

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 FDI Policy 2016 and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI and the 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 under the Securities Act or any state securities laws in the United States, and unless so registered, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in accordance with any applicable U.S. state securities laws. The Equity Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S and the applicable laws of each jurisdictions where such offers and sales are made. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

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 ARTICLES OF ASSOCIATION

*Pursuant to the Companies Act and the SEBI Regulations, the main provisions of the Articles of Association are detailed below. Capitalised terms used in this section have the meaning given to them in the Articles of Association. Each provision below is numbered as per the corresponding article number in the Articles of Association and defined terms herein have the meaning given to them in the Articles of Association.*

1	The regulations contained in Table F, in the First Schedule to the Companies Act, 2013, shall apply to this Company, to the extent to which they are not modified, varied, amended or altered by these articles.
<b>INTERPRETATION</b>	
2	<p>(1) In these Articles —</p> <p>(a) “Act” means the Companies Act, 2013 along with the relevant Rules made there under, in force and any statutory amendment thereto or replacement thereof and including any circulars, notifications and clarifications issued by the relevant authority under the Companies Act, 2013, and applicable and subsisting provisions of the Companies Act, 1956, if any, along with relevant Rules made there under.</p> <p>(b) “Articles” means these articles of association of the Company or as altered from time to time.</p> <p>(c) “Board of Directors” or “Board”, means the collective body of the directors of the Company.</p> <p>(d) “Company” means Galaxy Surfactants Limited.</p> <p>(e) “Rules” means the applicable rules for the time being in force as prescribed under relevant sections of the Act.</p> <p>(f) “Seal” means the common seal of the Company.</p> <p>(2) Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender.</p> <p>(3) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or the Rules, as the case may be.</p>
3	Copies of the Memorandum and Articles of Association and other documents mentioned in Section 17 of the Act shall be furnished by the Company to any member at his request within seven days of the requirement subject to the payment of a fee (if any) as may be required by the Directors and is permitted by the Act.
<b>SHARES</b>	
4	<p>(1) The authorized share capital of the Company shall be such amount and be divided into such class, number or kind of Shares as may from time to time, be provided in Clause V of the Memorandum of Association of the Company.</p> <p>(2) Subject to the provisions of the Act and these Articles, the Board of Directors shall be empowered to modify, increase the share capital and to divide the Shares for the time being into several classes and attach thereto preferential, deferred, qualified, or special rights or conditions, as may be determined by or in accordance with the Act or Articles or terms of issue and to vary, modify or abrogate any such rights, privileges or conditions in such manner, as may be for the time being provided for by the Act or Articles or the terms of issue.</p>
5	<p>The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:</p> <p>(a) Equity share capital:</p> <p style="padding-left: 40px;">(i) with voting rights; and / or</p> <p style="padding-left: 40px;">(ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and</p> <p>(b) Preference share capital</p>
6	<p>(1) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied with the consent in writing, of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.</p> <p>(2) To every such separate meeting, the provisions of these Articles relating to general meetings shall <i>mutatis mutandis</i> apply.</p>
7	The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking <i>pari passu</i> therewith.
8	Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which, at the option of the Company, are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.
9	<p>(1) Subject to the provisions of the Act, where at any time, the Company proposes to increase its subscribed share capital by the issue of further Shares, such Shares shall be offered—</p> <p style="padding-left: 40px;">(a) to persons who, at the date of the offer, are holders of equity Shares of the Company in proportion, as nearly as circumstances admit, to the paid-up share capital on those Shares at that date by sending a letter of offer,</p>

	<p>(b) such offer shall be made by notice specifying the number of Shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined,</p> <p>(c) 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; and the notice referred above shall contain a statement of this right,</p> <p>(d) After the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the Shares offered, the Board may dispose of them in such manner which is not dis-advantageous to the shareholders and the Company,</p> <p>(2) Subject to the provisions of the Act and the Rules, the Company may issue further Shares to employees under a scheme of employees' stock option, subject to special resolution passed by the Company and in conformity with the provisions prescribed under the Act and in the Rules or the Articles or other applicable laws, if any</p> <p>(3) The Company may also issue further Shares in accordance with the provisions of the Act, the Rules and other applicable laws, to any person(s), if authorised by a special resolution, whether or not those person(s) include the person(s) referred to in Section 62(1)(a)/(b) of the Act, either for cash or for a consideration other than cash,</p> <p>(4) Nothing in this Article shall apply to the increase of the subscribed capital caused by the exercise of an option as a term attached to the debentures issued or loan raised by the Company to convert such debentures or loans into Shares in the Company, provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the Company in general meeting.</p>
	<b>CERTIFICATES</b>
10	<p>(1) Subject to the provisions of the Act, every Member or allottee of Shares or Securities of the Company shall be entitled to receive one certificate specifying the name of the person(s) in whose favour it is issued, the Shares /security, as the case may be, to which it relates, the certificate number and the amount paid up thereon. Such certificate shall be issued only in pursuance of a resolution passed by the Board or a Committee of the Board in this regard and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in case of issue against letters of acceptance or of renunciation or in case of issue of bonus shares. Provided that if the letter of allotment is lost or destroyed, the Board may impose such reasonable terms, if any, as to seek supporting evidence and indemnity and the payment of out-of-pocket expenses incurred by the Company in investigating evidence, as it may think fit.</p> <p>(2) Subject to the Act, every share certificate shall be issued under the Seal of the Company which shall be affixed in the presence of and signed by two Directors, duly authorised by the Board for the purpose or persons acting on behalf of the Directors or the Committee of the Board if so authorised by the Board; and the Secretary or any other person authorised by the Board for the purpose, provided that, if the composition of the Board permits of it, atleast one of the aforesaid two directors shall be persons other than a Managing or a Whole time Director. The share certificate issued shall be in conformity with the provisions of the Act and the Rules. Further, a director/authorized representative, shall deemed to have signed the share certificate if their respective signature(s) are printed thereon as a facsimile signature by means of any machine, equipment or other mechanical means such as engraving in metal or lithography, or digitally signed, but not by means of a rubber stamp.</p> <p>(3) The particulars of every certificate issued in accordance with the provisions of these Articles, the Act and the Rules, shall be the <i>prima facie</i> evidence of the title of the person of such Shares and the particulars of every such share certificate issued shall be entered in the register of Members maintained by the Company under the Act read with the relevant Rules along with the name(s) of the person(s) to whom it has been issued, indicating the date of the issue.</p> <p>(4) Subject to the provisions of the Act, in respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.</p> <p>(5) Every person whose name is entered as a Member in the Register of Members shall be entitled to receive within two months after allotment or within one month registration of transfer or transmission, or such time as may be required under the Act and the Rules —</p> <p style="padding-left: 40px;">(a) one certificate for all his Shares without payment of any charges; or</p> <p style="padding-left: 40px;">(b) several certificates issued for one or more of his Shares, upon payment of such fee as the Board may deem fit, for every certificate or such charges as may be fixed by the Board for each certificate after the first. The charges may be waived off by the Company.</p> <p>(6) Every person whose name is entered as a Member in the Register of Members shall be entitled, in respect of their shareholding, to seek consolidation or sub-division of their holdings and the issue of one or several certificates in respect of such holdings, upon payment of such fee as the Board may deem fit, subject to applicable law. The charges may be waived off by the Company.</p>
11	A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialised state with a depository. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.
12	If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for

	<p>endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Board deems adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of fees for each certificate as may be fixed by the Board.</p>
13	<p>The provisions of the foregoing Articles relating to issue of certificates shall <i>mutatis mutandis</i> apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.</p>
14	<p>Dematerialization of Securities:</p> <p>(1) Definitions: For the purpose of this Article:  “Beneficial owner” means a person or persons whose name is recorded in the Register maintained by a Depository under the Depositories Act, 1996.  “SEBI” means the Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992.  “Security” means such security as may be specified by SEBI from time to time and includes all kinds of shares or debentures which may be issued from time to time by the company and which are entitled to be dematerialized.  “Members” in respect of dematerialized shares means the beneficial owner thereof, i.e. the person or persons whose name is recorded as a beneficial owner in the register maintained by a Depository under the Depositories Act, 1996, and in respect of the shares, the person or persons whose name is duly registered as a holder of a share in the Company from time to time and includes the subscribers to the Memorandum of Association.  “Corporate benefits” means and includes the benefits like dividend on the shares, interest on debentures, rights, options and bonus entitlements which may at any time be bestowed on the holders of the securities by virtue of holding the securities.</p> <p>(2) Dematerialization of securities:-  Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing Securities, rematerialize its Securities held in the Depositories and/or to offer its fresh securities in a dematerialized form pursuant to the provisions of the Depositories Act, 1996, and the rules framed there under, if any.</p> <p>(3) Issue of securities and option for investors:-  The Company may exercise the option to issue, deal in or hold the Securities 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 the matters connected therewith, or incidental thereof shall be governed by Depositories Act, 1996.  Every person subscribing to the Securities offered by the Company shall have the option to receive Security Certificates or may exercise option to issue, deal-in or to hold the Securities with a Depository in electronic form and the certificates in respect thereof shall be dematerialised. Such a person who is the Beneficial Owner of the Securities can at any time opt out of a Depository, if permitted by the law, in respect of any Security in the manner provided by the Depositories Act, and the Company shall, in the manner and within the time prescribed, issue to the Beneficial Owner the required Certificate of Securities.  If a person opts to hold his Security with a Depository, then notwithstanding anything to the contrary contained in the Act or in these Articles, the Company shall intimate such Depository the details of the allotment of the Security, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the Security.</p> <p>(4) Securities of the depository mode to be in fungible form:-  All securities held in the depository mode with a depository shall be dematerialized and be in fungible form. Nothing contained in section 89, of the Act shall apply to such securities held by a depository owner, in respect of the Securities held by it on behalf of the Beneficial Owner.</p> <p>(5) Right of Depositories and Beneficial Owners:-  (a) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.  (b) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have other membership rights or be entitled to the corporate benefits that may accrue to the members of the company.  (c) Every person holding securities of the Company and whose name is entered as the beneficial owner in the register maintained by a depository shall be deemed to be a member of the Company. The beneficial owner of securities shall alone be entitled to all the rights and benefits and be subject to all the liabilities like payment of unpaid call monies and furnishing of such information as may be necessary to enable the company to enter his name in the register and index of beneficial owners or other records as applicable, in respect of the securities held in the depository mode of which he is the beneficial owner.</p> <p>(6) Service of documents on company:-  Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository mode, the records of the beneficial owner may be served by a depository on the company by means of electronic mode or by delivery of floppies or discs or any other electronic media.</p> <p>(7) Service of notice on beneficial owners:-</p>

	<p>Wherever required, the company may serve a notice for any purpose under the Act in accordance with the provisions of section 20 of the Act or as permissible under any law or statute for the time being in force.</p> <p>(8) Transfer of securities:- Nothing contained in section 56(1) and section 89 of the Act shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered in the Register maintained under the Depositories Act, 1996.</p> <p>(9) Allotment of Securities dealt with a depository Notwithstanding anything contained in the Act or the Articles, where Securities are dealt with by a Depository, the Company shall intimate the details thereof to the Depository immediately on allotment of such Securities.</p> <p>(10) Distinctive numbers of securities held in depository mode:- Nothing contained in the Act or under these Articles regarding the necessity of having distinctive numbers for securities issued by the company shall apply to the securities held in the depository mode.</p> <p>(11) Register and index of members:- (a) The Company shall cause to be kept a Register and Index of members in accordance with all applicable provisions of the Act and the Depositories Act, 1996 with details of shares in material and dematerialized forms in any media as may be permitted by law, including in any form of electronic media. The Company shall be entitled to keep in any country outside India a branch Register of beneficial owners residing outside India. (b) The register and index of beneficial owners maintained by a depository under the Depositories Act, 1996 shall be deemed to be Register and index of members and holders of securities for the purposes of these Articles and the Act.</p> <p>(12) Issue of Share Certificates:- In the case of transfer and transmission of shares where the Company has not issued any certificates and where such shares are being held in an electronic and fungible form in a Depository, the provisions of the Depositories Act, 1996 shall apply."</p>
	<b>LIEN</b>
15	<p>(1) The Company shall have a first and paramount lien 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.</p> <p>Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this regulation.</p> <p>(2) The fully paid Shares shall be free from all lien and Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares for any money owing to the Company.</p> <p>(3) Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company's lien.</p>
16	<p>Subject to the provisions of the Act, 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—</p> <p>(a) unless a sum in respect of which the lien exists is presently payable; or</p> <p>(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.</p>
17	<p>(1) Subject to the provisions of the Act, to give effect to any such sale, the Board may authorize any person for the sale of shares to the purchaser thereof.</p> <p>(2) The purchaser shall be registered as the holder of the shares comprised in any such transfer.</p> <p>(3) The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share.</p> <p>(4) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale.</p>
18	<p>(1) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.</p> <p>(2) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.</p>
19	<p>In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.</p>
20	<p>The provisions of these Articles relating to lien shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.</p>
	<b>CALLS</b>
21	<p>(1) The Board may, from time to time subject to the provisions of the Act, make such calls as it thinks fit, upon</p>



	<p>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, by the Board, to the person or persons and at the times and places appointed by the Board</p> <p>(2) Fifteen days, or such other period as specified by the Act, notice in writing of any call shall be given by the Company specifying the time and place of payment and the person or persons to whom such call shall be paid.</p> <p>(3) Subject to the provisions of the Act, the Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more members as the Board may deem appropriate in any circumstances.</p> <p>(4) A call may be revoked or postponed at the discretion of the Board.</p>
22	A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed at a meeting of the Board.
23	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
24	<p>(1) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof (the "due date"), the person from whom the sum is due shall pay interest thereon from the due date to the time of actual payment at such rate as may be fixed by the Board from time to time or such rate as may be prescribed under the Act, but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such Member</p> <p>(2) The Board shall be at liberty to waive payment of any such interest wholly or in part.</p>
25	<p>(1) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.</p> <p>(2) In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.</p>
26	<p>The Board –</p> <p>Subject to the provisions of the Act, the Board may, if it thinks fit, agree to and receive from any Member willing to advance the same, all or any part of the amounts of his respective Shares beyond the sums actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the Shares on account of which such advances are made, the Board may pay or allow interest, at such rate as the Board may fix from time to time. The Board may at any time agree to repay any amounts so advanced or may at any time repay the same upon giving to the Member three months notice in writing. Provided that moneys paid in advance of calls on any shares may carry interest but shall not confer a right to dividend or to participate in profits.</p>
27	No Member paying any such sum in advance shall be entitled to voting right in respect of the moneys so paid by him until the same would but for such payment become presently payable.
28	If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by installments, then every such installment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.
29	<p>All calls shall be made on a uniform basis on all shares falling under the same class.</p> <p><i>Explanation:</i> Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.</p>
30	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.
31	Subject to the provisions of the Act and other applicable provisions of the applicable laws including Regulations issued by SEBI, on the trial of or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any moneys claimed to be due to the Company in respect of whose Shares the money is sought to be recovered, it shall be sufficient to prove that the name of the member appears entered in the Register of Members as the holder, at or subsequently at the date at which the money is sought to be recovered is alleged to have become due on the Shares in respect of which such money is sought to be recovered 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 sued in pursuance of these Articles and that it shall not be necessary to prove the appointment of the directors who made such call, nor that a quorum of directors was present at the Board at which any call was made nor that meeting at which any call was made was duly convened or constituted nor any other matters whatsoever but the proof of the matter aforesaid shall be conclusive evidence of the debt. Provided that option or right to call of shares shall not be given to any person or persons except with the sanction of the Company in the general meeting.
32	The provisions of these Articles relating to calls shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.
<b>TRANSFER OF SHARES</b>	
33	(1) The instrument of transfer of any Securities in the Company shall be in a prescribed form in accordance with the

	<p>requirements of the Act read with the Rules, executed by or on behalf of both the transferor and transferee and specifying the name, address and occupation, if any, and has been delivered to the Company along with the certificates relating to the Security, or if no such certificate is in existence, along with the letter of allotment of the Security.</p> <p>Provided that the instrument of transfer for Securities of the Company shall be in common form and in writing and all provision of the Act and statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof.</p> <p>Provided that, subject to the provisions of the Act, Rules and other applicable provisions, where on an application in the prescribed form in writing made to the Company by the transferee and bearing the stamp required for an instrument of transfer, it is proved to the satisfaction of the Board that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost or where the instrument of transfer has not been delivered within the prescribed period, the Company may register the transfer on such terms as to indemnity as the Board may think fit.</p> <p>Provided further that nothing in this Article shall prejudice any power of the Company to register as Security holder, any person to whom the right to any Security in the Company has been transmitted by operation of law.</p> <p>(2) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.</p> <p>Provided nothing in this Article shall apply to transfer of Securities held in dematerialized form through depository.</p>
34	The Company shall keep a 'Register of Transfer' and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any Share held.
35	Notwithstanding anything contained in these Articles, in case of transfer of Shares or Securities held in electronic or fungible form, the provisions of the Depositories Act, 1996, or statutory modification or re-enactment thereof shall apply. Provisions of the Act, relating to progressive numbering shall not apply to the Securities of the Company which have been dematerialised.
36	<p>The Board may, subject to the right of appeal conferred by the Act decline to register –</p> <p>(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or</p> <p>(b) any transfer of shares on which the Company has a lien.</p> <p>Provided that the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.</p>
37	<p>In case of shares held in physical form, the Board may decline to recognise any instrument of transfer unless –</p> <p>(a) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act;</p> <p>(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and</p> <p>(c) the instrument of transfer is in respect of only one class of shares</p>
38	<p>On giving of previous notice of at least seven days or such lesser period in accordance with the Act and Rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:</p> <p>Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty five days in the aggregate in any year.</p>
39	The provisions of these Articles relating to transfer of shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.
	<b>TRANSMISSION OF SHARES</b>
40	<p>(1) Subject to the provisions of the Act, on the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares or any other person as may be required by law from time to time.</p> <p>(2) Nothing in clause (1) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.</p>
41	<p>(1) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either –</p> <p>(a) to be registered himself as holder of the share; or</p> <p>(b) to make such transfer of the share as the deceased or insolvent member could have made.</p> <p>(2) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.</p> <p>(3) The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.</p>
42	<p>(1) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.</p> <p>(2) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.</p> <p>(3) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.</p>
43	Subject to the provisions of the Act, a person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the

	registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company: Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.
44	The provisions of these Articles relating to transmission by operation of law shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.
	<b>FORFEITURE AND SURRENDER</b>
45	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 judgment 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.
46	Subject to the provisions of the Act, the notice aforesaid shall: (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
47	If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
48	Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his shares, nor any indulgence that may be granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture in respect of such shares as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture.
49	When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.
50	The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.
51	(1) A forfeited share shall be deemed to be the property of the Company and may be sold or re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Board thinks fit. (2) At any time before a sale, re-allotment or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
52	(1) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay, and shall pay, to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares. (2) 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. (3) 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.
53	(1) Subject to the provisions of the Act, a duly verified declaration in writing that the declarant is a director, the manager or the secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share; (2) The Company may receive the consideration, if any, given for the share on any sale, re-allotment or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of; (3) The transferee shall thereupon be registered as the holder of the share; and (4) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.
54	Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.

55	Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.
56	The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.
57	The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
58	The provisions of these Articles relating to forfeiture of shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company
	<b>INCREASE, REDUCTION AND ALTERATION IN CAPITAL</b>
59	(1) 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, so however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; (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, and diminish the amount of its share capital by the amount of the shares so cancelled. (2) The cancellation of shares in pursuance of this Article shall not be deemed to be a reduction of capital within the meaning of the Act.
60	(1) Any further issue of Shares may be made in any manner whatsoever as the Board may determine including by way of private placement offer, rights issue or preferential offer, subject to these Articles and in accordance with the provisions of the Act including Sections 42, 43, 47, 50, 62 and other applicable provisions of the Act. (2) Except so far as otherwise provided by the conditions of 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 instalments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise. (3) Any offer for sale shall be in accordance with the Section 28 and other applicable provisions of the Act.
61	Where shares are converted into stock: (1) 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; (2) The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage; (3) 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.
	<b>JOINT- HOLDERS</b>
62	Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint holders with benefits of survivorship, subject to the following and other provisions contained in these Articles and the Act: (1) The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such share. (2) On the death of any one or more of such joint holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person. (3) Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share (4) Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.

	<p>(5) (i) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.</p> <p>(ii) The provisions of these Articles relating to joint holders of shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company registered in joint names.</p>
	<b>CAPITALISATION</b>
63	<p>(1) Subject to the provisions of Section 63 and any other applicable provisions, if any, of the Act, the Rules and other applicable laws for the time being, the Company in General Meeting may resolve that the whole or any part of the undivided profits of the Company for the time being standing to the credit of the free reserve account or the Capital Redemption Reserve account or the Securities Premium Account, or any amount representing premium received on the issue of Shares, debentures, debenture-stock or any other Securities, any other reserve/fund which may be permitted to be utilized in this regard under the Act, the Rules and other applicable laws, may be capitalised and distributed amongst the Members of the Company, in proportion to the amounts paid-up or credited as paid-up thereon, as fully paid up bonus Shares or the resolution of such issue may require wherever such a resolution as aforesaid shall have been passed, the Board shall have the power to generally do all acts and things required to give effect thereto.</p> <p>(2) The Board for the purpose of this Article shall have power—</p> <p style="padding-left: 40px;">a) to make such provisions, by the issue of fractional certificates/coupons or by payment in cash or otherwise as it thinks fit, for the case of shares or other securities becoming distributable in fractions; and</p> <p style="padding-left: 40px;">b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares or other securities to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares.</p> <p>(3) Any agreement made under such authority shall be effective and binding on such members.</p>
	<b>UNDERWRITING AND BROKERAGE</b>
64	<p>(1) The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the Rules.</p> <p>(2) The rate or amount of the commission shall not exceed the rate or amount prescribed in the Rules.</p> <p>(3) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.</p>
	<b>BUY-BACK OF SHARES</b>
65	Notwithstanding anything contained in these Articles but subject to the provisions of the Act, the Rules and any other applicable law for the time being in force, the Company may purchase its own Shares or other specified Securities whether or not they are redeemable, at such price and on such terms and conditions as the Board may deem fit and proper in the best interests of the Company.
	<b>REDUCTION OF SHARE CAPITAL</b>
66	<p>Subject to the provisions of the Act (including Sections 52, 55 and 66), the Rules framed thereunder and other applicable laws, the Company may by passing a special resolution, or in any manner and in particular and without prejudice to the generality of the foregoing power, may -</p> <p style="padding-left: 40px;">(a) extinguish or reduce the liability on any of its Shares in respect of share capital not paid-up;</p> <p style="padding-left: 40px;">(b) either with or without extinguishing or reducing liability on any of its Shares, (i) cancel any paid-up share capital which is lost, or is unrepresented by available assets; or (ii) pay off any paid up share capital which is in excess of the wants of the Company, and may, if and so far as necessary alter its Memorandum by reducing the amount of its share capital and of its Shares accordingly; or</p> <p style="padding-left: 40px;">(c) reduce any amount standing to the credit of the Securities Premium Account;</p> <p style="padding-left: 40px;">(d) reduce any amount standing to the credit of the Capital Redemption Reserve Account; and</p> <p style="padding-left: 40px;">(e) any other amount standing to the credit of any other reserve or fund of capital nature</p>
	<b>MODIFICATION OF CLASS RIGHTS</b>
67	<p>(1) If at any time the share capital is divided into different classes of shares, the right attached to any class (unless otherwise provided by the terms of issue of shares of that class) may, subject to the provisions of section 48 of the Act, and whether or not the Company is being wound up, be varied with the consent in writing of holders of not less than three-fourth of the issued shares of the class, or with sanction of a special resolution passed at a separate meeting of the holders of shares of that class.</p> <p>(2) To every such separate meeting, the provisions of these regulations relating to general meeting shall apply <i>mutatis mutandis</i>.</p>
	<b>GENERAL MEETINGS</b>
68	<p>(1) The Company shall in each year hold in addition to any other meeting a General Meeting, as its Annual General Meeting in accordance with the provisions of the Act and the Rules made thereunder and shall specify the meeting as such in the notice calling it and, except in the case where the registrar of companies, has given an extension of time for holding any Annual General Meeting, not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. However, the Annual General Meeting shall be held within a period of six months from the date of closing of the financial year of the Company.</p>



	<p>(2) Further, if the Registrar of Companies, for any special reason has extended the time within which any Annual General Meeting (not being first Annual General Meeting) meeting may be held, then the meeting may be held within such additional time.</p> <p>(3) Subject to the provisions of the Act, any Member of a Company entitled to attend and vote at a General Meeting of Company shall be entitled to appoint another person (whether a Member or not) as his proxy to attend and vote instead of himself; but a proxy so appointed shall not have any right to speak at the meeting. Provided that unless where the proxy is appointed by a body corporate, a proxy shall not be entitled to vote except on a poll.</p>
69	All General Meetings other than Annual General Meeting shall be called Extraordinary General Meeting.
70	The Board may, whenever it thinks fit, call an Extraordinary General Meeting in accordance with and subject to the provisions of the Act.
71	Subject to the provisions of the Act, every Annual General Meeting shall be called during business hours, that is between 9 a.m. to 6 p.m. on any day that is not a national holiday and shall be held either at the Registered Office of the Company or at some other place within the city or town or village in which the Registered Office of the Company is situated for the time being. For the purpose of this clause, National Holiday includes Republic Day i.e. 26th January, Independence Day i.e. 15th August, Gandhi Jayanti i.e. 2nd October and such other day as may be declared as National Holiday by the Central Government.
	<b>PROCEEDINGS AT GENERAL MEETINGS</b>
72	No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided herein, the quorum for the General Meetings shall be as provided in the Act.
73	<p>(1) Subject to the provisions of the Act, if within half an hour from the time appointed for holding a Meeting of the Members, a quorum is not present, the meeting, if called by or upon the requisition of Members, shall stand cancelled and in any other case, shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place, as the Board may determine.</p> <p>(2) Provided that in case of an adjourned meeting or of a change of day, time or place of meeting, the Company shall give not less than three days or such period as provided under the Act and Rules, notice to the Members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the Company is situated.</p> <p>(3) If at the adjourned meeting also, a quorum is not present within half an hour from the time appointed for holding the meeting, the Member present shall be quorum</p>
74	Any General Meeting of the Company (including Annual General Meeting) may be called by giving not less than clear twenty-one days' notice in writing or through any electronic mode, as prescribed under the Act.
75	A General Meeting may be called after giving notice shorter than that specified in sub-regulation (1) hereof, if consent is accorded thereto in writing or through electronic mode, by Members of the Company, who are entitled to vote at the General Meeting and holding not less than ninety-five per cent of such part of the paid -up share capital of the Company as gives a right to vote at the General Meeting in accordance with the provisions of the Act and the Rules.
76	No business shall be discussed or transacted at any General Meeting except election of Chairperson whilst the chair is vacant.
77	The Chairperson of the Company shall preside as Chairperson at every General Meeting of the Company.
78	If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
79	If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall, by poll or electronically, choose one of their members to be Chairperson of the meeting.
80	On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.
81	Subject to the provisions of the Act, any accidental omission to give any such notice as aforesaid to or the non-receipt thereof by any Member or other person to whom it should be given, shall not invalidate the proceedings of any such meeting
82	Every Resolution submitted to a General Meeting shall be decided in the first instance by a show of hands, if allowed under the Act or by poll as provided in Section 109 of the Act or by voting which is carried out electronically, if applicable, under the Act.
83	<p>(1) The Company shall cause minutes of the proceedings of every general meeting or the meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.</p> <p>(2) Subject to the provisions of the Act, there shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting -</p> <ol style="list-style-type: none"> <li>a) Is, or could reasonably be regarded, as defamatory of any person; or</li> <li>b) is irrelevant or immaterial to the proceedings; or</li> <li>c) is detrimental to the interests of the Company.</li> </ol>

	<p>(3) The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.</p> <p>(4) The minutes of the meeting kept in accordance with the provisions of the Act shall be conclusive evidence of the proceedings recorded therein.</p>
84	<p>(1) The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall:</p> <ol style="list-style-type: none"> <li>a) be kept at the registered office of the Company; and</li> <li>b) be open to inspection of any member without charge, during 11.00 a.m. to 1.00 p.m. on all working days other than Saturdays and Sundays.</li> </ol> <p>2) Any Member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in Article 84 (1) above, provided that a Member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.</p>
85	<p>The Board, and also any person(s) authorised by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.</p>
	<b>ADJOURNMENT OF MEETING</b>
86	<p>(1) The Chairperson may, suo motu, adjourn the meeting from time to time and from place to place.</p> <p>(2) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</p> <p>(3) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.</p> <p>(4) Save as aforesaid, and save as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</p>
	<b>VOTES OF MEMBERS</b>
87	<p>Subject to any rights or restrictions for the time being attached to any class or classes of shares -</p> <ol style="list-style-type: none"> <li>(a) on a show of hands, every Member not disqualified to vote under the Act or under these Articles, present in person (or being a body corporate present by a representative duly authorised) shall have one vote; and</li> <li>(b) on voting by electronic means i.e. e-voting or a poll, the voting rights of Members not disqualified to vote under the Act or under these Articles, when present in person (including a body corporate by a duly authorised representative)] or by an agent duly authorised under a Power of Attorney or by proxy shall be in proportion to his Share in the paid-up equity share capital of the company.</li> </ol> <p>Provided, however, if any preference shareholder be present at any meeting of the Company, save as provided in second proviso to sub-section (2) of Section 47 of the Act and other relevant provisions of the Act and the Rules framed thereunder, he shall have a right to vote only on resolutions before the meeting which directly affect the rights attached to his preference Shares and any resolution for the winding up of the company or for the repayment or reduction of its equity or preference share capital. A Member is not prohibited from exercising his voting rights on the ground that he had not held his Shares or interest in the Company for any specified period preceding the date on which the vote is taken.</p>
88	<p>A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.</p>
89	<p>(1) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.</p> <p>(2) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</p>
90	<p>A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.</p>
91	<p>Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.</p>
92	<p>Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.</p>
93	<p>No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid or in regard to which the Company has exercised any right of lien.</p>
94	<p>A member is not prohibited from exercising his voting on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other</p>

	ground not being a ground set out in the preceding Article.
95	Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.
	<b>PROXY</b>
96	Subject to the provisions of the Act, 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, provided that a proxy so appointed shall not have any right to speak at the meeting and shall not be entitled to vote except on poll. A person appointed as proxy shall act on behalf of such Member or number of Members not exceeding fifty (50) and such number of Shares as prescribed under the Act and the Rules issued thereunder.
97	An instrument appointing a proxy shall be in the form as prescribed in the Rules.
98	Subject to the provisions of the Act, the instrument appointing a proxy and the Power of Attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the Registered Office of the Company not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
99	A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.
	<b>DIRECTORS</b>
100	The First Directors of the Company were as under: 1. Mr. U. Shekhar 2. Mr. G. Ramakrishnan 3. Mr. S. R. Shanbhag 4. Mr. S. D. Patil
101	Unless otherwise determined by the Company in General Meeting, the number of directors shall not be less than 3 (three) and shall not be more than 15 (fifteen) or such number as may be fixed by the Act, from time to time. Provided that, if the number of directors exceeds 15 or such other limit prescribed under the Act prior permission of the Company by way of Special Resolution shall be obtained.
102	(1) Subject to the provisions of the Act, the Board shall have the power to determine the directors, whose period of office is or is not liable to retire by rotation. A retiring director shall be eligible for re-election. (2) The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.
103	Subject to the provisions of Section 149, other applicable provisions of the Act, the Rules and the provisions of other applicable laws or other rules and regulations in force which are applicable, the Board shall appoint such number of Independent Directors as may be necessary, and the appointment of such Independent Directors, shall be approved in the General Meeting. The Independent Directors of the Company shall have such qualifications and shall perform such functions, duties, roles and responsibilities as may be prescribed under the Act, the Rules and other applicable laws. Subject to the provisions of the Act, the Rules and other applicable laws, the Independent Directors of the Company, shall be entitled to receive remuneration by way of fees, reimbursement of expenses for attending the meetings of the Board and other meetings and profit related commission as may be approved by the Members.
104	(1) Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles. (2) Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.
105	(1) The Board may appoint an alternate director to act for a director (hereinafter in this Article called "the Original Director") during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act. (2) An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India. (3) If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.
106	Subject to the provisions of the Act and the Rules, the Company may appoint, not less than two-third of its total number of directors, in accordance with the principle of proportional representation.
107	Any trust deed for securing debentures or debenture stocks, may, if arranged, provide for the appointment, from time to time by the trustee thereof or by the holders of the debentures or debenture stocks, of some person



	to be a director of the Company and may empower such trustee or holders of debentures or debenture stocks, from time to time, to remove and re-appoint any director so appointed. The director appointed under this Article is herein referred to as 'Debenture Director' and the term 'Debenture Director' means the director for the time being in office under this Article. Subject to the provisions of the Act, the Rules and other applicable laws, the Debenture Director shall not be liable to retire by rotation or be removed by the Company. The trust deed may contain such ancillary provision as may be arranged between the Company and the trustees and all such provisions shall have effect notwithstanding any of the provisions herein contained.
108	Notwithstanding anything to the contrary contained in these Articles, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement. Whenever the Company enters into any contract with any government, bank, financial institution or any other person (the appointer) for borrowing any money or for providing any guarantee or security or for underwriting or for subscription to the securities of the Company, the Board shall have power, subject to the provisions of the Act, to agree that such appointer shall have the right to appoint a director(s). A person so appointed shall be hereinafter referred to as "Nominee Director(s)" on the Board of the Company and his tenure shall be governed by the terms of such provision of law or agreement or as may be decided by the appointer as the case maybe and subject to the provisions of the Act. Such terms may include the right conferred thereunder to remove from such office any person or persons so appointed and to appoint any person or persons in his or their place(s). Such Nominee Director(s) shall not be required to hold any qualification Share in the Company. Subject to the provisions of the Act and the resolution passed in the General Meeting, such Nominee Director(s) shall not be liable to retirement by rotation. Subject as aforesaid, the Nominee Director(s) shall be entitled to the same rights and privileges and be subject to the same obligation as any other director of the Company. The Nominee Director(s) appointed shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and the meetings of the Committee of which the Nominee Director(s) is/are Member(s), as also the minutes of such meetings.
109	Subject to the provisions of the Act, a director need not hold any qualification Shares of the Company.
110	<p>(1) A person shall not be capable of being appointed as a director of the Company, if—</p> <ul style="list-style-type: none"> <li>(a) he is of unsound mind and stands so declared by competent court;</li> <li>(b) he is an undischarged insolvent;</li> <li>(c) he has applied to be adjudicated as an insolvent and his application is pending;</li> <li>(d) he has been convicted by a court of any offence, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence.</li> </ul> <p>Provided that, if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company;</p> <ul style="list-style-type: none"> <li>(e) an order disqualifying him for appointment as a director has been passed by a Court or Tribunal and the order is in force;</li> <li>(f) he has not paid any calls in respect of any Shares of the Company held by him, whether alone or jointly with others, and six months have elapsed from the last day fixed for the payment of the call;</li> <li>(g) he has been convicted of the offence dealing with related party transactions under Section 188 of the Act at any time during the last preceding five years; or</li> <li>(h) he has not complied with provisions of sub-section (3) of Section 152 of the Act.</li> </ul> <p>(2) No person who is or has been a director of a company which:</p> <ul style="list-style-type: none"> <li>(a) has not filed financial statements or annual returns for any continuous period of three financial years; or</li> <li>(b) has failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more, shall be eligible to be re-appointed as a director of that company or appointed in other company for a period of five years from the date on which the said company fails to do so.</li> </ul> <p>Provided that the disqualifications referred to in Article 110(1) (d), (e) and (g) shall not take effect—</p> <ul style="list-style-type: none"> <li>(i) for thirty days from the date of conviction or order of disqualification;</li> <li>(ii) where an appeal or petition is preferred within thirty days as aforesaid against the conviction resulting in sentence or order, until expiry of seven days from the date on which such appeal or petition is disposed off; or</li> </ul> <p>where any further appeal or petition is preferred against order or sentence within seven days, until such further appeal or petition is disposed off.</p>
111	<p>Subject to the provisions of the Act, the office of a director shall become vacant if—</p> <ul style="list-style-type: none"> <li>(a) he incurs any of the disqualifications mentioned in Section 164 of the Act;</li> <li>(b) he absents himself from all meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence from the Board;</li> <li>(c) he acts in contravention of Section 184 of the Act relating to entering into any contract or arrangement in which he is directly or indirectly interested;</li> <li>(d) he fails to disclose his interest in contravention of Section 184 of the Act; or</li> <li>(e) he becomes disqualified by an order of the Court or Tribunal;</li> <li>(f) he has been convicted by a Court of any offence whether involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months;</li> </ul>

	<p>Provided that the office shall be vacated by the director even if he has filed an appeal against the order of such court;</p> <p>(g) he is removed in pursuance of the provisions of the Act or he resigns his office; he having been appointed a director by virtue of his holding any office or other employment in the holding, subsidiary or associate company, he ceases to hold such office or other employment in that Company</p>
112	<p>(1) If the office of any director appointed by the Company in General Meeting is vacated before his term of office expires in the normal course, the resulting vacancy may be filled by the Board, subject to the provisions of the Act, the Rules and other applicable laws.</p> <p>(2) The director so appointed 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.</p>
113	<p>(1) The remuneration of a director for his service shall be such sum as may be fixed by the Board of Directors and approved by the Members, subject to the maximum permissible limit under the Act, the Rules and other applicable laws. The directors may further, subject to the sanction of the central government (if any required under the Act and the Rules) may be paid such further remuneration as the Company shall, from time to time, determine.</p> <p>(2) The Board of Directors may subject to the maximum permissible limit prescribed under the Act, the Rules and applicable laws, allow and pay to any director who attends a meeting of the Board of Directors or any committee thereof or General Meeting of the Company or in connection with the business of the Company at place other than his usual place of residence for the purpose of attending, such sum as the Board may consider fair compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.</p> <p>(3) Subject to the provisions of Sections 149, 188, 196, 197, 198, and other applicable provisions, if any, of the Act and the Rules issued thereunder read with Schedule V thereof, if any director (not being Independent Director), being willing, shall be called upon to perform extra services (which expression shall include work done by a director as a Member of any committee formed by the director or in relation to signing share certificates or to make special exertions in going or residing out of his place of residence or otherwise for any of the purposes concerning the business /operations/ functioning of the Company), the Company shall remunerate, in addition to the remuneration including sitting fees, the concerned director so doing either by a fixed sum or otherwise as may be determined by the Board of Directors.</p> <p>Subject to the provisions of the Act and the Rules, all cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any person and in such manner as the Board shall from time to time determine.</p>
<b>PROCEEDINGS OF BOARD OF DIRECTORS</b>	
114	<p>(1) Any Director of a Company may, at any time, summon a Meeting of the Board, and the Company Secretary or where there is no Company Secretary, any person authorized by the Board in this behalf, on the requisition of Director, shall convene a Meeting of the Board, in consultation with the Chairman or in his absence, the Managing Director or in his absence, the Wholetime Director, where there is any.</p> <p>(2) Notice of not less than seven days shall be issued in respect of every meeting of the Board in writing to every Director for the time being in India and at his usual address to the Company and to every other Director as may be required under relevant provisions of the Act.</p> <p>Provided that a meeting of the Board may be called at shorter notice to transact urgent business subject to the condition as specified in the Act.</p> <p>(3) The quorum for a Board Meeting shall be as provided in the Act.</p> <p>(4) If a meeting of the Board of Directors cannot be held for want of quorum, then the meeting shall stand adjourned until such date and at such time and place as the Chairman may appoint and in default of such appointment to the same day in the next week at the same time and place or if that day is a public holiday till the next succeeding day which is not a public holiday, at the same time and place or to such day, time and place as the Directors present may determine.</p> <p>(5) The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means, as may be prescribed by the Rules or permitted under law.</p> <p>(6) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.</p> <p>(7) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.</p> <p>(8) The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.</p>
115	<p>(1) The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his absence, the Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.</p> <p>(2) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting</p>
116	<p>(1) The Board may, subject to the provisions of the Act delegate any of its powers to Committees consisting of such member or members of its body as it thinks fit.</p> <p>(2) Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.</p>

	(3) The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means as may be prescribed by the Rules or permitted under law.
117	(1) A Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee. (2) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
118	(1) A Committee may meet and adjourn as it thinks fit. (2) Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present. (3) In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.
119	All acts done in any meeting of the Board or of a Committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified or that his or their appointment had terminated, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
120	Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held.
	<b>DIVIDENDS</b>
121	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.
122	Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.
123	(1) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit. (2) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
124	(1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares. (2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share and any amount paid up in advance of calls on any share may carry interest but shall not entitle the holder of the share to participate in respect thereof, in a dividend subsequently declared. (3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
125	(1) The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company. (2) The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.
126	(1) Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post or courier directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct. (2) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. (3) Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.
127	Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
128	No dividend shall bear interest against the Company.
129	There shall not be any forfeiture of unclaimed dividends before the claim becomes barred by law and the Company shall comply with the applicable provisions of the Act relating to transfer of unclaimed and unpaid dividend to the Investor Education and Protection Fund or to any such other fund as may be required under applicable laws.
130	Notwithstanding anything contained in this Articles, but subject to the provisions of the Act, it shall be open for

	the Members of the Company who hold the equity shares in the Company to waive/forgo his/their right to receive the dividend (interim or final) by him/them for any financial year which may be declared or recommended respectively by the Board of Directors of the Company. The waiver/forgoing by the Members, his/their right to receive the dividend (interim or final) by him/them under this Article shall be irrevocable immediately after the record date/book closure date fixed for determining the names of Members entitled for dividend. The Company shall not be entitled to declare or pay and shall not declare or pay dividend on equity shares to such Members who have waived/forgone his/their right to receive the dividend (interim or final) by him/them under this Article.
	<b>ACCOUNTS</b>
131	<p>(1)The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules.</p> <p>(2)No member (not being a director) shall have any right of inspecting any books of account or books and papers or document of the Company except as conferred by law or authorised by the Board.</p> <p>(3)Subject to the provisions of the Act, a copy of every such financial statement (including the Auditors Report and every other document required by law to be annexed or attached to the balance sheet), shall at least clear twenty-one days before the meeting at which the same are to be laid before the Members, be sent to the Members of the Company, to every trustee for holders of debentures issued by the Company, whether such Member or trustee is or is not entitled to have notices of General Meetings of the Company sent to him, and to all persons other than such Members or trustees being persons so entitled.</p> <p>Further, provided that, if the copies of the documents aforesaid are sent less than clear twenty-one days before the date of the Meeting, they shall notwithstanding that fact be deemed to have been sent if it is so agreed by ninety-five percent of the Members entitled to vote at the meeting.</p>
	<b>WINDING UP</b>
132	<p>Subject to the applicable provisions of the Act and the Rules made thereunder -</p> <p>(a) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.</p> <p>(b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.</p> <p>(c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.</p>
133	<p>(1) Subject to the provisions of the Act any document required to be served or sent by the company on or to the members, or any of them and not expressly provided for by these presents shall be deemed to be duly served or sent if advertised once in one daily English and one daily vernacular newspaper circulating in the district in which the Registered Office of the Company is situated.</p> <p>(2) A document or notice may be given or served by the Company to or on any shareholder whether having its registered address within or outside India either personally or by sending it by email or by post or by registered post or by speed post or by courier, to him to his registered address.</p> <p>(3) A Member may request by serving a document to the Company or an officer thereof by sending it to the Company or officer at the registered office of the Company, intimating to the Company in advance that documents or notices should be sent to him by particular mode and has deposited with the Company a sum sufficient to defray the actual expenses of doing so as determined by the Board for acceding such request of said Member.</p> <p>(4) Every person who by operation of law, transfer, or other means whatsoever, shall become entitled to any share shall be bound by every document in respect of such share which, previously to his name and address being entered on the Register, has been duly served on or sent to the person from whom he derives his title to such share.</p> <p>(5)A document or notice may be served or given by the Company on or to the joint holders of a share by serving or giving the document or notice on or to the joint-holder named first in the Register or Members in respect of the share.</p> <p>(6) Any notice to be given by the Company shall be signed by the Chairman or Company Secretary or by such Director or Officer and such signature may be written or printed or reproduced in other form.</p> <p>(7) All notices to be given on the part of the members to the Company shall be kept at or sent by mail or by registered post or courier to the Registered Office of the Company.</p>
	<b>GENERAL POWER</b>
134	Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.
	<b>RETIREMENT AND ROTATION OF DIRECTORS</b>
135	(1) Not less than two-thirds of the total number of Directors of the Company shall be persons whose period of office is liable to determination by retirement of directors by rotation and, save as otherwise expressly provided

	<p>in the Act and these Articles, be appointed by the Company in general meeting.</p> <p>Explanation: For the purpose of this Article, "total number of Directors" shall not include Independent Directors on the Board of the Company.</p> <p>(2) The remaining Directors shall be appointed in accordance with the provisions of these Articles.</p> <p>(3) At every Annual General Meeting of the Company, one-third of such of the Directors for the time being as are liable to retire by rotation or, if their number is not three or a multiple of three, then the number nearest to one third, shall retire from office.</p>
136	<p>Subject to the provisions of the Act and these Articles, the Directors to retire by rotation under the foregoing Articles at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall, in defaults of and subject to any agreement among themselves, be determined by lot. Subject to the provisions of the Act, a retiring Director shall retain office until the dissolution of the meeting at which his re-appointment is decided or his successor is appointed</p>
137	<p>Subject to the provisions of the Act and these Articles, a retiring Director shall be eligible for re-appointment.</p>
138	<p>Subject to the provisions of Section 152 and other applicable provisions (if any) of the Act and these Articles, the Company at the Annual General Meeting at which a Director retires in the manner aforesaid may fill up the vacancy by electing the retiring Director or some other person thereto.</p>
139	<p>(1) If the place of the retiring Director is not filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a public holiday the next succeeding day which is not a public holiday at the same time and place.</p> <p>(2) If at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned meeting, unless:</p> <ul style="list-style-type: none"> <li>(a) at that meeting or at the previous meeting a resolution for the re-appointment of such Director has been put to the meeting and lost;</li> <li>(b) the retiring Director has, by a notice in writing addressed to the Company or its Board of Directors, expressed his unwillingness to be so re-appointed;</li> <li>(c) he is not qualified or is disqualified for appointment;</li> <li>(d) a resolution, whether special or ordinary is required for the appointment or reappointment by virtue of any provisions of the Act; or</li> <li>(e) Article 143 or the provisions of Section 162 of the Act is applicable to the case.</li> </ul>
140	<p>(1) Subject to the provisions of the Act and these Articles, any person who is not retiring Director shall be eligible for appointment to the Office of Director at any general meeting, if he or some member intending to propose him has, not less, than fourteen days before the meeting left at the office of the Company a notice in writing under his hand signifying his candidature for the Office of Director or the intention of such member to propose him as a candidate for that office, as the case may be. The Company shall duly comply with the provisions of the Act for informing its members of the candidature of a person for the Office of Director.</p> <p>(2) Every person (other than a Director retiring by rotation or otherwise or a person who has left at the office of the Company a notice under Section 160 signifying his candidature for the Office of Director) proposed as a candidate for the Office of a Director shall sign and file with the Company his consent in writing to act as a Director if appointed.</p> <p>(3) A person other than a Director referred to in Section 152 of the Act shall not act as a Director of the Company unless he has within thirty days of his appointment signed and filed with the Registrar his consent in writing to act as such Director.</p>
141	<p>At a general meeting of the Company a motion shall not be made for the appointment of two or more persons as Directors of the Company by a single resolution unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it. A resolution moved in contravention of this Article shall be void whether or not objection was taken at the time to its being so moved; provided that where a resolution so moved is passed, no provision for the automatic re-appointment of retiring Directors by virtue of these Articles and the Act in default of another appointment shall apply.</p>
<b>REMOVAL OF DIRECTORS</b>	
142	<p>(1) The Company may (subject to the provisions of Section 169 and other applicable provisions of the Act and these Articles) remove any Director before expiry of his period of office.</p> <p>(2) Special notice as provided by Article 142 (5) or Section 115 of the Act shall be given of any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed at the meeting at which he is removed.</p> <p>(3) On receipt of notice of a resolution to remove a Director under this Article, the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not is he a member of the Company) shall be entitled to be heard on the resolution at the meeting.</p> <p>(4) Where notice is given of a resolution to remove a Director under this Article and the Director concerned with respect thereto makes representations in writing to the Company (not exceeding a reasonable length) and requests their notification to members of the Company, the Company shall, unless the representations are received by it too late for it to do so, (a) in any notice of the resolution given to members of the Company, state the fact of the representations having been made and (b) send a copy of the representations to every member of the Company; and if a copy of the representations is not sent as aforesaid because they were received too late</p>



	<p>or because of the Company's default, the Director may (without prejudice to his right to be heard orally) require that the representations shall be read out at the meeting. Provided that copies of the representation need not be sent or read out at the meeting if on the application either of the Company or of any other person who claims to be aggrieved, the Court is satisfied that the rights conferred by the sub-clause are being abused to secure needless publicity for defamatory matter.</p> <p>(5) A vacancy created by the removal of a Director under this Article may, if he had been appointed by the Company in General Meeting or by the Board in pursuance of Section 161 of the Act be filled by the appointment of another Director in his stead, by the meeting at which he is removed; provided special notice of the intended appointment has been given under sub-clause (2) hereof. A Director so appointed shall hold office until the date upto which his predecessor would have held office if he had not been removed as aforesaid.</p> <p>(6) If the vacancy is not filled under sub-clause (5) it may be filled as a casual vacancy in accordance with the provisions, in so far as they are applicable, of Section 161 of the Act and all the provisions of that Section shall apply accordingly.</p> <p>(7) A Director who was removed from office under the Article shall not be re-appointed as a Director by the Board of Directors.</p> <p>(8) Nothing contained in this Article shall be taken</p> <p style="padding-left: 40px;">(a) as depriving a person removed there under of any compensation or damages payable to him in respect of the termination of his appointment as Director or of any appointment terminating with that as Director; or</p> <p style="padding-left: 40px;">(b) as derogating from any power to remove a Director which exist apart from this Article.</p>
	<b>INCREASE OR REDUCTION IN THE NUMBER OF DIRECTORS</b>
143	Subject to the provisions of the Act and these Articles, the Company may by ordinary resolution from time to time increase or reduce the number of Directors within the limits fixed by Article 101.
	<b>POWERS OF DIRECTORS</b>
144	<p>(1) Subject to the provisions of the Act and these Articles, the Board of Directors of the Company shall be entitled to exercise all such powers, and to do all such acts and things, as the Company is authorised to exercise and do; provided that the Board shall not exercise any power or do any act or things which is directed or required, whether by the Act or any other Act or by the Memorandum or these Articles or otherwise to be exercised or done by the Company in general meeting; provided further that in exercising any such power or doing any such act or thing the Board shall be subject to the provisions contained in that behalf in the Act or in the Memorandum or in these Articles or in any regulations not inconsistent therewith and duly made thereunder including regulations made by the Company in General Meeting.</p> <p>(2) No regulation made by the Company in general meeting shall invalidate any prior act of the board which would have been valid if that regulation had not been made.</p>
145	<p>The Board of Directors shall not except with the consent of the Company in General Meeting:</p> <p>(a) sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking of the whole or substantially the whole of any such undertaking.</p> <p>(b) remit, or give time for the repayment of any debt due by a Director.</p> <p>(c) invest otherwise than in trust securities, the amount of compensation received by the Company in respect, of the compulsory acquisition of any such undertaking as is referred to in clause (a) hereof or of any premises or properties used for any such undertaking and without which it cannot be carried on or can be carried on only with difficulty or only after a considerable time.</p> <p>(d) borrow moneys in excess of the limits provided in article 170 hereof.</p> <p>(e) contribute to charitable and other funds not directly relating to the business of the Company or the welfare of its employees, any amounts the aggregate of which will, in any financial year, exceed fifty thousand rupees or five percent of its average net profits as determined in accordance with the Act during the three financial years, immediately preceding, whichever is greater.</p>
146	Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall subject to the provisions of section 179(3) and rules framed thereunder, exercise such powers on behalf of the Company and subject to such conditions as may be prescribed therein and they shall do so only by means of resolutions passed at a meeting of the Board.
147	<p>Without prejudice to the powers conferred by Article 144 and so as not in any way to limit or restrict those powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the last preceding two Articles and in the Act, it is hereby declared that the Directors shall have the following powers, that is to say.</p> <p>(1) To pay all expenses incurred in setting up and registering the Company.</p> <p>(2) To pay any commission or interest lawfully payable under the provisions of Section 40 of the Act and Article 64.</p> <p>(3) Subject to the provisions of Section 179, and 188 of the Act to purchase or otherwise acquire for the Company any property, rights or privileges which the company is authorised to acquire at or for such price or consideration and generally on such terms and conditions as they may think fit and in any such purchase or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory.</p> <p>(4) Subject to the provisions of the Act, to purchase or take on lease for any term or terms of years, or otherwise</p>

acquire any factories or any land or lands, with or without buildings and out-houses thereon, situated in any part of India, at such price or rent, and under and subject to such terms and conditions as the Directors may think fit, and in any such purchase, lease or other acquisition proceedings to accept such title as the Directors may believe or may be advised to be reasonably satisfactory.

(5) To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the Company, in part or in whole, for such rent, and subject to such conditions, as may be thought advisable, to sell such portions of the lands or buildings of the Company as may not be required for the purposes of the company, to mortgage the whole or any portion of the property of the Company for the purpose of the Company, to sell the whole or any portion of the machinery or store belonging to the Company.

(6) At their discretion and subject to the provisions of the Act to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures, mortgages, or other securities of the Company, and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon and any such bonds, debentures, mortgages or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.

(7) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as the Directors may think proper all or any part of the buildings machinery, goods, stores, produce and other moveable property of the company either separately or jointly, also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.

(8) To open accounts with any bank or banks or with any company, firm or individual and to pay money into and draw money from any such account from time to time as the Directors may think fit.

(9) To secure the fulfillment of any contracts, agreements or engagements entered into by the Company by mortgage or charge of all or any of the property of the company and its uncalled capital for the time being or in such manner as the Directors may think fit.

(10) To purchase or otherwise acquire for the Company any property (moveable or immoveable) rights, or privileges at or for such price or consideration and generally on such terms and conditions as the Directors may think fit.

(11) To accept from any member, so far as may be permissible by law, a surrender of his shares, or any part thereof on such terms and conditions as shall be agreed upon.

(12) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company, or in which it is interested, or for any other purposes, and to execute and do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.

(13) To institute, conduct, defend, compound, or abandon any legal proceedings, by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due, or of any claims or demands by or against the Company, and to refer any claims or demands by or against the Company or any differences to arbitration and observe and perform any awards made thereon, and any reference to arbitration may be in accordance with provisions of the Indian Arbitration Act.

(14) To act on behalf of the company in all matters relating to bankrupts and insolvents.

(15) To make and give receipts, releases, and other discharge \for moneys payable to the Company and for the claims and demands of the Company.

(16) Subject to the provisions of Sections 179, 180, 185 of the Act and these Articles to invest and deal with any monies of the Company not immediately required for the purpose thereof, upon such security (not being shares of this Company), or without security and in such manner as the Directors may think fit, and from time to time to vary or realize such investments. Provided that save as permitted by Section 187 of the Act, all investments shall be made and held in the Company's own name.

(17) To execute, in the name and on behalf of the Company in favour of any Directors or other persons who may incur or be about to incur any personal liability whether as principal or surety, for the benefit of the Company, such mortgages of the Company's property (present and future) as the Directors may think fit, and any such mortgage may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon.

(18) To determine from time to time who shall be entitled to sign, on the company's behalf, bills, notes, receipts, acceptances, endorsements, cheque, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose.

(19) To distribute by way of bonus amongst the staff of the Company a share or shares in the profits of the Company, and to give to any officer or other person employed by the Company a commission on the profits of any particular business or transaction and to charge such bonus or commission as part of the working expenses of the Company.

(20) To provide for the welfare of employees or ex-employees of the Company or its predecessors in business and the wives, widows and families or the dependents or connections of such persons by building or contributing to the building or houses or dwelling or quarters or by grants of moneys, pensions, gratuities, allowances, bonuses, profits sharing bonuses or benefits or any other payments or by creating and from time to time subscribing or contributing to provident funds and other associations, institutions, funds, profit-sharing or other schemes, or trusts and by providing or subscribing or contributing towards places of instructions and recreation,

	<p>hospitals and dispensaries, medical and other attendances and other assistance as the Directors shall think fit.</p> <p>(21) Subject to the provisions of Section 180, 181 and 182 of the Act to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public, political or any other institutions, objects or purposes or for any exhibition.</p> <p>(22) Before recommending any dividends to set aside out of the profits of the Company such sums as the Directors may think proper for depreciation to the credit of a Depreciation Fund, General Reserve, Reserve Fund, Sinking Fund or any Special or other Fund or Funds or accounts to meet contingencies, to repay redeemable Preference shares, debentures or debenture stock for special dividends, for equalising dividends, for repairing, improving, extending and maintaining any part of the property of the Company, and/or for such other purposes, (including the purpose referred to in the last two preceding sub-clauses) as the Directors may, in their absolute discretion think conducive to the interest of the Company and to invest the several sums so set aside or so much thereof as required to be invested upon such investments (subject to the restrictions imposed by the Act) as the Directors may think fit, and from time to time to deal with and vary such investments and dispose off and apply and expend all or any part thereof for the benefit of the Company in such manner and for such purposes as the Directors (subject to such restrictions as aforesaid) in their absolute discretion think conducive to the interests of the Company notwithstanding that the matters to which the Directors apply or upon which they expend the same or any part thereof may be matters to or upon which the capital money of the Company might rightly be applied or expended and to divide the Reserve, General Reserve or the Reserve Fund into such special funds as the Directors may think fit, and to employ the assets constituting all or any of the above funds or accounts, including the Depreciation Fund, in the business of the Company or in the purchase or repayment of Redeemable Preference Shares, debentures or debenture stock and that without being bound to keep the same separate from the other assets, and without being bound to pay or allow interest on the same with power however to the Directors at their discretion to pay or allow to the credit of such funds interest at such rate as the Directors may think proper.</p> <p>(23) To appoint, and at their discretion remove suspend such managers, secretaries, executives, consultants, advisers, officers, assistants, clerks, agents and servants for permanent, temporary or special services as they may from time to time think fit, and to determine their power and duties, and fix their salaries, emoluments or remunerations and to require security in such instances and to such amounts as they may think fit.</p> <p>(24) At any time and from time to time by Power of Attorney, to appoint any person or persons to be the attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions, (not exceeding those vested in or exercisable by the Board of Directors under these presents and excluding the powers which may be exercised only by the Board of Directors under the Act or these Articles) and for such period and subject to such conditions as the Board of Directors may from time to time think fit and any such appointment may (if the Board of Directors think fit) be made in favour of any of the members of any Local Board, established as aforesaid or in favour of any Company, or the members, directors, nominees or managers of any company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board of Directors and any such power of attorney may contain such powers for the protection or convenience of persons dealing with such Attorneys as the Board of Directors may think fit and may contain powers enabling any such delegates or Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them.</p> <p>(25) Generally subject to the provisions of the Act and these Articles to delegate the powers, authorities and discretions vested in the Directors to any persons, firm, company or fluctuating body of persons as aforesaid.</p> <p>(26) Subject to the provisions of the Act and these Articles for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company, to enter into all such negotiations and contracts, and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company.</p>
148	<p>(1) The Company shall keep and maintain Registers, Books and Documents as required by the Act or these Articles, including the following namely:</p> <ul style="list-style-type: none"> <li>(a) Register of investment made by the Company but not held in its own name as required by Section 187 of the Act.</li> <li>(b) Register of Mortgages, Debentures and Charges as required by Sections 85 of the Act.</li> <li>(c) Register of Members and Index of Members as required by Sections 88 of the Act and the provisions of the Depositories Act, 1996.</li> <li>(d) Register and index of Debenture-holders as required by Section 88 of the Act.</li> <li>(e) Foreign Register, if necessary as required by Section 88 of the Act.</li> <li>(f) Register of Contracts in which Directors are interested as required by Section 189 of the Act.</li> <li>(g) Register of Directors, Managers (if any) and Secretary ('if' any) as required by Section 170 of the Act.</li> <li>(h) Register of Directors' Shareholdings and Debenture-holdings as required by Section 170 of the Act.</li> <li>(i) Register of loans made by the Company to companies under the same management as required under the applicable provisions of the Act.</li> <li>(j) Register of Investments made by the Company in Shares or Debentures of any other bodies corporate in the same group as required under the Act.</li> <li>(k) Books of Account as required by Section 128 of the Act;</li> <li>(l) Copies of instruments creating any charge requiring registration as required under the provisions of the Act;</li> <li>(m) Copies of Annual Returns prepared under Section 92 of the Act together with the copies of Certificates</li> </ul>



	<p>required under Section 92 of the Act;</p> <p>(n) Register of Renewed and Duplicate Certificates as required under Companies (Share Capital and Debentures) Rule 2014.</p> <p>The Registers, books and documents kept by the Company shall be maintained in conformity with the applicable provisions of the Act and such of them as are under the Act required to be kept open for inspection shall be kept open for inspection by such persons as may be entitled thereto respectively, under the Act, on such day and during such business hours, as may, in that behalf be determined in accordance with the provisions of the Act, or these Articles and extracts shall be supplied to the persons entitled thereto in accordance with the relevant provisions of the Act or these Articles.</p>
	<b>MANAGING AND WHOLE-TIME DIRECTORS</b>
149	Subject to the provisions of Section 196, 197, and 203 and other applicable provisions of the Act and of these Articles, the Directors may from time to time appoint one or more of their body to be a Managing Director or Managing Directors and/ or whole-time Director or Whole-time Directors of the Company for such term not exceeding five years at a time and subject to such conditions as they may think fit.
150	Subject to the provisions of the Act and of these Articles, the Managing Directors and/or Whole-time Directors shall subject to the provisions of any contract between him / them and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company and he/they shall ipso facto and immediately cease to be Managing Directors or Whole-time Directors if he/ they cease to hold the Office of Director for any cause.
151	The remuneration of the Managing or Whole-time Director (subject to Section 197 and other applicable provisions of the Act and of these Articles and of any contract between him and the Company) shall be in accordance with the terms of his contract with the Company.
152	Subject to the provisions of the Act and to the terms of any contract with him or them, the Managing Director or Managing Directors shall have the whole or substantially the whole powers of the management of the affairs of the Company.
	<b>THE SEAL</b>
153	The Board shall provide a Common Seal for the purposes of the Company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by or under the authority of the Board or a Committee of Directors.
154	Every deed or other instrument to which the seal of the Company is required to be affixed, shall be affixed by a Power of Attorney Holder, any Whole Time Director or any such person as may be approved by the Board in this regard, severally, who can also be the executor of such deed or instrument. A certificate of shares shall be signed as provided under the provisions of the Act.
155	The Company may exercise the powers conferred by the Act and such powers shall accordingly be vested in the Board.
	<b>INTEREST OUT OF CAPITAL</b>
156	Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings, or the provisions of any plant, which cannot be made profitable for a lengthy period the Company may pay interest on so much of that capital, as is for the time being paid up, for the period, at the rate, and subject to the conditions and restrictions provided under the Act, and may charge the same to capital as part of the cost of construction of the work or building or the provision of any plant.
	<b>DOCUMENTS AND SERVICE OF DOCUMENTS</b>
157	<p>(1) A document (which expression for this purpose shall be deemed to include and shall include any summons, notice, requisition, process, order, judgment or any other document in relation to or in the winding up of the Company) may be served or sent by the Company on or to any member either personally or by email or any other electronic mode or by sending it by post to him at his registered address, or if he has not registered address in India to the address, if any supplied by him to the Company for giving of notices to him.</p> <p>(2) Where a document is sent by post or by courier:</p> <p>(a) service thereof shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice provided that where a member has intimated to the company in advance that the document should be sent to him under a certificate of posting or by registered post with or without acknowledgement due and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the document shall not be deemed to be effected unless it is sent in the manner intimated by the member, and</p> <p>(b) such service shall be deemed to have been effected:</p> <p>(i) in the case of a notice of a meeting, at the expiration of forty-eight hours after the letter containing the notice is posted, to any place in India.</p> <p>(ii) in any other case, at the time at which the letter would be delivered in the ordinary course of post.</p>
158	If a member has no registered address in India and has not supplied to the Company an address within India for giving of notice to him, a document advertised in a newspaper circulating in the neighborhood of the Registered Office of the Company shall be deemed to be duly served on him on the day on which the advertisement appears.
159	A document may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a pre-paid letter addressed to them by name, or by the title of the representatives of the deceased, or assigns of the insolvent or by any like description at the address (if any) in India supplied for the purpose by the persons claiming to be so entitled, or (until such an address has

	been so supplied) by serving the document in any manner in which the same might have been served if the death or insolvency had not occurred.
160	Subject to the provisions of the Act and these Articles, notice of general meetings shall be given: (i) to members of the Company as provided by and authorised by the Act. (ii) to the persons entitled to a share in consequence of the death or insolvency of a member as provided in this Article and as authorised by the Act. (iii) to the Auditor or Auditors for the time being of the Company in any manner authorised by this Article or the Act in the case of any member or members of the Company.
161	Subject to the provisions of the Act, any document required to be served or sent by the Company on or to the members, or any of them, and not expressly provided for by these presents, shall be deemed to be duly served if advertised once in a daily newspaper circulating in the neighborhood of the Registered Office of the Company.
162	Every person, who by operation of law, transfer or other means whatsoever, shall become entitled to any share, shall be bound by every document in respect of such share which, previous to his name and address being entered on the Register, shall have been duly served on the person from whom he derives his title to such share.
163	All notices to be given on the part of shareholders shall be left at or sent by registered post to the Registered Office of the Company.
164	Any notice to be given by the Company shall be signed by the Managing Director or by such Director or Secretary or Officer as the Directors may appoint. The signature to any notice to be given by the Company may be written or printed or rubber stamped or lithographed.
	<b>AUTHENTICATION OF DOCUMENTS</b>
165	Save as otherwise expressly provided in the Act or these Articles, a document or proceeding requiring authentication by the Company may be signed by a Director or Secretary or an authorised officer of the Company and need not be under its seal.
	<b>SECRECY CLAUSE</b>
166	No member shall be entitled to visit or inspect the Company's works without the permission of the Board, or the Managing Director or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Board or of the Managing Director it will be inexpedient in the interests of the members of the Company to communicate to the public.
	<b>INDEMNITY AND RESPONSIBILITY</b>
167	Subject to the provision of the Act, every Director, Managing Director, Manager, Secretary and other officer or employees of the Company and the Trustees (if any) for the time being acting in relation to any affairs of the Company, shall be indemnified by the Company against, any liability incurred by them or him in defending any proceedings, whether civil or criminal, in which judgment is given in their/his favour or in which they or he are/is acquitted or in connection with any application under any other provisions of the Act in which relief is granted to them or him by the Court, and it shall be the duty of Directors out of funds of the Company, to pay all costs, losses and expenses (including travelling expenses) which any such Directors, Managing Director or officer or employee may incur or become liable to by reason of any contract entered into or act or deed done by them or him as such Directors, Managing Director, officer or employee or in any way in discharge of his duties.
168	Subject to the provisions of the Act, no Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer, or for joining in any receipt or other act of conformity, or for any loss or expenses happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company, or for the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, company or corporation with whom any money, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss or damage or misfortune whatever shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through wilful misconduct or neglect or dishonesty.
	<b>SECRETARY</b>
169	(1) Subject to the provisions of the Act: A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses. (2) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
	<b>BORROWING POWERS</b>
170	Subject to the provisions of the Act and these Articles and without prejudice to the other powers conferred by these Articles, the Directors shall have power from time to time at their discretion to accept deposit from members of the Company either in advance of calls or otherwise and generally to raise or borrow or secure the payment of any sum or sums of money for the purpose of the Company; provided that the aggregate of the amount raised, borrowed or secured at any time together with the moneys already borrowed by the Company

	(apart from temporary loans as defined in Section 180 and 181 of the Act, obtained from the Company's bankers in the ordinary course of business) and remaining outstanding and undischarged at that time shall not without the consent of the Company in general meeting, exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.
171	Subject to the provisions of the Act and these Articles, the Directors may by a resolution at a meeting of the Board (and not by circular resolution) raise and secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds, perpetual or redeemable debentures, debenture stock, or any mortgage or charge or other security, on the undertaking or on the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.
172	Any bonds, debentures, debenture stock, or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.
173	Debentures, debenture stock, bonds or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.
174	Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the company in the general meeting by a Special Resolution.
175	If any uncalled capital of the Company is included in or charged by any mortgage or other security, the Director shall, subject to the provisions of the Act and these Articles, make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.
176	Subject to the provisions of the Act and these Articles, if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.
177	A proper Register of Mortgage and Charges shall be kept by the Company under Section 85 of the Act, and the provisions of the Act shall be duly complied with in respect of all mortgages and charges and modifications and the satisfactions thereof.

## SECTION IX: OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (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 entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of this Red Herring Prospectus, delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered and Corporate Office between 10 a.m. and 5 p.m. on all Working Days from the date of this Red Herring Prospectus until the date of Offer Closing Date.

#### A. Material Contracts for the Offer

1. Offer Agreement dated November 10, 2017 amongst our Company, the Selling Shareholders and the BRLMs.
2. Registrar Agreement dated November 9, 2017 amongst our Company, the Selling Shareholders and the Registrar to the Offer.
3. Escrow Agreement dated January 16, 2018 amongst our Company, the Selling Shareholders, the BRLMs, the Escrow Collection Bank, the Public Offer Account Bank, the Refund Bank and the Registrar to the Offer.
4. Share Escrow Agreement dated August 18, 2017 entered into amongst the Company and the Share Escrow Agent.
5. Addendum to the share escrow agreement dated November 9, 2017 entered into amongst our Company, the Registrar to the Offer, the Escrow Agent, the Selling Shareholders and the BRLMs.
6. Syndicate Agreement dated January 16, 2018 amongst our Company, the BRLMs, the Selling Shareholders, the Syndicate Members and the Registrar to the Offer.
7. Underwriting Agreement dated [●] amongst our Company, the Selling Shareholders and the Underwriters.

#### B. Other material contracts in relation to our Company

1. Tripartite Agreement amongst NSDL, our Company and Registrar to the Offer, dated October 26, 2009
2. Tripartite Agreement amongst CDSL, our Company and Registrar to the Offer, dated October 31, 2009.
3. Trust deed dated January 7, 2010 and addenda to Trust deed dated January 19, 2011 and January 13, 2018 executed by our Company and the trustees of Galaxy Surfactants Limited Employee Welfare Trust.
4. Non-Compete Agreement dated January 21, 2010 between our Company and Galaxy Emulsifiers Private Limited.
5. Non-Compete Agreement dated April 8, 2011 between our Company and Aeon Chemicals Private Limited.
6. Share Purchase and Transfer and Settlement Agreement dated March 25, 2010 executed by and between Share Purchase and Transfer and Settlement Agreement was executed by and between Mr. Gerd Dahms, Mr. Sebastian Dahms, Dr. Andreas Jung, OTC GmbH, Deutsche Immo Invest GmbH, Rainbow Holdings GmbH, our Company, Galaxy Holdings (Mauritius) Limited, and TRI-K Industries, Inc.

#### C. Material Documents

1. Certified copies of the updated Memorandum and Articles of Association of our Company, as amended till date.

2. Certificate of incorporation issued by the Ministry of Corporate Affairs in the name of “Galaxy Surfactants Private Limited” on May 20, 1986 and a certificate for change of name issued by the Ministry of Corporate Affairs upon name change to “Galaxy Surfactants Limited” on March 13, 1995.
3. Resolution of the Board dated June 23, 2017 in relation to the Offer and other related matters.
4. Resolution of our Shareholders dated and August 17, 2017 in relation to the Offer and other related matters.
5. Resolution of the IPO Committee dated November 10, 2017 approving the Draft Red Herring Prospectus.
6. Resolution of the IPO Committee dated January 16, 2018 approving this Red Herring Prospectus.
7. The examination reports of the Statutory Auditors, Deloitte Haskins & Sells LLP, dated October 30, 2017 on our Restated Financial Statements included in this Red Herring Prospectus.
8. Consent from the Statutory Auditors for inclusion of their names as the statutory auditors and of their reports on accounts in the form and context in which they appear in this Red Herring Prospectus.
9. The statement of special tax benefits dated November 6, 2017 included in this Red Herring Prospectus.
10. Copies of the annual reports of our Company for Fiscal 2017, Fiscal 2016, Fiscal 2015, Fiscal 2014 and Fiscal 2013.
11. Copy of audited standalone and consolidated financial statements for the six month period ended September 30, 2017.
12. Consent of our Directors, the BRLMs, Syndicate Members, Legal Counsel to our Company as to Indian law, Legal Counsel to the BRLMs as to Indian law, Registrar to the Offer, Escrow Collection Bank, Public Offer Account Bank, Refund Bank, Bankers to our Company, Chief Financial Officer and Compliance Officer as referred to in their specific capacities.
13. Consent from Miltec Consultancy Services, to being named as “expert” under the Companies Act, 2013.
14. In-principle listing approvals dated November 29, 2017 and November 24, 2017 from NSE and BSE, respectively.
15. Due diligence certificate dated November 10, 2017 to SEBI from the BRLMs.
16. SEBI observation letter no. SEBI/HO/CFD/DIL1/OW/P/2018/1369/1 dated January 12, 2018.
17. Consent from the Auditors for inclusion of their names as the statutory auditors and of their reports on accounts in the form and context in which they appear in this Red Herring Prospectus and to be named as “expert” under the Companies Act, 2013.
18. Selling Shareholders’ Consent Letters authorising the Offer.
19. Scheme of amalgamation of Galaxy Organics Private Limited with our Company.
20. Scheme of Amalgamation of Galaxy Oleo-Chem (India) Limited with our Company.
21. Letter dated August 18, 2017 read with extension letter dated September 23, 2017 issued by our Company to its Shareholders inviting them to participate in the Offer.
22. Board resolution dated August 1, 2015 and shareholder resolution dated September 28, 2015 laying down the terms and conditions in relation to the appointment of Mr. Unnathan Shekhar.

23. Board resolution dated March 4, 2017 and shareholder resolution dated August 17, 2017 laying down the terms and conditions in relation to the appointment of Mr. Kasargod Ganesh Kamath.
24. Board resolution dated September 26, 2016 and shareholder resolution dated August 17, 2017 laying down the terms and conditions in relation to the appointment of Mr. Natarajan K. Krishnan.

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 our Shareholders, subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

## DECLARATION

We the Directors, hereby certify and declare that all relevant provisions of the Companies Act and the rules /guidelines / regulations issued by the Government or the regulations / guidelines/ circulars / rules issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, 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

<b>Mr. Shekhar Ravindranath Warriar</b> (Chairman and Non-Executive Independent Director)	<b>Mr. Unnathan Shekhar</b> (Managing Director)
<b>Mr. Kasargod Ganesh Kamath</b> (Executive Director)	<b>Mr. Natarajan K. Krishnan</b> (Executive Director)
<b>Mr. Gopalkrishnan Ramakrishnan</b> (Non-Executive Director)	<b>Mr. Sudhir Dattaram Patil</b> (Non-Executive and Non-Independent Director)
<b>Dr. Nirmal Koshti</b> (Non-Executive Director)	<b>Mr. Vaijanath Kulkarni</b> (Non-Executive Director)
<b>Mr. Subodh Satchitanand Nadkarni</b> (Non-Executive and Independent Director)	<b>Mr. Melarkode Ganesan Parameswaran</b> (Non-Executive and Independent Director)
<b>Ms. Nandita Gurjar</b> (Non-Executive and Independent Director)	

### Signed by the Chief Financial Officer

     <b>Mr. Kasargod Ganesh Kamath</b>
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Place: Mumbai  
Date: January 16, 2018

## **DECLARATION BY SELLING SHAREHOLDERS**

Each Selling Shareholder, severally and not jointly, certifies that all statements, disclosures and undertakings made in this Red Herring Prospectus by it or in relation to itself and the Equity Shares being offered by it by way of the Offer for Sale pursuant to the Offer, are true and correct. Each Selling Shareholder assumes no responsibility for any other statements in this Red Herring Prospectus.

**Signed on behalf of the Selling Shareholders by its duly constituted power of attorney holder**

Sd/-

**Galaxy Surfactants Limited (as the duly constituted power of attorney holder for the Selling Shareholders)**

Date: January 16, 2018

Place: Mumbai



**ANNEXURE A - LIST OF SELLING SHAREHOLDERS**

Sr. No.	Date of the consent letter	Name of the selling shareholder	Pre Offer*		Post- Offer**		Offered Shares	
			Number of Equity Shares	As a % of Pre-offer share capital of the Company	Number of equity shares	As a % of Post-offer share capital of the company	Number of equity shares	As a % of Total number of equity shares Offered in the Offer
<b>Promoters (A)</b>								
1	October 13, 2017	Sudhir Dattaram Patil	39,250	0.11	-	-	39,250	0.62
	Sub Total (A)		39,250	0.11	-	-	39,250	0.62
<b>Promoter Group (B)</b>								
2	October 11, 2017	Gopalkrishnan Ramakrishnan	2,055,200	5.80	1,938,100	5.47	117,100	1.85
3	September 19, 2017	Lata Prakash Nayak	4,200	0.01	-	-	4,200	0.07
4	October 9, 2017	Prakash Vaman Nayak	4,200	0.01	-	-	4,200	0.07
5	October 10, 2017	Ramesh Baliram Mande	17,200	0.05	-	-	17,200	0.27
6	September 26, 2017	S Suryanarayanan	15,000	0.04	-	-	15,000	0.24
7	October 11, 2017	Saraswathy Natarajan .K.S.	9,000	0.03	3,000	0.01	6,000	0.09
8	October 10, 2017	Shanthy Lakshminarasimhan	180,000	0.51	-	-	180,000	2.84
9	September 16, 2017	Shashikant Rayappa Shanbhag Vandana Shashikant Shanbhag	2,055,200	5.80	1,938,100	5.47	117,100	1.85
10	September 13, 2017	Shreekant Rayappa Shanbhag	3,000	0.01	-	-	3,000	0.05
11	October 9, 2017	Sridhar Unnathan Kavitha Sridhar	119,500	0.34	44,500	0.13	75,000	1.18
12	October 11, 2017	Sudhir Dattaram Patil	2,055,200	5.80	1,938,100	5.47	117,100	1.85
13	October 11, 2017	Unnathan Shekhar Held Jointly With G Ramakrishnan And Shashikant R Shanbhag	949,804	2.68	-	-	949,804	15.00
14	September 8, 2017	U Shekhar Held Jointly With Ganesh Kamath And K Natarajan	285,000	0.80	-	-	285,000	4.50
15	October 11, 2017	Unnathan Shekhar Lakshmy Shekhar	2,055,200	5.80	1,938,100	5.47	117,100	1.85
16	October 11, 2017	Vandana Shashikant Shanbhag Shashikant Rayappa Shanbhag	110,000	0.31	10,000	0.03	100,000	1.58
	Sub Total (B)		9,917,704	27.97	7,809,900	22.03	2,107,804	33.29

Sr. No.	Date of the consent letter	Name of the selling shareholder	Pre Offer*		Post- Offer**		Offered Shares	
			Number of Equity Shares	As a % of Pre-offer share capital of the Company	Number of equity shares	As a % of Post-offer share capital of the company	Number of equity shares	As a % of Total number of equity shares Offered in the Offer
<b>Other Shareholders (C)</b>								
17	October 7, 2017	Abhiman Bhagwat Kondhare	800	-	-	-	800	0.01
18	October 6, 2017	Adarsh Narottam Nayyar	34,000	0.10	-	-	34,000	0.54
19	September 22, 2017	Ajit Jagtap	1,800	0.01	-	-	1,800	0.03
20	October 10, 2017	Alpa Sandeep Shikre	3,000	0.01	-	-	3,000	0.05
21	October 10, 2017	Ameeta Dharamjit Singh	100	-	-	-	100	-
22	October 11, 2017	Ameeta Singh	10,100	0.03	100	-	10,000	0.16
23	October 5, 2017	Amit Ashok Shingewar	600	-	-	-	600	0.01
24	October 4, 2017	Amit Vazir Kakkar	3,000	0.01	-	-	3,000	0.05
25	October 4, 2017	Amol Raman Indulkar	600	-	-	-	600	0.01
26	September 22, 2017	Anand Ghanshyam Gurav	5,000	0.01	-	-	5,000	0.08
27	October 5, 2017	Ananthalakshmi Swaminathan	1,500	-	-	-	1,500	0.02
28	September 26, 2017	Anil Bhaskar Ganu	6,000	0.02	-	-	6,000	0.09
29	September 7, 2017	Anil D Jadhav	600	-	-	-	600	0.01
30	September 27, 2017	Anjaiah R Ambati Vijayalaxmi Ambati	2,200	0.01	400	-	1,800	0.03
31	September 16, 2017	Anuradha Muralidhar Prabhu	3,000	0.01	-	-	3,000	0.05
32	September 26, 2017	Anuksha S Nayak	18,000	0.05	-	-	18000	0.28
33	October 7, 2017	Arati M Hegde	800	-	-	-	800	0.01
34	October 7, 2017	Arindam Munsli	3,000	0.01	-	-	3,000	0.05
35	September 18, 2017	Arjan Gurmukhdas Kukreja	67,076	0.19	-	-	67,076	1.06
36	September 18, 2017	Arjan Gurmukhdas Kukreja	16,000	0.05	-	-	16,000	0.25
37	October 10, 2017	Arjun Rajendran	16,400	0.05	400	-	16,000	0.25
38	September 28, 2017	Arjun Rajendran Padma Rajendran	42,250	0.12	23,250	0.07	19,000	0.30
39	October 4, 2017	Arun Harachandra Jawale	10,000	0.03	-	-	10,000	0.16
40	October 5, 2017	Arun Harachandra Jawale	3,400	0.01	-	-	3,400	0.05

Sr. No.	Date of the consent letter	Name of the selling shareholder	Pre Offer*		Post- Offer**		Offered Shares	
			Number of Equity Shares	As a % of Pre-offer share capital of the Company	Number of equity shares	As a % of Post-offer share capital of the company	Number of equity shares	As a % of Total number of equity shares Offered in the Offer
41	September 7, 2017	Arvind Shridhar Samant	2,000	0.01	-	-	2,000	0.03
42	September 6, 2017	Asha Shripad Puranik	6,000	0.02	1,000	-	5,000	0.08
43	October 5, 2017	Asha Vasant Jog	6,500	0.02	-	-	6,500	0.10
44	October 10, 2017	Asha Vinod Pandya	12,000	0.03	-	-	12,000	0.19
45	September 26, 2017	Ashok Chandrakant Lad	200	-	-	-	200	-
46	September 22, 2017	Ashok Gulabchand Shah	3,000	0.01	1,000	-	2,000	0.03
47	September 22, 2017	Ashok Jagannath Save	450	-	-	-	450	0.01
48	October 10, 2017	Ashokkumar Bakliwal	3,400	0.01	2,900	0.01	500	0.01
49	September 21, 2017	Ashwin Dharamchand Shah	6,000	0.02	4,500	0.01	1,500	0.02
50	October 4, 2017	Ashwini Ashok Saraf	3,000	0.01	-	-	3,000	0.05
51	September 25, 2017	Avinash Sulakhe	2,000	0.01	-	-	2,000	0.03
52	October 7, 2017	B S Nagesh	20,000	0.06	-	-	20,000	0.32
53	October 6, 2017	Babli Tukaram Chodankar	1,000	-	-	-	1,000	0.02
54	October 6, 2017	Babu Vaidyanathan Iyer	27,000	0.08	-	-	27,000	0.43
55	October 3, 2017	Bhagat Rajaram Patil	69,900	0.20	-	-	69,900	1.10
56	September 26, 2017	Bhagat Rajaram Patil	49,400	0.14	-	-	49,400	0.78
57	September 8, 2017	Bhagavathi L Kamat	3,000	0.01	-	-	3,000	0.05
58	October 14, 2017	Bhagyesh Sawant	600	-	-	-	600	0.01
59	October 7, 2017	Bharat Bhikaji Parab	600	-	-	-	600	0.01
60	September 18, 2017	Bharati S Kamat	3,000	0.01	-	-	3,000	0.05
61	October 12, 2017	Bhoir Jagdish Tukaram	600	-	200	-	400	0.01
62	October 5, 2017	Bhupali R Tembulkar	600	-	-	-	600	0.01
63	October 3, 2017	Bhushan Shivaji Gharat	600	-	-	-	600	0.01
64	September 8, 2017	Chandrakala Ranu Kale	200	-	-	-	200	-
65	September 25, 2017	Chandrakant Kisan Rane	1,200	-	-	-	1,200	0.02

Sr. No.	Date of the consent letter	Name of the selling shareholder	Pre Offer*		Post- Offer**		Offered Shares	
			Number of Equity Shares	As a % of Pre-offer share capital of the Company	Number of equity shares	As a % of Post-offer share capital of the company	Number of equity shares	As a % of Total number of equity shares Offered in the Offer
66	September 12, 2017	Chandrakant Y Satawee	2,400	0.01	400	-	2,000	0.03
67	October 14, 2017	Chandrashekar Anthappa Anchan	1,400	-	-	-	1,400	0.02
68	October 3, 2017	Chulliyal Sridhar Balakrishna	3,000	0.01	-	-	3,000	0.05
69	September 23, 2017	Dalal Geeta Narsinva	4,000	0.01	1,000	-	3,000	0.05
70	September 12, 2017	Damodar Martu Nayak	3,000	0.01	-	-	3,000	0.05
71	October 6, 2017	Damyanti Kashinath Patil	200	-	-	-	200	-
72	October 9, 2017	Dayanand Vishnu Ghag	800	-	400	-	400	0.01
73	October 7, 2017	Deepa Nayak	3,000	0.01	-	-	3,000	0.05
74	October 7, 2017	Deepak Ballal	18,800	0.05	-	-	18,800	0.30
75	September 12, 2017	Deepak Dalmia	3,000	0.01	-	-	3,000	0.05
76	September 12, 2017	Deepak K Warwatkar	400	-	-	-	400	0.01
77	October 3, 2017	Deepak Narayan Padte	7,200	0.02	2,200	0.01	5,000	0.08
78	October 4, 2017	Deepak Shripathi Ballal	6,400	0.02	-	-	6,400	0.10
79	October 10, 2017	Deepak Tejprakash Dalmia	7,000	0.02	-	-	7,000	0.11
80	October 13, 2017	Deepak Tejprakash Dalmia	3,000	0.01	-	-	3,000	0.05
81	September 17, 2017	Dhananjay Kamalakar Patil	400	-	-	-	400	0.01
82	October 6, 2017	Dharamjit Singh	28,000	0.08	2,000	0.01	26,000	0.41
83	September 19, 2017	Dharamjit Singh	200	-	-	-	200	-
84	October 16, 2017	Dilip Moreshwar Mhatre	25,400	0.07	5,400	0.02	20,000	0.32
85	September 21, 2017	Divendra Narendra Mhatre	600	-	300	-	300	-
86	September 20, 2017	Elangovan Saminathan	4,000	0.01	-	-	4,000	0.06
87	September 20, 2017	Gajanan Nayak	15,000	0.04	-	-	15,000	0.24
88	October 5, 2017	Ganesh Govind Sandav	3,000	0.01	1,000	-	2,000	0.03
89	September 13, 2017	Ganesh Sheshgiri Kamat	6,000	0.02	500	-	5,500	0.09
90	October 4, 2017	Ganga G Kamat	15,000	0.04	1,000	-	14,000	0.22

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91	September 26, 2017	Ganga G Kamat	15,000	0.04	-	-	15,000	0.24
92	September 21, 2017	Geeta Shamsundar Gawade	4,800	0.01	-	-	4,800	0.08
93	October 11, 2017	Girija Ramamoorthy	3,000	0.01	1,500	-	1,500	0.02
94	September 21, 2017	Gladys Rm Dsouza	3,000	0.01	-	-	3,000	0.05
95	September 21, 2017	Gopalakrishna Prabhu M	8,000	0.02	-	-	8,000	0.13
96	September 22, 2017	Gopi Raman	1,800	0.01	-	-	1,800	0.03
97	September 25, 2017	Gopi Raman	3,400	0.01	-	-	3,400	0.05
98	September 12, 2017	Hansaben Deepakbhai Patel	5,400	0.02	-	-	5,400	0.09
99	September 12, 2017	Harshad Dharamchand Shah	6,000	0.02	4,500	0.01	1,500	0.02
100	September 18, 2017	Harshal Avinash Sulakhe	200	-	-	-	200	-
101	September 22, 2017	Hasita Jatin Vakil	3,000	0.01	-	-	3,000	0.05
102	October 5, 2017	Hema Arshad Ankolkar	2,200	0.01	-	-	2,200	0.03
103	October 13, 2017	Hema Vinit Mody	12,000	0.03	-	-	12,000	0.19
104	October 8, 2017	Hemanshu Dharamchand Shah	6,000	0.02	4,500	0.01	1,500	0.02
105	October 3, 2017	Hemant Kavthankar	1,411,200	3.98	-	-	141,1200	22.29
106	October 4, 2017	Himanshu Kantilal Bheda	2,250	0.01	-	-	2,250	0.04
107	October 14, 2017	Inderraj Attarchand Talwar	6,000	0.02	-	-	6,000	0.09
108	September 25, 2017	Jas Singh	5,000	0.01	-	-	5,000	0.08
109	September 15, 2017	Jayant Rajaram Patil	5,600	0.02	-	-	5,600	0.09
110	September 12, 2017	Jayanthi Babu Iyer	15,500	0.04	-	-	15,500	0.24
111	September 25, 2017	Jayashree Avinash Bhakay	35,516	0.10	16	-	35,500	0.56
112	October 5, 2017	Jayashree Godbole	2,850	0.01	350	-	2,500	0.04
113	October 3, 2017	Jayasreekumar S Nair	3,000	0.01	-	-	3,000	0.05
114	September 30, 2017	Jayraman R Mythili Jayraman	3,000	0.01	1,000	-	2,000	0.03
115	October 5, 2017	Jignesh Mahendra Lakdawala	6,000	0.02	-	-	6,000	0.09

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116	September 4, 2017	Jyoti Sood	2,500	0.01	-	-	2,500	0.04
117	September 18, 2017	K K Podiyan	1,200	-	-	-	1,200	0.02
118	October 3, 2017	K N Chandran	6,000	0.02	3,000	0.01	3,000	0.05
119	October 10, 2017	K N Srinivasan	1,000	-	-	-	1,000	0.02
120	September 22, 2017	K P Sandhya Shashidharan	400	-	-	-	400	0.01
121	September 26, 2017	K Shivasubramanian	12,000	0.03	-	-	12,000	0.19
122	October 4, 2017	Kalpana Taranath Shriyan	400	-	-	-	400	0.01
123	October 9, 2017	Kalyanarama Dikshidar K	1,000	-	-	-	1,000	0.02
124	September 18, 2017	Kalyani Krishnan	3,450	0.01	300	-	3,150	0.05
125	September 8, 2017	Kamal Kumar Begwani	66,000	0.19	-	-	66,000	1.04
126	September 8, 2017	Kamaljitsingh Sansarsingh Sahota	18,200	0.05	-	-	18,200	0.29
127	October 13, 2017	Kamat Sushma Atchut	3,000	0.01	-	-	3,000	0.05
128	October 6, 2017	Kanaka Ramachandran	3,000	0.01	-	-	3,000	0.05
129	October 6, 2017	Kasargod Ganesh Kamath	30,000	0.08	20,000	0.06	10,000	0.16
130	October 7, 2017	Kashinath Prabhakar Pandit	37,036	0.10	-	-	37,036	0.58
131	October 10, 2017	Kashinath Prabhakar Pandit	40,760	0.11	34,920	0.10	5,840	0.09
132	October 7, 2017	Kedar Prabhakar Naik	550	-	150	-	400	0.01
133	September 25, 2017	Kewal Krishan Sood	3,000	0.01	-	-	3,000	0.05
134	October 8, 2017	Kirtida Rajendra Modi	200	-	-	-	200	-
135	September 28, 2017	Kirtikumar Manilal Lakdawala	12,000	0.03	-	-	12,000	0.19
136	October 6, 2017	Kishor Premchand Ingale	4,800	0.01	-	-	4,800	0.08
137	September 23, 2017	Krishnamurthy Mahindran	1,600	-	-	-	1,600	0.03
138	October 14, 2017	Krishnan Yegna Eashwar	600	-	100	-	500	0.01
139	September 7, 2017	Krishne Gowda	800	-	-	-	800	0.01
140	October 9, 2017	Kudpi Vaman Shenoy	12,000	0.03	-	-	12,000	0.19

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141	September 4, 2017	Kusum Agarwal	4,000	0.01	2,000	0.01	2,000	0.03
142	October 3, 2017	Kusum Rajaram Patil	1,800	0.01	-	-	1,800	0.03
143	October 9, 2017	L N S Mani	6,000	0.02	-	-	6,000	0.09
144	October 7, 2017	Lakshmi Balachandran	2,250	0.01	-	-	2,250	0.04
145	September 22, 2017	Lakshmi Jayaraman	6,000	0.02	-	-	6,000	0.09
146	September 22, 2017	Leena Ajay Dasani	12,000	0.03	-	-	12,000	0.19
147	October 11, 2017	Madangopal Gurmukhdas Kukreja	6,000	0.02	-	-	6,000	0.09
148	September 26, 2017	Mahesh Dharamchand Shah	6,000	0.02	4,500	0.01	1,500	0.02
149	September 19, 2017	Mahesh Vinayak Thakur	1,400	-	-	-	1,400	0.02
150	September 25, 2017	Manan Nalin Shah	69,000	0.19	-	-	69,000	1.09
151	October 7, 2017	Manju Nayyar	89,876	0.25	800	-	89,076	1.41
152	October 14, 2017	Mayur Anil Patki	1,000	-	-	-	1,000	0.02
153	October 10, 2017	Meena Madhukar Gokhale .	200	-	-	-	200	-
154	September 21, 2017	Meera Sundaram	3,000	0.01	-	-	3,000	0.05
155	September 26, 2017	Milind Anant Patil	21,400	0.06	400	-	21,000	0.33
156	September 27, 2017	Milton Anthony Dsilva	3,000	0.01	-	-	3,000	0.05
157	October 7, 2017	Mohini Mukund Velapurkar	3,000	0.01	1,000	-	2,000	0.03
158	September 22, 2017	Moodabidri Gopalkrishna Prabhu	71,400	0.20	5,400	0.02	66,000	1.04
159	October 4, 2017	Mukesh Kumar Soi	200	-	-	-	200	-
160	September 21, 2017	Muralidhar Vithal Prabhu	3,000	0.01	-	-	3,000	0.05
161	September 11, 2017	Musarrat Kasim Shaikh	600	-	-	-	600	0.01
162	October 12, 2017	Nalin Pravin Shah	177,200	0.50	-	-	177,200	2.80
163	October 11, 2017	Narayan Chango Chaudhari	600	-	-	-	600	0.01
164	October 6, 2017	Narendra Ratilal Shah	1,400	-	1,050	-	350	0.01

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165	October 3, 2017	Narinderjit Singh Saggi	6,000	0.02	0	-	6,000	0.09
166	October 4, 2017	Natarajan K Krishan	49,600	0.14	9,600	0.03	40,000	0.63
167	October 5, 2017	Nilanjana Bhagat Patil	5,400	0.02	0	-	5,400	0.09
168	October 5, 2017	Nilesh Janardan Mhatre	200	-	0	-	200	-
169	September 26, 2017	Nilesh Raghunath Save	2,860	0.01	860	-	2,000	0.03
170	September 29, 2017	Nirmal Madhukar Koshti	34,000	0.10	0	-	34,000	0.54
171	October 9, 2017	Nirmal Madhukar Koshti	101,856	0.29	15,856	0.04	86,000	1.36
172	September 26, 2017	Nithya Ganesh	3,000	0.01	0	-	3,000	0.05
173	September 8, 2017	Nitin Tukaram Patil	200	-	0	-	200	-
174	October 3, 2017	Nityanand Kunjiraman Nair	1,300	-	0	-	1,300	0.02
175	October 4, 2017	Noreen Prabhakar Amolik	30,000	0.08	0	-	30,000	0.47
176	September 18, 2017	Noshir Ardeshir Mistry	6,000	0.02	0	-	6,000	0.09
177	September 20, 2017	Oliver Oscar Dsouza	2,000	0.01	0	-	2,000	0.03
178	September 29, 2017	P S Ramaswamy	3,000	0.01	0	-	3,000	0.05
179	October 5, 2017	Padma Rajendran	50,000	0.14	25,000	0.07	25,000	0.39
180	October 4, 2017	Padmanabh B Shanbhag	239,400	0.68	119,400	0.34	120,000	1.90
181	October 13, 2017	Panna Anil Desai	3,000	0.01	0	-	3,000	0.05
182	October 16, 2017	Parshuram S Powar	2,600	0.01	0	-	2,600	0.04
183	September 12, 2017	Popat Kisan Khachane	2,200	0.01	0	-	2,200	0.03
184	October 8, 2017	Potdar Madhavi Vilas	3,000	0.01	0	-	3,000	0.05
185	October 5, 2017	Prachi Shashank Satam	200	-	0	-	200	-
186	October 6, 2017	Pradeep Kanwar	600	-	0	-	600	0.01
187	October 4, 2017	Pradip Ramchandra Bari	1,000	-	0	-	1,000	0.02
188	October 7, 2017	Pradnya Mandar Katdare	400	-	50	-	350	0.01
189	October 7, 2017	Prakash Vaman Nayak	3,600	0.01	0	-	3,600	0.06



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190	October 7, 2017	Prasanna Nagarajan	1,400	-	200	-	1,200	0.02
191	September 18, 2017	Prashant Raut	1,420	-	0	-	1,420	0.02
192	October 5, 2017	Prashant Khandalkar	2,200	0.01	0	-	2,200	0.03
193	September 27, 2017	Prashant Yashant Ambolkar	5,200	0.01	0	-	5,200	0.08
194	September 20, 2017	Prema Dwarkanath Shamain	3,000	0.01	1,500	-	1,500	0.02
195	September 5, 2017	Purneshwari Pillai	800	-	0	-	800	0.01
196	September 22, 2017	R Sundar Raman	5,000	0.01	0	-	5,000	0.08
197	September 5, 2017	Radha Natraj	3,000	0.01	0	-	3,000	0.05
198	August 28, 2017	Radhakrishna M Mahale	5,400	0.02	0	-	5,400	0.09
199	October 16, 2017	Radhey Shyam Agarwal	1,200	-	0	-	1,200	0.02
200	October 5, 2017	Raja Iyer	9,500	0.03	0	-	9,500	0.15
201	October 7, 2017	Rajalaxmi Srinivasan	1,500	-	0	-	1,500	0.02
202	October 7, 2017	Rajashree Dilip Sawant	6,000	0.02	4,000	0.01	2,000	0.03
203	October 13, 2017	Rajeev Vijay Dalvi	10,000	0.03	0	-	10,000	0.16
204	October 7, 2017	Rajendra Laxmidas Modi	200	-	0	-	200	-
205	October 16, 2017	Rajendrakumar Gurmukhdas Kukreja	4,000	0.01	0	-	4,000	0.06
206	October 14, 2017	Rajesh Kumar Checker	3,000	0.01	0	-	3,000	0.05
207	October 4, 2017	Rakhi T Bhargava Tarun R Bhargava	2,000	0.01	1,000	-	1,000	0.02
208	September 25, 2017	Ramabai Ramdas Desai	3,000	0.01	1,000	-	2,000	0.03
209	October 10, 2017	Ramakant Dhuri	3,000	0.01	-	-	3,000	0.05
210	October 10, 2017	Ramakant Gangaram Mhatre	200	-	-	-	200	-
211	September 14, 2017	Ramakant Purushottam Chaudhari	6,000	0.02	-	-	6,000	0.09
212	September 8, 2017	Ramchandran G Nair	1,800	0.01	800	-	1,000	0.02
213	October 3, 2017	Ramesh Keshav Tawde	60,920	0.17	30,920	0.09	30,000	0.47

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214	October 16, 2017	Ranjana Sood	3,000	0.01	-	-	3,000	0.05
215	October 3, 2017	Ravichandran R	2,000	0.01	-	-	2,000	0.03
216	September 18, 2017	Reshma Bharat Parab	4,000	0.01	-	-	4,000	0.06
217	September 18, 2017	Rita Sood	3,000	0.01	-	-	3,000	0.05
218	September 22, 2017	S Ananthalakshmi	17,500	0.05	-	-	17,500	0.28
219	October 7, 2017	S Suryanarayanan	200	-	-	-	200	-
220	October 7, 2017	Sabitha Dinesh Shetty	1,200	-	200	-	1,000	0.02
221	September 14, 2017	Sakshi Rahul Rane	3,000	0.01	-	-	3,000	0.05
222	October 3, 2017	Samir Rajendra Modi	200	-	-	-	200	-
223	October 3, 2017	Sanat Kumar Arjunlal Kapadia	6,000	0.02	-	-	6,000	0.09
224	October 5, 2017	Sandeep B Raut	600	-	-	-	600	0.01
225	October 6, 2017	Sangram Nandkumar Joshi	200	-	-	-	200	-
226	September 7, 2017	Sanjay M Khachane	1,000	-	-	-	1,000	0.02
227	October 4, 2017	Sanjeeb Chaudhuri	52,000	0.15	-	-	52,000	0.82
228	October 3, 2017	Sanjiv M Nayak	15,000	0.04	-	-	15,000	0.24
229	October 10, 2017	Satish H Patil	1,200	-	-	-	1,200	0.02
230	October 5, 2017	Satish Mahabal Shetty	400	-	-	-	400	0.01
231	October 4, 2017	Satnam Kaur Dang	1,000	-	-	-	1,000	0.02
232	October 14, 2017	Seema Uday Gurkar	1,400	-	-	-	1,400	0.02
233	October 9, 2017	Shaikh Farooque Ahmed	1,600	-	-	-	1,600	0.03
234	October 7, 2017	Shailaja Jayant Patil	2,800	0.01	-	-	2,800	0.04
235	October 4, 2017	Shailaja Ramani	3,000	0.01	-	-	3,000	0.05
236	September 13, 2017	Shakuntala Gurmukhdas Kukreja	3,000	0.01	-	-	3,000	0.05
237	September 27, 2017	Shammi Suresh Shaji Kutty	400	-	100	-	300	-

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238	October 11, 2017	Shamsundar Appa Gawade	2,000	0.01	-	-	2,000	0.03
239	September 6, 2017	Shashikant Vasantao Pinge	4,800	0.01	-	-	4,800	0.08
240	October 11, 2017	Sheetal Patil	300	-	-	-	300	-
241	October 5, 2017	Shirish Chintamani Potnis	28,000	0.08	-	-	28,000	0.44
242	October 7, 2017	Shivaji J Gundellu	1,800	0.01	-	-	1,800	0.03
243	September 21, 2017	Shivanand Mukund Shanbhag	3,000	0.01	-	-	3,000	0.05
244	September 24, 2017	Shraddha Kiran Ratnaparkhe	600	-	-	-	600	0.01
245	October 13, 2017	Shrimathi Gopalkrishna Rao	3,200	0.01	-	-	3,200	0.05
246	October 17, 2017	Shripad R Halbe	6,000	0.02	-	-	6,000	0.09
247	September 10, 2017	Shripad Yeshwant Kamat	1,200	-	-	-	1,200	0.02
248	September 15, 2017	Shripad Yeshwant Kamat	1,200	-	-	-	1,200	0.02
249	September 19, 2017	Shubhangi Deepak Samant	22,000	0.06	7,000	0.02	15,000	0.24
250	October 6, 2017	Shyla Viswanathan	3,000	0.01	2,000	0.01	1,000	0.02
251	October 11, 2017	Silloo Minocher Karkhanavala	45,750	0.13	-	-	45,750	0.72
252	September 19, 2017	Smita Lalit Sanghavi	4,200	0.01	-	-	4,200	0.07
253	October 5, 2017	Smita Narayan Hegde Narayan	3,000	0.01	1,000	-	2,000	0.03
254	October 4, 2017	Sonia Surendra Gulati	3,000	0.01	-	-	3,000	0.05
255	October 11, 2017	Srinivasan Viswanathan Vengarai	3,000	0.01	-	-	3,000	0.05
256	October 4, 2017	Subhalakshmy Ramaswamy	3,000	0.01	-	-	3,000	0.05
257	October 9, 2017	Subhas Chandra Sen	42,000	0.12	12,000	0.03	30,000	0.47
258	September 19, 2017	Subramanian Velayudhan Pillai	90,000	0.25	-	-	90,000	1.42
259	September 26, 2017	Sujata Abhay Kelkar	118,496	0.33	18,000	0.05	100,496	1.59
260	September 16, 2017	Sujata Swaminathan	3,000	0.01	-	-	3,000	0.05
261	September 12, 2017	Sulbha Damodar Nayak	3,000	0.01	-	-	3,000	0.05

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262	September 25, 2017	Suman Bakliwal	3,200	0.01	2,700	0.01	500	0.01
263	September 20, 2017	Sunanda Vilas Deshpande	10,000	0.03	-	-	10,000	0.16
264	September 22, 2017	Sunanda Vilas Deshpande	56,615	0.16	46,615	0.13	10,000	0.16
265	October 10, 2017	Sundaram Maharajan	400	-	-	-	400	0.01
266	September 16, 2017	Sunil Subhash Bhagwat	6,000	0.02	-	-	6,000	0.09
267	September 19, 2017	Sunitha Vimalraj Nair	10,400	0.03	-	-	10,400	0.16
268	September 6, 2017	Surbhi Shirish Potnis	27,000	0.08	22,000	0.06	5,000	0.08
269	September 15, 2017	Surendra Gulati	3,000	0.01	-	-	3,000	0.05
270	October 3, 2017	Surendra Yashwant Tawade	700	-	350	-	350	0.01
271	September 23, 2017	Swati Sadanand Kamat	3,000	0.01	500	-	2,500	0.04
272	September 14, 2017	T Ashok Nair	48,000	0.14	18,000	0.05	30,000	0.47
273	October 11, 2017	Tara Shripati Ballal	1,500	-	-	-	1,500	0.02
274	September 26, 2017	Taranath Narayan Shriyan	3,400	0.01	-	-	3,400	0.05
275	September 22, 2017	Tejashree Sanket Konkar	600	-	400	-	200	-
276	September 26, 2017	Therese Avila Dsouza	1,000	-	-	-	1,000	0.02
277	October 3, 2017	Thimmappa Lingappa Gowda	1,200	-	-	-	1,200	0.02
278	September 19, 2017	Tilak Karamchand Vikamshi	4,200	0.01	-	-	4200	0.07
279	October 11, 2017	Titai Santhanam Sridhar	1,500	-	-	-	1,500	0.02
280	October 5, 2017	Tripurasundari	6,000	0.02	-	-	6,000	0.09
281	October 3, 2017	Uday Krishna Kamat	10,000	0.03	-	-	10,000	0.16
282	October 3, 2017	Uday Krishna Kamat	65,000	0.18	3,000	0.01	62,000	0.98
283	October 5, 2017	Uday Kumar Gurkar	1,600	-	-	-	1,600	0.03
284	October 11, 2017	Usha Gurmukhdas Kukreja	2,000	0.01	-	-	2,000	0.03
285	September 14, 2017	Usha Ramani	4,000	0.01	-	-	4,000	0.06
286	October 11, 2017	V Ramachandran	2,000	0.01	-	-	2,000	0.03

Sr. No.	Date of the consent letter	Name of the selling shareholder	Pre Offer*		Post- Offer**		Offered Shares	
			Number of Equity Shares	As a % of Pre-offer share capital of the Company	Number of equity shares	As a % of Post-offer share capital of the company	Number of equity shares	As a % of Total number of equity shares Offered in the Offer
287	September 14, 2017	V Ramani	36,976	0.10	-	-	36,976	0.58
288	September 14, 2017	V Ramani	27,500	0.08	-	-	27,500	0.43
289	October 16, 2017	V Swaminathan	3,000	0.01	-	-	3,000	0.05
290	October 5, 2017	Vaijanath Sakharam Kulkarni	42,000	0.12	26,000	0.07	16,000	0.25
291	October 7, 2017	Vaishali Amol Jumde	200	-	-	-	200	-
292	October 9, 2017	Venkatachalam S Prema Venkatachalam	45,000	0.13	40,000	0.11	5,000	0.08
293	October 9, 2017	Vidya Nityanand Nair	300	-	-	-	300	-
294	October 11, 2017	Vijay Eknath Humbre	800	-	-	-	800	0.01
295	October 10, 2017	Vijay K Sood	20,000	0.06	-	-	20,000	0.32
296	September 21, 2017	Vijay Kamalakant Gadkari	5,000	0.01	-	-	5,000	0.08
297	October 10, 2017	Vijay Krishan Sood	11,000	0.03	-	-	11,000	0.17
298	October 4, 2017	Vikas Shamrao Thakur	2,000	0.01	-	-	2,000	0.03
299	September 22, 2017	Vimal P Shah	18,000	0.05	-	-	18,000	0.28
300	October 4, 2017	Vinod Chintaman Sankhe	1,400	-	-	-	1,400	0.02
301	October 13, 2017	Vinod Dayalal Trivedi	3,000	0.01	-	-	3,000	0.05
302	October 3, 2017	Vinod Kumar Singh	1,000	-	-	-	1,000	0.02
303	September 6, 2017	Vinod Nandlal Pandya	33,000	0.09	-	-	33,000	0.52
304	October 4, 2017	Viswanathan Venkatramani	2,250	0.01	750	-	1,500	0.02
305	October 9, 2017	Wilfred D'silva Alice D Silva	119,000	0.34	100,000	0.28	19,000	0.30
306	September 26, 2017	Yogesh Ramakant Thakur	1,000	-	500	-	500	0.01
307	October 13, 2017	Yogesh Surendrapal Kalra	27,800	0.08	7,800	0.02	20,000	0.32
	Sub Total (C)		4,837,157	13.64	652,537	1.84	4,184,620	66.09
	Total (A+B+C)		14,794,111	41.72	8,462,437	23.87	6,331,674	100.00

\*Any equity shares held by the Selling Shareholders in other demat accounts/folios which do not form part of the Offer for Sale are not considered in the pre and post Offer shareholding.

# Assuming full subscription of Equity Shares in the IPO.