(Please scan this QR Code to view the RHP)

RED HERRING PROSPECTUS
Dated December 14, 2024
Please read section 32 of the Companies Act, 2013
100% Book Built Offer

CONCORD ENVIRO SYSTEMS LIMITED

Corporate Identity Number: U45209MH1999PLC120599

REGISTERED AND CORPORATE OFFICE		CONTACT PERSON
101, HDIL Towers, Anant Kanekar Marg, Bandra (East), Mumbai- 400051, Maharashtra, India		Priyanka Aggarwal (*Company Secretary and Compliance Officer*)
EMAIL	**TELEPHONE**	**WEBSITE**
cs@concordenviro.in	+91 (22) 6704 9000	www.concordenviro.in

OUR PROMOTERS: PRAYAS GOEL AND PRERAK GOEL

DETAILS OF THE OFFER TO THE PUBLIC

TYPE	FRESH ISSUE	OFFER FOR SALE	TOTAL OFFER SIZE	ELIGIBILITY AND SHARE RESERVATION AMONG QIBs, NIIs AND RIIs
Fresh Issue and Offer for Sale	Up to [●] Equity Shares of face value of ₹ 5 each aggregating up to ₹ 1,750.00 million	Up to 4,640,888 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million	Up to [●] Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million	The Offer is being made pursuant to Regulation 6(1) of the SEBI ICDR Regulations. For details, see "*Other Regulatory and Statutory Disclosures – Eligibility for the Offer*" on page 478. For details of share reservation among QIBs, NIBs, and RIBs see "*Offer Structure*" on page 498.

DETAILS OF OFFER FOR SALE BY THE SELLING SHAREHOLDERS AND WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE

NAME OF SELLING SHAREHOLDER	TYPE	NUMBER OF EQUITY SHARES OF FACE VALUE OF ₹ 5 OFFERED	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE(1) (IN ₹)
AF Holdings	Investor Selling Shareholder	Up to 4,186,368 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million	183.82
Prayas Goel	Promoter Selling Shareholder	Up to 150,600 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million	0.15
Prerak Goel	Promoter Selling Shareholder	Up to 150,500 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million	0.23
Pushpa Goel	Promoter Group Selling Shareholder	Up to 92,420 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million	0.35
Nidhi Goel	Promoter Group Selling Shareholder	Up to 31,500 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million	0.28
Namrata Goel	Promoter Group Selling Shareholder	Up to 29,500 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million	0.30

(1) *As certified by Shah & Mantri, Chartered Accountants, pursuant to their certificate dated December 14, 2024.*

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 5 each. The Floor Price, the Cap Price and the Offer Price determined by our Company in consultation with the BRLMs, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") and as stated under "*Basis for Offer Price*" on page 150, 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 of our Company, or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the 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 in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 31.

OUR COMPANY'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, each of the Selling Shareholders, severally and not jointly, accept responsibility for, and confirm, that the statements made or confirmed by them in this Red Herring Prospectus only to the extent of the information specifically pertain to them and the Equity Shares offered by them under the Offer for Sale, are true and correct in all material respects and are not misleading in any material respect. The Selling Shareholders do not assume any responsibility for any other statements in this Red Herring Prospectus, including, *inter alia*, any and all of the statements made by or in relation to our Company in this Red Herring Prospectus.

LISTING

Our Company has received 'in-principle' approvals from BSE Limited (the "**BSE**") and National Stock Exchange of India Limited (the "**NSE**", together with BSE, the "**Stock Exchanges**") for the listing of the Equity Shares pursuant to their letters each dated November 19, 2024. BSE is the Designated Stock Exchange. A copy of this Red Herring Prospectus and the Prospectus shall be filed with the RoC (as defined hereinafter) in accordance with Sections 26(4) and 32 of the Companies Act, 2013.

BOOK RUNNING LEAD MANAGERS

NAME OF BOOK RUNNING LEAD MANAGER AND LOGO		CONTACT PERSON	TELEPHONE AND EMAIL
MOTILAL OSWAL INVESTMENT BANKING	**Motilal Oswal Investment Advisors Limited**	Ritu Sharma/ Subodh Mallya	**Telephone**: + 91 22 7193 4380 **E-mail:** concordipo@motilaloswal.com
equirus	**Equirus Capital Private Limited**	Jenny Bagrecha	**Telephone:** +91 (22) 4332 0735 **E-mail:** concordenviro.ipo@equirus.com

REGISTRAR TO THE OFFER

NAME OF REGISTRAR		CONTACT PERSON	TELEPHONE AND EMAIL
LINK Intime	**Link Intime India Private Limited**	Shanti Gopalkrishnan	**Telephone**: +91 810 811 4949 **E-mail**: concordenviro.ipo@linkintime.co.in

BID/OFFER PROGRAMME

ANCHOR INVESTOR BIDDING DATE*	Wednesday, December 18, 2024	BID/OFFER OPENS ON*	Thursday, December 19, 2024	BID/OFFER CLOSES ON (1)	Monday, December 23, 2024

* *Our Company in consultation with the Book Running Lead Managers, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.*

(1) *UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.*

RED HERRING PROSPECTUS
Dated December 14, 2024
Please read section 32 of the Companies Act, 2013
Book Built Offer

CONCORD ENVIRO SYSTEMS LIMITED

Our Company was originally incorporated as "Concord Enviro Systems Private Limited" under the provisions of the Companies Act, 1956 pursuant to a certificate of incorporation dated July 1, 1999, issued by the Registrar of Companies, Maharashtra at Mumbai ("**RoC**"). The name of our Company was subsequently changed to "Concord Enviro Systems Limited", upon conversion into a public company, pursuant to a board resolution dated May 23, 2022, and a shareholders' resolution dated May 25, 2022, and a fresh certificate of incorporation was issued by the RoC consequent upon change of name on conversion to public limited company on June 9, 2022. For details in relation to change in name and the address of the registered office of our Company, see "*History and Certain Corporate Matters*" on page 281.

Registered and Corporate Office: 101, HDIL Towers, Anant Kanekar Marg, Bandra (East), Mumbai- 400051, Maharashtra, India;
Contact Person: Priyanka Aggarwal, Company Secretary and Compliance Officer**; Telephone**: +91 (22) 6704 9000
E-mail: cs@concordenviro.in; **Website**: www.concordenviro.in; **Corporate Identity Number**: U45209MH1999PLC120599

OUR PROMOTERS: PRAYAS GOEL AND PRERAK GOEL

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH ("EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH AGGREGATING UP TO ₹ 1,750.00 MILLION BY OUR COMPANY ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 4,640,888 EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH ("THE OFFERED SHARES") COMPRISING OF UP TO 4,186,368 EQUITY SHARES BY AF HOLDINGS, UP TO 150,600 EQUITY SHARES BY PRAYAS GOEL, UP TO 150,500 EQUITY SHARES BY PRERAK GOEL, UP TO 29,500 EQUITY SHARES BY NAMRATA GOEL, UP TO 31,500 EQUITY SHARES BY NIDHI GOEL AND UP TO 92,420 EQUITY SHARES BY PUSHPA GOEL AGGREGATING UP TO ₹ [●] MILLION (THE "SELLING SHAREHOLDERS" AND SUCH OFFER, THE "OFFER FOR SALE"). THE OFFER WILL CONSTITUTE [●]% OF THE POST-OFFER PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF THE EQUITY SHARE IS ₹ 5 EACH AND THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND, AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS (THE "BRLMs") AND WILL BE ADVERTISED IN ALL EDITIONS OF FINANCIAL EXPRESS, A WIDELY CIRCULTED AN ENGLISH NATIONAL DAILY NEWSPAPER, ALL EDITIONS OF JANSATTA A HINDI NATIONAL DAILY NEWSPAPER AND NAVSHAKTI A WIDELY CIRCULATED MARATHI DAILY NEWSPAPER (MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA, WHERE OUR REGISTERED AND CORPORATE OFFICE IS LOCATED), EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE AND NSE FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS.

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

The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "**SCRR**"), read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") (the "**QIB Portion**"), provided that our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis by our Company, in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations (the "**Anchor Investor Portion**"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors ("**Anchor Investor Allocation Price**"). In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) (the "**Net QIB Portion**"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, subject to valid Bids being received at or above the Offer Price, and the remainder of the Net QIB Portion 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 Bidders ("**Non-Institutional Portion**"), in accordance with the SEBI ICDR Regulations, of which one-third of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹ 1,000,000 and under- subscription in either of these two sub-categories of the Non-Institutional Portion may be allocated to Bidders in the other sub-category of the Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, not less than 35% of the Offer shall be available for allocation to Retail Individual Portion ("**Retail Portion**"), in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All Bidders (except Anchor Investors) shall mandatorily participate in the Offer only through the Application Supported by Blocked Amount ("**ASBA**") process and shall provide details of their respective bank account including UPI ID (defined hereinafter) in case of UPI Bidders (defined hereinafter) in which the Bid Amount will be blocked by the Self Certified Syndicate Banks ("**SCSBs**") or pursuant to the UPI Mechanism, as the case may be. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, see "*Offer Procedure*" on page 501.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 5 each. The Floor Price, the Cap Price and the Offer Price determined by our Company in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations and as stated under "Basis for Offer Price" on page 150, 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 of our Company, or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the 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 in the Offer have not been recommended or approved by SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 31.

OUR COMPANY'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, the Selling Shareholders, severally and not jointly, accept responsibility for, and confirm, that the statements made or confirmed by such Selling Shareholder in this Red Herring Prospectus to the extent that the statements and information specifically pertain to such Selling Shareholder, and the Equity Shares offered by such Selling Shareholder under the Offer for Sale, are true and correct in all material respects and are not misleading in any material respect. The Selling Shareholders do not assume any responsibility for any other statements, including without limitation, any and all of the statements made by or in relation to our Company in this Red Herring Prospectus.

LISTING

The Equity Shares, once offered through this Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to their respective letters dated November 19, 2024. For the purposes of the Offer, the Designated Stock Exchange shall be BSE. A signed copy of this Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For further details of the material contracts and documents available for inspection from the date of this Red Herring Prospectus until the Bid/ Offer Closing Date, see "*Material Contracts and Documents for Inspection*" on page 592.

BOOK RUNNING LEAD MANAGERS		REGISTRAR TO THE OFFER
MOTILAL OSWAL INVESTMENT BANKING	equirus	LINKIntime
Motilal Oswal Investment Advisors Limited Motilal Oswal Tower, Rahimtullah Sayani Road Opposite Parel ST Depot, Prabhadevi, Mumbai 400 025 Maharashtra, India **Telephone:** + 91 22 7193 4380 **E-mail:** concordipo@motilaloswal.com **Website:** www.motilaloswalgroup.com **Investor grievance e-mail:** moiaplredressal@motilaloswal.com **Contact person:** Ritu Sharma/ Subodh Mallya **SEBI Registration No:** INM000011005	**Equirus Capital Private Limited** 12th Floor, C Wing, Marathon Futurex N.M. Joshi Marg, Lower Parel, Mumbai-400 013 Maharashtra, India **Telephone:** +91 (22) 4332 0735 **E-mail:** concordenviro.ipo@equirus.com **Website:** www.equirus.com **Investor grievance e-mail:** investorsgrievance@equirus.com **Contact person:** Jenny Bagrecha **SEBI Registration No:** INM000011286	**Link Intime India Private Limited** C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India **Telephone:** +91 22 4918 6000 **E-mail**: concordenviro.ipo@linkintime.co.in **Investor grievance E-mail:** concordenviro.ipo@linkintime.co.in **Website:** www.linkintime.co.in **Contact Person:** Shanti Gopalkrishnan **SEBI Registration No.:** INR000004058

BID/OFFER PROGRAMME

ANCHOR INVESTOR BIDDING DATE*	Wednesday, December 18, 2024	BID/OFFER OPENS ON*	Thursday, December 19, 2024	BID/OFFER CLOSES ON(1)	Monday, December 23, 2024

Our Company in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.
(1)*UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing 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 implies or requires, or unless otherwise specified, shall have the meaning as assigned below. References to statutes, rules, regulations, guidelines and policies will, unless the context otherwise requires, be deemed to include all amendments, modifications and replacements notified thereto, as of the date of this Red Herring Prospectus, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the meanings ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder. Further, the Offer related terms used but not defined in this Red Herring Prospectus shall have the meaning ascribed to such terms under the General Information Document. 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 below shall prevail.

Notwithstanding the foregoing, terms in "Industry Overview", "Our Business", "Key Regulations and Policies", "Statement of Possible Special Tax Benefits", "Financial Information", "Basis for the Offer Price", "History and Certain Corporate Matters", "Financial Indebtedness", "Outstanding Litigation and Other Material Developments","Offer Procedure", "Key Regulations and Policies", "Restriction on Foreign Ownership of Indian Securities" and "Description of Equity Shares and Terms of Articles of Association", on pages 180, 244, 460, 463, 501, 281,521 and 522, respectively, will have the meaning ascribed to such terms in those respective sections.

Company related terms

Term	Description
Our Company, the Company or the Issuer	Concord Enviro Systems Limited, a company incorporated under the Companies Act, 1956 and having its Registered and Corporate Office at 101, HDIL Towers, Anant Kanekar Marg, Bandra (East), Mumbai- 400051, Maharashtra, India.
we, us, our or Group	Unless the context otherwise indicates or implies, refers to our Company, our Subsidiaries and Joint Ventures.
Articles or Articles of Association or AoA	The articles of association of our Company, as amended.
Audit Committee	The audit committee of our Board constituted in accordance with the Companies Act, 2013 and the Listing Regulations, as described in "*Our Management*" on page 306.
Board or Board of Directors	The board of directors of our Company, as constituted from time to time, including a duly constituted committee thereof. For details, see *"Our Management – Board of Directors"* on page 306.
BWT	Our material subsidiary, being Blue Water Trading & Treatment (FZE), UAE
CEF	Our material subsidiary, being Concord Enviro FZE
Chairman and Managing Director	The chairman and managing director of our Board, being Prayas Goel. For details see *"Our Management – Board of Directors"* on page 306.
CCPS	Compulsorily convertible non-cumulative preference shares of face value of ₹ 1,000 each.
Chief Financial Officer or CFO	The chief financial officer of our Company, being Sudarshan Gopinath Kamath. For details see "*Our Management − Key Managerial Personnel*" on page 320.
Company Secretary and Compliance Officer	Company secretary and compliance officer of our Company, being Priyanka Aggarwal. For details see "*Our Management − Key Managerial Personnel*" on page 320.
DCIF	Danish Climate Investment Fund.
Director(s)	Director(s) on the Board of our Company, as appointed from time to time. For details, see *"Our Management – Board of Directors"* on page 306.
ESOP 2022 Scheme	ESOP 2022 Scheme being the Concord Enviro Employee Stock Option Plan 2022.
Equity Shares	Equity shares of our Company of face value of ₹ 5 each.
Executive Directors	Executive director(s) of our Company. For further details of the Executive Directors, see "*Our Management – Board of Directors*" on page 306.
Group Companies	The companies identified as 'group companies' in accordance with Regulation 2(1)(t) of the SEBI ICDR Regulations and as disclosed in the section "*Group Companies*" on page 470.
Independent Chartered Accountant	The independent chartered accountant of our Company, namely, Shah & Mantri, Chartered Accountants.
Independent Director	A non-executive, independent Director appointed as per the Companies Act, 2013 and the Listing Regulations. For further details of our Independent Directors, see "*Our Management – Board of Directors*" on page 306.

Term	Description
Joint Ventures	The joint ventures of our Company being, WHE Systems FZC, Roserve Enviro FZE and Roserve Enviro Private Limited.
KMP or Key Managerial Personnel	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013, as disclosed in "*Our Management – Key Managerial Personnel*" on page 320.
Material Subsidiaries	The material subsidiaries of our Company in accordance with the SEBI Listing Regulations, namely, Rochem Separation Systems (India) Private Limited, Concord Enviro FZE, Blue Water Trading & Treatment (FZE), UAE and Concord Enviro SA De. C.V. Mexico.
Materiality Policy	The materiality policy of our Company adopted pursuant to a resolution of our Board dated December 5, 2024 for identification of the (a) material outstanding litigation proceedings; (b) group companies; and (c) material creditors, pursuant to the requirements of the SEBI ICDR Regulations and for the purposes of disclosure in this Red Herring Prospectus.
Memorandum or Memorandum of Association or MoA	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 Companies Act, 2013 and the Listing Regulations, and as described in "*Our Management – Committees of our Board – Nomination and Remuneration Committee*" on page 314.
Non – executive Director(s)	A Director, not being an Executive Director as disclosed in *"Our Management – Board of Directors"* on page 306.
Promoters	Promoters of our Company namely, Prayas Goel and Prerak Goel. For further details, see "*Our Promoters and Promoter Group*" on page 323.
Promoter Group	Such individuals and entities which constitute the promoter group of our Company pursuant to Regulation 2(1)(pp) of the SEBI ICDR Regulations. For further details, see "*Our Promoters and Promoter Group*" on page 323.
Promoter Selling Shareholders	The promoter selling shareholders namely, Prayas Goel and Prerak Goel.
Selling Shareholders	The Selling Shareholders namely, Prayas Goel, Prerak Goel, Pushpa Goel, Nidhi Goel, Namrata Goel and AF Holdings.
Registered and Corporate Office	The registered and corporate office of our Company situated at 101, HDIL Towers, Anant Kanekar Marg, Bandra (East), Mumbai- 400051, Maharashtra, India.
Registrar of Companies or RoC	Registrar of Companies, Maharashtra at Mumbai.
Restated Consolidated Financial Information	The Restated Consolidated Financial Information of our Company and our Subsidiaries along with our Joint Ventures, comprising the Restated Consolidated Statement of Assets and Liabilities as at August 31, 2024 and March 31, 2024, March 31, 2023, and March 31, 2022, the Restated Consolidated Statements of Profit and Loss (including other comprehensive income), the Restated Consolidated Statements of Cash Flows, the Restated Consolidated Statements of Changes in Equity for the five-month period ended August 31, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, the material accounting policies, and other explanatory information, prepared in terms of the Section 26 of Part I of Chapter III of the Companies Act, 2013 and the rules made thereunder, SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, as amended.
Restated Amendment Agreement	The Restated Amendment Agreement to the Shareholders Agreement dated August 23, 2024 entered into by our Company, Prerak Goel, Prayas Goel, AF Holdings, Pushpa Goel, Namrata Goel, Nidhi Goel and Krittika Goel.
Risk Management Committee	The risk management committee of our Board constituted in accordance with the Companies Act, 2013 and the Listing Regulations, as described in "*Our Management – Committees of our Board – Risk Management Committee*" on page 317.
RSSPL	Our material subsidiary, being Rochem Separation Systems (India) Private Limited.
Senior Managerial Personnel or SMP	Senior management of our Company in accordance with Regulation 2(1)(bbbb) of the SEBI ICDR Regulations, as described in "*Our Management – Senior Managerial Personnel*" on page 320.
Shareholders Agreement or SHA	Shareholders' Agreement dated August 7, 2015, entered into by the Company and Prerak Goel and Prayas Goel and AF Holdings read with the amendment agreements dated October 3, 2015, October 26, 2017, April 20, 2021, June 23, 2022 and a restated amendment agreement dated August 23, 2024.
U.A.E Project Report	The report dated December 5, 2024, issued by the project management consultant namely, Parikh and Kulkarni Consulting Engineers Private Limited.
Vasai Project Report	The report dated December 5, 2024, issued by A.M. Faroz & Associates.
Waste Water SPA	Share Purchase Agreement dated August 6, 2015 entered into by our Company, Prerak Goel, Prayas Goel and AF Holdings.
Shareholder(s)	The holders of the Equity Shares from time to time.
Stakeholders Relationship Committee	The stakeholders' relationship committee of our Board constituted in accordance with the Companies Act, 2013 and the Listing Regulations, as described in "*Our Management – Committees of our Board – Stakeholders Relationship Committee*" on page 316.

Term	Description
Subsidiaries	The subsidiaries of our Company being Rochem Separation Systems (India) Private Limited, Rochem Services Private Limited, Reva Enviro Systems Private Limited, Blue Zone Ventures Private Limited, Concord Enviro FZE, Blue Water Trading and Treatment FZE and Concord Enviro SA De. C.V. Mexico.
Statutory Auditor	The statutory auditor of our Company being M/s. Deloitte Haskins & Sells LLP.

Offer Related Terms

Term	Description
Abridged Prospectus	The memorandum containing such salient features of a prospectus as may be specified by SEBI in this regard.
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form.
Allot or Allotment or Allotted	Allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the Offered Shares by the Selling Shareholders pursuant to the Offer for Sale, in each case to the successful Bidders.
Allotment Advice	A note or advice or intimation of Allotment sent to all the Bidders who bid in the Offer after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee	A successful Bidder to whom the Equity Shares are Allotted.
Anchor Investor(s)	A Qualified Institutional Buyer, who applies under the Anchor Investor Portion in accordance with the SEBI ICDR Regulations and this Red Herring Prospectus who has Bid for an amount of at least ₹100 million.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of this Red Herring Prospectus and the Prospectus. The Anchor Investor Allocation Price shall be determined by our Company in consultation with the BRLMs.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion in accordance with the requirements specified under the SEBI ICDR Regulations and which will be considered as an application for Allotment in terms of this Red Herring Prospectus and the Prospectus.
Anchor Investor Bidding Date or Anchor Investor Bid/Offer Period	The date, one Working Day prior to the Bid/Offer Opening Date being Wednesday, December 18, 2024, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Managers will not accept any bids from Anchor Investors and allocation to the Anchor Investors shall be completed.
Anchor Investor Offer Price	The final price at which the Equity Shares will be Allotted to Anchor Investors in terms of this Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company in consultation with the BRLMs.
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), the Anchor Investor Bid/ Offer Period, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, not later than one Working Day after the Bid/Offer Closing Date and not later than the time on such day specified in the revised CAN.
Anchor Investor Portion	Up to 60% of the QIB Portion, which may be allocated by our Company in consultation with the BRLMs, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.
Application Supported by Blocked Amount or ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and to authorise an SCSB to block the Bid Amount in the relevant ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of the UPI Mandate Request.
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders, for blocking the Bid Amount mentioned in the relevant ASBA Form, which may be blocked by such SCSB or the account of the UPI Bidders blocked upon acceptance of a UPI Mandate Request made by the UPI Bidder using the UPI Mechanism, to the extent of the Bid Amount of the ASBA Bidder.
ASBA Bid	A Bid made by an ASBA Bidder.
ASBA Bidders	All Bidder(s), except Anchor Investors.

Term	Description
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids which will be considered as the application for Allotment in terms of this Red Herring Prospectus and the Prospectus.
Banker(s) to the Offer	Collectively, the Escrow Collection Bank(s), the Refund Bank(s), the Public Offer Account Bank(s) and the Sponsor Bank(s), as the case may be.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Bidders under the Offer, as disclosed in "*Offer Procedure*" on page 501.
Bid(s)	An indication to make an offer during the Bid/Offer Period by ASBA Bidders pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/Offer Period by the Anchor Investors 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, in accordance with the SEBI ICDR Regulations and this Red Herring Prospectus and the relevant Bid cum Application Form. The term "Bidding" shall be construed accordingly.
Bid Amount	In relation to each Bid, the highest value of the Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders, Bidding at the Cut-off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder, and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of such Bid.
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the case may be.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.
Bid/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries shall not accept any Bids, being Monday, December 23, 2024, which shall be notified in all editions of the English national daily newspaper, Financial Express, all editions of the Hindi national daily newspaper, Jansatta and all editions of the Marathi daily newspaper, Navshakti (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), each with wide circulation. In case of any revisions, the extended Bid/ Offer Closing Date will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the websites of the Book Running Lead Managers and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in the same newspapers in which the Bid/Offer Opening Date was published, as required under the SEBI ICDR Regulations. In case of any revision, the extended Bid/Offer Closing Date shall be widely disseminated by notification to the Stock Exchanges and shall also be notified on the websites of the BRLMs and at the terminals of the Syndicate Members and communicated to the Designated Intermediaries and the Sponsor Bank(s), which shall also be notified in an advertisement in the same newspapers in which the Bid/Offer Opening Date was published, as required under the SEBI ICDR Regulations.
Bid/Offer Opening Date	Except in relation to any Bids received from Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids being Thursday, December 19, 2024, which shall be notified in all editions of Financial Express, the English national daily newspaper, all editions of Jansatta, the Hindi national daily newspaper and all editions of Navshakti, the Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), each with wide circulation. In case of any revision, the extended Bid/ Offer Opening Date will also be widely disseminated by notification the Stock Exchanges, by issuing a public notice, and also by indicating the change on the websites of the Book Running Lead Managers and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank(s).
Bid/Offer Period	Except in relation to Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations and in accordance with the terms of this Red Herring Prospectus. The Bid/Offer Period will comprise Working Days only.

Term	Description
Bidder or Applicant	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 the Designated Intermediaries shall accept the ASBA Forms, i.e., the Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs, and Designated CDP Locations for CDPs.
Book Building Process	The book building process as described in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made.
Book Running Lead Managers or BRLMs	The book running lead managers to the Offer, being MOIAL and Equirus.
Broker Centres	The broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker (in case of UPI Bidders, only using UPI Mechanism). 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 (www.bseindia.com and www.nseindia.com), updated from time to time.
CAN or Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares to be sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bid/Offer Period.
Cap Price	The higher end of the Price Band, subject to any revision thereto, above which the Offer Price and Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted, and which shall be a least 105% of the Floor Price and shall not be more than 120% of the Floor Price.
Cash Escrow and Sponsor Banks Agreement	The agreement dated December 12, 2024, entered into among our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, and the Bankers to the Offer for collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account and where applicable remitting refunds of the amounts collected from Anchor Investors, on the terms and conditions thereof.
Client ID	Client identification number maintained with one of the Depositories in relation to a dematerialised account.
Collecting Depository Participant or CDP	A depository participant, as defined under the Depositories Act and 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, and the UPI Circulars, issued by SEBI as per the list available on the websites of the Stock Exchanges, as updated from time to time.
Cut-off Price	The Offer Price, finalised by our Company in consultation with the BRLMs, which shall be any price within the Price Band. Only Retail Individual Bidders bidding in the Retail Portion are entitled to Bid at the Cut-off Price. No other category of Bidders is entitled to Bid at the Cut-off Price.
Demographic Details	The demographic details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation, bank account details and UPI ID, as applicable.
Designated Branches	Such branches of the SCSBs which will collect the ASBA Forms used by the ASBA Bidders and a list of which is available on the website of the SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time, or any such other website as may be prescribed by the SEBI.
Designated CDP Locations	Such centres of the CDPs where ASBA Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with the names and contact details of the CDPs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) and updated from time to time.
Designated Date	The date on which funds are transferred by the Escrow Collection Bank(s) from the Escrow Account(s) to the Public Offer Account or the Refund Account, as the case may be, and/or the instructions are issued to the SCSBs (in case of Retail Individual Bidders using the UPI Mechanism, instruction issued through the Sponsor Bank(s)) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, in terms of this Red Herring Prospectus and the Prospectus following which Equity Shares will be Allotted in the Offer.
Designated Intermediaries	Collectively, the members of the Syndicate, sub-syndicate or agents, SCSBs (other than in relation to Bidders using the UPI Mechanism), Registered Brokers, CDPs and RTAs, who are authorised to collect. Bid cum Application Forms from the relevant Bidders, in relation to the Offer.

Term	Description
	In relation to ASBA Forms submitted by Retail Individual Bidders by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidder, as the case may be, using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-Syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, sub-Syndicate/agents, SCSBs, Registered Brokers, the CDPs and RTAs.
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to the 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 Stock Exchange	BSE Limited.
Draft Red Herring Prospectus or DRHP	The draft red herring prospectus dated August 27, 2024 filed with SEBI and issued in accordance with the SEBI ICDR Regulations, which did not contain complete particulars of the price at which the Equity Shares will be allotted and the size of the Offer.
Eligible FPIs	FPI(s) that are eligible to participate in the Offer in terms of applicable law and from such jurisdictions outside India where it is not unlawful to make an offer/ invitation under the Offer and in relation to whom the Bid cum Application Form and this Red Herring Prospectus constitutes an invitation to purchase the Equity Shares.
Eligible NRI	NRI(s) that are eligible to participate in the Offer in terms of applicable law and from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Red Herring Prospectus and the Bid Cum Application Form constitutes an invitation to subscribe or purchase the Equity Shares.
Equirus	Equirus Capital Private Limited.
Escrow Account(s)	Account(s) to be opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors will transfer money through direct credit or NACH or NEFT or RTGS in respect of the Bid Amount when submitting a Bid.
Escrow Collection Bank(s)	The bank(s), which is a clearing member and registered with SEBI as a banker to an issue under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and with whom the Escrow Account will be opened, in this case, being Axis Bank Limited.
First Bidder	The Bidder whose name appears first in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name appears as the first holder of the beneficiary account held in joint names.
Floor Price	The lower end of the Price Band, subject to any revisions thereof, at or above which the Offer Price and Anchor Investor Offer Price will be finalised and below which no Bids will be accepted, and which shall not be less than the face value of the Equity Shares.
Fresh Issue	The issue of up to [●] Equity Shares of face value of ₹ 5 each aggregating up to ₹ 1,750.00 million by our Company.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
General Information Document or GID	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLMs.
Monitoring Agency	ICRA Limited.
Monitoring Agency Agreement	The monitoring agency agreement dated December 13, 2024, entered into between our Company and the Monitoring Agency.
MOIAL	Motilal Oswal Investment Advisors Limited.
Mutual Fund(s)	Mutual fund(s) registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
Mutual Fund Portion	5% of the QIB Portion or [●] Equity Shares which shall be available for allocation to Mutual Funds only, on a proportionate basis, subject to valid Bids being received at or above the Offer Price.

Term	Description
Net Proceeds	Proceeds of the Fresh Issue less our Company's share of the Offer related expenses. For further details regarding the use of the Net Proceeds and the Offer related expenses, see "*Objects of the Offer*" on page 127.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors.
Non-Institutional Portion	The portion of the Offer, being not less than 15% of the Offer or [●] Equity Shares, which will be made available for allocation to Non-Institutional Bidders of which one-third of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹200,000 and up to ₹1,000,000 and two-thirds of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹1,000,000 provided that under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.
Non-Institutional Bidders or NIB	All Bidders, including FPIs other than individuals, corporate bodies and family offices, registered with SEBI that are not QIBs (including Anchor Investors) or Retail Individual Bidders who have Bid for Equity Shares for an amount of more than ₹200,000 (but not including NRIs other than Eligible NRIs).
1Lattice	Lattice Technologies Private Limited.
1Lattice Report	Industry report titled "*Water and Wastewater Treatment Solutions*" dated December 6, 2024, which is exclusively prepared for the purpose of the Offer and issued by 1Lattice and is commissioned and paid for by our Company. 1Lattice was appointed on May 6, 2024. The 1Lattice Report will be available on the website of our Company at www.concordenviro.in/images/policy-pdf/industry-report.pdf from the date of this Red Herring Prospectus till the Bid Offer/Closing Date.
Offer	The initial public offer of [●] Equity Shares of face value of ₹ 5 each for cash at a price of ₹ [●] per Equity Share aggregating to ₹ [●] million comprising a Fresh Issue of [●] Equity Shares aggregating up to ₹ 1,750.00 million and an Offer for Sale of up to 4,640,888 Equity Shares of face value of ₹ 5 each aggregating to ₹ [●] million by the Selling Shareholders.
Offer Agreement	The agreement dated August 27, 2024 entered into among our Company, the Selling Shareholders and the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Offer.
Offer for Sale	The offer for sale of up to 4,640,888 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million by the Selling Shareholders. For further information, see "*The Offer*" on page 99.
Offer Price	The final price (within the Price Band) at which Equity Shares will be Allotted to the successful Bidders (except for the Anchor Investors), in terms of this Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price which will be decided by our Company in consultation with the BRLMs, in terms of this Red Herring Prospectus. The Offer Price will be determined by our Company in consultation with the BRLMs on the Pricing Date in accordance with the Book Building Process and this Red Herring Prospectus.
Offered Shares	Up to 4,640,888 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million being offered for sale by the Selling Shareholders in the Offer for Sale.
Price Band	Price band of a minimum price of ₹ [●] per Equity Share (i.e., the Floor Price) and the maximum price of ₹[●] per Equity Share (i.e., the Cap Price), including any revisions thereof. The Price Band and the minimum Bid Lot for the Offer will be decided by our Company, in consultation with the BRLMs and shall be advertised in all editions of the English national daily newspaper, Financial Express, all editions of the Hindi national daily newspaper, Jansatta and all editions of the Marathi daily newspaper, Navshakti (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites.
Pricing Date	The date on which our Company in consultation with the BRLMs, shall finalise the Offer Price.
Prospectus	The prospectus for the Offer to be filed with the RoC on or after the Pricing Date in accordance with the provisions of Section 26 of the Companies Act, 2013 and the SEBI

Term	Description
	ICDR Regulations, and containing, inter alia, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto.
Public Offer Account	The ‘no-lien’ and ‘non-interest-bearing’ bank account opened in accordance with Section 40(3) of the Companies Act, 2013, with the Public Offer Account Bank to receive money from the Escrow Accounts and the ASBA Accounts maintained with the SCSBs on the Designated Date.
Public Offer Account Bank	The bank(s) which are clearing members and registered with the SEBI as a banker to an issue under the SEBI BTI Regulations, with which the Public Offer Account(s) shall be opened for collection of Bid Amounts from the Escrow Accounts and ASBA Accounts on the Designated Date, in this case, being ICICI Bank Limited.
QIB Portion	The portion of the Offer (including the Anchor Investor Portion) being not more than 50% of the Offer or not more than [●] Equity Shares which shall be available for allocation on a proportionate basis to QIBs (including Anchor Investors 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 or Anchor Investor Offer Price, as applicable.
Qualified Institutional Buyer(s) or QIB Bidders or QIBs	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Red Herring Prospectus or RHP	This red herring prospectus dated December 14, 2024, issued by our Company in accordance with the Companies Act, the SEBI ICDR Regulations which will not have complete particulars of the Offer Price and size of the Offer, including any addenda or corrigenda thereto. This Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/Offer Opening Date and will become the Prospectus after filing with the RoC after the Pricing Date.
Refund Account(s)	The account opened with the Refund Bank from which refunds, if any, of the whole or part of the Bid Amount shall be made to Anchor Investors.
Refund Bank(s)	The bank which are a clearing member registered with SEBI under the SEBI BTI Regulations, with whom the Refund Account will be opened, in this case being Axis Bank Limited.
Registered Brokers	Stockbrokers registered under the Securities and Exchange Board of India (Stock Brokers) Regulations, 1992 and with the stock exchanges having nationwide terminals, other than the BRLMs and members of the Syndicate and eligible to procure Bids in terms of SEBI ICDR Master Circular and the SEBI circular no. CIR/CFD/14/2012 dated October 4, 2012 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations), and the UPI Circulars, issued by SEBI.
Registrar Agreement	The agreement dated August 26, 2024, entered into between our Company, the Selling Shareholders and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer.
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids from relevant Bidders at the Designated RTA Locations as per the list available on the websites of BSE and NSE, and the UPI Circulars.
Registrar to the Offer or Registrar	Link Intime India Private Limited.
Retail Individual Bidders or RIBs	Individual Bidders who have Bid for Equity Shares for an amount of not more than ₹200,000 in any of the bidding options in the Offer (including HUFs applying through the karta and Eligible NRIs).
Retail Portion	Portion of the Offer being not less than 35% of the Offer consisting of [●] Equity Shares which shall be available for allocation to Retail Individual Bidders (subject to valid Bids being received at or above the Offer Price).
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in their Bid cum Application Forms or any previous Revision Forms, as applicable. QIBs and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of the quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/Offer Period and withdraw their Bids until the Bid/Offer Closing Date.
SEBI ICDR Master Circular	Shall mean the SEBI master circular bearing reference SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024, as amended.

Term	Description
Self-Certified Syndicate Banks or SCSBs	The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorizing an SCSB, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as may be prescribed by SEBI and updated from time to time. Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile applications, which, are live for applying in public issues using UPI mechanism is provided as Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The list is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.
Selling Shareholders	The selling shareholders namely, AF Holdings, Prayas Goel, Prerak Goel, Namrata Goel, Nidhi Goel and Pushpa Goel.
Share Escrow Agent	Escrow agent appointed pursuant to the Share Escrow Agreement, namely Link Intime India Private Limited.
Share Escrow Agreement	The agreement dated December 12, 2024, entered into by the Selling Shareholders, our Company and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Selling Shareholders and credit of such Equity Shares to the demat account of the Allottees.
Specified Locations	Bidding Centres where the Syndicate shall accept ASBA Forms from the Bidders, a list of which is which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time.
Sponsor Bank(s)	Axis Bank Limited and ICICI Bank Limited being the Banker to the Offer registered with SEBI, which have been appointed by our Company to act as a conduit between the Stock Exchanges and NPCI to push the mandate collect requests and / or payment instructions of the Retail Individual Bidders and carry out any other responsibilities, in terms of the UPI Circulars.
Stock Exchanges	Together, the NSE and BSE.
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect ASBA Forms and Revision Forms.
Syndicate or members of the Syndicate	Collectively, the BRLMs and the Syndicate Members.
Syndicate Agreement	The agreement dated December 12, 2024, entered into among the members of the Syndicate, our Company, the Selling Shareholders, and the Registrar to the Offer in relation to the collection of Bid cum Application Forms by the Syndicate.
Syndicate Members	Intermediaries registered with SEBI who are permitted to carry out activities as an underwriter, in this case being Motilal Oswal Financial Services Limited and Equirus Securities Private Limited.
Underwriters	[●].
Underwriting Agreement	The agreement to be entered into among our Company, the Selling Shareholders, and the Underwriters, on or after the Pricing Date but before filing of the Prospectus with the RoC.
UPI	Unified payments interface, which is an instant payment mechanism developed by NPCI.
UPI Bidders	Collectively, individual investors applying as (i) Retail Individual Bidders in the Retail Portion, and (ii) Non-Institutional Bidders with an application size of up to ₹500,000 in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, CDPs and RTAs. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations), all individual investors applying in public issues where the application amount is up to ₹500,000 are required to use the UPI Mechanism and are required to provide their UPI ID in the Bid cum Application Form submitted with: (i) a Syndicate Member, (ii) a stock broker registered with a recognised stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a Collecting Depository

Term	Description
	Participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) Registrar and Share Transfer Agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).
UPI Circulars	SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 (to the extent these circulars are not rescinded by the SEBI RTA Master Circular), SEBI ICDR Master Circular, SEBI circular number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, SEBI RTA Master Circular (to the extent it pertains to UPI) and any subsequent circulars or notifications issued by SEBI in this regard, along with the circulars issued by the Stock Exchanges in this regard, including the circular issued by the NSE having reference number 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or Stock Exchanges in this regard.
UPI ID	An ID created on UPI for single-window mobile payment system developed by the NPCI.
UPI Mandate Request	A request (intimating the UPI Bidder by way of a notification on the UPI linked mobile application as disclosed by SCSBs on the website of SEBI and by way of an SMS on directing the UPI Bidder to such UPI linked mobile application) to the UPI Bidder initiated by the Sponsor Bank(s) to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment.
UPI Mechanism	The bidding mechanism that may be used by an UPI Bidder in accordance with the UPI Circulars to make an ASBA Bid in the Offer.
UPI PIN	Password to authenticate UPI transaction.
Working Day(s)	All days on which commercial banks in Mumbai, India are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/Offer Period, the term Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and (c) the time period between the Bid/Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI, including the UPI Circulars.

Technical/Industry Related Terms/Abbreviations

Term	Description
Average Debt Servicing Costs	Average debt servicing costs is finance costs.
Average Shareholder's Equity	The sum of (i) total equity as at the beginning of the fiscal year and; (ii) total equity as at the end of the fiscal year divided by two.
AI	Artificial intelligence.
ATFD	Agitated Thin Film Dryer.
Average Inventory	Sum of (i) Inventories at the beginning of the fiscal year and (ii) Inventories at the end of the fiscal year, divided by 2.
BCM	Billion cubic meters.
BOD	Biological oxygen demand.
CAGR	Compounded Annual Growth Rate (as a %): (End Year Value/ Base Year Value) ^ (1/No. of years between Base year and End year) –1 (^ denotes 'raised to').
CAPEX	Capital expenditure.
Capital Employed	Tangible Net Worth (includes total asset and total liabilities excludes intangible assets (except ROU)) + (Total Debt) - (Deferred Tax asset).
CETP	Common effluent treatment plants.
CGWB	Central Ground Water Board.
COD	Chemical Oxygen Demand.

Term	Description
Cost of goods sold (COGS)	Cost of raw materials and components consumed + Purchase of stock-in-trade+ Increase/(decrease) in inventories of finished goods and work-in-progress.
CPCB	Central Pollution Control Board.
EBIT	Earnings before interest and tax calculated as restated profit after tax for the year, plus total tax expenses and finance cost.
EBITDA	EBITDA is calculated as the sum of (i) restated profit after tax for the year, (ii) tax expenses, (iii) depreciation and amortization expenses, and (iv) finance costs, less interest income.
EBITDA Margin	EBITDA Margin is calculated as EBITDA divided by revenue from operations.
Employees State Insurance Corporation	Employees' State Insurance Act, 1948.
EPC	Engineering, procurement, and construction.
EPCG	Export Promotion Capital Goods.
EPS	Earnings per share.
ESG	Environmental, social, and corporate governance.
Ex-work Basis	Ex – work basis means that the seller makes the goods available at a specified location, such as their factory or warehouse. Once the goods are ready, the seller is not responsible for loading, transporting, or clearing them.
Fixed Assets Turnover	Revenue from operation, divided by average written down value of fixed assets, excluding capital work in progress.
FO	Forward osmosis.
HPRO	High pressure reverse osmosis.
IoT	Internet-of-Things.
KPI	Key performance indicators.
Labour Welfare Fund	Maharashtra Labour Welfare Fund Act, 1953.
Last Three Fiscal Years	Fiscal 2024, Fiscal 2023 and Fiscal 2022.
m3	Cubic meters.
MBR	Membrane bioreactor.
MEE	Multiple effect evaporator.
Membrane	Membrane is a semi-permeable layer that allows the passage of water molecules but not most of the dissolved salts, organics, bacteria, and pyrogens.
Membrane based plants	Membrane based plants use semi-permeable membranes as filters to segregate effluents from the waste water, at the initial stage of water treatment.
Membrane Castings	It is a procedure of coating polymer solutions on a membrane sheet.
MF	Microfiltration.
MLD	Minimum liquid discharge.
MLPD	Million liters per day.
Modules	Modules comprise membrane modules for sea water treatment and waste water treatment.
MVR	Mechanical vacuum compressor.
Net Worth	Net Worth is calculated as the sum of equity share capital and other equity, less capital reserve on consolidation.
Net Asset Value	Total Assets – Total Liabilities.
Net profit	Profit for the period/ year in terms of our Restated Consolidated Financial Information.
Net profit (%)	Net profit after tax divided by revenue from operations.
NF	Nano filtration.
NGT	National Green Tribunal.
O&M	Operation and maintenance.
Order Book	Anticipated revenue from the unexecuted portions of existing contracts (including signed contracts for which all pre-conditions to entry into force have been met and letters of acceptance issued by the customer prior to execution of the final contract) and from advance purchase orders and advance work orders for which we are yet to receive final purchase orders or work orders.
OPEX	Operational expenditure.
Other Income	Other income is sum of (i) interest income, (ii) dividend income, and (iii) other gains and losses.
PAT	Profit after tax for the year.
PAT Margin	Profit after tax for the year as a percentage of revenue from operations.
Profit after tax	Profit for the period/ year.
PCPIRs	Petroleum, Chemicals and Petrochemical Investment Regions.
P/E Ratio	Price/earnings ratio.
PLI	Production Linked Incentives.
Provident Fund	The Employees' Provident Funds and Miscellaneous Act, 1952.
R&D	Research and development.
RO	Reverse osmosis.
ROA	Return on asset calculated as profit for the period/ year divided by the average total assets.
ROCE	Return on Capital Employed calculated as EBIT divided by Capital Employed.
ROE	Return on Equity is calculated as net profit after tax divided by average shareholders' equity.

Term	Description
RONW	Return on Net Worth calculated as profit for the period/ year divided by Net Worth.
ROU Asset	As asset that represents the lessee's right to use a leased item over the duration of an agreed upon lease term.
Secured Borrowings	Non-current secured borrowings and current secured borrowings.
SPCB	State Pollution Control Boards.
Systems	Systems comprise brackish-water membrane-based systems, polishing membrane-based systems and wastewater membrane based systems.
Systems and Plants	The manufacture and sale of water and wastewater treatment, reuse and ZLD of systems and plants and turnkey solutions and includes effluent treatment plants, anaerobic digestors, membrane bio-reactors, sewage treatment plants, membrane-based systems including ultra-filtration, nano-filtration, reverse osmosis, desalination systems and waste heat evaporators.
Tangible Net Worth	Total assets and total liabilities excludes intangible assets (except ROU).
Tax Expense	Tax Expenses is calculated as the sum of (i) current tax, (ii) deferred tax charge / (credit) and (iii) income tax pertaining to earlier years.
TDS	Total Dissolved Solids.
TSS	Total suspended solids.
Total borrowings	Non-current borrowings and current borrowing (including current maturities of non-current borrowings).
Total Debt	Current borrowings (including current maturity of long term borrowing) + Non current borrowing.
Total Income	Total comprehensive income in terms of the Restated Consolidated Financial Information.
Total Indebtedness	Total Indebtedness is calculated as sum of (i) Non-current borrowings and Non-current lease liabilities, (ii) Current borrowings and Current lease liabilities.
Total Lease Liabilities	Total Lease Liabilities is calculated as sum of (i) Non-current Lease Liabilities, and (ii) Current Lease Liabilities.
Total Liabilities	Total of non-current liabilities and current liabilities.
Working Capital Loans	Working Capital Loans is calculated as the sum of (i) Cash credit facility, (ii) Bank Overdraft, (iii) Buyer's credit, (iv) Trust receipts – National Bank of Fujairah, and (v) Working capital Demand Loan.
WHE	Waste heat evaporators.
UF	Ultrafiltration.
UHPRO	Ultra-high pressure reverse osmosis.
ZLD	Zero liquid discharge.
ZLD Technology	Zero liquid discharge technology is a wastewater management aimed at minimizing the environmental impact of industrial processes and to eliminate liquid waste by recovering and reusing all wastewater, thereby preventing any discharge into the environment.

Conventional and General Terms or Abbreviations

Term	Description
₹ or Rs. or Rupees or INR	Indian Rupees.
AIFs	Alternative investment funds as defined in and registered under the AIF Regulations.
AS	Accounting standards issued by the Institute of Chartered Accountants of India, as notified from time to time.
BSE	BSE Limited.
BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994.
CAGR	Compounded Annual Growth Rate.
Calendar Year or year	Unless the context otherwise requires, shall refer to the twelve month period ending December 31.
Category I AIF	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations.
Category II AIF	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations.
Category I FPIs	FPIs who are registered as "Category I Foreign Portfolio Investors" under the SEBI FPI Regulations.
Category II FPIs	FPIs who are registered as "Category II Foreign Portfolio Investors" under the SEBI FPI Regulations.
Category III AIF	AIFs who are registered as "Category III Alternative Investment Funds" under the SEBI AIF Regulations.
CCI	Competition Commission of India.
CDSL	Central Depository Services (India) Limited.
Companies Act, 1956	*Erstwhile* Companies Act, 1956 along with the relevant rules made thereunder.
Companies Act / Companies Act, 2013	Companies Act, 2013, along with the relevant rules, regulations, clarifications, circulars and notifications issued thereunder, as amended and to the extent currently in force.
Trade Payable Turnover Ratio	Trade payable turnover ratio is calculated as purchases of material and expenses (net of notional expenses) divided by average trade payables (excluding dues payable to employees).
Cr.P.C.	Code of Criminal Procedure, 1973.

Term	Description
Demat	Dematerialised.
Depositories Act	Depositories Act, 1996.
Depository or Depositories	NSDL and CDSL.
Trade Receivable Turnover Ratio	Trade receivable turnover ratio is calculated as revenue from operations divided by average trade receivables.
DGFT	Directorate General of Foreign Trade.
DIN	Director Identification Number.
DP or Depository Participant	A depository participant as defined under the Depositories Act.
DP ID	Depository Participant's Identification Number.
FDI	Foreign direct investment.
FDI Policy	The consolidated FDI policy, effective from October 15, 2020, issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India *(earlier known as the Department of Industrial Policy and Promotion*).
FEMA	Foreign Exchange Management Act, 1999, including the rules and regulations thereunder.
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019.
Financial Year, Fiscal, FY or F.Y.	Period of twelve months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular year, unless stated otherwise.
FIR	First information report.
FPI(s)	Foreign Portfolio Investor, as defined under the FPI Regulations.
FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019.
FIPB	The *erstwhile* Foreign Investment Promotion Board.
FVCI	Foreign venture capital investors, as defined and registered with SEBI under the FVCI Regulations.
FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000.
GDP	Gross domestic product.
GoI or Government or Central Government	Government of India.
GST	Goods and services tax.
HUF	Hindu undivided family.
IAS Rules	Companies (Indian Accounting Standards) Rules, 2015, as amended.
ICAI	The Institute of Chartered Accountants of India.
ICSI	The Institute of Company Secretaries of India.
ICWAI	The Institute of Cost & Works Accountants of India.
ICDS	Income Computation and Disclosure Standards.
IFRS	International Financial Reporting Standards of the International Accounting Standards Board.
India	Republic of India.
Ind AS or Indian Accounting Standards	Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with IAS Rules.
IGAAP or Indian GAAP	Accounting standards notified under section 133 of the Companies Act, 2013, read with Companies (Accounting Standards) Rules, 2021, as amended).
IPC	The Indian Penal Code, 1860.
IPR	Intellectual property rights.
IPO	Initial public offer.
IST	Indian standard time.
IT Act	The Income Tax Act, 1961.
IT	Information technology.
Listing Agreement	The equity listing agreement to be entered into by our Company with each of the Stock Exchanges.
MCA	Ministry of Corporate Affairs, Government of India.
Mn or mn	Million.
N.A.	Not applicable.
NACH	National Automated Clearing House.
NAV	Net Asset Value.
NBFC	Non-Banking Financial Company.
NEFT	National electronic fund transfer.
NPCI	National Payments Corporation of India.
NRE Account	Non-resident external account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016.
NRI or "Non-Resident Indian	Non-Resident Indian as defined under the FEMA Rules.
NRO Account	Non-resident ordinary account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016.
NSDL	National Securities Depository Limited.
NSE	National Stock Exchange of India Limited.

Term	Description
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 the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3,2003 and immediately before such date was eligible to undertake transactions pursuant to the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Offer.
PAN	Permanent account number allotted under the Income Tax Act, 1961.
RBI	Reserve Bank of India.
Regulation S	Regulation S under the U.S. Securities Act.
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 ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
SEBI Listing Regulations or Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1999.
SEBI SBEB Regulations 2021	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
SEBI VCF Regulations	The *erstwhile* Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to SEBI AIF Regulations.
STT	Securities Transaction Tax.
State Government	Government of a State of India.
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
U.S.A/ U.S./ United States	The United States of America, its territories and possessions, any State of the United States and the District of Columbia.
USD or US$	United States Dollars.
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America.
U.S. Securities Act	United States Securities Act of 1933, as amended.
VAT	Value added tax.
VCFs	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be.

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

Certain Conventions

All references to "India" in this Red Herring Prospectus are to the Republic of India and its territories and possession and all references herein to the "Government", "Indian Government", "GoI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable. All references herein to the "US", the "U.S." or the "United States" are to the United States of America and its territories and possessions.

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

Our Company's financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year. Unless stated otherwise, all references in this Red Herring Prospectus to the terms "Fiscal" or "Financial Year" or "FY" are to the 12-month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

Unless stated otherwise or where the context otherwise requires, the financial information and financial ratios in this Red Herring Prospectus is derived from the Restated Consolidated Financial Information.

The Restated Consolidated Financial Information of our Company and our Subsidiaries along with our Joint Ventures, comprising the Restated Consolidated Statement of Assets and Liabilities as at August 31, 2024 and March 31, 2024, March 31, 2023, and March 31, 2022, the Restated Consolidated Statements of Profit and Loss (including other comprehensive income), the Restated Consolidated Statements of Cash Flows, the Restated Consolidated Statements of Changes in Equity for the five-month period ended August 31, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, the material accounting policies, and other explanatory information, prepared in terms of the Section 26 of Part I of Chapter III of the Companies Act, 2013 and the rules made thereunder, SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, as amended.

Financial information for the five-month period ended August 31, 2024 may not be indicative of the financial results for the full year and are not comparable with financial information for the financial years ended March 31, 2024, March 31, 2023, and March 31, 2022.

The statutory auditors of our Material Subsidiary, Rochem Separation Systems (India) Private Limited, are peer reviewed. The statutory auditors of our Material Subsidiaries, Concord Enviro FZE, Blue Water Trading & Treatment (FZE) UAE, and Concord Enviro SA De. C.V. Mexico are not based in India, and accordingly not required to obtain peer review certificates from ICAI. Independent Directors have been appointed on the board of directors of our Material Subsidiaries, as applicable, in accordance with the SEBI Listing Regulations.

For further information, see "*Restated Consolidated Financial Information*" on page 327.

In this Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. 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.

Unless the context otherwise indicates, any percentage amounts, or ratios (excluding certain operational metrics), relating to the financial information of our Company as set forth in "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Other Financial Information*" on pages 31, 244, 409 and 407, respectively, and elsewhere in this Red Herring Prospectus have been calculated on the basis of amounts derived from our Restated Consolidated Financial Information. Our Company's financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year; accordingly, all references to a particular Financial Year or Fiscal, unless stated otherwise, are to the 12 month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year. Reference in this Red Herring Prospectus to the terms Fiscal or Fiscal Year or Financial Year is to the 12 months ended on March 31 of such year, unless otherwise specified. In this Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. Except as otherwise stated, all figures in decimals have been rounded off to the second decimal and all the percentage figures have been rounded off to two decimal places. 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.

Further, any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

Non-GAAP Measures

This Red Herring Prospectus contains certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance like EBITDA, EBITDA Margin, property plant and equipment turnover ratio, Total Borrowings, Net Debt, Debt-Equity Ratio, Net Debt / EBITDA Ratio, Return on Equity (RoE), Profit before taxes, Profit after taxes, PAT Margin, Capital Employed, Return on Capital Employed (RoCE), Net Worth, Return on Net Worth, Trade receivable Turnover Ratio, Trade payable Turnover Ratio, Gross Profit and Gross Profit Margin and certain other statistical information relating to our operations and financial performance that are not required by, or presented in accordance with, Ind AS, Indian GAAP, or IFRS. Further, these non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, or IFRS and should not be considered in isolation or construed as an alternative to cash flows, profit / (loss) for the year or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, or IFRS. In addition, these Non-GAAP Measures are not a standardised term and, therefore, a direct comparison of similarly titled Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measures differently from us, limiting their usefulness as a comparative measure. Although the Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us because these are widely used measures to evaluate a company's operating performance. See "*Risk Factors – Significant differences exist between Ind-AS and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the Restated Consolidated Financial Information prepared and presented in accordance with Ind-AS contained in this Red Herring Prospectus"* on page 92.

Currency and Units of Presentation

All references to:

1. "Rupees" or "INR" or "Rs." or "₹" are to the Indian Rupee, the official currency of India; and

2. "USD" or "US$" or "$" or "U.S. Dollar" are to the United States Dollar, the official currency of the United States of America.

3. "Dirhams" or "AED" are to the United Arab Emirates Dirham, the official currency of the United Arab Emirates.

4. "Mexican Peso" or "Peso" or "MXN" "Mex$" are to the Mexican Peso, the official currency of Mexico.

Except otherwise specified, our Company has presented certain numerical information in this Red Herring Prospectus in "million", "billion" and "trillion" units. One million represents 1,000,000, one billion represents 1,000,000,000 and one trillion represents 1,000,000,000,000.

Figures sourced from third-party industry sources may be expressed in denominations other than million or may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

Time

All references to time in this Red Herring Prospectus are to Indian Standard Time. Unless indicated otherwise, all references to a year in this Red Herring Prospectus are to a calendar year.

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 ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Indian Rupee, USD, Dirhams and Mexican Peso:

Currency	As on August 31, 2024	As on March 31, 2024 (₹)[1]	As on March 31, 2023 (₹)	As on March 31, 2022 (₹)
1 USD	83.86	83.34	82.15	75.51
1 AED	22.83	22.69	22.36	20.55
1 MXN	4.24	5.02	4.53	3.79

(Source: USD, AED and MXN – www.oanda.com)

[1]In case of a public holiday, the previous working day, not being a working day, has been considered.

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

Industry and Market Data

The industry and market data set forth in this Red Herring Prospectus have been obtained or derived from publicly available information as well as industry publications and sources. The data used in these sources may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable.

This Red Herring Prospectus contains certain industry and market data and statements concerning our industry obtained or derived from the report titled "*Water & Wastewater Treatment Solutions*" dated December 6, 2024, prepared by 1Lattice, who was appointed by our Company pursuant to an engagement letter dated May 6, 2024 and has also been included in "*Material Contracts and Documents for Inspection – Material Documents*" on page 592. The 1Lattice Report has been paid for and commissioned by our Company exclusively for the purposes of the Offer for an agreed fee and is available at our Company's website, at www.concordenviro.in/images/policy-pdf/industry-report.pdf. Further, 1Lattice pursuant to its letter dated December 6, 2024 ("**Letter**") has accorded their no objection and consent to use the 1Lattice Report and the contents thereof in the Red Herring Prospectus and have also confirmed that they are an independent agency, and are not related to our Company, our Directors, our Promoters, our Key Managerial Personnel and our Senior Managerial Personnel. For further details in relation to risks involving the 1Lattice Report, see "*Risk Factors – Certain sections of this Red Herring Prospectus contain information from the 1Lattice Report which we commissioned and purchased and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.*" on page 89.

The extent to which industry and market data set forth 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. Data from these sources may also not be comparable. Accordingly, no investment decision should be made solely on the basis of such information. 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 31.

In accordance with the SEBI ICDR Regulations, "*Basis for Offer Price*" on page 150 includes information relating to our peer group companies. The data included herein includes excerpts from the 1Lattice Report. There are no parts, data or information (which may be relevant for the proposed Offer), that have been left out or changed in any manner. Data from these sources may also not be comparable. Such industry and third-party related information have been derived from publicly available sources. Such industry sources and publications are also prepared based on information as at specific dates and may no longer be current or reflect current trends.

FORWARD LOOKING STATEMENTS

This Red Herring Prospectus contains certain statements which are not statements of historical facts and may be described as "forward-looking statements". These forward-looking statements include statements which can generally be identified by words or phrases such as "aim", "anticipate", "are likely", "believe", "continue", "can", "shall", "could", "expect", "estimate", "intend", "may", "likely" "objective", "plan", "project", "propose", "seek to", "will", "will continue", "will likely", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our Company's strategies, objectives, plans or goals are also forward-looking statements. All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, plans, revenue and profitability (including, without limitation, any financial or operating projections or forecasts) and other matters discussed in this Red Herring Prospectus that are not historical facts. However, these are not the exclusive means of identifying forward looking statements.

These forward-looking statements 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, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which our Company operates and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and globally which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in laws, regulations, taxes, changes in competition in our industry and incidents of any natural calamities and/or acts of violence.

Certain important factors that could cause actual results to differ materially from our Company's expectations include, but are not limited to, the following:

- Our business is dependent and will continue to depend on our manufacturing facilities.
- Our capacity utilization has been low in the five months ended August 31, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022, which exposes us to higher production costs and lower profitability.
- We are dependent on and derive a substantial portion of our revenue (more than 50%) from our top 10 customers.
- The contracts in our Order Book may be adjusted, cancelled or suspended by our customers and, therefore our Order Book is not necessarily indicative of our future revenue or profit.
- We do not own certain of the premises of our manufacturing facilities and our Registered and Corporate Office, including our proposed Assembly Unit.
- Any shortfall in the supply of our components and raw materials or an increase in our component or raw material costs, or other input costs, may adversely affect the pricing and supply of our products and have an adverse effect on our business, results of operations and financial condition.
- We have subsidiaries that have incurred losses in Fiscals 2024 and 2022.
- We are dependent on our research and development activities for our future success.
- The present Offer comprises an Offer for Sale by the Selling Shareholders and a Fresh Issue of Equity Shares. The Company will only receive funds from the Fresh Issue portion and the funds from Offer for Sale portion will be received by the Selling Shareholders.
- 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.

For further discussion of factors that could cause the actual results to differ from our estimates and expectations, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on pages 31, 244 and 409, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

Forward-looking statements reflect 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 the management's beliefs, assumptions, current plans, estimates and expectations, 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.

We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Neither our Company, our Directors, our Promoters, the Selling Shareholders, the BRLMs, the Syndicate Member nor any of their respective affiliates or advisors have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the requirements under the SEBI ICDR Regulations, our Company will ensure that investors in India are informed of material developments pertaining to our Company and the Equity Shares 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. In accordance with the SEBI ICDR Regulations, the Selling Shareholders shall ensure (through our Company) that the investors are informed of material developments in relation to statements and undertakings specifically confirmed or undertaken by the Selling Shareholders in relation to it and the Offered Shares 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.

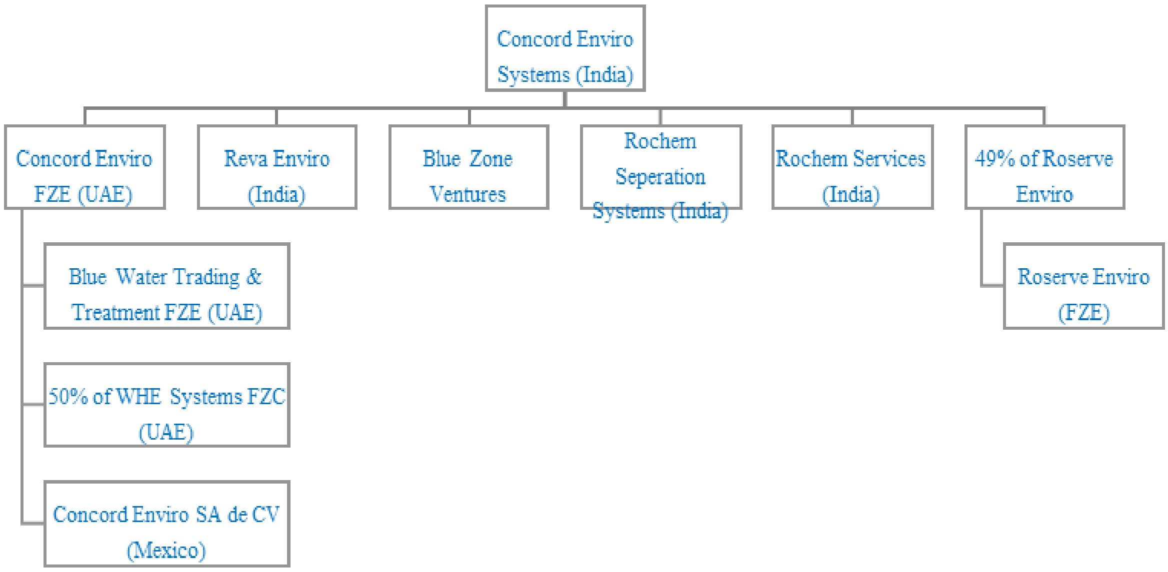
SUMMARY OF THE OFFER DOCUMENT

This section is a general summary of the terms of the Offer, certain disclosures included in this Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Red Herring Prospectus, including the sections titled "Risk Factors", "The Offer", "Capital Structure", "Industry Overview", "Our Business", "Objects of the Offer", "Our Promoters and Promoters Group", "Financial Statements", "Outstanding Litigation and Material Developments", "Offer Structure", "Management's Discussions and Analysis of Financial Position and Results of Operations" and "Offer Procedure" on pages 31, 99, 115, 180, 244, 127, 323, 463, 498, 409, and 501 respectively.

Primary business of our Company

We are a provider of water and wastewater treatment and reuse solutions, including zero liquid discharge ("**ZLD**") technology. ZLD systems are wastewater treatment solutions designed to recycle and recover clean water from industrial effluents, leaving behind solid waste or residue. We have in-house capabilities to develop solutions across the entire value chain including designing, manufacturing, installation and commissioning, operations and maintenance ("**O&M**") and digitalization solutions including IoT. The sources through which we generate our revenue include (i) sale of systems and plants (ii) operations and maintenance of installed plants, and (iii) supplying consumables and spares for installed plants. Our reach extends to diverse regions with exports to countries in North America, Latin America, Africa, the Middle East, and Southeast Asia, serving 310 and 377 customers worldwide as of August 31, 2024 and March 31, 2024, respectively.

Set forth below is our organizational chart:



During the five-month period ended August 31, 2024, and for Fiscals 2024, 2023 and 2022, the revenue contribution from our domestic customers accounted for 55.61%, 58.23%, 75.96% and 77.52%. Additionally, during the five-month period ended August 31, 2024, and for Fiscals 2024, 2023 and 2022, the revenue contribution from our international customers accounted for 44.39%, 41.77%, 24.04% and 22.48%.

Summary of the industry in which our Company operates

Industrial water and wastewater management encompasses sourcing chemicals, treatment agents, and equipment, along with managing water sources. It involves treating raw water and wastewater through various processes. Wastewater treatment aims to convert wastewater into environmentally suitable effluent, meeting national and international standards for returning to the water cycle. The industrial wastewater treatment market serves a variety of end-users, such as refineries, chemicals, power, textiles, and pharmaceuticals sectors. Similarly, industries suppliers are suppliers providing products like pumps, piping, electrical and instrumentation systems, control systems and membranes while our participants are EPC Companies, design consultants and system integrators. For further details and details in relation to the participants, customers and suppliers, refer to "*Industry Overview*" on page *180*.

Names of the Promoters

Our Promoters are Prayas Goel and Prerak Goel holding 27.96% and 17.60% aggregating to 45.56% of the pre-Offer Equity Share capital of our Company. For further details, see "*Our Promoters and Promoter Group*" on page 323.

Offer Size

Offer of Equity Shares	Up to [●] Equity Shares of face value of ₹ 5 each, aggregating up to ₹ [●] million
of which	
Fresh Issue(1)	Up to [●] Equity Shares of face value of ₹ 5 each, aggregating up to ₹ 1,750.00 million
Offer for Sale(2)	Up to 4,640,888 Equity Shares of face value of ₹ 5 each, aggregating up to ₹ [●] million by the Selling Shareholders

(1) *The Equity Shares being offered by each of the Selling Shareholders, severally and not jointly, are eligible for being offered for sale as part of the Offer in terms of the Regulation 8 of the SEBI ICDR Regulations. The Offer has been authorized by a resolution of our Board dated August 26, 2024 and the Fresh Issue has been authorized by a special resolution of our Shareholders dated August 26, 2024. Further, our Board has taken on record the consent of the Selling Shareholders to participate in the Offer for Sale pursuant to a resolution passed at its meeting held on August 26, 2024.*

(2) *The Equity Shares being offered by the Selling Shareholders are eligible for being offered for sale in the terms of SEBI ICDR Regulations. The Selling Shareholders have confirmed and authorized their participation in the Offer for Sale. For further details of authorisations pertaining to the Equity Shared offered for sale, see "Other Regulatory and Statutory Disclosures" on page 477.*

The Offer shall constitute [●] % of the post Offer paid up Equity Share capital of our Company.

The above table summarises the details of the Offer. For further details of the offer, see "*The Offer*" and "*Offer Structure*" on pages 99 and 498, respectively.

Objects of the Offer

Our Company proposes to utilise the Net Proceeds towards funding the following objects:

(in ₹ million)

Sr. No.	Particulars	Amount
1.	Investment in our wholly owned Subsidiary, Concord Enviro FZE ("**CEF**") for financing its capital expenditure requirements for the greenfield project to develop an assembly unit to assemble systems and plants for treatment of water, waste water and related membrane modules	250.00
2.	Investment in our wholly owned Subsidiary, Rochem Separation Systems (India) Private Limited ("**RSSPL**") for financing its capital expenditure requirements for the brown field project to expand the manufacturing facilities, storage and supporting activities	105.05
3.	Funding capital expenditure requirements of our Company for purchase of plant and machinery	32.07
4.	Investment in our wholly owned Subsidiary, CEF for prepayment or repayment, in full or in part, of all or a portion of certain outstanding borrowings availed by CEF	500.00
5.	Investment in our wholly owned Subsidiary, CEF, for funding working capital requirements of CEF	200.00
6.	Investment in our joint venture, Roserve Enviro Private Limited to grow our "*pay per use/pay as you treat*" business	100.00
7.	Investment in technology and other growth initiatives for access to new markets	235.00
8.	General Corporate Purposes	[●]
	Net Proceeds*	[●]

**To be determined upon finalisation of the Offer Price and updated in the Prospectus prior to filing with the RoC. The cumulative amount to be utilised for investment in technology and other growth initiatives for access to new markets and general corporate purposes shall not exceed 35% of the Gross Proceeds. The amount to be utilised for each of: (a) investment in technology and other growth initiatives; and (b) general corporate purposes, shall not exceed 25% of the Gross Proceeds.*

For further details, see "*Objects of the Offer*" on page 127.

Aggregate pre-Offer shareholding of our Promoters, our Promoter Group and Selling Shareholders as a percentage of the paid-up Equity Share capital of our Company

The aggregate pre-Offer shareholding of our Promoters, Promoter Group and Selling Shareholders as a percentage of the pre-Offer paid-up Equity Share capital of our Company, as on the date of this Red Herring Prospectus is set out below:

S. No.	Name of shareholder	Number of Equity Share	Percentage of total pre-Offer paid up Equity Share capital
Promoters			
1.	Prayas Goel*	5,088,960	27.96
2.	Prerak Goel*	3,203,280	17.60

S. No.	Name of shareholder	Number of Equity Share	Percentage of total pre-Offer paid up Equity Share capital
	Sub-Total (A)	**8,292,240**	**45.56**
Promoter Group			
3.	Pushpa Goel*	1,663,560	9.14
4.	Nidhi Goel*	567,000	3.11
5.	Namrata Goel*	531,000	2.92
6.	Krittika Goel	36,000	0.20
	Sub-Total (B)	**2,797,560**	**15.37**
Selling Shareholders			
7.	AF Holdings*	7,110,000	39.07
	Sub-Total (C)	**7,110,000**	**39.07**
	Total (A+B+C)	**18,199,800**	**100.00**

**Also, a Selling Shareholder.*

Aggregate pre-Offer and post-Offer shareholding of our Selling Shareholders

The aggregate pre-Offer and post- Offer shareholding of our Selling Shareholders is set out below:

S. No.	Name of the Selling Shareholder	Number of Equity Shares held as on the date of this Red Herring Prospectus	Number of Offered Shares (up to)	Number of Equity Shares to be held post listing of the Equity Shares on the Stock Exchanges *
1.	AF Holdings	7,110,000	4,186,368	[●]
2.	Prayas Goel	5,088,960	150,600	[●]
3.	Prerak Goel	3,203,280	150,500	[●]
4.	Pushpa Goel	1,663,560	92,420	[●]
5.	Nidhi Goel	567,000	31,500	[●]
6.	Namrata Goel	531,000	29,500	[●]

** The post-Offer shareholding of the Selling Shareholders is only indicative in nature and the actual post- Offer shareholding of the Selling Shareholders will be updated in the Prospectus.*

For further details, please see "*Capital Structure*" on page *115*.

Summary of select financial information derived from our Restated Consolidated Financial Information

The summary of our select financial information derived from the Restated Consolidated Financial Information is set forth below:

(In ₹ million except per share data)

Sr. No.	Particulars	As of and for the five-month period ended August 31, 2024*	As of and for the Financial Year ended March 31, 2024	As of and for the Financial Year ended March 31, 2023	As of and for the Financial Year ended March 31, 2022
1.	Equity share capital	91.00	91.00	91.00	4.26
2.	Net Worth(1)	3,197.12	3,208.19	2,792.26	2,668.10
3.	Revenue from Operations	2,061.71	4,968.59	3,432.19	3,293.66
4.	Net profit(6)	5.16	414.39	54.87	164.77
5.	Total Income(7)	(11.07)	415.93	125.14	192.44
6.	Earnings per share				
	- Basic(2)	0.28	22.77	3.01	9.05
	- Diluted(3)	0.28	22.77	3.01	9.05
7.	Net Asset Value per equity share(4)	176.62	177.23	154.38	147.55
8.	Total borrowings (5)	1,675.33	1,531.87	1,310.61	1,257.56

**Not annualised*

Notes:

(1)Net-worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, capital reserve, write-back of depreciation and amalgamation as at August 31, 2024 and as on 31 March, 2024, 2023 and 2022.

(2)Basic EPS = Basic earnings per share are calculated by dividing the net restated profit for the period/ year *attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year.*

(3)Diluted EPS = Diluted earnings per share are calculated by dividing the net restated profit for the period/ year *attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year as adjusted for the effects of all dilutive potential Equity Shares outstanding during the year.*

[4]Net Asset Value per equity share = Net Asset Value, divided by the weighted average number of equity shares outstanding for basic and dilutive EPS calculation (in no).
[5]Total borrowings is the sum of current borrowings and non-current borrowings.
[6]Net profit is the profit for the period/ year in terms of the Restated Consolidated Financial Information
[7]Total income is the total comprehensive income in terms of the Restated Consolidated Financial Information

For further details see "*Financial Information*" on page 327.

For details of reconciliation of Non-GAAP measures, please see "*Management's Discussion and Analysis of Financial Condition and Operations*" on page 409.

Qualifications of the Statutory Auditor which have not been given effect to in the Restated Consolidated Financial Information

The Statutory Auditor of our Company has not made any qualifications in the auditor's reports that have not been given effect to in the Restated Consolidated Financial Information.

Summary of Outstanding Litigation

A summary of outstanding litigation proceedings involving our Company, our Subsidiaries, our Group Companies, our Promoters and our Directors as on the date of this Red Herring Prospectus as disclosed in the section titled "*Outstanding Litigation and Material Developments*" in terms of the SEBI ICDR Regulations and the Materiality Policy is provided below:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved^ *(₹ in million)*
Subsidiaries						
By the Subsidiaries	1	*Not applicable*	*Not applicable*	*Not applicable*	3	124.58
Against the Subsidiaries	Nil	7	Nil	Nil	4	393.69
Company						
By the Company	Nil	*Not applicable*	*Not applicable*	*Not applicable*	Nil	Nil
Against the Company	Nil	3	Nil	Nil	Nil	345.42
Directors (other than our Promoters)						
By the Directors	Nil	*Not applicable*	*Not applicable*	*Not applicable*	Nil	Nil
Against the Directors	Nil	Nil	Nil	Nil	1	114.06
Promoters						
By the Promoters	Nil	*Not applicable*	*Not applicable*	*Not applicable*	Nil	Nil
Against the Promoters	Nil	Nil	1	Nil	1	114.06

^To the extent quantifiable.

There is no pending litigation involving our Group Companies which will have a material impact on our Company.

For further details of the outstanding litigation proceedings, see "*Outstanding Litigation and Material Developments*" on page *463*.

Risk Factors

The following is a summary of the top ten risk factors in relation to our Company:

- Our business is dependent and will continue to depend on our manufacturing facilities.

- Our capacity utilization has been low in the five months ended August 31, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022, which exposes us to higher production costs and lower profitability.

- We are dependent on and derive a substantial portion of our revenue (more than 50%) from our top 10 customers.

- The contracts in our Order Book may be adjusted, cancelled or suspended by our customers and, therefore our Order Book is not necessarily indicative of our future revenue or profit.

- We do not own certain of the premises of our manufacturing facilities and our Registered and Corporate Office, including our proposed Assembly Unit.

- Any shortfall in the supply of our components and raw materials or an increase in our component or raw material costs, or other input costs, may adversely affect the pricing and supply of our products and have an adverse effect on our business, results of operations and financial condition.

- We have subsidiaries that have incurred losses in Fiscals 2024 and 2022.

- We are dependent on our research and development activities for our future success.

- The present Offer comprises an Offer for Sale by the Selling Shareholders and a Fresh Issue of Equity Shares. The Company will only receive funds from the Fresh Issue portion and the funds from Offer for Sale portion will be received by the Selling Shareholders.

- 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.

For details of certain risks applicable to us, see "*Risk Factors*" on page 31. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer.

Summary of Contingent Liabilities and Commitments

Details of the contingent liabilities and commitments of our Company as on August 31, 2024 derived from the Restated Consolidated Financial Information are set forth below:

Particulars	**As of August 31, 2024 (₹ million)**
Sales Tax/ VAT	-
Goods & Service Tax	2.75
Service Tax	10.37
Income tax	369.23
Customs	0.11
Bank guarantees (excluding financial guarantees)	181.51
Corporate guarantees	361.31
Letter of Credit	21.92
Total	**947.20**

There are no capital commitments of our Company as on August 31, 2024.

For further details of the contingent liabilities and commitments of our Company as on August 31, 2024, see "*Restated Consolidated Financial Information - Contingent liabilities and capital commitments*" on page 385.

Summary of Related Party Transactions

Summary of the related party transactions derived from the Restated Consolidated Financial Information, is as follows:

(in ₹ million)

Nature of transaction	**Name of the party**	**Relation / Designation of the Party**	**Five-month period ended August 31, 2024**	**As a % of revenue from operations**	**Fiscal 2024**	**As a % of revenue from operations**	**Fiscal 2023**	**As a % of revenue from operations**	**Fiscal 2022**	**As a % of revenue from operations**
Investment	Roserve Enviro Private Limited	Joint venture, group company and promoter group	-	-	-	-	24.51	0.71	-	-
	WHE Systems FZC	Joint venture, group company	15.16	0.74	33.93	0.68	309.95	9.03	1.52	0.05

Nature of transaction	Name of the party	Relation / Designation of the Party	Five-month period ended August 31, 2024	As a % of revenue from operations	Fiscal 2024	As a % of revenue from operations	Fiscal 2023	As a % of revenue from operations	Fiscal 2022	As a % of revenue from operations
		and promoter group								
Rent Expenses	Concord Shipping Private Limited	Group company and promoter group	0.03	0.00	0.06	0.00	0.06	0.00	0.03	0.00
	Roserve Enviro FZE	Joint venture, group company and promoter group	15.94	0.77	52.74	1.06	48.68	1.42	51.23	1.56
Corporate Guarantee Commission	Roserve Enviro Private Limited	Joint venture, group company and promoter group	0.48	0.02	1.41	0.03	0.55	0.02	0.39	0.01
	Concord Shipping Private Limited	Group company and promoter group	0.03	0.00	0.10	0.00	0.13	0.00	0.16	0.00
	Rochem Green Energy Private Limited	Group company and promoter group	-	-	-	-	0.17	0.00	0.36	0.01
Corporate Guarantee Charges	Concord Shipping Private Limited	Group company and promoter group	0.04	0.00	0.10	0.00	0.10	0.00	0.10	0.00
Reclassification of financial instrument from financial liability to equity (Refer Note 21.13 of the Restated Consolidated Financial Information)	AF Holdings, Mauritius	Shareholder	-	-	-	-	-	-	2,600.00	78.94
Purchase of goods	Roserve Enviro Private Limited	Joint venture, group company and promoter group	-	-	28.65	0.58	-	-	19.60	0.60
	Rochem India Private Limited	Group company	0.18	0.01	0.45	0.01	1.63	0.05	0.62	0.02
	WHE Systems FZC	Joint venture, group company and promoter group	0.21	0.01	9.11	0.18	2.16	0.06	12.06	0.37
Purchase of capital goods	Concord Shipping Private Limited	Group company and promoter group	-	-	-	-	-	-	1.13	0.03
Sale of goods or service	Roserve Enviro Private Limited	Joint venture, group company and promoter group	11.19	0.54	128.61	2.59	224.22	6.53	159.59	4.85
	Roserve Enviro FZE	Joint venture, group company and promoter group	10.44	0.51	-	-	87.52	2.55	24.61	0.75

Nature of transaction	Name of the party	Relation / Designation of the Party	Five-month period ended August 31, 2024	As a % of revenue from operations	Fiscal 2024	As a % of revenue from operations	Fiscal 2023	As a % of revenue from operations	Fiscal 2022	As a % of revenue from operations
	WHE Systems FZC	Joint venture, group company and promoter group	-	-	4.54	0.09	53.21	1.55	74.90	2.27
Service charges	Rochem India Private Limited	Group company	6.80	0.33	17.02	0.34	17.83	0.52	17.50	0.53
Rent expenses (including rentals paid for assets accounted as operating lease under IndAS 116)	Concord Shipping Private Limited	Group company and promoter group	11.30	0.55	27.11	0.55	27.11	0.79	27.11	0.82
	Roserve Enviro Private Limited	Joint venture, group company and promoter group	34.07	1.65	90.32	1.82	93.29	2.72	103.19	3.13
Travelling Expenses	Roserve Enviro Private Limited	Joint venture, group company and promoter group	-	-	0.29	0.01	-	-	-	-
Impairment of Capital advances	Rochem Green Energy Private Limited	Group company and promoter group	-	-	-	-	1.45	0.04	21.14	0.64
Capital advance written off	Rochem Green Energy Private Limited	Group company and promoter group	-	-	68.44	1.38	-	-	-	-
Write back of provision for impairment	Rochem Green Energy Private Limited	Group company and promoter group	-	-	68.44	1.38	-	-	-	-
Miscellaneous income - Corporate guarantee income (deemed)	Rochem Green Energy Private Limited	Group company and promoter group	-	-	-	-	0.38	0.01	0.50	0.02
Miscellaneous expenses - Corporate guarantee expense (deemed)	Rochem Green Energy Private Limited	Group company and promoter group	-	-	-	-	0.38	0.01	0.50	0.02
Interest expense	Roserve Enviro Private Limited	Joint venture, group company and promoter group	-	-	-	-	8.17	0.24	8.63	0.26
	Prayas Goel	Chairman and Managing Director	-	-	-	-	-	-	-	-
	Prerak Goel	Executive Director	-	-	-	-	-	-	-	-
	AF Holdings, Mauritius	Shareholder	2.80	0.14	6.63	0.13	6.01	0.18	5.49	0.17
Liquidated expenses	Roserve Enviro Private Limited	Joint venture, group company and promoter group	-	-	-	-	0.02	0.00	-	-

Nature of transaction	Name of the party	Relation / Designation of the Party	Five-month period ended August 31, 2024	As a % of revenue from operations	Fiscal 2024	As a % of revenue from operations	Fiscal 2023	As a % of revenue from operations	Fiscal 2022	As a % of revenue from operations
Bad debts written off	Rochem Green Energy Private Limited	Group company and promoter group	-	-	-	-	69.65	2.03	-	-
Write back of provision for impairment	Rochem Green Energy Private Limited	Group company and promoter group	-	-	-	-	69.65	2.03	-	-
Security deposit repaid	Roserve Enviro Private Limited	Joint venture, group company and promoter group	-	-	-	-	-	-	7.75	0.24
Redemption of 0.001% unsecured redeemable non-convertible debentures	Prayas Goel	Chairman and Managing Director	-	-	-	-	-	-	6.74	0.20
	Prerak Goel	Executive Director	-	-	-	-	-	-	1.84	0.06
Director's Remuneration	Mr. Prayas Goel	Chairman and Managing Director	12.36	0.60	22.20	0.45	22.20	0.65	19.20	0.58
	Mr. Prerak Goel	Executive Director	12.40	0.60	21.50	0.43	21.50	0.63	18.50	0.56
Director's Sitting Fees	Mr. Prakash D. Shah	Independent Director	0.25	0.01	0.25	0.01	0.65	0.02	-	-
	Mrs. Kamal Shanbhag	Independent Director	0.90	0.04	0.50	0.01	1.40	0.04	-	-
	Mr. Shiraz Bugwadia	Independent Director	0.30	0.01	0.10	0.00	0.55	0.02	-	-
Key Managerial Personnel's Remuneration	Mr. Sudarshan Kamath	Chief Financial Officer	2.74	0.13	6.42	0.13	5.74	0.17	-	-
	Ms. Priyanka Nayak	Company secretary and compliance officer	-	-	0.70	0.01	1.11	0.03	-	-
	Ms. Priyanka Aggarwal	Company secretary and compliance officer	0.40	0.02	-	-	-	-	-	-

In the five-month period ended August 31, 2024 and Fiscals 2022, 2023 and 2024 the arithmetic aggregated absolute total of such related party transactions (post inter-company eliminations) as per Ind AS 24- Related Party Disclosures read with the SEBI ICDR Regulations as derived from the Restated Consolidated Financial Information was ₹ 138.02, ₹ 3,184.37 million, ₹ 1,099.98 million and ₹ 589.62 million respectively. The percentage of the arithmetic aggregated absolute total of such related party transactions (post inter-company eliminations) to our revenue from operations in the five-month period ended August 31, 2024 and Fiscals 2022, 2023 and 2024 was 6.69%, 96.68%, 32.05% and 11.87% respectively.

For further details of the related party transactions, as per the requirements under Ind AS 24 'Related Party Disclosures', see "*Restated Consolidated Financial Information – Related Party Disclosures*" on page 393.

Financing Arrangements

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

Weighted average price at which the Equity Shares were acquired by our Promoters and Selling Shareholders in the last one year preceding the date of this Red Herring Prospectus

None of the Selling Shareholders or Promoters have acquired Equity Shares in the last one year preceding the date of this Red Herring Prospectus.

Weighted average cost of acquisition of all Equity Shares transacted in the preceding one year, 18 months and three years from the date of this Red Herring Prospectus:

Period	Weighted Average Cost of Acquisition (in ₹)*	Cap Price (₹ [•]) is 'X' times the Weighted Average Cost of Acquisition#	Range of acquisition price: lowest price – highest price (in ₹)
Last 1 year preceding the date of this Red Herring Prospectus	N.A.	[●]*	N.A.
Last 18 months preceding the date of this Red Herring Prospectus	N.A.	[●]*	N.A.
Last 3 years preceding the date of this Red Herring Prospectus	N.A.#	[●]*	N.A.

**As certified by Shah & Mantri, Chartered Accountants, by way of their certificate dated December 14, 2024.*
** To be provided at the Prospectus filing stage.*
#During the last three years, transactions were in the nature of issuance of equity shares on conversion of CCPS for which consideration was received at the time of issuance of CCPS on August 7, 2015, April 5, 2016 and October 27, 2017, issuance of bonus equity shares without consideration and transfer of shares by way gift, hence, cost of acquisition is not applicable.

Average cost of acquisition of Equity Shares of our Promoters and the Selling Shareholders

The average cost of acquisition per Equity Share of the Equity Shares held by our Promoters and the Selling Shareholders, as at the date of this Red Herring Prospectus, is set forth below:

Name of the Shareholder	Number of Equity Shares held as on the date of this Red Herring Prospectus	Average cost of acquisition per Equity Share** #(₹)
Promoters		
Prayas Goel*	5,088,960	0.15
Prerak Goel*	3,203,280	0.23
Selling Shareholders		
AF Holdings*	7,110,000	183.82
Namrata Goel*	531,000	0.30
Nidhi Goel*	567,000	0.28
Pushpa Goel*	1,663,560	0.35

As certified by Shah & Mantri, Chartered Accountants, by way of their certificate dated December 14, 2024
**Average cost of acquisition has been arrived at by considering only the cost of shares allotted to the Promoters on account of further issue, bonus issue and transfers, i.e. cost paid by promoter for acquisition by way of subscription, bonus issue and acquisition from another shareholder divided by the total number of equity shares acquired by the above transactions.*
The selling price of the shares transferred by the respective Promoters and Selling Shareholders to others has not been netted off while calculating the average cost of acquisition.
Notes:

i. For the purpose of calculation of average cost of acquisition, the sub-division of shares has not been considered as an acquisition but the effect of such sub-division has been duly given.

*ii. For the purpose of calculation of average cost of acquisition, in case of conversion of Compulsorily Convertible Non-Cumulative Preference Shares ("**CCPS**"), consideration paid for acquisition of CCPS has been considered as the cost of acquisition of such equity shares received on conversion.*

iii. Pursuant to special resolution passed by members on May 25, 2022, each equity share of face value ₹ 100 the Company was subdivided into 20 equity shares of face value ₹ 5 and accordingly the issued, subscribed and paid up share capital was subdivided from 42,556 shares of ₹ 100 each to 851,120 shares of ₹ 5 each. Above calculations have been done considering the effect of subdivision.

Details of price at which specified securities were acquired by the Promoters, members of the Promoter Group, Selling Shareholders and Shareholders with special rights in the last three years preceding the date of this Red Herring Prospectus

Except as disclosed below, none of the promoters or members of the promoter group, selling shareholders or shareholders entitled with rights to nominate directors or any other rights have acquired any equity shares preceding three years:

S. No.	Name of the acquirer	Date of acquisition	Number of equity shares acquired	Acquisition price per share (₹)	Weighted Average Cost of Acquisition of the shares acquired in the last three years (₹)	Range of acquisition (Lowest Price – Highest Price) (₹)	Category
1.	Mr. Prayas Goel	April 26, 2022	6,606	N.A.(1)	N.A.(1)	N.A.(1)	Gift from Pusha Goel
2.	Mr. Prerak Goel	April 26, 2022	1,373	N.A.(1)	N.A.(1)	N.A.(1)	Gift from Pusha Goel
3.	Ms. Krttika Goel	June 01, 2022	100	N.A.(1)	N.A.(1)	N.A.(1)	Gift from Namrata Goel
4.	Mr. Prayas Goel	November 10, 2022	4,806,240	N.A.(2)	N.A.(2)	N.A.(2)	Bonus Issue in the ratio of 17:1
5.	Mr. Prerak Goel	November 10, 2022	3,025,320	N.A.(2)	N.A.(2)	N.A.(2)	Bonus Issue in the ratio of 17:1
6.	AF Holdings	November 10, 2022	3,995,340	N.A.(2)	N.A.(2)	N.A.(2)	Bonus Issue in the ratio of 17:1
7.	Mrs. Namrata Goel	November 10, 2022	501,500	N.A.(2)	N.A.(2)	N.A.(2)	Bonus Issue in the ratio of 17:1
8.	Mrs. Nidhi Goel	November 10, 2022	535,500	N.A.(2)	N.A.(2)	N.A.(2)	Bonus Issue in the ratio of 17:1
9.	Mrs. Pushpa Goel	November 10, 2022	1,571,140	N.A.(2)	N.A.(2)	N.A.(2)	Bonus Issue in the ratio of 17:1
10.	Ms. Krttika Goel	November 10, 2022	34,000	N.A.(2)	N.A.(2)	N.A.(2)	Bonus Issue in the ratio of 17:1
11.	AF Holdings	November 11, 2022	1,354,320	N.A.(3)	N.A.(3)	N.A.(3)	Conversion of Preference Share
12.	AF Holdings	November 11, 2022	465,840	N.A.(4)	N.A.(4)	N.A.(4)	Conversion of Preference Share
13.	AF Holdings	November 11, 2022	1,059,480	N.A.(5)	N.A.(5)	N.A.(5)	Conversion of Preference Share

As certified by Shah & Mantri, Chartered Accountants, by way of their certificate dated December 14, 2024

Notes:

1. *Transfer of shares by way of gift, hence, cost of acquisition is not applicable.*
2. *Issuance of bonus equity shares without consideration, hence, cost of acquisition is not applicable.*
3. *Allotment of equity shares pursuant to conversion of 3,762 Series A CCPS in the ratio 360:1. The Company had received consideration of ₹ 339,521,478.12 against issuance of said CCPS on August 7, 2015. Accordingly, cost of acquisition is not applicable.*
4. *Allotment of equity shares pursuant to conversion of 1,294 Series A1 CCPS in the ratio 360:1. The Company had received consideration of ₹ 99,999,996.50 against issuance of said CCPS on April 5, 2016. Accordingly, cost of acquisition is not applicable.*
5. *Allotment of equity shares pursuant to conversion of 2,943 Series A2 CCPS in the ratio 360:1. The Company had received consideration of ₹ 227,502,729.00 against issuance of said CCPS on October 27, 2017. Accordingly, cost of acquisition is not applicable.*

Details of Pre-IPO placement

Our Company has not undertaken a pre-IPO placement.

Issue of Equity Shares for consideration other than cash in the last one year

Our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Red Herring Prospectus For details see "*Capital Structure*" on page *115*.

Split / Consolidation of Equity Shares in the last one year

Our Company has not undertaken split or consolidation of the Equity Shares in the one year preceding the date of this Red Herring Prospectus.

Exemption from complying with any provisions of securities laws

Our Company has not applied to SEBI for any exemption from complying with any provisions of securities laws.

SECTION II – RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Red Herring Prospectus, including the risks and uncertainties described below before making an investment in the Equity Shares.

We have described the risks and uncertainties that we consider material, but these risks and uncertainties may not be the only risks relevant to us, the Equity Shares, or the industry in which we currently operate or propose to operate. Unless specified or quantified in the relevant risk factor below, we are not in a position to quantify the financial or other implication of any of the risks mentioned in this section. Any of the following risks, as well as the other risks and uncertainties discussed in this Red Herring Prospectus, could have an adverse effect on our business, financial condition, results of operations and prospects and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or a part of your investment. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, cash flows, results of operations, financial condition and prospects. If any or a combination of the following risks actually occur, or if any of the risks that are currently not known or deemed to be not relevant or material now actually occur or become material in the future, our business, cash flows, prospects, financial condition and results of operations could suffer, the trading price of the Equity Shares could decline, and you may lose all or part of your investment. For more details on our business and operations, see "Our Business", "Industry Overview", "Key Regulations and Policies in India" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 244, 180, 275 and 409, respectively, as well as other financial information included elsewhere in this Red Herring Prospectus. In making an investment decision, you must rely on your own examination of us and the terms of the Offer, including the merits and risks involved, and you should consult your tax, financial and legal advisors about the particular consequences of investing in the Offer. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment which may differ in certain respects from that of other countries.

This Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward- looking statements as a result of certain factors, including but not limited to the considerations described below and elsewhere in this Red Herring Prospectus. For details, see "Forward-Looking Statements" on page 18.

Unless otherwise indicated, industry and market data used in this section has been derived from the 1Lattice Report prepared and released by 1Lattice Report and commissioned and paid for by us in connection with the Offer, pursuant to an engagement letter dated May 6, 2024. The 1Lattice Report is available at the following web-link: ww.concordenviro.in/images/policy-pdf/industry-report.pdf. Unless otherwise indicated, all financial, operational, industry and other related information derived from the 1Lattice Report and included herein with respect to any particular year, refers to such information for the relevant financial year. The data included herein includes excerpts from the 1Lattice Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Offer), that have been left out or changed in any manner. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Industry *and Market Data" on page 15.*

Unless the context otherwise requires, references in this section to "our Company" refers to Concord Enviro Systems Limited, on a standalone basis, and a reference to "we", "us" and "our" is a reference to our Company and our subsidiaries and joint ventures, on a consolidated basis. Further, names of certain customers and vendors have not been included in this Red Herring Prospectus either because relevant consents for disclosure of their names were not available or in order to preserve confidentiality.

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the effect is not quantifiable and hence has not been disclosed in such risk factors. You should not invest in this Offer unless you are prepared to accept the risk of losing all or part of your investment.

*Our financial or fiscal year ends on March 31 of each calendar year. Accordingly, references to a "Fiscal" or "fiscal year" are to the 12-*month period ended March 31 *of the relevant year. The financial information included in this section for Fiscal 2024, Fiscal 2023 and Fiscal 2022 has been extracted from our Restated Consolidated Financial Information beginning on page 327.*

Internal Risks

1. ***Our business is dependent and will continue to depend on our manufacturing facilities. For Fiscal 2024 and the five-months ended August 31, 2024, for our manufacturing facilities at Vasai and Sharjah, our total operating costs were ₹ 1,312.26 million and ₹ 861.68 million, respectively. We are subject to certain risks in our manufacturing process which are outside our control. Any such risks if materialised, could have an adverse effect on our business, results of operations, financial condition and cash flows.***

We have manufacturing facilities in Vasai, Maharashtra and Sharjah, U.A.E. 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 or failure of equipment, industrial accidents, severe weather conditions and natural disasters. Any significant malfunction or breakdown of our machinery, our equipment, our automation systems, our IT systems or any other part of our manufacturing processes or systems (together, our "**Manufacturing Assets**") may entail significant repair and maintenance costs and cause delays in our operations. If we are unable to repair Manufacturing Assets in a timely manner or at all, our operations may need to be suspended until we procure the appropriate Manufacturing Assets to replace them. In addition, we may be required to carry out planned shutdowns of our facilities for maintenance, statutory inspections, customer audits and testing, or may shut down certain facilities for capacity expansion and equipment upgrades. While in the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, we have not faced any instances of disruptions at our manufacturing facilities, we may experience disruptions in the future which could result in liabilities, or adversely affect our reputation with suppliers, customers, regulators, employees and the public and which could in turn affect our financial condition and business performance. 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 shutdown 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.

Further, our manufacturing operations require continuous supply of electricity and water and any shortage or nonavailability may materially and adversely affect our operations. The production process of certain products requires significant power. We currently source our water requirements from bore wells and industrial development corporations and depend on state-owned electricity distribution companies for our electricity requirements. The following tables sets forth information relating to the operating costs and percentage from costs of total expenses, operating revenue and percentage from total revenue from operations at our two manufacturing facilities as of, and for the five-month period ended August 31, 2024 and for Fiscal 2024, Fiscal 2023 and Fiscal 2022.

Facilities	As of, and for the five-month period ended				As of, and for year ended March 31,											
	August 31, 2024				2024				2023				2022			
	Operating Costs (₹ million)	% of total expenses	Operating Revenue (₹ million)	% of total revenue from operations	Operating Costs (₹ million)	% of total expenses	Operating Revenue (₹ million)	% of total revenue from operations	Operating Costs (₹ million)	% of total expenses	Operating Revenue (₹ million)	% of total revenue from operations	Operating Costs (₹ million)	% of total expenses	Operating Revenue (₹ million)	% of total revenue from operations
Vasai	1,312.26	96.24	1,338.67	64.93	3,306.15	96.74	3,473.55	69.91	2,871.62	95.61	3,045.67	88.74	2,636.51	95.52	2,832.12	85.99
Sharjah	861.68	96.79	890.33	43.18	1,818.04	96.47	1,997.22	40.20	1,297.53	94.99	1,294.43	37.71	1,049.13	94.32	1,205.17	36.59

Our manufacturing processes involve machinery including welding, heating processes, lifting of heavy materials and handling of dangerous chemicals that may result in accidents, which could cause injury to our employees, contract labour and other persons at our manufacturing facilities and warehouses or that could also damage our equipment, machines and properties. In the event of any such accidents, our business operations may be interrupted, and this may adversely affect our production schedules, costs and sales and our ability to meet customer demand. In addition, any such accidents may expose us to civil or criminal liability, which could have an adverse effect on our business, financial condition and results of operations. Further, certain environmental laws impose strict liability for accidents and damages resulting from hazardous chemicals such as caustic and acids, and any failure to comply with such laws may lead to closure, penalties, fines and imprisonment. Although we have not experienced any such incidents in the past three years, we may experience incidents in the future which adversely affect our business, financial condition and results of operations.

2. ***Our capacity utilization has been low in the five months ended August 31, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022, which exposes us to higher production costs and lower profitability. Low capacity utilisation in the future may adversely affect our business, results of operations and financial condition. Information relating to***

the installed manufacturing capacity of our two manufacturing facilities included in this Red Herring Prospectus are based on various assumptions and estimates and future production and capacity may vary.

Information relating to the installed capacity and capacity utilization of our two manufacturing facilities included in this Red Herring Prospectus are based on various assumptions and estimates of our management that have been taken into account by Chaitaly Roy, an independent chartered engineer, in the calculation of the installed capacity and capacity utilization of our manufacturing facilities.

Our capacity utilization has been low in the five months ended August 31, 2024, and Fiscal 2024, Fiscal 2023 and Fiscal 2022, which exposes us to higher production costs and lower profitability. Low-capacity utilisation in the future may increase our operating expenses as a percentage of revenue from operations and adversely affect our business, results of operations and financial condition. The following tables sets forth information relating to the installed capacity and capacity utilization of our major products at our two manufacturing facilities as of, and for the five months ended August 31, 2024, and Fiscal 2024, Fiscal 2023 and Fiscal 2022 as certified by an independent chartered engineer.

Facilities	As of and for the five months ended			As of, and for year ended March 31,								
	August 31, 2024			2024			2023			2022		
	Installed Capacity (Nos.)	Actual Production (Nos.)	Capacity Utilization (%)	Annual Installed Capacity (Nos.)	Annual Actual Production (Nos.)	Capacity Utilization (%)	Annual Installed Capacity (Nos.)	Annual Actual Production (Nos.)	Capacity Utilization (%)	Annual Installed Capacity (Nos.)	Annual Actual Production (Nos.)	Capacity Utilization (%)
Vasai												
Modules[(1)]	4,583	1,142	24.92%	11,000	4,420	40.18%	11,000	4180	38.00%	11,000	2700	24.55%
Systems[(2)]	250	83	33.20%	600	219	36.50%	600	223	37.17%	600	206	34.33%
Sharjah												
Modules[(1)]	2,500	516	20.64%	6,000	1,849	30.82%	6,000	681	11.35%	6,000	2227	37.12%

(1) Modules comprise membrane modules for sea water treatment and wastewater treatment.
(2) Systems comprise brackish-water membrane based systems, polishing membrane based systems and wastewater membrane based systems.

Our sale of systems and plants are subject to seasonality, which may contribute to fluctuations in our results of operations. In this regard, a significant proportion of our systems and plants sales are made in the last quarter of the fiscal year, i.e. January to March on account of the ensuing summer period, wherein the customers have to be prepared to be able to meet their water requirements. This leads to lowest capacity utilization in the first quarter of the fiscal year, i.e. April to June, gradually increasing throughout the year with the highest capacity utilization in the last quarter of the fiscal year.

Our capacity utilisation at our Sharjah facility, which is housed under our Subsidiary, Concord Enviro FZE, was 20.64%, 30.82%, 11.35% and 37.12%, in the five months ended August 31, 2024, Fiscals 2024, 2023 and 2022, respectively. Due to reduction in third-party sales of our modules from customers located in China and Germany, our capacity utilization decreased from 37.12% in Fiscal 2022 to 11.35% in Fiscal 2023, which subsequently increased to 30.82% in Fiscal 2024 on account of an increase in our systems and plant sales and resultant increase in the manufacturing of our modules.

Our capacity utilisation at our Vasai facility, which is housed under our Subsidiary, Roserve Separation Systems Private Limited, was (a) 33.20%, 36.50%, 37.17% and 34.33% for systems, and (b) 24.92%, 40.18%, 38.00% and 24.55% for modules, in the five months ended August 31, 2024 and Fiscals 2024, 2023 and 2022, respectively. While our systems and plants capacity is measured in terms of number of systems and plants manufactured at a uniform capacity, we manufacture our systems and plants of varying capacity which may indicate lower capacity utilisation in spite of manufacturing high capacity plants.

The following tables sets forth information relating to the capacity utilization of our major products at our two manufacturing facilities as of, and for the five-months period ended August 31, 2024, Fiscal 2024 Fiscal 2023 and Fiscal 2022 as certified by an independent chartered engineer.

Particulars	Fiscal 2025		Fiscal 2024				Fiscal 2023				Fiscal 2022			
	Period from April 1, 2024 to August 31, 2024	Q1 FY2025	Q1 FY2024	Q2 FY2024	Q3 FY2024	Q4 FY2024	Q1 FY2023	Q2 FY2023	Q3 FY2023	Q4 FY2023	Q1 FY2022	Q2 FY2022	Q3 FY2022	Q4 FY2022
Vasai Facility														
Modules	23%	18%	18%	31%	36%	76%	22%	29%	31%	70%	13%	25%	26%	33%
Systems	28%	27%	28%	14%	25%	79%	19%	29%	14%	87%	20%	35%	23%	59%
Sharjah Facility														
Modules	15%	19%	4%	16%	20%	83%	5%	7%	3%	31%	34%	42%	30%	42%

Actual production volumes and capacity utilization rates may differ significantly from the estimated production capacities and historical capacity utilization of our manufacturing facilities. Investors should therefore not place undue reliance on our historical installed capacity information for our existing manufacturing facilities included in this Red Herring Prospectus.

Further, we intend to use the Net Proceeds for the purposes described in "*Objects of the Offer*" on page 127 of this Red Herring Prospectus. The Objects of the Offer include utilisation of the Net Proceeds for the purposes of (a) Investment in our wholly owned Subsidiary, Concord Enviro FZE ("**CEF**") for financing its capital expenditure requirements for the greenfield project to develop an assembly unit to assemble systems and plants for treatment of water, waste water and related membrane modules (the "**U.A.E Project**"), (b) Investment in our wholly owned Subsidiary, Rochem Separation Systems (India) Private Limited ("**RSSPL**") for financing its capital expenditure requirements for the brown field project to expand the manufacturing facilities, storage and supporting activities (the "**Vasai Project**"), and (c) funding capital expenditure requirements of our Company for purchase of plant and machinery. For further details, including the resultant capacity expansion on account of such deployment of Net Proceeds, please see "*Objects of the Offer*" on page 127. Considering we have had under-utilisation of our capacity in the past, there can be no assurance that we will be able to utilize our increased capacity or it resulting into increased revenues and profits, which may have an have an adverse effect on our business, financial condition and results of operations.

3. ***We are dependent on and derive a substantial portion of our revenue (more than 50%) from our top 10 customers. During August 31, 2024 and Fiscal 2024, our revenue from our top 10 customers was ₹ 1,127.41 and ₹ 2,779.95 million, which is 54.69% and 55.95% of our revenue from operations respectively. Cancellation by customers or delay or reduction in their orders could have a material adverse effect on our business, results of operations and financial condition. We also have a number of Government customers which exposes us to various risks inherent in doing business with them, which may adversely affect our business, results of operations and financial condition.***

We are dependent on a limited number of private and public customers and projects. The table set forth below provides the split of our consolidated revenue from operations by business and as a percentage of consolidated revenue from operations in the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022.

Product/Service	Five-month period ended August 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	₹ million	% of revenue from operations	₹ million	% of revenue from operations	₹ million	% of revenue from operations	₹ million	% of revenue from operations
Systems and plants	989.88	48.01	2,961.81	59.61	1,608.69	46.87	1,631.45	49.53
Sale of consumables and spare parts	410.16	19.89	1,033.60	20.80	876.39	25.53	864.26	26.24
O&M services	661.67	32.09	973.18	19.59	947.11	27.60	797.95	24.23
Revenue from Operations	**2,061.71**	**100.00**	**4,968.59**	**100.00**	**3,432.19**	**100.00**	**3,293.66**	**100.00**

Our revenue and Order Book are concentrated with, and we are dependent on, a limited number of customers and projects.

The following table sets forth, for the periods indicated, the revenue contribution of our top 10, top five and largest customer by respective business/product area, as well as such revenue contributions as a percentage of our revenue from operations.

Business / Product Area	Five-month period ended August 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue (in ₹ million)	% of revenue from operations	Revenue (in ₹ million)	% of revenue from operations	Revenue (in ₹ million)	% of revenue from operations	Revenue (in ₹ million)	% of revenue from operations
Top 10 customers								
Systems and plants	746.66	36.22	2,292.70	46.14	944.04	27.51	815.30	24.75
Sale of consumables and spare parts	230.39	11.17	431.10	8.68	381.30	11.11	385.61	11.71
O&M services	437.28	21.21	381.30	7.67	396.27	11.55	344.04	10.45
Total	**1,414.32**	**68.60**	**3,105.10**	**62.49**	**1,721.61**	**50.17**	**1,544.95**	**46.91**
Top 5 customers								
Systems and plants	673.94	32.69	2,071.08	41.68	744.19	21.68	603.14	18.31
Sale of consumables and spare parts	173.22	8.40	342.14	6.89	290.92	8.48	272.32	8.27
O&M services	386.64	18.75	261.16	5.26	268.73	7.83	242.69	7.37
Total	**1,233.81**	**59.84**	**2,674.38**	**53.83**	**1,303.84**	**37.99**	**1,118.15**	**33.95**
Top customer								
Systems and plants	570.99	27.69	1,783.93	35.90	381.32	11.11	171.51	5.21
Sale of consumables and spare parts	84.18	4.08	230.60	4.64	155.33	4.53	71.94	2.18
O&M services	181.49	8.80	72.29	1.45	78.18	2.28	89.83	2.73
Total	**836.66**	**40.58**	**2,086.82**	**41.99**	**614.83**	**17.92**	**333.28**	**10.12**

We expect that in the future a limited number of customers will continue to comprise a significant percentage of our operating revenue. Consequently, if we are unable to expand our sales volumes to existing customers, maintain our relationship with our key customers or diversify our customer base, we may experience material fluctuations or decline in our revenue and reduction in our operating margins, as a result of which our business, results of operations and financial condition could be materially and adversely affected. In addition, although we have had no cancellation of contracts or orders from our top 10 customers in the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 or Fiscal 2022, any cancellation by customers or delay or reduction in their orders or delay in payments could have a material adverse effect on our business, results of operations and financial condition. Further, where anticipated orders fail to materialize can result in mismatch between our inventories of raw materials and of manufactured products, thereby increasing our costs relating to maintaining our inventory and reduction of our margins, which may adversely affect our profitability and liquidity. In addition, we may not find any customers or purchasers for the surplus or excess capacity, in which case we would be forced to incur a loss. Further, our inability to find customers for surplus products may result in excessive inventories which may become obsolete and may be required to be written off in the future.

In addition, we sell our products and services to agencies and companies of the GoI and the State Governments (together, "**Government Customers**").

We had 6, 9, 6 and 10 Government Customers as of August 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 August 31, 2024. The following table sets forth for the periods indicated the revenue contribution of our Government Customers by business/product area, as well as such revenue contributions as a percentage of our revenue from operations.

(in ₹ million, except percentages)

Revenue from Government Customers	Five-month period ended August 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from operations (in ₹ million)	% of revenue from operations	Revenue from operations (in ₹ million)	% of revenue from operations	Revenue from operations (in ₹ million)	% of revenue from operations	Revenue from operations (in ₹ million)	% of revenue from operations
Systems & plants	67.66	3.28	22.58	0.45%	4.22	0.12%	65.22	1.98%
Sale of consumables and spare parts	100.52	4.88	275.68	5.55%	177.39	5.17%	117.20	3.56%
O&M services	13.73	0.67	25.25	0.51%	15.16	0.44%	16.83	0.51%
Total	**181.90**	**8.82**	**323.51**	**6.51%**	**196.77**	**5.73%**	**199.25**	**6.05%**

Our business with Government Customers, exposes us to various risks inherent in doing business with them, which include:

- participation in contracts with Government customers could subject us to stricter regulatory and testing requirements which may increase our compliance costs;
- execution of the detailed definitive documentation and agreements with Government customers may take a significant amount of time and cause delays;
- delays in project implementation and key initiatives where we have invested significant costs; and
- delays in payment due to the time taken to complete internal processes of Government customers.

The occurrence of any of the foregoing may adversely affect our business, financial condition and results of operation.

4. ***The contracts in our Order Book may be adjusted, cancelled or suspended by our customers and, therefore our Order Book is not necessarily indicative of our future revenue or profit. Our total Order Book for August 31, 2024 was 5,017.46 and Fiscal 2024, was ₹ 4,631.92 million. Our actual income may be significantly less than the estimates reflected in our Order Book, which could adversely affect our results of operations.***

Our "Order Book" comprises of anticipated revenue from the unexecuted portions of existing contracts (including signed contracts for which all pre-conditions to entry into force have been met and letters of acceptance issued by the customer prior to execution of the final contract) and from advance purchase orders and advance work orders for which we are yet to receive final purchase orders or work orders. The manner in which revenues are derived to calculate and present our Order Book, is not similar to the manner in which our revenue from operations is accounted. For instance, we do not take into account any escalation for calculating the Order Book whereas escalations are accounted for under our revenue from operations.

As of August 31, 2024 our Company had an Order Book of ₹ 5,017.46 million. Set forth below are the details of our Order Book organized by the types of products and services provided by us as at August 31, 2024.

(in ₹ million)

Particulars	Outstanding as at August 31, 2024 (in ₹ million)	Percentage of Total Order Book	Outstanding as of March 31, 2024 (in ₹ million)	Percentage of Total Order Book	Outstanding as of March 31, 2023 (in ₹ million)	Percentage of Total Order Book	Outstanding as of March 31, 2022 (in ₹ million)	Percentage of Total Order Book
Systems and plants	3,737.94	74.50	3,544.49	76.52	2,836.27	74.31	651.07	41.22
Sale of consumables and spare parts	161.00	3.21	211.90	4.58	105.49	2.76	173.02	10.96
O&M services	1,118.53	22.29	875.53	18.90	875.36	22.93	755.28	47.82
Revenue from	**5,017.46**	**100.00**	**4,631.92**	**100.00**	**3,817.12**	**100.00**	**1,579.37**	**100.00**

Particulars	Outstanding as at August 31, 2024 (in ₹ million)	Percentage of Total Order Book	Outstanding as of March 31, 2024 (in ₹ million)	Percentage of Total Order Book	Outstanding as of March 31, 2023 (in ₹ million)	Percentage of Total Order Book	Outstanding as of March 31, 2022 (in ₹ million)	Percentage of Total Order Book
Operations (Total Order Book)								

The Order Book information included in this Red Herring Prospectus is not audited and does not necessarily indicate our future earnings. Our Order Book should not be considered in isolation or as a substitute for GAAP performance measures. For further details on our Order Book, see "*Our Business – Description of our Business – Order Book*" on page 260. We may not be able to achieve our expected margins or may suffer losses on one or more of these contracts or we may not be able to realise the revenues which we anticipated in such projects.

The manner in which we calculate and present our Order Book information may vary from the manner in which such information is calculated and presented by other companies, including our competitors. Our Order Book generally represents business that we expect to materialise in the foreseeable future, cancellations or scope or schedule adjustments may, and do occur. There can be no assurance that orders will not be short closed, cancelled or reduced, or that customers will fulfil their payment obligations and other obligations, in a timely manner or at all, in accordance with the agreements, or that customers will not dispute the amounts owed to us. Although we have not had instances of cancellation, termination or suspension in the five-month period ended August 31, 2024, and in Fiscal 2024, Fiscal 2023 or Fiscal 2022, certain of our contracts are subject to cancellation, termination, or suspension at the discretion of the customer at any stage of the contract.

Adverse conditions in the global financial markets, any delay or failure to obtain the necessary permits, authorisations, permissions or other factors beyond our control or the control of our customers may cause our customers to postpone or cancel a project or may hamper the timely delivery of the order and may result in late delivery chares being payable to our customers if the delay is attributable to us. In addition, the contracts in our Order Book are subject to changes in the scope of services and products to be supplied as well as adjustments to the costs relating to the contracts or place of delivery. Projects can remain in Order Book for extended periods of time because of the nature of the project and the timing of the particular services required by the project. Typically, if projects or contracts are delayed, we are able to divert the material to other contracts and not incur costs on account of delays. Further if there are cost increases, these would be negotiated and contracts and purchase orders with customers would be amended. In addition, even where a project proceeds as scheduled, it is possible that contracting parties may default and fail to pay amounts owed. There may also be disputes in relation to our Order Book and receivables outstanding.

5. ***We do not own certain of the premises of our manufacturing facilities and our Registered and Corporate Office, including our proposed Assembly Unit.***

As on the date of this Red Herring Prospectus, our Company seven Subsidiaries. Set forth below are the brief details of our Subsidiaries:

Subsidiary Name	Location	Shareholding
Rochem Separation Systems (India) Private Limited	India	100% shareholding of the Company
Rochem Services Private Limited	India	100% shareholding of the Company
Reva Enviro Systems Private Limited	India	100% shareholding of the Company
Blue Zone Ventures Private Limited	India	100% shareholding of the Company
Concord Enviro FZE	United Arab Emirates	100% shareholding of the Company
Blue Water Trading & Treatment FZE	United Arab Emirates	100% shareholding of Concord Enviro FZE
Concord Enviro SA De.C.V., Mexico	Mexico	100% shareholding of Concord Enviro FZE

We do not own our Registered and Corporate Office in India and some premises of our manufacturing facility and warehouse in India and Sharjah, U.A.E., which are occupied by us on a leasehold basis. Further, we are leasing the land for the proposed Assembly Unit from the Sharjah Airport International Free Trade Zone on a one year lease. A summary of our leased premises including the tenure of the lease agreements as of August 31, 2024 is set forth below.

S. No.	Facility Address	Leasehold / Freehold	Details of Agreement / Address of Facility	Duration/ period of lease
1	Plot No. 49, Vasai, Palghar	Leasehold	Name of leasing entity: Concord Enviro Systems Limited Date of Lease Deed: June 8, 1993 Address of facility: Plot No. 49, Vasai, Palghar	90 years
2	Plot No. 50, Vasai, Palghar	Leasehold	Name of leasing entity: A.Z. Fine Chemicals Date of Lease Deed: September 11, 1997 Address of facility: Plot No. 50, Vasai, Palghar	90 years
3	Plot No. 55, Vasai, Palghar	Freehold	Name of owner: Rochem Separation Systems (India) Private Limited Date of Sale Deed: April 5, 2005 Address of facility: Plot No.55, Vasai, Palghar	NA
4	Plot No. 51, Vasai, Palghar	Leasehold	Name of leasing entity: Pratichem Date of Sale Deed: April 19, 1989 Address of facility: Plot No.51, Vasai, Palghar	90 years
5	Plot 2, 3, 26 and 27 Renaissance Bhivandi	Freehold	Name of owner: Rochem Separation Systems (India) Private Limited Date of Sale Deed: January 9, 2020 Address of facility: Plot 2, 3, 26 & 27 Renaissance Bhivandi	NA
6	P6 - 051	Leasehold	Name of owner: Government of Sharjah represented by SAIF Zone Date of Tenancy Contract: June 27, 2006 Address of facility: Warehouse P6-051, SAIF-Zone, Sharjah, United Arab Emirates	1 year commencing from March 14, 2007, automatically renewed each year, valid for a period of 25 years
7	P6 - 052	Leasehold	Name of owner: Government of Sharjah represented by SAIF Zone Date of Tenancy Contract: April 14, 2014 Address of facility: Warehouse P6-052, SAIF-Zone, Sharjah, United Arab Emirates	1 year commencing from April 14, 2014, automatically renewed each year, valid for a period of 25 years
8	P6 - 037	Leasehold	Name of owner: Government of Sharjah represented by SAIF Zone Date of Tenancy Contract: July 17, 2014 Address of facility: Warehouse P6-037, SAIF-Zone, Sharjah, United Arab Emirates	1 year commencing from July 17, 2014, automatically renewed each year, valid for a period of 25 years.
9	Plot T6 – 02	Leasehold	Name of owner: Government of Sharjah represented by SAIF Zone Date of Tenancy Contract: June 16, 2022 Address of facility: Plot T6 – 02, SAIF-Zone, Sharjah, United Arab Emirates	1 year commencing from June 16, 2022, automatically renewed each year, valid for a period of 25 years.
10	Plot J2-04	Leasehold	Name of owner: Government of Sharjah represented by SAIF Zone Date of Tenancy Contract: November 27, 2024 Address of facility: Plot J2 – 04, SAIF-Zone, Sharjah, United Arab Emirates	1 year commencing from November 21, 2024, automatically renewed each year, valid for a period of 25 years.

S. No.	Facility Address	Leasehold / Freehold	Details of Agreement / Address of Facility	Duration/ period of lease
11	P6-163	Leasehold	Name of owner: Government of Sharjah represented by SAIF Zone Date of Tenancy Contract: July 17, 2024 Address of facility: Warehouse P6 – 163, SAIF-Zone, Sharjah, United Arab Emirates	1 year commencing from July 17, 2024, automatically renewed each year, valid for a period of 25 years.
12	Plot 52, Achole	Leasehold	Name of Leasing Entity: Paintex Chemicals (Bombay) Limited Date of Lease deed: July 30, 1983 Date of Deed of Assignment: November 30, 2009 Address of facility: Plot 52, Achole, Survey No. 239 (new Survey No. 42), Vasai Taluka, District Thane	90 years

While the lease agreements for our manufacturing facilities and proposed Assembly Unit are typically long term in nature and provide us with an option to renew them, they also provide the lessor with the right to terminate the lease for non-compliance of the terms of the agreement or by serving a without cause termination notice. We have had no instances of termination of lease agreement for our premises in the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022. Notwithstanding, termination of our leases may occur for reasons beyond our control, such as breaches of lease agreements by the landlords of our premises which is detrimental to our operations. If we, our current or future landlords breach the lease agreements, we may have to relocate to alternative premises or shut down our operations at that site. Once we obtain a lease, we incur significant expenses to install necessary furniture, fittings, machinery, lighting, security systems and air conditioning, to ensure such unit is designed in line with our requirements. Relocation of any part of our operations may cause disruptions to our business and may require significant expenditure, and we cannot assure you that in such a case, we will be able to find suitable premises on commercially reasonable terms in a timely manner, if at all or we may have to pay significantly higher rent or incur additional expenses towards interiors. Occurrence of any of these factors may materially and adversely affect our business, results of operations and financial condition.

We may be delayed or be unable to enter a definitive lease deed for various reasons, some of which are beyond our control, which may result in us not being able to recover deposits placed with relevant owners. Further, in the event such letters of intent lapse or are terminated, we may have to identify suitable alternate locations for which we may have to expend significant time and resources. Further, some of our lease deeds for our manufacturing facilities and properties may not be registered and/or may not be adequately stamped and, consequently, may not be accepted as evidence in a court of law and we may be required to pay penalties for inadequate stamp duty. For example, our lease deeds for two of our leasehold plots in Vasai, Maharashtra, are not registered. Further, we may not be able to assess or identify all risks and liabilities associated with any properties, such as faulty or disputed title, unregistered encumbrances or adverse possession rights, improperly executed, unregistered or insufficiently stamped instruments, or other defects of which we may not be aware. Further, there are encumbrances on our manufacturing facilities and office properties in India.

6. ***In August 31, 2024 and Fiscal 2024, our cost of raw materials and components consumed consolidated with purchases of stock-in trade amounted to 1,046.95 and ₹ 2,615.60 million and 50.68% and 55.94% of our total expenses, respectively. Any shortfall in the supply of our components and raw materials or an increase in our component or raw material costs, or other input costs, may adversely affect the pricing and supply of our products and have an adverse effect on our business, results of operations and financial condition.***

Success of our existing and planned operations depends on, among other things, our ability to source sufficient amounts of raw materials such as membranes, pumps, electrical instrumentation, board panels, cabinets, tubes, pipes, steel, and certain cleaners and chemicals and spares at competitive prices for our manufacturing facilities. Our components and raw materials are subject to supply disruptions and price volatility caused by various factors such as commodity market fluctuations, currency fluctuations, customer demand, changes in government policies and regulatory sanctions. In connection with our manufacturing and our wastewater treatment systems and plants, we purchase the required raw materials from third party suppliers both in India and internationally. Set forth below are the details of the consolidated cost of raw materials and components consumed along with our percentage of consolidated total expenses:

(in ₹ million, except percentages)

Particulars	Five-month period ended August 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Cost of raw materials and components consumed	905.78	2,244.44	1,414.17	1,312.73
Purchase of stock-in-trade	141.17	371.16	117.72	169.07
Total	**1,046.95**	**2,615.60**	**1,531.89**	**1,481.80**
% of total expenses	50.68%	55.94%	44.62%	46.32%

The quality of our products (and consequently, customer acceptance of such products) depends on the quality of the raw materials, components and spares and the ability of suppliers to timely deliver such materials. The success of our business is significantly dependent on our supply chain management. We rely on a number of suppliers for our components, materials and stock-in-trade which are an integral part of our wastewater treatment systems, plants and products. As at August 31, 2024, we utilized 444 suppliers for our components, materials and stock-in-trade. Further, some of such suppliers are the sole sources for procuring such components.

In the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, our top 10 suppliers represented 43.80%, 43.34%, 56.96% and 51.53%, respectively, of our cost of goods sold. For details, refer to "*Our Business – Raw Materials*" on page 266. In addition to India and the U.A.E., we also source raw materials from vendors in the United States and Germany. Further, set forth below are the details of the raw materials purchased overseas and percentage of our total raw materials purchased:

(in ₹ million, except percentages)

Particulars	Five-month period ended August 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Raw materials purchased overseas	604.11	1,238.45	671.41	653.44
% of total raw materials purchased	54.34%	53.27%	57.18%	56.69%

We do not have any long-term contracts with our third-party suppliers and have not had any contracts with suppliers that were not renewed or were cancelled in the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022.The terms and conditions including the return policy are set forth in the purchase orders. However, our suppliers may be unable to provide us with a sufficient quantity of raw materials, at prices acceptable to us, for us to meet the demand for our products. We are also subject to the risk that one or more of our existing suppliers may discontinue their operations, which may adversely affect our ability to source raw materials at a competitive price. While we have not faced any instance of discontinued operations in the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, any increase in component or raw material prices may result in corresponding increases in our product costs. A failure to maintain our required supply of raw materials, and any inability on our part to find alternate sources for the procurement of such raw materials, on acceptable terms, could adversely affect our ability to deliver our wastewater treatment systems and plants, modules and spare parts to customers in an efficient, reliable and timely manner, and adversely affect our business, results of operations and financial condition.

Given our reliance on our suppliers, if any one of our suppliers is unable to deliver the components, materials, stock-in-trade or customer support services in a timely manner, or at all, or meet our design or quality specifications, we may be unable to meet our product and service delivery timelines until such supplier is replaced. Delayed supplies from our suppliers may in turn result in delayed deliveries by us to our customers and we may incur liquidated damages. We have incurred such liquidated damages in the past due to delay in supply of pumps and pump spares by our suppliers amounting to ₹ 2.22 million, million, ₹ 2.22 million, ₹ 0.53 million and ₹ 0.83 million in the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 or Fiscal 2022, respectively; however, these damages have not had a material adverse effect on our results of operations or financial condition. There can be no assurance that we will be able to maintain strategic relationships with our suppliers or diversify our supplier base. Further, our suppliers may enter into exclusive arrangements with our competitors and we may be unable to obtain alternative sources for our components at commercially reasonable prices, or at all or enter into alternative arrangements with other manufacturing partners.

7. ***We have subsidiaries that have incurred losses in Fiscals 2024 and 2022***

As on the date of this Red Herring Prospectus, our Company seven Subsidiaries. Set forth below are the brief details of our Subsidiaries:

Subsidiary Name	Location	Shareholding
Rochem Separation Systems (India) Private Limited	India	100% shareholding of the Company
Rochem Services Private Limited	India	100% shareholding of the Company
Reva Enviro Systems Private Limited	India	100% shareholding of the Company
Blue Zone Ventures Private Limited	India	100% shareholding of the Company
Concord Enviro FZE	United Arab Emirates	100% shareholding of the Company
Blue Water Trading & Treatment FZE	United Arab Emirates	100% shareholding of Concord Enviro FZE
Concord Enviro SA De.C.V., Mexico	Mexico	100% shareholding of Concord Enviro FZE

The details of the revenue from operations and profit after tax for the above-mentioned subsidiaries for the respective financial periods are set forth below:

(*in ₹ million*)

Particulars	Five months ended August 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Rochem Separation Systems (India) Private Limited				
Revenue from operations	1,338.67	3,473.55	3,045.67	2,832.12
Profit after tax	(5.07)	114.24	79.16	76.19
Rochem Services Private Limited				
Revenue from operations	122.00	283.67	271.96	225.27
Profit after tax	1.89	0.379	3.038	(17.432)
Reva Enviro Systems Private Limited				
Revenue from operations	4.45	9.750	15.763	8.00
Profit after tax	0.41	1.594	10.190	(0.68)
Blue Zone Ventures Private Limited				
Revenue from operations	17.89	-	-	-
Profit after tax	(4.70)	(7.952)	-	-
Concord Enviro FZE				
Revenue from operations	890.33	1900.50	931.41	857.79
Profit after tax	3.65	843.51	(77.75)	57.67
Blue Water Trading & Treatment FZE				
Revenue from operations	-	597.74	562.57	706.19
Profit after tax	0.80	10.52	60.25	78.92
Concord Enviro SA De.C.V., Mexico				
Revenue from operations	181.49	740.10	-	-
Profit after tax	8.35	118.90	67.32	(1.65)

Further, our subsidiaries, Rochem Separation Systems (India) Private Limited, Concord Enviro FZE, Rochem Services Private Limited, Reva Enviro Private Limited, Concord Enviro SA De.C.V., Mexico and Blue Zone Ventures Private Limited, have profit / (loss) in the five-month period ended August 31, 2024 and in Fiscals 2024 and 2022. The table below provides details of the losses incurred:

(in ₹ million, except percentages)

Subsidiary Name	Five-month period ended August 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Rochem Separation Systems (India) Private Limited	(5.07)	-	-	-
Concord Enviro FZE	-	-	(77.75)	-
Rochem Services Private Limited	-	-	-	(17.43)
Reva Enviro Systems Private Limited	-	-	-	(0.68)
Concord Enviro SA De.C.V., Mexico	-	-	-	(1.65)
Blue Zone Ventures Private Limited	(4.70)	(7.95)	-	-

Below are the reasons for the losses incurred by Rochem Separation Systems (India) Private Limited, Concord Enviro FZE, Rochem Services Private Limited, Reva Enviro Systems Private Limited, Concord Enviro SA De.C.V., Mexico and Blue Zone Ventures Private Limited:

a. Rochem Separation Systems (India) Private Limited reported losses during the five-month period ended August 31, 2024, primarily because 65%-70% of its revenue from operations comes from second half of the fiscal year.

b. Concord Enviro FZE reported losses in Fiscal 2023, primarily because old loan balances amounting to Rs. 81.37 million given to its 100% subsidiary in Mexico were written off.

c. Rochem Services Private Limited reported losses in Fiscal 2022, primarily because it was the first year of its operations, focusing on providing manpower under O&M contracts. The losses were mainly due to under-deployment of employees, resulting in lower revenues and subsequent financial shortfalls.

d. Reva Enviro Systems Private Limited incurred losses due to lower sales turnover in Fiscal 2022, which impacted its ability to cover fixed expenses.

e. Concord Enviro SA De.C.V reported losses in Fiscal 2022, primarily because there was no revenue from operations in FY22. The operations in Mexico were restarted in this year in view of the expected project from Diageo Mexico Operaciones, S.A.de C.V.

f. Blue Zone Ventures Private Limited, incorporated in Fiscal 2024, did not generate any revenue during its initial year, which resulted in reporting losses for that fiscal period.

In the event our Subsidiaries continue to incur losses, we may need to provide financial support to such entities and our consolidated results of operations and financial condition will be adversely affected. Further, we may not be able to recover our investment in such entities.

8. ***We are dependent on our research and development activities for our future success. In August 31, 2024 and Fiscal 2024, our total R&D expenses amounted to ₹ 6.42 million and ₹ 13.48 million, which is 0.31% and 0.29% of our total expenses, respectively. If we do not successfully develop new wastewater treatment membranes, systems and plants in a timely and cost-effective manner, our business, results of operations and financial condition may be adversely affected.***

We are dependent on our R&D activities and engineers/technical experts for our future success. Our future results of operations depend, to a significant degree, on our ability to successfully develop new waste treatment membranes, systems and plants in a timely and cost-effective manner. Our R&D expenses are set forth below for the periods indicated.

(*₹ in million, except percentages*)

Particulars	Five-month period ended August 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Research & Development (R&D) Expenses	1.28	1.54	1.55	0.88
Salary cost of R&D Personnel	5.14	11.94	5.37	4.41
Total R&D Expenses	**6.42**	**13.48**	**6.92**	**5.29**
Total Expenses	**2,065.61**	**4,675.69**	**3,433.00**	**3.198.78**
Total R&D Expenses as a percentage of Total Expenses	**0.31%**	**0.29%**	**0.20%**	**0.17%**

The salary cost of our R&D personnel comprised 80.07%, 88.58%, 77.60% and 83.36% of our R&D expenses for the five-month period ended August 31, 2024 and for Fiscal 2024, 2023 and 2022, respectively. This was on account of the salary cost of R&D personnel being the only significant material expenses as part of our R&D expenses for the five-month period ended August 31, 2024 and for Fiscal 2024, Fiscal,2023 and Fiscal 2022. The raw materials consumed as part of our R&D expenses included in the profit and loss account and is not accounted for separately. Further, our R&D expenses are capitalized only when the output generated is not re-consumable in the production process. Additionally, costs incurred as part of our R&D efforts focussed on improving operational procedures, are mainly limited to salary cost of our R&D personnel. Since our R&D expenses are primarily comprised of salary cost of our R&D personnel, we may not be able to account for potential material and process changes in the industry and technological advancement due to underinvestment in material testing, prototyping and applications. We may not be able to retain our top talent of R&D personnel compromising our ability to innovate and stay competitive in the market.

We have not capitalized assets related to R&D activities in the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 or Fiscal 2022.

Innovation continues to be the key determinant for our success. All of our existing products are based on in-house technologies. Given below is a description of a few of our products, setting how it is different from other similar products in the market:

Developments in System & Plants:

i. Pre – treatment: it is a designed structured media attached growth-based digester that enhances energy recovery and improves efficiency compared to traditional technologies. Additionally, we have developed a submerged ultrafiltration module using a plate – and – frame design, which offers several advantages, including high recovery rates with low energy costs, easy access to all membranes through openable modules, no chemical operating costs, and the production of high – quality product water.

ii. Reverse Osmosis Plant: we have developed an ultrahigh pressure module and a membrane brine concentration process, which significantly reduce ownership costs for customers implementing Zero Liquid Discharge (ZLD) systems. These innovations are capable of handling wastewater with higher levels of total dissolved solids (TDS), chemical oxygen demand (COD), and total suspended solids (TSS) and ensuring improved efficiency and cost-effectiveness.

iii. Waste Heat Evaporators: Waste heat evaporators are based on high – performance polymer material which has ability to handle corrosive liquids like acids and high salt concentration. It also allows us to open avenues in heat utilization through integration model from dryers, crystallizers and any waste heat.

Development in Membranes:

We have developed solvent – resistant, chlorine – resistant membranes that are capable of withstanding high pressures. These membranes can handle a wide range of wastewater streams with reduced fouling, enabling higher water recovery from wastewater. This, in turn, helps lower the overall cost of zero liquid discharge (ZLD) systems.

We believe the development and commercialisation of waste water treatment systems, plants and products are complex, time-consuming, costly and involves a high degree of business risk. We may encounter unexpected delays in the launch of these new systems, plants and products and these new systems, plants and products may not perform as we expect. Although we have not experienced any material instances of such disruptions in relation to our R&D in the five-month period ended August 31, 2024 and in Fiscals 2024, 2023 and 2022, we cannot assure you that we will not be subject to these risks in the future.

The success of our systems, plants and products will depend on several factors, including our ability to properly anticipate customer needs; obtain timely regulatory approvals; establish collaborations with suppliers and customers; develop and manufacture our products in a timely and cost-effective manner through our R&D efforts; and successfully market and sell our products. In addition, the development and commercialisation of our wastewater treatment systems, plants and products is characterised by significant upfront costs, including costs associated with R&D, product development activities, obtaining regulatory approvals, building inventory and sales and marketing. For details of applicable regulations and approvals relating to our R&D operations, see "*Government and Other Approvals*" on page 473. If we do not successfully develop new systems, plants and products or in a timely, cost-effective manner that is attractive to our customers, our business, results of operations and financial condition may be adversely affected.

9. *The present Offer comprises an Offer for Sale by the Selling Shareholders and a Fresh Issue of Equity Shares. The Company will only receive funds from the Fresh Issue portion and the funds from Offer for Sale portion will be received by the Selling Shareholders.*

The Offer comprises a Fresh Issue of up to [●] Equity Shares, aggregating up to ₹ 1,750.00 million by our Company and an Offer for Sale of up to 4,640,888 Equity Shares up to ₹ [●] million by the Selling Shareholders. The Offer for Sale is [●] times of the Fresh Issue component.

The details of the Offered Shares, pre-Offer shareholding and average cost of acquisition of the Selling Shareholders are set forth below:

Name of the Selling Shareholder	Number of Offered Shares of face value of ₹ 5 each	Percentage of pre-Offer Equity Share capital held by the Selling Shareholders on a fully diluted basis	Average cost of acquisition per Equity Share
AF Holdings	4,186,368	39.07	183.82
Prayas Goel	150,600	27.96	0.15
Prerak Goel	150,500	17.60	0.23

Pushpa Goel	92,420	9.14	0.35
Nidhi Goel	31,500	3.12	0.28
Namrata Goel	29,500	2.92	0.30

The Offer consists of an Offer for Sale of 4,640,888 Equity Shares of face value of ₹5 each by the Selling Shareholders. The Selling Shareholders shall be entitled to the entire proceeds from the Offer (net of their portion of the Offer-related expenses) and we will not receive any proceeds from the Offer. Except for Prayas Goel and Prerak Goel, none of our Directors or Key Managerial Personnel and Senior Management will receive, in whole or in part, any proceeds from the Offer For details, see "The Offer", "Capital Structure" and "Objects of the Offer" on pages 99, *115* and 127, respectively.

10. ***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 in the course of our business entered into, and will continue to enter into, several transactions with our related parties including remuneration paid to our Directors. The related party transactions entered into by us collectively aggregate to more than 10% of the total value of the transactions entered into by us. The details of our related party transactions for the five-month period ended August 31, 2024, and in Fiscal 2024, 2023 and 2022 are set forth below:

Nature of transaction	Name of the party	Relation / Designation of the Party	Five-month period ended August 31, 2024	As a % of revenue from operations	Fiscal 2024	As a % of revenue from operations	Fiscal 2023	As a % of revenue from operations	Fiscal 2022	As a % of revenue from operations
Investment	Roserve Enviro Private Limited	Joint venture, group company and promoter group	-	-	-	-	24.51	0.71	-	-
	WHE Systems FZC	Joint venture, group company and promoter group	15.16	0.74	33.93	0.68	309.95	9.03	1.52	0.05
Rent Expenses	Concord Shipping Private Limited	Group company and promoter group	0.03	0.00	0.06	0.00	0.06	0.00	0.03	0.00
	Roserve Enviro FZE	Joint venture, group company and promoter group	15.94	0.77	52.74	1.06	48.68	1.42	51.23	1.56
Corporate Guarantee Commission	Roserve Enviro Private Limited	Joint venture, group company and promoter group	0.48	0.02	1.41	0.03	0.55	0.02	0.39	0.01
	Concord Shipping Private Limited	Group company and promoter group	0.03	0.00	0.10	0.00	0.13	0.00	0.16	0.00
	Rochem Green Energy Private Limited	Group company and promoter group	-	-	-	-	0.17	0.00	0.36	0.01

Nature of transaction	Name of the party	Relation / Designation of the Party	Five-month period ended August 31, 2024	As a % of revenue from operations	Fiscal 2024	As a % of revenue from operations	Fiscal 2023	As a % of revenue from operations	Fiscal 2022	As a % of revenue from operations
Corporate Guarantee Charges	Concord Shipping Private Limited	Group company and promoter group	0.04	0.00	0.10	0.00	0.10	0.00	0.10	0.00
Reclassification of financial instrument from financial liability to equity (Refer Note 21.13 of the Restated Consolidated Financial Information)	AF Holdings, Mauritius	Shareholder	-	-	-	-	-	-	2,600.00	78.94
Purchase of goods	Roserve Enviro Private Limited	Joint venture, group company and promoter group	-	-	28.65	0.58	-	-	19.60	0.60
	Rochem India Private Limited	Group company	0.18	0.01	0.45	0.01	1.63	0.05	0.62	0.02
	WHE Systems FZC	Joint venture, group company and promoter group	0.21	0.01	9.11	0.18	2.16	0.06	12.06	0.37
Purchase of capital goods	Concord Shipping Private Limited	Group company and promoter group	-	-	-	-	-	-	1.13	0.03
Sale of goods or service	Roserve Enviro Private Limited	Joint venture, group company and promoter group	11.19	0.54	128.61	2.59	224.22	6.53	159.59	4.85
	Roserve Enviro FZE	Joint venture, group company and promoter group	10.44	0.51	-	-	87.52	2.55	24.61	0.75
	WHE Systems FZC	Joint venture, group company and promoter group	-	-	4.54	0.09	53.21	1.55	74.90	2.27
Service charges	Rochem India Private Limited	Group company	6.80	0.33	17.02	0.34	17.83	0.52	17.50	0.53
Rent expenses (including rentals paid for assets	Concord Shipping	Group company and promoter group	11.30	0.55	27.11	0.55	27.11	0.79	27.11	0.82

Nature of transaction	Name of the party	Relation / Designation of the Party	Five-month period ended August 31, 2024	As a % of revenue from operations	Fiscal 2024	As a % of revenue from operations	Fiscal 2023	As a % of revenue from operations	Fiscal 2022	As a % of revenue from operations
accounted as operating lease under IndAS 116)	Private Limited									
	Roserve Enviro Private Limited	Joint venture, group company and promoter group	34.07	1.65	90.32	1.82	93.29	2.72	103.19	3.13
Travelling Expenses	Roserve Enviro Private Limited	Joint venture, group company and promoter group	-	-	0.29	0.01	-	-	-	-
Impairment of Capital advances	Rochem Green Energy Private Limited	Group company and promoter group	-	-	-	-	1.45	0.04	21.14	0.64
Capital advance written off	Rochem Green Energy Private Limited	Group company and promoter group	-	-	68.44	1.38	-	-	-	-
Write back of provision for impairment	Rochem Green Energy Private Limited	Group company and promoter group	-	-	68.44	1.38	-	-	-	-
Miscellaneous income - Corporate guarantee income (deemed)	Rochem Green Energy Private Limited	Group company and promoter group	-	-	-	-	0.38	0.01	0.50	0.02
Miscellaneous expenses - Corporate guarantee expense (deemed)	Rochem Green Energy Private Limited	Group company and promoter group	-	-	-	-	0.38	0.01	0.50	0.02
Interest expense	Roserve Enviro Private Limited	Joint venture, group company and promoter group	-	-	-	-	8.17	0.24	8.63	0.26
	Prayas Goel	Chairman and Managing Director	-	-	-	-	-	-	-	-
	Prerak Goel	Executive Director	-	-	-	-	-	-	-	-
	AF Holdings, Mauritius	Shareholder	2.80	0.14	6.63	0.13	6.01	0.18	5.49	0.17

Nature of transaction	Name of the party	Relation / Designation of the Party	Five-month period ended August 31, 2024	As a % of revenue from operations	Fiscal 2024	As a % of revenue from operations	Fiscal 2023	As a % of revenue from operations	Fiscal 2022	As a % of revenue from operations
Liquidated expenses	Roserve Enviro Private Limited	Joint venture, group company and promoter group	-	-	-	-	0.02	0.00	-	-
Bad debts written off	Rochem Green Energy Private Limited	Group company and promoter group	-	-	-	-	69.65	2.03	-	-
Write back of provision for impairment	Rochem Green Energy Private Limited	Group company and promoter group	-	-	-	-	69.65	2.03	-	-
Security deposit repaid	Roserve Enviro Private Limited	Joint venture, group company and promoter group	-	-	-	-	-	-	7.75	0.24
Redemption of 0.001% unsecured redeemable non-convertible debentures	Prayas Goel	Chairman and Managing Director	-	-	-	-	-	-	6.74	0.20
	Prerak Goel	Executive Director	-	-	-	-	-	-	1.84	0.06
Director's Remuneration	Mr. Prayas Goel	Chairman and Managing Director	12.36	0.60	22.20	0.45	22.20	0.65	19.20	0.58
	Mr. Prerak Goel	Executive Director	12.40	0.60	21.50	0.43	21.50	0.63	18.50	0.56
Director's Sitting Fees	Mr. Prakash D. Shah	Independent Director	0.25	0.01	0.25	0.01	0.65	0.02	-	-
	Mrs. Kamal Shanbhag	Independent Director	0.90	0.04	0.50	0.01	1.40	0.04	-	-
	Mr. Shiraz Bugwadia	Independent Director	0.30	0.01	0.10	0.00	0.55	0.02	-	-
Key Managerial Personnel's Remuneration	Mr. Sudarshan Kamath	Chief Financial Officer	2.74	0.13	6.42	0.13	5.74	0.17	-	-
	Ms. Priyanka Nayak	Company secretary and compliance officer	-	-	0.70	0.01	1.11	0.03	-	-
	Ms. Priyanka Aggarwal	Company secretary and compliance officer	0.40	0.02	-	-	-	-	-	-

For further details of the related party transactions, as per the requirements under applicable Indian Accounting Standards *i.e.* Ind AS 24 '*Related Party Transactions*' for the years ended March 31, 2024, March 31, 2023, and March 31, 2022 as reported in the Restated Consolidated Financial Information, see "*Restated Consolidated Financial Information – Related party disclosures as required by IND AS*" on page 393.

We have undertaken the related party transactions for the five-month period ended August 31, 2024 and for Fiscals 2024, 2023 and 2022 in compliance with the Companies Act, 2013 and other applicable laws.

As certified by Shah & Mantri, Chartered Accountants pursuant to their certificate dated December 14, 2024, all related party transactions of our Company as disclosed in the Restated Consolidated Financial Information have been undertaken at an arm's length basis, and are regularly reviewed by the Board of Directors / Audit Committee of the Company and are not prejudicial to our interests; however, we cannot assure you that we will receive similar terms in our related party transactions in the future and that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties.

The transactions we have entered into and any further transactions that we may have with our related parties could potentially involve conflicts of interest which may be detrimental to us. We cannot assure you that such transactions, individually or in the aggregate, will not have an adverse effect on business and financial results, including because of potential conflicts of interest or otherwise.

11. *We require various regulatory approvals and licenses for the purpose of our business. Our inability to obtain, maintain or renew such regulatory approvals and licenses for the purpose of our business in a timely manner or at all, or to comply with the terms and conditions of our existing regulatory approvals and licenses, or maintaining the required filings and registers under such required laws, may have a material adverse effect on the continuity of our business and may impede our effective operations in the future.*

We require certain regulatory approvals, sanctions, licenses, registrations and permissions for operating and expanding our business and also to maintain registers and updated filings under various provisions of law. Further, certain approvals, licenses and permits are valid for a certain period and are required to be renewed at regular intervals in accordance to the timelines prescribed under the relevant statues or as may be provided under the terms of such approvals, licenses and/or permits. We have not had any such lapsed or pending approvals in the past three financial years. We need to apply for certain approvals, including the renewal of approvals that expire from time to time, in the ordinary course of our business. Any inability to receive or ability to renew such approvals in the time frames prescribed under law or as may be required for the purpose of the business or not maintaining the required registers or updated filings, could adversely affect our business and result in closure of manufacturing facilities and/or the application of penalties. Although we have not had any instances in the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, where we have failed to obtain, renew or maintain the regulatory approvals required to operate our business, if we do not obtain, renew or maintain the regulatory approvals required to operate our business, it may have a material adverse effect on the continuity of our business in the future and may impede our effective operations.

Further, the approvals required by our Company and Material Subsidiaries are subject to certain conditions and we cannot assure you that these would not be suspended or revoked in the event of non-compliance or alleged non-compliance with terms or condition thereof, or pursuant to any regulatory action. The details of material licenses and approvals required by our Company and Material Subsidiaries is set forth below:

Entity	Tax related approvals	Labour and commercial approvals	Material Approvals in relation to our business operation
Our Company	All material approvals in place	All material approvals in place	All material approvals in place
Rochem Separation Systems (India) Private Limited	All material approvals in place	All material approvals in place	All material approvals in place
Concord Enviro FZE	All material approvals in place	All material approvals in place	All material approvals in place
Blue Water Trading and Treatment FZE	All material approvals in place	All material approvals in place	All material approvals in place
Concord Enviro SA De C.V., Mexico	All material approvals in place	All material approvals in place	All material approvals in place

For details of applicable regulations and approvals relating to our business and operations, as well as pending approvals, see "*Government and Other Approvals*" on page 473.

Further, in relation to certain Objects of the Offer, as on the date of this Draft Red Herring Prospectus, we have not commenced the setting up of the Vasai Project and U.A.E Project, including construction of building and other civil works. Accordingly, we are not required to obtain any licenses / approvals from any governmental authorities for these projects at this stage of setting up and will apply for all necessary approvals that we may require at the relevant stages in due course, as and when applicable. In the event we are not able to obtain the approvals in a timely manner, or at all, we may not be able to complete the respective projects or achieve the benefits envisaged in "*Objects of the Offer*" on page 127. For further details, please also see "*-Any variation in the utilisation of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval*".

12. ***Our operations are subject to environmental and workers' health and safety laws and regulations. We may have to incur material costs to comply with these regulations or suffer material liabilities or damages in the event of an incidence or non-compliance of environment and other similar laws and regulations which may have a material adverse effect on our reputation, business, financial condition and results of operations.***

We are subject to a broad range of safety, health and environmental 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, our operations are subject to environmental laws and regulations in India, including the Environment (Protection) Act, 1986 and the Environment Protection Rules, 1986, the Air (Prevention and Control of Pollution) Act, 1981, the Water (Prevention and Control of Pollution) Act, 1974, the Solid Waste Management Rules, 2016, the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016, Bio-Medical Waste Management Rules, 2016 and other regulations promulgated by the Ministry of Environment, Forest and Climate Change, Government of India ("**MoEF**") and various statutory and regulatory authorities and agencies in India. For details of the key regulations applicable to our business, see "*Key Regulations and Policies*" on page *275*.

Further, our operations in Sharjah are also subject to environmental laws and regulations in the U.A.E. including the Federal Law No 24 Issued on 17/10/1999 Corresponding to 8 Rajab 1420 H on the Protection and Development of the Environment Amended by Federal Law No. 11/2006 dated 07/05/2006 and Federal Law No. 12 of 2018 Issued on 18/12/2018 on the Integrated Waste Management.

We may be affected by the adoption or implementation of new safety, health and environmental laws and regulations, new interpretations of existing laws, increased governmental enforcement of environmental laws or other similar developments in the future. Safety, health and environmental laws and regulations in India and the U.A.E. have become and continue to be more stringent, and the scope and extent of new environmental regulations, including their effect on our operations, cannot be predicted with any certainty. The costs of complying with these requirements could be significant. We have safety officers appointed in both our Vasai and Sharjah facilities who conduct regular safety trainings and inspections to ensure health and safety of all employees stationed at the premises in order to comply with these new laws and regulations. These measures may be deemed insufficient by governmental authorities and its compliance costs may significantly exceed current estimates. The costs incurred by us for the appointment of these safety officers during the five-month period ended August 31, 2024 and during Fiscal 2024, and Fiscal 2023 were ₹4.04 million, ₹6.06 million, ₹0.36 million. We did not incur any such expenses towards appointment of safety officers in Fiscal 2022. In case of any change in environmental or pollution regulations, we may be required to invest in, among other things, environmental monitoring, pollution control equipment, and emissions management and other expenditure to comply with environmental standards. Although there have been no incidents of non-compliance with such regulations applicable to us in the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 or Fiscal 2022, any failure on our part to comply with any existing or future regulations applicable to us may result in legal proceedings, including public interest litigation, being commenced against us, third party claims or the levy of regulatory fines. Further, any violation of the environmental laws and regulations may result in fines, criminal sanctions, revocation of operating permits, or shutdown of our manufacturing facilities. If we fail to meet environmental requirements, we may also be subject to administrative, civil and criminal proceedings by governmental authorities, as well as civil proceedings by environmental groups and other individuals, which could result in substantial fines and penalties against us as well as orders that could limit or halt our operations. Complying with, and changes in, these laws and regulations may increase our compliance costs and adversely affect our business, financial condition and results of operations.

13. ***Our operations are subject to various health, safety, and environmental risks associated with industrial water and wastewater treatment. We may face significant costs to mitigate these risks or incur material liabilities, including health and safety incidents, exposure to hazardous materials, or non-compliance with environmental regulations, which could have a material adverse effect on our operations, financial condition, and reputation.***

Our operations are subject to various health, safety, and environmental risks associated with industrial water and wastewater treatment. These risks include potential exposure to hazardous gases, chemicals, and physical hazards that can pose significant dangers to workers. Wastewater treatment plants often contain dangerous gases such as methane, hydrogen sulfide, and oxygen deficiency, which can lead to asphyxiation, poisoning, or explosions. In addition, workers are exposed to physical hazards like slips, trips, and falls due to wet floors, algae, and uneven surfaces, with a risk of drowning when working near tanks or confined spaces containing liquids. The exposure to hazardous chemicals such as chlorine, ammonia, and industrial waste gases, especially in poorly ventilated areas or during leaks, further increases the risk to worker health.

Moreover, our operations involve entry into confined spaces such as tanks, pits, and sewer lines, which present the risk of engulfment, entrapment, oxygen deficiency, and exposure to toxic atmospheres. These workplace hazards expose the Company to potential regulatory scrutiny and the need for stringent safety measures, ongoing employee training, and robust emergency response systems. Any failure to manage these risks effectively could result in severe health issues for workers, accidents, or legal liabilities. In addition, the Company could face material costs to comply with environmental and occupational health and safety regulations or suffer reputational damage, business disruptions, and financial losses in the event of non-compliance or workplace incidents. These factors could have a material adverse effect on our reputation, business, financial condition, and results of operations.

14. ***We require sizeable amounts of working capital for our continued operation and growth. In August 31, 2024 and Fiscal 2024, our total outstanding working capital loans were ₹ 1,442.45 million and ₹ 1,303.67 million, which were 22.54% and 20.77% of our total assets, respectively. Our inability to meet our working capital requirements could have a material adverse effect on our business, results of operations and financial condition. Further, any surplus production on account of inaccurate forecasting of customer requirements and failure to manage inventory could adversely affect our business, results of operations and financial condition.***

Our business requires significant amount of working capital for day-to-day operations, procurement of raw materials and production as there is considerable time interval between purchase of raw materials and realisation from sale of our finished goods and our inability to meet our working capital requirements may adversely affect our cash flow cycle. In addition, turnkey projects and contracts may require us to incur substantial working capital costs before milestone payments are made to cover these costs for the purpose of ensuring that such projects and contracts are delivered and completed on a timely manner. Further, certain purchase orders may require a considerable increase in materials and production costs particularly in connection with new systems and plants. The credit period given to customers may be considerable and customers may not be invoiced for products until the time of delivery of our systems, plants or products or after their delivery and, in some cases, the customer may not pay our invoices on time or at all. Our trade receivables impact our working capital requirements and higher levels of trade receivables increase our working capital requirements.

Set forth below are the details of our working capital days of our Company and our Subsidiaries, to the extent applicable, as at August 31, 2024 and in Fiscal 2024, Fiscal 2023, and Fiscal 2022.

Particulars	As at August 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Our Company (derived from the Restated Consolidated Financial Information)				
Working capital days	130	154	180	209
Our Subsidiaries (derived from the audited standalone financial statements of the respective Subsidiaries)				
Rochem Separation Systems (India) Private Limited	159	151	127	141
Reva Enviro Systems Private Limited	353	493	35	(48)
Rochem Services Private Limited	(91)	(8)	(26)	(37)
Blue Zone Ventures Private Limited	(168)	-	-	-
Concord Enviro FZE	88	144	109	127
Concord Enviro SA De. C.V., Mexico	(1)	(2)	(26)	(0)
Blue Water Trading & Treatment FZE	1	2	185	209

Our number of working capital days in Fiscal 2024 were lower than the working capital days in Fiscal 2023. Our number of working capital days in Fiscal 2023 was lower than the working capital days in Fiscal 2022. Our lower working capital days is an indication of better utilisation of our resources and operating cycle and an increase in our revenue from operations. We cannot assure you that our working capital days will continue to decrease in the future.

We meet our working capital requirements in the ordinary course of business from banks and internal accruals. Set forth below are the details of total outstanding working capital loans of our Company and our Subsidiaries, to the extent applicable, as of the five-month period ended August 31, 2024 and March 31, 2024, March 31, 2023, and March 31, 2022 and working capital loans as a percentage of total assets on a consolidated basis for the five-month period ended August 31, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022.

(in ₹ million, except percentages)

Particulars	As at August 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Our Company (derived from the Restated Consolidated Financial Information)				
Total outstanding working capital loans	1,442.45	1,303.67	979.63	846.21
Working capital loans as % of total assets	22.54%	20.77%	16.54%	15.76%
Our Subsidiaries (derived from the audited standalone financial statements of the respective Subsidiaries)				
Rochem Separation Systems Private Limited				
Total outstanding working capital loans	906.34	862.44	648.69	589.53
Working capital loans as % of total assets	27.11%	25.92%	21.27%	18.77%
Concord Enviro FZE				
Total outstanding working capital loans	447.46	357.97	172.79	111.85
Working capital loans as % of total assets	15.90	13.91	12.36	7.86
Blue Water Trading & Treatment				
Total outstanding working capital loans	88.65	83.26	158.15	144.83
Working capital loans as % of total assets	21.27	20.51	13.67	13.43

We expect to continue to fund our working capital requirements in the future from cash generated from operations and from working capital loans; however, our inability to meet our working capital requirements through cash from our operations or borrowings, as the case may be, could have a material adverse effect on our business, results of operations and financial condition.

Set forth below are the details of our trade receivables days and trade payables days of our Company and our Subsidiaries, to the extent applicable, as of the five-month period ended August 31, 2024 and March 31, 2024, March 31, 2023, and March 31, 2022.

Particulars	As at August 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Our Company (derived from the Restated Consolidated Financial Information)				
Trade receivables days	87	126	113	142
Trade payables days	73	85	92	82
Our Subsidiaries (derived from the audited standalone financial statements of the respective Subsidiaries)				
Rochem Separation Systems (India) Private Limited				
Trade receivables days	128	130	112	137
Trade payables days	92	91	90	111
Reva Enviro Systems Private Limited				
Trade receivables days	392	528	64	-
Trade payables days	39	34	30	48
Rochem Services Private Limited				
Trade receivables days	3	100	88	125
Trade payables days	93	108	114	162
Blue Zone Ventures Private Limited				
Trade receivables days	-	-	-	-
Trade payables days	171	-	-	-
Concord Enviro FZE				
Trade receivables days	86	143	49	100
Trade payables days	79	91	33	25
Concord Enviro SA De. C.V., Mexico				
Trade receivables days	9	10	-	-
Trade payables days	10	11	26	0
Blue Water Trading & Treatment FZE				
Trade receivables days	5	6	50	104
Trade payables days	4	4	15	33

As we pursue our growth plan, we may be required to raise additional funds by incurring further indebtedness or issuing additional equity to meet our working capital in the future. If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations. Any issuance of equity, on the other hand, could result in a dilution of your shareholding. Accordingly, continued increases in our working capital requirements may have an adverse effect on our financial condition, cash flows and results of operations. In addition, if we experience insufficient cash flows or are unable to borrow funds on a timely basis, or, at all, to meet our working capital and other requirements, or to pay our debts, it could materially and adversely affect our business and results of operations. Management of our working capital requirements involves the timely payment of, or rolling over of, our short-term indebtedness and securing new and additional loans on acceptable terms, or re-negotiation of our payment terms for, our trade payables, collection of trade receivables and preparing and following accurate and feasible budgets for our business operations. If we are unable to manage our working capital requirements, our business, results of operations and financial condition could be materially and adversely affected. There can be no assurance that we will be able to effectively manage our working capital. Should we fail to effectively implement sufficient internal control procedures and management systems to manage our working capital and other sources of financing, we may have insufficient capital to maintain and grow our business, and we may breach the terms of our financing agreements with banks, face claims under cross-default provisions and be unable to obtain new financing, any of which would have a material adverse effect on our business, results of operations and financial condition. For further information on the working capital facilities currently availed of by us, see "*Financial Indebtedness*" on page 460.

Our business also depends on our ability to estimate the demand for our products from customers. As is typical in the manufacturing industry, we maintain a reasonable level of inventories of raw materials, work in progress and finished goods. The table below contains the details of the inventory (days) of our Company and our Subsidiaries, to the extent applicable, as at August 31, 2024 and March 31, 2022, March 31, 2023 and March 31, 2024:

Particulars	As at August 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Our Company (derived from the Restated Consolidated Financial Information)				
Inventory Days(1)	116	113	159	149
Our Subsidiaries (derived from the audited standalone financial statements of the respective Subsidiaries)				
Rochem Separation Systems (India) Private Limited	1,074	1,064	879	895
Reva Enviro Systems Private Limited	-	-	-	-
Rochem Services Private Limited	-	-	-	-
Blue Zone Ventures Private Limited	3	-	-	-
Concord Enviro FZE	82	92	93	52
Concord Enviro SA De. C.V., Mexico	-	-	-	-
Blue Water Trading & Treatment FZE	-	-	151	139

Note: Inventory Days as at August 31, 2024 have been calculated on the basis of 153 days.
(1)Our "Inventory Days" are total inventory divided by revenue from operations multiplied by 365

However, 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. Due to the length of time necessary to produce commercial quantities of our products, we make production decisions well in advance of sales. An inaccurate forecast of demand for any product can result in the unavailability/ surplus of our products. 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. If we overestimate demand, we may incur costs to build capacity or purchased more raw materials and manufacture 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.

15. *Our inability to keep our technical knowledge confidential and maintain, protect and enforce our intellectual property rights, could adversely affect our business, results of operations and financial condition. Further, there are entities in India with a similar name to our Company and that are unrelated to our Company. If our products were found to be infringing on the intellectual property rights of a third-party, we could be required to cease selling the infringing products, causing us to lose future sales revenue from such products and face substantial liabilities for patent infringement.*

We rely on a combination of trademark, patent, trade secret, and copyright law and contractual restrictions to protect our intellectual property. Our Company's name is not currently registered as our tradename, and we may not be entitled to tradename protection with respect to our Company name. Further, similar names may create confusion among our suppliers and customers and other third parties which are important to our business. If we fail to differentiate between our Company and such other unrelated entities could adversely affect our brand, business, results of operations and financial condition. We have applied for certain registrations in connection with the protection of our intellectual property relating to our tradenames, trademarks and patents. As on the date of this Red Herring Prospectus, our Company has 52 registered trademarks in India under various classes and eight trademark applications have been opposed. Our corporate logos such as such as CONCORD enviro, CONCORD enviro and CONCORD enviro and are currently registered in our own name. For further information see, "*Our Business – Intellectual Property*" on page 272. Our applications and registrations are currently and may in the future be opposed, withdrawn, objected or are otherwise under dispute. If any of our unregistered intellectual property are registered in favour of a third party, we may not be able to claim registered ownership of such intellectual property, and consequently, we may be unable to seek remedies for infringement of intellectual property by third parties. Our inability to obtain or maintain these registrations may adversely affect our business, results of operations and financial condition. We have currently applied for three new patents for which patents have not yet been granted.

Further, based on a search in the master data services on the website of the ministry of corporate affairs, Government of India, there are currently 335 companies that start with the name Concord, of which 171 companies are active. We are unable to ascertain whether such entities are in the same line of business as we are.

Our agreements with our employees and consultants who develop our products on our behalf include confidentiality provisions and provisions on ownership of intellectual property developed during employment or specific assignments; however, these agreements may not effectively prevent unauthorized use or disclosure of our confidential information, our intellectual property including our proprietary products, technology, systems and processes and may not provide an adequate remedy in the event of unauthorized use or disclosure of our confidential information or infringement of our intellectual property. Despite our efforts to protect our proprietary rights, unauthorized parties may copy aspects of our proprietary products, technology, systems and processes and use information that we consider proprietary. In addition, unauthorized parties may also attempt, or successfully endeavour, to obtain our intellectual property, confidential information, and trade secrets through various methods, including through cybersecurity attacks, and legal or other methods of protecting this data may be inadequate. In addition, our trade secrets may become known or independently developed by our competitors, and in such cases, we may no longer enjoy the exclusive use of some of our formulations or maintain the confidentiality of information relating to our products.

During Fiscal 2024, Fiscal 2023 and Fiscal 2022, we have sent cease and desist letter to protect our intellectual property and have initiated litigation against one party. Additionally, our Subsidiary, Rochem Separation Systems (India) Private Limited has filed a suit dated September 16, 2022, before the High Court of Judicature at Bombay, against Nirtech Private Limited, Rohan Patil, Rajnish Kumar Ahluwalia and Rajesh Patil (the latter three being the promoters and directors of Nirtech Private Limited) claiming infringement of its copyright of technical drawings and damages of ₹ 30.00 million. For further details, please see the section titled "*Outstanding Litigation and Material Developments*" on page *463*. We may not be able to detect any unauthorised use or take appropriate and timely steps to enforce or protect our intellectual property. Any inability to use or protect our intellectual property could affect our relationships with our customers, which could materially and adversely affect our brand, business, results of operations and financial condition.

Additionally, various third parties may misappropriate our name and our intellectual property rights for their nefarious ends. Our Company has not faced such instances in the five-month period ended August 31, 2024, Fiscals 2024, 2023 and 2022. Enforcing a claim that a third party illegally disclosed or misappropriated our trade secrets, including through intellectual property litigation or other proceedings, is difficult, expensive and time consuming, and the outcome is unpredictable. Any intellectual property claims, with or without merit, could affect our relationships with current or future customers, be very time-consuming, could be expensive to settle or litigate and could divert our management's attention and other resources. These claims could also subject us to significant liability for damages, potentially including enhanced statutory damages if we are found to have wilfully infringed intellectual property rights. Furthermore, necessary licences may not be available to us on satisfactory terms, if at all. While such claims by third parties have not been made to us historically, the occurrence of any of the foregoing could adversely affect our business operations and financial results.

16. ***There are 21 outstanding litigations against our Company, Promoters, Subsidiaries and certain Directors. Any adverse decision in such proceedings may render us/them liable to liabilities/penalties and may adversely affect our business, results of operations and financial condition.***

Certain legal proceedings involving our Company, Promoters, Subsidiaries and certain of our Directors are pending at different levels of adjudication before various courts, tribunals and authorities. In the event of adverse rulings in these proceedings or consequent levy of penalties, we may need to make payments or make provisions for future payments and which may increase expenses and current or contingent liabilities.

A summary of outstanding litigation proceedings involving our Company, our Subsidiaries, our Group Companies, our Promoters and our Directors as on the date of this Red Herring Prospectus as disclosed in the section titled "*Outstanding Litigation and Material Developments*" in terms of the SEBI ICDR Regulations and the Materiality Policy is provided below:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved^ *(₹ in million)*
Subsidiaries						

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved^ *(₹ in million)*
By the Subsidiaries	1	*Not applicable*	*Not applicable*	*Not applicable*	3	124.58
Against the Subsidiaries	Nil	7	Nil	Nil	4	393.69
Company						
By the Company	Nil	*Not applicable*	*Not applicable*	*Not applicable*	Nil	Nil
Against the Company	Nil	3	Nil	Nil	Nil	345.42
Directors (other than our Promoters)						
By the Directors	Nil	*Not applicable*	*Not applicable*	*Not applicable*	Nil	Nil
Against the Directors	Nil	Nil	Nil	Nil	1	114.06
Promoters						
By the Promoters	Nil	*Not applicable*	*Not applicable*	*Not applicable*	Nil	Nil
Against the Promoters	Nil	Nil	1	Nil	1	114.06

There is no pending litigation involving our Group Companies which will have a material impact on our Company.

For further information, see "*Outstanding Litigation and Material Developments*" on page *463*.

Set out below are the details of the contingent liabilities and commitments of the Company as on August 31, 2024:

Particulars	**As at August 31, 2024**
	(₹ million)
Sales Tax/ VAT	-
Goods & Service Tax	2.75
Service Tax	10.37
Income tax	369.23
Customs	0.11
Bank guarantees (excluding financial guarantees)	181.51
Corporate guarantees	361.31
Letter of Credit	21.92
Total	**947.20**

We cannot assure you that any of the outstanding litigation matters will be settled in our favour, or that no (additional) liability will arise out of these proceedings. Our Company is in the process of litigating these matters and based on the assessment in accordance with applicable accounting standard, our Company has presently not made provision for any of the pending legal proceedings. Further, such proceedings could divert management time and attention, and consume financial resources in their defence. In addition to the foregoing, we could also be adversely affected by complaints, claims or legal actions brought by persons, before various forums such as courts, tribunals, consumer forums or sector-specific or other regulatory authorities in the ordinary course or otherwise, in relation to our products and services, our technology and/or intellectual property, our branding or marketing efforts or campaigns or our policies or any other acts/omissions. Further, we may be subject to legal action by our employees and/or ex-employees in relation to alleged grievances such as termination of their employment with the Company. There can be no assurance that such complaints or claims will not result in investigations, enquiries or legal actions by any courts, tribunals or regulatory authorities against us.

17. ***Certain of our corporate filings, resolutions and records are not traceable. We cannot assure that regulatory proceedings or actions will not be initiated against us in the future and we will not be subject to any penalty imposed by the competent regulatory authority in this regard.***

Certain of our corporate regulatory filings, resolutions and records are not traceable including (a) board resolution for change in registered office of the Company on June 15, 2005; and (b) form filing and board and shareholders resolution for change in name of our Subsidiary, Rochem Services Private Limited, from 'Concord Blue Gases Private Limited', to 'Concord Blue Technology Private Limited' on May 7, 2009. Therefore, the disclosures in this Red Herring Prospectus in relation to such untraceable records have been made in reliance on other supporting documents available in our records including the certificate of incorporation issued by the registrar of companies. We cannot assure you that the relevant corporate records will become available in the future, or actions will not be initiated against us in the future, or that we will not be subject to any penalty imposed by the competent regulatory authority in this respect.

Further, in 2014-2015 and 2015-2016, our Company had granted an unsecured loan of Rs. 160.63 million to a related party which was in violation of the provision of section 185 of Companies Act, 2013. Our Company has filed a compounding application in GNL-1 pursuant to SRN H48868475 dated March 29, 2019 with the Regional Director/National Company Law Tribunal, Western Region, Mumbai. The matter is currently pending. An adverse decision in this matter could result in a financial liability to our Company of up to ₹. 5.00 million, for which we have taken a provision in the financial statements. We cannot assure you that the relevant compounding application will be decided in the favour of our Company, or that we will not be subject to any penalty imposed by the competent regulatory authority.

18. ***We will not receive any proceeds from the Offer for Sale. The Selling Shareholders including the Promoter Selling Shareholders will receive the net proceeds from the Offer for Sale***

The Offer consists of a Fresh Issue and an Offer for Sale. The Selling Shareholders, including the Promoter Selling Shareholders, shall be entitled to the net proceeds from the Offer for Sale, which comprise proceeds from the Offer for Sale net of Offer expenses shared by the Selling Shareholders, and our Company will not receive any proceeds from the Offer for Sale. For further details, see "*Capital Structure*" and "*Objects of the Offer*" on pages *115* and 127 of this Red Herring Prospectus, respectively.

19. ***There is an outstanding legal proceeding involving the logo of our Company. Failure to defend such proceeding successfully may have an adverse effect on our business prospects, financial condition, results of ongoing operations and reputation.***

There is outstanding legal proceeding involving the logo of our Company. Such proceeding could divert management time and attention and consume financial resources in their defence.

Our corporate logos such as , and are currently registered in our own name. However, in the past, there has been an opposition to the registration of the trademark for our corporate logo. Reliance Industries Limited ("**RIL**") had filed a suit and an interim application dated March 9, 2015, before the High Court of Judicature at Bombay ("**High Court**") seeking injunction against our Company, for use of its logo. It was alleged that our logo was deceptively similar to that of RIL and that it constituted an infringement and passing off of RIL's registered trademark. We have filed an application to register our current corporate logo. Any objection, opposition or refusal to register our corporate logo could adversely affect our brand, business, results of operations and financial condition. For details see "*Outstanding Litigation and Material Developments- Other pending material litigation against our Company*" on page *463*.

20. ***We have had low PAT margins during the five-month period ended August 31, 2024 and during Fiscal 2024, Fiscal 2023 and Fiscal 2022***

Our PAT margins for the five-month period ended August 31, 2024 and during the last three fiscals, i.e., Fiscal 2024, 2023 and 2022, are as follows:

Particulars	Five-month period ended August 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
PAT margin	0.25%	8.34%	1.60%	5.00%

Our borrowings were ₹ 1,675.33 million, ₹ 1,531.87 million, ₹ 1,301.61 million and ₹ 1,257.56 million as of August 31, 2024, March 31, 2024, March 31, 2023, and March 31, 2022, which were attributable to, amongst others, extended working capital days, which were 130 days, 154 days, 180 days and 209 days in the five months ended August 31, 2024, and Fiscals 2024, 2023 and 2022, respectively. These led to an increase in finance costs, which combined with depreciation charges, led to lower PAT Margins. Our increased borrowings, resulting from extended working capital days, have led to higher finance costs and when combined with depreciation charges, this has contributed to a reduction in our PAT margins.

There can be no assurance that we will be able to improve our PAT Margins, or that there will not be any negative trend or further reduction, which may material adverse impact on our business, financial condition, results of operations and cash flows.

21. ***A significant portion of our overall expenses are towards employees, any fluctuations in employee benefit expenses could impact our financial performance.***

Our employee benefit expenses amounted to ₹327.35 million, ₹710.13 million, ₹578.77 million, and ₹520.31 million, constituting 15.85%, 14.29%, 16.86%, and 15.80% of our revenue from operations in the five-month period ended August 31, 2024, and Fiscals 2024, 2023, and 2022, respectively. These expenses primarily include salaries, wages, bonuses, contributions to provident and other funds, gratuity, and staff welfare expenses.

Our workforce is a critical factor in maintaining the quality and safety standards that strengthen our competitive position. However, our employee benefit expenses are influenced by our workforce requirements, which are directly linked to the volume of our Operations and Maintenance business. Any fluctuations in our workforce requirements, whether due to changes in business volume, regulatory compliance, market dynamics, or other operational factors, could lead to variations in our employee benefit expenses. Additionally, inflationary pressures, increases in statutory contributions, or heightened competition for skilled labor may increase these costs. Such increases or variations could adversely affect our profitability and financial performance.

22. ***Our EBITDA margins have fluctuated in the past due to several factors and these factors could impact our future profitability as well.***

Our EBITDA for the five-month period ended August 31, 2024, and the financial years ended March 31, 2024, 2023, and 2022, amounted to ₹151.12 million, ₹811.47 million, ₹495.84 million, and ₹614.27 million, respectively, with corresponding EBITDA Margins of 7.33%, 16.33%, 14.45%, and 18.65%. These measures are influenced by multiple factors, including revenue from operations, operating costs, depreciation and amortization, finance costs, and tax expenses.

The variability in our EBITDA and EBITDA Margin reflects fluctuations in our operational performance, cost structure, and market dynamics. Factors such as changes in pricing pressure, operational inefficiencies, increase in raw material or employee costs, or adverse market conditions could adversely affect our profitability. Additionally, lower revenue realization or increases in fixed costs may disproportionately impact our EBITDA Margin.

Since EBITDA and EBITDA Margin are key indicators of our operational performance, any adverse changes could affect investor perception of our financial health, influence our ability to attract and retain investment, and limit our financial flexibility. There can be no assurance that we will sustain or improve our EBITDA or EBITDA Margins in future periods.

23. ***Water reuse and zero liquid discharge technology is subject to rapid change. These changes may affect the demand for our services and products. If we are unable to keep abreast of the technological changes and new product introductions are unable to capitalize upon opportunities for setting up of Compressed Biogas Plants ("CBG Plants") as per our business plan it could have a material adverse impact on our business, results of operations and financial condition may be adversely affected.***

Water reuse and zero liquid discharge technology is subject to rapid change. These changes may affect the demand for our services and products. Our future performance will depend on the successful development, introduction and market acceptance of new, improved and enhanced products and services that address technological changes as well as current and potential customer requirements and changing market trends. New products based on new or improved technologies may render existing products obsolete. In addition, a slowdown in demand for our existing products could result in a write-down in the value of inventory on hand related to existing products and/or a charge for the impairment of long-lived assets related to such products. If our customers defer or cancel orders for existing products and services in the expectation of changes in the market, regulatory requirements or a new product release or if there is any delay in development or introduction of our new products and services or enhancements of our products and services, our business, results of operations and financial condition would be adversely affected.

As part of our strategy and to cater to the changing customer preferences and market trends, we have introduced new service of installation of CBG Plants in Fiscal 2023.In addition, there is possibility that we may miss a market opportunity because we failed to invest, or invested too late, or were unable to enter into an arrangement with a technology partner, in a technology product or enhancement sought by our customers.

Changes in market demand or investment priorities may also cause us to discontinue existing or planned development for new products or services, which can have an adverse effect on our relationships with customers. If we fail to make the right investments or fail to make them at the right time or our failure to manage the introduction of new products and services in line with our strategy and as per the changing customer preferences and market trends could have a material adverse effect on our business, results of operations and financial condition.

Our future growth is dependent upon our ability to capitalize upon opportunities for setting up of CBG Plants. We aim to market our new initiative of CBG plants to our existing customers as well as endeavour to acquire new customers. Our success depends on our ability to stay ahead of the innovation curve when it comes to wastewater treatment and reuse, as this is a rapidly changing industry. We cannot assure you that the demand for our products and services from end-consumers will grow or that we will be able to stay competitive in the market. Failing to anticipate a shift in consumer preference or development of new technologies could adversely affect our business and financial condition.

24. ***There have been certain instances of delays in payment of statutory dues by our Company and our Subsidiaries in the past. As of August 31, 2024, our Company and our Subsidiaries had delays in payment of statutory dues amounting to ₹ 24.32 million and 24.20. Any delay in payment of statutory dues by our Company in future, may result in the imposition of penalties and in turn may have an adverse effect on our Company's business, financial condition, results of operation and cash flows.***

Our Company is required to pay certain statutory dues including provident fund contributions and employee state insurance contributions as indicated in the tables below. The table below sets out details of the delays in statutory dues payable by our Company:

S. No.	Details (including name of the statutory body where the amount was due)	Period	Amount Involved (₹ in Million)	Duration of the Delay (in days)	Status as at September 30, 2024	Reasons for delay (Management Remark)
1	Provident Funds (The Employees' Provident Funds and Miscellaneous Provisions Act, 1952)	FY 2021-22	2.45	3 - 1234	2.45 paid 0.00 not paid#	Inability to pay as employee names on Aadhar and PF records were not aligned due to which UAN of PF was blocked for transactions.
		FY 2022-23	3.10	1 - 418	3.05 paid 0.05 not paid	Employee transfer from RSSPL and RSPL, led to delay in transfer of UAN.
		FY 2023-24	1.03	30 - 321	1.03 paid 0.00 not paid#	Delay in Aadhar Linking
		YTD 2025*	0.01	32 - 138	0.01 not paid	Delay is in RSPL due to new employee joining so without UAN Issuance PF will not get deposited
2	Employees' State Insurance Corporation (Employees' State Insurance Act, 1948)	FY 2021-22	0.14	7 - 61	0.14 paid	On account of transfer of employees
		FY 2022-23	0.05	4	0.05 paid	Issue in the portal
		FY 2023-24	-	-	-	NA
		YTD 2025*	0.00	1 - 77	0.00 paid# 0.00 not paid#	On account of payment of arrears
3	Labour Welfare Fund (Maharashtra Labour Welfare Fund Act, 1953)	FY 2021-22	0.01	1 - 1158	0.01 paid 0.00 not paid#	Delay on account of obtaining registration
		FY 2022-23	0.01	38 - 624	0.01 paid 0.00 not paid#	Delay on account of obtaining registration
		FY 2023-24	0.02	15 - 428	0.02 paid 0.00 not paid#	Registration in progress
		YTD 2025*	0.01	62	0.01 not paid	Delay on account of obtaining registration
4	Professional Tax, 1987	FY 2021-22	0.09	12 - 470	0.09 paid	Delay on account of obtaining registration
		FY 2022-23	0.02	21	0.02 paid	Delay on account of obtaining registration
		FY 2023-24	0.07	31	0.07 paid	Delay on account of obtaining registration
		YTD 2025*	0.00	31	0.00 not paid#	NA

S. No.	Details (including name of the statutory body where the amount was due)	Period	Amount Involved (₹ in Million)	Duration of the Delay (in days)	Status as at September 30, 2024	Reasons for delay (Management Remark)
5	Tax Deducted at Source	FY 2021-22	0.26	1- 17	0.26 paid	was delayed as we have booked a provision for the expenditure on 31.3.22. Actual billing was done in Sep 22 & we have deposited TDS along with interest
		FY 2022-23	0.76	2 - 152	0.76 paid	was delayed as we have booked a provision for the expenditure on 31.3.22. Actual billing was done in Sep 22 & we have deposited TDS along with interest
		FY 2023-24	0.02	9	0.02 paid	TDS was delayed in case of a few transactions due to TDS interpretation issues - we have subsequently concluded on the same and deducted TDS & deposited with Interest
		YTD 2025*	-	-	-	NA
6	Goods and Service Tax, 2017	FY 2021-22	-	-	-	NA
		FY 2022-23	-	-	-	NA
		FY 2023-24	16.23	1 - 10	16.23 paid	3.6 - was paid on time but due to GST Portal issue same got delay by 1 day 12.63 - was delay due to reconciliation for the period closure.
		YTD 2025*	-	-	-	NA

** Represents period from April 1, 2024 to September 30, 2024.*
 # Represents amount less than ₹ 50,000.

Similarly, our Subsidiaries are required to pay certain statutory dues including provident fund contributions and employee state insurance contributions as indicated in the tables below. The table below sets out details of the delays in statutory dues payable by our Subsidiaries (to the extent applicable):

S. No.	Details (including name of the statutory body where the amount was due)	Period	Amount Involved (₹ in Million)	Duration of the Delay (in days)	Status as at August 31, 2024 (₹ in Million)	Reasons for delay
Rochem Services Private Limited						
1	Provident Funds (The Employees' Provident Funds and Miscellaneous Provisions Act, 1952)	FY 2021-22	1.62	– 14 - 1234	1.62 paid 0.00# not paid	Inability to pay as employee names on Aadhar and PF records were not aligned due to which UAN of PF was blocked for transactions.
		FY 2022-23	1.65	– 6 - 869	1.63 paid 0.02 not paid	Employee transfer from RSSPL and RSPL, led to delay in transfer of UAN.
		FY 2023-24	0.94	– 15 - 504	0.85 paid 0.09# not paid	Delay in Aadhar Linking
		YTD 2025*	0.07	15 - 138	0.07 not paid	Delay is in RSPL due to new employee joining so without UAN Issuance PF will not get deposited
2	Employees' State Insurance Corporation (Employees' State Insurance Act, 1948)	FY 2021-22	0.08	– 32 - 61	0.08 paid	On account of transfer of employees
		FY 2022-23	0.05	4	0.05 paid	Issue in the portal
		FY 2023-24	-	-	-	NA
		YTD 2025*	0.00#	15 - 77	0.00# not paid	On account of payment of arrears
3		FY 2021-22	0.01	– 62 - 1158	0.01 paid 0.00# not paid	Delay on account of obtaining registration

S. No.	Details (including name of the statutory body where the amount was due)	Period	Amount Involved (₹ in Million)	Duration of the Delay (in days)	Status as at August 31, 2024 (₹ in Million)	Reasons for delay
	Labour Welfare Fund (Maharashtra Labour Welfare Fund Act, 1953)	FY 2022-23	0.01	– 38 - 793	0.01 paid 0.00# not paid	Delay on account of obtaining registration
		FY 2023-24	0.02	– 15 - 428	0.02 paid 0.00# not paid	Registration in progress
		YTD 2025*	0.00	62	0.00 not paid	Delay on account of obtaining registration
4	Professional Tax, 1987	FY 2021-22	0.09	– 29 - 470	0.09 paid	Dealy on account of obtaining registration
		FY 2022-23	0.02	21	0.02 paid	Dealy on account of obtaining registration
		FY 2023-24	0.07	31	0.07 paid	Dealy on account of obtaining registration
		YTD 2025*	0.00	31	0.00 not paid	NA
5	Tax Deducted at Source	FY 2021-22	0.19	16 - 17	0.19 paid	was delayed as we have booked a provision for the expenditure on 31.3.22. Actual billing was done in Sep 22 & we have deposited TDS along with interest
		FY 2022-23	0.31	– 22 - 152	0.31 paid	was delayed as we have booked a provision for the expenditure on 31.3.22. Actual billing was done in Sep 22 & we have deposited TDS along with interest
		FY 2023-24	-	-	-	TDS was delayed in case of a few transactions due to TDS interpretation issues - we have subsequently concluded on the same and deducted TDS & deposited with Interest
		YTD 2025*	0.02	27 – 31	0.02 paid	NA
6	Goods and Service Tax, 2017	FY 2021-22	-	-	-	NA
		FY 2022-23	-	-	-	NA
		FY 2023-24	16.14	1 – 10	16.14 paid	3.6 - was paid on time but due to GST Portal issue same got delay by 1 day 12.63 - was delay due to reconciliation for the period closure.
		YTD 2025*	-	-	-	NA
Roserve Enviro Private Limited						
1	Professional Tax, 1987	FY 2021-22	0.00	12	0.00 paid	Dealy on account of obtaining registration
2	Tax Deducted at Source	FY 2021-22	0.02	16	0.02 paid	was delayed as we have booked a provision for the expenditure on 31.3.22. Actual billing was done in Sep 22 & we have deposited TDS along with interest
		FY 2022-23	-	–-	-	was delayed as we have booked a provision for the expenditure on 31.3.22. Actual billing was done in Sep 22 & we have deposited TDS along with interest
		FY 2023-24	0.02	9	0.02 paid	TDS was delayed in case of a few transactions due to TDS interpretation issues - we have subsequently concluded on the same and deducted TDS & deposited with Interest
		YTD 2025*	-	-	-	NA
		YTD 2025*	-	-	-	NA
Reva Enviro Systems Private Limited						
1	Provident Funds (The Employees' Provident Funds and Miscellaneous Provisions Act, 1952)	FY 2021-22	0.04	3	0.04 paid	Inability to pay as employee names on Aadhar and PF records were not aligned due to which UAN of PF was blocked for transactions.
		FY 2022-23	0.11	1 - 373	0.11 paid	Delay in Aadhar Linking
		FY 2023-24	0.06	30	0.06 paid	Delay in Aadhar Linking
		YTD 2025*	-	-	-	NA
	Employees' State Insurance Corporation (Employees' State Insurance Act, 1948)	FY 2021-22	0.01	61	0.01 paid	On account of transfer of employees
		FY 2022-23	-	-	-	-
		FY 2023-24	-	-	-	NA
		YTD 2025*	0.00	1	0.00 paid	
3	Labour Welfare Fund (Maharashtra Labour Welfare Fund Act, 1953)	FY 2021-22	0.00	1	0.00 paid	Due to portal issue
		FY 2022-23	0.00	183	0.00 paid	Due to portal Isse
		FY 2023-24	0.00	808	0.00# not paid	
		YTD 2025*	-	-	-	
	Professional Tax, 1987	FY 2021-22	-	-	-	NA
		FY 2022-23	-	-	-	NA

S. No.	Details (including name of the statutory body where the amount was due)	Period	Amount Involved (₹ in Million)	Duration of the Delay (in days)	Status as at August 31, 2024 (₹ in Million)	Reasons for delay
		FY 2023-24	-	-	-	NA
		YTD 2025*	-	-	-	NA
5	Tax Deducted at Source	FY 2021-22	-	-	-	NA
		FY 2022-23	0.00	2-31	Paid 0.00	NA
		FY 2023-24	-	-	-	Na
		YTD 2025*	-	-	-	NA
6	Goods and Service Tax, 2017	FY 2021-22	-	-	-	NA
		FY 2022-23	-	-	-	NA
		FY 2023-24	-	-	-	NA
		YTD 2025*	-	-	-	NA
Concord Enviro Systems Private Limited						
4	Professional Tax, 1987	FY 2021-22	-	–-	-	NA
		FY 2022-23	-	–-	-	NA
		FY 2023-24	-	–-	-	NA
		YTD 2025*	-	-	-	NA
5	Tax Deducted at Source	FY 2021-22	0.05	1	0.05 paid	was delayed as we have booked a provision for the expenditure on 31.3.22. Actual billing was done in Sep 22 & we have deposited TDS along with interest
		FY 2022-23	0.45	152	0.45 paid	Delay in interpretation times
		FY 2023-24	-	-	-	NA
		YTD 2025*	-	-	-	NA
6	Goods and Service Tax, 2017	FY 2021-22	-	-	-	NA
		FY 2022-23	-	-	-	NA
		FY 2023-24	0.09	1	0.09 paid	0.09 - was paid on time but due to GST Portal issue same got delay by 1 day .
		YTD 2025*	-	-	-	NA
Rochem Separation Systems Private Limited						
1	Provident Funds (The Employees' Provident Funds and Miscellaneous Provisions Act, 1952)	FY 2021-22	0.78	– 6 - 208	0.78 paid	Inability to pay as employee names on Aadhar and PF records were not aligned due to which UAN of PF was blocked for transactions.
		FY 2022-23	1.23	–50 - 869	1.18 paid 0.05 not paid	UAN issue
		FY 2023-24	0.04	– 245 - 504	0.03 paid 0.00# not paid	Delay in Aadhar Linking
		YTD 2025*	-	-	-	
2	Employees' State Insurance Corporation (Employees' State Insurance Act, 1948)	FY 2021-22	0.05	7 - 18	0.05 paid	
		FY 2022-23	-	-	-	NA
		FY 2023-24	-	-	-	NA
		YTD 2025*	0.00#	1	0.00# paid	On account of payment of arrears
3	Labour Welfare Fund (Maharashtra Labour Welfare Fund Act, 1953)	FY 2021-22	-	–-	-	NA
		FY 2022-23	-	–-	-	NA
		FY 2023-24	-	–-	-	NA
		YTD 2025*	-	–-	-	NA
4	Professional Tax, 1987	FY 2021-22	-	–-	-	NA
		FY 2022-23	-	–-	-	NA
		FY 2023-24	-	–-	-	NA
		YTD 2025*	-	–-	-	NA
5	Tax Deducted at Source	FY 2021-22	-	–-	-	NA
		FY 2022-23	-	–-	-	NA

S. No.	Details (including name of the statutory body where the amount was due)	Period	Amount Involved (₹ in Million)	Duration of the Delay (in days)	Status as at August 31, 2024 (₹ in Million)	Reasons for delay
		FY 2023-24	-	–-	-	NA
		YTD 2025*	-	–-	-	NA
6	Goods and Service Tax, 2017	FY 2021-22	-	–-	-	NA
		FY 2022-23	-	–-	-	NA
		FY 2023-24	-	–-	-	NA
		YTD 2025*	-	–-	-	NA

** Represents period from April 1, 2024 to September 30, 2024.*
 # Represents amount less than ₹ 50,000.

To mitigate the risk of future delays, we have initiated regular monitoring of statutory compliance to avoid further penalties. We are committed to ensuring timely payment of all statutory dues and have taken steps to minimize the recurrence of such delays. If we are unable to pay our statutory dues on time, we could be subject to penalties which could impact our financial condition and results of operations.

25. ***Our profit for the Fiscals 2024, 2023 and 2022 may not be indicative of our future financial performance. Failure to effectively manage our growth could materially and adversely affect the success of our business and / or impact our margins.***

We have experienced substantial growth and fluctuations in our profit for the year, in Fiscals 2024, 2023 and 2022, which was attributable to increase and/or decrease, as applicable, in the cost of goods sold, employee benefit expenses, finance costs, depreciation and amortisation expenses, other expenses and share of profit / (loss) of joint venture in our books of account. For further details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 409. Accordingly, our profit for the year decreased by 66.70% from ₹164.77 million in Fiscal 2022 to ₹ 54.87 million in Fiscal 2023, and increased by 655.22% from ₹ 54.87 million in Fiscal 2023 to ₹ 414.39 million in Fiscal 2024. For further details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 409.

We may incur losses in the future financial periods or our revenue could cease to grow or decrease and may not be consistent with our recent operating history. Further, we may experience significant fluctuations in our financial performance due to a number of factors. We expect our operating expenses to increase in future periods, and if our revenue growth does not increase in a commensurate manner as anticipated, our business and financial condition would be adversely affected. Moreover, we may not be able to sustain the pace of improvements to our products or introduce new products as frequently as our competitors. If our assumptions regarding the risks and uncertainties which we use to plan our business are incorrect or change or if we do not address these risks successfully, our growth rates may slow down. Our inability to manage our business and implement our growth strategy could materially and adversely affect our business, financial condition and profitability.

26. ***As on August 31, 2024 and March 31, 2024, the total borrowings of CEF were 657.26 and ₹ 557.80 million, respectively. We propose to prepay or repay all or a portion of certain outstanding borrowings availed by our Subsidiary, Concord Enviro FZE ("CEF").***

CEF, our subsidiary, is engaged in the business of water treatment related activities. The object of CEF is to establish an establishment at SAIF-Zone and carry on the manufacturing, general trading, export/import and/ or related activities as authorized under the objects and power clause of its memorandum and articles of association.

Set forth below is the revenue contribution of CEF to our total revenue from operations for the period indicated:

(₹ in million)

Particulars	Five-month period ended August 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	₹ million	% of revenue from operations	₹ million	% of revenue from operations	₹ million	% of revenue from operations	₹ million	% of revenue from operations
Revenue from Operations	890.33	43.18	1,900.50	38.25%	931.41	27.13%	857.79	26.04%

Our Subsidiary, CEF, has entered various borrowing arrangements with banks and financial institutions including borrowings in the form of working capital facilities, term loans and cash credit facilities. For details of these financing arrangements including indicative terms and conditions, see "*Financial Indebtedness*" on page 460. Set forth below are the details of the total outstanding borrowings and our finance costs, for the periods indicated:

(*₹ in million*)

Particulars	Five-month period ended August 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Total borrowings	657.26	557.80	468.27	474.00
Finance costs	25.80	56.34	53.14	47.70

Our Company intends to utilize an estimated amount of ₹ 500.00 million from the Net Proceeds towards repayment or prepayment of all or a portion of certain outstanding borrowings availed by CEF. For further details, see "*Object of the Offer*" on page 127.

The investment by our Company in CEF is proposed to be undertaken in the form of equity. The actual mode of such deployment has not been finalised as on the date of this Red Herring Prospectus. We believe that such repayment or prepayment will help reduce the outstanding indebtedness of CEF and debt servicing costs and enable utilization of the internal accruals for further investment towards business growth and expansion. In addition, we believe that this would improve our ability to raise further resources in the future to fund potential business development opportunities. However, no assurance can be made that CEF will not require further funding and that such funding will be available at attractive rates or that by repaying the borrowing of CEF, will in fact improve our available funding alternatives.

The selection of borrowings proposed to be prepaid or repaid amongst the borrowing arrangements availed by CEF was based on various factors, including (i) cost of the borrowing, including applicable interest rates, (ii) any conditions attached to the borrowings restricting our ability to prepay/ repay the borrowings and time taken to fulfil, or obtain waivers for fulfilment of such conditions, (iii) receipt of consents for prepayment from the respective lenders, (iv) terms and conditions of such consents and waivers, (v) provisions of any laws, rules and regulations governing such borrowings, and (vi) other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan. As on the date of this Red Herring Prospectus, we have received all such lender consents. No assurance can be made that we select the most attractive prepayment or repayment opportunities.

27. *We operate in a competitive environment and may not be able to effectively compete. We face competition from both domestic as well as multinational corporations and our inability to compete effectively could result in the loss of customers, hence, our market share, which could have an adverse effect on our business, results of operations, financial condition and future prospects.*

The market wherein we operate is competitive, rapidly evolving and is characterized by frequent introductions of new and improved wastewater treatment solutions, applications and technologies. We face competition from both domestic and multinational corporations. Our Company's listed peers are Triveni Engineering and Industries Limited and VA Tech Wabag Limited. For details, in relation to the comparison of our Company's KPIs with those of the Company's listed peers, refer "*Basis for Offer Price - VIII. Comparison of the Company's KPIs with those of the Company's listed peers*" on page 158.

We expect competition to persist and intensify in the future as the market wherein we operate is constantly evolving and growing with new and existing competitors devote considerable resources to introducing and enhancing products and services. Accordingly, our ability to grow our business in accordance with our strategy will depend on our ability to introduce new products, adapt to new technologies, respond to pricing strategies by competitors, redevelop our brand, execute agreements with technology partners, improve our manufacturing capabilities and technology and develop intellectual property.

Although we have expended considerable resources on the design, development and manufacture of our products, some of our competitors have longer industry experience and greater financial, technical and other resources, as well as larger customer bases or greater brand recognition. Certain competitors may also be able to react faster to technological developments, trends and changes in customer demand. Our competitors may devote greater resources to the development, promotion and sale of their products than we do. They may have lower costs and be able to withstand lower prices better in order to gain market share. They may be more diversified than we are and better able to leverage their other businesses, products and services to be able to accept lower returns and gain market share. In addition, our competitors may have greater engineering, technical, manufacturing, research and development, sales, marketing and financial resources and capabilities than we have. These competitors may be able to respond more rapidly than we can to new or emerging technologies or changes in customer requirements, including introducing a greater number and variety of products than we can.

Our competitors include, Triveni Engineering and Industries Limited, Praj Industries Limited, Thermax Limited, Ion Exchange (India) Limited and VA Tech Wabag Limited are listed ("**Peer Companies**"). The following tables contain information in relation to the business description and financial metrics of our competitors. Among these, Triveni Engineering and Industries Limited, Praj Industries Limited, Thermax Limited, Ion Exchange (India) Limited and VA Tech Wabag Limited are listed. For details, in relation to the comparison of our Company's KPIs with those of the Company's listed peers, refer "*Basis for Offer Price - VIII. Comparison of the Company's KPIs with those of the Company's listed peers*" on page 158.

Peer Companies also employ certain business models which are common to companies operating in this segment. A description of the business models employed and the offering provided by our Company and the Peer Companies is set forth below:

Offerings/ Business Models	Our Company	Thermax	Praj Industries	Ion Exchange	Va Tech Wabag	Triveni
Business Model	Manufacturing Water treatment plants, O&M, Supplying consumables and spares, Contracts comprising Equipment Supply and Pay per use model	EPC, O&M, Build Own Operate (BOO)	EPC, O&M and Others	EPC, O&M, Build Own Operate and Transfer (BOOT), Build Own Operate (BOO) and Others	EPC, BOOT, Design-Built-Operate (DBO), O&M and Hybrid Annuity Model (HAM)	EPC / PPP (Public Private Partnerships), HAM, BOOT and O&M.
Segment						
Water Treatment – Desalination	✓	✓	✓	✓	✓	✓
Conventional Industrial Waste Water Treatment	-	✓	✓	✓	✓	✓
Recycling ZLD Industrial Waste Water Management	✓	✓	✓	✓	-	✓
Municipal Water Treatment	✓	✓	-	✓	✓	✓
Technologies employed						
Membrane Bio Reactor **(MBR)**	✓	✓	✓	✓	✓	✓
Reverse Osmosis **(RO)**	✓	✓	✓	✓	✓	✓
Muti-Effect Effluent **(MEE)**	✓	✓	✓	✓	✓	✓
Mechanical Vapor Recompression (**MVR**)	-	✓	✓	-	✓	-
Waste heat evaporator (**WHE**)	✓	-	-	-	-	-*
Waste heat evaporator (**ATFD**)	✓	✓	✓	-	-	-

* *Has waste heat recovery system*

(Source: 1Lattice Report)

Companies operating in these segments cater to are automobiles, pharmaceuticals, pulp & paper, sugar, chemicals, and food and beverages sectors.

Certain financial metrics of our Company and the Peer Companies is set forth below:

Sr. No.	Particulars	Unit	Concord Enviro Systems	Triveni Engineering and Industries Limited	VA Tech Wabag Limited	ION Exchange Limited	Praj Industries Limited	Thermax Limited

			Limited					
			FY24	FY24	FY24	FY24	FY24	FY24
1	Total Income	₹ million	5,122.74	52,821.15	28,998.00	23,917.33	35,097.77	95,560.30
2	Revenue from operations	₹ million	4,968.59	52,200.93	28,564.00	23,478.49	34,662.78	93,234.60
3	EBITDA^	₹ million	811.47	6,886.10	4,096.00	3,158.20	4,313.05	10,299.60
4	Profit / (Loss) for the year (PAT)	₹ million	414.39	3,951.59	2,504.00	1,953.52	2,833.91	6,431.90
5	Return on Equity (RoE)	%	13.73%	14.20%	14.76%	21.10%	24.09%	15.48%
6	Return on Capital Employed (RoCE)	%	14.07%	13.56%	19.51%	24.89%	33.44%	13.49%
7	Total Order Book	₹ million	4,631.92	12,234.00	1,14,484.00	35,460.00	38,550.00	93,530.00
8	Segmental Revenue (Refer tables below)			Refer table below	NA*	Refer table below	NA*	Refer table below

** Companies report only geographical segments.*

*** Segments identified based on disclosures by companies, however this segment may not be the only segment where such revenues are recorded. Further, each of these segments may contain revenue from unrelated businesses.*

Notes:

1. *Described as Engineering Business – Water. Others include Sugar and Allied Business – Sugar, Sugar and Allied Business – Distillery, Engineering Business – Power Transmission, Other Operations and Eliminations (Source: Annual Report for Fiscal 2024)*
2. *VA Tech Wabag disclosed has identified geography as reportable segment in accordance with Indian Accounting Standard (Ind AS) 108 "Operating Segments and hence there is no product wise segmental information available (Source: Annual Report for Fiscal 2024)*
3. *Described as Engineering, Chemicals, and Consumer Products and others (including unallocated) (Source: Annual Report for Fiscal 2024)*
4. *Praj Industries disclosed has identified geography as reportable segment in accordance with Indian Accounting Standard (Ind AS) 108 "Operating Segments and hence there is no product wise segmental information available (Source: Annual Report for Fiscal 2024)*
5. *Includes Industrial Products segment that houses Water and Waste Solutions, Industrial Infra segment that houses Projects and Energy Solutions, Green Solutions segment that houses Projects and Energy solutions and Chemicals segment that houses Ion Exchange Resins (Source: Annual Report for Fiscal 2024)*

For details, in relation to the comparison of our Company's KPIs with those of the Company's listed peers, refer "*Basis for Offer Price - VIII. Comparison of the Company's KPIs with those of the Company's listed peers*" on page 158.

To remain competitive, we must continue to invest significant resources in modernisation, research and development, manufacturing, sales and marketing and customer support. We cannot be sure that we will have sufficient resources to make these investments or that we will be able to make the technological advances necessary to be competitive. Failure to compete successfully against current or future competitors could have a material adverse effect on our business, results of operations and financial condition.

28. *Our sale of systems and plants are subject to seasonality, which may contribute to fluctuations in our results of operations. Our revenue from the sale of Systems and Plants in for the five-months ended August 31, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022 were ₹ 989.88 million, ₹ 2,961.81 million, ₹ 1,608.69 million and ₹ 1,631.45 million, respectively.*

Our sale of systems and plants are subject to seasonality, which may contribute to fluctuations in our results of operations. In that regard, a significant proportion of our systems and plants sales are made in the last quarter of the fiscal year, i.e. January to March on account of the ensuing summer period, wherein the customers have to be prepared to be able to meet their water requirements. Another factor impacting is the customers wanting to place their orders before the expiry of their capital expenditure budgets. The table below provides the proportion of systems and plant sales during the four quarters of the last three Fiscal Years.

(*₹ in million*)

Particulars	Five-month period ended August 31, 2024	% of systems and plant revenue	Fiscal 2024	% of systems and plant revenue	Fiscal 2023	% of systems and plant revenue	Fiscal 2022	% of systems and plant revenue
Quarter One	490.18	49.52	565.68	19.10	201.71	12.54	240.85	14.76
Quarter Two	499.70	50.48	284.22	9.60	312.11	19.40	420.17	25.75
Quarter Three	-	-	512.41	17.30	153.70	9.55	271.83	16.66
Quarter Four	-	-	1599.50	54.00	941.17	58.51	698.16	42.83
Total	**989.88**	**100.00**	**2,961.81**	**100.00**	**1,608.69**	**100.00**	**1,631.45**	**100.00**

The table below provides the proportion of systems and plant sales of our Subsidiaries during the four quarters of the last three Fiscal Years:

Particulars	Five-month period ended August 31, 2024	% of systems and plant revenue	Fiscal 2024	% of systems and plant revenue	Fiscal 2023	% of systems and plant revenue	Fiscal 2022	% of systems and plant revenue
Rochem Separation Systems Private Limited								
Quarter One	180.71	45.25	94.55	8.52	157.78	15.20	127.86	10.64
Quarter Two	218.66	54.75	228.27	20.56	239.96	23.12	276.95	23.04
Quarter Three	-	-	304.89	27.46	149.93	14.44	185.32	15.42
Quarter Four	-	-	482.53	43.46	490.40	47.24	611.88	50.90
Total	399.37	100.00	1,110.24	100.00	1,038.07	100.00	1,202.01	100.00
Concord Enviro FZE								
Quarter One	309.47	52.41	2.41	0.22	43.94	7.70	112.99	26.31
Quarter Two	281.04	47.59	55.95	5.03	72.14	12.64	143.22	33.35
Quarter Three	-	-	146.57	13.19	3.78	0.66	86.51	20.14
Quarter Four	-	-	906.55	81.56	450.77	79.00	86.72	20.19
Total	590.51	100.00	1,111.48	100.00	570.63	100.00	429.44	100.00
Concord Enviro SA De. C.V., Mexico								
Quarter One	-	-	468.73	63.33%	-	-	-	-
Quarter Two	-	-	-	-	-	-	-	-
Quarter Three	-	-	60.95	8.24%	-	-	-	-
Quarter Four	-	-	210.42	28.43%	-	-	-	-
Total	-	-	740.1	100.00	-	-	-	-

Our revenues and results of operations may therefore vary significantly in the future. It is possible that seasonal variations in our revenue generation and cost incurrence will be affected by market developments. Any fluctuation in our revenues generated and costs incurred, whether due to seasonal factors or otherwise, could materially and adversely affect our business, results of operations and financial condition.

29. ***A portion of our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and may be subject to change based on various factors, some of which are beyond our control. Further, [●]% of the proceeds of the Offer will be infused into the Company as the Fresh Issue and be deployed towards the objects and [●]% of the proceeds of the Offer will be distributed to the Selling Shareholders in proportion of their Sale Shares. The Offer comprises a Fresh Issue of up to [●] Equity Shares, aggregating up to ₹ 1,750.00 million by our Company.***

While our Company will receive proceeds from the Fresh Issue, it will not receive any proceeds from the Offer for Sale. We intend to use the Net Proceeds for the purposes described in "*Objects of the Offer*" on page 127 of this Red Herring Prospectus. As on the date of this Red Herring Prospectus, our funding requirements are based on management estimates, current circumstances of our business, the prevailing market condition and other commercial and technical factors and have not been appraised by any bank or financial institution or any other independent agency. They are based on current conditions and are subject to change in light of financial condition, business strategy and external factors such as market conditions, competitive environment and interest or exchange rate fluctuations and other external factors which may not be within the control of our management. While we will use the Net Proceeds for purposes such as investment in our wholly owned subsidiary, Concord Enviro FZE for financing its capital expenditure requirements for the greenfield project in relation to the treatment of water, waste water and related membrane modules, investment in our wholly owned Subsidiary, Rochem Separation Systems (India) Private Limited for financing its capital expenditure requirements for the brown field project to expand the manufacturing facilities, storage and supporting activities, funding capital expenditure requirements of our Company for purchase of plant and machinery, investment in our wholly owned Subsidiary, Concord Enviro FZE for prepayment or repayment, in full or in part, of all or a portion of certain outstanding borrowings availed by Concord Enviro FZE, investment in our joint venture, Roserve Enviro Private Limited, investment in technology and other growth initiatives for access to new markets and general corporate purposes in the manner specified in "*Objects of the Offer*" on page 127, the amount of Net Proceeds to be actually used will be based on our management's discretion. The mode of investment by our Company in RSSPL, and CEF, has currently not been determined and may be undertaken in the form of equity or debt or a combination of both or in any other manner as may be mutually decided.

However, the deployment of the Net Proceeds will be monitored by a monitoring agency appointed pursuant to the SEBI ICDR Regulations. Our internal management estimates may exceed fair market value or the value that would have been determined by third-party appraisals, which may require us to reschedule or reallocate our expenditure and may have an adverse impact on our business, financial condition, results of operations and cash flows. We may have to reconsider our estimates or business plans due to changes in underlying factors, some of which are beyond our control, such as interest rate fluctuations, changes in input cost, and other financial and operational factors. Accordingly, prospective investors in the Offer will need to rely upon our management's judgment with respect to the use of Net Proceeds. If we are unable to deploy the Net Proceeds in a timely or an efficient manner, it may affect our business and the results of operations.

30. ***We have incurred significant capital expenditure for the five-months ended August 31, 2024, Fiscals 2024, 2023 and 2022. We may require substantial financing for our business operations and planned capital expenditure and the failure to obtain additional financing on terms commercially acceptable to us may adversely affect our ability to grow and our future profitability.***

We have incurred significant costs on capital expenditure for the five-months ended August 31, 2024, Fiscals 2024, 2023 and 2022.

Set forth below are the details of our cash outflow towards purchase of property, plant and equipment and intangible assets, total borrowings outstanding on a consolidated basis and our financing costs on a consolidated basis, as of August 31, 2024, March 31, 2024, March 31, 2023, and March 31, 2022:

(in ₹ million)

Particulars	As of August 31, 2024	As of March 31, 2024	As of March 31, 2023	As of March 31, 2022
Cash outflow:				
Purchase of property, plant and equipment and intangible assets	(118.41)	(95.91)	(52.38)	(280.90)
Total borrowings	1,675.33	1,531.87	1,310.61	1,257.56
Finance Costs	85.78	177.93	187.50	185.11

A significant amount of our capital expenditure in these periods was aimed at increasing our manufacturing capacities for existing and new products. Our management adopts and implements business strategies that take into account a number of macro and micro economic considerations, including our current financial condition and expected levels of growth over the medium to long term. In addition, we expect to increase our expenditure from the objects of the issue. For further information, see "*Objects of the Offer*" on page 127.

We propose to utilize ₹ 250.00 million of our Net Proceeds towards investment in our wholly owned Subsidiary, CEF, for financing its capital expenditure requirements for the greenfield project to develop an assembly unit to assemble systems and plants for treatment of water, waste water and related membrane modules and ₹ 105.05 million of our Net Proceeds towards investment in our wholly owned Subsidiary, RSSPL for financing its capital expenditure requirements for the brown field project to expand the manufacturing facilities, storage and supporting activities. For further information, see "*Objects of the Offer*" on page 127. The actual amount and timing of our future capital requirements may differ from estimates as a result of, among other things, unforeseen delays or cost overruns in developing our products, changes in business plans due to prevailing economic conditions, unanticipated expenses and regulatory changes. To the extent our planned expenditure requirements exceed our available resources, we will be required to seek additional debt or equity financing. Additional debt financing could increase our interest costs and require us to comply with additional restrictive covenants in our financing agreements. Additional equity financing could dilute our earnings per Equity Share and your investment in our Company and could adversely impact our future Equity Share price.

Our ability to obtain additional financing on favourable terms, if at all, will depend on a number of factors, including our future financial condition, results of operations and cash flows, the amount and terms of our existing indebtedness, general market conditions and market conditions for financing activities and the economic, political and other conditions in the markets where we operate. Our ability to raise debt financing on acceptable terms also depends on our credit ratings. For further information on the risks associated with credit ratings, see "*– Any downgrade of our debt ratings could adversely affect our business*" in this section. We cannot assure you that we will be able to raise additional financing on acceptable terms in a timely manner or at all. Our failure to renew arrangements for existing funding or to obtain additional financing on acceptable terms and in a timely manner could adversely impact our planned capital expenditure, our business, results of operations and financial condition.

31. *Our inability to successfully implement some or all our business strategies in a timely manner or at all and our failure to manage our growth effectively could have an adverse effect on our business.*

We have not made any acquisitions in the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022.

As part of our strategy aimed towards business growth and improvement of market position, we intend to implement several business strategies, which include:

- the manufacture and sale water and wastewater treatment, reuse and ZLD of systems and plants and turnkey solutions;
- the manufacture and sale of consumables and spare parts (including membranes, plants chemicals and consumables); and
- installation of compressed biogas plants ("**CBG Plants**").

The aforesaid strategies are subject to certain risks and uncertainties. Our strategies may not succeed due to various factors, many of which are beyond our control, including our inability to reduce our debt and our operating costs, our failure to develop new wastewater treatment systems, plants and products with sufficient growth potential as per the changing market preferences and trends, our failure to execute agreements with our technology and strategic partners, our failure to effectively market our new products and services or foresee challenges with respect to our business initiatives, our failure to sufficiently upgrade our infrastructure, machines, automation, equipment and technology as required to cater to the requirement of changing demand and market preferences, our failure to maintain highest quality and consistency in our operations or to ensure scaling of our operations to correspond with our strategies and customer demand, changes in GoI and U.A.E. laws and regulations, our inability to respond to regular competition, and other operational and management difficulties.

Any failure on our part to implement our strategy due to many reasons as attributed aforesaid could be detrimental to our long-term business outlook and our growth prospects and may materially adversely affect our business, results of operations and financial condition. Further, for any reason, in the event the benefits we realize are less than our estimates or the implementation of these strategies and operating plans adversely affect our operations or cost more or take longer to effectuate than we expect, or if our assumptions prove inaccurate, our results of operations may be materially adversely affected. For further details of our strategies, see "*Our Business – Our Strategies*" on page 253

32. *We are dependent upon the experience and skill of our management team and a number of key managerial personnel and senior management. As of August 31, 2024, we had 1,141 employees and our attrition rate for the same period was 10.89%. If we are unable to attract or retain such qualified personnel, this could adversely affect our business, results of operations and financial condition*

We are dependent on a highly qualified, experienced and capable management team for setting our strategic business direction and managing our business. Our ability to meet continued success and future business challenges depends on our ability to attract, recruit and retain experienced, talented and skilled professionals. Without a sufficient number of skilled employees, our operations and manufacturing quality could suffer. Competition for qualified technical personnel as well as sales personnel with established customer relationships is intense, both in retaining our existing employees and when replacing or finding additional suitable employees. Our Company has had no KMP or senior management attrition in the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022. As we have not experienced significant KMP or senior management attrition historically, we do not have a business succession policy for our Company and our Subsidiaries. For details, refer "*Our Management – Changes in KMP / SMP in last three years*" on page 322.

The following table shows the number of our total employees and the number of employees of our Company who were removed or resigned in the periods indicated.

Particulars	As at August 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Number of Employees [(1)]	1,141	1063	1011	1,062
Number of Employees removed/resigned	120	297	389	326
Attrition Rate (in %)	10.89%	28.64%	37.53%	30.40%

(1)At the end of the period or fiscal year.

The following table shows the number of employees of our Subsidiaries who were removed or resigned in the periods indicated.

Number of Employees	As at August 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Rochem Separation Systems Private Limited	461	457	427	517
Rochem Services Private Limited	558	495	482	446
Reva Enviro Systems Private Limited	11	9	9	8
Concord Enviro SA De.C.V., Mexico	11	11	4	0
Blue Water Trading & Treatment FZE	0	20	22	27
Concord Enviro FZE	72	58	53	54
Blue Zone Ventures Private Limited	12	0	0	0

The loss of the services of our key personnel or our inability to recruit or train a sufficient number of experienced personnel or our inability to manage the attrition levels in different employee categories may have an adverse effect on our financial results and business prospects. Further, if we cannot hire additional qualified personnel or retain them, our ability to expand our business may be impacted. As we intend to continue to expand our operations and develop new systems, plants or products, we will need to continue to attract and retain experienced management, R&D and sales personnel. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting suitable employees. There can be no assurance that our competitors will not offer better compensation packages, incentives and other perquisites to such skilled personnel. Further, as on the date of this Red Herring Prospectus, we do not have keyman insurance policies to safeguard our business against the unexpected demise of key personnel. In the event that we are not able to attract and retain talented employees as required for conducting our business, or if we experience high attrition levels which are largely out of our control, or if we are unable to motivate and retain existing employees, our business, results of operations and financial condition may be adversely affected. For further information, see "*Our Management*" on page 306.

If any of our senior executives or key personnel join a competitor, we risk losing customers, suppliers, know-how, and key IT professionals, which could materially and adversely affect our business, financial condition, and operational results. Furthermore, if our business development managers, who maintain close relationships with our customers, join a competitor, we may lose customers and face a significant impact on our revenues. There is also a risk of unauthorized disclosure or use of our technical knowledge, practices, or procedures by such personnel. In the event of a dispute with senior executives or key personnel, the non-competition, non-solicitation, and non-disclosure provisions in our employment agreements may not provide adequate protection.

33. *Our inability to collect receivables and default in payment from our customers could result in the reduction of our profits and affect our cash flows.*

The majority of our sales are to customers on an open credit basis, with standard payment terms of generally between 90 to 120 days. While we generally monitor the ability of our customers to pay these open credit arrangements and limit the credit we extend to what we believe is reasonable based on an evaluation of each customer's financial condition and payment history, we may still experience losses because of a customer being unable to pay. As a result, while we maintain what we believe to be a reasonable allowance for doubtful receivables for potential credit losses based upon our historical trends and other available information, there is a risk that our estimates may not be accurate. Set forth below are the details of the trade receivables and trade receivable days of our Company and our Subsidiaries as of the five-month period ended August 31, 2024 and March 31, 2024, March 31, 2023, and March 31, 2022:

(in ₹ million, except percentages)

Particulars	As at August 31, 2024	As of March 31, 2024	As of March 31, 2023	As of March 31, 2022
Trade receivables	1,178.04	1,713.60	1,058.68	1,284.98

Particulars	As at August 31, 2024	As of March 31, 2024	As of March 31, 2023	As of March 31, 2022
Trade Receivables days	87	126	113	142

(in ₹ million, except percentages)

Particulars	As at August 31, 2024	As of March 31, 2024	As of March 31, 2023	As of March 31, 2022
Rochem Separation Systems Private Limited				
Trade receivables	1116.45	1236.7	934.04	1062.79
Trade Receivables days	128	130	112	137
Reva Enviro Systems Private Limited				
Trade receivables	11.4	14.09	2.78	0
Trade Receivables days	392	528	64	-
Rochem Services Private Limited				
Trade receivables	2.09	77.9	65.61	77.2
Trade Receivables days	3	100	88	125
Blue Zone Ventures Private Limited				
Trade receivables	0.02	0	0	0
Trade Receivables days	0	-	-	-
Concord Enviro FZE				
Trade receivables	497.71	744.46	125.18	233.98
Trade Receivables days	86	143	49	100
Concord Enviro SA De.C.V., Mexico				
Trade receivables	53.68	49.56	0	0
Trade Receivables days	9	10	-	-
Blue Water Trading & Treatment FZE				
Trade receivables	30.84	30.59	126.49	243.31
Trade Receivables days	5	6	50	104

Any increase in our receivable turnover days will negatively affect our business.

Our ability to manage and recover outstanding debts is critical to maintaining a healthy cash flow and financial stability. The amounts recognized as disputed trade receivables-considered doubtful for our Company as at August 31, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022 are provided in the table below:

Disputed Trade Receivables	As at August 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Less than 6 months	-	-	0.46	0.09
6 months – 1 year	-	0.46	0.98	0.30
1-2 years	1.02	1.30	2.29	0.30
2-3 years	1.13	2.21	14.09	0.24
More than 3 years	16.01	14.95	2.97	9.04
Total	**18.16**	**18.92**	**20.79**	**9.97**

The amounts recognized as disputed trade receivables-considered doubtful for our Subsidiary i.e. Rochem Separation Systems Private Limited as at August 31, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022 are provided in the table below:

Disputed Trade Receivables (Rochem Separation Systems Private Limited)	As at August 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Less than 6 months	-	-	0.46	0.09
6 months – 1 year	-	0.46	0.98	0.30
1-2 years	1.02	1.30	2.29	0.30
2-3 years	1.13	2.21	14.09	0.24
More than 3 years	16.01	14.95	2.97	9.04
Total	**18.16**	**18.92**	**20.79**	**9.97**

The aging of debts shows a considerable portion of our receivables as more than 2 years overdue, particularly in Fiscal 2024 and Fiscal 2023. As of and for the five-month period ended August 31, 2024, ₹ 16.01 million of disputed trade receivables have been outstanding for more than 3 years. These changes emphasize the potential challenges of non-recovery of debts that are overdue for extended periods. Any increase in such doubtful debts in the future could materially and adversely affect our financial condition, results of operations, and ability to fund future business requirements. We cannot assure that disputes or delays in payments will not increase, which could lead to further provisioning for bad debts.

Macroeconomic conditions could also result in financial difficulties, including insolvency or bankruptcy, for our customers, and as a result could cause customers to delay payments to us, request modifications to their payment arrangements, that could increase our receivables or affect our working capital requirements, or default on their payment obligations to us. Details of bad debts written off, net impairment losses on financial assets, total bad debts written off and provided for along with the percentage of revenue from operations for our Company and our Subsidiaries are set forth below, for the periods indicated:

(in ₹ million, except percentages)

Particulars	Five-month period ended August 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Bad debts written off	7.97	55.89	47.49	29.34
Bad debts written off as a percentage of revenue from operations	0.39%	1.12%	1.38%	0.89%

Particulars	Five-month period ended August 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Rochem Separation Systems Private Limited				
Bad debts written off	7.97	55.89	47.49	29.34
Bad debts written off as a percentage of revenue from operations	0.60%	1.61%	1.56%	1.04%
Reva Enviro Systems Private Limited				
Bad debts written off	-	-	-	2.30
Bad debts written off as a percentage of revenue from operations	-	-	-	28.73%
Rochem Services Private Limited				
Bad debts written off	-	-	-	87.68
Bad debts written off as a percentage of revenue from operations	-	-	-	38.92%

Although we have not experienced any increase in our total bad debts written off and provided for in the five-month period ended August 31, 2024 and during Fiscals 2024, 2023 and 2022, an increase in bad debts or in defaults by our customer, may compel us to utilize greater amounts of our operating working capital and result in increased interest costs, thereby adversely affecting our results of operations and cash flows.

34. *Variations in our total income, growth in revenue from operations, return on equity, and profit may adversely affect our business, financial performance, and results of operations.*

In the five-month period ended August 31, 2024 and during the Fiscal 2024, Fiscal 2023 and Fiscal 2022, our financial performance has demonstrated significant fluctuations in total income, growth in revenue from operations, return on equity (ROE), and profit for the period/ year. The details regarding our total income, growth in revenue from operations, return on equity (ROE) and profit for the period/ year debts for the five-month period ended August 31, 2024 and during Fiscal 2024, Fiscal 2023 and Fiscal 2022 are provided in the table below:

(in ₹ million)

Financial Information	Five-month period ended August 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Total Income	2,080.24	5,122.74	3,504.97	3,375.70
Growth in revenue from operations	N.A.	44.76%	4.21%	(5.25%)
Return on Equity (ROE)	0.16%	13.73%	2.00%	12.78%
Net profit	5.16	414.39	54.87	164.77

In Fiscal 2024, total income increased to ₹5,122.74 million, primarily due to a large sale to Diageo, one of our key customers, resulting in a 44.76% growth in revenue from operations. This substantial increase also contributed to a notable improvement in ROE, which increased to 13.73%, and net profit which increased to ₹414.39 million. In contrast, Fiscal 2023 saw modest growth in total income to ₹3,504.97 million, with a slower revenue growth rate of 4.21%. ROE in this period was significantly lower at 2.00%, reflecting the higher fixed costs and lower profit margins, and net profit was reduced to ₹54.87 million. Fiscal 2022 presented a more challenging environment, with total income at ₹3,375.70 million and a contraction in revenue growth of 5.25%, due to lower demand and market conditions. ROE remained relatively strong at 12.78%, but net profit was ₹164.77 million, indicating the impact of external pressures.

These changes highlight significant fluctuations in these financial metrics over the last three Fiscals. The fluctuations were driven by a combination of one-time events, such as the large sale in Fiscal 2024, and external market factors in prior years. We cannot assure that such fluctuations will not occur in the future, as factors such as, including market conditions, operational costs, and unexpected changes in demand may continue to affect our business, financial performance and results of operations.

35. *We could incur losses under our rental agreements with our customers or be subjected to disputes or contractual penalties as a result of failures to meet contract specifications which may have a material adverse effect on our business, results of operations and financial condition.*

Customers contract with us to treat and recycle their wastewater on the payment of a fixed rate and variable fee linked to the quantity of water recycled for them. These services are provided in cooperation with one of our joint ventures, Roserve Enviro Private Limited.

Our rental agreements are usually for a term of few months to seven years, subject to renewal. We incur substantial upfront costs in designing, manufacturing and installing systems and plants for our rental customers. If our rental agreements are not renewed or are terminated early for any reason, we may incur a loss in respect of that particular customer, which may have an adverse impact on our business, results of operations and financial condition. In addition, even though our systems and plants remain our property under the rental agreements, if these systems and plants are returned to us due to the end of a rental agreement for any reason, such systems and plants may not be suitable for other customers and we may have to write-off their undepreciated value and incur a loss therefrom.

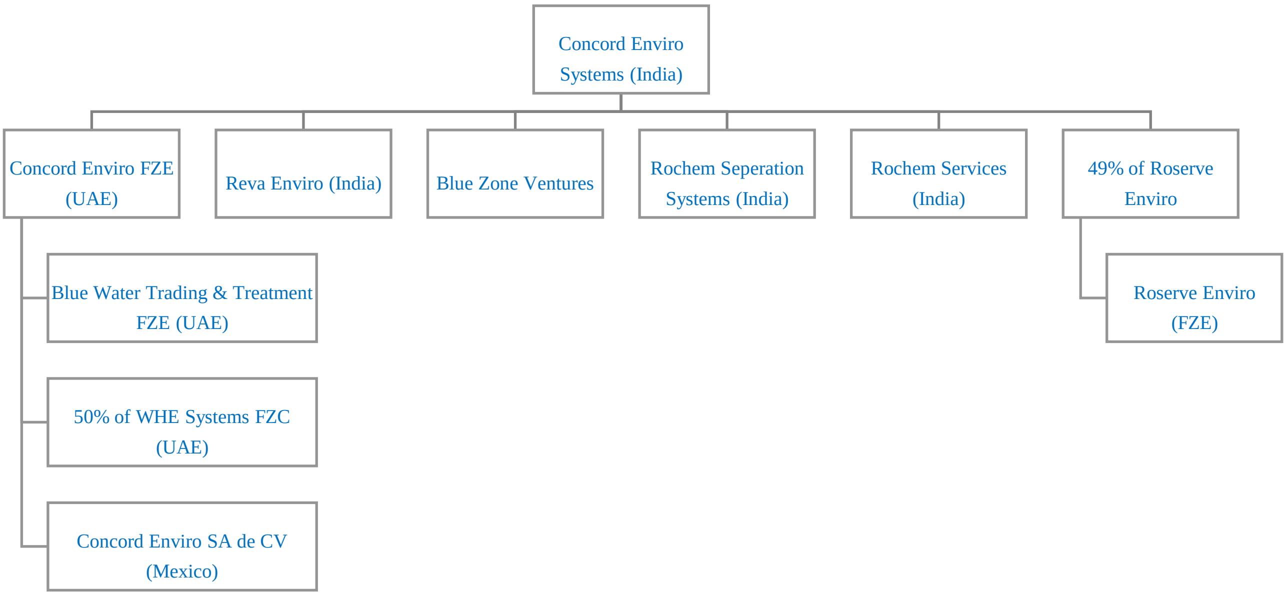
In addition, our rental agreements with our customers provide for penalties for our failure to provide the recycled wastewater as provided in the contract. In the past, there have been instances of breach including lower water recovery and higher downtime. There can be no assurance that our customers in future will not rescind their contracts with us if there is a material breach by us or we may need to renegotiate some of our customer contracts. The rental agreements may be discontinued in the future which may have an impact on our reputation, which could have a material adverse effect on our business, results of operations and financial condition. Further, payment of penalties and renegotiation of terms of our rental agreements could also have an adverse impact on our business, results of operations and financial condition.

Further, the rental fees that we received under our agreements are linked to the quantity of water recycled for them. If we underestimate our costs and expenses under the contract or our costs and expenses increase due to inflation or factors beyond our control, our agreements may not be profitable and our business, results of operations and financial condition could be adversely affected.

36. *Certain of our Joint Ventures are not wholly owned by us and present risks that our joint venture partners will fail to meet their obligations or that we will have conflicts with our joint venture partners.*

The joint ventures of our Company are WHE Systems FZC, in which we, through our subsidiary Concord Enviro FZE own 50% (with the remaining 50% owned by Heinzl Holding UG of Germany), Roserve Enviro Private Limited, in which we own 48.98% (with the remaining 48.98% owned by Danish Climate Investment Fund I K/S and 2.04% owned by others) and Roserve Enviro FZE, which is 100% owned by Roserve Enviro Private Limited. We intend to utilise ₹100.00 million from the net proceeds for investing in our Joint Venture i.e. Roserve Enviro Private Limited towards subscription of 100,000 their equity shares to grow our pay per use/ pay as you treat business. For details see "*Objects of the Offer-Investment in our joint venture, Roserve Enviro Private Limited to grow our "pay per use/pay as you treat" business*" on page 141.

Our organizational chart is set forth below:



There are specific risks applicable to the failure to control activities of joint ventures and these risks, in turn, add potential risks to us. Such risks include greater risk of joint venture partners failing to meet their obligations under related joint ventures or other agreements, conflicts with joint venture partners, the possibility of a joint venture partner taking valuable knowledge from us and the inability of a joint venture company to access the capital markets, which could lead to resource demands on us in order to maintain or advance our strategy.

Our joint venture, WHE Systems FZC, in collaboration with Heinzl Holding UG, plans to manufacture WHE frames, which will be integrated into our products and solutions for our customers. These frames are essential components of waste heat evaporators, compact and efficient systems designed to evaporate water from wastewater containing high levels of contaminants and corrosive materials. Waste heat evaporation works by utilizing variations in vapor pressure to extract water. Additionally, Roserve acquires equipment from us and implements it at customer locations using a pay-per-use/pay-as-you-treat model.

The details of our revenue from operations from our joint ventures for the five-month period ended August 31, 2024 and during Fiscal 2024, Fiscal 2023 and Fiscal 2022 are provided in the table below:

Joint Venture	**Five-month period ended August 31, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	₹ million	**% of revenue from operations**	**₹ million**	**% of revenue from operations**	**₹ million**	**% of revenue from operations**	**₹ million**	**% of revenue from operations**
WHE Systems FZC	-	-	4.54	0.09	53.21	1.55	74.90	2.27
Roserve Enviro Private Limited	11.19	0.54	128.61	2.59	224.22	6.53	159.59	4.85
Roserve Enviro FZE	10.44	0.51	-	-	87.52	2.55	24.61	0.75
Revenue from Operations	**21.63**	**1.05**	**133.15**	**2.68**	**364.95**	**10.63**	**259.1**	**7.87**

37. ***Our revenue from operations is dependent on the three business verticals i.e. systems and plants, sale of consumables and spare parts and O&M services. Any factors beyond our control or any cancellation of orders by our customers under any of these verticals could have a material adverse effect on our business, results of operations and financial condition.***

Our revenue from operations is generated through three business verticals i.e. systems and plants, sale of consumables and spare parts and O&M services. The table set forth below provides the split of our consolidated revenue from operations by our products and services and as a percentage of consolidated revenue from operations in the five-month period August 31, 2024 and during Fiscal 2024, Fiscal 2023 and Fiscal 2022.

Product/Service	Five-month period ended August 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	₹ million	**% of revenue from operations**	**₹ million**	**% of revenue from operations**	**₹ million**	**% of revenue from operations**	**₹ million**	**% of revenue from operations**
Systems and plants	989.88	48.01	2,961.81	59.61	1,608.69	46.87	1,631.45	49.53
Sale of consumables and spare parts	410.16	19.89	1,033.60	20.80	876.39	25.53	864.26	26.24
O&M services	661.67	32.09	973.18	19.59	947.11	27.60	797.95	24.23
Revenue from Operations	**2,061.71**	**100.00%**	**4,968.59**	**100.00**	**3,432.19**	**100.00**	**3,293.66**	**100.00**

Adverse conditions in the global financial markets, any delay or failure to obtain the necessary permits, authorisations, permissions or other factors beyond our control or the control of our customers may cause our customers to postpone or cancel a project or may hamper the timely delivery of the order. While no such instances have occurred in the five-month period ended August 31, 2024 and during Fiscals 2024, 2023 and 2022, the occurrence of any of the foregoing may adversely affect our business, financial condition and results of operation.

38. ***Apart from one of our directors, none of our Directors have any prior experience of directorships in listed companies.***

As of the date of this Red Herring Prospectus, our Board comprises of six Directors, of which three are Executive Directors, and three are Independent Directors (including one women Independent Director). While all our directors have several years of experience and expertise in their respective fields, apart from one independent director, namely Prakash D. Shah, none of our directors, are currently on the board of directors of companies that are listed on the stock exchanges in India or outside India. Not having any significant contemporary experience of being a director in any other listed company may present certain potential challenges for our Company. In the event of any material non-compliance where our Directors are held liable and responsible, we may have to appoint new directors or replace our current Directors, which could be time consuming and may involve additional costs for our Company. For details on the directors, please refer to the section titled "Our Management" on page 306.

Accordingly, most of our Directors have limited exposure to management of affairs of a listed company which, inter alia, entails several compliance requirements and scrutiny of affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, our Company will be required to adhere to strict standards pertaining to accounting, corporate governance and reporting that we did not require as an unlisted company. Our Company will also be subject to the SEBI Listing Regulations, which will require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If our Company experiences any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in its results of operations as promptly as other listed companies.

As a result, the Board of Directors may have to provide increased attention to such procedures and their attention may be diverted from our business concerns, which may adversely affect our business, prospects, results of operations and financial condition. In addition, we may need to hire additional legal and accounting staff with appropriate experience and technical accounting knowledge, but we cannot assure you that we will be able to do so in a timely and efficient manner.

39. ***We face foreign exchange risks that could adversely affect our results of operations as a portion of our revenue and expenditure is denominated in foreign currencies. In August 31, 2024 and Fiscal 2024, ₹ 915.28 million and ₹ 2,075.16 million of our revenue from operations were derived from outside India, respectively.***

We have material exposure to foreign exchange related risks since a portion of our consolidated revenue from operations are in foreign currency, including the US Dollar and the Euro.

The table set forth below provides revenue by geographical segment as a percentage of our revenue from operations of our Company and our Subsidiaries during the five-month period ended August 31, 2024 and during Fiscal 2024, Fiscal 2023 and Fiscal 2022.

Revenue by Geographical Segment	Five-month period ended August 31, 2024			Fiscal 2024			Fiscal 2023			Fiscal 2022		
	₹ million	% of revenue from operations	Year on year growth	₹ million	% of revenue from operations	Year on year growth	₹ million	% of revenue from operations	Year on year growth	₹ million	% of revenue from operations	Year on year growth
Within India	1,146.43	55.61%	N.A.	2,893.43	58.23%	10.99%	2,606.97	75.96%	2.12%	2,553.22	77.52%	(1.38)%
Outside India	915.28	44.39%	N.A.	2,075.16	41.77%	151.47%	825.22	24.04%	11.45%	740.44	22.48%	(16.54)%
Total	**2,061.71**	**100%**	N.A.	**4,968.59**	**100.00%**	**44.76%**	**3,432.19**	**100.00%**	**4.21%**	**3,293.66**	**100.00%**	**(5.00)%**

Revenue by Geographical Segment (Rochem Separation Systems (India) Private Limited	Five-month period ended August 31, 2024			Fiscal 2024			Fiscal 2023			Fiscal 2022		
	₹ million	% of revenue from operations	Year on year growth	₹ million	% of revenue from operations	Year on year growth	₹ million	% of revenue from operations	Year on year growth	₹ million	% of revenue from operations	Year on year growth
Within India	1,128.58	84.31%	N.A.	2,876.67	82.82%	11.67%	2,575.94	84.58%	0.32%	2,567.72	90.66%	0.40%
Outside India	210.088	15.69%	N.A.	596.87	17.18%	27.07%	469.73	15.42%	77.66%	264.40	9.34%	-16.96%
Total	1,338.67	100.00%	N.A.	3,473.55	100.00%	14.05%	3,045.67	100.00%	7.54%	2,832.12	100.00%	-1.52%

Revenue by Geographical Segment (Blue Zone)	Five-month period ended August 31, 2024			Fiscal 2024			Fiscal 2023			Fiscal 2022		
	₹ million	% of revenue from operations	Year on year growth	₹ million	% of revenue from operations	Year on year growth	₹ million	% of revenue from operations	Year on year growth	₹ million	% of revenue from operations	Year on year growth
Within India	17.85	100.00%	N.A.	-	-	-	-	-	-	-	-	-
Outside India	-	-	N.A.	-	-	-	-	-	-	-	-	-
Total	17.85	100.00%	N.A.	-	-	-	-	-	-	-	-	-

Revenue by Geographical Segment (RESPL)	Five-month period ended August 31, 2024			Fiscal 2024			Fiscal 2023			Fiscal 2022		
	₹ million	% of revenue from operations	Year on year growth	₹ million	% of revenue from operations	Year on year growth	₹ million	% of revenue from operations	Year on year growth	₹ million	% of revenue from operations	Year on year growth
Within India	4.45	100.00%	N.A.	9.75	100.00%	-38.15%	15.76	100.00%	97.04%	8.00	100.00%	-51.06%
Outside India	-	-	N.A.	-	-	-	-	-	-	-	-	-
Total	4.45	100.00%	N.A.	9.75	100.00%	-38.15%	15.76	100.00%	97.04%	8.00	100.00%	-51.06%

Revenue by Geographical Segment (Rochem Services Private Limited)	Five-month period ended August 31, 2024			Fiscal 2024			Fiscal 2023			Fiscal 2022		
	₹ million	% of revenue from operations	Year on year growth	₹ million	% of revenue from operations	Year on year growth	₹ million	% of revenue from operations	Year on year growth	₹ million	% of revenue from operations	Year on year growth
Within India	122.00	100.00%	N.A.	283.67	100.00%	4.31%	271.96	100.00%	20.73%	225.27	100.00%	-
Outside India	-	-	N.A.	-	-	-	-	-	-	-	-	-
Total	122.00	100.00%	N.A.	283.67	100.00%	4.31%	271.96	100.00%	20.73%	225.27	100.00%	-

Revenue by Geographical Segment (Concord Enviro FZE)	Five-month period ended August 31, 2024			Fiscal 2024			Fiscal 2023			Fiscal 2022		
	₹ million	% of revenue from operations	Year on year growth	₹ million	% of revenue from operations	Year on year growth	₹ million	% of revenue from operations	Year on year growth	₹ million	% of revenue from operations	Year on year growth
Within India	158.97	17.86%	N/A	337.96	20.38%	714.38%	41.50	5.10%	-45.43%	76.05	8.80%	109.80%
Outside India	731.36	82.14%	N/A	1,320.25	79.62%	71.06%	771.79	94.90%	-2.07%	788.11	91.20%	-30.97%
Total	890.33	100.00%	N/A	1,658.21	100.00%	103.89%	813.29	100.00%	-5.89%	864.16	100.00%	-26.64%

Revenue by Geographical Segment (Blue Water Trading & Treatment FZE)	Five-month period ended August 31, 2024			Fiscal 2024			Fiscal 2023			Fiscal 2022		
	₹ million	% of revenue from operations	Year on year growth	₹ million	% of revenue from operations	Year on year growth	₹ million	% of revenue from operations	Year on year growth	₹ million	% of revenue from operations	Year on year growth
Within India	-	-	N/A	201.24	100.00%	-58.18%	481.21	100.00%	-9.30%	530.58	74.59%	13.81%
Outside India	-	-	N/A	-	-	-	-	-	-100.00%	180.74	25.41%	-45.20%
Total	-	-	N/A	201.24	100.00%	-58.18%	481.21	100.00%	-32.35%	711.31	100.00%	-10.64%

Revenue by Geographical Segment (Concord Enviro SA De.C.V., Mexico)	Five-month period ended August 31, 2024			Fiscal 2024			Fiscal 2023			Fiscal 2022		
	₹ million	% of revenue from operations	Year on year growth	₹ million	% of revenue from operations	Year on year growth	₹ million	% of revenue from operations	Year on year growth	₹ million	% of revenue from operations	Year on year growth
Within India	-	-	N/A	-	-	-	-	-	-	-	-	-
Outside India	181.49	100.00%	N/A	740.10	100.00%	-	-	-	-	-	-	-
Total	181.49	100.00%	N/A	740.10	100.00%	-	-	-	-	-	-	-

A portion of our expenses, including our operational expenses for our operations in Sharjah U.A.E., cost of any imported raw material and other operating expenses as well as certain of our capital expenditure on equipment imported are denominated in US Dollar, U.A.E. dirham and other foreign currencies. The exchange rate between the Indian Rupee and foreign currencies, primarily the USD, has fluctuated in the past and our results of operations have been impacted by such fluctuations in the past and may be impacted by such fluctuations in the future. For example, during times of strengthening of the Indian Rupee, we expect that our overseas sales and revenue will generally be negatively impacted as foreign currency received will be translated into fewer Indian Rupees. However, the converse positive effect of depreciation in 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. Accordingly, any appreciation or depreciation of the Indian Rupee against these currencies can impact our results of operations. We may from time to time be required to make provisions for foreign exchange differences in accordance with accounting standards.

Our ability to foresee future foreign currency fluctuations is limited. 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 the Rupee. We may, therefore, be exposed to risks arising from exchange rate fluctuations and we may not be able to pass on all losses on account of foreign currency fluctuations to our customers, and as a result, 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. Further, certain markets in which we sell our products may be subject to foreign exchange repatriation and exchange control risks, which may result in either delayed recovery or even non-realization of revenue. In addition, the policies of the RBI may also change from time to time, which may limit our ability to effectively hedge our foreign currency exposures and may have an adverse effect on our results of operations and cash flows.

We currently do not have a formal hedging policy. However, we have entered into any hedging arrangements, such as, forward exchange contracts, to hedge payments under our foreign currency borrowings or foreign currency payables. In the five-month period ended August 31, 2024 and during Fiscal 2024, Fiscal 2023 and Fiscal 2022, we recorded foreign currency exchange gain / (loss) (Net) of ₹ (70.24) million,Nil, ₹ (25.29) million and ₹ (42.91) million, respectively, due to these fluctuations in foreign currency. Any action that we may take and any amounts that we spend or invest in order to hedge the risks to our business due to fluctuations in currencies may not adequately hedge against any losses and we cannot assure you of the sufficiency of these procedures or whether the procedures we have in place will be successful in managing our foreign currency exposure. For details of a sensitivity analysis for a change in foreign currency rates, see "*Financial Statements – Note 55: Financial Currency Risk Management*" on page 392.

40. ***We are dependent on the recurring revenue from our operations and maintenance business. Our revenue from operations from our O&M business for August 31, 2024 and Fiscal 2024 was ₹661.67 million and ₹ 973.18 million, which is 32.09% and 19.59% of our revenue from operations, respectively. Cancellations of our operating and maintenance agreements may adversely affect our business, financial condition, results of operations and prospects.***

We are dependent on the recurring revenue from our O&M business. The table set forth below provides details of our consolidated revenue from operations by our O&M business and as a percentage of consolidated revenue from operations in the five-month period ended August 31, 2024 and during Fiscal 2024, Fiscal 2023 and Fiscal 2022.

(in ₹ million, except percentages)

Particulars	Five-month period ended August 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	₹ million	% of revenue from operations	₹ million	% of revenue from operations	₹ million	% of revenue from operations	₹ million	% of revenue from operations
Revenue from Operations from O&M business	661.67	32.09	973.18	19.59	947.11	27.59	797.95	24.23

Particulars	Five-month period ended August 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	₹ million	% of revenue from operations	₹ million	% of revenue from operations	₹ million	% of revenue from operations	₹ million	% of revenue from operations
Rochem Separation Systems (India) Private Limited	461.20	1.00	923.02	1.00	922.34	1.00	789.49	1.00
Roserve Enviro Private Limited	-	-	-	-	-	-	-	-
Rochem Services Private Limited	-	-	-	-	-	-	-	-
Blue Zone Ventures Private Limited	17.73	1.00	-	-	-	-	-	-
Concord Enviro FZE	1.25	1.00	50.18	1.00	24.78	1.00	8.46	1.00
Concord Enviro SA De.C.V Mexico	181.49	-	-	-	-	-	-	-
Blue Water Trading & Treatment FZE	-	-	-	-	-	-	-	-

Our O&M agreements are for terms of one to two years, with an option to renew thereafter. Our agreements include, inter alia, details of services to be provided, quality standards, warranties to be provided by our Company, period of time for provision of services and price. As our O&M agreements expire, we must renew or renegotiate the contracts, and if we are unable to renew or renegotiate them on acceptable terms, we may lose our revenue from that customer. Our inability to renew or renegotiate license agreements with our existing O&M customers may materially and adversely affect our business, results of operations and financial condition. As of and for the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, we had no contract terminations with our customers In addition, the pricing models and rates that we charge our customers may change as a result of various reasons beyond our control, such as changes in our bargaining power, changes in the industry, or changes in the law or regulatory environment. If our customers are no longer willing to contract with us on terms acceptable to us, our business, results of operations and financial condition may be adversely affected.

41. *Our contingent liabilities and commitments could materially and adversely affect our business, results of operations and financial condition. At August 31, 2024 and in Fiscal 2024, ₹ 915.28 million and ₹ 2,075.16 million of our revenue from operations were derived from outside India, respectively.*

As of August 31, 2024, we had contingent liabilities on a consolidated basis that have not been provided for, amounting to ₹ 947.20 million. The table below sets forth details of contingent liabilities of our Company:

(in ₹ million, except percentages)

Particulars	As of August 31, 2024 (₹ million)
Sales Tax / VAT	-
Goods & Service Tax	2.75
Service Tax	10.37
Income tax	369.23
Customs	0.11
Bank Guarantees (excluding financial guarantees)	181.51
Corporate guarantees	361.31
Letter of credit	21.92
Total	**947.20**

The table set forth below sets forth the contingent liabilities of our Subsidiaries:

Rochem Separation Systems (India) Private Limited

Particulars	**As of August 31, 2024**
	(₹ million)
Sales Tax / VAT	-
Goods & Service Tax	-
Service Tax	10.37
Income tax	18.79
Customs	0.11
Bank Guarantees (excluding financial guarantees)	181.51
Corporate guarantees	
Letter of credit	
Total	**210.78**

Rochem Services Private Limited

Particulars	**As of August 31, 2024**
	(₹ million)
Sales Tax / VAT	-
Goods & Service Tax	2.75
Service Tax	-
Income tax	6.66
Customs	-
Bank Guarantees (excluding financial guarantees)	-
Corporate guarantees	-
Letter of credit	-
Total	**9.41**

Concord Enviro FZE

Particulars	**As of August 31, 2024**
	(₹ million)
Sales Tax / VAT	-
Goods & Service Tax	-
Service Tax	-
Income tax	-
Customs	-
Bank Guarantees (excluding financial guarantees)	-
Corporate guarantees	-
Letter of credit	21.92
Total	**21.92**

There are no capital commitments of our Company as on August 31, 2024.

Most of the liabilities have been incurred in the normal course of business. If these contingent liabilities were to fully materialize or materialize at a level higher than we expect, it may materially and adversely impact our business, results of operations and financial condition. If we are unable to recover payment from our customers in respect of the commitments that we are called upon to fulfil, our business, results of operations and financial condition may be materially and adversely impacted. For further information, see "*Financial Information*" on page 327.

42. ***We operate through our subsidiaries and intend to invest further in these subsidiaries towards growing our business. If we are not able to successfully manage our subsidiaries, it could have a material impact on our results from operations and financial condition.***

As of the date of this Red Herring Prospectus, our Company operates through seven Subsidiaries, including five direct (two of which are Material Subsidiaries) and two indirect Subsidiaries (both of which are Material Subsidiaries), as well as three Joint Ventures. The performance of these subsidiaries and joint ventures is integral to our consolidated operations, as they contribute significantly to our revenue and profitability.

The financial and operational performance of our subsidiaries, such as Rochem Separation Systems (India) Private Limited, Concord Enviro FZE, and others, vary and are influenced by diverse factors, including market dynamics, operational challenges, compliance with regulatory requirements in different jurisdictions, and economic conditions in the countries where they operate.

For instance, our material subsidiary, Rochem Separation Systems (India) Private Limited, contributed significantly to our revenue (e.g., 58.21% in Fiscal 2024). Any disruption in their operations could materially impact our consolidated financial performance. Subsidiaries like Concord Enviro FZE and Blue Water Trading & Treatment FZE operate in international markets such as the UAE, and are subject to region-specific economic, legal, and regulatory risks. Certain subsidiaries, such as Rochem Services Private Limited and Concord Enviro S.A. De C.V., have experienced fluctuating profitability or incurred losses in certain fiscal years. Such performance variability could impact our consolidated results. Our joint ventures, including Roserve Enviro Private Limited and WHE Systems FZC, involve shared control, which may lead to differences in strategic priorities and decision-making, affecting their financial and operational performance. Some subsidiaries have significant borrowings, such as Rochem Separation Systems (India) Private Limited (₹890.21 million as of March 31, 2024), which could pose financial risks in case of adverse business conditions or increased interest rates.

The success of our business is contingent on the efficient management, governance, and performance of our subsidiaries and joint ventures. Any failure in their operations, inability to generate expected returns, or challenges in ensuring compliance with local laws and regulations may adversely affect our financial condition, reputation, and business prospects. There can be no assurance that our subsidiaries and joint ventures will perform as expected in the future.

43. ***At August 31, 2024 and in Fiscal 2024, ₹ 915.28 million and ₹ 2,075.16 million of our revenue from operations were derived from outside India, respectively. Our manufacturing facilities are located in Vasai, Maharashtra and Sharjah, United Arab Emirates, exposing us to regulatory and other geography specific risks such as labour unrests, terrorist attacks, other acts of violence and occurrence of natural and man-made disasters.***

As on date of this Red Herring Prospectus, our manufacturing facilities are located in Vasai, Maharashtra and Sharjah, U.A.E. Through our subsidiary Concord FZE, we are also constructing a new assembly unit ("**Assembly Unit**") in plot T6 – 02, Saif Zone, Sharjah, U.A.E., in accordance with the "*Objects of the Offer*" on page 127. Accordingly, our manufacturing and R&D operations are concentrated in these two geographic areas. This concentration heightens our exposure to local and regional factors, such as economic and weather conditions, natural disasters, demographic changes, and other unforeseen events and circumstances. Consequently, any significant social, political or economic disruption, or natural calamities or civil disruptions in these regions, or changes in policies of the state or local governments or the Government of India or the government of United Arab Emirates or adverse developments related to regulatory, as well as economic, demographic and other changes in Maharashtra and the U.A.E. or adverse developments related to competition in this region, may adversely affect our business, results of operations, financial condition and cash flows.

Further, our manufacturing and R&D operations require significant labour and are also reliant on government policies in terms of taxes, duties and incentives made applicable by the governments. Although we have not experienced any incidents of disruption in the five-month period ended August 31, 2024 and during Fiscal 2024, Fiscal 2023 or Fiscal 2022, any unfavourable policies in Maharashtra or the U.A.E., could adversely affect our business, results of operations and financial condition. Any such adverse development could result in significant loss from inability to meet delivery schedules and procure raw materials appropriately, which could materially affect our business reputation within the industry. Should our supply of products be disrupted, we may not be able to procure an alternate source of supply of products in time to meet the demands of our customers, or we may not be able to procure products of equal quality or on equally competitive terms, or at all. Such disruption to supply would materially and adversely affect our business, profitability and reputation.

Furthermore, Maharashtra has experienced social and civil unrest in the past within the state, although such tensions have not affected our operations in the five-month period ended August 31, 2024 and during Fiscal 2024, Fiscal 2023 or Fiscal 2022, future tensions could lead to political or economic instability in Maharashtra and a possible adverse effect on our business, results of operations and financial condition. There can be no assurance that such situations will not recur or be more intense than in the past.

44. ***Our business may be adversely affected if we are unable to maintain and grow our brand image. In particular, our failure to maintain our quality accreditations and certifications may negatively impact our brand and reputation.***

Our brand in respect of our wastewater treatment business is one of our most important assets, and we believe our brand and reputation are significant in attracting customers to our products and services. We also believe that continuing to develop our reputation and awareness of our brand, through focused and consistent business development initiatives, among our customers is important for our ability to increase our sales volumes and our revenue, grow our existing market share and expand into new markets. Our ability to develop our brand name and retain goodwill is dependent on the perception of our products and services, and recognition of product quality, variety of products, market penetration, accessibility of products that we distribute, and our marketing and business promotional initiatives.

Although we take many steps to increase awareness of our wastewater treatment systems, plants and products and protect the value of our brand through marketing and promotion, our business is dependent on customers' perception of our reputation and brand and these marketing campaigns. Although we have not had instances in the five-month period ended August 31, 2024 and during Fiscals 2024, 2023 and 2022, if we adopt unsuccessful marketing programs or are otherwise unable to maintain our customer relationships, we may only incur expenses without the benefit of higher revenue. Our competitors also may launch promotional activities, which may increase their brand visibility and we may not be able to match them. Further, we may not be able to invest adequately in marketing or customer engagement which could lead to loss of customers to competitors. If we fail to preserve the value of our brands, maintain our reputation, or attract consumers to our wastewater treatment products, or provide good after-sale services to our customers, our business, results of operations and financial condition could be adversely impacted.

Our business also requires obtaining and maintaining quality certifications and accreditations from independent certification entities. For instance, our facilities are ISO 9001:2015 certified for design manufacture, and provision of services including commissioning assistance, operation and maintenance of reverse osmosis plants intended for desalination and effluent recycling and are certified for sustainability, by Lloyds Register Quality Assurance Limited and Intertek Certification Limited. Such specifications and standards of quality is an important factor in the success and wide acceptability of our products. If we fail to comply with applicable quality standards or if the relevant accreditation institute or agency declines to certify our products, or if we are otherwise unable to obtain such quality accreditations in the future, within time or at all, our business prospects and financial performance will be materially and adversely affected. Although in the five-month period ended August 31, 2024 and during the Fiscal 2024, Fiscal 2023 or Fiscal 2022 we have not had any incidents where we failed to maintain or lost our quality accreditation or certification, any failure in the future in maintaining our quality accreditations and certifications may negatively impact our brand and reputation.

Further, our reputation and brands could be damaged by negative publicity in traditional or social media or by claims or perceptions about the quality of our systems, plants or products, regardless of whether such claims or perceptions are true. Any untoward incidents such as litigation, regulatory actions or negative publicity, whether isolated or recurring and whether originating from us or otherwise, affecting our business or suppliers, can significantly reduce our brand value and consumer trust, and accordingly, adversely affect our business, results of operations and financial condition.

45. *We are dependent on project awards which are subject to cancellation and changes in scope of services and for which cost over-runs and delays may adversely affect our business, results of operations and financial condition. On August 31, 2024 and in Fiscal 2024, ₹ 989.88 million and ₹ 2961.81 million of our revenue from operations were derived from outside India, respectively.*

We participate in projects from time to time that are awarded on the basis of tenders. The timing of when project awards will be awarded is unpredictable and outside of our control. We operate in competitive markets where it is difficult to predict whether and when we will receive awards since these awards and projects often involve complex and lengthy negotiations and bidding processes. These processes can be impacted by a variety of factors including governmental approvals, financing contingencies, commodity prices, environmental conditions and overall market and economic conditions. In addition, during an economic downturn, many of our competitors may be more inclined to take greater or unusual risks or terms and conditions in a contract that we might not deem as standard market practice or acceptable. As a result, we are subject to the risk of losing new awards to competitors. Set forth below are the revenue from our operations for the five-month period ended August 31, 2024 and during Fiscal 2024, 2023 and 2022 from the award of such project awards:

(in ₹ million, except percentages)

Particulars	Five-month period ended August 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	₹ million	% of revenue from operations	₹ million	% of revenue from operations	₹ million	% of revenue from operations	₹ million	% of revenue from operations
Revenue from Operations from project awards	989.88	48.01	2,961.81	59.61	1,608.69	46.87	1,631.45	49.53

Our results of operations can fluctuate over fiscal years and quarters, depending on whether and when project awards occur and the commencement and progress of work under such awarded contracts. Hence, there is a risk that revenue may not be derived from awarded projects as quickly as anticipated. Although we have not had a customer cancel or suspend a project award in the five-month period ended August 31, 2024 and during Fiscal 2024, Fiscal 2023 or Fiscal 2022, any cancellation or suspension of project award by a customer may also affect our business, results of operations and financial condition. For further information on these projects and our Order Book, see "*Our Business - Order Book*" on page 260.

46. ***Our business may expose us to potential warranty claims, product recalls and returns, which could adversely affect our results operations, goodwill and the marketability of our products.***

Due to the nature of our business, we face a risk of the products that we distribute containing quality issues or undetected errors or defects and are exposed to risks of warranty claims, products recall and returns. Our products are subject to a one year to two years warranty against manufacturing defects. In the event of claimed defect, our practice is to repair the product. Although we secure back-to-back warranties from our component suppliers, any defects in the Company's products could adversely affect demand for our products and designs and could also result in customer claims for damages. In defending such claims, the Company could incur related costs and be subject to adverse publicity. Defects in our products or designs may also result in product recalls. We do not have insurance coverage for product recall.

If we are unable to deliver reliable and high-quality systems, plants and products or timely resolve any issues relating to our products and services, confidence in our business could be undermined and we may be unable to expand or maintain our customer base and market share. We may incur additional expenses for resolving errors, providing damages for the defects or delays, extending warranties, increasing insurance coverage, obsolescence of inventory and defective products. In the five-month period ended August 31, 2024 and during Fiscal 2024, Fiscal 2023 and Fiscal 2022, there has been no instance of product return from our customers of our Company and our Subsidiaries. Further, in the recent past due to a weld failure, we had to replace a section of a plant that we had installed for a pharmaceutical customer in north India. In addition, we may have to divert significant research and development efforts to resolve such defects in the future. Our customers may also bring legal actions against us, which could expose us to additional liabilities. Further, we may also be unable to realise any results from our research and development efforts undertaken to develop those products and recognise any revenue from the sales of those products in a timely manner, or at all. If any of these eventualities materialise, our reputation, business, results of operations and financial condition could be materially and adversely affected.

In addition, we may be exposed to potential product liability claims, and the severity and timing of such claims are unpredictable. We face the risk of loss resulting from, and the adverse publicity associated with, product liability lawsuits, whether or not such claims are valid. We may also be subject to claims resulting from manufacturing defects or negligence which may lead to the deterioration of our products. Product liability claims, regardless of their merits or the ultimate success of the defence against them, are expensive. Even unsuccessful product liability claims would likely require us to incur substantial amounts on litigation and require our management's time and focus. Accordingly, such product liability claims, may adversely affect our results of operations, goodwill and the marketability of our products.

47. ***Any variation in the utilisation of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval.***

Our Company intends to use Net Proceeds raised pursuant to the Fresh Issue in the manner set out in the section titled "*Objects of the Offer*" on page 127 and in compliance with the applicable provisions of the Companies Act, 2013 and other applicable laws. In particular, we propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

(in ₹ million)

Particulars	**Total estimated cost (1)**	**Estimated amount funded from the Net Proceeds (3)**	**Estimated deployment of Net Proceeds in**		
			Fiscal 2025	**Fiscal 2026**	**Fiscal 2027**
Investment in our wholly owned Subsidiary, Concord Enviro FZE ("**CEF**") for financing its capital expenditure requirements for the greenfield project to develop an assembly unit to assemble systems and plants for treatment of water, waste water and related membrane modules (4)	250.00	250.00	-	180.00	70.00
Investment in our wholly owned Subsidiary, Rochem Separation Systems (India) Private Limited ("**RSSPL**") for financing its capital expenditure requirements for the brown field project to expand the manufacturing facilities, storage and supporting activities (5)	105.05	105.05	1.00	52.00	52.05

Particulars	Total estimated cost (1)	Estimated amount funded from the Net Proceeds (3)	Estimated deployment of Net Proceeds in		
			Fiscal 2025	Fiscal 2026	Fiscal 2027
Funding capital expenditure requirements of our Company for purchase of plant and machinery	32.07	32.07	-	32.07	-
Investment in our wholly owned Subsidiary, Concord Enviro FZE for prepayment or repayment, in full or in part, of all or a portion of certain outstanding borrowings availed by Concord Enviro FZE	500.00	500.00	500.00	-	-
Investment in our wholly owned Subsidiary, Concord Enviro FZE, for funding working capital requirements of Concord Enviro FZE	200.00	200.00	50.00	100.00	50.00
Investment in our joint venture, Roserve Enviro Private Limited to grow our pay per use/pay as you treat business	100.00	100.00	50.00	50.00	-
Investment in technology and other growth initiatives for access to new markets	235.00	235.00	-	100.00	135.00
General corporate purposes (2)	[●]	[●]	[●]	[●]	[●]
Net Proceeds (2)(3)	[●]	[●]	[●]	[●]	[●]

**To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC*

In accordance with Section 13(8) and 27 of the Companies Act, 2013, we cannot undertake any variation in the utilisation of the Net Proceeds as disclosed in this Red Herring Prospectus without obtaining the approval of shareholders of our Company through a special resolution and such variation is required to be in accordance with the applicable laws including the Companies Act 2013 and the SEBI ICDR Regulations.

In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain the approval of the shareholders of our Company in a timely manner, or at all. Any delay or inability in obtaining such approval of the shareholders of our Company may adversely affect our business or operations. Our Promoters will be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects of the Offer, at such price, and in such manner, in accordance with our Articles of Association, Companies Act and the SEBI ICDR Regulations. Further, we cannot assure you that the Promoters or the controlling shareholders of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI.

In light of these factors, we may not be able to undertake variation of objects of the Offer to use any unutilized proceeds of the Fresh Issue, if any, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilized portion of Net Proceeds, if any, which may adversely affect our business and results of operations.

48. ***We are subject to strict quality requirements, regular inspections and audits, and the success and wide acceptability of our products is largely dependent upon our quality controls and standards.***

We provide a range of solutions that are used in various industries such as pharmaceuticals and chemicals, distilleries, desalination, textile, food and beverage, defence and leachate. Given the nature of our services, adherence to quality standards is a critical factor in our manufacturing process. Our customers maintain strict quality standards that includes strict qualification and certification procedures. Further, we also rely on certain third-party manufacturers for certain manufacturing processes, and while we have quality control systems in place, there can be no assurance that such quality controls may not be subject to failure. Failure of our products to meet the quality standards expected by our customers may result in rejection and reworking of our products. Any manufacturing or quality control problems may subject us to regulatory action, damage our reputation and have an adverse effect on our business, results of operations, financial condition and cash flows. The Company operates in an industry which is heavily regulated, viz. its own operations as well as the jurisdictions in which the customers of the Company operate. Since we supply our products to customers having global markets, our manufacturing facilities and products may be subjected to audit and inspection by Indian and overseas regulatory agencies. While historically, we have not received any notices pursuant to any inspection or audit undertaken by the Indian or the overseas regulatory agencies, going forward if we are not in compliance with any of their requirements, our facilities and products may be the subject of a warning letter or sanctions or any other action from regulatory authorities, which could result in the withholding of product approval and the shut-down of our facilities.

We face the risk of loss resulting from, and the adverse publicity associated with, manufacturing or quality control problems. Such adverse publicity harms the brand image of our products. Further, our customers to whom we supply our intermediates must comply with the regulations and standards of the regulatory authorities, as may be applicable. Failure to comply with these regulatory requirements, or the receipt by these customers of warning or deficiency letters from regulators could adversely affect the demand for our products. We may also be subject to claims resulting from manufacturing defects or negligence in storage and handling of our products. In certain foreign jurisdictions, the quantum of damages, especially punitive, awarded in cases of product liability can be high. The existence, or threat of a major product liability claim could damage our reputation and affect customers' views of our products. Product liability claims, regardless of their merits or the ultimate success of the defense against them, are costly. Any loss of our reputation or brand image may lead to a loss of existing business contracts and affect our ability to enter into additional business contracts in the future, which may have an adverse effect on our business, results of operations, financial condition and cash flows.

49. ***There are certain KPIs in relation to our Company disclosed in this Red Herring Prospectus that may have a bearing for arriving at the basis for Offer Price. If our KPIs are not accurate representations of our business, if investors do not perceive our operating metrics to be accurate or if we discover material inaccuracies with respect to these figures, we expect that our business, reputation, financial condition, and results of operations would be adversely affected.***

In evaluating our business, we consider and use certain KPIs, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Consolidated Financial Information. The KPIs have been used historically by our Company to understand and analyse our business performance, which in result, help us in analysing the growth of business in comparison to our peers. We use these KPIs to evaluate our financial and operating performance. For further details, refer "*Basis for Offer Price – Key Performance Indicators*" on page 152.

Further, these KPIs may differ from the similar information used by other companies and therefore their comparability may be limited. Therefore, these KPIs should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Ind AS. If our operating metrics are not accurate representations of our business, if investors do not perceive our operating metrics to be accurate or if we discover material inaccuracies with respect to these figures, we expect that our business, reputation, financial condition, and results of operations would be adversely affected.

50. ***Our insurance coverage may not adequately protect us against all losses or the insurance cover may not be available for all the losses as per the insurance policy, which could adversely affect business, results of operations and financial condition.***

Our operations are subject to various risks inherent to the installation, operation and maintenance of wastewater treatment systems and plants and the manufacturing of membranes, modules and other products, as well as other risks such as theft, robbery, acts of terrorism and other force majeure events. We maintain insurance coverage for anticipated risks which are standard for our type of business and operations.

Set forth below are the details of our insurance coverage, total amount insured, gross value of all fixed assets (including property, plant and equipment, capital work in progress, right of use asset and intangible assets) and insurance cover for gross value of all fixed assets (including property, plant and equipment, capital work in progress, right of use asset and intangible assets) as of the five-month period ended August 31, 2024 and during March 31, 2024, March 31, 2023, and March 31, 2022:

(in ₹ million, except percentages)

Particulars		As at August 31, 2024	As of March 31, 2024	As of March 31, 2023	As of March 31, 2022
Net value of all tangible assets (i.e. inventories and fixed assets covering property, plant and equipment; capital work-in-progress and right-of-use assets but excluding freehold land) *(₹ million)*	A	2,407.80	2,281.21	2,588.27	2,545.69

Particulars		As at August 31, 2024	As of March 31, 2024	As of March 31, 2023	As of March 31, 2022
Net value of insured tangible assets (i.e. inventories and fixed assets covering property, plant and equipment; capital work-in-progress and right-of-use assets but excluding freehold land) *(₹ million)*	B	2,267.28	2,267.52	2,584.71	2,544.89
Amount of insurance coverage *(₹ million)*	C	2,475.66	2,571.94	1,816.07	1,782.38
Percentage of insured tangible assets (%)	B/A*100	94.16%	99.40%	99.86%	99.97%
Insurance coverage (%)	C/B *100	109.19%	113.43%	70.26%	70.04%

In the five-month period ended August 31, 2024 and during Fiscal 2024, Fiscal 2023 and Fiscal 2022, we have had one insurance claim for ₹ 7.47 million (settled for ₹ 6.79 million) due to flooding at our Vasai facility. We have not had any instances where our insurance claim amount exceeded our insurance coverage amount.

Our insurance policies cover our manufacturing facilities, warehouses and offices from losses in the case of fire, special perils, burglary and theft. We have also obtained a marine cargo open insurance policy for the transport of raw materials to our manufacturing facilities. We have also obtained inventory insurance for our products, insurance for liabilities and losses incurred during implementation of our various projects. There are many events that could significantly impact our operations, or expose us to third-party liabilities, for which we may not be adequately insured. While we believe that we have obtained insurance against losses which are most likely to occur in our line of business, there may be certain losses which may not be covered by the Company, which we have not ascertained as on the date. There can be no assurance that we will be able to maintain insurance of the types or at levels which we deem necessary or adequate or at premiums which we deem to be commercially acceptable in the future. There may be various other risks and losses for which we are not insured because such risks are either uninsurable or not insurable on commercially acceptable terms. There can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part, or on time. To the extent that we suffer any loss or damage that is not covered by insurance or exceeds our insurance coverage, our business, results of operations and financial condition could be adversely affected. For further details of insurance, see "*Our Business*" on page 244. Additionally, if we fail to comply with insurance regulatory requirements in the regions where we operate, or other regulations governing insurance coverage, our brand, reputation, business, results of operations and financial condition could be materially and adversely affected.

51. ***Failure or disruption of our IT, manufacturing automation systems and/or enterprise resource planning ("ERP") solutions may adversely affect our business, results of operations and financial condition.***

We have implemented various information technology ("**IT**"), ERP solutions to cover key areas of our operations, R&D, quality control, procurement, dispatch and accounting. We also have various automation systems and software that automate our manufacturing and production. These systems are potentially vulnerable to damage or interruption from a variety of sources, which could result from (among other causes) cyber-attacks on or failures of such infrastructure or compromises to its physical security, as well as from damaging weather or other acts of nature. Although in the five-month period ended August 31, 2024 and during Fiscal 2024, Fiscal 2023 or Fiscal 2022, we have not had an instance of a significant or large-scale malfunction or interruption of one or more of our IT, ERP or manufacturing automation systems, a significant or large-scale malfunction or interruption of one or more of our IT, ERP or manufacturing automation systems could adversely affect our ability to keep our operations running efficiently and affect product availability, particularly in the country, region or functional area in which the malfunction occurs, and wider or sustained disruption to our business cannot be excluded.

Our agreement with our cloud services provider guarantees uptime and access to data stored on the server is provided to authorized users only through dedicated firewalls and secure VPN gateway. User access management best practices are governed through our IT policies and followed and reviewed on a regular basis. Virtual machine level backup of all virtual machine's is triggered automatically on a daily and weekly basis as per the defined Backup and Retention Policy.

It is possible, however, that a malfunction of our data system security measures could enable unauthorized persons to access sensitive business data, including information relating to our intellectual property or business strategy or those of our customers. Also, our computer networks may be vulnerable to unauthorised access, computer hackers, computer viruses, worms, malicious applications and other security problems caused by unauthorised access to, or improper use of, systems by third parties or employees. Such malfunction or disruptions could cause economic losses for which we could be held liable or cause damage to our reputation. Any of these developments, alone or in combination, could have a material adverse effect on our business, results of operations and financial condition. Further, unavailability of, or failure to retain, well trained employees capable of constantly servicing our IT, manufacturing automation systems and/or ERP systems may lead to inefficiency or disruption of our operations and thereby adversely affecting our business, results of operations and financial condition.

52. ***We are dependent on third party transportation and logistics service providers for supply of raw materials, delivery of our products and supply of utilities, such as water and electricity, at our manufacturing facilities. Any disruption in the supply or increase in the charges of these service providers could adversely affect our business, results of operations and financial condition.***

We transport our finished products by road, sea and air. Pursuant to certain of our arrangements with our customers, based on customer preferences, we are required to pay the freight costs for the wastewater treatment systems and plants as well as the products we sell. In addition, we may have to pay for transportation costs in relation to the delivery of some of the raw materials and other inputs to our manufacturing facilities. We do not own any vehicles for the transportation of our products and/or raw materials, we therefore rely on third party transportation and logistics providers for delivery of our raw materials and products. This makes us dependent on various intermediaries such as domestic logistics companies. We do not have any long-term contractual arrangements with such third-party transportation and logistics providers. Disruptions of logistics could impair our ability to procure raw materials and/or deliver our products on time, which could materially and adversely affect our business, results of operations and financial condition. Additionally, if we lose one or more of our third-party transportation providers, we may not be able to obtain terms as favourable as those we receive from the third-party transportation providers that we currently use, which in turn would increase our costs and thereby adversely affect our operating results. In addition, raw materials and products maybe 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 results of operation 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.

Set forth below are the details of our consolidated freight, clearing and forwarding expenses and as a percentage of our consolidated expenses as of the five-month period ended August 31, 2024 and during March 31, 2024, March 31, 2023, and March 31, 2022:

(in ₹ million, except percentages)

Particulars	**Five-month period ended August 31, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	₹ million	**% of consolidated expenses**	**₹ million**	**% of consolidated expenses**	**₹ million**	**% of consolidated expenses**	**₹ million**	**% of consolidated expenses**
Freight, clearing and forwarding expenses	77.75	3.77%	75.58	1.62%	83.27	2.43%	87.07	2.72%
Total	77.75	3.76%	**75.58**	**1.62%**	**83.27**	**2.43%**	**87.07**	**2.72%**

We are subject to the risk of increases in freight costs. If we cannot fully offset any increases in freight costs, through increases in the prices for our products, we would experience lower margins. In addition, any increase in export tariffs also will increase expenses which in turn may adversely affect our business, results of operations and financial condition.

Further, our third-party transportation providers do not carry any insurance coverage and therefore, any losses that may arise during the transportation process will have to be claimed under the Company's insurance policy. There can be no assurance that we will receive compensation for any such claims in a timely manner or at all, and consequently, any such loss may adversely affect our business, financial condition, results of operations and cash flows.

53. ***Any downgrade of our debt ratings could adversely affect our business.***

The cost and availability of our capital depends on our credit ratings. Credit ratings reflects the opinion of the rating agency on our management, track record, diversified clientele, increase in scale and operations and margins, medium term revenue visibility and operating cycle.

As of the date of this Red Herring Prospectus, except for our direct subsidiary Rochem Separation Systems Private Limited, none of our Company, Subsidiaries or Joint Ventures have received any credit ratings on their debt and credit facilities. The details of the credit ratings on Rochem Separation Systems Private Limited's debt and credit facilities are set forth below:

(in ₹ million, except percentages)

Instrument or Rating Type	Amount (₹ in million)	Date	Ratings
Long Term Facilities	750.00	August 2, 2023	ACUITE BBB | Stable | Reaffirmed
Short Term Based Facilities	530.00	August 2, 2023	ACUITE A3+ | Reaffirmed

These ratings assess our overall financial capacity to pay our obligations and are reflective of our ability to meet financial commitments as they become due. Further, there can be no assurance that these ratings will not be revised or changed by the above rating agencies due to various factors. Any downgrade in our credit ratings may increase interest rates for refinancing our outstanding debt, which would increase our financing costs, and adversely affect our future issuances of debt and our ability to raise new capital on a competitive basis. In addition, any downgrade in our credit ratings could increase the probability that our lenders impose additional terms and conditions to any financing or refinancing arrangements we enter into in the future and adversely affect our business, results of operations and financial condition.

54. ***We have adopted the Concord Enviro Employee Stock Option Plan 2022 (the "ESOP 2022 Scheme"). The grant of options under the ESOP 2022 Scheme may result in a charge to our profit and loss account, increase our employee expenses and may adversely impact our profitability and cash flows.***

We have adopted the Concord Enviro Employee Stock Option Plan 2022 (the "**ESOP 2022 Scheme**"). As per the requirements of Ind AS 102, our Company is required to follow the fair value of option granted under ESOP 2022 Scheme on the date of the grant for the accounting of employee compensation cost and recognizes the charge over the vesting period with corresponding credit to equity on a straight line basis, factoring the possible impact of attrition.

We established the ESOP 2022 Scheme which provides for a pool of 20,600 options, wherein we have no outstanding options as of the date of this Red Herring Prospectus. For further details, see "*Capital Structure – Employee Stock Option Scheme*" on page 124. We may continue to issue employee stock options in the future, where we may grant options to our employees at discount to the market price of the Equity Shares, which may have an adverse impact on our results of operations and financial condition. The holders of our Equity Shares may also experience dilution of their shareholding to the extent that we issue any Equity Shares pursuant to exercise of any options granted under our employee stock option schemes.

55. ***An inability to comply with repayment and other covenants in the financing agreements or otherwise meet our debt servicing obligations could adversely affect our business, financial condition, cash flows and credit rating.***

Apart from the loans availed by the Company, certain subsidiaries have entered into agreements in relation to financing arrangements with certain banks for working capital facilities, term loans and bank guarantees for which our Company has been the parent guarantor. As of August 31, 2024, we had total borrowings and lease liabilities of ₹ 1,730.45 million comprising of non-current borrowings and lease liabilities of ₹ 255.67 million and current borrowings and lease liabilities of ₹1,474.78 million. The agreements with respect to our borrowings contain restrictive covenants, including, but not limited to, requirements that we obtain consent from the lenders prior to undertaking certain matters including, among others, effecting a merger, amalgamation or scheme of arrangement, change in capital structure of our Company subject to the threshold prescribed for the shareholding of certain shareholders of our Company and effecting change in the constitutional documents or management of the Company, making any investment whether by way of deposits, loans or investments in share capital or otherwise, in any concern, undertaking any new business or operations or project or diversification, modernization or substantial expansion of existing businesses or operations or of any project during the currency of the facilities, any change in the directors, beneficial owners, management or managerial remuneration of the borrower, any change in ownership/ control of the borrower, making any investment (excluding fixed deposits, mutual funds or similar nature investments) beyond a stipulated limit in a particular financial year, entering into any management contract or similar arrangement whereby its business or operations are managed by any other person, amending provisions of major constitutive documents or change in constitution, any acquisition or investment in a company by our Subsidiaries or our Company, except where such acquisition or investment is made in the ordinary course of trading, dilution in the shareholding of promoters in our Company, availing any further loan or facility and/ or undertaking any guarantee obligations on behalf of any third party. For details, see "*Financial Indebtedness*" beginning on page 460.

As on August 31, 2024, our total secured borrowings and lease liabilities amounted to ₹ 1,646.62 million, comprising of 95.16% of our total borrowings under current and non-current liabilities. Under the terms of our secured borrowings, we are required to create a charge by way of hypothecation on the entire current assets of our Company, together with cash in hand, bank accounts and receivables, and, in our term loans, fixed assets. As these assets are hypothecated in favour of lenders, our rights in respect of transferring or disposing of these assets are restricted. There can be no assurance that we will be able to comply with the financial or other covenants prescribed under the documentation for our financing arrangements or that we will be able to obtain consents necessary to take the actions that may be required to operate and grow our business. Further, if we fail to service our debt obligations, the lenders have the right to enforce the security created in respect of our secured borrowings. If the lenders choose to enforce security and dispose our assets to recover the amounts due from us, our business, results of operations and financial condition may be adversely affected.

Any failure to comply with the conditions and covenants in our financing agreements, the creation of additional encumbrances that are not waived by our lenders or guarantors or otherwise cured, the occurrence of a material adverse event that could lead to an event of default and consequent termination of our credit facilities, or a demand for repayment of our unsecured borrowings that may be recalled at any time could adversely affect our business, results of operations, financial condition and cash flows. One of the lender consents we have received is conditional upon receiving similar consents from the other lenders which are required in relation to the Offer.

In the five-month period ended August 31, 2024 and during Fiscal 2024, Fiscal 2023 and Fiscal 2022, our Company, our subsidiaries and our joint ventures have not defaulted in the payment of any borrowings. In Fiscal 2011, Rochem Green Energy Private Limited was the erstwhile subsidiary of our Company had availed term loans for implementing a waste to energy project. The project ran into technical difficulties due to waste quality and could not meet its debt service obligations. Rochem Green Energy Private Limited entered into a one-time settlement of such loans with its lenders in 2017. As of September 30, 2024, there are no amounts outstanding in respect of the one-time settlements entered into. In addition, Rochem Services Limited (*earlier Concord Blue Technologies Private Limited*), a subsidiary of our Company restructured its loans with lenders in Fiscal 2018 as it was facing difficulties servicing such loan obligations. Both of these loan facilities have been closed, and as of September 30, 2024, no outstanding amounts are owed under this facility.

As a result of the aforementioned one-time settlement dated September 29, 2017, Rochem Green Energy Private Limited and our Promoters were categorised as defaulters in the CIBIL database. While the same lender(s) have subsequently issued a letter dated October 16, 2024, confirming that: (i) Rochem Green Energy Private Limited and our Promoters, are not wilful defaulters; and (ii) and they have also currently extended credit facilities to Rochem Separation Systems (India) Private Limited, where both our Promoters are also the promoters/directors of Rochem Separation Systems (India) Private Limited, there can be no assurance that the inclusion of the names of our Promoters in the CIBIL database will not hamper the ability of our Company or its subsidiaries to raise further debt that could materially and adversely impact our liquidity position.

56. ***Our Subsidiaries and Joint Ventures 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 Joint Ventures.***

Our Subsidiaries and Joint Ventures 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, charter provisions and the terms of their financing arrangements. We cannot assure you that our Subsidiaries and Joint Ventures will generate sufficient profits and cash flows, or otherwise be able to pay dividends to us in the future.

57. ***Our employees may engage in misconduct or other improper activities, including noncompliance with regulatory standards and requirements, which may result in our Company facing penalties and fines.***

We are exposed to the risk of employee fraud or other misconduct. Misconduct by employees could include intentional failures to comply with any regulations applicable to us, to provide accurate information to regulatory authorities, to comply with manufacturing standards we have established, or to report financial information or data accurately or disclose unauthorized activities to us. In particular, sales, marketing and business arrangements in our industry are subject to laws and regulations intended to prevent fraud, misconduct, kickbacks, self-dealing and other abusive practices. These laws and regulations may restrict or prohibit a wide range of pricing, discounting, marketing and promotion, sales commission, customer incentive programs and other business arrangements. While we have not faced such instances of such misconduct or improper activities by our employees in the five-month period ended August 31, 2024 and during Fiscal 2024, Fiscal 2023 or Fiscal 2022, there can be no assurance that we will be able to identify and deter such misconduct, and the precautions we take to detect and prevent this activity may not be effective in controlling unknown or unmanaged risk. If our employees engage in any such misconduct, we could face criminal penalties, fines, revocation of regulatory approvals and harm to our reputation, any of which could form a material adverse effect on our business.

58. ***Some of our Directors and Promoters may have interest in entities, which are in businesses similar to ours and this may result in conflict of interest with us.***

As on the date of this Red Herring Prospectus, some of our Directors and Promoters namely, Prayas Goel, Prerak Goel, Prakash D. Shah and Kamal Sandeep Shanbhag have interests in entities that are engaged in businesses similar to ours.

Prayas Goel and Prerak Goel, our Promoters and Directors, are also directors on the board of our Subsidiaries/ Group Companies/ entities forming part of the Promoter Group namely Rochem Separation Systems (India) Private Limited, Rochem Green Energy Private Limited, Rochem (India) Private Limited, Rochem Services Private Limited (*formerly known as "Concord Blue Technology Private Limited"*), Rochem Technical Services Private Limited *(formerly known as "Rochem Manpower Services (India) Private Limited"*), and Reva Enviro Systems Private Limited.

Kamal Sandeep Shanbhag, Independent Director on our Board, is also a director on the board of our Subsidiaries/ entities forming part of the Promoter Group namely Rochem Separation Systems (India) Private Limited, Concord Enviro FZE, and Blue Water Trading and Treatment FZE. Further, Prakash D. Shah, Independent Director on our Board, is also a director on the board of Vinyl Chemicals (India) Limited. These entities are in similar lines of business to our Company, and there can be no assurance that conflicts of interest will not occur between our business and the businesses of such entities, which could have an adverse effect on our business and prospects. For further details, see "*Our Promoters and Promoter Group*" on page 323.

While there is presently no conflict, there is no assurance that our Directors will not provide competitive services or otherwise compete in business lines in which we are already present or will enter into in future. Such factors may have an adverse effect on our revenue from sales, results of our operations and financial condition.

59. ***If we are unable to establish and maintain an effective internal controls and compliance system, our business and reputation could be adversely affected.***

We are responsible for establishing and maintaining adequate internal measures commensurate with the size and complexity of operations. Our internal audit functions make an evaluation of the adequacy and effectiveness of internal systems on an ongoing basis so that our operations adhere to our policies, compliance requirements and internal guidelines. We periodically test and update our internal processes and systems and there have been no past material instances of failure to maintain effective internal controls compliance systems in the five-month period ended August 31, 2024 and during Fiscal 2024, Fiscal 2023 or Fiscal 2022. However, we are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to ensure effective internal checks and balances in all circumstances.

We take reasonable steps to maintain appropriate procedures for compliance and disclosure and to maintain effective internal controls over our financial reporting so that we produce reliable financial reports and prevent financial fraud. As risks evolve and develop, internal controls must be reviewed on an ongoing basis. Maintaining such internal controls requires human diligence and compliance and is therefore subject to lapses in judgment and failures that result from human error.

Further, our operations are subject to anti-corruption laws and regulations. These laws generally prohibit us and our employees and intermediaries from bribing, being bribed or making other prohibited payments to government officials or other persons to obtain or retain business or gain some other business advantage. We participate in collaborations and relationships with third parties whose actions could potentially subject us to liability under these laws or other local anti-corruption laws. While our code of conduct requires our employees and intermediaries to comply with all applicable laws, and we continue to enhance our policies and procedures in an effort to ensure compliance with applicable anti-corruption laws and regulations, these measures may not prevent the breach of such anti-corruption laws, as there are risks of such breaches in emerging markets, such as India. If we are not in compliance with applicable anti-corruption laws, we may be subject to criminal and civil penalties, disgorgement and other sanctions and remedial measures, and legal expenses, which could have an adverse impact on our business, results of operations and financial condition. Likewise, any investigation of any potential violations of anti-corruption laws by the relevant authorities could also have an adverse impact on our business and reputation.

60. ***Our Promoters, certain of our Directors and Key Managerial Personnel may have interests other than reimbursement of expenses incurred and normal remuneration or benefits in our Company.***

Our Promoters, certain of our Directors and Key Managerial Personnel, while managing the day to day operations, may be interested in our Company, in addition to regular remuneration or sitting fees payable, if any, to them for attending meetings of our Board and committees thereof, or benefits and reimbursement of expenses, to the extent of the Equity Shares held by them or their relatives, if any, in our Company, and any dividends, bonuses or other distributions on such Equity Shares. Further, certain of our Directors or their relatives are also shareholders or directors on the board of certain Subsidiaries, Joint Ventures and entities who are forming part of our Promoter Group, and may be deemed to be interested to the extent of the payments made by our Company to such Subsidiaries, Joint Ventures and entities who are forming part of our Promoter Group, and the shareholding of such Subsidiaries, Joint Ventures and entities who are forming part of our Promoter Group, if any and dividends declared thereon.

Further, the registered office located at 101, HDIL Towers, Anant Kanekar Marg, Bandra (East), Mumbai, Maharashtra-400 051, is leased to Reva Enviro Systems Private Limited, Rochem Separation Systems (India) Private Limited and Rochem Services Private Limited, by our Group Company, Concord Shipping Private Limited and our Promoters, being the promoters of Concord Shipping Private Limited, are deemed to be interested to that extent. For further details, please see "Summary of Offer Document - Summary of Related Party Transactions" on page 22.

For further details, other than reimbursement of expenses incurred or normal remuneration or benefits, see "*Our Management – Interest of Directors*" and "*Our Management – Interest of Key Managerial Personnel and Senior Managerial Personnel*" on page 310 and 321. While our Promoters, Directors and Key Managerial Personnel believe that they act in the benefit and best interest of the Company, there can be no assurance of continuing the same.

61. *After the completion of the Offer, our Promoter will continue to collectively hold substantial shareholding in our Company.*

Currently, our Promoters own an aggregate of 45.56% of our outstanding Equity Shares. Following the completion of the Offer, certain Promoter Shareholders will continue to hold substantial shareholding in our Company which will allow them to exercise significant control over the outcome of the matters submitted to our shareholders for approval. For details of their shareholding pre- and post- Offer, see "*Capital Structure*" on page 115. This concentration of ownership may delay, defer or even prevent a change in control of our Company and may make some transactions more difficult without the support of these shareholders. In addition, these Shareholders have the ability to exercise influence over our business, and may cause us take actions that are not in, or may conflict with, our or our other shareholder's best interests, including matters relating to our management and policies and the election of our directors and senior management, the approval of lending and investment policies, revenue budgets, capital expenditure, dividend policy, strategic acquisitions and fund raising activities. The interests of our significant shareholders could conflict with our interests or the interests of our other shareholders. Any such conflict may adversely affect our ability to execute our business strategy or to operate our business.

Further, pursuant to the shareholders' agreement dated August 7, 2015, as amended by an amendment agreement to the shareholders' agreement dated October 3, 2015 (collectively the "**SHA**"), subscription cum addendum agreement dated March 21, 2016 ("**First Amendment**"), a second subscription cum addendum agreement dated October 26, 2017 ("**Second Amendment**") and a third addendum agreement dated April 20, 2021 ("**Third Amendment**"), and restated and amended agreement dated August 23, 2024 ("**2024 Amendment**") and Articles of Association and upon receipt of approval by the shareholders of our Company by way of a special resolution in the first general meeting after listing, the Promoters and AF Holdings shall have the right to nominate a director on the Board as per the following thresholds

Shareholding of each of the AF Holdings or Promoters (on an aggregate), as applicable, as a percentage of the total paid-up share capital of our Company on a fully diluted basis	Number of directors to be nominated by AF Holdings	Number of directors to be appointed by the Promoters
Above or equal to 10% (ten per cent)	Two	Three
Less than 10% (ten per cent) but more than 5% (five per cent)	One	One

Further, pursuant to the 2024 Amendment, upon the complete exit of AF Holdings from the Company, if the internal rate of return earned by AF Holdings, exceeds 25% of their initial investment amount after deduction of all costs and expenses, then AF Holdings would be required to pay to our Promoters, Prayas Goel and Prerak Goel, 30% of the net capital gains earned by them, subject to receipt of requisite approvals, including from the Board and shareholders' of the Company, as required under Regulation 26 (6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, post listing of the Equity Shares pursuant to the Offer. For details, see "*History and Certain Corporate Matters – Details of shareholders' Agreements*" on page 283.

62. *We cannot assure payment of dividends on the Equity Shares in the future.*

We have a formal dividend distribution policy, but have not declared dividends on our Equity Shares during the last three Fiscal Years. Our ability to pay dividends in the future will depend upon our dividend policy, future results of operations, financial condition, cash flows, working capital requirements and capital expenditure requirements and other factors considered relevant by our directors and shareholders. Our ability to pay dividends may also be restricted under certain financing arrangements that we may enter into. We may also decide to retain all of our earnings to finance the development and expansion of our business and, therefore, may not declare dividends on our Equity Shares. We cannot assure you that we will be able to pay dividends on the Equity Shares at any point in the future. For details pertaining to dividend declared by us in the past, see "*Dividend Policy*" on page 326.

63. *We track certain operational metrics and non-generally accepted accounting principles, measures with internal systems and tools and do not independently verify such metrics. Certain of our operational metrics are subject to*

inherent challenges in measurement and any real or perceived inaccuracies in such metrics may adversely affect our business and reputation.

Certain of our operational metrics, including non-GAAP metrics, such as EBITDA, EBITDA Margin Property, plant and equipment turnover ratio, Total Borrowings, Net Debt, Debt-Equity Ratio, Net Debt / EBITDA Ratio, Return on Equity (RoE), Profit before taxes, Profit after taxes, PAT Margin, Capital Employed, Return on Capital Employed (RoCE), Net Worth, Return on Net Worth, Trade receivable Turnover Ratio, Trade payable Turnover Ratio, Gross Profit and Gross Profit Margin are prepared with internal systems and tools that are not independently verified by any third party and which may differ from estimates or similar metrics published by third parties due to differences in sources, methodologies, or the assumptions on which we rely. For further details, see "*Certain Conventions, Use of Financial Information and Market Data and Currency of Presentations – Non-GAAP Financial Measures*" beginning on page 15. Our internal systems and tools have a number of limitations and our methodologies for tracking these metrics may change over time, which could result in unexpected changes to our metrics, including the metrics we publicly disclose. If the internal systems and tools we use to track these metrics under count or over count performance or contain algorithmic or other technical errors, the data we report may not be accurate. While these numbers are based on what we believe to be reasonable estimates of our metrics for the applicable period of measurement, there are inherent challenges in measuring how our platform is used across large populations. Limitations or errors with respect to how we measure data or with respect to the data that we measure may affect our understanding of certain details of our business, which could affect our long-term strategies. If our operating metrics are not accurate representations of our business, if investors do not perceive our operating metrics to be accurate or if we discover material inaccuracies with respect to these figures, we expect that our business, reputation, financial condition, and results of operations would be adversely affected.

64. ***Certain sections of this Red Herring Prospectus contain information from the 1Lattice Report which we commissioned and purchased and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.***

Certain sections of this Red Herring Prospectus include information based on, or derived from, the 1Lattice Report or extracts of the 1Lattice Report prepared by 1Lattice, which is not related to our Company, Directors or Promoters. We commissioned and paid for this report for the purpose of confirming our understanding of the industry in connection with the Offer. All such information in this Red Herring Prospectus indicates the 1Lattice Report as its source. Accordingly, any information in this Red Herring Prospectus derived from, or based on, the 1Lattice Report should be read taking into consideration the foregoing.

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. Further, the 1Lattice Report is not a recommendation to invest / disinvest in any company covered in the 1Lattice Report. Accordingly, prospective investors should not place undue reliance on, or base their investment decision solely on this information.

In view of the foregoing, you may not be able to seek legal recourse for any losses resulting from undertaking any investment in the Offer pursuant to reliance on the information in this Red Herring Prospectus based on, or derived from, the 1Lattice Report. You should consult your own advisors and undertake an independent assessment of information in this Red Herring Prospectus based on, or derived from, the 1Lattice Report before making any investment decision regarding the Offer. See "*Industry Overview*" on page *180*. For the disclaimers associated with the 1Lattice Report, see "*Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Industry and Market Data*" on page 15.

External Risks:

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

The economy and securities markets in India are influenced by economic developments and volatility in securities markets in other nations across the globe. Investors' responses to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. Negative developments in the economy, such as increase in trade deficits, or a default on national debt, in other emerging countries may also affect investor confidence and cause increase in volatility in Indian securities markets and affect the Indian economy in general. Any financial instability across the globe may also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India and may adversely affect our business, financial performance and the price of our Equity Shares.

Any other global economic developments or the probability of their occurrence may continue to have an adverse effect on global economic conditions and the stability of financial markets across the globe and may significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. Any of these factors could decrease economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition and results of operations and reduce the price of our equity shares. Any financial disruption could have an adverse effect on our business, cash flows, future financial performance, shareholders' equity and the price of our Equity Shares.

66. ***Our business, results of operations and financial condition may be affected by global economic conditions, especially in the U.A.E. where we have a manufacturing facility, and the geographies to which we cater.***

Our business depends substantially on global economic conditions. Our international customers are located and primarily operating in Asia, the Middle East, Africa and Europe and some of our customers may be adversely impacted by the economic downturn in their national or regional economies, disruption in their banking and financial systems, economic weakness, unfavourable government policies, rising inflation, lowering of spending power and customer confidence, and political uncertainty. In addition, we have a manufacturing facility in Sharjah, U.A.E. which could also be adversely affected by such factors.

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 Asia, U.S. 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. 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, results of operations and financial condition.

The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections in recent years. Financial markets and the supply of credit could continue to be negatively impacted by ongoing concerns surrounding the sovereign debts and/or fiscal deficits of several countries in Europe, the possibility of further downgrades of, or defaults on, sovereign debt, concerns about a slowdown in growth in certain economies and uncertainties regarding the stability and overall standing of the European Monetary Union.

A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in the Indian financial markets and indirectly in the Indian economy in general. Any worldwide financial instability could influence the Indian economy. In response to such developments, legislators and financial regulators in the United States, Europe and other jurisdictions, including India, have implemented several policy measures designed to add stability to the financial markets. In addition, any increase in interest rates by the United States Federal Reserve will lead to an increase in the borrowing costs in the United States which may in turn impact global borrowing as well. Furthermore, in several parts of the world, there are signs of increasing retreat from globalization of goods, services and people, as pressure for the introduction of a protectionist regime is building and such developments could adversely affect Indian exports. 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 adverse conditions in the global credit markets continue or if there is any significant financial disruption, this could have an adverse effect on our business, results of operations and financial condition.

In February 2022, hostilities between Russia and the Ukraine commenced, which has led stock, commodities and foreign exchange markets worldwide to fluctuate. In addition, the market price of oil has risen sharply since the commencement of hostilities in the Ukraine, which may have an inflationary effect in India and other countries. A prolonged war or a protracted period of hostilities in the Ukraine may lead to global economic disturbances.

If we are unable to successfully anticipate and respond to changing economic and market conditions, our business, results of operations and financial condition and prospects may be adversely affected.

67. ***Changing laws, rules and regulations in India and the U.A.E. could lead to new compliance requirements that are uncertain.***

The regulatory and policy environment in which we operate is evolving and is subject to change. The GoI and the U.A.E where our Sharjah manufacturing facility and our Assembly Unit are located, may implement new laws or other regulations and policies that could affect our business in general, which could lead to new compliance requirements, including requiring us to obtain approvals and licenses from the GoI, Government of the U.A.E. and other regulatory bodies, or impose onerous requirements.

For instance, the GoI has recently introduced (a) the Code on Wages, 2019; (b) the Code on Social Security, 2020; (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020 which consolidate, subsume and replace numerous existing central labour legislations. While the rules for implementation under these codes have not been notified, we are yet to determine the impact of all or some such laws on our business and operations which may restrict our ability to grow our business in the future and increase our expenses. In the absence of any precedents on the subject, the application of these provisions is uncertain and may or may not have an adverse tax impact on us.

Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future.

68. ***A slowdown in our exports due to tariffs and trade barriers and international sanctions could adversely affect our business, financial condition and results of operations.***

A significant portion of our revenue is derived from our international business. From time to time, tariffs, quotas and other tariff and non-tariff trade barriers may be imposed on our products in jurisdictions in which we operate or seek to sell our products. There can be no assurance that the countries or regions (like the European Community) where we seek to sell our products will not impose trade restrictions on us in future. We may also be prohibited from exporting to certain restricted countries that may be added to a sanctions list maintained by the Government of India or other foreign governments, such as the Specially Designated Nationals and Blocked Persons list maintained by the Office of Foreign Assets Control of the US Department of Treasury in the United States. In February 2022, hostilities between Russia and the Ukraine commenced, which has led to the imposition of sanctions of various Russian interests (and in some cases Belarus) by the European Union, Australia, Canada, Japan, New Zealand, Switzerland, South Korea, the United Kingdom and the United States. Any such imposition of trade barriers or international sanctions may have an adverse effect on our business, financial condition and results of operations.

69. ***Natural calamities, climate change and health epidemics and pandemics in India or the U.A.E. could adversely affect our business, financial condition, and results of operations. In addition, hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect our business, results of operations and financial condition.***

India has experienced natural calamities, such as earthquakes and floods in recent years and natural calamities are also possible in the U.A.E. where our Sharjah manufacturing facility and our Assembly Unit is located. Natural calamities could have an adverse impact on the Indian or U.A.E. economy which, in turn, could adversely affect our business, and may damage or destroy our manufacturing and R&D facilities or other assets which are concentrated in one location. Any of these natural calamities could adversely affect our business, results of operations and financial condition.

A number of countries in Asia, including India and the U.A.E., as well as countries in other parts of the world, are susceptible to contagious diseases and, for example, have had confirmed cases of the highly pathogenic H7N9, H5N1 and H1N1 strains of influenza in birds and swine. In addition, the COVID-19 pandemic, has caused a worldwide health crisis and economic downturn. Any future outbreak of health epidemics may restrict the level of business activity in affected areas, which may, in turn, adversely affect our business.

Our operations including our manufacturing facilities in India or the U.A.E. may be damaged or disrupted as a result of natural calamities. Such events may lead to the disruption of information systems and telecommunication services for sustained periods. They also may make it difficult or impossible for employees to reach our business locations. Damage or destruction that interrupts our provision of services could adversely affect our reputation, our relationships with our customers, our senior management team's ability to administer and supervise our business or it may cause us to incur substantial additional expenditure to repair or replace damaged equipment or rebuild parts of our facilities. Any of the above factors may adversely affect our business, results of operations and financial condition.

India has from time-to-time experienced instances of social, religious and civil unrest and hostilities between neighbouring countries. The U.A.E. has also experienced attacks on its shipping and other infrastructure from neighbouring countries and terrorist groups. In case there are mass protests leading to civil unrest, such incidents could impact both our operations and adversely affect our business, results of operations and financial condition. Present relations between India and Pakistan continue to be fragile on the issues of terrorism, armaments and Kashmir. Further, there have been continuing border disputes between India and China Military activity or terrorist attacks in the future could influence the Indian or the U.A.E. economies by disrupting communications and making travel more difficult. Such political tensions also could create a greater perception that investments in Indian companies involve higher degrees of risk. Events of this nature in the future, as well as social and civil unrest within other countries in Asia and the Middle East, could influence the Indian economy and could have a material adverse effect on the market for securities of Indian companies.

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

India has experienced high inflation in the recent past. Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. Increased inflation may lead to an increase in interest rates and increased costs of logistics, wages, raw materials and other expenditure incurred in our business operations. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our customers, whether entirely or in part, and may adversely affect our business and financial condition. We may be unable to reduce our costs or entirely offset any increases in costs with increases in prices for our products, wherein, our business, results of operations, cash flows and financial condition may be adversely affected. Further, the Government has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that inflation levels in India will not worsen in the future.

71. *Significant differences exist between Ind-AS and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the Restated Consolidated Financial Information prepared and presented in accordance with Ind-AS contained in this Red Herring Prospectus.*

Our financial statements, including the financial statements provided in this Red Herring Prospectus, are prepared in accordance with Ind AS. We have not attempted to quantify the impact of IFRS and U.S. GAAP or any other system of accounting principles on the financial data included in this Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of IFRS, U.S. GAAP or any other accounting principles. IFRS and U.S. GAAP differ in significant respects from Ind AS. Accordingly, the degree to which the Ind AS financial statements included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Ind AS. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited.

While we have built robust information technology, governance frameworks and operational management systems to manage our business operations and to support our future growth at both the store and corporate level, the increasing business complexity of our operations may place additional requirements on our systems, controls, procedures and management and, as a result, may strain our ability to manage our future growth. Many of our control systems are dependent on third-party software and technology. Our third-party software may be subject to damage, software errors, computer viruses, security breaches and the delayed or failed implementation of new updates. Damage or interruption to our third-party and other control systems may require a significant investment to fix or replace them, and we may suffer interruptions in our operations as a result.

72. *The U.A.E. and Indian tax regimes are currently undergoing substantial changes which could adversely affect our business and the trading price of the Equity Shares.*

Our business, results of operations and financial condition could be adversely affected by any change in the extensive central and state tax regime in India and the U.A.E. federal or local Sharjah tax regimes, in each case as applicable to us and our business.

The Ministry of Finance’s (“**MOF**”) of the U.A.E. has introduced a federal corporate income tax (“**CIT**”) effective for financial years starting on or after June 1, 2023. CIT will be payable on the profits of UAE businesses as reported in their financial statements prepared in accordance with internationally acceptable accounting standards. It also appears that it will not affect businesses operated in free trade zones such as ours. We are uncertain at this time on the effect of the CIT on our operations. However, any CIT payable by our subsidiaries in the U.A.E. may have an adverse impact on our business, results of operations and financial condition.

Tax and other levies imposed by Indian central and state governments that affect our tax liability, include central and state taxes and other levies, income tax, turnover tax, goods and service tax, stamp duty and other special taxes and surcharges, which are introduced on a temporary or permanent basis from time to time. This extensive central and state tax regime is subject to change from time to time. The final determination of our tax liability involves the interpretation of local tax laws and related regulations in each jurisdiction, as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned and expenditures incurred.

With the implementation of Good & Services Tax ("**GST**"), we are obligated to pass on any benefits accruing to us as result of the transition to GST to the consumer thereby limiting our benefits. In order for us to utilise input credit under GST, the entire value chain has to be GST compliant, including us. While we are and will continue to adhere to the GST rules and regulations, there can be no assurance that our suppliers and dealers will do so. Any such failure may result in increased cost on account of non-compliance with the GST and may adversely affect our business and results of operations. Any dividend distributed by a domestic company is subject to dividend distribution tax ("**DDT**") in the hands of the investor at the applicable rate. Additionally, the Company is required to withhold tax on such dividends distributed at the applicable rate.

Further, the GoI announced the union budget for Fiscal 2025, pursuant to which the Finance Act, 2024 ("**Finance Act, 2024**"), has introduced various amendments to taxation laws in India. There is no certainty on the impact of the Finance Act, 2024 and any amendments made to it in the future, may have on our business operations or the industry in which we operate. Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. Further it may also impact the viability of our current businesses or restrict our ability to grow our businesses in the future. We may incur increase in expenses relating to compliance with such new requirements which may require support from our management and other resources and failure to comply may adversely affect our business and results of operations. Uncertainty in the applicability, interpretation or implementation of any amendment to or change in governing laws, regulations or policies, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming and costly of us to resolve and may affect our ability to grow our business in the future.

73. ***Any adverse change in India's sovereign credit rating by international rating agencies could adversely affect our business, results of operations, financial condition and cash flows.***

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. Any downfall in the credit ratings for India and other jurisdictions we operate in, by international rating agencies may adversely impact our ability to raise additional finances. This may have an adverse effect on our ability to fund our growth on favourable terms and adversely affect our business operations, financial performance and the price of the Equity Shares.

74. ***Foreign investors are subject to foreign investment restrictions under Indian laws which limit our ability to attract foreign investors, which may adversely impact the market price of our Equity Shares.***

Foreign ownership of Indian securities is subject to Government regulation. Under the consolidated foreign direct investment policy (effective from October 15, 2020) ("**FDI Policy**"), the Government of India has prescribed specific requirements and conditionalities with respect to the level of foreign investment permitted in certain business sectors both without prior regulatory approval (the "**Automatic Route**") and with prior regulatory approval (the "**Approval Route**"). Our Company is involved in brand retail sector which falls under the Approval Route. This may restrict our ability to raise capital in the future or in the ability of foreign investors to purchase Equity Shares of our Company.

Under foreign exchange regulations currently in force in India, transfer 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 a prior regulatory approval will be required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Rules, all investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of the Equity Shares is situated in or is a citizen of any such country, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA Non-debt Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/purview, such subsequent change in the beneficial ownership will also require approval of the Government of India.

We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any terms or at all. For further details, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 521.

75. *The Offer Price, market capitalization to total revenue multiple and price to earnings ratio based on the Offer Price of our Company, may not be indicative of the market price of the Equity Shares on listing.*

Set forth below are details regarding our revenue from operations and restated profit after tax in the corresponding year:

(in ₹ million, except percentages)

Particulars	Five-month period ended August 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
	(₹ million)			
Revenue from operations	2,061.71	4,968.59	3,432.19	3,293.66
Restated net profit	5.16	414.39	54.87	164.77

Our market capitalization (based on the upper end of the Price Band) to revenue (Fiscal 2024) multiple is [●] times, our price to earnings ratio (based on Fiscal 2024 net profit) is [●] at the upper end of the Price Band and our enterprise value to EBITDA ratio (based on Fiscal 2024 EBITDA) is [●]. The Offer Price of the Equity Shares is proposed to be determined on the basis of assessment of market demand for the Equity Shares offered through a book-building process, and certain quantitative and qualitative factors as set out in the section titled "*Basis for Offer Price*" on page 150, and the Offer Price, multiples and ratios may not be indicative of the market price of the Equity Shares on listing or thereafter.

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.

Investors are advised to make an informed decision while investing in our Company taking into consideration the price per share that will be published in price advertisement, the revenue generated per share in the past and the market capitalization of our company viz-a-viz the revenue generated per share.

The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India and international markets, regulatory amendments, strategic alliances, volatility in the securities markets in India and other jurisdictions, 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.

76. *Pursuant to listing of the Equity Shares, we may be subject to pre-emptive surveillance measures like Additional Surveillance Measure ("ASM") and Graded Surveillance Measures ("GSM") by the Stock Exchanges in order to enhance market integrity and safeguard the interest of investors.*

SEBI and the Stock Exchanges have introduced various pre-emptive surveillance measures in order to enhance market integrity and safeguard the interests of investors, including ASM and GSM. ASM and GSM are imposed on securities of companies based on various objective criteria such as significant variations in price and volume, concentration of certain client accounts as a percentage of combined trading volume, average delivery, securities which witness abnormal price rise not commensurate with financial health and fundamentals such as earnings, book value, fixed assets, net worth, price / earnings multiple, market capitalization etc.

Upon listing, the trading of our Equity Shares would be subject to differing market conditions as well as other factors which may result in high volatility in price, low trading volumes, and a large concentration of client accounts as a percentage of combined trading volume of our Equity Shares. The occurrence of any of the abovementioned factors or other circumstances may trigger any of the parameters prescribed by SEBI and the Stock Exchanges for placing our securities under the GSM and/or ASM framework or any other surveillance measures, which could result in significant restrictions on trading of our Equity Shares being imposed by SEBI and the Stock Exchanges. These restrictions may include requiring higher margin requirements, requirement of settlement on a trade for trade basis without netting off, limiting trading frequency, reduction of applicable price band, requirement of settlement on gross basis or freezing of price on upper side of trading, as well as mentioning of our Equity Shares on the surveillance dashboards of the Stock Exchanges. The imposition of these restrictions and curbs on trading may have an adverse effect on market price, trading and liquidity of our Equity Shares and on the reputation and conditions of our Company.

77. ***Our 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. Further, the Offer Price may not be indicative of the market price of the Equity Shares after the Offer.***

Prior to the Offer, there has been no public market for the Equity Shares, and after the Offer, an active trading market for the Equity Shares may not develop. Listing and trading 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 will 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, actual or anticipated fluctuations in our operating results, the public's reaction to our press releases, other public announcements and filings with the regulator, changes in senior managerial personnel or key managerial personnel, changes in our shareholder base, changes in accounting standards, policies, guidance, interpretations or principles and changes in economic, legal and other regulatory factors.

Consequently, the price of our Equity Shares may be volatile, and you may be unable to resell your Equity Shares at or above the Offer Price, or at all. There has been significant volatility in the Indian stock markets in the recent past, and our Equity Share price could fluctuate significantly because of market volatility. A decrease in the market price of our Equity Shares could cause investors to lose some or all their investment.

The Offer Price of the Equity Shares is proposed to be determined by the Company in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares offered through a book-building process, and certain quantitative and qualitative factors, including as set out in the section titled "*Basis for Offer Price*" on page 150 and the Offer Price, multiples and ratios may not be indicative of the market price of the Company on listing or thereafter. The relevant financial parameters based on which the Price Band would be determined, shall be disclosed in the advertisement that would be issued for publication of the Price Band.

The market price of the Equity Shares of our Company may fluctuate as a result of various factors, few of which are mentioned below, some of which are beyond our control:

(a) quarterly variations in our results of operations;

(b) results of operations that vary from the expectations of securities analysts and investors;

(c) results of operations that vary from those of our competitors;

(d) changes in expectations as to our future financial performance, including financial estimates by research analysts and investors;

(e) a change in research analysts' recommendations;

(f) announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations or capital commitments;

(g) announcements by third parties or governmental entities of significant claims or proceedings against us;

(h) new laws and governmental regulations applicable to our industry;

(i) additions or departures of key management personnel;

(j) changes in exchange rates;

(k) fluctuations in stock market prices and volume; and

(l) general economic and stock market conditions.

Any changes in relation to any of the factors listed above could adversely affect the price of the Equity Shares of our Company.

78. ***Currency exchange rate fluctuations may affect the value of the Equity Shares.***

Upon listing of our Equity Shares, they will be quoted in Indian Rupees on the Stock Exchanges. Any dividends with respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse development in currency exchange rates during the time taken for such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency 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 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 returns on our Equity Shares, independent of our operating results.

79. ***The determination of the Price Band is based on various factors and assumptions and the Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Offer. Further, the current market price of some securities listed pursuant to certain previous issues managed by the Book Running Lead Managers is below their respective issue prices.***

The determination of the Price Band is based on various factors and assumptions, and will be determined by our Company and the Selling Shareholders in consultation with the Book Running Lead Managers. Furthermore, the Offer Price of the Equity Shares will be determined by our Company and the Selling Shareholders in consultation with the Book Running Lead Managers through the Book Building Process. These will be based on numerous factors, including factors as described under "*Basis for Offer Price*" beginning on page 150 and may not be indicative of the market price for the Equity Shares after the Offer.

In addition to the above, the current market price of securities listed pursuant to certain previous initial public offerings managed by the Book Running Lead Managers is below their respective issue price. For further details, see "*Other Regulatory and Statutory Disclosures – Price information of past issues handled by the BRLMs*" commencing on page 477. The factors that could affect the market price of the Equity Shares include, among others, broad market trends, financial performance and results of our Company post-listing, and other factors beyond our control. We cannot assure you that an active market will develop or sustained trading will take place in the Equity Shares or provide any assurance regarding the price at which the Equity Shares will be traded after listing.

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

Under the present Indian tax regime, unless specifically exempted, capital gains arising from the sale of Equity Shares in an Indian company is generally taxable in India. A securities transaction tax ("**STT**") is levied on and collected by an Indian stock exchange on which equity shares are sold. Any gain realized on the sale of listed equity shares held for more than 12 months may be subject to long-term capital gains tax in India at the specified rates depending on certain factors, such as STT paid, the quantum of gains and any available treaty exemptions. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any gain realized on the sale of our Equity Shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. While non-residents may claim tax treaty benefits in relation to such capital gains income, generally, Indian tax treaties do not limit India's right to impose tax on capital gains arising from the sale of shares of an Indian company.

The GoI has notified the Finance Act, 2020 ("**Finance Act 2020**") which stipulates that the sale, transfer and issue of certain securities through exchanges, depositories or otherwise to be charged with stamp duty. The Finance Act 2020 also clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of certain securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of certain securities, other than debentures, on a delivery basis is currently specified under the Finance Act 2020 at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. These amendments have come into effect from July 1, 2020. Under the Finance Act 2020, any dividends paid by an Indian company will be subject to tax in the hands of the shareholders at applicable rates. Such taxes will be withheld by the Indian company paying dividends. Further, the Finance Act, 2020 removed the requirement for dividend distribution tax ("**DDT**"), with effect from April 1, 2021, to be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source pursuant to any corporate action including dividends. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning Equity Shares.

Further, the GoI has recently introduced various amendments to the Income Tax Act, vide the Finance Act, 2024. We have not fully determined the impact of these recent and proposed laws and regulations on our business, financial condition, future cash flows and results of operations. Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. Uncertainty in the applicability, interpretation, or implementation of any amendment to or change in governing laws, regulations or policies, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming and costly of us to resolve and may affect our ability to grow our business in the future.

81. ***QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid, and Retail Individual Investors are not permitted to withdraw their Bids after Bid/Offer Closing Date.***

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

82. ***There is no guarantee that our Equity Shares will be listed on the BSE and NSE in a timely manner or at all.***

In accordance with Indian law and practice, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Offer and until Allotment of Equity Shares pursuant to this Offer. In accordance with current regulations and circulars issued by SEBI, our Equity Shares are required to be listed on the BSE and NSE within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares.

83. ***Holders of Equity Shares could be restricted in their ability to exercise pre-emptive rights under Indian law and could thereby suffer future dilution of their ownership position.***

Under the Companies Act, a company having share capital and incorporated in India must offer holders of its Equity Shares pre-emptive rights to subscribe and pay for a proportionate number of Equity Shares to maintain their existing ownership percentages prior to the issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the Equity Shares who have voted on such resolution. However, if the laws of the jurisdiction that holders are in does not permit the exercise of such pre-emptive rights without us filing an offering document or registration statement with the applicable authority in such jurisdiction, the holders will be unable to exercise such pre-emptive rights unless we make such a filing. The Company may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to the holders. To the extent that the holders are unable to exercise pre-emptive rights granted in respect of the Equity Shares, they may suffer future dilution of your ownership position and their proportional interests in our Company would be reduced.

84. ***Any future issuance of Equity Shares or convertible securities or other equity linked securities by our Company may dilute holders' shareholding and sales of the Equity Shares by our major shareholders may adversely affect the trading price of the Equity Shares.***

Any future equity issuances by us, including a primary offering, may lead to the dilution of investors' shareholdings in us. Any disposal of Equity Shares by our major shareholders or the perception that such issuance or sales may occur, including to comply with the minimum public shareholding norms applicable to listed companies in India may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of the Equity Shares or incurring additional debt. There can be no assurance that we will not issue further Equity Shares or that the shareholders will not dispose of the Equity Shares. Any future issuances could also dilute the value of your investment in the Equity Shares. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of the Equity Shares.

85. *A third party could be prevented from acquiring control of our Company because of anti-takeover provisions under Indian law.*

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of your Equity Shares at a premium to the market price or would otherwise be beneficial to you. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in control of our Company. Under the SEBI Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to its stakeholders, it is possible that such a takeover would not be attempted.

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

Our Articles of Association, composition of our Board, Indian laws governing our corporate affairs, the validity of corporate procedures, directors' fiduciary duties, responsibilities and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive and widespread as shareholders' rights under the laws of other countries or jurisdictions.

SECTION III – INTRODUCTION

THE OFFER

The following table summarizes details of the Offer:

Offer of Equity Shares[(1)]	Up to [●] Equity Shares of face value ₹ 5 each, aggregating up to ₹ [●] million
***of which*:**	
Fresh Issue [(1)]	Up to [●] Equity Shares of face value ₹ 5 each, aggregating up to ₹ 1,750.00 million
Offer for Sale [(2)]	Up to 4,640,888 Equity Shares of face value ₹ 5 each, aggregating up to ₹ [●] million by the Selling Shareholders
The Offer^ comprises of:	
A) QIB Portion[(3)(4)]	Not more than [●] Equity Shares of face value ₹ 5 each, aggregating up to ₹ [●] million
***of which*:**	
(i) Anchor Investor Portion[(4)]	Up to [●] Equity Shares of face value ₹ 5 each, aggregating up to ₹ [●] million
of which	
Available for allocation to domestic Mutual Funds only	At least [●] Equity Shares of face value ₹ 5 each, aggregating up to ₹ [●] million
(ii) Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares of face value ₹ 5 each, aggregating up to ₹ [●] million
of which:	
(a) **Available for allocation to Mutual Funds only (5% of the Net QIB Portion)**	At least [●] Equity Shares, aggregating up to ₹ [●] million
(b) **Balance for all QIBs including Mutual Funds**	[●] Equity Shares of face value ₹ 5 each, aggregating up to ₹ [●] million
B) Non-Institutional Portion [(5) (6)]	Not less than [●] Equity Shares of face value ₹ 5 each of face value ₹ 5 each, aggregating up to ₹ [●] million
Of which	
(i) One-third of the Non-Institutional Portion available for allocation to Non-Institutional Bidders with a Bid Amount of more than ₹0.20 million to ₹ 1.00 million	[●] Equity Shares of face value ₹ 5 each
(ii) Two-third of the Non-Institutional Portion available for allocation to Non-Institutional Bidders with a Bid Amount of more than ₹1.00 million	[●] Equity Shares of face value ₹ 5 each
C) Retail Portion [(5)]	Not less than [●] Equity Shares of face value ₹ 5 each, aggregating up to ₹ [●] million
Pre and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as at the date of this Red Herring Prospectus)	18,199,800 Equity Shares of face value ₹ 5 each
Equity Shares outstanding post the Offer	[●] Equity Shares of face value ₹ 5 each
Use of Net Proceeds	See "*Objects of the Offer*" on page 127 for information on the use of proceeds arising from the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale.

(1) *The Offer has been authorized by a resolution of our Board dated August 26, 2024 and the Fresh Issue has been authorized by a special resolution of our Shareholders dated August 26, 2024. Further, our Board has taken on record the consents of the respective Selling Shareholders for participation in the Offer for Sale pursuant to its resolution dated August 26, 2024.*

(2) *The Equity Shares being offered by each of the Selling Shareholders, severally and not jointly, are eligible for being offered for sale as part of the Offer in terms of the Regulation 8 of the SEBI ICDR Regulations. Further, each of the Selling Shareholders, severally and not jointly, specifically confirms and undertakes that its portion of the Offered Shares has been held by such Selling Shareholder for a continuous period of at least one year prior to the filing of this Red Herring Prospectus. Each Selling Shareholder, severally and not jointly, has confirmed and authorised its respective participation in the Offer for Sale as set out below:*

Name of the Selling Shareholders	*Number of Offered Shares (up to)*	*Date of authorisation*	*Date of consent*	*Percentage of pre-Offer Equity Share capital held by the Selling Shareholders on a fully diluted basis*
AF Holdings	*4,186,368*	*July 30, 2024*	*December 12, 2024*	*39.07*
Prayas Goel	*150,600*	*Not Applicable*	*December 12, 2024*	*27.96*
Prerak Goel	*150,500*	*Not Applicable*	*December 12, 2024*	*17.60*

Name of the Selling Shareholders	Number of Offered Shares (up to)	Date of authorisation	Date of consent	Percentage of pre-Offer Equity Share capital held by the Selling Shareholders on a fully diluted basis
Pushpa Goel	*92,420*	*Not Applicable*	*December 12, 2024*	*9.14*
Nidhi Goel	*31,500*	*Not Applicable*	*December 12, 2024*	*3.11*
Namrata Goel	*29,500*	*Not Applicable*	*December 12, 2024*	*2.92*

(3) *Our Company in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than [●] Equity Shares, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see "Offer Procedure" on page 501. Allocation to all categories shall be made in accordance with the SEBI ICDR Regulations.*

(4) *Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill- over from any other category or combination of categories, as applicable, at the discretion of our Company and the Selling Shareholders, in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable law.*

(5) *Allocation to Bidders in all categories except the Anchor Investor Portion, Non-Institutional Portion and the Retail Portion shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price. The allocation to each RIB shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion, and the remaining available Equity Shares, if any, shall be allocated on a proportional basis. Allocation to Anchor Investors shall be on a discretionary basis. For further details, see "Offer Procedure" on page 501.*

(6) *The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one- third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹200,000 and up to ₹1,000,000, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹1,000,000 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub- category of Non-Institutional Bidders. The allotment to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non- Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis.*

Allocation to all categories, except the Anchor Investor Portion, Non- Institutional Portion and the Retail Portion, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price, as applicable. The allocation to each Retail Individual Bidder and Non-Institutional Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the Non-Institutional Portion, respectively, and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis in accordance with the SEBI ICDR Regulations.

For further details, including in relation to grounds for rejection of Bids, refer to "*Offer Structure* "and "*Offer Procedure*" on pages 498 and 501, respectively. For further details of the terms of the Offer, see "*Terms of the Offer*" on page 491.

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth the summary financial information derived from our Restated Consolidated Financial Information. The summary financial information presented below should be read in conjunction with "Financial Information" and "Management's Discussion and Analysis of Financial Position and Results of Operations" on pages 327 and 409, respectively.

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SUMMARY OF RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(*Amount in million, unless otherwise stated*)

Particulars	As at August 31, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
ASSETS				
Non-current assets				
Property, plant and equipment	586.57	614.70	680.58	736.47
Right of use assets	150.47	146.73	438.69	498.61
Intangible assets	274.06	275.69	272.98	259.12
Intangible assets under development	10.61	9.72	-	-
Capital work in progress	140.52	13.69	3.56	0.80
Financial assets				
i) Investments				
(a) Investments accounted for using equity method	593.56	582.45	551.14	211.04
(b) Other investments	18.82	17.39	9.17	7.44
(ii) Other financial assets	43.21	32.88	89.99	83.66
Deferred tax assets (net)	78.50	81.36	69.28	62.77
Current tax assets (net)	29.89	23.47	14.07	8.27
Other Non Current assets	79.65	110.55	66.82	228.56
(A)	**2,005.86**	**1,908.63**	**2,196.28**	**2,096.74**
Current assets				
Inventories	1,561.47	1,539.91	1,499.27	1,343.64
Financial assets				
i) Trade receivables	1,178.04	1,713.60	1,058.68	1,284.98
ii) Cash and cash equivalents	19.01	182.56	602.60	196.06
iii) Bank balances other than (ii) above	154.54	133.82	221.53	96.67
iv) Loans	3.28	3.49	2.84	11.59
v) Other financial assets	108.78	109.34	31.15	30.88
Contract Assets	751.61	224.66	11.10	68.59
Other current assets	618.32	460.74	298.75	239.84
(B)	**4,395.04**	**4,368.12**	**3,725.92**	**3,272.25**
Total Assets (A+B)	**6,400.90**	**6,276.75**	**5,922.20**	**5,368.99**
EQUITY AND LIABILITIES				
Equity				
Equity share capital	91.00	91.00	91.00	4.26
Other equity	3,123.47	3,134.54	2,718.61	2,681.19
Total Equity (A)	**3,214.47**	**3,225.54**	**2,809.61**	**2,685.45**
Liabilities				
Non-current liabilities				
Financial liabilities				
i) Borrowings	232.88	228.20	330.98	411.35
ii) Lease liabilities	22.79	22.02	265.18	330.83
iii) Other financial liabilities	22.11	20.02	3.54	1.99
Provisions	79.92	77.68	60.34	44.81
Other non-current liabilities	15.23	14.53	0.60	1.47
(B)	**372.93**	**362.45**	**660.64**	**790.45**
Current liabilities				
Financial liabilities				
i) Borrowings	1,442.45	1,303.67	979.63	846.21
ii) Lease liabilities	32.33	32.28	128.89	125.86
iii) Trade payables				
- Amount due to micro and small enterprises	185.33	183.92	63.54	63.19
- Amount due to other than micro and small enterprises	801.15	972.77	804.09	674.55
iv) Other financial liabilities	16.16	17.47	22.84	31.26
Provisions	28.80	24.80	22.27	19.48
Contract liabilities	266.86	84.98	370.25	62.75
Current tax liabilities (net)	7.18	7.09	8.50	13.57
Other current liabilities	33.24	61.78	51.94	56.22
(C)	**2813.50**	**2,688.76**	**2,451.95**	**1,893.09**
Total equity & liabilities (A+B+C)	**6400.90**	**6,276.75**	**5,922.20**	**5,368.99**

SUMMARY OF RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(*Amount in million, unless otherwise stated*)

Particulars	**Period ended August 31, 2024**	**Year ended 31st March, 2024**	**Year ended 31st March, 2023**	**Year ended 31st March, 2022**
Revenue from operations	2,061.71	4,968.59	3,432.19	3,293.66
Other income	18.53	154.15	72.78	82.04
Total Income (A)	**2,080.24**	**5,122.74**	**3,504.97**	**3,375.70**
Expenses				
Cost of raw materials and components consumed	905.78	2,244.44	1,414.17	1,312.73
Service Charges	90.30	252.95	284.04	296.23
Purchase of stock-in-trade	141.17	371.16	117.72	169.07
Increase/(decrease) in inventories of finished goods and work-in-progress	43.30	12.89	(79.30)	(99.59)
Employee benefits expenses	327.35	710.13	578.77	520.31
Finance costs	85.78	177.93	187.50	185.11
Depreciation and amortisation expenses	60.13	218.74	243.39	254.80
Other expenses	411.80	687.45	686.71	560.12
Total expenses (B)	**2,065.61**	**4,675.69**	**3,433.00**	**3,198.78**
Share of profit / (loss) of joint ventures (C)	**(6.38)**	**(7.08)**	**3.56**	**8.39**
Profit before tax (D) (A - B + C)	**8.25**	**439.97**	**75.53**	**185.31**
Tax expense:				
Current tax	0.20	35.40	22.74	41.77
Deferred tax charge / (credit)	2.89	(9.82)	(4.16)	(14.34)
Income tax pertaining to earlier years	-	-	2.08	(6.89)
	3.09	**25.58**	**20.66**	**20.54**
Profit for the Period/ Year (F) (D - E)	**5.16**	**414.39**	**54.87**	**164.77**
Other comprehensive income				
Items that will not be reclassified subsequently to profit or loss				
-Remeasurement of defined benefit plans - gain/(loss)	(0.12)	(8.99)	(9.29)	(0.53)
-Income tax relating to above - (charge) / credit	0.03	2.26	2.35	(0.15)
Items that may be reclassified subsequently to profit or loss				
-Foreign exchange differences on translation of foreign operations	(16.27)	8.13	75.17	27.85
-Foreign exchange differences on share of joint ventures	0.13	0.14	2.04	0.50
	(16.23)	**1.54**	**70.27**	**27.67**
Profit for the period/ year attributable to: **Owners of the Company**	**5.16**	**414.39**	**54.87**	**164.77**
Other comprehensive income for the period/ year attributable to: Owners of the Company	**(16.23)**	**1.54**	**70.27**	**27.67**
Total comprehensive income for the period/ year attributable to: Owners of the Company	**(11.07)**	**415.93**	**125.14**	**192.44**

SUMMARY OF RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS

(*Amount in million, unless otherwise stated*)

Particulars	Period ended August 31, 2024	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit before tax	8.25	439.97	75.53	185.31
Adjustments for:				
Finance costs	85.78	177.93	187.50	185.11
Interest income	(3.04)	(25.17)	(10.58)	(10.95)
Depreciation and amortisation	60.13	218.74	243.39	254.80
Share of (profit) / loss of Joint ventures	6.38	7.08	(3.56)	(8.39)
Liquidated damages	2.22	2.22	0.53	0.83
Foreign currency exchange loss	(16.13)	7.24	16.48	16.75
Amortisation of financial guarantee liability	(0.51)	(1.51)	(0.86)	(0.90)
Gain on investment classified at fair value through profit or loss	(0.44)	(0.72)	(0.29)	-
Liabilities written back to the extent no longer required	(0.02)	(12.43)	(1.66)	(7.85)
Provision / (reversal) for expected credit losses on financial assets	(9.84)	(47.64)	(44.88)	(52.25)
Provision for doubtful advances	1.64	(1.36)	3.73	8.84
Bad debts written off	7.97	55.89	47.49	29.34
Sundry debit balance written off	0.22	25.97	16.83	27.14
Fixed assets written off	0.00	0.01	0.26	-
Profit on sale / discard of property, plant and equipment	-	(0.57)	(0.86)	(0.01)
Gain on derecognition of leases	-	(45.79)	(0.02)	(5.32)
Derivatives classified at fair value through profit or loss - Contract to purchase JV equity instruments	1.60	18.00	-	-
Dividend income	-	(0.00)	(0.02)	(0.01)
Gain on derivatives classified at fair value through profit or loss	-	-	(0.72)	-
Operating profit before working capital changes	**144.21**	**817.86**	**528.29**	**622.44**
Movements in working capital:				
(Increase)/decrease in trade receivable	535.21	(669.54)	178.81	206.64
(Increase)/decrease in loans and other assets	(696.94)	(448.78)	222.83	(64.80)
(Increase) /decrease in inventories	(21.58)	(40.63)	(155.63)	(166.26)
Increase /(decrease) in provisions and other liabilities	165.00	(242.78)	295.49	42.78
Increase/(decrease) in trade payable	(170.21)	283.41	139.54	(110.82)
	(44.31)	**(300.46)**	**1,209.33**	**529.98**
Direct taxes paid (including tax deducted at source)	(6.51)	(46.22)	(35.70)	(39.64)
Net cash generated from / (used in) operating activities (A)	**(50.82)**	**(346.68)**	**1,173.63**	**490.34**
CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of property, plant and equipment and intangible assets	(118.41)	(95.91)	(52.38)	(280.90)
Sale of property, plant and equipment	(0.63)	(3.23)	3.79	2.25
Investment made in joint ventures	(17.47)	(38.38)	(334.62)	(1.52)
Purchase of investments	(0.99)	(7.50)	-	(4.50)
Loans given	0.20	(0.65)	7.16	
Interest income	3.02	24.90	2.63	4.13
Dividend income	-	(0.00)	0.02	0.01
(Increase) / decrease in other bank balance	(21.35)	88.04	(124.90)	1.68
Interest receivable from others	-	0.64	-	-
Interest accrued on fixed deposits with banks	0.75	(0.60)	-	-
Net cash used in investing activities (B)	**(154.88)**	**(32.69)**	**(498.30)**	**(278.85)**
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from long term borrowings	-	-	3.48	215.67

Particulars	Period ended August 31, 2024	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
Repayment of long term borrowings	4.68	(102.78)	(79.83)	(31.83)
Redemption of unsecured redeemable non- convertible debentures	-	-	-	(8.58)
Proceeds from / (repayment of) short term borrowings (net)	138.77	324.00	129.41	13.09
Payment of lease liabilities	(12.69)	(82.46)	(133.31)	(124.43)
Interest paid	(88.61)	(179.43)	(188.54)	(183.62)
Net cash used in financing activities (C)	**42.15**	**(40.67)**	**(268.79)**	**(119.70)**
Net increase/(decrease) in cash and cash equivalents (A+B-C)	**(163.55)**	**(420.04)**	**406.54**	**91.79**
Cash and cash equivalents at the beginning of the period/ year	182.56	602.60	196.06	104.26
Foreign currency translation reserve	-	-	-	0.01
Cash and cash equivalents at the end of the period/ year	19.01	182.56	602.60	196.06
Net increase / (decrease) in cash and cash equivalents	**(163.55)**	**(420.04)**	**406.54**	**91.79**

GENERAL INFORMATION

Our Company was originally incorporated as "*Concord Enviro Systems Private Limited*" under the provisions of the Companies Act, 1956 pursuant to a certificate of incorporation dated July 1, 1999, issued by the RoC. Pursuant to a memorandum of understanding dated August 18, 1999 executed between our Company, and "Universal Blenders", a partnership firm constituted pursuant to partnership deed dated August 19, 1992, as amended, our Company took over the assets and liabilities of Universal Blenders, which ceased its business operations, and whose operations were taken over and carried in the name of the Company with effect from July 3, 1999. The name of our Company was subsequently changed to "*Concord Enviro Systems Limited*", upon conversion into a public company, pursuant to a board resolution dated May 23, 2022 and a shareholders' resolution dated May 25, 2022, and a fresh certificate of incorporation was issued by the RoC consequent upon change of name on conversion to public limited company on June 9, 2022. For further details relating to the changes in the name and registered office of our Company, see "*History and Certain Corporate Matters – Changes in our Registered Office*" and "*History and Certain Corporate Matters – Main Objects of our Company*" on page 281.

Registered and Corporate Office

Concord Enviro Systems Limited
101, HDIL Towers
Anant Kanekar Marg, Bandra (East)
Mumbai- 400051
Maharashtra, India

For changes in our Registered Office, see "*History and Certain Corporate Matters*" at page 281.

Corporate identity number and registration number

Corporate Identity Number: U45209MH1999PLC120599

Registration Number: 120599

Registrar of Companies

Our Company is registered with the Registrar of Companies situated at the following address:

Registrar of Companies, Maharashtra at Mumbai
100, Everest, Marine Drive
Mumbai 400 002
Maharashtra, India

Our Board

Our Board comprises the following Directors as on the date of filing of this Red Herring Prospectus**:**

Name	DIN	Address
Prayas Goel (*Chairman and Managing Director*)	00348519	1101, Eben- Ezer Tagore Road, Santacruz West, Mumbai- 400 054, Maharashtra, India
Prerak Goel (*Executive Director*)	00348563	1101, Eben- Ezer Tagore Road, Santacruz West, Mumbai- 400 054, Maharashtra, India
Shiraz Homi Bugwadia (*Independent Director*)	01213884	13, Deepali, St. Cyril Road, Bandra West, Mumbai- 400 050
Prakash D. Shah (*Independent Director*)	00286277	503A, Mithila Apartment, S V Road, Kandivali West, Mumbai, Maharashtra- 400 067
Kamal Sandeep Shanbhag (*Independent Director*)	09578441	Rustomjee Seasons B-801, MIG CHS IV Ltd, Gandhi Nagar Bandra East, Mumbai- 400 051
Rajesh Pai (*Non- Executive Nominee Director*)	02930658	C-22, Mangirish Society, L. J. Road, Mahim, Mumbai - 400016

For brief profiles and further details of our Directors, see "*Our Management- Board of Directors*" on page 306.

Company Secretary and Compliance Officer

Priyanka Aggarwal
101, HDIL Towers, Anant Kanekar Marg

Bandra (East), Mumbai- 400051
Maharashtra, India
Telephone: +91 22 6704 9000
E-mail: cs@concordenviro.in

Investor Grievances

Investors may contact the Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related grievances including non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, investors may also write to the BRLMs.

All Offer-related grievances, other than of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary(ies) with whom the Bid cum Application Form was submitted, giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary(ies) where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediaries in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

All Offer-related grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or first bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the BRLMs where the Anchor Investor Application Form was submitted by the Anchor Investor.

Book Running Lead Managers

Motilal Oswal Investment Advisors Limited
Motilal Oswal Tower, Rahimtullah, Sayani
Road, Opposite Parel ST Depot, Prabhadevi
Mumbai – 400 025, Maharashtra, India.
Telephone: + 91 22 7193 4380
E-mail: concordipo@motilaloswal.com
Investor Grievance E-mail: moiaplredressal@motilaloswal.com
Website: www.motilaloswalgroup.com
Contact person: Ritu Sharma/ Subodh Mallya
SEBI Registration No.: INM000011005

Equirus Capital Private Limited
12th Floor, C Wing
Marathon Futurex
N.M. Joshi Marg, Lower Parel
Mumbai-400 013
Maharashtra, India
Tel: +91 (22) 4332 0735
E-mail: concordenviro.ipo@equirus.com
Website: www.equirus.com
Investor grievance e-mail: investorsgrievance@equirus.com
Contact person: Jenny Bagrecha
SEBI Registration No: INM000011286

Inter-se allocation of responsibilities among the Book Running Lead Managers

The following table sets forth the inter-se allocation of responsibilities for various activities among the Book Running Lead Managers:

Sr. No.	Activity	Responsibility	Co-ordination
1.	Capital structuring with the relative components and formalities such as composition of debt and equity, type of instruments, and positioning strategy	MOIAL and Equirus	MOIAL
2.	Due diligence of Company including its operations / management / business plans / legal etc., Drafting and design of the Draft Red Herring Prospectus, this Red Herring Prospectus and the Prospectus. Ensure compliance and completion of prescribed formalities with the Stock Exchanges, SEBI and RoC including finalisation of RHP, Prospectus, Offer Agreement, and Underwriting Agreements and RoC filing	MOIAL and Equirus	MOIAL
3.	Drafting and approval of all statutory advertisements	MOIAL and Equirus	MOIAL
4.	Drafting and approval all publicity material other than statutory advertisements as mentioned in point 3 above, including corporate advertising and brochures and filing of media compliance report with SEBI.	MOIAL and Equirus	Equirus
5.	Appointment of Registrar and Ad agency (including coordination of agreements)	MOIAL and Equirus	MOIAL
6.	Appointment of all other intermediaries including Printer, Banker (s) to the Offer, Syndicate, Monitoring Agency, etc. (including coordination of all agreements)	MOIAL and Equirus	Equirus
7.	Preparation of road show presentation and FAQs for the road show team	MOIAL and Equirus	Equirus
8.	International institutional marketing of the Offer, which will cover, inter alia: • Institutional marketing strategy • Finalising the list and division of international investors for oneto-one meetings • Finalising international road show and investor meeting schedules	MOIAL and Equirus	Equirus
9.	Domestic institutional marketing of the Offer, which will cover, inter alia: • Finalising the list and division of domestic investors for one-to one meetings • Finalising domestic road show and investor meeting schedules	MOIAL and Equirus	MOIAL
10.	Conduct non-institutional marketing of the Offer	MOIAL and Equirus	MOIAL
11.	Conduct retail marketing of the Offer, which will cover, inter-alia: • Finalising media, marketing, public relations strategy and publicity budget • Finalising collection centres • Finalising centres for holding conferences for brokers etc. • Follow-up on distribution of publicity and Offer material including form, RHP/Prospectus and deciding on the quantum of the Offer material	MOIAL and Equirus	Equirus
12.	Coordination with Stock Exchanges for anchor intimation, for book building software, bidding terminals and mock trading	MOIAL and Equirus	Equirus
13.	Managing the book and finalization of pricing in consultation with Company	MOIAL and Equirus	MOIAL
14.	Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with Registrar, SCSBs and Bankers to the Offer, intimation of allocation and dispatch of refund to Bidders, etc. Post-Offer activities, which shall involve essential follow-up steps including allocation to Anchor Investors, follow-up with Bankers to the Offer and SCSBs to get quick estimates of collection and advising the Issuer about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-Offer activity such as registrar to the Offer, Bankers to the Offer, SCSBs including responsibility for underwriting arrangements, as applicable. Payment of the applicable securities transactions tax on sale of unlisted equity shares by the Selling Shareholders under the Offer for Sale to the Government and filing of the securities transactions tax return by the prescribed due date as per Chapter VII of Finance (No. 2) Act, 2004. Co-ordination with SEBI and Stock Exchanges and submission of all post Offer reports including the initial and final post Offer report to SEBI.	MOIAL and Equirus	Equirus

Legal Counsel to our Company as to Indian law

Trilegal
One World Centre
10th Floor, Tower 2A & 2B
Senapati Bapat Marg, Lower Parel (West)
Mumbai 400 013, Maharashtra, India
Telephone: +(91) 22 4079 1000

Statutory Auditor of our Company

M/s. Deloitte Haskins & Sells LLP
One International Centre, Tower 3,
32nd floor, Senapati Bapat Marg, Elphinstone Road (West),
Mumbai 400013, Maharashtra, India
Telephone: +91 22 6185 4000
Email: nilshah@deloitte.com
Peer review number: 017468
Firm Registration number: 117366W/W-100018

Changes in the auditors

There has been no change in the statutory auditors of our Company in the last five fiscal years preceding the date of this Red Herring Prospectus.

Registrar to the Offer

Link Intime India Private Limited
C-101, 1st Floor, 247 Park,
L.B.S. Marg, Vikhroli (West),
Mumbai 400 083, Maharashtra, India
E-mail: concordenviro.ipo@linkintime.co.in
Investor grievance E-mail: concordenviro.ipo@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Shanti Gopalkrishnan
SEBI Registration No.: INR000004058

Syndicate Members

Motilal Oswal Financial Services Limited
Motilal Oswal Tower,
Rahimtullah, Sayani Road
Opposite Parel ST Depot
Prabhadevi, Mumbai – 400 025
Maharashtra, India
Telephone: +91 22 7193 4200/ +91 22 7193 4263
Email: ipo@motilaloswal.com/ santosh.patil@motilaloswal.com
Website: www.motilaloswalgroup.com
Contact Person: Santosh Patil
SEBI Registration Number: INZ000158836

Equirus Securities Private Limited
A-2102 B, 21st Floor, A Wing, Marathon Futurex,
N.M Joshi Marg, Lower Parel,
Mumbai, Maharashtra, India, 400 013
Telephone: 022 4332 0600
Email: esplcompliance@equirus.com
Website: www.equirussecurities.com
Contact person: Naman Shah
SEBI Registration Number: INZ000251536

Bankers to the Offer

Escrow Collection, Refund and Sponsor Bank

Axis Bank Limited
Axis House, 6th Floor
C-2, Wadia International Centre
Pandurang Budhkar Marg
Worli, Mumbai – 400 025

Telephone: 022 4325 3669
Email: vishal.lade@axisbank.com
Website: www.axisbank.com
Contact person: Vishal Lade
SEBI Registration Number: INBI00000017

Public Offer Account and Sponsor Bank

ICICI Bank Limited
Capital Market Division,
5th Floor, HT Parekh Marg
Churchgate, Mumbai – 400020
Telephone: 022 6805 2182
Email: ipocmg@icicibank
Website: www.icicibank.com
Contact person: Varun Badai
SEBI Registration Number: INBI00000004

Banker to our Company

ICICI Bank Limited
ICICI Bank Towers,
Bandra kurla Complex,
Bandra (East), Mumbai – 400 051
Telephone: +91 022-2653 1414
Contact Person: Rajkiran Survana
Website: https//www.icicibank.com/
Email: companysecatery@icicibank.com

Designated Intermediaries

Self-Certified Syndicate Banks

The list of SCSBs notified by SEBI for the ASBA process is available at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Bidder (other than a UPI Bidder using the UPI Mechanism), not Bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Forms, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34, or at such other websites as may be prescribed by SEBI from time to time.

Further, the branches of the SCSBs where the Designated Intermediaries could submit the ASBA Form(s) of Bidders (other than RIBs) is provided on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time.

Applications through the UPI Mechanism in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which are live for applying in public issues using UPI Mechanism is provided as Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The list is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.

Self-Certified Syndicate Banks and mobile applications enabled for UPI Mechanism

In accordance with the SEBI ICDR Master Circular read with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, each applicable to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations, UPI Bidders using the UPI Mechanism may only apply through the SCSBs and mobile applications whose names appears on the website of the SEBI, which may be updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI Mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July

26, 2019 and is also available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 for SCSBs and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 for mobile applications or at such other websites as may be prescribed by SEBI from time to time.

Syndicate Self-Certified Syndicate Banks Branches

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

Registered Brokers

Bidders can submit ASBA Forms in the Offer using the stock broker network of the stock exchange, *i.e.* through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at http://www.bseindia.com/Markets/PublicIssues/brokercentresnew.aspx? and https://www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm, respectively, as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at https://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and https://www.nseindia.com/products/consent/equities/ipos/asba-procedures.htm, and any such other websites as updated from time to time.

Collecting Depository Participants

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

Experts to the Offer

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

Our Company has received written consent dated December 13, 2024 from M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, to include their name as required under section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditor, and in respect of their examination report dated December 5, 2024 relating to the Restated Consolidated Financial Information included in this Red Herring Prospectus; and such consent has not been withdrawn as on the date of this Red Herring Prospectus. The term “experts” and “consent” thereof does not represent an “expert” or “consent” within the meaning under the U.S. Securities Act.

Our Company has received written consent dated December 13, 2024 from Shah & Mantri, Chartered Accountants, to include its name as required under section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in its capacity as the independent chartered accountant in respect of their statement of possible special tax benefits for our Company and our Material Subsidiary, Rochem Separation Systems (India) Private Limited, as included in this Red Herring Prospectus; and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Our Company has also received written consent dated December 5, 2024, from Parikh and Kulkarni Consulting Engineers Private Limited, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR

Regulations in this Red Herring Prospectus and as an ‘expert’ as defined under Section 2(38) of Companies Act, 2013 to the extent in its capacity as the project management consultant in respect of the Project Report.

Our Company has also received written consent dated December 5, 2024, from A.M. Faroz & Associates, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Red Herring Prospectus and as an ‘expert’ as defined under Section 2(38) of Companies Act, 2013 to the extent and in its capacity as the project management consultant in respect of the Project Report.

Our Company has received written consent dated December 7, 2024 from Chaitali Roy, Chartered Engineer, to include her name as required under section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in her capacity as the independent chartered engineer in respect of information certified by her, as included in this Red Herring Prospectus; and such consent has not been withdrawn as on the date of this Red Herring Prospectus in respect to the information certified by her and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Our Company has received written consent dated December 13, 2024 from InterGest México, statutory auditors for our Material Subsidiary, Concord Enviro SA De. C.V. Mexico to include its name as required under section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in respect of their statement of possible special tax benefits dated December 13, 2024, as included in this Red Herring Prospectus; and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Our Company has received written consent dated December 13, 2024 from UHY James, Chartered Accountants, statutory auditors for our Material Subsidiaries, Concord Enviro FZE and Blue Water Trading and Treatment FZE to include its name as required under section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in respect of their statement of special tax benefits dated December 13, 2024, as included in this Red Herring Prospectus; and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Our Company has received written consent dated August 26, 2024 from Martinho Ferrao & Associates, Practising Company Secretary, to include their name as required under Section 26 of the Companies Act, 2013 in this Red Herring Prospectus and as an ‘expert’ as defined under Section 2(38) of Companies Act, 2013 in its capacity as an independent practising company secretary and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Appraising Agency

None of the objects of the Offer for which the Net Proceeds will be utilised have been appraised by any agency. Accordingly, no appraising entity is appointed for the Offer.

Monitoring Agency

As the size of the Offer exceeds ₹ 1,000.00 million, our Company, in compliance with Regulation 41 of the SEBI ICDR Regulations, has appointed ICRA Limited as the Monitoring Agency for monitoring the utilization of the Gross Proceeds. For further details in relation to the proposed utilization of Gross Proceeds, see “*Objects of the Offer*” on page 127. Details of ICRA Limited are set out below:

ICRA Limited
Address: 3rd Floor, Electric Mansion, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400025
Telephone: 022-6169 3300
Email: shivakumar@icraindia.com
Website: www.icra.in
Contact Person: L Shivakumar
SEBI Registration Number: IN/CRA/008/15
CIN: L74999DL1991PLC042749

Credit Rating

As this is an Offer consisting only of Equity Shares, there is no requirement to obtain credit rating for the Offer.

IPO Grading

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

Debenture Trustees

As this is an Offer consisting only of Equity Shares, the appointment of a debenture trustee is not required.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Filing of the Offer Documents

A copy of this Red Herring Prospectus has been uploaded on the SEBI Intermediary Portal at https://siportal.sebi.gov.in, in accordance with Regulation 25(8) of the SEBI ICDR Regulations and the SEBI ICDR Master Circular and has been emailed at cfddil@sebi.gov.in, in accordance with the instructions issued by the SEBI on March 27, 2020, in relation to "Easing of Operational Procedure – Division of Issues and Listing – CFD" and physical copies of this Red Herring Prospectus were also filed with the SEBI at the following address:

Securities and Exchange Board of India
Corporation Finance Department, Division of Issues and Listing
SEBI Bhavan, Plot No. C4 A, 'G' Block
Bandra Kurla Complex Bandra (E)
Mumbai 400 051,
Maharashtra, India.

A copy of this Red Herring Prospectus, along with the material documents and contracts required has been filed with the RoC in accordance with Section 32 of the Companies Act and a copy of the Prospectus required to be filed under Section 26 of the Companies Act, will be filed with the RoC situated at Registrar of Companies, Maharashtra at Mumbai, and through the electronic portal at http://www.mca.gov.in/mcafoportal/loginvalidateuser.do.

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 and the Bid cum Application Forms (and the Revision Forms) within the Price Band and the minimum bid lot, which will be decided by our Company in consultation with the BRLMs, and advertised in (i) all editions of Financial Express, a widely circulated English national daily newspaper; (ii) all editions of Jansatta, a Hindi national daily newspaper; and (iii) Navshakti, a widely circulated Marathi daily newspaper (Marathi being the regional language of Maharashtra where our Registered and Corporate Office is located), each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Offer Price shall be determined by our Company in consultation with the BRLMs after the Bid/Offer Closing Date. For further details, see "*Offer Procedure*" on page 501.

All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Offer by providing details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by SCSBs. In addition to this, the UPI Bidders may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. Anchor Investors are not permitted to participate in the Offer through the ASBA process. Non-Institutional Investors with an application size of up to ₹ 0.50 million shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with the Syndicate Members, Registered Brokers, CDPs and RTAs.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders 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 Bidding in the Retail Portion can revise their Bids during the Bid/Offer Period and withdraw their Bids until the Bid/Offer Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date. Except for Allocation to Retail Individual Investors and the Anchor Investors, Allocation in the Offer will be on a proportionate basis. Further, allocation to QIBs in the Net QIB Portion will be on a proportionate basis and allocation to the Anchor Investors will be on a discretionary basis.

Each Bidder by submitting a Bid in the Offer, will be deemed to have acknowledged the above restrictions and the terms of the Offer. Additionally, allotment to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non – Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis.

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

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

Each Bidder, by submitting a Bid in the Offer, will be deemed to have acknowledged the above restrictions and the terms of the Offer.

For further details on the method and procedure for Bidding, see "*Offer Structure*" and "*Offer Procedure*" on pages 498 and 501, respectively.

Illustration of Book Building Process and Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, see "*Terms of the Offer*" and "*Offer Procedure"* on pages 491 and 501, respectively.

Underwriting Agreement

After the 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. The extent of underwriting obligations and the Bids to be underwritten in the Offer shall be as per the Underwriting Agreement. It is proposed that pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, specified therein.

The Underwriting Agreement is dated [●]. 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.)

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

The above-mentioned is indicative underwriting and will be finalised after determination of Offer Price and actual allocation in accordance with provisions of the SEBI ICDR Regulations.

In the opinion of our Board (based on representations made to our Company by the Underwriters), the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). Our Board/ IPO Committee will at its meeting accept and enter into the Underwriting Agreement mentioned above 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 respectively 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. The Underwriting Agreement has not been executed as on the date of this Red Herring Prospectus and will be executed after determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC.

CAPITAL STRUCTURE

The share capital of our Company, as on the date of this Red Herring Prospectus, is set forth below:

(*in ₹, except share data*)

		Aggregate nominal value	Aggregate value at Offer Price (1)
(a)	**AUTHORIZED SHARE CAPITAL**		
	Equity Shares comprising:		
	40,000,000 Equity Shares of face value ₹5 each	200,000,000	-
	Preference Shares comprising:		
	225,000 CCPS of face value of ₹1,000 each	225,000,000	
	Total	**425,000,000**	
(b)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	18,199,800 Equity Shares of face value of ₹5 each	90,999,000	-
(c)	**PRESENT OFFER**		
	Offer of up to [●] Equity Shares of face value of ₹5 each aggregating up to ₹ [●] million (1) (2)	[●]	[●]
	which includes		
	Fresh Issue of up to [●] Equity Shares of face value of ₹5 each aggregating up to ₹ 1,750.00 million (1)	[●]	[●]
	Offer for Sale of up to 4,640,888 Equity Shares of face value ₹5 each aggregating up to ₹ [●] million(3)	[●]	[●]
(d)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER**(1)		
	[●] Equity Shares of face value ₹5 each	[●]	-
(e)	**SHARE PREMIUM ACCOUNT**		
	Before the Offer		834.29
	After the Offer (1)*		[●]

**Not adjusted for Offer Expenses*

1. *To be included upon finalization of the Offer Price.*
2. *The Offer has been authorised by our Board pursuant to its resolution dated August 26, 2024 and the Fresh Issue has been authorised by our Shareholders pursuant to their resolution dated August 26, 2024. Further, our Board has taken on record the consent of the Selling Shareholders to participate in the Offer for Sale pursuant to a resolution passed at its meeting held on August 26, 2024.*
3. *Each of the Selling Shareholders, severally and not jointly, confirms that the Equity Shares being offered by it have been held by it for a period of at least one year prior to the filing of this Red Herring Prospectus with SEBI, and are accordingly eligible for being offered for sale pursuant to the Offer in terms of Regulation 8 of the SEBI ICDR Regulations. For further details of authorizations received for the Offer, see "Other Regulatory and Statutory Disclosures" on page 477.*

For details of the changes to the authorised share capital of our Company in the last 10 years, please see "*History and Certain Corporate Matters*" on page 281.

Notes to the Capital Structure

1. Share capital history of our Company:

(a) Equity Share capital of our Company

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

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Date of allotment	Number of equity shares allotted	Face value (₹)	Issue price per Equity Share (₹)	Nature of considera tion	Reasons/ nature of allotment	Name of Allottees	Number of allottees	Cumulative no. of equity shares	Cumulative paid-up equity share capital (in ₹)
July 2, 1999*	20	100	100	Cash	Subscription to the MOA	10 equity shares were allotted to Bimal Kumar L. Goel and 10 equity shares were allotted to Kamlesh Kumar Goel pursuant to initial subscription to the MOA.	2	20	2,000
December 13, 2001	980	100	100	Cash	Further Issue	490 equity shares were allotted to Bimal Kumar L. Goel and 490 equity shares were allotted to K. K. Goel HUF.	2	1,000	100,000
January 31, 2007	30,500	100	100	Cash	Further Issue	5,800 equity shares were allotted to Bimal Kumar L. Goel, 12,100 equity shares were allotted to Nidhi Goel and 12,600 equity shares were allotted to Namrata Goel.	3	31,500	3,150,000
December 17, 2009	30	100	63,333.33	Cash	Further Issue	30 equity shares were allotted to India Waste Water Treatment Company	1	31,530	3,153,000
February 16, 2011	11,026	100	N.A.	N.A.	Conversion of CCPS to Equity Shares	Allotment pursuant to conversion of 420,000 CCPS of face value of ₹ 1,000 held by India Water Treatment Company into 11,026 equity shares of face value of ₹ 100.#	1	42,556	4,255,600
	Pursuant to a resolution of our Board dated May 23, 2022 and Shareholders' resolution dated May 25, 2022, 2,000,000 equity shares of face value of ₹ 100 each of our Company were sub-divided into 40,000,000 Equity Shares of face value of ₹ 5 each. Consequently, the issued and subscribed share capital of our Company comprising 42,556 equity shares of face value of ₹ 100 each was sub-divided into 851,120 Equity Shares of face value of ₹ 5 each.								
November 10, 2022	14,469,040	5	N.A.	N.A.	Bonus issuance in the ratio of 17:1	4,806,240 Equity Shares were allotted to Prayas Goel, 3,995,340 Equity Shares were allotted to AF Holdings, 3,025,320 Equity Shares were allotted to Prerak Goel, 1,571,140 Equity Shares were allotted to Pushpa Goel, 501,500 Equity Shares were allotted to Namrata Goel, 535,500 Equity Shares were allotted to Nidhi Goel, 34,000 Equity Shares were allotted to Krttika Goel	7	15,320,160	76,600,800
November 11, 2022	1,354,320	5	N.A.	N.A#	Conversion of CCPS into Equity Shares	Allotment pursuant to conversion of Series A 3,762 CCPS of face value of ₹ 1,000 held by AF Holdings into 1,354,320 equity shares of face value of ₹5 in the ratio of 360:1.	1	16,674,480	83,372,400
November 11, 2022	465,840	5	N.A.	N.A#	Conversion of CCPS into Equity Shares	Allotment pursuant to conversion of Series A1 1,294 CCPS of face value of ₹ 1,000 held by AF Holdings into 465,840 equity shares of face value of ₹5 in the ratio of 360:1.	1	17,140,320	85,701,600
November 11, 2022	1,059,480	5	N.A.	N.A#	Conversion of CCPS into Equity Shares	Allotment pursuant to conversion of Series A2 2,943 CCPS of face value of ₹ 1,000 held by AF Holdings into 1,059,480 equity shares of face value of ₹5 in the ratio of 360:1.	1	18,199,800	90,999,000

* The Company was incorporated on July 1, 1999. The date of subscription to the Memorandum of Association was June 23, 1999 and the allotment of equity shares pursuant to such subscription was taken on record by the Board on July 2, 1999.
# Consideration was received by the Company at the time of allotment of the CCPS

(b) Preference Share capital of our Company

As of the date of this Red Herring Prospectus, our Company does not have any outstanding preference share capital. For further details, please see "*Capital Structure – Equity Share Capital* of our Company" on page 115.

The following table sets forth the history of the preference share capital of our Company, which were outstanding as of the date of the Red Herring Prospectus, and until their conversion into Equity Shares on November 11, 2022:

Date of allotment	Number of Preference Shares allotted	Details of Allottees	Face value per Preference Shares (in ₹)	Issue price per Preference Share (in ₹)	Nature of consideration	Reasons/ Nature of allotment	Cumulative number of Preference Shares	Cumulative paid-up Preference Share capital of the Company(in ₹)
Series A Compulsorily Convertible Non-Cumulative Preference Shares (CCPS)								
December 17, 2009	420,000	India Waste Water Treatment Company	1,000.00	1,000.00	Cash	Issue of Preference Shares	420,000	420,000,000
February 16, 2011	Conversion of 420,000 Series A CCPS of face value of ₹1,000 each held by India Wastewater Treatment Company into 11,026 equity shares of face value of ₹ 100 each						-	-
August 7, 2015	3,762	AF Holdings	1,000.00	90,250.26	Cash	Private Placement	3,762	3,762,000
November 11, 2022	Conversion of 3,762 Series A CCPS of face value of ₹1,000 each held by AF Holdings into 1,354,320 equity shares of face value of ₹5 each						-	-
Series A1 Compulsorily Convertible Non-Cumulative Preference Shares (CCPS)								
April 5, 2016	1,294	AF Holdings	1,000.00	77,279.75	Cash	Private Placement	1,294	1,294,000
November 11, 2022	Conversion of 1,294 Series A1 CCPS of face value of ₹1,000 each held by AF Holdings into 465,840 equity shares of face value of ₹5 each						-	-
Series A2 Compulsorily Convertible Non-Cumulative Preference Shares (CCPS)								
October 27, 2017	2,943	AF Holdings	1,000.00	77,303.00	Cash	Private Placement	2,943	2,943,000
November 11, 2022	Conversion of 2,943 Series A2 CCPS of face value of ₹1,000 each held by AF Holdings into 1,059,480 equity shares of face value of ₹5 each						-	-

2. Compliance with the Companies Act, 2013 and Companies Act, 1956

Our Company has made all issuances and allotments of Equity Shares and CCPS from the date of incorporation of our Company till the date of filing of this Red Herring Prospectus in compliance with the relevant provisions of the Companies Act, 2013 and Companies Act, 1956, to the extent applicable.

3. Shares issued for consideration other than cash

Except as stated above in '*Notes to the Capital Structure- Share Capital history of our Company*, our Company has not issued any Equity Shares for consideration other than cash since its incorporation.

4. Shares issued for consideration out of revaluation reserves

Our Company has not issued any Equity Shares out of revaluation reserves since its incorporation.

5. Allotment of shares pursuant to schemes of arrangement

Our Company has not issued or allotted any Equity Shares pursuant to any schemes of arrangement approved under sections 391-394 of the Companies Act, 1956 or sections 230 – 234 of the Companies Act, 2013, as applicable.

6. Issue of shares under employee stock option schemes

No Equity Shares have been issued under the employee stock option schemes. For details, see "*Notes to the Capital Structure- Share Capital history of our Company- – Equity share capital of our Company*" on page 115.

7. Issue of shares at a price lower than the Offer Price in the last one year

Our Company has not issued any Equity Shares at a price that may be lower than the Offer Price during a period of one year preceding the date of this Red Herring Prospectus.

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8. Shareholding pattern of our Company

The table below presents the equity shareholding pattern of our Company as on the date of this Red Herring Prospectus:

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid up equity shares held (IV)	Number of Partly paid-up equity shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) =(IV)+(V)+ (VI)	Shareholding as a % of total number 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)				Number 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 dematerialized form (XIV)
								Number of Voting Rights			Total as a % of (A+B+C)							
								Class e.g.: Equity Shares	Class e.g.: CCPS	Total				Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
(A)	Promoters and Promoter Group	6	11,089,800	-	-	11,089,800	60.93	11,089,800	-	11,089,800	60.93	-	60.93	-	-	-	-	11,089,800
(B)	Public	1*	7,110,000	-	-	71,10,000	39.07	7,110,000	-	7,110,000	39.07	-	39.07	-	-	-	-	7,110,000
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	**7**	**18,199,800**	**-**	**-**	**18,199,800**	**100.00**	**18,199,800**	**-**	**18,199,800**	**100.00**	**-**	**100.00**	**-**	**-**	**-**	**-**	**18,199,800**

**Includes AF Holdings.*

9. As on the date of this Red Herring Prospectus, our Company has seven Shareholders.

10. Details of shareholding of the major Shareholders of our Company

a) Set forth below are details of Shareholders holding 1% or more of the paid-up share capital of our Company as on the date of this Red Herring Prospectus, on a fully diluted basis:

S. No.	Shareholder	Number of Equity Shares on a fully diluted basis (of face value of ₹ 5 each)	Percentage of pre-Offer Equity Share capital on a fully diluted basis (%)
1.	AF Holdings	7,110,000	39.07
2.	Prayas Goel	5,088,960	27.96
3.	Prerak Goel	3,203,280	17.60
4.	Pushpa Goel	1,663,560	9.14
5.	Nidhi Goel	567,000	3.11
6.	Namrata Goel	531,000	2.92
	Total	**18,163,800**	**99.80**

b) Set forth below are details of Shareholders holding 1% or more of the paid-up share capital of our Company as of 10 days prior to the date of this Red Herring Prospectus, on a fully diluted basis:

S. No.	Shareholder	Number of Equity Shares on a fully diluted basis (of face value of ₹ 5 each)	Percentage of pre-Offer Equity Share capital on a fully diluted basis (%)
1.	AF Holdings	7,110,000	39.07
2.	Prayas Goel	5,088,960	27.96
3.	Prerak Goel	3,203,280	17.60
4.	Pushpa Goel	1,663,560	9.14
5.	Nidhi Goel	567,000	3.11
6.	Namrata Goel	531,000	2.92
	Total	**18,163,800**	**99.80**

c) Set forth below are details of Shareholders holding 1% or more of the paid-up share capital of our Company as of one year prior to the date of this Red Herring Prospectus, on a fully diluted basis:

S. No.	Shareholder	Number of Equity Shares on a fully diluted basis (of face value of ₹ 5 each)	Percentage of pre-Offer Equity Share capital on a fully diluted basis (%)
1.	AF Holdings	7,110,000	39.07
2.	Prayas Goel	5,088,960	27.96
3.	Prerak Goel	3,203,280	17.60
4.	Pushpa Goel	1,663,560	9.14
5.	Nidhi Goel	567,000	3.11
6.	Namrata Goel	531,000	2.92
	Total	**18,163,800**	**99.80**

d) Set forth below are details of Shareholders holding 1% or more of the paid-up share capital of our Company as of two years prior to the date of this Red Herring Prospectus, on a fully diluted basis:

S. No.	Shareholder	Number of Equity Shares on a fully diluted basis (of face value of ₹ 5 each)	Percentage of pre-Offer Equity Share capital on a fully diluted basis (%)
1.	AF Holdings	7,110,000	39.07
2.	Prayas Goel	5,088,960	27.96
3.	Prerak Goel	3,203,280	17.60
4.	Pushpa Goel	1,663,560	9.14
5.	Nidhi Goel	567,000	3.11
6.	Namrata Goel	531,000	2.92
	Total	**18,163,800**	**99.80**

e) ***Secondary transactions of Equity Shares***

Except as disclosed below and in *"Capital Structure – History of the equity share capital held by our Promoters – Build-up of the Equity shareholding of our Promoters in our Company*" on page 121, no other acquisition of securities through secondary transactions by our Promoters, Selling Shareholders and members of the Promoter Group, has been undertaken as on the date of this Red Herring Prospectus:

Date of transfer of Equity Shares	Number of Equity Shares transferred	Details of transferor(s)	Details of transferee(s)	Nature of transaction	Face value per Equity Share (₹)	Issue Price/ Transfer price per Equity Share (₹)	Nature of consideration
Promoter Group							
August 20, 2008	500	Kamlesh Goel	Pushpa Goel	Transmission of Equity Shares	100	N.A.	N.A.
June 5, 2009	6,300	Bimal Goel	Pushpa Goel	Transfer of Equity Shares via a gift deed	100	N.A.	N.A.
August 11, 2009	3,150	Namrata Goel	Pushpa Goel	Transfer of Equity Shares	100	100	Cash
August 11, 2009	2,650	Nidhi Goel	Pushpa Goel	Transfer of Equity Shares	100	100	Cash
June 1, 2022	100	Namrata Goel	Krittika Goel	Transfer of Equity Shares via a gift deed	100	N.A.	N.A.
Selling Shareholder							
August 7, 2015	345	Prayas Goel	AF Holdings	Transfer of Equity Shares	100	86,206.90	Cash
August 7, 2015	350	Prerak Goel	AF Holdings	Transfer of Equity Shares	100	86,206.90	Cash
August 7, 2015	11,056	India Waste Water Treatment Company	AF Holdings	Transfer of Equity Shares	100	52,460.20	Cash

11. Details of Shareholding of our Directors and Key Managerial Personnel in our Company

Except as disclosed in "*Our Management – Shareholding of Directors in our Company*" on page 310, none of our Directors or Key Managerial Personnel hold any Equity Shares in our Company.

12. History of Equity Share capital build-up, contribution and lock-in of Promoters' shareholding

(a) Build-up of Promoters' shareholding in our Company

As on the date of this Red Herring Prospectus, our Promoters collectively hold 82,92,240 Equity Shares aggregating to 45.56 % of the issued, subscribed and paid-up Equity Share capital, of our Company. Set forth below is the build-up of the equity shareholding of our Promoters, since incorporation of our Company.

Date of allotment/transfer/ buyback/ acquisition of Equity Shares	Number of Equity Shares	Face value per Equity share(₹)	Issue/ Transfer/ Buyback/ Acquisition price per Equity Share(₹)	Nature of consideration	Nature of transaction	Percentage of pre-Offer Equity Share capital of the Company (%)	Percentage of post-Offer Equity Share capital of the Company (%#)
1. *Prayas Goel*							
August 11, 2009	7,875	100	100	Cash	Transfer of Shares from Namrata Goel	0.87*	[●]
August 7, 2015	(345)	100	86,206.90	Cash	Transfer of Shares to AF Holdings	(0.04) *	[●]
April 26, 2022	6,606	100	N.A.	N.A.	Gift from Pushpa Goel	0.73*	[●]
Pursuant to a resolution of our Board dated May 23, 2022 and Shareholders' resolution dated May 25, 2022, equity shares of face value of ₹ 100 each of our Company were sub-divided into equity shares of face value of ₹ 5 each. Consequently, 14,136							

Date of allotment/transfer/ buyback/ acquisition of Equity Shares	Number of Equity Shares	Face value per Equity share(₹)	Issue/ Transfer/ Buyback/ Acquisition price per Equity Share(₹)	Nature of consideration	Nature of transaction	Percentage of pre-Offer Equity Share capital of the Company (%)	Percentage of post-Offer Equity Share capital of the Company (%#)
equity shares of face value of ₹ 100 each held by Prayas Goel were sub-divided into 282,720 equity shares of face value of ₹ 5 each.							
November 10, 2022	4,806,240	5	N.A.	N.A.	Allotment pursuant to the Bonus Issuance	26.41	[●]
Total	**5,088,960**					**27.96**	
2. *Prerak Goel*							
August 11, 2009	7,875	100	100	Cash	Transfer of Shares from Nidhi Goel	0.87*	[●]
August 7, 2015	(350)	100	86,206.90	Cash	Transfer of Shares to AF Holdings	(0.04) *	[●]
April 26, 2022	1,373	100	N.A.	N.A.	Gift from Pushpa Goel	0.15*	[●]
Pursuant to a resolution of our Board dated May 23, 2022 and Shareholders' resolution dated May 25, 2022, equity shares of face value of ₹ 100 each of our Company were sub-divided into equity shares of face value of ₹ 5 each. Consequently, 8,898 equity shares of face value of ₹ 100 each held by Prerak Goel were sub-divided into 177,960 equity shares of face value of ₹ 5 each.							
November 10, 2022	3,025,320	5	N.A.	N.A.	Allotment pursuant to the Bonus Issuance	16.62	[●]
Total	**3,203,280**					**17.60**	

#To be updated at the Prospectus stage.
**As adjusted for the sub-division of equity shares from ₹100 each to ₹5 each.*

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares. Further, none of the Equity Shares held by our Promoters are pledged or otherwise encumbered.

The entire shareholding of our Promoters is in dematerialised form as of the date of this Red Herring Prospectus.

13. Details of Shareholding of our Promoter Group in our Company

Except as disclosed below, the members of the Promoter Group (other than our Promoters) do not hold any Equity Shares as on the date of this Red Herring Prospectus:

Sr. No.	Name	Number of Equity Shares of face value ₹ 5 held	% of pre-Offer share capital	% of post-Offer share capital#
1.	Pushpa Goel	1,663,560	9.14	[●]
2.	Namrata Goel	531,000	2.92	[●]
3.	Nidhi Goel	567,000	3.11	[●]
4.	Krttika Goel	36,000	0.20	[●]

#To be updated at the Prospectus stage.

None of the members of the Promoter Group, our Promoters, and / or our Directors and their relatives have purchased or sold any securities of our Company during the period of six months immediately preceding the date of the Draft Red Herring Prospectus and this Red Herring Prospectus.

14. Details of Promoter's contribution and lock-in

a) Pursuant to Regulations 14 and 16 (1) of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by the Promoters, except for the Equity Shares offered pursuant to the Offer for Sale, shall be locked in for a period of three years as minimum Promoter's contribution ("**Minimum Promoter's Contribution**") from the date of Allotment and the shareholding of the Promoters in excess of 20% of the fully diluted post-Offer Equity Share capital shall be locked in for a period of one year from the date of Allotment, as a majority of the Net Proceeds are proposed to be utilized for capital expenditure. Under Regulation 16 of the SEBI ICDR Regulations, "capital expenditure" means civil work, miscellaneous fixed assets, purchase of land, building and plant and machinery, etc. For details of objects of the Offer, see "*Objects of the Offer*" at page 127.

b) Details of the Equity Shares to be locked-in for three years from the date of Allotment as Minimum Promoter's Contribution are set forth in the table below*:

Name of the Promoters	Number of Equity Shares locked-in**	Date of allotment of Equity Shares and when made fully paid-up	Nature of transaction	Face Value per Equity Share (₹)	Issue/ Acquisition price per Equity Share (₹)	Date up to which the securities shall be locked-in	Percentage of the pre-Offer paid-up capital (%)	Percentage of the post-Offer paid-up capital (%)
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
	[●]				[●]	[●]	[●]	[●]

**To be included in the Prospectus.*
*** Subject to finalisation of Basis of Allotment*

c) Our Promoters have given consent to include such number of Equity Shares held by them as may constitute 20% of the fully diluted post-Offer Equity Share capital of our Company as the Minimum Promoters' Contribution.

d) Our Promoters have agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber in any manner, the Promoter's Contribution from the date of filing of the Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

For details on the build – up of the Equity Share capital held by our Promoters, see *"Capital Structure - Details of Shareholding of our Promoters, members of the Promoter Group in our Company"* on page 121.

e) Our Company undertakes that the Equity Shares that are being locked-in are not and will not be ineligible for computation of Minimum Promoter's Contribution in terms of Regulation 15 of the SEBI ICDR Regulations.

In this connection, we confirm the following:

(i) The Equity Shares offered for Minimum Promoter's Contribution do not include Equity Shares acquired in the three immediately preceding years (a) for consideration other than cash and involving any revaluation of assets or capitalisation of intangible assets in such transaction, (b) resulting from bonus issue by utilization of revaluation reserves or unrealised profits of our Company or resulted from bonus shares issued against Equity Shares, which are otherwise ineligible for computation of Minimum Promoter's Contribution.

(ii) The Minimum Promoter's Contribution does not include any Equity Shares acquired during the immediately preceding one year from 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.

(iii) Our Company has not been formed by the conversion of one or more partnership firms or of a limited liability partnership firm into a Company and hence no Equity Shares have been issued in the one year immediately preceding the date of this Red Herring Prospectus pursuant to conversion from a partnership firm.

(iv) The Equity Shares held by our Promoters and offered for Minimum Promoters' Contribution are not subject to any pledge; and

(v) All the Equity Shares held by our Promoters are held in dematerialised form as on the date of this Red Herring Prospectus.

15. Details of equity share capital locked-in for one year

Pursuant to Regulation 17 of the SEBI ICDR Regulations, the entire pre-Offer Equity Share capital of our Company (including those Equity Shares held by our Promoters in excess of the Minimum Promoter's Contribution) shall be locked-in for a period of one year from the date of Allotment in the Offer, except for (i) the Equity Shares transferred pursuant to the Offer for Sale; (ii) any Equity Shares held by the eligible employees (whether currently employees or not) of our Company which have been allotted to them under an employee stock option scheme, prior to the Offer, except as required under applicable law; (iii) any Equity Shares held by a VCF or Category I AIF or Category II AIF or FVCI, as applicable, provided that (a) such Equity Shares shall be locked in for a period of at least six months from the date of purchase by such VCF or Category I AIF or Category II AIF or FVCI; and (b) such VCF or AIF of category I or category II or a FVCI holds, individually or with persons acting in concert, less than 20% of pre-Offer Equity Share capital of the Company (on a fully diluted basis); and (iv) as otherwise permitted under the SEBI ICDR Regulations. Additionally, in accordance with Regulation 8A of the SEBI ICDR Regulations, as the Offer is in compliance with Regulation 6(1), the relaxation from lock-in period provided under Regulation 17(c) of the SEBI ICDR Regulations shall not be available to any Shareholder(s) holding, individually or with persons acting in concert, more than 20% of pre-Offer shareholding of our Company on fully diluted basis. Further, any unsubscribed portion of the Offered Shares will also be locked in, as required under the SEBI ICDR Regulations.

16. Recording on non-transferability of Equity Shares locked-in

As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository.

17. Lock-in of Equity Shares Allotted to Anchor Investors

Any Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in the following manner: There shall be a lock-in of 90 days on 50% of the Equity Shares Allotted to the Anchor Investors from the date of Allotment, and a lock-in of 30 days on the remaining 50% of the Equity Shares Allotted to the Anchor Investors from the date of Allotment.

18. Other requirements in respect of lock-in

Pursuant to Regulation 21 of the SEBI ICDR Regulations, Equity Shares held by our Promoters which are locked-in, as mentioned above, may be pledged as collateral security for a loan granted by a scheduled commercial bank, a public financial institution, NBFC-SI or a deposit taking housing finance company, subject to the following:

(i) with respect to the Equity Shares locked-in for one year from the date of Allotment, such pledge of the Equity Shares must be one of the terms of the sanction of the loan; and

(ii) with respect to the Equity Shares locked-in as Minimum Promoter's Contribution for three years from the date of Allotment, the loan must have been granted to our Company or its subsidiaries for the purpose of financing one or more of the objects of the Offer, which is not applicable in the context of this Offer.

However, the relevant lock-in period shall continue post the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer the Equity Shares till the relevant lock-in period has expired in terms of the SEBI ICDR Regulations.

In terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Promoters which are locked-in, may be transferred to any member of our Promoter Group or to any new promoter, subject to continuation of lock-in, in the hands of such transferee, for the remaining period and compliance with provisions of the Takeover Regulations, as applicable and such transferee shall not be eligible to transfer them till the lock-in period stipulated in SEBI ICDR Regulations has expired.

Further, in terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by persons (other than our Promoters) prior to the Offer and locked-in for a period of one year, 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 such transferee and compliance with the applicable provisions of the Takeover Regulations, as applicable and such transferee shall not be eligible to transfer them till the lock-in period stipulated in SEBI ICDR Regulations has expired. However, it should be noted that the Offered Shares which will be transferred by the Selling Shareholders pursuant to the Offer for Sale shall not be subject to lock-in.

19. Employee Stock Option Schemes

*Concord Enviro Employee Stock Option Plan 2022 ("**the ESOP 2022 Scheme**")*

Our Company, pursuant to the resolution passed by our Board of Directors on June 21, 2022 and Shareholders on June 22, 2022, adopted the ESOP 2022 Scheme. The total number of options available under the Scheme and which are exercisable will not be more than 20,600 Equity Shares. The Nomination and Remuneration Committee has been authorised to administer the Scheme.

The ESOP 2022 Scheme is administered by the Nomination and Remuneration Committee. The objective of the ESOP 2022 Scheme is, among others, to reward the Employees for their association, retention, dedication and contribution to the goals of the Company.

No options have been granted under ESOP 2022 Scheme, as on the date of this Red Herring Prospectus, as certified by Shah & Mantri, Chartered Accountants through a certificate dated December 14, 2024. ESOP 2022 Scheme is in compliance with the SEBI SBEB Regulations 2021. Further, any future allotment to be made under the ESOP 2022 Scheme will be to employees only and the grant of options will be in compliance with Companies Act and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

20. Except for Equity Shares which may be issued pursuant to the (i) Fresh Issue of Equity Shares, and (ii) exercise of options which may be granted under the ESOP 2022 Scheme, our Company presently does not intend or propose to alter its capital structure for a period of six months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares, or by way of 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 Equity Shares, or on a rights basis, or by way of further public issue of Equity Shares, or otherwise.

21. Except as disclosed above, none of the members of the Promoter Group, our Promoters, and / or our Directors and their relatives have purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Red Herring Prospectus. For details of acquisitions by our Promoters and members of the Promoter Group during the period, please see "*Acquisition of equity shares in the immediately preceding three years (including the immediately preceding one year) by our Promoters (including the Promoter Selling Shareholders) and members of the Promoter Group*" in this chapter.

22. There have been no financing arrangements whereby our Promoters, members of the Promoter Group, and / or our Directors and their relatives have financed the purchase by any other person of securities of our Company (other than in the normal course of the business of the relevant financing entity) during a period of six months immediately preceding the date of the Draft Red Herring Prospectus, this Red Herring Prospectus and the Prospectus.

23. All Equity Shares issued pursuant to the Offer shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Red Herring Prospectus.

24. As on the date of this Red Herring Prospectus, the BRLMs, their respective associates, as defined under the SEBI Merchant Bankers Regulations, do not hold any Equity Shares. The BRLMs, their respective associates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

25. Our Company has ensured and shall ensure that any transaction in the Equity Shares by our Promoters and the members of the Promoter Group during the period between the date of this Red Herring Prospectus and the date of closure of the Offer shall be reported to the Stock Exchanges within 24 hours of such transaction.

26. Our Company, the Promoters, our Directors and the BRLMs have no existing buyback arrangements or any other similar arrangements for the purchase of Equity Shares being offered through the Offer.

27. There are no outstanding convertible securities or warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares as on the date of this Red Herring Prospectus.

28. As on the date of this Red Herring Prospectus, our Company does not have any investors which are either directly or indirectly related to the BRLMs and/ or their respective associates or affiliates.

29. All issuances of securities made by our Company since its incorporation till the date of filing of this Red Herring Prospectus were in compliance with the Companies Act, 1956 and the Companies Act, 2013, as applicable.

30. The Offer is being through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, 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-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall

be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the Net QIB Portion 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, subject to availability of Equity Shares in the respective categories, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders (out of which (i) one third shall be reserved for Bidders with Bids exceeding ₹0.20 million and up to ₹1.00 million, and (ii) two-thirds shall be reserved for Bidders with Bids exceeding ₹ 1.00 million provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non- Institutional Bidders), and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.. For further details, see "*Offer Procedure*" on page 501.

31. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

32. Except to the extent of the Offer for Sale by the Promoters and certain members of Promoter Group, our Promoters and the other members of our Promoter Group will not participate in the Offer.

33. No person connected with the Offer, including, but not limited to, the BRLMs, the members of the Syndicate, our Company, our Directors, our Promoters, members of our Promoter Group, Group Companies or Selling Shareholders, shall offer or make payment of any incentive, whether direct or indirect, in any manner, in the nature of discount, commission and allowance, whether in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.

34. Neither the (i) BRLMs or any associate of the BRLMs (other than mutual funds sponsored entities which are associates of the BRLMs or insurance companies promoted by entities which are associates of the BRLMs or AIFs sponsored by the entities which are associates of the BRLMs or FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associates of the BRLMs); nor (ii) any person related to the Promoters or Promoter Group can apply under the Anchor Investor Portion.

35. Except for (i) Equity Shares which may be issued pursuant to the Fresh Issue, and (ii) Equity Shares which were allotted pursuant to the conversion of the CCPS and consummation of the Bonus Issuance, there has not been, and there will not be any further issue of Equity Shares whether by way of preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of this Red Herring Prospectus with SEBI until Equity Shares have been listed in the Stock Exchanges.

36. Other than as disclosed in "*Notes to the Capital Structure – Share capital history of our Company",* our Company has not undertaken any public issue of securities or any rights issue of any kind or class of securities since its incorporation.

OBJECTS OF THE OFFER

The Offer comprises a Fresh Issue of up to [●] Equity Shares, aggregating up to ₹ 1,750.00 million by our Company and an Offer for Sale of up to 4,640,888 Equity Shares aggregating up to ₹ [●] million by the Selling Shareholders. For details, see "*Summary of the Offer Document*" and "*The Offer*" on pages [●] and 99, respectively.

Offer for Sale

Each of the Selling Shareholders shall be entitled to its portion of the proceeds of the Offer for Sale, after deducting its portion of the Offer related expenses and relevant taxes thereon. Our Company will not receive any proceeds from the Offer for Sale, and accordingly, the proceeds from the Offer for Sale will not form a part of the Net Proceeds.

Fresh Issue

The details of the proceeds from the Fresh Issue are provided in the following table:

Particulars	Estimated amount (₹ in million)
Gross proceeds from the Fresh Issue*	1,750.00
(Less) Offer related expenses to be borne by our Company#	[●]
Net Proceeds from the Fresh Issue#	**[●]**

**Subject to full subscription of the Fresh Issue component.*
#To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.

Requirements of funds and utilization of Net Proceeds

The Net Proceeds of the Fresh Issue are proposed to be utilised in the following manner:

1. Investment in our wholly owned Subsidiary, Concord Enviro FZE ("**CEF**") for financing its capital expenditure requirements for the greenfield project to develop an assembly unit to assemble systems and plants for treatment of water, waste water and related membrane modules (the "**U.A.E Project**");

2. Investment in our wholly owned Subsidiary, Rochem Separation Systems (India) Private Limited ("**RSSPL**") for financing its capital expenditure requirements for the brown field project to expand the manufacturing facilities, storage and supporting activities (the "**Vasai Project**");

3. Funding capital expenditure requirements of our Company for purchase of plant and machinery;

4. Investment in our wholly owned Subsidiary, Concord Enviro FZE for prepayment or repayment, in full or in part, of all or a portion of certain outstanding borrowings availed by Concord Enviro FZE;

5. Investment in our wholly owned Subsidiary, Concord Enviro FZE, for funding working capital requirements of Concord Enviro FZE;

6. Investment in our joint venture, Roserve Enviro Private Limited to grow our pay per use/pay as you treat business;

7. Investment in technology and other growth initiatives for access to new markets; and

8. General corporate purposes.

(collectively, referred to herein as "**Objects**")

In addition to the aforementioned Objects, our Company will receive the benefits of listing of its Equity Shares on the Stock Exchanges including enhancement of our Company's brand name and creating a public market for our Equity Shares in India.

The main objects and the objects incidental and ancillary to the main objects of our MoA enables our Company (i) to undertake our existing business activities; (ii) to undertake activities for which funds are being raised by us through the Fresh Issue; and (iii) to undertake the activities for which funds are earmarked towards general corporate purposes. The main objects and the objects incidental and ancillary to the main objects set out in the respective memorandum of association of our Subsidiaries, enables each of them to undertake: (i) their existing business activities; (ii) the activities proposed to be funded from the Net Proceeds; and (iii) the activities towards which the loans proposed to be repaid from the Net Proceeds were utilised.

Utilization of Net Proceeds

The Net Proceeds are proposed to be utilised in the following manner:

Sr. No.	Particulars	Estimated Amount* (₹ in million)
1.	Investment in our wholly owned Subsidiary, CEF for financing its capital expenditure requirements for the greenfield project to develop an assembly unit to assemble systems and plants for treatment of water, waste water and related membrane modules	250.00
2.	Investment in our wholly owned Subsidiary, Rochem Separation Systems (India) Private Limited ("**RSSPL**") for financing its capital expenditure requirements for the brown field project to expand the manufacturing facilities, storage and supporting activities	105.05
3.	Funding capital expenditure requirements of our Company for purchase of plant and machinery	32.07
4.	Investment in our wholly owned Subsidiary, Concord Enviro FZE for prepayment or repayment, in full or in part, of all or a portion of certain outstanding borrowings availed by CEF	500.00
5.	Investment in our wholly owned Subsidiary, CEF, for funding working capital requirements of CEF	200.00
6.	Investment in our joint venture, Roserve Enviro Private Limited to grow our pay per use/pay as you treat business	100.00
7.	Investment in technology and other growth initiatives for access to new markets^	235.00
8.	General Corporate Purposes^	[●]
	Total*	[●]

**To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.*
^The cumulative amount to be utilised for investment in technology and other growth initiatives for access to new markets and general corporate purposes shall not exceed 35% of the Gross Proceeds. The amount to be utilised for each of: (a) investment in technology and other growth initiatives; and (b) general corporate purposes, shall not exceed 25% of the Gross Proceeds.

Our Board at its meeting held on August 26, 2024 approved the proposed objects of the Offer and the respective amounts proposed to be utilized from the Net Proceeds for each object. See "*Material Contracts and Documents for Inspection – Material Documents*" on page 592.

Proposed schedule of implementation, and deployment of Net Proceeds

The Net Proceeds are proposed to be used in accordance with the details provided in the following table:

(₹ in million)

Particulars	Total estimated cost (1)	Estimated amount funded from the Net Proceeds	Estimated deployment of Net Proceeds in		
			Fiscal 2025	Fiscal 2026	Fiscal 2027
Investment in our wholly owned Subsidiary, CEF for financing its capital expenditure requirements for the greenfield project to develop an assembly unit to assemble systems and plants for treatment of water, waste water and related membrane modules (3)	250.00	250.00	-	180.00	70.00
Investment in our wholly owned Subsidiary, Rochem Separation Systems (India) Private Limited ("**RSSPL**") for financing its capital expenditure requirements for the brown field project to expand the manufacturing facilities, storage and supporting activities (5)	105.05	105.05	1.00	52.00	52.05
Funding capital expenditure requirements of our Company for purchase of plant and machinery	32.07	32.07	-	32.07	-
Investment in our wholly owned Subsidiary, CEF for prepayment or repayment, in full or in part, of all or a portion of certain outstanding borrowings availed by CEF	500.00	500.00	500.00	-	-
Investment in our wholly owned Subsidiary, CEF, for funding working capital requirements of CEF	200.00	200.00	50.00	100.00	50.00
Investment in our joint venture, Roserve Enviro Private Limited to grow our pay per use/pay as you treat business	100.00	100.00	50.00	50.00	-
Investment in technology and other growth initiatives for access to new markets(2)	235.00	235.00	-	100.00	135.00
General corporate purposes (2)	[●]	[●]	[●]	[●]	[●]
Net Proceeds (2)	[●]	[●]	[●]	[●]	[●]

(1) Applicable taxes, to the extent required, have been included in the estimated cost.
(2) To be finalised upon determination of Offer Price and updated in the Prospectus prior to filing with the RoC. The cumulative amount to be utilised for investment in technology and other growth initiatives for access to new markets and general corporate purposes shall not exceed 35% of the

Gross Proceeds. The amount to be utilised for each of: (a) investment in technology and other growth initiatives; and (b) general corporate purposes, shall not exceed 25% of the Gross Proceeds.

(3) *Total estimated cost as per report dated December 5, 2024 from Parikh and Kulkarni Consulting Engineers Private Limited.*

(4) *Total estimated cost as per report dated December 5, 2024 from A.M. Faroz & Associates.*

The funding requirements and deployment of the Net Proceeds as described herein are based on of various factors, such as report dated December 5, 2024 from Parikh and Kulkarni Consulting Engineers Private Limited and report dated December 5, 2024 from A.M. Faroz & Associates, certificate on working capital requirement of our Subsidiary, CEF dated December 13, 2024 from UHY James Chartered Accountant, Dubai, UAE, our current business plan, management estimates, current circumstances of our business, valid quotations received from third parties, certificates from independent project consultants, interest rates and other charges and other terms of the facility agreements entered into by us in connection with our borrowings and other commercial and technical factors. However, such fund requirements and deployment of funds have not been appraised by any bank or financial institution. See "*Risk Factors- A portion of our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and may be subject to change based on various factors, some of which are beyond our control*." on page 65. We may have to revise our funding requirements and deployment of the Net Proceeds from time to time on account of various factors, such as the timing of completion of the Offer, financial and market conditions as well as general factors affecting our results of operations and financial condition, business and strategy, competitive environment and interest or exchange rate fluctuations, revision in costs indicated in quotations at the time of actual expenditure, increase in input costs of construction materials and labour costs, logistics and transport costs incremental preoperative expenses, taxes and duties and engineering procurement and construction costs due to factors such as inflation, changes in working capital margin, regulatory costs, environmental factors and other external factors, which may not be within the control of our management.

Subject to applicable law, in case of a shortfall in raising requisite capital from the Net Proceeds or an increase in the total estimated cost of the Objects, business considerations may require us to explore a range of options including utilising our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilisation of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Offer. In the event that the estimated utilisation of the Net Proceeds in a scheduled Financial Year is not completely met, due to the reasons stated above, the same shall be utilised in the next Fiscal Year, as may be determined by our Company in accordance with applicable laws. If the actual utilisation towards any of the Objects is lower than the proposed deployment, such balance will be used towards general corporate purposes, to the extent that the total amount to be utilised towards general corporate purposes is within the permissible limits in accordance with the SEBI ICDR Regulations.

Means of finance

The fund requirements towards the Objects detailed above are proposed to be entirely funded from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Fresh Issue and internal accruals as required under the SEBI ICDR Regulations. In case of a shortfall in the Net Proceeds or any increase in the actual utilization of funds earmarked for Objects, our Company may explore a range of options including utilizing our internal accruals or availing additional debt for capital expenditure.

Details of objects of the Offer to be funded from Fresh Issue proceeds

1. ***Investment in our wholly owned Subsidiary, CEF for financing its capital expenditure requirements for the greenfield project to develop an assembly unit to assemble systems and plants for treatment of water, waste water and related membrane modules***

   We propose to set up a greenfield unit at Sharjah, U.A.E to assemble systems and plants for treatment of waste water and related membrane modules. The board of directors of CEF have adopted a resolution dated August 26, 2024 in relation to the U.A.E Project.

   Capacity, Production and Capacity Utilization at Sharjah

   The following tables sets forth information relating to the installed capacity, actual production and capacity utilization of our major products at our existing manufacturing facility at Sharjah as of, and for the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022.

Facilities	As of and for the five-month period ended August 31, 2024			As of, and for year ended March 31, 2024		
	Installed Capacity (Nos.)	Actual Production (Nos.)	Capacity Utilization (%)	Annual Installed Capacity (Nos.)	Annual Actual Production (Nos.)	Capacity Utilization (%)
Sharjah						
Modules(1)	2,500	516	20.64%	6,000	1,849	30.82%

Facilities	As of, and for year ended March 31,					
	2023			2022		
	Annual Installed Capacity (Nos.)	Annual Actual Production (Nos.)	Capacity Utilization (%)	Annual Installed Capacity (Nos.)	Annual Actual Production (Nos.)	Capacity Utilization (%)
Sharjah						
Modules(1)	6,000	681	11.35%	6,000	2227	37.12%

**As certified by Independent Chartered Engineer by way of their certificate dated December 7, 2024.*
(1) Modules comprise membrane modules for sea water treatment and wastewater treatment.

Land and utilities

CEF has leased land from the Sharjah Airport International Free Zone, Government of Sharjah. The land is located at Plot T6 – 02, SAIF Zone, Sharjah, U.A.E, and the total size of the plant is 129,167 sq.ft. The lease is for an initial term of one year, which automatically renews every year. The land on which we propose to establish the U.A.E Project is leased by CEF, and CEF has received all approvals in relation to use of the land for the U.A.E Project.

The assembly unit is being setup to expand the production facility of CEF and house the new products and technologies CEF is in the process of developing. Further, CEF currently has limited space to assemble systems and plants at its Sharjah facility to meet its customer requirements. This facility shall allow CEF to increase its capacity for assembly of plants and systems and service its overseas clients more efficiently.

Requirements for the U.A.E. Project

CEF is investing in this assembly unit as it caters to the global business of our Company and is the source of several raw materials that are required to assemble systems and plants for its clients. With increased assembly capacity in Sharjah, CEF will be able to better meet the demand for its international clients and allow its Indian facilities to focus on the requirement of the Indian market. Our capacity utilisation at our Sharjah Facility was 20.64%, 30.82%, 11.35% and 37.12%, in the five-month period ended August 31, 2024 and in Fiscals 2024, 2023 and 2022, respectively. Due to reduction in third-party sales of our modules from customers located in China and Germany, our capacity utilization decreased from 37.12% in Fiscal 2022 to 11.35% in Fiscal 2023, which subsequently increased to 30.82% in Fiscal 2024 on account of an increase in our systems and plant sales and resultant increase in the manufacturing of our modules. As of August 31, 2024, we had an Order Book of ₹ 2,948.42 million for our systems and plants, thereby we are required to increase the utilisation of our module manufacturing capacity at our Sharjah facility. The production capacity at the U.A.E Project is proposed to be set up to (a) provide for the growing Order Book for systems and plants, which stood at ₹ 2,948.42 million as of August 31, 2024, and (b) establish capabilities for new products and technologies such as WHE modules, containerized plants, which are not currently manufactured at the Sharjah facility, and (c) help us grow our international business. For further details, please also see "*Risk Factors –* ***Our capacity utilization has been low in the five months ended August 31, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022, which exposes us to higher production costs and lower profitability. Low capacity utilisation in the future may adversely affect our business, results of operations and financial condition. Information relating to the installed manufacturing capacity of our two manufacturing facilities included in this Red Herring Prospectus are based on various assumptions and estimates and future production and capacity may vary.***" on page 32.

The following are the details of our expanded capacity, product portfolio and benefits accrued to the Company, upon completion of the U.A.E Project.

Facility	Expanded capacity	Products	Benefits to our Company
Sharjah	Modules – 2,000 nos. per month 50,000 sq. mtrs. per year Systems – 36 units per year	Membrane modules WHE modules Containerised plants	The expanded capacity will provide for our growing Order Book for membranes and expand our manufacturing capabilities to include new products such as waste heat evaporator modules and containerized plants

The fund requirements for the U.A.E Project are based on the report dated December 5, 2024 issued by the project consultant namely, Parikh and Kulkarni Consulting Engineers Private Limited (“**U.A.E Project Report**”).

Schedule of implementation

The expected schedule of implementation of the U.A.E Project is set forth below:

Particulars	Expected date of commencement	Expected date of completion
Building 1	May 2025	November 2025
Mezzanine	December 2025	April 2026
Building 2	May 2025	March 2026
Mezzanine	April 2026	June 2026
Open area with foundation for assembly of containerised systems	October 2025	March 2026
Compound and infra works including sewage collection pit, fire water tank, overhead water tank, wastewater tank and recycled water tank	October 2025	March 2026
Underground water tank	October 2025	March 2026
MEP cost including, firefighting, internals, waste collection bins etc.	April 2026	June 2026
Miscellaneous works	July 2026	August 2026
Date of commercial operations	September 2026	-

Note: The schedule of implementation for U.A.E Project is based on the U.A.E Project Report.

The total estimated cost for the U.A.E Project is ₹250.00 million, as estimated by Parikh and Kulkarni Consulting Engineers Private Limited, pursuant to the U.A.E Project Report.

The detailed break-up of the total estimated cost of the U.A.E Project, is set forth below:

(₹ in million)

S No	Particulars	Total estimated cost* [(1)]
1	Building 1	65.51
a	Mezzanine	4.58
2	Building 2	65.51
a	Mezzanine	4.58
3	Open area with foundation for assembly of containerised systems	36.50
4	Compound and infra works including sewage collection pit, fire water tank, overhead water tank, wastewater tank and recycled water tank	46.92
5	Underground water tank	4.22
6	MEP cost including, firefighting, internals, waste collection bin etc.	14.08
7	Miscellaneous costs & contingencies	8.10
	Total	250.00

**Cost of conversion is converted from USD to INR at an exchange rate of ₹ 83.7282, which was prevalent on August 22, 2024.*
1. The MEP costs cover the required electrical, mechanical, fire fighting, HVAC etc.
2. The above costs are projected based on the current prices in UAE and adjusted for expected inflation for the construction period of May 2025 to August 2026. The costs are turnkey. The costs are valid for startup of construction of assembly unit up to May 2025.
3. The amount to be utilized from the Net Proceeds within the above mentioned particulars is indicative. Any increase or decrease in expenditure for a particular purpose from the planned expenditure is at the discretion of our management.

Government approvals

In relation to the U.A.E Project, we are required to obtain approvals from certain governmental or local authorities, the status of which is provided below and certified by Parikh and Kulkarni Consulting Engineers Private Limited in the Project Report.

Sr. No.	Authority	Nature of Approval	Status
Pre-Construction			
1	Sharjah Civil Defense (Ministry of Interior)	Civil Defense Approval	Not required at this stage and will be obtained at the appropriate juncture.
2	Sharjah Electricity and Water Authority (SEWA)	Electricity, water, sewage (utilities) approval	Not required at this stage and will be obtained at the appropriate juncture.
3	Engineering Department, SAIF Zone	Design and engineering approval	Not required at this stage and will be obtained at the appropriate juncture.
Construction			
4	Engineering Department, SAIF Zone	Building permit	Not required at this stage and will be obtained at the appropriate juncture.
Completion			

Sr. No.	Authority	Nature of Approval	Status
5	Sharjah Civil Defense (Ministry of Interior)	Civil defense NOC	Not required at this stage and will be obtained at the appropriate juncture.
6	Sharjah Electricity and Water Authority (SEWA)	SEWA NOC	Not required at this stage and will be obtained at the appropriate juncture.
7	Engineering Department, SAIF Zone	SAIF Zone NOC	Not required at this stage and will be obtained at the appropriate juncture.

As on the date of this Red Herring Prospectus, we have not commenced the setting up of the manufacturing facilities, including construction of building and other civil works. Accordingly, we are not required to obtain any licenses / approvals from any governmental authorities for these projects at this stage of setting up, and will apply for all necessary approvals that we may require at the relevant stages in due course, as and when applicable.

We will file necessary applications for the U.A.E Project with the relevant authorities for obtaining such approvals as applicable, for the post construction stages. In the event of any unanticipated delay in receipt of such approvals, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly. For details, see *"Risk Factors –* ***A portion of our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and may be subject to change based on various factors, some of which are beyond our control. Further, [●]% of the proceeds of the Offer will be infused into the Company as the Fresh Issue and be deployed towards the objects and [●]% of the proceeds of the Offer will be distributed to the Selling Shareholders in proportion of their Sale Shares. The Offer comprises a Fresh Issue of up to [●] Equity Shares, aggregating up to ₹ 1,750.00 million by our Company.***" on page 65.

Mode of deployment

The investment by our Company in CEF (which is a wholly owned Subsidiary of our Company) is proposed to be undertaken in the form of equity. The actual mode of such deployment has not been finalised as on the date of this Red Herring Prospectus and will be finalised by our Company based on recommendations of our Audit Committee. Before providing its recommendations in this regard to our Board, our Audit Committee will be required to take into account relevant commercial considerations and considerations under the applicable regulatory framework, including the provisions under the Indian exchange control regulations. If the investment is in debt instruments issued by CEF, complete details regarding the rate of interest, nature of security, terms of repayment and subordination (if any) will be suitably disclosed by our Company.

2. ***Investment in our wholly owned Subsidiary, Rochem Separation Systems (India) Private Limited ("RSSPL") for financing its capital expenditure requirements for the brown field project to expand the manufacturing facilities, storage and supporting activities***

We propose to undertake a brownfield project to expand the manufacturing facilities, storage and supporting activities such as design, administration, quality controls & assurance, staff welfare and utility section to support the plant productivity. The board of directors of RSSPL have adopted a resolution dated August 26, 2024 in relation to the Vasai Project.

Capacity, Production and Capacity Utilization at Vasai

The following tables sets forth information relating to the installed capacity, actual production and capacity utilization of our major products at our existing manufacturing facility at Vasai as of, and for the five-month period ended August 31, 2024 and for Fiscal 2024, Fiscal 2023 and Fiscal 2022.

Facilities	As of and for the five-month period ended August 31, 2024			As of, and for year ended March 31, 2024		
	Installed Capacity for each product (Nos.)	Actual Production (Nos.)	Capacity Utilization (%)	Annual Installed Capacity for each product (Nos.)	Annual Actual Production (Nos.)	Capacity Utilization (%)
Vasai						
Modules(1)	4,583	1,142	24.92%	11,000	4420	40.18%
Systems(2)	250	83	33.20%	600	219	36.50%

Facilities	As of, and for year ended March 31,					
	2023			2022		
	Annual Installed Capacity for each product (Nos.)	Annual Actual Production (Nos.)	Capacity Utilization (%)	Annual Installed Capacity for each product (Nos.)	Annual Actual Production (Nos.)	Capacity Utilization (%)
Vasai						
Modules(1)	11,000	4180	38.00%	11,000	2700	24.55%
Systems(2)	600	223	37.17%	600	206	34.33%

**As certified by Independent Chartered Engineer by way of their certificate dated December 13, 2024.*
(1) Modules comprise membrane modules for sea water treatment and wastewater treatment.
(2) Systems comprise brackish-water membrane-based systems, polishing membrane-based systems and wastewater membrane based systems.

Requirements for the Vasai Project

The new facility will provide RSSPL with an integrated manufacturing facility for its entire production requirement which is currently being carried out in different co-located units, thereby reducing the production time and material handling for each project executed by it. Our capacity utilisation at Vasai was (a) 33.20%, 36.50%, 37.17% and 34.33% for systems, and (b) 24.92%, 40.18%, 38.00% and 24.55% for modules, in the five-month period ended August 31, 2024 and in Fiscals 2024, 2023 and 2022, respectively. While our systems and plants capacity is measured in terms of number of systems and plants manufactured at a uniform capacity, we manufacture our systems and plants of varying capacity which may indicate lower capacity utilisation in spite of manufacturing high capacity plants. We propose to set up the Vasai Project, which will not increase our capacity but will help improve the utilization of our existing capacity. For further details, please also see "*Risk Factors –* ***Our capacity utilization has been low in the five months ended August 31, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022, which exposes us to higher production costs and lower profitability. Low capacity utilisation in the future may adversely affect our business, results of operations and financial condition. Information relating to the installed manufacturing capacity of our two manufacturing facilities included in this Red Herring Prospectus are based on various assumptions and estimates and future production and capacity may vary.***" on page 32

Land and utilities

The project envisages construction of a new factory on existing land comprising 5 plots, at Village Bilalpada, S. No. 42/1, Plot No. 49, 50, 51, 52 and S no. 55 (part), Taluka, Vasai, District Palghar which is owned by our Subsidiary, RSSPL. The total size of the plant is 1,441.80 sq mtrs. comprising a building having a height of 5 mtrs. and will comprise an office area of 720.90 sq. mtrs., mezzanine and storage facilities of 371.60 sq. mtrs., and a production area of 349.30 sq. mtrs. The electricity and power will be supplied by a state utility. The new facility will provide RSSPL with an integrated manufacturing facility for its entire production requirement which is currently being carried out in different co-located units reducing the production time and material handling for each project executed by it. An alternate source of LV/ HV supply from a separate or from a diesel generator with appropriate changeover switch shall be provided.

The fund requirements for the Vasai Project are based on the report dated December 5, 2024 issued by the project consultant, A.M. Faroz & Associates ("**Vasai Project Report**").

Further, our Company confirms that land owned by our Subsidiary i.e. Rochem Separation Systems (India) Private Limited is a non-agricultural land.

Our Company has invested a total amount aggregating to ₹ 248.12 million in RSSPL, as of the date of this Red Herring Prospectus.

Schedule of implementation

The expected schedule of implementation of the Vasai Project is set forth below:

Particulars	Expected date of commencement	Expected date of completion
Approval for construction plan at existing location	Applied*	April 2025
Construction completion	May 2025	April 2026
Occupation certificate	April 2026	June 2026
Commencement of production	July 2026	-

Note: The schedule of implementation for Vasai Project is based on the Vasai Project Report.
**Applied to the deputy director, town planning, VVCMC, Virar vide application dated November 25, 2024.*

The total estimated cost for the Vasai Project is ₹105.05 million, as estimated by A.M. Faroz & Associates, pursuant to the Vasai Project Report. The Vasai Project Report is valid for a period of two years from December 5, 2024.

The detailed break-up of the total estimated cost of the Vasai Project, is as set forth below:

(₹ in million)

S No	Particulars	Total estimated cost (1)
1	Building with mezzanine	78.00
a	Water tank	1.80
2	Pavement works	8.79
a	Compound infrastructure works	2.36
3	MEP cost (including overhead cranes, firefighting, internals, etc)	9.50
4	Electrical works	4.60
	Total	105.05

(1) The amount to be utilized from the Net Proceeds within the above mentioned particulars is indicative. Any increase or decrease in expenditure for a particular purpose from the planned expenditure is at the discretion of our management.

Government approvals

In relation to the Vasai Project, we are required to obtain various building permits, including but not limited to provisional and final no objection certificates for trees, fire, rainwater harvesting, and occupation certificate as provided and certified by A.M. Faroz & Associates in the Vasai Project Report.

As on the date of this Red Herring Prospectus, we have not commenced the setting up of the manufacturing facilities, including construction of building and other civil works. Accordingly, we are not required to obtain any licenses / approvals from any governmental authorities for these projects at this stage of setting up, and will apply for all necessary approvals that we may require at the relevant stages in due course, as and when applicable.

Further, since Rochem Separation Systems (India) Private Limited is operating an engineering unit and there is no process discharging sewerage or trade effluent to the environment or likely to emit air pollution into the atmosphere, there is no requirement for obtaining a consent to establish license under applicable state laws.

We will file necessary applications for the Vasai Project with the relevant authorities for obtaining such approvals as applicable, for the post construction stages. In the event of any unanticipated delay in receipt of such approvals, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly. For details, see *"Risk Factors – A portion of our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and may be subject to change based on various factors, some of which are beyond our control.*" on page **65**.

Mode of deployment

The investment by our Company in RSSPL (which is a wholly owned Subsidiary of our Company) is proposed to be undertaken in the form of equity. The actual mode of such deployment has not been finalised as on the date of this Red Herring Prospectus and will be finalised by our Company based on recommendations of our Audit Committee. Before providing its recommendations in this regard to our Board, our Audit Committee will be required to take into account relevant commercial considerations and considerations under the applicable regulatory framework, including the provisions under the Indian exchange control regulations. If the investment is in debt instruments issued by CEF, complete details regarding the rate of interest, nature of security, terms of repayment and subordination (if any) will be suitably disclosed by our Company.

3. Funding capital expenditure requirements of our Company for purchase of plant and machinery

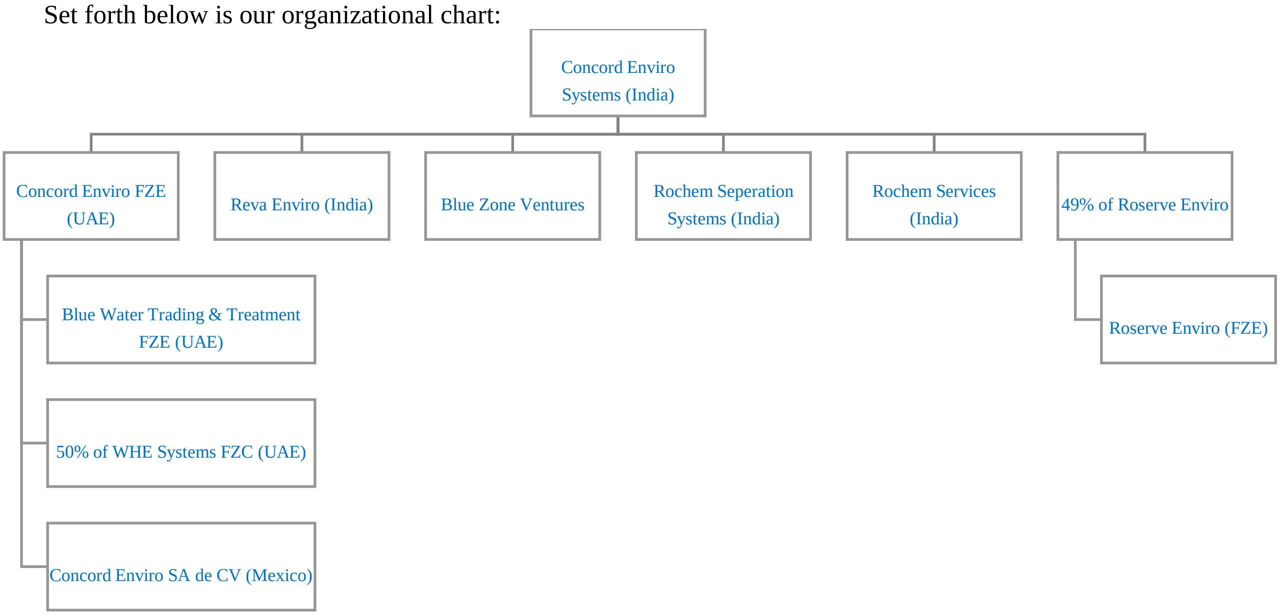
We are a global provider of water and wastewater treatment and reuse solutions, including zero liquid discharge ("**ZLD**") technology. ZLD systems are wastewater treatment solutions designed to recycle and recover clean water from industrial effluents, leaving behind solid waste or residue. We have in-house capabilities to develop solutions across the entire value chain including designing, manufacturing, installation and commissioning, operation and maintenance ("**O&M**") and digitalization solutions including IoT. Our business operations include:

- **Systems and Plants:** the manufacture and sale water and wastewater treatment, reuse and ZLD of systems and plants and turnkey solutions and includes effluent treatment plants, anaerobic digestors, membrane bio-reactors, sewage treatment plants, membrane-based systems including ultra-filtration ("**UF**"), nano-filtration ("**NF**"), reverse osmosis ("**RO**"), desalination systems and waste heat evaporators ("**WHE**").;

- **O&M: operations** and maintenance; and

- **Consumables and Spares:** the manufacture and sale of consumables and spare parts (including membranes, plants chemicals and consumables).

Set forth below is our organizational chart:



During the five-month period ended August 31, 2024, and for Fiscals 2024, 2023 and 2022, the revenue contribution from our domestic customers accounted for 55.61%, 58.23%, 75.96% and 77.52%. Additionally, during the five-month period ended August 31, 2024, and for Fiscals 2024, 2023 and 2022, the revenue contribution from our international customers accounted for 44.39%, 41.77%, 24.04% and 22.48%.

On an ongoing basis, we invest in the procurement of plant and machinery, which is utilized by us in carrying out our business, based on our Order Book and the future requirements estimated by our management. We propose to utilize ₹ 32.07 million out of the Net Proceeds towards purchase of below mentioned plant and machinery.

While we propose to utilize ₹ 32.07 million towards purchasing equipment, based on our current estimates, the specific number and nature of such equipment to be procured by our Company will depend on our business requirements. The capital requirements, the deployment of funds and the intended use of the Net Proceeds, are based on our current business plan, management estimates, current and valid quotations from suppliers and other commercial and technical factors. The plant, machinery and equipment will enable our Company to undertake precision machining and welding of certain parts in-house. The material handling equipment like pickup trucks, overhead cranes and fork-lifts will facilitate handling and movement of heavy material on factory floor and within the factory location. Further, we also propose to use diesel generators as a backup power source, gas air compressors and test beds to enable us to conduct factory acceptance trials for our products.

We propose to incur capital expenditure on plant and machinery due to the following reasons:

Description	Requirement
10 MT Single Girder EOT Crane with Modular Electric Wire Rope Hoist & All Motion VFD basied Control Pannel	An overhead crane for moving goods on floor premises
CNC Verticle Machining centre with all accessories	Vertical CNC machine for machining of all steel parts used in assembly
Ace Slant Bed CNC Lathe Machine with all accessories	Horizontal CNC machine for machining of all steel parts used in assembly
Pickup Truck	For internal freight movement within the location
100 KW/125 KVA Silent Diesel Generator Set	Power back up for production and factory acceptance tests
OM Electric Fork Lift (Capacity- 3 T)	Moving FG/ SFG and RM on floor and loading on trucks- solar powered
Ace Diesel Fork Lift (Capacity- 5T)	Moving FG/ SFG and RM on floor and loading on trucks
T'G & Arc Welding Machine with Inverter	SS 316 / duplex high pressure / low pressure piping / welding facility
Orbital Welding machine	Automatic welding machines

Description	Requirement
Gas Air Compressor	Pneumatic air supply- for production and for factory acceptance Trials
Test Bed	For testing of modules in subassembly area as finished goods and also for factory acceptance trials

The above plant and machinery will be deployed at our facility for the Vasai Project at Plot No. 49, Tal Vasai, District Palghar.

An indicative list of such plant and machinery that we intend to purchase, along with details of the quotations we have received in this respect is set forth below:

S. No	Description of Equipment	Cost per unit (in ₹ million)	Quantity	Cost (in ₹ million)	GST	Amount (in ₹ million)	Name of the vendor	Date of the quotation	Validity
1.	10 MT Single Girder EOT Crane with Modular Electric Wire Rope Hoist & All Motion VFD based Control Panel	2.12	1	2.12	18%	2.50	Bharat Cranes	November 25, 2024	60 days from the date of the Offer.
2.	CNC Vertical Machining centre with all accessories	4.20	1	4.20	18%	4.96	Ace Designers Limited	November 25, 2024	60 days from the date of the Offer.
3.	Ace Slant Bled CNC Lathe Machine with all accessories	1.80	1	1.80	18%	2.12	Ace Designers Ltd	November 25, 2024	60 days from the date of the Offer.
4.	Pickup Truck	1.15	1	1.15	-	1.15	Salasar Autocrafts Private Limited	December 5, 2024	December 31, 2024
5.	100 KW/ 125 KVA Silent Diesel Generator Set with AMF Panel	1.23	2	2.46	18%	2.90	Powerica Limited	November 25, 2024	30 days from the date of the Offer.
6.	OM Electric Fork Lift (Capacity-3T) with Battery charger	1.22	1	1.22	18%	1.44	DSK Sales and Services	November 25, 2024	60 days from the date of the Offer.
7.	Ace Diesel Fork Lift (Capacity-5T)	1.67	1	1.67	18%	1.97	Action Construction Equipment Ltd.	November 26, 2024	15 days from the date of the Offer.
8.	IGBT Controlled DC TIG & Arc	0.09	4	0.36	18%	0.42	Sai Samarth Industries Solutions	November 25, 2024	60 days from the date of the Offer.

S. No	Description of Equipment	Cost per unit (in ₹ million)	Quantity	Cost (in ₹ million)	GST	Amount (in ₹ million)	Name of the vendor	Date of the quotation	Validity
	Welding Machine with Inverter								
9.	Orbital Welding machine	1.72	1	1.72	18%	2.03	Universal Orbital Systems Pvt. Ltd.	November 25, 2024	60 days from the date of the Offer.
10.	Compressor Model TP 300/250	8.67	1	8.67	18%	10.22	Indian Compressors Ltd	November 25, 2024	60 days from the date of the Offer.
11.	SKID-1057 Pump	0.91	3	2.75	18%	3.25	Kiron Hydraulic	November 25, 2024	Until February 28, 2025
12.	SKID-3527 Pump	1.32	3	3.95	18%	4.66	Kiron Hydraulic	November 25, 2024	Until February 28, 2025
Total				**32.07**		**37.62**			

A brief description of the machinery we proposed to purchase, and its intended use, is set out below:

Sr. No.	Machinery / equipment	Description
1.	10 MT Single Girder EOT Crane with Modular Electric Wire Rope Hoist & All Motion VFD basied Control Pannel	Material handling on factory shop floor
2.	CNC Vertical Machining centre with all accessories	In-house precision machining of stainless steel parts
3.	Ace Slant Bled CNC Lathe Machine with all accessories	In-house precision machining of stainless steel parts
4.	Pickup Truck	Material transportation
5.	100 KW/ 125 KVA Silent Diesel Generator Set	Power back-up
6.	OM Electric Fork Lift (Capacity- 3T)	Material handling on factory shopfloor
7.	Ace Diesel Fork Lift (Capacity- 5T)	Material handling on factory shopfloor
8.	TIG & Arc Welding Machine with Inverter	Welding of steel pipes
9.	Orbital Welding machine	Welding of steel pipes
10.	Compressor Model TP 300/250	Gas compressor for testing of gas separation equipment
11.	SKID- 1057 Pump	Module testing
12.	SKID- 3527 Pump	Module testing

The quotations in relation to the plant and machinery are valid as on the date of this Red Herring Prospectus. Some of the quotations mentioned above do not include cost of freight, insurance, entry tax, customs duty and other applicable taxes as these can be determined only at the time of placing of orders. Such additional costs shall be funded from the Net Proceeds proposed to be utilised towards the purchase of capital equipment or through internal accruals, if required. Our Company has not placed orders for any of these machineries as on the date of this Red Herring Prospectus.

We have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the equipment or at the same costs. The quantity of equipment to be purchased will be based on management estimates and our business requirements. Our Company shall have the flexibility to deploy such equipment according to the business requirements of our Company and based on estimates of our management. No second-hand or used machinery is proposed to be purchased out of the Net Proceeds. Each of the units mentioned above is proposed to be acquired in a ready-to-use condition.

Further, our Promoters, Directors and Key Managerial Personnel do not have any interest in the proposed acquisition of the equipment or in the entity from whom we have obtained quotations in relation to such proposed acquisition of the plant and machinery.

4. ***Investment in our wholly owned Subsidiary, CEF for prepayment or repayment, in full or in part, of all or a portion of certain outstanding borrowings availed by CEF***

We have entered into various financing arrangements with banks, such as term loans and working capital facilities, including fund based and non-fund based borrowings. For further information on the financial indebtedness of our Company, see "*Financial Indebtedness*" on page 460. As on September 30, 2024, our total indebtedness under the various financing arrangements aggregated to ₹ 2,104.12 million. Similarly, CEF has entered into financing arrangements for availing terms loans and working capital loans. As of September 30, 2024, the aggregate outstanding borrowings of CEF amounted to ₹ 757.66 million. The profit / loss after tax for CEF for the five-month period ended August 31, 2024 and Fiscal 2024, 2023 and 2022 was ₹ 3.65 million, ₹ 843.51 million, ₹ (77.75) million and ₹57.67 million, respectively. Further, the utilisation ratio for loans of CEF as of September 30, 2024, was 100%.

Our Company proposes to utilise an estimated amount of ₹ 500.00 million from the Net Proceeds towards investment in our wholly owned Subsidiary, CEF, for prepayment or repayment, in full or in part, of all or a portion of the outstanding borrowings availed by CEF and the accrued interest thereon. In the event that there are any prepayment or repayment penalties required to be paid under the terms of the relevant financing arrangements, the amount of such prepayment or repayment penalties shall be paid by our Company out of our internal accruals. In light of the above, post filing of this Red Herring Prospectus, any of the below mentioned loans or facilities may be repaid in part or full or refinanced by CEF.

We believe that such repayment/ pre-payment will help reduce our outstanding indebtedness, debt servicing costs and improve our debt-to equity-ratio and enable utilisation of internal accruals for further investment in business growth and expansion. In addition, we believe that the improved debt to equity ratio will enable us to raise further resources in the future to fund potential business development opportunities and plans to grow and expand our business. Additionally, we believe that our leverage capacity will improve our ability to raise further resources in the future to fund our potential business development opportunities and plans to grow and expand our business.

The following table provides details of the borrowings availed by CEF which are currently proposed to be fully or partially repaid or prepaid (earlier or scheduled) from the Net Proceeds:

Name of the lender, nature and date of the loan agreement	Purpose of the loan	Date of Sanction Letter	Term/ Tenure	Amount sanctioned as of September 30, 2024	Outstanding loan amount as of September 30, 2024	Amount utilized as of September 30, 2024	Rate of Interest	Prepayment Penalty	Amount proposed to be repaid out of the Net Proceeds (if determined)	Whether the loan has been utilized for the purpose for which it has been availed
				(₹ million)	(₹ million)	(₹ million)	(%)		(₹ million)	
Global Climate Partnership Fund	Capital Expenditure & working capital	September 24, 2020#	15 December 2026 (final repayment date)	502.70	251.35	502.70	6.25%	2%	250.01	Yes
National Bank of Fujairah	Capital Expenditure & working capital	June 02, 2024	The tenure ranges from 1-12 months.as follows:	342.12	288.31	342.12	9.5%	Nil	301.97	Yes

Notes:

*(1)Global Climate Partnership Fund ("**GCPF**") is an investment company that mainly supplies financing to local financial institutions, which provide sub-loans for energy projects that benefit small and medium-sized businesses and private households. GCPF also finances energy efficiency and renewable energy projects directly.*

(2) National Bank of Fujairah is a full-service corporate bank that offers corporate and commercial banking, treasury and trade finance services, personal banking options, and Sharja -compliant services.

(3) The term sheet dated July 29, 2020 is signed between Concord Enviro Systems Limited and responsibility Investments AG, which we understand is the asset manager for Global Climate Partnership Fund.

(4) We have reviewed the facility agreement Secured Facility Agreement between Global Climate Partnership Fund S.A., SICAV-SIF (Lender); Concord Enviro FZE (Borrower); Blue Water Trade and Treatment FZE (Co-Obligor); and Concord Enviro Systems Limited (Sponsor). The agreement is dated September 2020 (the exact date is not mentioned).

(5) ^In addition to the sanction letter dated May 31, 2023, we have also reviewed the Credit Facilities Agreement dated 5 April 2023 between National Bank of Fujairah PJSC and Concord Enviro FZE.

(6) The loan was obtained in USD and have been converted into Indian rupees at the exchange rate prevailing as of September 30, 2024 of 1 USD = ₹ 83.7843

In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, our Subsidiary has obtained a certificate dated December 14, 2024 from UHY James Chartered Accountants, Dubai, U.A.E. certifying that the borrowings have been utilised towards the purposes for which such borrowings were availed.

Our Company confirms that the Net Proceeds being raised for prepayment or repayment of CEF's certain outstanding borrowings will not be indirectly routed to Promoters, Promoter Group and Group Companies

Further, as on date of this Red Herring Prospectus, CEF has obtained all applicable consents from our lenders, in writing, for the purpose of the Offer.

Mode of deployment

The investment by our Company in CEFZE (our wholly owned Subsidiary) is proposed to be undertaken in the form of equity. The actual mode of such deployment has not been finalised as on the date of this Red Herring Prospectus and will be finalised by our Company based on recommendations of our Audit Committee. Before providing its recommendations in this regard to our Board, our Audit Committee will be required to take into account relevant commercial considerations and considerations under the applicable regulatory framework, including the provisions under the Indian exchange control regulations. If the investment is in debt instruments issued by CEF, complete details regarding the rate of interest, nature of security, terms of repayment and subordination (if any) will be suitably disclosed by our Company.

5. ***Investment in our wholly owned Subsidiary, Concord Enviro FZE, for funding working capital requirements of Concord Enviro FZE***

We have historically funded a majority of the working capital requirements in our Subsidiaries in the ordinary course of business from our internal accruals and financing from banks. As of August 31, 2024, our wholly owned Subsidiary, Concord Enviro FZE's working capital facilities consisted of an aggregate exposure of ₹ 342.26 million. Our Subsidiary requires additional working capital for meeting the future demand for its products, for funding future growth requirements of our Subsidiary and for other business purposes, and the Net Proceeds deployed towards funding our working capital requirements are proposed to be utilised for the aforesaid purposes. For further details of our business, please see "*Our Business*" on page 244. Our Company proposes to utilise ₹200.00 million to fund CEF's incremental working capital requirements in Financial Years 2025, 2026 and 2027. The board of directors of CEF have adopted a resolution dated August 26, 2024 in relation its additional working capital requirements.

Basis of estimation of working capital requirement and estimated working capital requirement

Set forth below are the details of our Subsidiary's existing working capital requirement as at August 31, 2024 and for March 31, 2024, March 31, 2023 and March 31, 2022, derived from its audited financial statements:

Particulars	As at August 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Current Assets				
-Due from related party	178.31	49.89	0.82	-
-Inventory	474.56	476.91	227.57	119.69
-Trade receivables	319.38	689.26	119.31	230.42
-Other Current Financial Assets and Other Current Assets	837.13	418.94	97.62	114.48
Total Current Assets (A)	1,809.38	**1,635.00**	**445.32**	**464.59**
Current Liabilities				
-Due to related party[(1)]	330.78	292.86	25.47	35.41
-Trade account payable	126.84	188.37	74.97	21.93
-Accruals and other payables	171.93	14.33	34.77	52.04
Total Current Liabilities (B)	629.55	**495.56**	**135.21**	**109.38**
Net Working Capital Requirements (A) – (B)	1,179.83	1,139.44	310.11	355.21
Existing Funding Pattern				
A.Trust receipt & WCDL from banks[(2)]	342.26	256.21	71.30	20.99
B. Internal accruals and equity	837.57	883.23	238.81	334.22
Total	1,179.83	**1,139.44**	**310.11**	**355.21**

**As certified pursuant to certificate dated December 13, 2024 from UHY James Chartered Accountant, Dubai, UAE*
Key assumptions for working capital requirements
Notes:
[(1)] Related parties include Concord Enviro Systems Limited, Rochem Separation Systems (India) Private Limited, Roserve Enviro (FZE), Blue Water Trading & Treatment FZE.
[(2)]Trust receipt & WCDL from banks means: (a) Trust receipt: Trust Receipt loan is a form of financing for the buyer of the goods whereby the bank makes payment to the vendor against the terms of purchase order/invoice. The buyer settles the trust receipt loan at the end of the agreed credit period.and (b) WCDL: working capital demand loan which fulfil the short-term working capital requirements of the Company.

The decrease in the working capital requirements of CEF for Fiscal 2023 was primarily driven by a reduction in trade receivables and other current assets, along with an increase in trade payables. However, in Fiscal 2024, driven by increased operational needs, the working capital requirements of CEF have grown for Fiscal 2024, Accordingly, to meet the future working capital requirements and support continued growth, we propose to utilize ₹200.00 million over Fiscal 2025 to Fiscal 2027.

The table hereunder contains the holding period (with days rounded to the nearest number) and justifications for holding period levels on the basis of CEF's (our wholly owned Subsidiary's) audited financial statements:

S. No.	Particulars	No. of days						
		For the five-month period ended August 31, 2024	For the year ended March 31, 2022 (Actual)	For the year ended March 31, 2023 (Actual)	For the year ended March 31, 2024 (Actual)	For the year ended March 31, 2025 (Estimated)	For the year ended March 31, 2026 (Estimated)	For the year ended March 31, 2027 (Estimated)
1.	Due from related party*	31.00	-	-	10.00	6.00	6.00	6.00
2.	Trade receivables days*	55.00	98.00	47.00	132.00	134.00	134.00	134.00
3.	Inventory days**	118.00	82.00	129.00	124.00	125.00	125.00	125.00
4.	Other current financial assets and other current assets*	143.00	49.00	38.00	80.00	79.00	79.00	79.00
5.	Trade payables days***	24.00	10.00	31.00	43.00	60.00	62.00	65.00
6.	Due to related party***	62.00	17.00	10.00	66.00	50.00	48.00	45.00
7.	Accruals and other payables***	29.00	22.00	14.00	3.00	3.00	3.00	3.00

Note: As certified pursuant to certificate dated December 14, 2024 from UHY James Chartered Accountants, Dubai, UAE.
The above days was calculated based on the following formulas:
**Due from related party or trade receivables = Due from related party or trade receivables/ sales multiply* number of days.*
***Inventory days = Inventory/material consumed*number of days*
**** Due to related party or trade payables = Due to related party or trade payables/(material consumed + operating and other expenses)* number of days*

Assumptions and justifications for holding period levels:

S. No.	Particulars	Assumptions
Current Assets		
1.	Dues from related party	CEF had dues from related party at 10 days for the five-month period ended August 31, 2024 and the fiscals ended March 31, 2022, March 31,2023 and March 31,2024 which is estimated at 6 days for the fiscals ended March 31, 2025, March 31, 2026 and March 31, 2027.
2.	Inventories	CEF maintained inventory days for 82 - 129 days for the five-month period ended August 31, 2024 and the March 31, 2022, March 31, 2023 & March 31, 2024. This is required to ensure uninterrupted production and is dependent on anticipated business and delivery schedules of our customers. CEF has assumed inventory in the range of 125 days for the fiscals ended March 31, 2025, March 31,2026 and March 31, 2027.
3.	Trade receivables	CEF had receivables for 47 -132 days for the five-month period ended August 31, 2024 and the March 31, 2022, March 31, 2023 & March 31, 2024. CEF has assumed slightly higher levels of receivables at 134 days for fiscals ended March 31, 2025, March 31, 2026 and March 31,2027.
4.	Other Current Financial Assets and Other Current Assets	CEF's holding level for other current assets were between 38 – 80 days of total current assets for the five-month period ended August 31, 2024 and the fiscals ended March 31, 2022, March 31,2023 & March 31,2024. CEF estimates other current assets to be in line with the historical business performance at 79 Days for the fiscals ended March 31, 2025, March 31, 2026 and March 31, 2027.
Current Liabilities		

S. No.	Particulars	Assumptions
5.	Due to related party	Historical trend ranges between 10 days to 66 days for the five-month period ended August 31, 2024 and the fiscals ended March 31, 2022, March 31,2023 & March 31,2024 which are estimated between 45 days to 50 days for the fiscals ended March 31, 2025, March 31, 2026 and March 31, 2027.
6.	Trade payables	Historically, CEF's holding level for trade payables range between 10 - 43 days for the five-month period ended August 31, 2024 and the fiscals ended March 31, 2022, March 31,2023 & March 31,2024 which has been estimated at slightly higher levels between 60 to 65 days for the fiscals ended March 31, 2025, March 31, 2026 and March 31, 2027.
7.	Accruals and othe r payables	CEF had accruals and other payables ranging between 3 - 22 days for the five-month period ended August 31, 2024 and the March 31, 2022 & March 31, 2024, which are estimated to be at 3 days for fiscals ended March 31, 2025, March 31, 2026 and March 31, 2027.

Note: As certified pursuant to certificate dated December 14, 2024 from UHY James Chartered Accountants, Dubai, UAE.

On the basis of our Subsidiary's existing working capital requirements, the details of our Subsidiary's expected working capital requirements and holding period, as approved by Board of CEF pursuant to a resolution dated August 26, 2024, are as provided below:

Particulars	Projected amount as at March 31, 2025	Projected amount as at March 31, 2026	Projected amount as at March 31, 2027
Current Assets			
-Due from related party	34.47	35.15	35.86
-Inventory	495.73	530.93	568.62
-Trade receivables	758.71	814.33	873.94
-Other Current Financial Assets and Other Current Assets	448.04	479.21	512.57
Total Current Assets (A)	**1,736.95**	**1,859.62**	**1,990.99**
Current Liabilities			
-Due to related party	229.77	234.36	239.05
-Trade account payable(1)	275.03	306.27	339.97
-Accruals and other payables	16.08	18.04	20.24
Total Current Liabilities (B)	**520.88**	**558.67**	**599.26**
Net Working Capital Requirements (C) (A) – (B)	**1,216.07**	**1,300.95**	**1,391.73**
Existing Funding Pattern			
A.Trust receipt & WCDL from banks	-	-	-
B. Internal accruals and equity	1,166.07	1,150.95	1,191.73
^Total Cumulative Equity (C-D)	**50.00**	**150.00**	**200.00**
Net Proceeds from the Offer	**50.00**	**100.00**	**50.00**

^Total Cumulative Equity for March 2027 is cumulative amount for two fiscals, i.e. Fiscal 2025 and Fiscal 2026.
**As certified pursuant to certificate dated December 14, 2024 from UHY James Chartered Accountants, Dubai, UAE.*
(1)There will not be any significant impact of increase in the project trade account payables.

Our Company proposes to utilize up to ₹ 200.00 million from the Net Proceeds towards funding our working capital requirements. Our Company expects that the funding pattern for working capital requirements for Fiscal 2025, 2026 and 2027 will comprise of working capital funding from Net Proceeds and internal accruals.

Mode of deployment

The investment by our Company in CEF is proposed to be undertaken in the form of equity. The actual mode of such deployment has not been finalised as on the date of this Red Herring Prospectus and will be finalised by our Company based on recommendations of our Audit Committee. Before providing its recommendations in this regard to our Board, our Audit Committee will be required to take into account relevant commercial considerations and considerations under the applicable regulatory framework, including the provisions under the Indian exchange control regulations. If the investment is in debt instruments issued by CEF, complete details regarding the rate of interest, nature of security, terms of repayment and subordination (if any) will be suitably disclosed by our Company.

6. Investment in our joint venture, Roserve Enviro Private Limited to grow our pay per use/pay as you treat business

Pursuant to the Investment Agreement dated July 6, 2016, our Company, Danish Climate Investment Fund ("**DCIF**") ("**REPL Investment Agreement**"), Prayas Goel and Prerak Goel had agreed to invest an aggregate amount of ₹ 325,000,000 for subscribing to 159,250, 159,250 and 6,500 equity shares amounting to 49%, 49% and 2% respectively, of the total shareholding of Roserve Enviro Private Limited.

Thereafter, pursuant to the addendum agreement dated January 9, 2020 ("**REPL Addendum**"), DCIF, our Company, Prayas Goel and Prerak Goel further agreed to invest an additional amount of ₹ 320,000,000.

These investments that were required under the REPL Investment Agreement and the REPL Addendum were subscribed by the shareholders as set forth below:

Date of allotment	**Number of Shares Issued by REPL**			**Total shares**
	Our Company	**DCIF**	**Others**	
Investment set out in the REPL Investment Agreement				
October 6, 2016	29,400	29,400	1,200	60,000
February 18, 2017	12,255	12,255	490	25,000
June 23, 2017	19,607	19,607	786	40,000
October 31, 2017	29,410	29,410	1,180	60,000
February 21, 2018	14,705	14,705	590	30,000
June 26, 2018	14,705	14,705	590	30,000
June 10, 2019	29,410	29,410	1,180	60,000
March 30, 2020	**9,758**	**9,758**	**484**	**20,000**
Total Investment through the REPL Investment Agreement	**1,59,250**	**1,59,250**	**6,500**	**325,000**
% of total investment	**49.0%**	**49.0%**	**2.0%**	
Total Amount Invested (₹ million)	**159.25**	**159.25**	**6.5**	**325**
Investment set out in the REPL Addendum				
March 30, 2020	24,554	24,554	892	50,000
May 18, 2022	24,508	24,508	300	49,316
Total Investment through the REPL Addendum as on the date of this RHP	**49,062**	**49,062**	**1,192**	**99,316**
% of total investment	49.4%	49.4%	1.2%	
Total Amount Invested (₹ million)	**49.06**	**49.06**	**1.19**	**99.32**
Balance Investment pending in terms of the REPL Addendum (# shares)	107,738	107,738	5208	220,684
Balance Investment pending in terms of the REPL Addendum (₹ mn)	107.74	107.74	5.20	220.68

The signatories to the agreement shall subscribe to the extent of their obligation in terms of the REPL Addendum.

We intend to utilise ₹ 100.00 million from the Net Proceeds to Roserve Enviro Private Limited towards subscription of 100,000 equity shares of Roserve Enviro Private Limited.

The revenue earned from Roserve Enviro Private Limited during the five month period ended August 31, 2024, and Fiscal 2024, Fiscal 2023 and Fiscal 2022 was ₹ 85.88 million, ₹227.85 million, ₹209.11 million and ₹227.37 million. Our Company plans to grow its "pay per use/pay as you treat" business as one of its growth strategies. Under its "pay per use/pay as you treat" it offers systems and plants on a rental basis so that customers are able to avoid large capital expenditures. Under this model, we install tailored wastewater reuse solutions and then operate and maintain the systems and plants including spare parts. Our customers contract with us to treat and recycle their wastewater for the payment of a monthly fee linked to the quantity of water that we recycle for them.

These services are provided in cooperation with our Joint Venture, Roserve Enviro Private Limited. Our "pay per use/pay as you treat" model enables customers to meet the requirements of additional water reuse requirements arising from:

- peak in production due to market demand;
- low seasonal freshwater availability;
- climate change related sudden impacts;
- urgent compliance to regulatory changes and needs; and
- achieving savings through water reuse and energy consumption immediately.

Mode of deployment

The investment by our Company in REPL is proposed to be undertaken in the form of equity, as set out above.

7. *Investment in technology and other growth initiatives for access to new markets*

We are a global provider of water and wastewater treatment and reuse solutions, including zero liquid discharge ("**ZLD**") technology. We have in-house capabilities to develop solutions across the entire value chain including designing, manufacturing, installation and commissioning, operation and maintenance ("**O&M**") and digitalization solutions including Internet of Things ("**IoT**"). Our business operations include:

- **Systems and Plants:** the manufacture and sale water and wastewater treatment, reuse and ZLD of systems and plants and turnkey solutions and includes effluent treatment plants, anaerobic digestors, membrane bio-reactors, sewage treatment plants, membrane-based systems including ultra-filtration ("**UF**"), nano-filtration ("**NF**"), reverse osmosis ("**RO**"), desalination systems and waste heat evaporators ("**WHE**").;

- **O&M: operations** and maintenance; and

Consumables and Spares: the manufacture and sale of consumables and spare parts (including membranes, plants chemicals and consumables).

Investments in innovation, technology and artificial intelligence is essential to our growth opportunities and results of operations. For instance, we were the first company to offer innovative UHPRO technology, that reduces energy consumption by 30% and enhances water recovery rates. Further, leveraging our expertise in anaerobic digestion technology, we have in April 2024 forayed into the installation of CBG Plants for our customers. Further, we are an integrated solutions provider of industrial wastewater reuse and ZLD solutions with a global presence. Our in-house capabilities span across the value chain including design, component manufacturing, installation and commissioning, O&M including digitalization solutions including IoT technology for analysis of customer data. As of Fiscal 2024 we were among the top two largest ZLD solutions providers in India in terms of the revenue and through our recycling solutions have been supporting our customers to achieve their water conservation and achieve sustainability goals. In addition, we are one of the major Indian manufacturer of offshore desalination systems, which is well-positioned to contribute to these efforts.

We intend to invest in the following products / services / technologies utilizing the proceeds of the Offer:

a. Gas separation membrane technology for applications in CBG projects;

b. Membranes technology for sewage recycling;

c. Self-cleaning membranes for waste water recycling;

d. IoT and AI platform for data capture, analysis, trouble shooting and predictive maintenance;

e. Advanced Oxidation processes for treating of non-biodegradable wastewater; and

f. Technology for inertization and consolidation of industrial solid waste for beneficial use.

Details of our investments in the past are set out below:

Name of the joint venture/ licensing partner/ investee company	Year of investment	Place of incorporation	Amount of investment (in ₹ million)	Mode of investment	Benefit of investment
Roserve Enviro Private Limited	2023	India	208.31	Equity	To enable our Company to offer *pay per use* wastewater recycling and ZLD solutions.
Rochem Watertreatment GmbH	2022	Germany	252.15*	Payment for Technology transfer	To assemble, use and sell products using technology, and IPR related to membrane based filtration, separation and treatment systems for all liquid-liquid and solid-liquid separation systems
Aqua Membranes Inc.	2024	United States of America	41.63*	Equity	To access to AquaMembrane's patented printed spacer technology and contract manufacturing of the printed spacer membranes
WHE Systems FZC	2022	United Arab	350.06*	Equity	Joint venture for manufacturing of

Name of the joint venture/ licensing partner/ investee company	Year of investment	Place of incorporation	Amount of investment (in ₹ million)	Mode of investment	Benefit of investment
		Emirates			Waste Heat Evaporator frames

**Converted to the nearest rupee.*

We believe that there is a need to develop new products or investment in technologies with which can create new products at the intersection of existing products. Further, we intend to invest and develop investments for access to new technology and markets. These investments would be in form of minority investments, investment in joint ventures, technology transfers and licensing arrangements, etc. We intend to utilize ₹235.00 million from the Net Proceeds towards investment in technology, innovation, in-licensing, co-development of technology and commercialization of innovative products and technologies and other organic growth initiatives. The cumulative amount to be utilised for investment in technology and other growth initiatives for access to new markets and general corporate purposes shall not exceed 35% of the Gross Proceeds. The amount to be utilised for each of: (a) investment in technology and other growth initiatives; and (b) general corporate purposes, shall not exceed 25% of the Gross Proceeds.

Certain details in relation to Concord Enviro FZE, Rochem Separation Systems (India) Private Limited and Roserve Enviro Private Limited

Key financial information

The following details are derived from the audited financial statements for CEF as at March 31, 2024, March 31, 2023 and March 31, 2022:

(*in ₹ million, unless otherwise stated*)

Particulars	As at and for the Financial Year ended March 31, 2024	As at and for the Financial Year ended March 31, 2023	As at and for the Financial Year ended March 31, 2022
Revenue from operations	1900.50	931.41	857.79
Profit/ loss after tax	843.51	(92.66)	54.50
Net profit (%)	44.38	(9.95)	6.35
Total borrowings	557.80	468.27	474.00
Net Worth	1513.05	659.12	694.64

The following details are derived from the audited financial statements for RSSPL as at March 31, 2024, March 31, 2023 and March 31, 2022:

(*in ₹ million, unless otherwise stated*)

Particulars	As at and for the Financial Year ended March 31, 2024	As at and for the Financial Year ended March 31, 2023	As at and for the Financial Year ended March 31, 2022
Revenue from operations	3,473.55	3,045.67	2,832.12
Net profit	114.24	79.16	76.19
Net profit (%)	3.29%	2.60%	2.69%
Total borrowings	890.95	684.32	664.94
Net Worth	1,321.89	1,213.41	1,140.67

The following details are derived from the audited financial statements for REPL as at March 31, 2024, March 31, 2023 and March 31, 2022:

(*in ₹ million, unless otherwise stated*)

Particulars	As at and for the Financial Year ended March 31, 2024	As at and for the Financial Year ended March 31, 2023	As at and for the Financial Year ended March 31, 2022
Revenue from operations	227.85	209.11	227.37
Net profit	(0.39)	21.08	9.06
Net profit (%)	(0.17%)	10.08%	3.98%
Total borrowings	312.64	302.09	282.68
Net Worth	477.17	477.63	407.32

In accordance with Schedule VI, Part A (11)(I)(A)(ii)(b) of the SEBI ICDR Regulations, the audited standalone financial statements of our Material Subsidiaries, CEF and RSSPL, as of and for the five-month period ended August 31, 2024 and for Fiscals 2024, 2023 and 2022 are available on our website at http://www.concordenviro.in/financial-results/*.

For details in relation to the financial condition and financial performance of CEF and REPL as at and for the five-month period ended August 31, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, which have been derived from the audited financial statements of REPL, see "*Our Subsidiaries and Joint Ventures*" on page 296.

The audited standalone financial statements of our Material Subsidiaries, CEF, REPL and RSSPL, and the related audit reports should not be considered as part of information that any investor should consider to subscribe for or purchase any securities of our Company, or any entity in which it or its shareholders have significant influence and should not be relied upon or used as a basis for any investment decision. Neither we nor any of our advisors, nor any Book Running Lead Managers or the Selling Shareholders, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the audited standalone financial statements of CEF and RSSPL or the opinions expressed therein.

8. General corporate purposes

We expect to utilise ₹ [●] million of the Net Proceeds towards funding the investment in technology and other growth initiatives for access to new markets and general corporate purposes shall not exceed 35% of the Gross Proceeds from the Fresh Issue. Further, the amount utilised for funding investments in technology and other growth initiatives for access to new markets shall not exceed 25% of the Gross Proceeds from the Fresh Issue. In the addition, the amount to be utilised for general corporate purposes alone shall not exceed 25% of the Gross Proceeds from the Fresh Issue.

Our Company intends to deploy any balance left out of the Net Proceeds aggregating to ₹ [●] million towards general corporate purposes, as approved by our management from time to time, subject to such utilisation for general corporate purposes not exceeding 25% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations. The allocation or quantum of utilisation of funds towards the specific purposes described above will be determined by our Board, based on our business requirements and other relevant considerations, from time to time. Our management, in accordance with the policies of the Board, shall have the flexibility in utilising surplus amounts, if any.

Such general corporate purposes may include, but are not restricted to, the following:

(i) funding strategic initiatives;

(ii) funding growth opportunities;

(iii) strengthening marketing capabilities;

(iv) meeting ongoing general corporate contingencies;

(v) meeting fund requirements and other working capital requirements of our Company and our Subsidiaries namely Rochem Separation Systems (India) Limited, Rochem Services Private Limited, Blue Zone Ventures Private Limited and Reva Enviro Systems Private Liimited, in the ordinary course of their business;

(vi) meeting expenses incurred in the ordinary course of business including payment of commission and/or fees to consultants; and

(vii) any other purpose, as may be approved by the Board or duly appointed committee, from time to time, subject to compliance with applicable law.

In the event our Company is unable to utilise the Net Proceeds towards other Objects for any of the reasons as aforementioned, our Company may at its discretion utilise such Net Proceeds towards general corporate purposes, provided that the aggregate amount deployed towards general corporate purposes shall not exceed 25% of the Gross Proceeds.

The quantum of utilisation of funds towards each of the above purposes will be determined by our Board, based on the amount available under this head and the business requirements of our Company, from time to time. Our Company's management, in accordance with the policies of our Board, shall have flexibility in utilising surplus amounts, if any. In the event that we are unable to utilise the entire amount that we have currently estimated for use out of Net Proceeds in a Fiscal, we will utilise such unutilised amount(s) in the subsequent Fiscals.

Interim use of Net Proceeds

The Net Proceeds shall be retained in the Public Issue Account until receipt of the listing and trading approvals from the Stock Exchanges by our Company. Pending utilization of the Net Proceeds for the purposes described above, our Company undertakes to deposit the Net Proceeds only in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as amended, as may be approved by our Board or a duly constituted committee thereof.

In accordance with Section 27 of the Companies Act, 2013, and other applicable laws, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets. Further, our Company confirms that none of the Net Proceeds to be utilized for the purposes as described above, have any lien of any nature.

Offer Related Expenses

The Offer expenses are estimated to be approximately ₹ [●] million. The Offer expenses comprises, among other things, listing fees, underwriting fee, selling commission and brokerage, fees payable to the Book Running Lead Managers, legal advisors, Registrar to the Offer, Banker(s) to the Offer, processing fee to the SCSBs for processing ASBA Forms submitted by ASBA Bidders procured by the Syndicate and submitted to SCSBs, brokerage and selling commission payable to Registered Brokers, RTAs and CDPs, fees payable to the Sponsor Banks for Bids made by UPI Bidders using UPI Mechanism, printing and stationery expenses, advertising and marketing expenses and all other incidental expenses for listing the Equity Shares on the Stock Exchanges.

Except for (i) listing fees and stamp duty payable on issue of Equity Shares pursuant to Fresh Issue which shall be borne solely by our Company, and (ii) the stamp duty payable on transfer of Offered Shares which shall be borne solely by the respective Selling Shareholder, our Company and the Selling Shareholders agree to share the costs and expenses (including all applicable taxes) directly attributable to the Offer (including fees and expenses of the Book Running Lead Managers, legal counsel and other intermediaries, advertising and marketing expenses (other than corporate advertisements expenses undertaken in the ordinary course of business by our Company), printing, underwriting commission, procurement commission (if any), brokerage and selling commission and payment of fees and charges to various regulators in relation to the Offer) in proportion to the number of Equity Shares issued and Allotted by our Company through the Fresh Issue and sold by each of the Selling Shareholders through the Offer for Sale, except as may be prescribed by the SEBI or any other regulatory authority. Our Company shall advance the cost and expenses of the Offer and our Company will be reimbursed by each of the Selling Shareholders for their respective proportion of such costs and expenses upon successful completion of the Offer. In the event that the Offer is postponed or withdrawn or abandoned for any reason or the Offer is not successful or consummated, all costs and expenses with respect to the Offer which may have accrued up to the date of such postponement, withdrawal, abandonment or failure shall be borne by our Company and the Selling Shareholders in proportion to the number of Equity Shares our Company has agreed to issue and allot and the Selling Shareholders have agreed to sell in the Offer for Sale. Such payments, expenses and taxes, to be borne by each of the Selling Shareholders will be deducted from their respective proceeds from the sale of Offered Shares, directly from the Public Offer Account, in accordance with applicable law, in proportion to their respective Offered Shares.

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

Activity	Estimated expenses (1) (₹ in million)	As a % of total estimated Offer related expenses (1)	As a % of Offer size (1)
Fees payable to the BRLMs and commissions (including underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
Commission/ processing fee for SCSBs and Bankers to the Offer and fees payable to the Sponsor Bank(s) for Bids made by UPI Bidders. Brokerage, selling commission and bidding charges for the members of the Syndicate, Registered Brokers, RTAs and CDPs(2)(3)(4)(5)(6)	[●]	[●]	[●]
Fees payable to Registrar to the Offer	[●]	[●]	[●]
Fees payable to the parties to the Offer	[●]	[●]	[●]
Others:			
Listing fees, SEBI fees, BSE and NSE processing fees, book-building software fees, and other regulatory expenses	[●]	[●]	[●]
Printing and stationery expenses	[●]	[●]	[●]

Activity	Estimated expenses (1) (₹ in million)	As a % of total estimated Offer related expenses (1)	As a % of Offer size (1)
Advertising and marketing expenses	[●]	[●]	[●]
Miscellaneous	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

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

Portion for RIBs	*0.35% of the Amount Allotted* (plus applicable taxes)*
Portion for Non-Institutional Bidders	*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.*

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

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.

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

(2) *Processing fees payable to the SCSBs on the portion for RIBs and Non-Institutional Bidders (excluding UPI Bids) which are procured by the Members of the Syndicate/sub-Syndicate/Registered Broker/RTAs/CDPs and submitted to SCSB for blocking, would be as follows:*

*Portion for RIBs and Non-Institutional Bidders^*	*₹10 per valid Bid cum Application Form (plus applicable taxes)*

^Processing fees payable to the SCSBs for capturing Syndicate Member/sub-Syndicate (Broker)/Sub-broker code on the ASBA Form for Non-Institutional Bidders and QIBs with Bids above ₹ 0.50 million would be ₹10 plus applicable taxes, per valid application.

Notwithstanding anything contained above, the total processing fee payable under this clause will not exceed ₹1.00 million (plus applicable taxes), and if the total processing fees exceeds ₹ 1.00 million (plus applicable taxes), then the processing fees will be paid on a pro-rata basis.

(3) *Brokerage, selling commission on the portion for RIBs and Non-Institutional Bidders which are procured by Members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs or for using 3-in-1 type accounts- linked online trading, demat and bank account provided by some of the registered brokers which are Members of Syndicate (including their sub-Syndicate Members) would be as follows:*

Portion for RIBs	*0.35% of the Amount Allotted* (plus applicable taxes)*
Portion for Non-Institutional Bidders	*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.*

The selling commission payable to the Syndicate/sub-Syndicate Members will be determined:

(i) For RIBs and NIBs (Bids up to ₹0.5 million) on the basis of the application form number/series, provided that the application is also bid by the respective Syndicate/sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number/series of a Syndicate / sub-Syndicate Member, is bid by an SCSB, the selling commission will be payable to the SCSB and not the Syndicate / sub-Syndicate Member.

(ii) For NIBs (Bids above ₹0.5 million) on the basis of the Syndicate ASBA Form bearing SM Code and the Sub-Syndicate code of the application form submitted to SCSBs for blocking of the fund and uploading on the Stock Exchanges' platform by SCSBs. For clarification, if a Syndicate ASBA application on the application form number/series of a Syndicate / sub-Syndicate Member, is bid by an SCSB, the selling commission will be payable to the Syndicate/sub-Syndicate Members and not the SCSB.

The payment of selling commission payable to the sub-brokers / agents of sub-syndicate members are to be handled directly by the respective sub-syndicate member.

The selling commission and bidding charges payable to Syndicate/Sub-Syndicate Members, Registered Brokers the RTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the Bid book of BSE or NSE.

(4) *Bid uploading charges:*

(i) payable to Members of the Syndicate (including their sub-Syndicate Members), on the applications made using 3-in-1 accounts, would be: ₹10 plus applicable taxes, per valid application bid by the Syndicate member (including their sub-Syndicate Members).

Notwithstanding anything contained above, the total processing fee payable under this clause will not exceed ₹0.1 million (plus applicable taxes), and if the total processing fees exceeds ₹0.1 million (plus applicable taxes), then processing fees will be paid on a pro-rata basis.

(5) *Selling commission/ Bid uploading charges payable to the Registered Brokers on the portion for RIBs (up to ₹0.2) and Non-Institutional Bidders which are directly procured by the Registered Broker and submitted to SCSB for processing, would be as follows:*

*Portion for RIBs**	*₹10 per valid Bid cum Application Form (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*₹10 per valid Bid cum Application Form (plus applicable taxes)*

** Based on valid applications*

(6) *Bid uploading charges/processing fees for applications made by RIBs (up to ₹0.2 million) and Non-Institutional Bidders (for an amount more than ₹0.2 million and up to ₹0.5 million) using the UPI Mechanism would be as under:*

Members of the Syndicate / RTAs / CDPs (uploading charges)	*₹30 per valid Bid cum Application Form (plus applicable taxes)*
ICICI Bank Limited	*₹Nil up to 11 lakhs of UPI successfully blocked applications, on and above 11 lakhs charges would be ₹ 6.50 + GST as applicable. The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement, and other applicable laws.*
Axis Bank Limited	*₹Nil up to 2.50 lakhs of UPI successfully blocked applications, on and above 2.50 lacs charges would be ₹ 6.50 + GST as applicable. The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties*

	as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement, and other applicable laws.

The total uploading charges / processing fees payable to Members of the Syndicate, RTAs, CDPs, Registered Brokers as listed under (6) will be subject to a maximum cap of ₹4.00 million (plus applicable taxes). In case the total uploading charges/ processing fees payable exceeds ₹4.00 million, then the amount payable to Members of the Syndicate, RTAs, CDPs, Registered Brokers would be proportionately distributed based on the number of valid applications such that the total uploading charges / processing fees payable does not exceed ₹4.00 million.

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Cash Escrow and Sponsor Bank Agreement.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with the SEBI ICDR Master Circular read with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and such payment shall be made in compliance with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and the SEBI master circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent that such circulars pertain to the UPI Mechanism).

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

Bridge financing facilities

We have not availed bridge financing from any bank or financial institution as on the date of this Red Herring Prospectus.

Appraising Entity

None of the Objects for which the Net Proceeds will be utilised, require appraisal from, or have been appraised by, any bank/ financial institution/ any other agency, in accordance with applicable law. For details, see *"Risk Factors – A portion of our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and may be subject to change based on various factors, some of which are beyond our control.*" on page 65.

Monitoring utilization of funds from the Offer

In terms of Regulation 41 of the SEBI ICDR Regulations, prior to filing this Red Herring Prospectus with the RoC, we have appointed ICRA Limited, a SEBI registered credit rating agency as a monitoring agency to monitor the utilization of the Gross Proceeds amounting to ₹ [●] million for Fiscal 2025, Fiscal 2026 and Fiscal 2027 as the size of the Fresh Issue exceeds ₹ 1,000.00 million. Our Audit Committee and the Monitoring Agency will monitor the utilisation of the Gross Proceeds (including in relation to the utilisation of the Gross Proceeds towards the general corporate purposes) and submit the report required under Regulation 41(2) of the SEBI ICDR Regulations on a quarterly basis, until such time as the Gross Proceeds have been utilised in full. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company will disclose the utilisation of the Gross Proceeds, including interim use under a separate head in its balance sheet for such Fiscals, as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, clearly specifying the purposes for which the Gross Proceeds have been utilised. Our Company will also, in its balance sheet for the applicable Fiscals, provide details, if any, in relation to all such Gross Proceeds that have not been utilised, if any, of such unutilised Gross Proceeds. Additionally, the Audit Committee will also certify the proceeds to be deployed towards investment in our joint venture, Roserve Enviro Private Limited to grow our pay per use/pay as you treat business.

Pursuant to the Regulation 32(3) and Part C of Schedule II, of the SEBI Listing Regulations, our Company shall on a quarterly basis disclose to the Audit Committee the uses and application of the Gross Proceeds. The Audit Committee shall review the report submitted by the Monitoring Agency and make recommendations to our Board for further action, if appropriate. Our Company shall, on an annual basis, prepare a statement of funds utilised for purposes other than those stated in this Red Herring Prospectus and place it before the Audit Committee. Such disclosure shall be made only till such time that all the Gross Proceeds have been utilised in full. The statement shall be certified by the Statutory Auditor of our Company. Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement including deviations, if any, in the utilization of the Gross Proceeds of the Offer from the Objects as stated above. The information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Director's report, after placing the same before the

Audit Committee. We will disclose the utilization of the Gross Proceeds under a separate head along with details in our balance sheet(s) until such time as the Gross Proceeds remain unutilized clearly specifying the purpose for which such Gross Proceeds have been utilized.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act 2013, our Company shall not vary the Objects unless our Company is authorised to do so by way of a special resolution passed in a general meeting of its Shareholders or through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution, shall specify the prescribed details and be published in accordance with the Companies Act, 2013. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to vary the Objects, subject to the provisions of the Companies Act, 2013 and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with the Companies Act, 2013 and provisions of Regulation 59 and Schedule XX of the SEBI Regulations. For further details see, "*Risk Factors - Any variation in the utilisation of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval.*" on page 80.

Other Confirmations

Parikh and Kulkarni Consulting Engineers Private Limited and A.M. Faroz & Associates are not related to Company and any of its' Promoters, Directors and Promoter Group members and all transactions have been conducted on an arm's length basis, in accordance with Companies Act and other applicable regulations pertaining to the evaluation and approval of such transactions.

All quotations received from the vendors for purchasing plant and machinery are valid as on the date of this Red Herring Prospectus. As on September 30, 2024, we are yet to place orders for all capital expenditure to be incurred for the U.A.E Project and Vasai Project, which is yet to be deployed. Other than as disclosed herein above, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the equipment or provide the service at the same costs. If there is any increase in the costs of equipment, the additional costs shall be paid by us from our internal accruals and/or additional debt from existing and/or future lenders. The quantity of equipment and other materials to be purchased is based on the present estimates of our management. Our Company shall have the flexibility to deploy such equipment in relation to the capital expenditure or such other equipment as maybe considered appropriate, according to our business requirements and based on the estimates of our management.

None of the vendors from whom we have received quotations are related in any manner to any of Company, Promoters, Directors and Promoter Group and all transactions have been conducted on an arms length basis, in accordance with Companies Act and other applicable regulations pertaining to the evaluation and approval of such transactions.

No second-hand or used machinery/equipment is proposed to be purchased out of the Net Proceeds.

There is no proposal whereby any portion of the Net Proceeds will be paid to our Promoters, members of the Promoter Group, Group Companies, Directors or Key Managerial Personnel/ Senior Management Personnel. Further, there are no material existing or anticipated transactions in relation to the utilisation of the Net Proceeds entered into or to be entered into by our Company with our Promoters, Promoter Group, Group Companies, Directors or Key Managerial Personnel/ Senior Management Personnel. Our Promoters, Directors, Key Managerial Personnel and Senior Management Personnel do not have any interest in the U.A.E. Project and Vasai Project mentioned above or in the entity from whom we have obtained quotations in relation to the project mentioned above.

Except to the extent of any proceeds received pursuant to the sale of Equity Shares proposed to be sold by the Selling Shareholders in the Offer for Sale, none of our Promoters, members of the Promoter Group, Directors, KMPs, Senior Management or Group Companies will receive any portion of the Offer Proceeds and there are no material existing or anticipated transactions in relation to utilization of the Offer Proceeds with our Promoters, members of the Promoter Group, Directors, KMPs, Senior Management or Group Companies.

BASIS FOR OFFER PRICE

The Price Band, Floor Price and Offer Price will be determined by our Company, in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of the quantitative and qualitative factors described below. The face value of the Equity Shares is ₹ 5 each and the Offer Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band. Investors should also refer to "*Our Business", "Risk Factors", "Restated Consolidated Financial Information" and "Management's Discussion and Analysis of Financial Position and Results of Operations*" on pages 244, 31, 327 and 409, respectively, to have an informed view before making an investment decision.

Qualitative factors

We believe that some of the qualitative factors which form the basis for computing the Offer Price are:

- Expertise in ZLD technology in India and well placed to harness global industry opportunities;
- Integrated solutions provider supported by backward integrated manufacturing facilities;
- Established presence in large international markets;
- Diversified customer base across multiple industries and geographies;
- Focus on innovation supported by R&D and design capabilities; and
- Promoters and management team delivering financial performance.

For further details, see "*Our Business – Our Competitive Strengths*" on page 249.

Quantitative factors

Certain information presented below relating to our Company is derived from the Restated Consolidated Financial Information. For further information, see "*Financial Information*" on page 327.

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

I. Basic and Diluted Earnings Per Share ("EPS") at face value of ₹5 each:

Financial year	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2024	22.77	22.77	3
March 31, 2023	3.01	3.01	2
March 31, 2022	9.05	9.05	1
Weighted average	**13.90**	**13.90**	
August 31, 2024#	0.28	0.28	N.A.

#Not annualised

**As certified by Shah & Mantri, Chartered Accountants, pursuant to their certificate dated December 14, 2024.*

Notes:

1. *Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights.*
2. *The face value of each Equity Share is ₹5.*
3. *Basic EPS (₹) = Basic earnings per share are calculated by dividing the net restated profit or loss for the year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year.*
4. *Diluted EPS (₹) = Diluted earnings per share are calculated by dividing the net restated profit or loss for the year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year as adjusted for the effects of all dilutive potential Equity Shares outstanding during the year.*
5. *Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year adjusted by the number of Equity Shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.*
6. *Earnings per Share calculations are in accordance with the notified Indian Accounting Standard 33 'Earnings per share'.*

II. Price/Earning ("P/E") ratio in relation to Price Band of ₹ [●] to ₹ [●] per Equity Share:

Particulars	P/E at the lower end of the Price Band (number of times) #	P/E at the higher end of the Price Band (number of times) #
Based on basic EPS for Fiscal 2024	[●]	[●]

Particulars	P/E at the lower end of the Price Band (number of times) #	P/E at the higher end of the Price Band (number of times) #
Based on diluted EPS for Fiscal 2024	[●]	[●]

#To be updated on finalisation of the Price Band.

III. Industry P/E ratio*

Particulars	P/E Ratio*
Highest	81.30
Lowest	24.86
Average	49.82

**Source: The highest, lowest and average Industry P/E shown above is based on the industry peer set provided below under "Comparison with Listed Industry Peers".*

#As certified by Shah & Mantri, Chartered Accountants, with firm registration number 137146W, pursuant to their certificate dated December 14, 2024.

Notes:

1. *The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed.*
2. *P/E Ratio has been computed based on the closing market price of equity shares on BSE on December 6, 2024 divided by the diluted earnings per share for the year ended March 31, 2024.*
3. *All the financial information for listed industry peers mentioned above is taken as is sourced from the audited consolidated financial statements of the relevant companies for Fiscal 2024, as available on the websites of the stock exchanges.*

IV. Return on Net Worth ("RoNW") as adjusted for change in capital:

Fiscal ended	RoNW (%)	Weight
March 31, 2024	12.92%	3
March 31, 2023	1.97%	2
March 31, 2022	6.18%	1
Weighted Average	**8.14%**	
August 31, 2024#	0.16	-

#Not annualised.

**As certified by Shah & Mantri, Chartered Accountants, pursuant to their certificate dated December 14, 2024.*

Notes:

1. *Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.*
2. *Return on Net Worth (%) = Profit for the period/ year divided by Net Worth.*
3. *Net worth has been calculated as the sum of equity share capital and other equity, excluding non-controlling interest less capital reserve on consolidation.*
4. *'Net worth' in accordance with Regulation 2(1)(hh) of the ICDR Regulations: Net worth has been defined as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.*

V. Net asset value per Equity Share (face value of ₹ 5 each)

Net Asset Value per Equity Share	(₹)
As on August 31, 2024#	176.62
At Floor Price	[●]*
At Cap Price	[●]*
At Offer Price	[●]*

#Not annualised.

** To be provided at the Prospectus filing stage.*

Notes:

1. *Net Asset Value per Equity Share = Net Asset Value/ weighted average number of Equity Shares outstanding as at the end of the respective year.*
2. *Net worth has been calculated as the sum of equity share capital and other equity, less capital reserve on consolidation.*
3. *'Net worth' under in accordance with Regulation 2(1)(hh) of the ICDR Regulations: Net worth has been defined as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.*

VI. Comparison of Accounting Ratios with Listed Industry Peers

Set forth below is a comparison of our accounting ratios with our listed peer companies as identified in accordance with the SEBI ICDR Regulations.

Name of the company	Face value per equity share (₹)	P/ E as on December 6, 2024	Revenue from operations (in ₹ million) for the year ended March 31, 2024	Earnings / (loss) per share (₹) for continuing and discontinued operations – Basic (₹) for the year ended March 31, 2024	Earnings / (loss) per share (₹) for continuing and discontinued operations – Diluted (₹) for the year ended March 31, 2024	Net worth (in ₹ million) as at March 31, 2024	RoNW (%) for the year ended March 31, 2024	Net Asset Value per Equity Share (₹)	Closing Share Price as on December 6, 2024 (₹ per equity share)
Concord Enviro Systems Limited*	5.00	N.A.	4,968.59	22.77	22.77	3,208.19	12.92%	177.23	N.A.
Listed peers#									
Praj Industries Limited	2.00	51.39	35,097.77	15.42	15.42	12,741.60	22.24%	69.35	792.45
Ion Exchange (India) Limited	1.00	43.28	23,917.30	16.53	16.53	10,153.32	19.24%	86.15	715.35
Triveni Engineering and Industries Limited	1.00	24.86	52,200.93^	18.05	18.05	28,629.52	13.80%	132.51	448.65
VA Tech Wabag Limited	2.00	48.28	28,564.00	39.49	39.49	16,645.00	15.04%	235.96	1,906.60
Thermax Limited	2.00	81.30	93,234.60	57.28	57.28	43,446.80	14.80%	314.96	4,656.80

** Sourced from the Restated Consolidated Financial Information and table C and D given hereabove.*

 # Details of Revenue from operations, net worth, face value and EPS (Basic and Diluted) is taken from the audited financial statements for year ended March 2024. Closing balance as on December 6, 2024 *is taken from the* www.bseindia.com.

^ Adjusted for Excise duty on sale of goods

Notes for Listed Peers:

1) *Total income (for the year ended March 31, 2024) includes Revenue from Operations and Other income (net)*
2) *P/E has been computed as market cap as on December 6, 2024 divided by net profit for the year ended March 31, 2024*
3) *Return on Net Worth (%) = Net Profit after tax attributable to owners of the parent for the year ended March 31, 2024 / Net worth at the end of the year*
4) *Net worth has been calculated as the sum of equity share capital and other equity, excluding capital reserve, amalgamation reserve and non-controlling interest.*
5) *Net Asset Value per Equity Share = Net Asset Value/ Number of equity shares outstanding as at the end of year.*

VII. Key performance indicators ("KPIs")

The table below sets forth the details of our KPIs that our Company considers having a bearing for arriving at the basis for Offer Price. The KPIs disclosed below have been historically used by our Company to understand and analyse the business performance, which in result, help us in analysing the growth of our business in comparison to our peers, and other relevant and material KPIs of the business of our Company that have a bearing for arriving at the Basis for Offer Price. The Bidders can refer to the below-mentioned KPIs, being a combination of financial and operational KPIs, to make an assessment of our Company's performance.

The KPIs set forth below, have been approved by the Audit Committee pursuant to its resolution dated December 14, 2024 and the Audit Committee has confirmed that other than the KPI set out below, our Company has not disclosed any other KPIs to investors at any point of time during the three years period prior to the date of this Red Herring Prospectus. Additionally, the KPIs have been subjected to verification and certification by, Shah & Mantri, Chartered Accountants, pursuant to their certificate dated December 14, 2024.

Our Company confirms that it shall continue to disclose all the KPIs included below in this section on a periodic basis, at least once in a year (or any lesser period as determined by our Board), for a duration that is the later of one year after the date of listing of the Equity Shares on the Stock Exchanges or till the utilisation of the Net Proceeds as disclosed in "*Objects of the Offer*" on page 127, or for such other duration as may be required under the SEBI ICDR Regulations.

The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Consolidated Financial Statements. We use these KPIs to evaluate our financial and operating performance. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS and may have limitations as analytical tools. A list of our KPIs as of and for the five-month period ended August 31, 2024, and for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 is set out below:

#	Particulars	Unit	Five-month period ended August 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
	Financial KPIs					
1	Total Income	₹ million	2,080.24	5,122.74	3,504.97	3,375.70
2	Revenue from operations	₹ million	2,061.71	4,968.59	3,432.19	3,293.66
3	Growth in Revenue from operations (y-o-y)	%	NA	44.76%	4.21%	-5.25%
4	Gross Profit(1)	₹ million	971.46	2,340.10	1,979.60	1911.45
5	Gross Profit Margin(2)	%	47.12%	47.10%	57.68%	58.03%
6	Earnings before interest, tax and depreciation and amortisation ("EBITDA") (3)	₹ million	151.12	811. 47	495.84	614.27
7	EBITDA Margin (4)	%	7.33%	16.33%	14.45%	18.65%
8	Profit before taxes ("PBT")	₹ million	8.25	439.97	75.53	185.31
9	Profit for the period/ year ("PAT")	₹ million	5.16	414.39	54.87	164.77
10	PAT Margin (5)	%	0.25%	8.34%	1.60%	5.00%
11	Return on Equity ("RoE")(6)	%	0.16%	13.73%	2.00%	12.78%
12	Return on Capital Employed ("RoCE")(7)	%	2.08%	14.07%	6.96%	10.23%
13	Debtor Days(8)	Days	87	126	113	142
14	Inventory Days(9)	Days	116	113	159	149
15	Creditor Days(10)	Days	73	85	92	82
16	Net Working Capital Days(11)	Days	130	154	180	209
17	Debt/Equity Ratio(12)	Times	0.52	0.47	0.47	0.47
	Operational KPIs					
	Revenue from Operations by Geography					
18	Global	₹ million	915.28	2,075.16	825.22	740.44
19	Domestic	₹ million	1,146.43	2,893.43	2,606.97	2,553.22
20	**Total Revenue from Operations**	₹ million	**2,061.71**	**4,968.59**	**3,432.19**	**3,293.66**
	Overall order book					
21	Global	₹ million	1,148.94	1,640.00	2,293.68	-
22	Domestic	₹ million	3,868.52	2,991.92	1,523.44	1,579.37
23	**Total Order Book**	₹ million	**5,017.46**	**4,631.92**	**3,817.12**	**1,579.37**
	Revenue from operations split by product / service (₹ million & %)					
24	Systems & Plant	₹ million	989.88	2,961.81	1,608.69	1,631.45
25	- Turnkey basis	₹ million	979.44	2,880.77	1,428.99	1,459.94
26	- Pay-per-use basis	₹ million	10.44	81.04	179.70	171.51
27	O&M	₹ million	661.67	973.18	947.11	797.95

#	Particulars	Unit	Five-month period ended August 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
28	Spares	₹ million	410.46	1,033.60	876.39	864.26
29	**Total**	**₹ million**	**2061.71**	**4,968.59**	**3,432.19**	**3,293.66**
30	Plant	%	48.01%	59.61%	46.88%	49.53%
31	- Turnkey basis	%	47.37	57.98	41.63	44.32
32	- Pay-per-use basis	%	0.51	1.63	5.24	5.21
33	O&M	%	32.09%	19.59%	27.59%	24.23%
34	Spares	%	19.89%	20.80%	25.53%	26.24%
35	**Total**	**%**	100.00%	**100.00%**	**100.00%**	**100.00%**
	Installed Capacity, Annual Production and Capacity Utilisation(13)					
	Installed Capacity					
36	Modules	Numbers	7,083	17,000	17,000	17,000
37	Systems	Numbers	250	600	600	600
	Annual Production					
38	Modules	Numbers	1,658	6,269	4,861	4,927
39	Systems	Numbers	83	219	223	206
	Capacity Utilisation					
40	Modules	%	23.41%	36.88%	28.59%	28.98%
41	Systems	%	33.20%	36.50%	37.17%	34.33%
42	Research and Development costs	₹ million	6.42	13.48	6.92	5.29
43	Total R&D Expenses as a percentage of Total Expenses	**%**	0.31	0.29%	0.20%	0.17%
44	Attrition Rate	%	10.89%	28.64%	37.53%	30.40%

(1) Gross Profit is calculated as the difference between Revenue from Operations and the cost of finished goods produced (i.e. sum of: (i) cost of materials consumed; (ii) purchase of stock-in-trade; and (iii) changes in inventories

(2) Gross Profit Margin is calculated as Gross Profit divided by Revenue from Operations

(3) EBITDA is calculated as the sum of (i) profit/(loss) for the period/year, (ii) tax expense, (iii) finance costs, and (iv) depreciation and amortisation expenses less interest income

(4) EBITDA Margin is calculated as EBITDA divided by revenue from operations

(5) PAT Margin is calculated as profit for the year divided by revenue from operations

(6) Return on Equity is calculated as profit/ (loss) for the year divided by average shareholder's equity

(7) Return on Capital Employed is calculated as earnings before interest and tax (EBIT) divided by Capital Employed. Further, capital employed is aggregate of tangible net worth (i.e. total asset excluding deferred tax asset and intangible assets, but including right-of-use assets, reduced by total liabilities) and total borrowings

(8) Debtor days are calculated as total trade receivables divided by revenue from operations multiplied by 365 for the period ended Fiscal 2024, Fiscal 2023 and Fiscal 2022 and Debtor days are calculated as total trade receivables divided by revenue from operations multiplied by 153 for the five-month period ended August 31, 2024

(9) Inventory days are calculated as total inventory divided by revenue from operations multiplied by 365 for the period ended Fiscal 2024, Fiscal 2023 and Fiscal 2022 and Inventory days are calculated as total inventory divided by revenue from operations multiplied by 153 for the five-month period ended August 31, 2024

(10) Creditor days are calculated as total trade payables divided by revenue from operations multiplied by 365 for the period ended Fiscal 2024, Fiscal 2023 and Fiscal 2022 and Creditor days are calculated as total trade payables divided by revenue from operations multiplied by 153 for the five-month period ended August 31, 2024

(11) Working capital days is calculated as the sum of Trade Receivables and Inventories reduced by Trade Payables divided by revenue from operations multiplied by 365 for the period ended Fiscal 2024, Fiscal 2023 and Fiscal 2022 and Working capital days is calculated as the sum of Trade Receivables and Inventories reduced by Trade Payables divided by revenue from operations multiplied by 153 for the five-month period ended August 31, 2024

(12) Debt-Equity Ratio is calculated as total borrowings divided by total equity

(13) Installed Capacity, Annual Production and Capacity Utilisation has been taken from the certificate dated December 7, 2024 issued by Chaitali Roy, Chartered Engineer (India) from the Institution of Engineers (India) having membership number AM1727255.

The method of computation of above KPIs is set out below:

Metric	Formula (as defined by the Company)
Financial KPIs	
Total Income	Total income is taken as is from the Restated Consolidated Financial Information
Revenue from operations	Revenue from operations is taken as is from the Restated Consolidated Financial Information
Growth in Revenue from Operations	Growth in Revenue from Operations is calculated as revenue from operations for the respective year less revenue from operations for the previous year and then divided by the revenue from operations for the previous year
Gross Profit	Gross Profit is calculated as the difference between Revenue from Operations and the cost of finished goods produced (i.e. sum of: (i) cost of materials consumed; (ii) purchase of stock-in-trade; and (iii) changes in inventories
Gross Profit Margin	Calculated as Gross Profit divided by Revenue from Operations
EBITDA	EBITDA is calculated as the sum of (i) profit/(loss) for the period/year, (ii) tax expense, (iii) finance costs, and (iv) depreciation and amortisation expenses less interest income
EBITDA Margin	EBITDA Margin is calculated as EBITDA divided by revenue from operations
Profit before taxes (PBT)	Profit / (loss) before tax refers to the profit generated before accounting for taxes and is taken as is from the Restated Consolidated Financial Information
Profit for the period/ year (PAT)	Profit after tax for the period/ year ("PAT") as appearing is taken as is from the Restated Consolidated Financial Information
PAT Margin %	PAT Margin is calculated as profit/(loss) for the period/year divided by revenue from operations
Return on Equity (RoE)	Return on Equity is calculated as profit/(loss) for the period / year divided by average shareholder's equity.
Return on Capital Employed (RoCE)	Return on Capital Employed is calculated as earnings before interest and tax (EBIT) divided by capital employed. Further, capital employed is aggregate of tangible net worth (i.e. total asset excluding deferred tax asset and intangible assets, but including right-of-use assets, reduced by total liabilities) and total borrowings.
Debtor Days	Debtor days are calculated as total trade receivables divided by revenue from operations multiplied by 365
Inventory Days	Inventory days are calculated as total inventory divided by revenue from operations multiplied by 365
Creditor Days	Creditor days are calculated as total trade payables divided by revenue from operations multiplied by 365
Net Working Capital Days	Working capital days is calculated as the sum of Trade Receivables and Inventories reduced by Trade Payables divided by revenue from operations multiplied by 365
Debt Equity Ratio	Debt-Equity Ratio is calculated as total borrowings divided by total equity
Operational KPIs	
Revenue from Operations by Geography(global and domestic)	Revenue from Operations of the business as shown in the Restated Consolidated Financial Information, split for its share within India and outside India
Order Book	Order book represents the estimated contract value of ongoing projects as of such date reduced by the value of the work executed by until such date
Revenue from operations split by product / service (₹ million & %) (systems and plants, turnkey basis, pay-per-use, O&M, spares)	Revenue from Operations of the business as shown in the Restated Consolidated Financial Information, split for its share within plant, O&M and spares.
Installed Capacity	Installed Capacity represents the number of systems/ modules that can be manufactured during the period from both its Vasai and Sharjah facilities.
Annual production	Annual Production represents the number of modules and systems produced by the Company during the period from both its Vasai and Sharjah facilities.
Capacity utilisation	Capacity utilisation represents the % of capacity utilized for total annual production from total installed capacity by the Company during the period at both its Vasai and Sharjah facilities.

Metric	Formula (as defined by the Company)
Research and Development Costs	The R&D expenses, while not indicative of the total cost of the research and development*, is an important parameter that is tracked by the management and provides an insight into the products and processes that are under development.
Attrition Rate (%)	Attrition Rate is calculated as the number of employees removed / resigned divided by the average number of employees (calculated as the sum of number of employees at the end of the relevant fiscal plus the number of employees at the end of the previous fiscal, divided by two)

**Salary cost of R&D personnel being the only significant material expense as part of our R&D expenses for Fiscal 2024, Fiscal 2023 and Fiscal 2022. Further, our R&D expenses are capitalized only when the output generated is not re-consumable in the production process.*

Description on the historic use of the KPIs by our Company to analyse, track or monitor the operational and/or financial performance of our Company

In evaluating our business, we consider and use certain KPIs, as presented above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Consolidated Financial Information. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies, including peer companies, and hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to Ind AS measures or as an indicator of our operating performance, liquidity, profitability or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use in evaluating our operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Ind AS.

For details of our other operating metrics disclosed elsewhere in this Red Herring Prospectus, see sections titled "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" starting on pages 244 and 409, respectively. We have described and defined the KPIs, as applicable, in "*Definitions and Abbreviations – Technical and Industry Related Terms*" on page 1. Bidders are encouraged to review the Ind AS financial measures and not to rely on any single financial or operational metric to evaluate our business.

Brief explanation of the relevance of the KPIs for our business operations is set forth below.

Metric	Explanation by the management of the Company
Financial KPIs	
Total Income	Total income comprises of revenue from operations & other income.
Revenue from operations	Revenue from Operations is used by the Company to track the revenue profile of the business and in turn helps assess the overall financial performance of the Company and size of the business
Growth in Revenue from Operations	Growth in Revenue from Operations provides information regarding the growth of the business over the respective years.
Gross Profit	Gross Profit provides information regarding the profits earned by reducing the Cost of Goods Sold from Revenue from operations.
Gross Profit Margin	Gross Profit Margin is an indicator of the profitability on Revenue from Operations.
EBITDA	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Margin	EBITDA Margin is an indicator of the operational profitability and financial performance of the business.
Profit before taxes (PBT)	Profit before tax is a measure of a company's profitability that looks at the profits made before the impact of income tax (including deferred tax).
Profit / (Loss) for the year (PAT)	Profit after tax provides information regarding the overall profitability of the business
PAT Margin %	PAT Margin is an indicator of the overall profitability and financial performance of the business
Return on Equity (RoE)	RoE provides how efficiently the Company generates profits from shareholders' funds.
Return on Capital Employed (RoCE)	ROCE provides how efficiently the Company generates earnings from the capital employed in the business.
Debtor Days	Debtor days indicates the number of days it takes to collect payments from customers

Metric	Explanation by the management of the Company
Inventory Days	Inventory days indicates the number of days the company holds its inventory before selling it
Creditor Days	Creditor days indicates the number of days it takes to pay to suppliers
Net Working Capital Days	Net working capital days indicates the working capital requirements of the Company in relation to revenue generated from operations.
Debt Equity Ratio	The debt-to-equity ratio (D/E ratio) is a financial metric that shows how much debt the Company has compared to its equity.
Operational KPIs	
Revenue from Operations by Geography(global and domestic)	Revenue from Operations of the business split for its share within India and outside India enables the Company to track the progress of the revenues in the domestic and export markets
Order Book	Order book enables the Company to track the value of the future contracted business and hence visibility of growth as well as to plan the operations accordingly
Revenue from operations split by product / service (₹ million & %) (systems and plants, turnkey basis, pay-per-use, O&M, spares)	Revenue from Operations of the business split for its share within plant, O&M and spares enables the Company to track the growth of the product and service lines
Annual Capacity	Number of systems/modules that can be manufactured during the year.
Annual production	Number of systems/modules manufactured during the year.
Capacity Utilisation (%)	Production divided by Installed Capacity
Research and Development Costs	The expenses identified as incurred for research and development.
Attrition Rate (%)	Attrition Rate is calculated as the number of employees removed / resigned divided by the average number of employees (calculated as the sum of number of employees at the end of the relevant fiscal plus the number of employees at the end of the previous fiscal, divided by two).

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VIII. Comparison of the Company's KPIs with those of the Company's listed peers

Sr. No.	Particulars	Category	Unit	Concord Enviro Systems Limited			Triveni Engineering and Industries Limited			VA Tech Wabag Limited		
				FY24	FY23	FY22	FY24	FY23	FY22	FY24	FY23	FY22
1	Total Income	Financial	₹ million	5,122.74	3,504.97	3,375.70	52,821.15*	56,972.45*	43,131.29*	28,998.00	30,140.80	30,116.90
2	Revenue from operations	Financial	₹ million	4,968.59	3,432.19	3,293.66	52,200.93*	56,168.31*	42,909.45*	28,564.00	29,604.80	29,793.00
3	*Growth in Revenue from operations (y-o-y)*	Financial	%	44.76%	4.21%	-5.25%	*-7.06%*	*30.90%*	*-8.77%*	*-3.52%*	*-0.63%*	*5.11%*
4	Gross Profit	Financial	₹ million	2,340.10	1,979.60	1911.45	16,206.52	15,303.38	14,317.87	6,897.00	6,909.40	6,736.00
5	*Gross Profit Margin*	Financial	%	47.10%	57.68%	58.03%	*31.05%*	*27.25%*	*33.37%*	*24.15%*	*23.34%*	*22.61%*
6	EBITDA^	Financial	₹ million	811.47	495.84	614.27	6,886.10	6,963.23	7,157.39	4,096.00	3,807.10	2,662.20
7	*EBITDA Margin*	Financial	%	16.33%	14.45%	18.65%	*13.19%*	*12.40%*	*16.68%*	*14.34%*	*12.86%*	*8.94%*
8	Profit before taxes (PBT)	Financial	₹ million	439.97	75.53	185.31	5,289.90	5,624.39	5,804.64	3,301.00	3,061.00	1,683.90
9	Profit / (Loss) for the year (PAT)	Financial	₹ million	414.39	54.87	164.77	3,951.59	17,918.07	4,240.59	2,504.00	109.30	1,320.60
10	*PAT Margin %*	Financial	%	8.34%	1.60%	5.00%	*7.57%*	*31.90%*	*9.88%*	*8.77%*	*0.37%*	*4.43%*
11	*Return on Equity (RoE)*	Financial	%	13.73%	2.00%	12.78%	*14.20%*	*78.28%*	*24.45%*	*14.76%*	*0.70%*	*8.96%*
12	*Return on Capital Employed (RoCE)*	Financial	%	14.07%	6.96%	10.23%	*13.56%*	*16.87%*	*18.30%*	*19.51%*	*21.29%*	*13.37%*
13	Debtor days	Operational	Days	126	113	142	35	37	37	322	270	254
14	Inventory days	Operational	Days	113	159	149	169	130	173	5	5	4
15	Creditor days	Operational	Days	85	92	82	25	27	30	148	148	140
16	Net Working Capital Days	Operational	Days	154	180	209	179	140	180	179	127	118
17	Debt/Equity Ratio	Financial	Times	0.47	0.47	0.47	0.49	0.34	0.82	0.15	0.14	0.28
18	**Revenue split by geography**	Operational	₹ million									
a.	Global	Operational	₹ million	2,075.16	825.22	740.44	851.19#	1,131.88#	N/A	11,240.00	12,962.50	18,626.80
b.	Domestic	Operational	₹ million	2,893.43	2,606.97	2,553.22	60,662.84#	61,969.08#	N/A	17,324.00	16,642.30	11,166.20
19	***Overall order book***	Operational	₹ million									
a.	Global	Operational	₹ million	1,640.00	2,293.68	-	NA	NA	NA	NA	NA	NA
b.	Domestic	Operational	₹ million	2,991.92	1,523.44	1,579.37	NA	NA	NA	NA	NA	NA
	Total Order Book	**Operational**	**₹ million**	**4,631.92**	**3,817.12**	**1,579.37**	**12,234.00**	**13,934.00**	**15,128.00**	**1,14,484.00**	**1,32,192.00**	**1,01,070.00**
20	**Revenue split by product / service (₹ million & %)**											
a.	Plant	Operational	₹ million	2,961.81	1,608.69	1,631.45	NA	NA	NA	NA	NA	NA
b.	O&M	Operational	₹ million	973.18	947.11	797.95	NA	NA	NA	NA	NA	NA
C	Spares	Operational	₹ million	1,033.60	876.39	864.26	NA	NA	NA	NA	NA	NA
	Total	**Operational**	**₹ million**	**4,968.59**	**3,432.19**	**3,293.66**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**

Sr. No.	Particulars	Category	Unit	Concord Enviro Systems Limited			Triveni Engineering and Industries Limited			VA Tech Wabag Limited		
				FY24	FY23	FY22	FY24	FY23	FY22	FY24	FY23	FY22
a.	Plant	Operational	%	59.61%	46.88%	49.53%	NA	NA	NA	NA	NA	NA
b.	O&M	Operational	%	19.59%	27.59%	24.23%	NA	NA	NA	NA	NA	NA
C	Spares	Operational	%	20.80%	25.53%	26.24%	NA	NA	NA	NA	NA	NA
	Total	**Operational**	**%**	**100.00%**	**100.00%**	**100.00%**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**

***** *Adjusted for Excise duty on sale of goods*

 # In the absence of relevant data, Excise duty on sale of goods could not be adjusted in revenue split by geography and accordingly, the same is higher to that extent from above mentioned revenue from operations.

^ EBITDA for the listed peers is calculated without deducting any other income / finance income as it is not possible to accurately ascertain the operating / non-operating nature of the same.

Sr. No.	Particulars	Category	Unit	ION Exchange Limited			Praj Industries Limited			Thermax Limited		
				FY24	FY23	FY22	FY24	FY23	FY22	FY24	FY23	FY22
1	Total Income	Financial	₹ million	23,917.33	20,306.78	16,185.64	35,097.77	35,636.39	23,673.99	95,560.30	82,499.90	62,553.40
2	Revenue from operations	Financial	₹ million	23,478.49	19,896.09	15,768.68	34,662.78	35,280.38	23,432.74	93,234.60	80,898.10	61,283.30
3	*Growth in Revenue from operations (y-o-y)*	Financial	*%*	*18.01%*	*26.17%*	*8.79%*	*-1.75%*	*50.56%*	*76.13%*	*15.25%*	*32.01%*	*27.91%*
4	Gross Profit	Financial	₹ million	8,831.59	7,470.43	6,311.31	15,041.63	13,266.02	8,795.72	41,039.00	34,651.30	26,432.90
5	*Gross Profit Margin*	Financial	*%*	*37.62%*	*37.55%*	*40.02%*	*43.39%*	*37.60%*	*37.54%*	*44.02%*	*42.83%*	*43.13%*
6	EBITDA[3]	Financial	₹ million	3,158.20	2,960.55	2,549.03	4,313.05	3,536.01	2,299.76	10,299.60	7,577.40	5,483.80
7	*EBITDA Margin*	Financial	*%*	*13.45%*	*14.88%*	*16.17%*	*12.44%*	*10.02%*	*9.81%*	*11.05%*	*9.37%*	*8.95%*
8	Profit before taxes (PBT)	Financial	₹ million	2,688.94	2,587.03	2,173.31	3,774.61	3,187.25	2,048.77	7,934.70	6,032.90	4,101.00
9	Profit / (Loss) for the year (PAT)	Financial	₹ million	1,953.52	1,949.66	1,616.88	2,833.91	2,398.18	1,502.42	6,431.90	4,507.00	3,123.10
10	*PAT Margin %*	Financial	*%*	*8.32%*	*9.80%*	*10.25%*	*8.18%*	*6.80%*	*6.41%*	*6.90%*	*5.57%*	*5.10%*
11	*Return on Equity (RoE)*	Financial	*%*	*21.10%*	*26.18%*	*27.84%*	*24.09%*	*24.06%*	*17.50%*	*15.48%*	*12.25%*	*9.26%*
12	*Return on Capital Employed (RoCE)*	Financial	*%*	*24.89%*	*30.82%*	*33.21%*	*33.44%*	*32.33%*	*24.42%*	*13.49%*	*12.57%*	*11.18%*
13	Debtor days	Operational	₹ million	146	129	118	88	82	80	89	85	95
14	Inventory days	Operational	Days	37	41	42	23	35	54	30	34	43
15	Creditor days	Operational	Days	108	101	121	52	52	66	62	69	90
16	Net Working Capital Days	Operational	Days	75	69	39	59	65	68	57	50	48
17	Debt/Equity Ratio	Financial	Times	0.13	0.06	0.07	-	-	-	0.28	0.21	0.10
18	**Revenue split by geography**	Operational	₹ million									
a.	Global	Operational	₹ million	5,095.73	4,650.72	4,760.38	6,767.29	6,134.30	4,836.46	22,660.00	19,938.10	16,220.00
b.	Domestic	Operational	₹ million	18,382.77	15,245.38	11,008.30	27,895.78	29,146.08	18,596.29	74,150.00	60,960.00	45,070.00
19	***Overall order book***											
a.	Global	Operational	₹ million	NA	NA	NA	11,179.50	5,121.00	4,028.50	19,350.00	19,450.00	16,220.00
b.	Domestic	Operational	₹ million	NA	NA	NA	27,370.50	29,019.00	24,746.50	74,180.00	68,450.00	46,460.00

Sr. No.	Particulars	Category	Unit	ION Exchange Limited			Praj Industries Limited			Thermax Limited		
				FY24	FY23	FY22	FY24	FY23	FY22	FY24	FY23	FY22
	Total Order Book	Operational	₹ million	**35,460.00**	**34,300.00**	**26,740.00**	**38,550.00**	**34,140.00**	**28,775.00**	**93,530.00**	**87,900.00**	**62,680.00**
20	**Revenue split by product / service (₹ million & %)**											
a.	Plant	Operational	₹ million	NA	NA	NA	NA	NA	NA	NA	NA	NA
b.	O&M	Operational	₹ million	NA	NA	NA	NA	NA	NA	NA	NA	NA
C	Spares	Operational	₹ million	NA	NA	NA	NA	NA	NA	NA	NA	NA
	Total	**Operational**	**₹ million**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**
a.	Plant	Operational	%	NA	NA	NA	NA	NA	NA	NA	NA	NA
b.	O&M	Operational	%	NA	NA	NA	NA	NA	NA	NA	NA	NA
C	Spares	Operational	%	NA	NA	NA	NA	NA	NA	NA	NA	NA
	Total	**Operational**	**%**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**

Notes:

1) *Annual report of the respective year are considered for extracting above details of the listed peer companies.*
2) *Consolidated financial information, wherever applicable, has been considered hereabove.*
3) *EBITDA for the listed peers is calculated without deducting any other income / finance income as it is not possible to accurately ascertain the operating / non-operating nature of the same.*
4) *For other metrics (other than Net worth and EBITDA), refer formula given in Part I above.*

IX. Comparison of KPIs over time based on additions or dispositions to the business

Our Company has not undertaken a material acquisition or disposition of assets / business for the periods that are covered by the KPIs and accordingly, no comparison of KPIs over time based on additions or dispositions to the business, have been provided.

X. Justification for Basis for Offer Price

a. ***Price per share of the Company (as adjusted for corporate actions, including split, bonus issuances) based on primary issuances of Equity Shares or convertible securities (excluding Equity Shares issued under Employee Stock Option Plan and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuances")***

Our Company has not issued any Equity Shares or Preference Shares, during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more that 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days. As on the date of this Red Herring Prospectus, no Equity Shares have been issued under the ESOP Scheme.

b. Price per share of the Company (as adjusted for corporate actions, including bonus issuances) based on secondary sale or acquisition of equity shares or convertible securities (excluding gifts) involving the Promoters, members of the Promoter Group, the Selling Shareholder or other Shareholders of the Company with rights to nominate directors during the 18 months preceding the date of filing of this Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s, and excluding ESOPs granted but not vested) in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Secondary Transactions")

There have been no secondary sale/ acquisitions of Equity Shares or Preference Shares, where the Promoter Selling Shareholder having the right to nominate Director(s) on our Board, are a party to the transaction, during the 18 months preceding the date of this Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s), in a single transaction or multiple transactions combined together over a span of rolling 30 days. As on the date of this Red Herring Prospectus, no Equity Shares have been issued under the ESOP Scheme.

c. Since there are no such transactions to report under X(a) and X(b), the following are the details of the price per share of our Company basis the last five primary or secondary transactions (secondary transactions where Selling Shareholders or other shareholders with the right to nominate directors on our Board, are a party to the transaction), not older than three years prior to the date of filing of this Red Herring Prospectus irrespective of the size of transactions:

Date of allotment/ transfer	Name of the allottee/ transferee	Transferor	Number of Equity Shares transacted	Face value of Equity shares	Price per Equity share	Nature of Consideration	Nature of transaction	Total Cost (₹)
November 10, 2022	Mr. Prayas Goel	N.A.	4,806,240	5.00	N.A.	N.A.	Bonus issuance	N.A.
	AF Holdings	N.A.	3,995,340	5.00	N.A.	N.A.	Bonus issuance	N.A.
	Mr. Prerak Goel	N.A.	3,025,320	5.00	N.A.	N.A.	Bonus issuance	N.A.
	Mrs. Pushpa Goel	N.A.	1,571,140	5.00	N.A.	N.A.	Bonus issuance	N.A.
	Mrs. Namrata Goel	N.A.	501,500	5.00	N.A.	N.A.	Bonus issuance	N.A.

Date of allotment/ transfer	Name of the allottee/ transferee	Transferor	Number of Equity Shares transacted	Face value of Equity shares	Price per Equity share	Nature of Consideration	Nature of transaction	Total Cost (₹)
	Mrs. Nidhi Goel	N.A.	535,500	5.00	N.A.	N.A.	Bonus issuance	N.A.
	Ms. Krttika Goel	N.A.	34,000	5.00	N.A.	N.A.	Bonus issuance	N.A.
November 11, 2022	AF Holdings	N.A.	1,354,320	5.00	N.A.(1)	N.A.(1)	Conversion of Compulsorily Convertible Non-Cumulative Preference Shares ("CCPS") into Equity Shares	N.A. (1)
	AF Holdings	N.A.	465,840	5.00	N.A. (2)	N.A. (2)	Conversion of CCPS into Equity Shares	N.A. (2)
	AF Holdings	N.A.	1,059,480	5.00	N.A. (3)	N.A. (3)	Conversion of CCPS into Equity Shares	N.A. (3)
April 26, 2022	Mr. Prayas Goel	Mrs. Pushpa Goel	6,606	100.00	N.A.	N.A.	Gift	N.A.
April 26, 2022	Mr. Prerak Goel	Mrs. Pushpa Goel	1,373	100.00	N.A.	N.A.	Gift	N.A.
June 1, 2022	Ms. Krittika Goel	Mrs. Namrata Goel	100	100.00	N.A.	N.A.	Gift	N.A.
Total			**17,356,759**					**N.A.**
Total Cost (₹) - (A)								**N.A.**
Total Number of Equity Share- (B)								**17,356,759**
Weighted Average Cost of Acquisition (C) = (A)/(B)								**N.A.**

Notes:

(1) Allotment of equity shares pursuant to conversion of 3,762 Series A CCPS in the ratio 360:1. The Company had received consideration of ₹ 339,521,478.12 against issuance of said CCPS on August 7, 2015.

(2) Allotment of equity shares pursuant to conversion of 1,294 Series A1 CCPS in the ratio 360:1. The Company had received consideration of ₹ 99,999,996.50 against issuance of said CCPS on April 5, 2016.

(3) Allotment of equity shares pursuant to conversion of 2,943 Series A2 CCPS in the ratio 360:1. The Company had received consideration of ₹ 227,502,729.00 against issuance of said CCPS on October 27, 2017.

Weighted average cost of acquisition, floor price and cap price

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)	Floor price (i.e. ₹ [●])[1]	Cap price (i.e. ₹[●])[1]
Weighted average cost of acquisition of Specified Securities in the 18 months preceding the date of this certificate	N.A.	N.A.	N.A.
Weighted average cost of acquisition of Specified Securities in the 1 year preceding the date of this certificate	N.A.	N.A.	N.A.
Weighted average cost of acquisition of Specified Securities in the last 3 years			
- Based on primary issuances	N.A.[2]	N.A.	N.A.
- Based on secondary transactions	N.A.[3]	N.A.	N.A.

As certified by Shah & Mantri, Chartered Accountants, pursuant to their certificate dated December 14, 2024

Notes:

1. *To be provided at the Prospectus filing stage.*

2. *Primary issuance includes issuance of equity shares on conversion of CCPS for which consideration was received at the time of issuance of CCPS and issuance of bonus equity shares without consideration, hence, cost of acquisition is not applicable.*
3. *All secondary transactions are by way of gift, hence, cost of acquisition is not applicable.*

XI. Explanation for Offer Price / Cap Price being [●] times of WACA of Primary Issuance (set out in VIII above) along with our Company's key financial and operational metrics and financial ratios for the five-month period ended August 31, 2024 and Fiscals 2024, 2023 and 2022.

[●]*

* *To be included on finalisation of Price Band.*

XII. Explanation for Offer Price / Cap Price being [●] times of WACA of Secondary Transactions (set out in VIII above) in view of the external factors which may have influenced the pricing of the Offer.

[●]*

* *To be included on finalisation of Price Band.*

XIII. The Offer price is [●] times of the face value of the Equity Shares

The Offer Price of ₹ [●] has been determined by our Company, in consultation with the BRLMs on the basis of the demand from investors for the Equity Shares through the Book Building process. Our Company, in consultation with the BRLMs are justified of the Offer Price in view of the above qualitative and quantitative parameters. Investors should read the above-mentioned information along with "*Risk Factors*", "*Our Business*", *Management Discussion and Analysis of Financial Position and Results of Operations*" and "*Financial Information*" on pages 31, 244, 409 and 327, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "*Risk Factors*" on page 31 and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

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

To,

The Board of Directors
Concord Enviro Systems Limited
101 HDIL Towers
Anant Kanekar Marg
Bandra (East), Mumbai 400 051
Maharashtra, India

Dear Sir/Ma'am,

Re: Sub: Proposed initial public offering of equity shares (the "Equity Shares") of Concord Enviro Systems Limited (the "Company", and such initial public offering, the "Offer")

We, Shah & Mantri, Chartered Accountants, hereby confirm that the enclosed **Annexure I** provides a statement of the possible special tax benefits available to the Company and its shareholders under direct and indirect tax laws, including the Income Tax Act, 1961, as amended by the Finance Act 2024, i.e., applicable for the financial year 2023-2024, relevant to the assessment year 2025-2026-, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the respective State/Union Territory Goods and Services Tax Act, 2017, the Customs Act, 1962, the Customs Tariff Act, 1975, the Foreign Trade (Development and Regulation) Act, 1992, the applicable foreign trade policy, each read with the relevant rules, circulars, and notifications issued thereunder and each as amended (collectively, the "**Tax Laws**").

The contents of the enclosed **Annexure I** are based on the information, explanations and representations obtained from the Company.

We consent to be named as an "expert" in terms of Section 2(38) and Section 26 and any other applicable provisions of the Companies Act, 2013, as amended, in relation to the statement of possible special tax benefits included in **Annexure I**, in (i) the red herring prospectus ("**RHP**") to be filed with the Securities and Exchange Board of India ("**SEBI**") , the stock exchanges where the equity shares of the Company are proposed to be listed ("**Stock Exchanges**") and the Registrar of Companies, Maharashtra at Mumbai (the "**RoC**"); (ii) the prospectus ("**Prospectus**") proposed to be filed with SEBI, the Stock Exchanges and the Registrar of Companies; and (iii) any other Offer related documents (the "**Offer Documents**") in connection with the Offer.

We further confirm that we are not and have not been engaged or interested in the formation or promotion or management of the Company.

We conducted our examination for this certificate in accordance with the "Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)" (the "**Guidance Note**") issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI. We hereby confirm that while providing this certificate we have complied with the Code of Ethics and 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, issued by the ICAI.

In our opinion, **Annexure I** presents, in all material respects, the possible special tax benefits available, to the Company and its shareholders, in accordance with the Tax Laws as at the date of this certificate.

We are unable to express any opinion or provide any assurance as to whether:

(i) The Company or its shareholders will continue to obtain the benefits per **Annexure I** in future; or

(ii) The conditions prescribed for availing the benefits per **Annexure I** have been/would be met with.

We confirm that this certificate is for information and for inclusion (in part or full) in the Offer Documents and any other documents or materials to be issued in relation to the Offer. Further, we consent to the inclusion of this certificate as a part of the "*Material Contracts and Documents for Inspection*" if required in connection with the Offer, which will be available to the public for inspection in terms of the Offer Documents.

This certificate may be relied upon only by the Company, the Lead Managers and their respective affiliates, and the legal advisors to each of the Company and the Lead Managers, and to assist the Lead Managers in conducting and documenting their due diligence of the of the affairs of the Company in connection with the Offer. We also consent to this certificate being disclosed by the Lead Managers, if required (i) by reason of any law, regulation, order or request of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defence in connection with any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation. We do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

We hereby authorise you to deliver this certificate to the SEBI, the RoC, the Stock Exchanges and any other statutory or regulatory authority as may be required and/or for the records to be maintained by the Lead Managers in connection with the Offer and in accordance with applicable law.

We confirm that any change to the above information as and when (i) made available to us by the Company; or (ii) we become aware of any such changes will immediately be intimated to the Lead Managers until the date when the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer. In the absence of any such communication from us the Company, the Lead Managers and the legal advisors to the Company and the Lead Managers, can assume that there is no change to the above information until commencement of trading of Equity Shares pursuant to the offer.

Yours faithfully,

For and on behalf of Shah & Mantri, Chartered Accountants
Firm Registration Number: 137146W

Abhishek J. Shah
Partner
Membership No.: 136973
UDIN: 24136973BKEFFH8906

Place: Mumbai
Date: December 13, 2024

Enclosed:

Annexure I: Statement of possible special tax benefits available to the Company.

ANNEXURE I

1. Possible Special tax benefits available to the Company

There are no possible special tax benefits available to the Company under Income Tax Act, 1961 read with the relevant Income Tax Rules, 1962, the Customs Act, 1962, the Customs Tariff Act, 1975, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 and Goods and Services Tax (Compensation to States) Act, 2017 read with the relevant Central Goods and Services Tax Rules, 2017, the Integrated Goods and Services Tax Rules, 2017, the Union Territory Goods and Services Tax Rules, State Goods and Services Tax Rules, 2017, the Foreign Trade (Development and Regulation) Act, 1992 and the foreign trade policy, each read with the relevant rules, circulars, and notifications issued thereunder and each as amended.

2. Possible Special Tax Benefits to the Shareholders

There are no possible income-tax special tax benefits available to the shareholders of the Company for investing in the shares of the Company. However, such shareholders shall be liable to concessional tax rates on certain incomes (arising from sale of equity shares of the Company)

Notes:

1. We have not considered the general tax benefits available to the Company or shareholders of the Company.

2. The above statement of possible special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of Equity Shares.

3. This statement does not discuss any tax consequences in any country outside India of an investment in the Equity Shares. The subscribers of the Equity Shares in the country other than India are urged to consult their own professional advisers regarding possible income-tax consequences that apply to them.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE ROCHEM SEPARATION SYSTEMS (INDIA) LIMITED AND ITS SHAREHOLDERS

To,

The Board of Directors
Rochem Separation Systems (India) Private Limited
101 HDIL Towers
Anant Kanekar Marg
Bandra (East), Mumbai 400 051
Maharashtra, India

Dear Sir/Ma'am,

Re: Sub: Proposed initial public offering of equity shares (the "Equity Shares") of Concord Enviro Systems Limited (the "Holding Company", and such initial public offering, the "Offer")

We, Shah & Mantri, Chartered Accountants, hereby confirm that the enclosed **Annexure I** provides a statement of the possible special tax benefits available to Rochem Separation Systems (India) Private Limited (the "**Company**") and its shareholders under direct and indirect tax laws, including the Income Tax Act, 1961, as amended by the Finance Act 2024, i.e., applicable for the financial year 2023-2024, relevant to the assessment year 2025-2026-, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the respective State/Union Territory Goods and Services Tax Act, 2017, the Customs Act, 1962, the Customs Tariff Act, 1975, the Foreign Trade (Development and Regulation) Act, 1992, the applicable foreign trade policy, each read with the relevant rules, circulars, and notifications issued thereunder and each as amended (collectively, the "**Tax Laws**").

The contents of the enclosed **Annexure I** are based on the information, explanations and representations obtained from the Company.

We consent to be named as an "expert" in terms of Section 2(38) and Section 26 and any other applicable provisions of the Companies Act, 2013, as amended, in relation to the statement of possible special tax benefits included in **Annexure I**, in (i) the red herring prospectus ("**RHP**") of the Holding Company to be filed with the Securities and Exchange Board of India ("**SEBI**"), the stock exchanges where the equity shares of the Holding Company are proposed to be listed ("**Stock Exchanges**") and the Registrar of Companies, Maharashtra at Mumbai (the "**RoC**"); (ii) the prospectus ("**Prospectus**") of the Holding Company proposed to be filed with SEBI, the Stock Exchanges and the Registrar of Companies; and (iii) any other Offer related documents (the "**Offer Documents**") in connection with the Offer of the Holding Company.

We further confirm that we are not and have not been engaged or interested in the formation or promotion or management of the Company.

We conducted our examination for this certificate in accordance with the "Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)" (the "**Guidance Note**") issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI. We hereby confirm that while providing this certificate we have complied with the Code of Ethics and 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, issued by the ICAI.

In our opinion, **Annexure I** presents, in all material respects, the possible special tax benefits available, to the Company and its shareholders, in accordance with the Tax Laws as at the date of this certificate.

We are unable to express any opinion or provide any assurance as to whether:

(i) The Company or its shareholders will continue to obtain the benefits per **Annexure I** in future; or

(ii) The conditions prescribed for availing the benefits per **Annexure I** have been/would be met with.

We confirm that this certificate is for information and for inclusion (in part or full) in the Offer Documents of the Holding Company and any other documents or materials to be issued in relation to the Offer of the Holding Company. Further, we consent to the inclusion of this certificate as a part of the "*Material Contracts and Documents for Inspection*" if required in connection with the Offer of the Holding Company, which will be available to the public for inspection in terms of the Offer Documents of the Holding Company.

This certificate may be relied upon only by the Company, the Holding Company, the Lead Managers and their respective affiliates, and the legal advisors to each of the Holding Company and the Lead Managers, and to assist the Lead Managers in conducting and documenting their due diligence of the of the affairs of the Holding Company in connection with the Offer of the Holding Company. We also consent to this certificate being disclosed by the Lead Managers, if required (i) by reason of any law, regulation, order or request of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defence in connection with any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation. We do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

We hereby authorise you to deliver this certificate to the SEBI, the RoC, the Stock Exchanges and any other statutory or regulatory authority as may be required and/or for the records to be maintained by the Lead Managers in connection with the Offer of the Holding Company and in accordance with applicable law.

We confirm that any change to the above information as and when (i) made available to us by the Company and/or the Holding Company; or (ii) we become aware of any such changes will immediately be intimated to the Lead Managers until the date when the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer of the Holding Company. In the absence of any such communication from us the Company, the Lead Managers and the legal advisors to the Company and the Lead Managers, can assume that there is no change to the above information until commencement of trading of Equity Shares pursuant to the offer of the Holding Company.

Yours faithfully,

For and on behalf of Shah & Mantri, Chartered Accountants
Firm Registration Number: 137146W

Abhishek J. Shah
Partner
Membership No.: 136973
UDIN: 24136973BKEFF12537

Place: Mumbai
Date: December 13, 2024

Enclosed:
Annexure I: Statement of possible special tax benefits available to the Company.

ANNEXURE I

1. Possible Special tax benefits available to the Company

There are no possible special tax benefits available to the Company under Income Tax Act, 1961 read with the relevant Income Tax Rules, 1962, the Customs Act, 1962, the Customs Tariff Act, 1975, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 and Goods and Services Tax (Compensation to States) Act, 2017 read with the relevant Central Goods and Services Tax Rules, 2017, the Integrated Goods and Services Tax Rules, 2017, the Union Territory Goods and Services Tax Rules, State Goods and Services Tax Rules, 2017, the Foreign Trade (Development and Regulation) Act, 1992 and the foreign trade policy, each read with the relevant rules, circulars, and notifications issued thereunder and each as amended.

2. Possible Special Tax Benefits to the Shareholders

There are no possible income-tax special tax benefits available to the shareholders of the Company for investing in the shares of the Company. However, such shareholders shall be liable to concessional tax rates on certain incomes (arising from sale of equity shares of the Company)

Notes:

1. We have not considered the general tax benefits available to the Company or shareholders of the Company.

2. The above statement of possible special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of Equity Shares.

3. This statement does not discuss any tax consequences in any country outside India of an investment in the Equity Shares. The subscribers of the Equity Shares in the country other than India are urged to consult their own professional advisers regarding possible income-tax consequences that apply to them.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO BLUE WATER TRADING & TREATMENT FZE UNDER THE LAWS OF U.A.E.

Date: December 13, 2024

To
The Board of Directors
Blue Water Trading and Treatment FZE,
P O Box 120523, SAIF Zone,
Sharjah, U.A.E.

Dear Sir/Ma'am,

Re: Sub: Proposed initial public offering of equity shares (the "Equity Shares") of Concord Enviro Systems Limited (the "Company", and such initial public offering, the "Offer")

We, UHY James Chartered Accountants, Dubai – United Arab Emirates, hereby confirm that the enclosed **Annexure I** provide the possible special tax benefits available to Blue Water Trading and Treatment FZE, SAIF Zone, Sharjah - U.A.E. (the "**Statement**"), under direct and indirect tax laws respectively, presently in force Federal Decree-Law No. (8) of 2017 on Value Added Tax and Customs Regulations U.A.E. (the "**Tax Laws**"), as on the signing date. These possible special tax benefits are dependent on Blue Water Trading and Treatment FZE, SAIF Zone, Sharjah, U.A.E. ("**Subsidiary**") fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Subsidiary to derive these possible special tax benefits is dependent upon it fulfilling such conditions, which is based on business imperatives the Subsidiary may face in the future and accordingly, the Subsidiary may or may not choose to fulfill such conditions.

The benefits discussed in the enclosed in **Annexure I** are not exhaustive and cover the possible special tax benefits available to the Subsidiary and do not cover any general tax benefits available to it. The Statement is only intended to provide general information to investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her or its own tax consultant with respect to the specific tax implications arising out of their participation in the proposed Offer, 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 possible special tax benefits, which an investor can avail. Neither do we suggest, nor do we advise the investors to invest money based on this Statement.

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

i) the Subsidiary will continue to obtain these possible special tax benefits in future; or
ii) the conditions prescribed for availing the possible special tax benefits where applicable, have been/would be met with, or
iii) the revenue authorities will concur with the views expressed herein.

The contents of the enclosed **Annexure I** are based on the information, explanation and representations obtained from the Subsidiary, and based on our understanding of the business activities and operations of the Subsidiary.

All capitalized terms used but not defined herein shall have the meanings assigned to them in the Offer Documents (as defined below).

We confirm that we will immediately inform the Company and the book running lead managers appointed by the Company in relation to the Offer ("**Lead Managers**") of any changes to the above information in writing until the date when the Equity Shares commence trading on the stock exchange(s) where the Equity Shares are proposed to be listed (the "**Stock Exchanges**"). In the absence of any such communication from us, the Lead Managers, and the legal counsel to each of the Company and Lead Managers can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

This certificate is for the information of and for inclusion (in part or full) in the red herring prospectus and the prospectus filed in relation to the Offer or any other Offer-related material (the "**Offer Documents**") and may be relied upon by the Company, the Lead Managers and their respective affiliates and the legal advisors to each of the Company and the Lead Managers. We hereby consent to the submission of this certificate as may be necessary to the Securities and Exchange Board of India, the Stock Exchanges, the Registrar of Companies, Maharashtra at Mumbai, and any other regulatory authorities as may be required and/or for the records to be maintained by the Lead Managers and in accordance with applicable law and for the purpose of any defence the Lead Managers may wish to advance in any claim or proceeding in connection with the contents of the Offer Documents.

Yours faithfully,

For and on behalf of UHY James Chartered Accountants
Dubai – U.A.E.
Firm Registration Number: 567019

Name: James Mathew
Designation: Partner
Membership No.: 548
Place: Dubai – U.A.E.

Enclosed:

Annexure I: Statement of possible special tax benefits available to the Subsidiary under applicable direct and indirect tax laws.

ANNEXURE I

Statement of possible special tax benefits available to the Subsidiary under the applicable direct and indirect tax laws

LIST OF DIRECT AND INDIRECT TAX LAWS ('TAX LAWS')

Sr. No.	Details of tax laws, as amended
1	Federal Decree-Law No. (8) of 2017 on Value Added Tax
2	Customs Regulations U.A.E.
3.	The Federal Decree-Law No. (47) of 2022 on the Taxation of Corporations and Businesses, was issued by the United Arab Emirates ("U.A.E."), on December 09, 2022. It is effective for financial years starting on or after June 01, 2023.

The Company, Blue Water Trading and Treatment FZE, SAIF Zone, Sharjah, U.A.E., does not enjoy any Special Tax Benefits under any of the laws listed above.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO CONCORD ENVIRO FZE UNDER THE LAWS OF U.A.E.

To

The Board of Directors
Concord Enviro Systems Limited
101 HDIL Towers
Anant Kanekar Marg
Bandra (East), Mumbai 400 051
Maharashtra, India

Dear Sir/Ma'am,

Re: Sub: Proposed initial public offering of equity shares (the "Equity Shares") of Concord Enviro Systems Limited (the "Company", and such initial public offering, the "Offer")

We, UHY James Chartered Accountants, Dubai – U.A.E., hereby confirm that the enclosed **Annexure I** provide the possible special tax benefits available to Concord Enviro FZE, SAIF Zone, Sharjah, U.A.E. (the "**Statement**"), under direct and indirect tax laws respectively, presently in force Federal Decree-Law No.(8) of 2017 on Value Added Tax and Customs Regulations U.A.E. (the "**Tax Laws**"), as on the signing date. These possible special tax benefits are dependent on Concord Enviro FZE, SAIF Zone, Sharjah, U.A.E. ("**Subsidiary**") fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Subsidiary to derive these possible special tax benefits is dependent upon it fulfilling such conditions, which is based on business imperatives the Subsidiary may face in the future and accordingly, the Subsidiary may or may not choose to fulfill such conditions.

The benefits discussed in the enclosed in **Annexure I** are not exhaustive and cover the possible special tax benefits available to the Subsidiary and do not cover any general tax benefits available to it. The Statement is only intended to provide general information to investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her or its own tax consultant with respect to the specific tax implications arising out of their participation in the proposed Offer, 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 possible special tax benefits, which an investor can avail. Neither do we suggest, nor do we advise the investors to invest money based on this Statement.

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

i) the Subsidiary will continue to obtain these possible special tax benefits in future; or

ii) the conditions prescribed for availing the possible special tax benefits where applicable, have been/would be met with, or

iii) the revenue authorities will concur with the views expressed herein.

The contents of the enclosed **Annexure I** are based on the information, explanation and representations obtained from the Subsidiary, and based on our understanding of the business activities and operations of the Subsidiary.

All capitalized terms used but not defined herein shall have the meanings assigned to them in the Offer Documents (as defined below).

We confirm that we will immediately inform the Company and the book running lead managers appointed by the Company in relation to the Offer ("**Lead Managers**") of any changes to the above information in writing until the date when the Equity Shares commence trading on the stock exchange(s) where the Equity Shares are proposed to be listed (the "**Stock Exchanges**"). In the absence of any such communication from us, the Lead Managers, and the legal counsel to each of the Company and Lead Managers can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

This certificate is for the information of and for inclusion (in part or full) in the red herring prospectus and the prospectus filed in relation to the Offer or any other Offer-related material (the "**Offer Documents**") and may be relied upon by the Company, the Lead Managers and their respective affiliates and the legal advisors to each of the Company and the Lead Managers. We hereby consent to the submission of this certificate as may be necessary to the Securities and Exchange Board of India, the Stock Exchanges, the Registrar of Companies, Maharashtra at Mumbai, and any other regulatory authorities as may be required and/or for the records to be maintained by the Lead Managers and in accordance with applicable law and for the purpose of any defence the Lead Managers may wish to advance in any claim or proceeding in connection with the contents of the Offer Documents.

Yours faithfully,

For and on behalf of UHY James Chartered Accountants
Dubai - U.A.E.
Firm Registration Number: 567019

Name: James Mathew
Designation: Partner
Membership No.: 548
Place: Dubai - U.A.E.

Enclosed:

Annexure I: Statement of possible special tax benefits available to the Subsidiary under applicable direct and indirect tax laws.

ANNEXURE I

Statement of possible special tax benefits available to the Subsidiary under the applicable direct and indirect tax laws.

LIST OF DIRECT AND INDIRECT TAX LAWS ('TAX LAWS')

Sr. No.	Details of tax laws, as amended
1.	Federal Decree-Law No. (8) of 2017 on Value Added Tax
2.	Customs Regulations U.A.E.
3.	The Federal Decree-Law No. (47) of 2022 on the Taxation of Corporations and Businesses, was issued by the United Arab Emirates ("UAE"), on December 09, 2022. It is effective for financial years starting on or after June 01, 2023.

The Company, Concord Enviro FZE, SAIF Zone, Sharjah, U.A.E., does not enjoy any Special Tax Benefits under any of the laws listed above.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO CONCORD ENVIRO SA DE. C.V. MEXICO UNDER THE APPLICABLE LAWS

The Board of Directors
Concord Enviro Systems Limited
101 HDIL Towers
Anant Kanekar Marg
Bandra (East), Mumbai 400 051
Maharashtra, India

Dear Sir/Ma'am,

Re: Sub: Proposed initial public offering of equity shares (the "Equity Shares") of Concord Enviro Systems Limited (the "Company", and such initial public offering, the "Offer")

We, InterGest México, Tax Professionals in Mexico, hereby confirm that the enclosed Annexures I and II provide the possible special tax benefits available to Concord Enviro SA De. C.V. Mexico. (the "Statement"), under direct and indirect tax laws respectively, presently in force Income Tax law "Ley del Impuesto sobre la Renta LISR" and VAT law "Ley del Impuesto al Valor Agregado LIVA" (the "Tax Laws"), as on the signing date. These possible special tax benefits are dependent on Concord Enviro SA De. C.V. Mexico ("Subsidiary") fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Subsidiary to derive these possible special tax benefits is dependent upon it fulfilling such conditions, which is based on business imperatives the Subsidiary may face in the future and accordingly, the Subsidiary may or may not choose to fulfill such conditions.

The benefits discussed in the enclosed in Annexures I and II are not exhaustive and cover the possible special tax benefits available to the Subsidiary and do not cover any general tax benefits available to it. The Statement is only intended to provide general information to investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her or its own tax consultant with respect to the specific tax implications arising out of their participation in the proposed Offer, 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 possible special tax benefits, which an investor can avail. Neither do we suggest, nor do we advise the investors to invest money based on this Statement.

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

i) the Subsidiary will continue to obtain these possible special tax benefits in future; or

ii) the conditions prescribed for availing the possible special tax benefits where applicable, have been/would be met with, or

iii) the revenue authorities will concur with the views expressed herein.

The contents of the enclosed Annexures I and II are based on the information, explanation and representations obtained from the Subsidiary, and based on our understanding of the business activities and operations of the Subsidiary.

All capitalized terms used but not defined herein shall have the meanings assigned to them in the Offer Documents (as defined below).

We confirm that we will immediately inform the Company and the book running lead managers appointed by the Company in relation to the Offer ("Lead Managers") of any changes to the above information in writing until the date when the Equity Shares commence trading on the stock exchange(s) where the Equity Shares are proposed to be listed (the "Stock Exchanges"). In the absence of any such communication from us, the Lead Managers, and the legal counsel to each of the Company and Lead Managers can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

This certificate is for the information of and for inclusion (in part or full) in the red herring prospectus and the prospectus filed in relation to the Offer or any other Offer-related material (the "Offer Documents") and may be relied upon by the Company, the Lead Managers and their respective affiliates and the legal advisors to each of the Company and the Lead Managers. We hereby consent to the submission of this certificate as may be necessary to the Securities and Exchange Board of India, the Stock Exchanges, the Registrar of Companies, Maharashtra at Mumbai, and any other regulatory authorities as may be required and/or for the records to be maintained by the Lead Managers and in accordance with applicable law and for the purpose of any defense the Lead Managers may wish to advance in any claim or proceeding in connection with the contents of the Offer Documents.

Yours faithfully,

For and on behalf of Concord Enviro SA de CV
Firm Registration Number: CEN090123VC3

Date: December 13, 2024

Name: Rafael Gerardo Monroy Ortega
Designation: BPO Partner
Membership No.: 2335050
Place: Puebla, México

Enclosed:
Annexure I: Statement of possible special tax benefits available to the Subsidiary under applicable direct tax laws.
Annexure II: Statement of possible special tax benefits available to the Subsidiary under applicable indirect tax laws

ANNEXURE I

Statement of possible special tax benefits available to the Subsidiary under the applicable direct tax laws.

Income Tax law “Ley del Impuesto sobre la Renta LISR”

The company would not have any tax benefits

Name: Rafael Gerardo Monroy Ortega
Designation: BPO Partner
Membership No.: 2335050

ANNEXURE II

Statement of possible special tax benefits available to the Subsidiary under the applicable indirect tax laws

VAT law “Ley del Impuesto al Valor Agregado LIVA”

The company would not have any tax benefits

Name: Rafael Gerardo Monroy Ortega
Designation: BPO Partner
Membership No.: 2335050

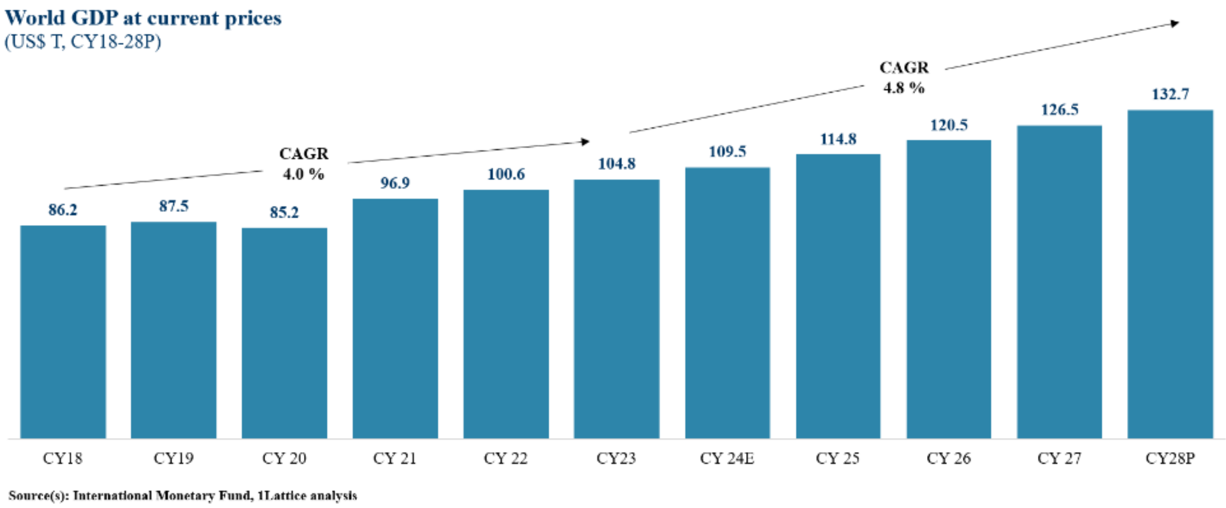
SECTION -IV - INDUSTRY OVERVIEW

1 Macroeconomic Outlook

1.1 Global Macroeconomic Overview

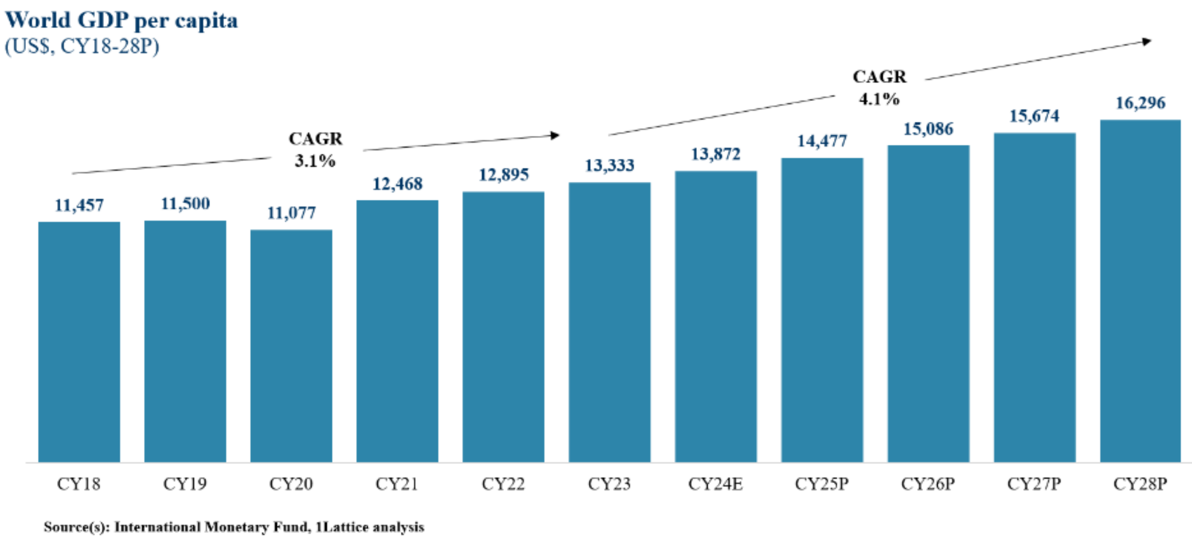
1.1.1 The global GDP is expected to rise at 4.8% CAGR over CY23-28, having grown at 4.0% CAGR over CY18-23

The global economy has rebounded after the economic downturn caused by the COVID-19 pandemic. Recovery was driven by extended fiscal support, adaptation to new work patterns, and vaccine distribution. Global GDP thrived with a robust growth rate of 3.2% in CY23, showcasing a resilient recovery from pandemic-induced setbacks. GDP further growth is projected to average 4.8% from CY23 to CY28.



Global GDP per capita is at US$ 13.3K in CY23 and is expected to reach US$ 16.3K in CY28

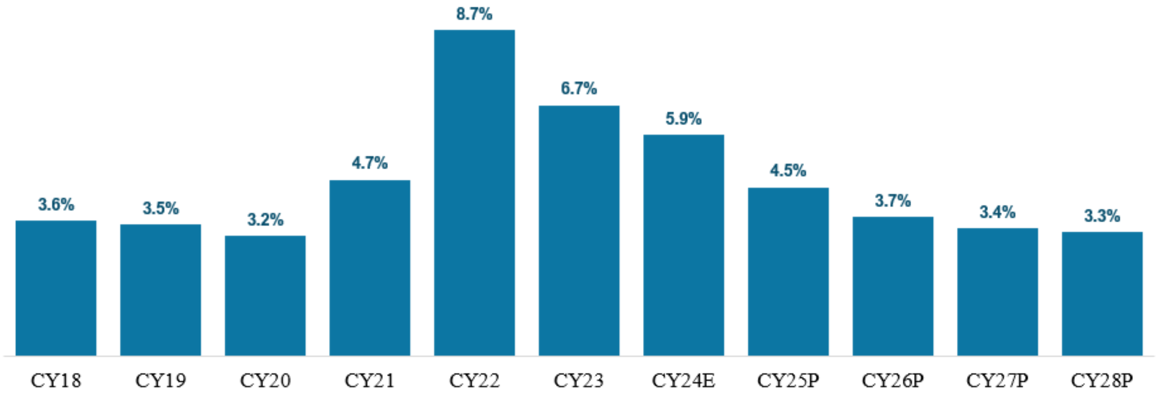
Global GDP per capita stands at US$ 13.3K in CY23 and is expected to increase at a CAGR of 4.1% reaching US$ 16.3K in CY28. Global per capita income has increased by 3.1% CAGR over CY18 to CY23 driven by both public and private investments in infrastructure, education, healthcare, and technology. These factors will continue to shape the trajectory of global per capita income growth. India's GDP per capita stands at US$ 2.5K in CY23 with 4.8% growth from CY18 and is expected to increase ~US$ 3.9K by CY28 with 9.4% CAGR.



Global inflation is expected to decrease steadily from 6.7% in CY23 to 5.9% in CY24 and 3.3% by CY28

Global inflation is predicted to decrease steadily, starting at 6.7% in CY23 and falling to 5.9% in CY24. This is driven by lower core inflation due to ongoing tight monetary policies, softened labor markets, and the continued impact of reduced energy prices. About 80% of global economies are anticipated to experience lower annual average inflation rates in CY24.

World inflation at avg. consumer prices
(%, CY18-28P)



Source(s): International Monetary Fund, 1Lattice analysis

1.1.2 Global GDP growth is expected to remain stable at 3.1% in CY24 and 3.2% in CY25, with regional variations in growth rates

According to the International Monetary Fund (IMF), global GDP growth is expected to be steady in CY24 and CY25. However, regional variations have resulted in stronger growth rates in certain areas compared to other regions. In comparison, Asia is expected to maintain the highest growth rate, with its current Y-o-Y growth rate at 5.2% in CY24. This growth is driven by robust domestic consumption in most ASEAN countries and significant public investments in China and India.

Real GDP growth – geographic specific
(Y-o-Y growth %, CY18-CY28P)

Geographic specific	CY18	CY19	CY20	CY21	CY22	CY23	CY24E	CY28P
Asia	6.4%	5.2%	-0.5%	7.7%	4.4%	5.6%	5.2%	4.5%
Europe	3.6%	2.5%	-1.6%	7.5%	1.2%	3.2%	3.1%	2.6%
Latin America and the Caribbean	1.1%	0.2%	-7.0%	7.3%	4.2%	2.3%	2.0%	2.5%
Middle East and Central Asia	2.8%	1.7%	-2.4%	4.5%	5.3%	2.0%	2.8%	3.6%
Sub-Saharan Africa	3.3%	3.2%	-1.6%	4.7%	4.0%	3.4%	3.8%	4.3%

Source(s): International Monetary Fund, 1Lattice analysis

1.1.3 Key factors impacting the global business environment

- **Economic factors:** Global economic growth is expected to slow down to 2.7% in CY24 due to conflicts, high inflation, and interest rates, as forecasted by the OECD.
  - The U.S. and China are projected to see reduced growth, while the eurozone faces challenges amid high energy prices, reduction in Russian natural gas supply.
  - Major European economies like France, Germany, and Italy are projected to see slower growth in CY24, with industrial challenges & budget limitations.

- Additionally, Morgan Stanley and Deutsche Bank anticipate the ECB to cut borrowing costs, and Pakistan is expected to have the highest inflation rate in Asia at 25%.

- **Political & legal factors:** India and the UK face challenges in their FTA negotiations due to issues like visas, market access, and social security, compounded by UK's concerns over potential political shifts in India. Meanwhile, WTO forecasts a rebound in global goods trade for CY24 and CY25 following a contraction in CY23. In parallel, Biden navigates climate collaboration with China while protecting US clean energy industry through increased tariffs on Chinese EVs and green tech.

- **Social factors:** India's fertility rate dropped from 6.2% in CY50(1950) to under 2% in CY21 and is projected to fall to 1.04% by CY100, reflecting global trends. High fertility in low-income regions, especially sub-Saharan Africa, will drive demographic shifts, impacting the global economy with labor shortages and aging populations.

- **Technological factors:** Global efforts to enhance semiconductor self-reliance are escalating. President Biden seeks to expand US production, China prioritizes domestic manufacturing, and the EU aims for semiconductor production goals and a quantum computer by 2025. The market is set to reach US$ 1T by CY30, led by Japan (102 plants),Taiwan (77) and US (76), with India investing US$ 363M in semiconductor development.

- **Environmental factors:** In CY23, extreme weather events like wildfires, floods, and droughts caused significant economic damage globally. Studies predict climate change could lead to a 10-23% reduction in global GDP by CY100(2100), highlighting the urgent need for mitigation measures.

1.1.3.1 Geopolitical situation & risks

Geopolitical risks from elections, polarization, and conflicts within and between states have significant economic implications globally and for individual countries. Managing these risks and supporting stability-promoting institutions are crucial this year more than ever.

- **Russia-Ukraine war:** The ongoing Russia-Ukraine has led to a humanitarian crisis and increased vulnerabilities in global capital flows, trade, and commodity markets. Tensions between NATO and Russia have escalated, marked by economic sanctions. With no immediate resolution in sight and potential for escalation, the situation remains unpredictable.

- **Middle East conflict:** The Israel-Hamas conflict could escalate into a wider conflagration and Iran's direct aerial attack on Israel has heightened the risk of conflict escalation, increasing structural risk in the region. The situation in the Middle East and other areas poses significant challenges for security and stability.

- **Global technology decoupling:** The U.S. and China are locked in long-term technological competition, particularly in advanced areas like AI, semiconductors, and quantum computing with military applications. This rivalry involves targeted decoupling efforts and potential tariff increases on Chinese electric vehicles and sensitive technologies.

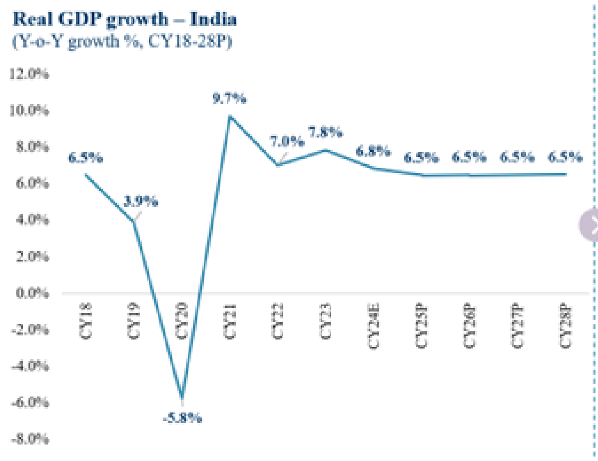
- **China-Taiwan tensions**: Chinese military activities near Taiwan have increased since CY22, particularly after foreign political visits, raising concerns about military isolation. A CSIS report indicates China is more likely to impose a military blockade on Taiwan, cutting off trade and logistics, rather than a full-scale invasion within the next five years.

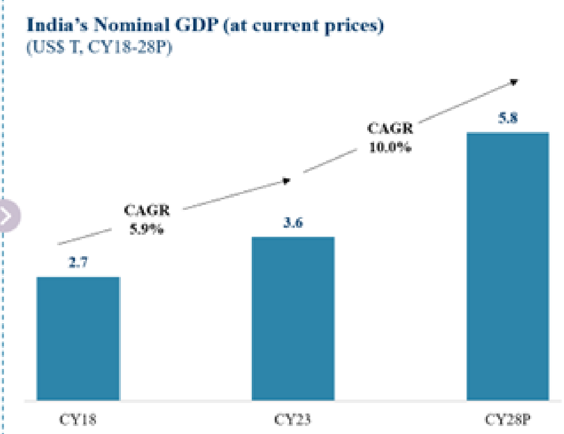
- **The Red Sea Crisis:** Yemen's Houthi attacks on cargo ships in Bab al Mandeb Strait led companies like Maersk and BP to suspend operations. As a result, ships are avoiding Egypt's Suez Canal, leading to longer journeys, higher costs, and increased oil prices & insurance premiums.

1.2 Indian Macroeconomic Overview

1.2.1 India’s GDP was at US$ 3.6T in CY23 and is estimated to reach US$ 5.8T in CY28, ~10% CAGR

India is the fifth largest economy in the world in CY23 and is expected to be the third largest by CY28. Over the next 10-15 years, India is expected to be among the top economies on the back of rising demand & robust growth in various sectors. India's GDP (at current prices) grew from US$ 2.7T to US$ 3.6T between CY18 and CY23 on the back of robust reforms like GST, corporate tax revision, and revised FDI limits. As per IMF projections, India's GDP (at current prices) is expected to grow at a rate of 10% from CY23 to CY28, making it one of the fastest-growing large economies globally.

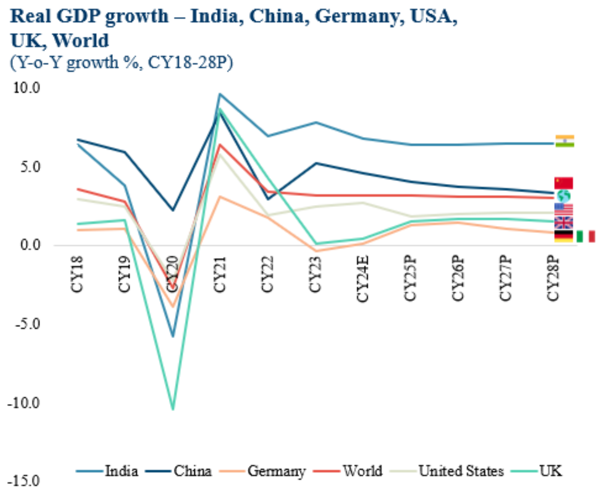


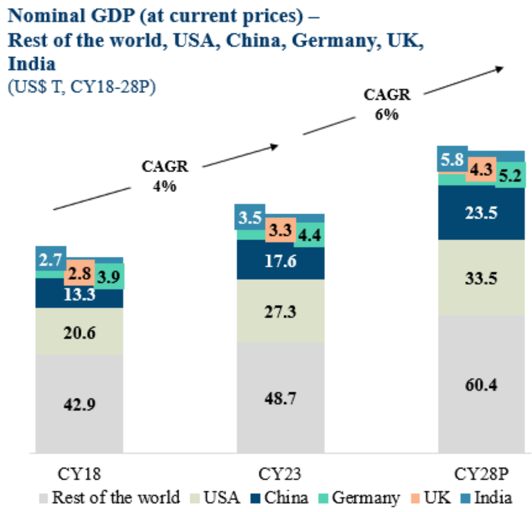


Source(s): International Monetary Fund, 1Lattice analysis

1.2.1.1 India's real GDP y-o-y growth has increased from -5.8% in CY20 to 9.7% in CY21 and is projected to maintain an average of 6.5% until CY28 followed by China, USA, UK, and Germany

After real GDP contracted in CY20 due to the COVID-19 pandemic, India's real GDP growth rebounded to 9.7% in CY21, driven by accommodative monetary and fiscal policies, and extensive vaccine coverage. According to IMF database, India emerged as one of the fastest-growing economies in the world, despite significant challenges in the global environment – including renewed disruptions of supply lines following the rise in geopolitical tensions, the synchronized tightening of global monetary policies, and inflationary pressures. As of CY23, India's real GDP y-o-y growth is 7.8% followed by China at 5.2%, USA at 2.5%, 0.1% at UK, and Germany at -0.3%.



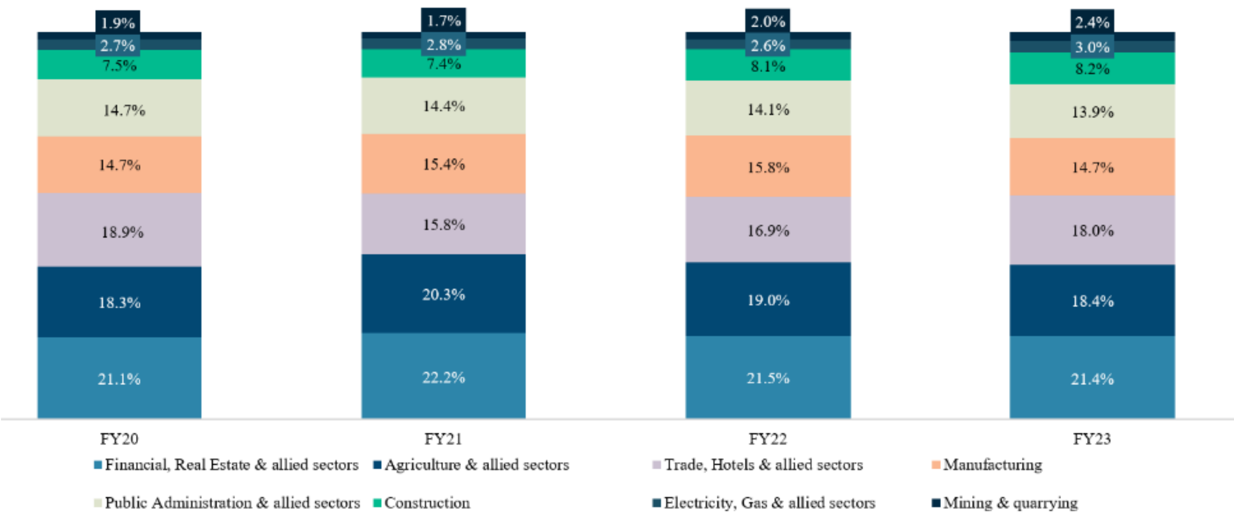


Note(s): In the analysis of global benchmarks, the timeline has been kept as CY and not FY
Source(s): International Monetary Fund, 1Lattice analysis

1.2.2 As of FY24, financial, real estate, and professional services hold 22.7% of the GVA followed by agriculture, livestock, forestry & fishing at 17.6%

Financial, real estate, and professional services hold the highest share of 22.7% in the overall GVA. Agriculture and allied industries contribute to 17.6% of the GVA share. The industry sector is expected to grow in FY25 given the manufacturing and construction boost. India's Gross Value Added (GVA) trends from FY20 to FY24 show significant shifts. The services sector has increased to 55% of GVA in FY24, driven by digitalization and post-pandemic recovery in contact-intensive services. It has been the largest contributor since FY23, rising from 53%. The industry sector comprising manufacturing, and agriculture sector, experienced fluctuations from 14.7% & 18.3% in FY20 to 14.1% & 17.6% in FY24

Sectorial share of GVA
(%, FY20-23)



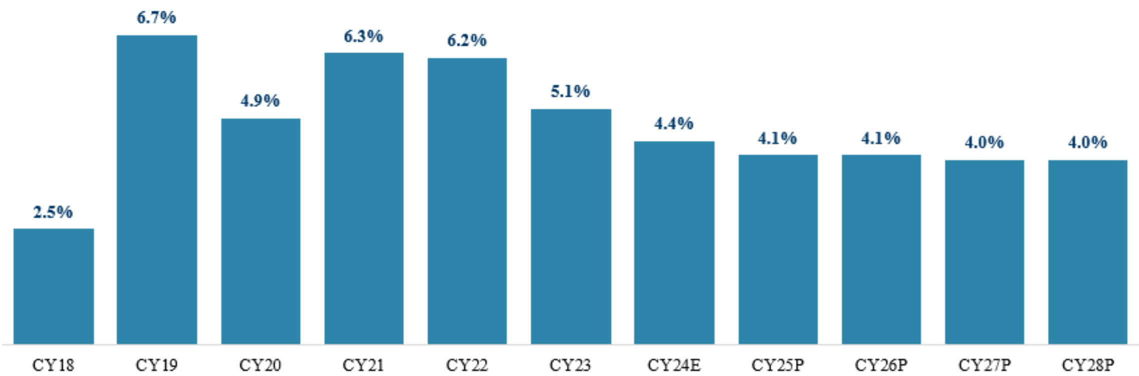
Source(s): Ministry of Statistics and Programme Implementation (MoSPI), 1Lattice analysis

1.2.3 India's CPI inflation rate is estimated to be 5.1% in CY23, and the RBI aims to bring it to around 4% by the end of CY27

According to the IMF database, India's CPI inflation rate was 5.1% in CY23 and estimated to be decline to 4.4% by CY24 due to decrease in food inflation and favorable base effects from CY23 (Russia-Ukraine war). By CY26, RBI aims to bring the CPI inflation rate below 6% to a target of 4%, with a soft landing (bringing inflation back to a target without a recession).

CPI inflation rates have increased due to volatile components like vegetable prices, fuel costs, and commodities such as gold and edible oils. Still, comparatively weak global growth could translate to lower commodity prices leading to lower CPI inflation rates for India.

India's inflation at avg. consumer prices
(%, CY18-28P)



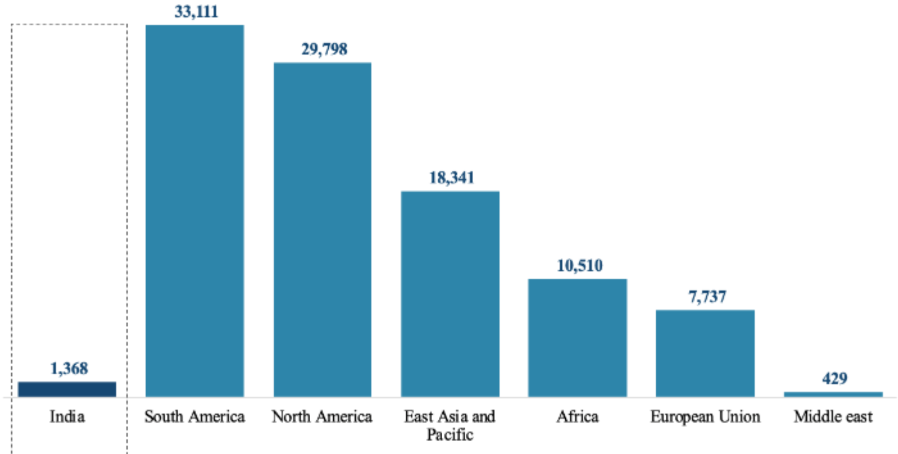
Source(s): International Monetary Fund

2. Water Scenario of India and Select Focus Geographies

2.1 Key water statistics for water resources – India and other select geographies

2.1.1. Per capita water availability is highest in South America with 33.15K m^3/year followed by North American countries at 29.7K m^3/year

Total renewable water resources per capita
(m^3/year, CY20)



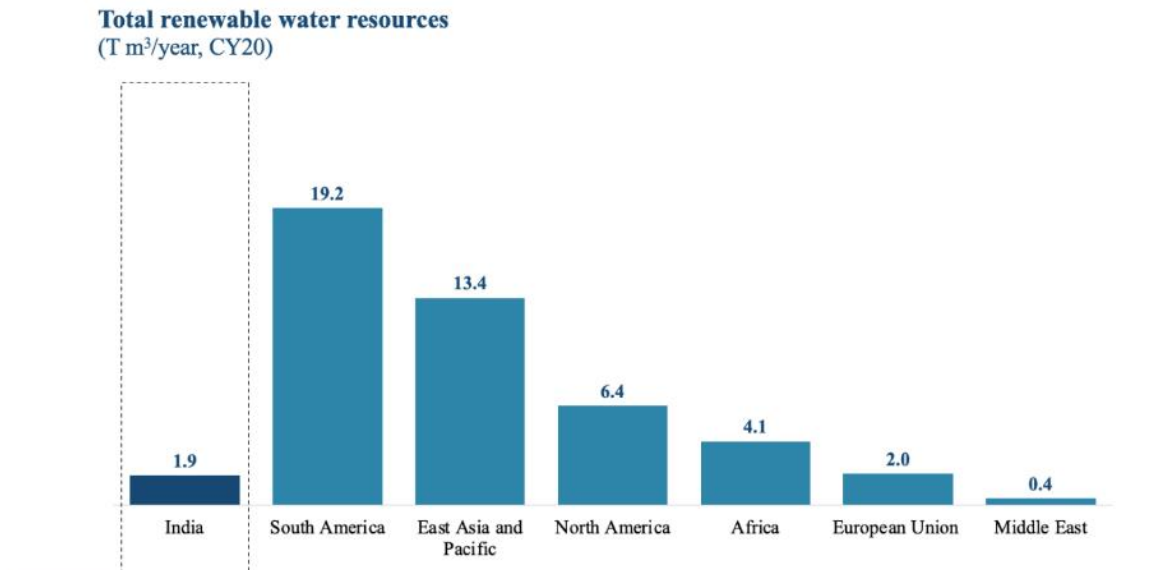
	India	South America	North America	East Asia and Pacific	Africa	European Union	Middle east
CY10	1,540	36,576	33,137	21,327	13,372	7,763	519
CY15	1,445	34,963	31,505	19,761	11,816	7,749	460

Note: CY20 is the latest published and credible dataset available for per capita water availability
Source(s): Food and Agriculture Organization, AQUASTAT database, 1Lattice analysis

To maintain sustainable water resources, withdrawals must be below freshwater replenishment rates. Renewable internal freshwater flows, comprising internal river flows and groundwater from rainfall, are crucial indicators of water security. Per capita renewable freshwater resources depend on the total renewable flows and population size. In many countries, these per capita resources are declining primarily due to population growth. For regions of Africa, EU and the Middle East that have relative less water availability, wastewater treatment opens up a huge opportunity for recycling and reuse of water thereby increasing the water available for different purposes.

The decline in India's per capita water availability is primarily attributed to a range of factors including population growth, climate change, elevated total dissolved solids (TDS) resulting from a lowered water table, and inefficient water management practices. According to Aquastat, India’s per capita water availability was ~1.3K m^3 in CY20. Water management is primarily the responsibility of state governments, with the central government providing supplementary support through various schemes.

2.1.2. India has 1.9T m^3 of available water resources within East Asia and the Pacific region which has cumulative total water resources of 13.4T m^3

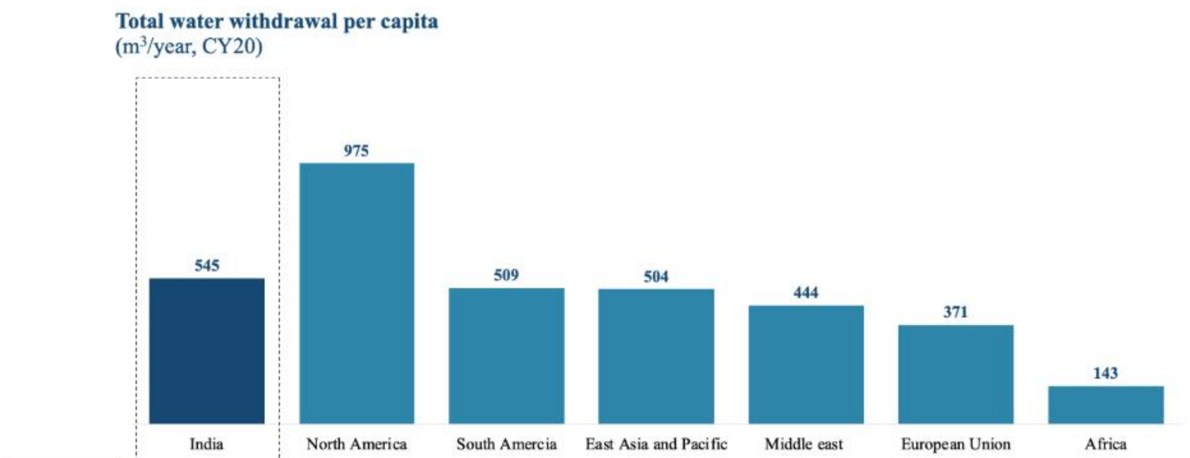


	India	South America	East Asia and Pacific	North America	Africa	European Union	Middle East
CY 10	1.9	19.2	13.4	6.4	4.1	2.0	0.4
CY15	1.9	19.2	13.4	6.4	4.1	2.0	0.4

Note: CY20 is the latest published and credible dataset available for total water availability
Source(s): Food and Agriculture Organization, AQUASTAT database, 1Lattice analysis

The total renewable water resources is the sum of internal renewable water resources and external renewable water resources. It corresponds to the maximum theoretical yearly amount of water available for a country at a given moment. Internal renewable resources consist of the average annual flow of rivers and aquifer recharge generated by the country's own precipitation. External renewable resources are the water flows entering the country from upstream nations, including portions of border lakes and rivers, and are governed by international treaties. We see maximum water resources available in South America with 19.2T m^3/year and the lowest is seen in the Middle East with 361B m^3/year. Water resources are scarcest in Africa, the Middle East, and the European Union. However, this scarcity can be alleviated through effective wastewater treatment at both municipal and industrial levels with opportunities in these markets are rapidly expanding.

2.1.3. Per capita water consumption is highest seen in North America with 975 m^3/year and is seen lowest in Africa with 143 m^3/year



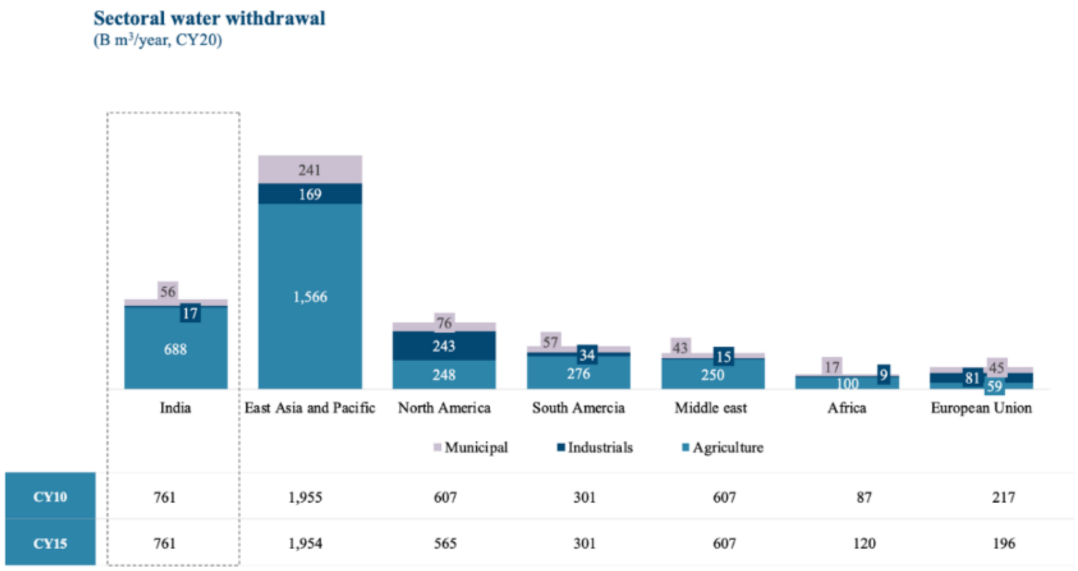
	India	North America	South Amercia	East Asia and Pacific	Middle east	European Union	Africa
CY10	613	1,157	504	559	500	431	139
CY15	575	1,022	527	543	457	389	148

Note: CY20 is the latest published and credible dataset available for per capita water withdrawal
Source(s): Food and Agriculture Organization, AQUASTAT database, 1Lattice analysis

Over the past century, the global population has increased 4.4 times, while water withdrawal has increased 7.3 times, implying water withdrawal has grown 1.7 times faster than the population. North American countries have the highest per capita water consumption at 975 m^3 per year, whereas Africa has the lowest at 143 m^3 annually.

India has a per capita consumption of 545 m^3, the primary strain on its freshwater resources is the country's growing population. Although global access to clean water has increased in recent decades, population growth and climate change threaten to aggravate water scarcity in many countries. This can be addressed through effective water treatment which helps in gaining better access to clean water.

2.1.4. Agricultural water withdrawal is highest in East Asia, at ~1,600B m^3 annually, and lowest in the European Union, at 59B m^3 annually



Note: CY20 is the latest published and credible dataset available for sectoral water withdrawal
Source(s): Food and Agriculture Organization, AQUASTAT database, 1Lattice analysis

Due to extensive geographical and income level differences, low-income countries generally use a higher proportion of their water for agriculture compared to high-income countries, resulting in water availability for industrial use being low.

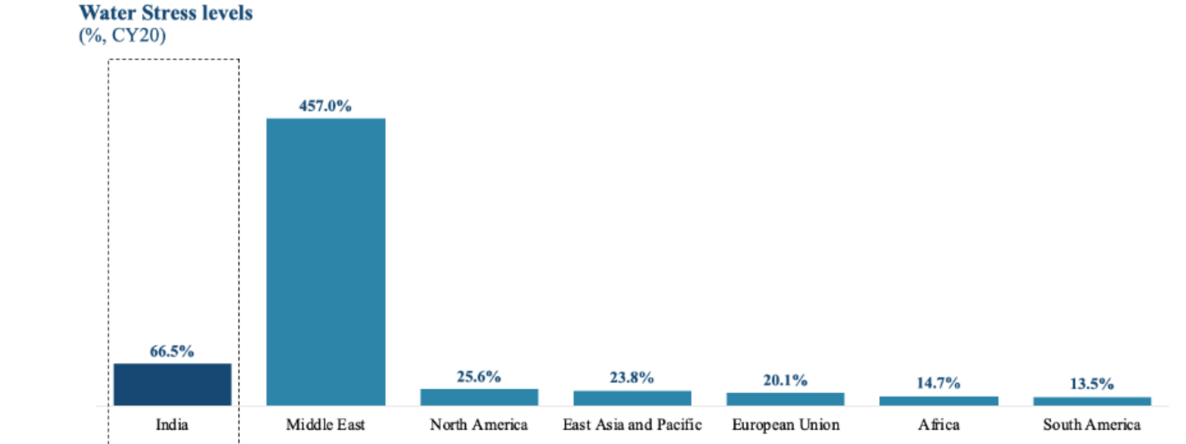
In several countries across South Asia, Africa, and Latin America, ~80% of water withdrawals are used for agriculture. East Asian countries demonstrate the highest agricultural water use, with a total of 1,566B m^3, and India alone accounts for 688B m^3. By contrast, many European countries use a much smaller share of water for agriculture. The European Union has the lowest agricultural water withdrawal at 59B m^3, with Germany and the Netherlands using <1%.

Indian agriculture remains heavily reliant on conventional, inefficient crop production methods. Consequently, > 60% of the water used for irrigation is consumed by sugarcane and paddy, creating significant pressure on the water cycle. Consequently, there is an urgent need to adopt sustainable water management practices in irrigation.

Municipal water is defined as the water used for domestic, household purposes, or public services, used for drinking, cleaning, washing, and cooking.

Municipal water withdrawals are seen highest in East Asia and North American countries – with 241B m^3 and 76B m^3 respectively. China, India, and the United States have the highest domestic water demands. This is partly down to the large populations of these countries and higher per capita water demands in the United States. In India, the domestic water withdrawal is 56B m^3.

2.1.5. Water Stress is critically high in the MEA region at 457%, and is lowest in South American countries at ~14%



	India	Middle East	North America	East Asia and Pacific	European Union	Africa	South America
CY 10	66.5%	411.0%	20.1%	30.0%	22.5%	9.8%	11.3%
CY15	66.5%	434.7%	21.3%	23.9%	20.4%	13.2%	13.0%

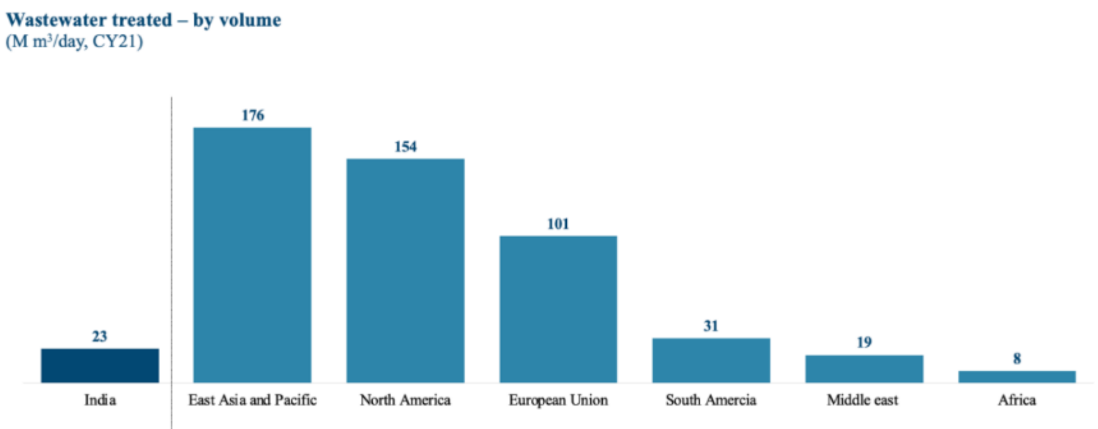
Note: CY20 is the latest published and credible dataset available for water stress levels
Source(s): Food and Agriculture Organization, AQUASTAT database, 1Lattice analysis

Global water stress levels are measured based on freshwater that is being withdrawn by all economic activities, compared to the total renewable freshwater resources available.The Middle East and North African countries exhibit critically high-water stress, with withdrawal rates exceeding 100%, indicating unsustainable extraction or significant desalination reliance. Conversely, Northern Europe, Canada, much of Latin America, Sub-Saharan Africa, and Oceania experience low to medium water stress.

India, with 18% of the world's population but only 4% of its water resources, is a high water-stressed nation. A significant portion of its population faces high to extreme water stress, aggravated by erratic monsoon patterns and climate change, which intensifies floods and droughts.

In CY23, regions with extremely high water stress use over 80% of their renewable water supply for various needs such as irrigation, livestock and domestic needs The five most water-stressed countries are Bahrain, Cyprus, Kuwait, Lebanon, Oman, and Qatar, due to low supply and high demand. In the Middle East and North Africa, 83% of the population faces extreme water stress, while 74% in South Asia are similarly affected. The World Resources Institute (WRI) have estimated that 33 countries, half of which are in the Middle East, would suffer from a severe water crisis by 2040. Global water demand is expected to rise by 20% to 25% by 2050. Concurrently, the number of watersheds experiencing significant year-to-year variability and unpredictable water supplies is projected to increase by 19%. In the Middle East and North Africa, this will result in the entire population facing extremely high water stress by 2050.

2.1.6. Highest levels of wastewater treatment seen in East Asia & Pacific with 176M m3 of wastewater treated daily

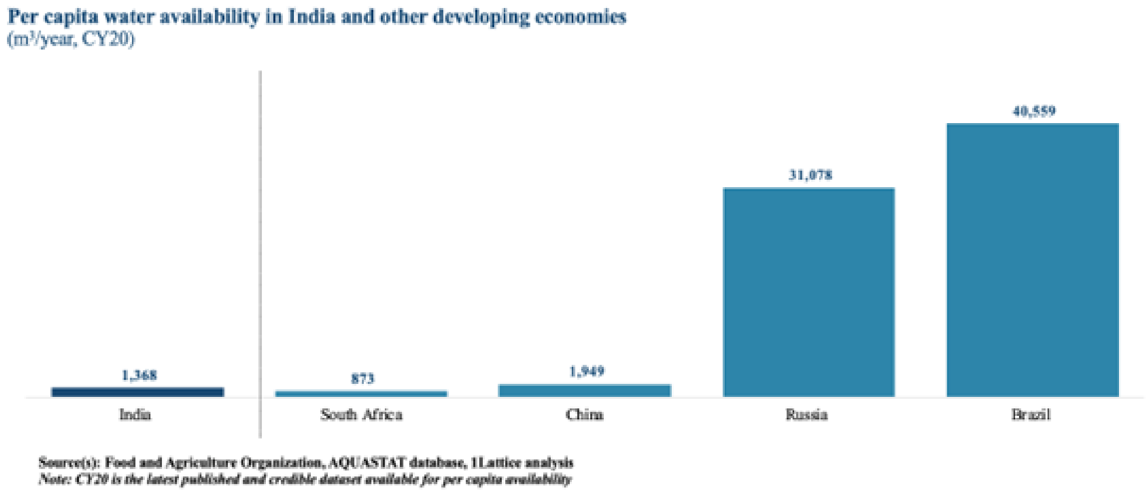


Note: CY21 is the latest published and credible dataset available for wastewater generated
Source(s): HydroSHEDS, HydroWASTE database, 1Lattice analysis

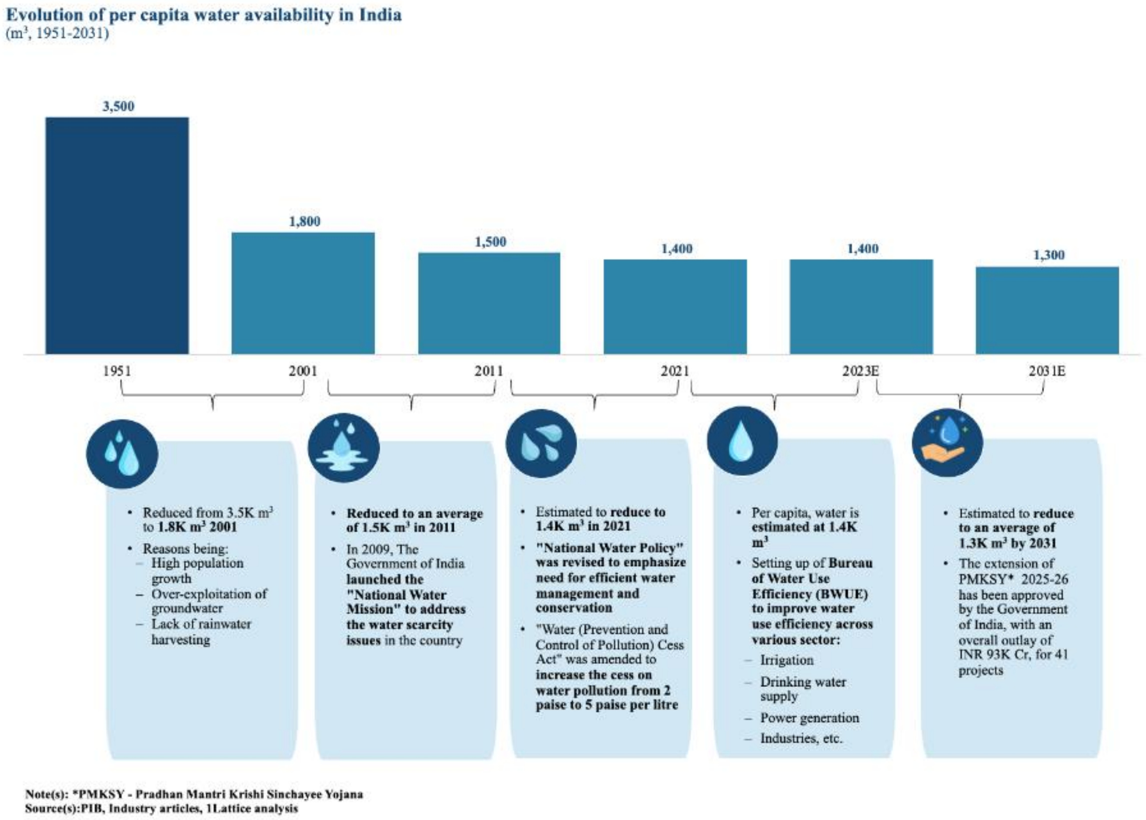
From the total wastewater treated in CY20, 56% of global household wastewater was safely treated; however, significant regional disparities exist, with safe treatment rates varying from 25% to 80% by SDG region (Sustainable Development Goals regions divided into - Sub-Saharan Africa, Northern Africa and Western Asia, Central and Southern Asia, Eastern and South-Eastern Asia, Latin America and the Caribbean, Oceania, Europe and Northern America), highlighting uneven progress worldwide. Safely treated wastewater is defined as water treated in compliance with national or local discharge standards and safe management practices. The industrial sector accounts for an average of 40% of global water consumption and approximately 20% of generated wastewater is treated, posing environmental and health risks.

We see the highest treatment done in East Asian countries (176M m^3 /day) with India treating 23M m^3 daily. India generates 72.4M m^3 of wastewater per day across all provinces, indicating that only ~32% of the wastewater generated is treated. In developed regions such as North America and Europe, industrial water use is significantly higher, at 50%, compared to 4-12% in developing regions. The United States excels in wastewater treatment due to advanced technology and expertise.

2.2 Evolution of per capita water availability in India



The per capita water availability reflects a significant variation among nations where Brazil exhibits the highest per capita water availability at 40,559 m3 annually, followed by Russia with 31,078 m3. China shows a lower per capita availability of 1,949 m3, while India and South Africa face even more constrained water resources, with 1,368 and 873 m3 respectively.

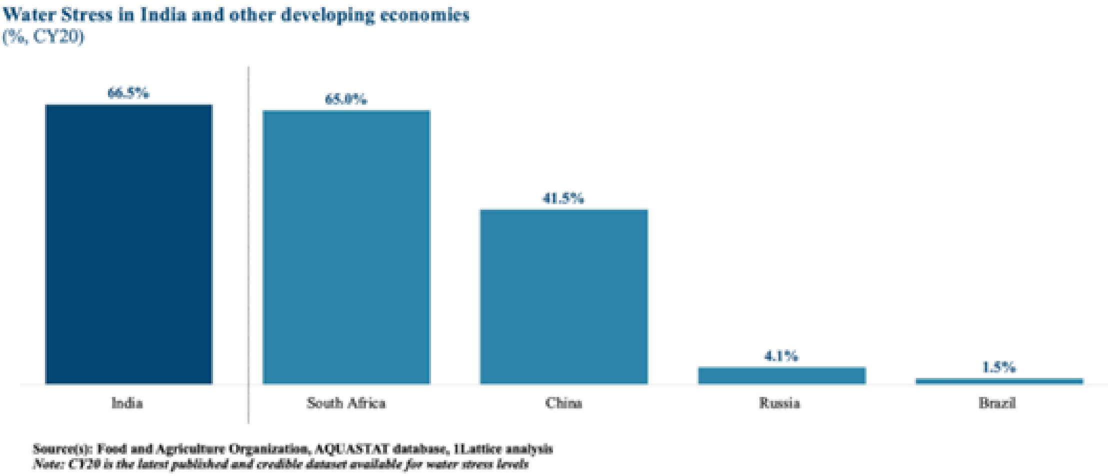


Annual water availability depends on hydro-meteorological and geological factors, while per capita availability hinges on a country's population. India's per capita availability is diminishing due to population growth. India's per capita availability is estimated at 1.3K m3 (with <1.7K m3 considered water-stressed and <1K m3 as water-scarce). States manage water resources, but the Central Government supports them with technical and financial aid through various schemes and programs to address per capita water availability issues.

2.3 Water scarcity/water stress in India is highest at 66.5% when compared to other developing economies, and lowest in Brazil at 1.5%

India has the highest levels of water stress as compared to BRICS nations at 65%, South Africa is facing a similar situation with a stress level of 65%. China follows it with 42% and Brazil has the least amount of stress with 1.5%.

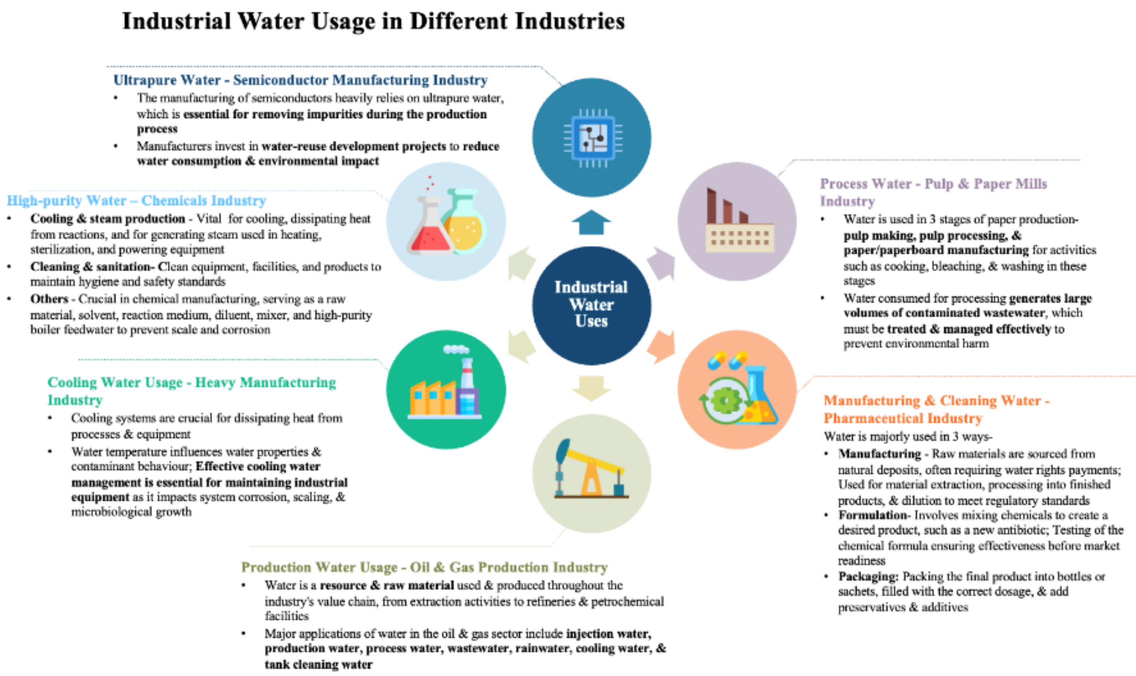
Short-term droughts can lead to water shortages and force governments to shut off taps, as seen in countries like India, England, Iran, Mexico, and South Africa. The Middle East and South Africa are the most affected regions, with 83% of the population under extreme water stress, followed by South Asia, where 74% of the population is similarly impacted.



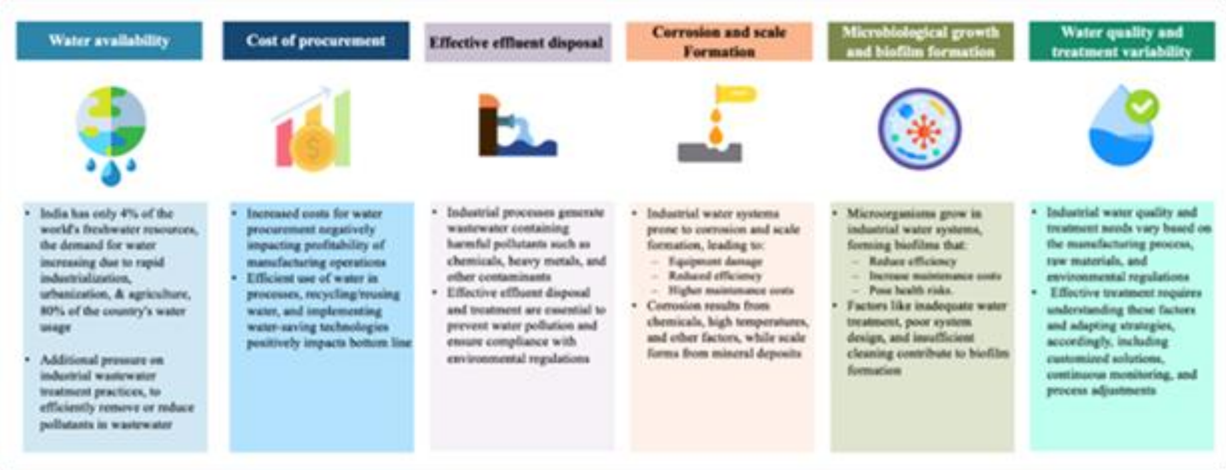
As of 2023, South Africa continues to grapple with severe water shortages, a situation exemplified by Cape Town's narrowly averted "Day Zero" in 2018. Rainfall remains inconsistent and unpredictable, exacerbated by global warming, leading to water levels in dams being critically low in various regions. KwaZulu-Natal faces severe water theft and infrastructural issues, while Gauteng's growing population strains its limited water resources, awaiting relief from projects like the Polihali Dam expected in 2026.

2.4 Water is used across for manufacturing in various industries such as semiconductors, pulp & paper mills, pharmaceuticals, oil and gas, and heavy manufacturing

Water use is a fundamental commodity for nearly every step of the manufacturing and production processes across all geographies and production processes. Popular examples are deionized water for electronics and pharmaceutical sectors or softened water for boiler feed applications, water is necessary and comes embedded in the footprint of virtually all commodities. Total water withdrawal in India is 761 m^3 across agricultural (~90%), municipal (~7%) and industrial (~3%) sectors in CY20.



2.4.1 Key pain points are:



2.5 Climate change and its impact on the water sector

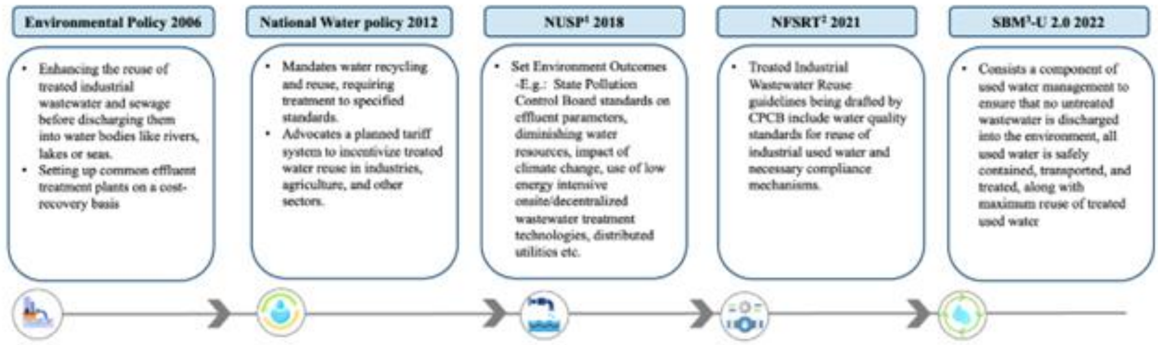
Climate change is fundamentally a water crisis, manifesting through worsening floods, rising sea levels, shrinking ice fields, wildfires, and droughts. These events directly impact the water resource availability and consumption patterns across various geographies. Sustainable water management is crucial for building the resilience of societies and ecosystems and for reducing carbon emissions. Wastewater management and water conservation practices hold the key to mitigating the issue. Safely managed wastewater is an affordable and sustainable source of water, energy, nutrients, and other recoverable materials.

- In the period of CY20-21, terrestrial water storage—including soil moisture, snow, and ice—has decreased by 1 cm per year, significantly affecting water security and water resource levels
- Water supplies stored in glaciers and snow are expected to decline further throughout the century, which will reduce water availability during warm and dry periods in regions dependent on melt water from major mountain ranges, where over one-sixth of the world's population currently lives
- Sea-level rise is projected to extend the salinization of groundwater, decreasing freshwater availability for humans and ecosystems in coastal areas
- Climate change impacts water quality as well, higher water temperatures and more frequent floods and droughts are expected to worsen various forms of water pollution, including sediments, pathogens, and pesticides.
- Climate change, population growth and increasing water scarcity will put pressure on food supply as most of the freshwater used, ~70% on average, is used for agriculture (it takes between 2K and 5K litres of water to produce a person's daily food)

2.6 Evolution of water policies/regulations

Several initiatives and policy developments have been robust for efficient water resource governance since 2010. A multipronged approach views water as a key resource and recognizes long-term sustainability needs. The National Water Mission (2011) was established to promote sustainable water use, enhance water use efficiency, and increase water availability. The mission emphasizes water conservation, rainwater harvesting, and improving water use efficiency across sectors.

As part of the broader framework of the National Water Mission, various initiatives have been formulated to achieve the targets of a sustainable and equitable approach to water management. Some of these include:



Note(s): 1- National Urban Sanitation Policy,2-National Framework on the Safe Reuse of Treated Water, 3- Swachh Bharat Mission-Urban
Source(s): Government websites, Secondary Research, 1Lattice analysis

2.6.1 Wastewater management and Zero liquid discharge (ZLD) policies in key industrial states

Over time, population growth, industrial expansion, and infrastructure development have intensified the depletion of natural water sources, leading to water stress in various regions worldwide. Consequently, strict environmental regulations are now in place to curb overburdening and pollution of natural resources. To comply, advanced technology is necessary to manage wastewater before discharge and implement effective water conservation practices.

ZLD systems are used in a variety of applications, including cooling tower blowdown, ion exchange regeneration, flue gas desulfurization, treatment of leachate, municipal wastewater treatment, and industrial effluent management from sectors like textiles, food and beverage, mining, refineries, gas-to-liquid, and power generation. One innovative solution, ZLD, has emerged as a recent breakthrough in wastewater treatment. ZLD eliminates the need for wastewater discharge into the environment and optimizes wastewater treatment, recycling, and reuse. By employing ZLD desalination, up to 75–90% of wastewater can be recovered, significantly reducing the demand for fresh water.

However, implementing ZLD entails costly evaporation and crystallization technologies, which consume substantial energy. Therefore, cost-effective pre-treatment processes are essential to maximize wastewater recovery before employing these advanced technologies. Despite its initial expense, ZLD offers long-term economic benefits by recovering valuable salts and chemical compounds. It has proven effective in reducing discharge, facilitating on-site water recovery, and recycling, and minimizing sludge generation through salt recovery and reuse.

State	Policy	Wastewater regulations & Zero Liquid Discharge Regulations
Tamil Nadu	Treated Wastewater Reuse Policy 2019	• **Reuse treated wastewater for industrial & agricultural purposes**, aiming to increase treated water supply & usage while reducing dependency on freshwater sources
	Tamil Nadu Industrial Policy 2021	• Use of **water conservation solutions, including wastewater treatment & recycling systems**, to increase the supply & use of treated water • Adoption of **smart technologies & IoT solutions** to enhance business continuity, reduce dependency on manpower, & optimize water usage • **Installation of pollution control devices (PCDs)** to ensure compliance with environmental standards & minimize pollution • TNPCB[1] has made **mandatory that all the textile processing units & tannery units** operating in Tamil Nadu **install ZLD[2] systems**
Gujarat	Gujarat Industrial Policy 2020	• Promote **industrial growth & development** in Gujarat by offering incentives such as **land on lease, de-linking of incentives from tax structure, & replacing it with capital subsidy** without any upper ceiling • Industrial wastewater reuse policy is more stringent than the CPCB's[3] standards • Industries to **practice at least 50% waste recovery through ZLD** to minimize environmental impacts • **~40% of eligible fixed capital investment for waste management projects & ~50% capital subsidy for industries achieving at least 50% waste recovery through Zero Liquid Discharge**
Karnataka	KSPCB[4] mandates	• Employed a **centralized wastewater management system**, including the **construction of sewage treatment plants & the augmentation of the sewage network** • MCC[5] & MSEZL[6] partner in a **public-private venture** for wastewater management, involving **treatment at sewage plants &reuse by industries**

State	Policy	Wastewater regulations & Zero Liquid Discharge Regulations
	ZLD Policies	• Karnataka implements ZLD **tech to minimize industrial liquid waste**, utilizing advanced treatment methods like **membrane bioreactors & constructed wetlands** to remove contaminants completely • Supports the implementation of ZLD technology in industries through various initiatives, such as **providing incentives for companies that adopt environmentally friendly practices**
Maharashtra	Swachh Maharashtra Mission (Urban)	• Enhance urban sanitation through **infrastructure development for wastewater management, public awareness campaigns, & fostering private sector engagement** in sanitation services • Action Plan for **Industrial Cluster at Aurangabad** includes measures such as the **installation of wastewater treatment plants & the implementation of effluent treatment** technologies
	ZLD Policies	• Incentives & programs are implemented to **encourage private sector participation** in wastewater & sewage management, allowing the state to benefit from more **advanced technology, customized solutions, & increased productivity**
Uttar Pradesh	UPPCB[7] mandate	• UPPCB has specifically **mandated ZLD for certain industries like molasses-based distilleries, including those manufacturing yeast;** aims to minimize pollution of rivers like Ganga & its tributaries • Regulations set specific limits on the **concentration of various pollutants allowed in the discharged wastewater**; these limits consider factors like BOD (Biochemical Oxygen Demand), COD (Chemical Oxygen Demand), pH levels, & the presence of heavy metals
Haryana	Reuse of Treated Wastewater Policy & ZLD Policy	• Maximize the **collection/treatment of sewage generated** & reuse the treated wastewater on a sustainable basis • Outlines the need for industrial establishments to **treat domestic wastewater generated within their premises** & **reuse** it for appropriate non-potable applications • HSPCB will ensure the **installation of online analyzers in industrial units when treated sewage is being discharged**, &installed in all Sewage Treatment Plants (STPs) & Common Effluent Treatment Plants (CETPs) • **ZLD Infrastructure - Financial assistance @75% of the project cost to a limit of INR 3Cr**
Telangana	Industrial Policy Framework (2015)	• **10% of water from all existing and new irrigation sources** shall be earmarked for industrial use • Each industrial park shall be provided with **a Common Effluent Treatment Plant (CETP)**, depending on the nature of effluents expected from the specified industrial activity
	Hyderabad Metropolitan Water Supply & Sewerage Regulations	• **Class-I:** General permits for connections to the wastewater facilities. • **Class-III:** Industrial/Trade effluent discharges require separate information and monitoring • **Access and equipment for monitoring industrial wastewater** discharges shall be provided and maintained by the owner at their expense • Measurements, tests, and analysis shall be determined in accordance with **IS 2490 Part-I and comply with state law**

Note(s): 1- Tamil Nadu Pollution Control Board, ZLD – Zero Liquid Discharge, CPCB – Central Pollution Control Board, 4-Karnataka State Pollution Control Board, 5 - Mangalore City Corporation, 6 - Mangalore Special Economic Zone Ltd. , 7 – Uttar Pradesh Pollution Control Board, 8 – Haryana State Board Pollution Control Board
Source(s): Government websites, Secondary Research, 1Lattice analysis

2.6.2 Government initiatives for water conservation

Water being a state subject, projects on water conservation are planned, funded, executed and maintained by the State Governments. Government of India supplements the efforts of the States through technical and financial assistance to them through various schemes and programmes.

Scheme	Year Launched	Description	Budgetary Allocation
Pradhan Mantri Krishi Sinchayee Yojna – Har Khet Ko Pani (PMKSY-HKKP)	2021-26	• Launched to enhance **farm water access and promote efficient irrigation** • Involves **on-farm water use efficiency,** and sustainable conservation practices; The PMKSY- "Per Drop More Crop" mainly **focuses on water use efficiency at the farm level through micro irrigation (drip and sprinkler irrigation system)**	• Central assistance to States is **INR 37.4Cr with a total outlay of INR 93KCr** for the scheme
National Aquifer Mapping and Management (NAQUIM) Programme (Revised)	2022	• Conducting **outreach activities and implementing PIB-approved projects** for developing data generation	• NAQUIM is being implemented by CGWB as part of the Ground Water Management and Regulation (GWM & R) Scheme,

Scheme	Year Launched	Description	Budgetary Allocation
		infrastructure as part of the GWM&R Scheme • Implementation of advanced groundwater monitoring and **mapping through 7K piezometers with telemetry, heliborne surveys** over ~300,000 sq km in NW India, and 1,135 wells in 11 states	and **part of the INR 325Cr budget**
Ground Water Management and Regulation (GWMR) (Revised)	2021	• Mapping aquifers and springsheds**, rejuvenating aquifers, constructing piezometers, and monitoring groundwater levels and quality** • Assessing groundwater resources and regulating groundwater extraction	• Budgetary estimate for **GWMR in 2024-25 is INR 325Cr**
Master Plan for Artificial Recharge to Groundwater	2020	• Aims to **construct approximately 1.42Cr rainwater harvesting and artificial recharge structures** across the country to harness 185B m3 of monsoon rainfall • The plan was circulated to all states and union territories for implementation	• The total cost for implementing the revised master plan is **~INR 133KCr with ~INR 96.7K (72%) allocated for rural areas and ~INR 36.7KCr (28%) for urban areas**
Atal Bhujal Yojana (Initiative by the Ministry of Jal Shakti)	2019	• The scheme emphasizes sustainable groundwater **management through participatory groundwater management, involving Panchayat Raj Institutions and local stakeholders**	• **Budgetary outlay of INR 6KCr**
Jal Shakti Abhiyan	2019	• Primary aim is to take on in projects that **accelerate water conservation efforts across the country** • Key strategies include water conservation, rainwater harvesting, renovation of traditional water bodies, and watershed development	• The total allocation for 2024-25 **is ~INR 21KCr with ~INR 8KCr as the Central share and ~INR 13KCr as the State** share and includes both AIBP and CAD works

2.7. Growing focus on circular economy and ESG

Circular Economy and Water Management

Half of the global population experiences water scarcity for at least one month each year, and therefore, rethinking current water management strategies is crucial. The circular economy, which focuses on reuse, recycling, and regeneration, offers a promising solution to this growing challenge. By treating and reintroducing used water back into the system, like how end-of-life products are recycled into new ones, we can significantly alleviate water stress. This approach includes methods like capturing and repurposing greywater, harvesting rainwater, treatment and reuse of wastewater, and rehabilitating aquifer zones. Such practices not only reduce the pressure on existing water supplies but also create new economic and technological opportunities.

Contributions to ESG and Sustainable Water Practices

Implementing circular water management strategies is essential for advancing environmental, social, and governance (ESG) goals. These strategies involve rethinking infrastructure and urban design to enhance water retention and reduce runoff, promoting greywater recycling for non-potable uses, and adopting localized rainwater harvesting systems. Additionally, community engagement and education are vital to fostering water-efficient practices and advocacy. By integrating these practices, we not only ensure water security but also promote sustainable development. The circular economy thus provides a robust framework to address water scarcity, aligning with broader ESG objectives to create a more resilient and sustainable future.

ESG risks include environmental, social, and governance aspects. Environmental risks involve impacts on resource depletion, pollution, emissions, and climate change. Social risks cover effects on employees, customers, suppliers, and communities, including safety, labour practices, and human rights. Governance risks relate to transparency, accountability, ethics, and board diversity. These aspects are interconnected; poor practices in one area can cause broader issues. Companies must adopt comprehensive ESG risk management strategies, aligning with sustainability and accountability standards to consider their interests and those of stakeholders and the environment.

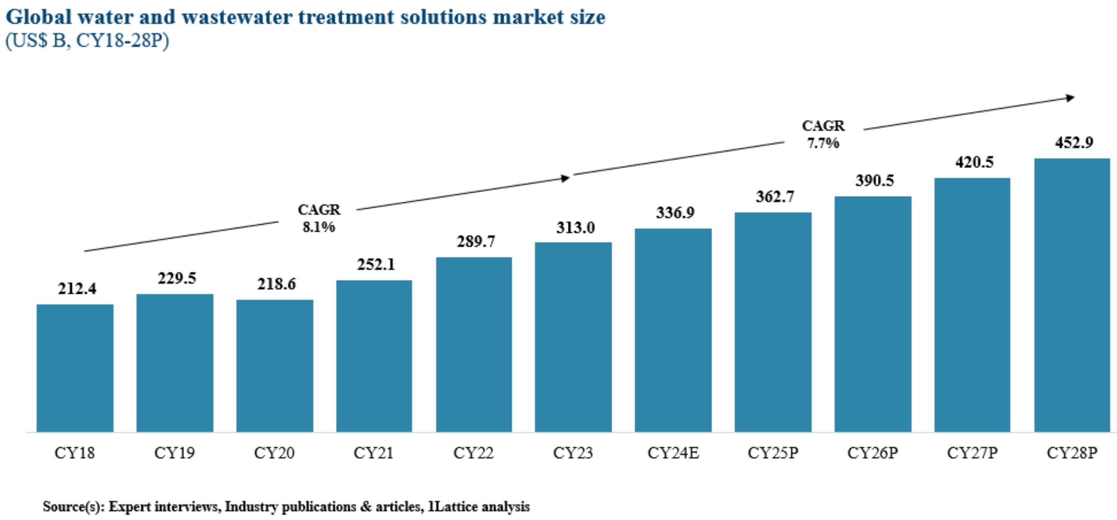
With the growing focus on the circular economy and ESG in the industrial wastewater sector, investment in sustainable water and wastewater treatment is increasing. Companies are adopting 4R strategies—reduce, reuse, recycle, and reclaim—to address water shortages, rising costs, and strict regulations. ESG initiatives are crucial as stakeholders prioritize environmental impacts, including pollution, energy consumption, and chemical use. Governance and social considerations are also pivotal, with companies emphasizing workforce development, diversity, and safety, driven by advanced technologies and stringent regulations.

3. Global water and wastewater treatment solutions market analysis

Wastewater treatment aims to convert wastewater into environmentally suitable effluent, meeting national and international standards for returning to the water cycle. It involves primary, secondary, and tertiary treatment stages. Globally, municipalities and industries pursue water infrastructure sustainability through net-zero, decarbonization, and circularity goals. They utilize IoT, real-time monitoring, and AI to enhance energy efficiency, with a notable increase in circular water and sludge management, especially in the Asia Pacific region. Europe, North America & other economies are focusing on emerging pollutants treatment, with global reuse of treated wastewater increasing. Concord has also implemented digitalization solutions (including IoT) to provide data capture and analysis platforms that enable real-time monitoring, troubleshooting, and preventative maintenance of our installed systems and plants

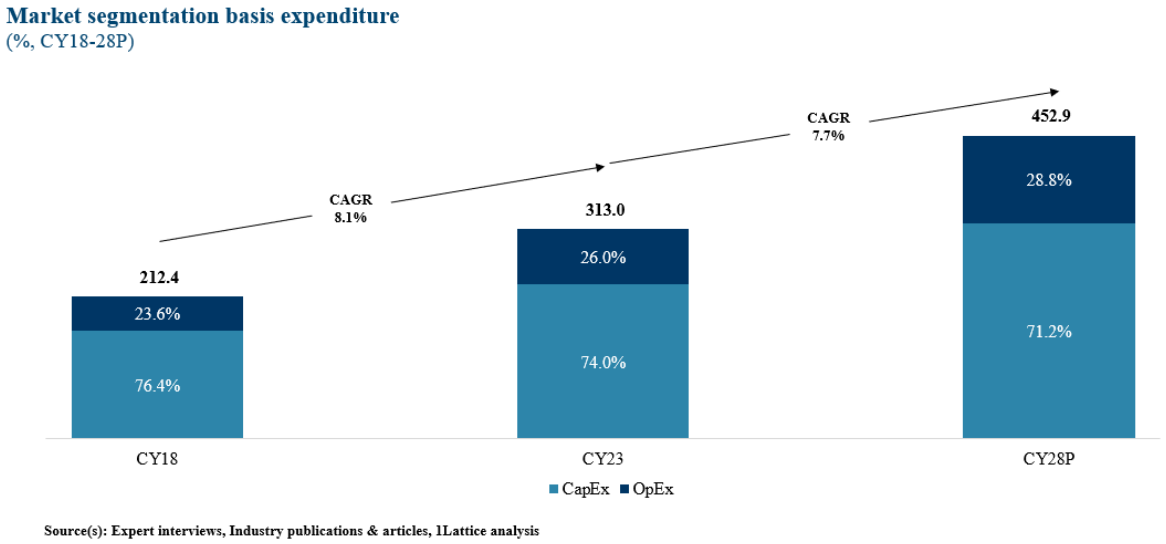
3.1 Global water and wastewater treatment solutions market size

The global water and wastewater treatment market was valued at US$ 313.0B in CY23, registering a CAGR of 8.1% during CY18 to CY23. The growth can be attributed to several factors like stringent government regulations, private investments for water treatment plants, policies focusing on river & water source cleaning. The market is expected to reach US$ 452.9B in CY28. This market encompasses the revenue generated from the sale of systems and services designed to manage and treat water and wastewater. It includes the provision of operation and maintenance (O&M) services, as well as the supply of necessary spares and chemicals. The market is experiencing growth, driven by increasing demand for efficient and sustainable water management solutions.



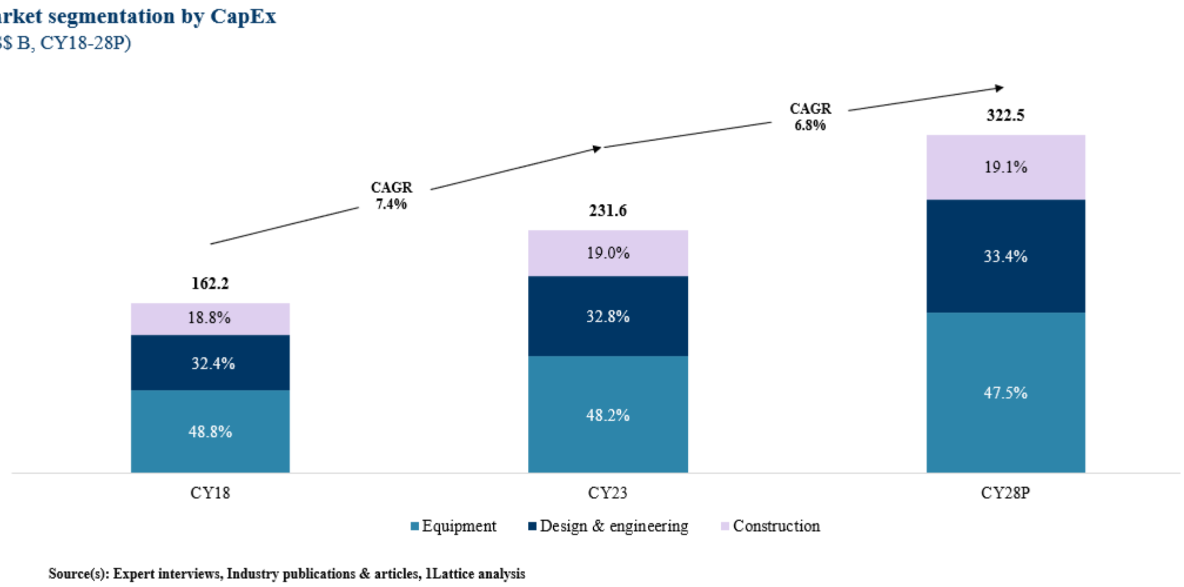
3.1.1 Global water and wastewater treatment solutions market segmentation basis type of expenditure

In CY23, CapEx accounted for 74.0% of total revenue, while OpEx contributed 26.0%. This distribution underscores the significance of both initial investment and continuous maintenance for sustainable water management solutions. The balance between CapEx and OpEx highlights the long-term investment nature of the industry, where initial infrastructure setup is significant, but ongoing operational expenses are equally critical for sustained performance and effectiveness. CapEx covers the costs of systems, design, engineering, construction, treatment technology, and process control. OpEx includes ongoing costs for running and maintaining systems, such as O&M services, spares and chemicals.



3.1.1.1 Global water and wastewater treatment solutions market segmentation by CapEx

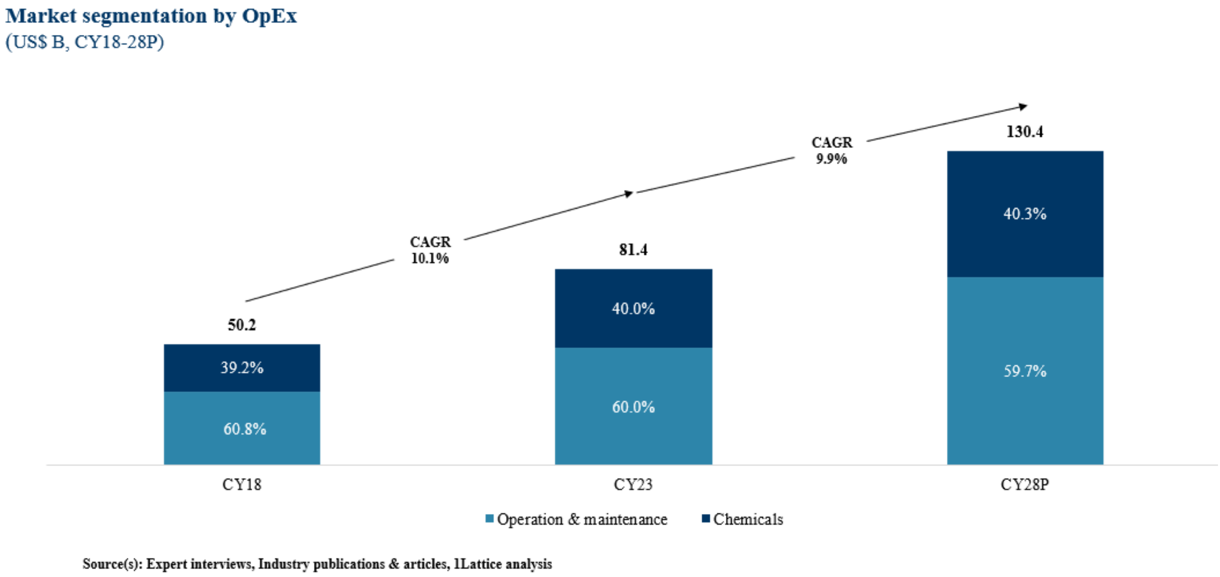
The three primary cost categories under CapEx include design & engineering, equipment, and construction costs.



Projected trends in CapEx for water and wastewater treatment solutions from CY18 to CY28 reveal a gradual increase in design & engineering allocation, rising from 32.4% to 33.4%. Equipment costs are expected to decrease from 48.8% to 47.5%, suggesting optimized procurement and technology utilization. Meanwhile, construction costs are projected to exhibit a slight increase from 18.8% to 19.1%, reflecting sustained investment in infrastructure development. These trends signify a strategic shift towards efficient resource allocation and a balanced focus on design and construction phases.

3.1.1.2 Global water and wastewater treatment solutions market segmentation by OpEx

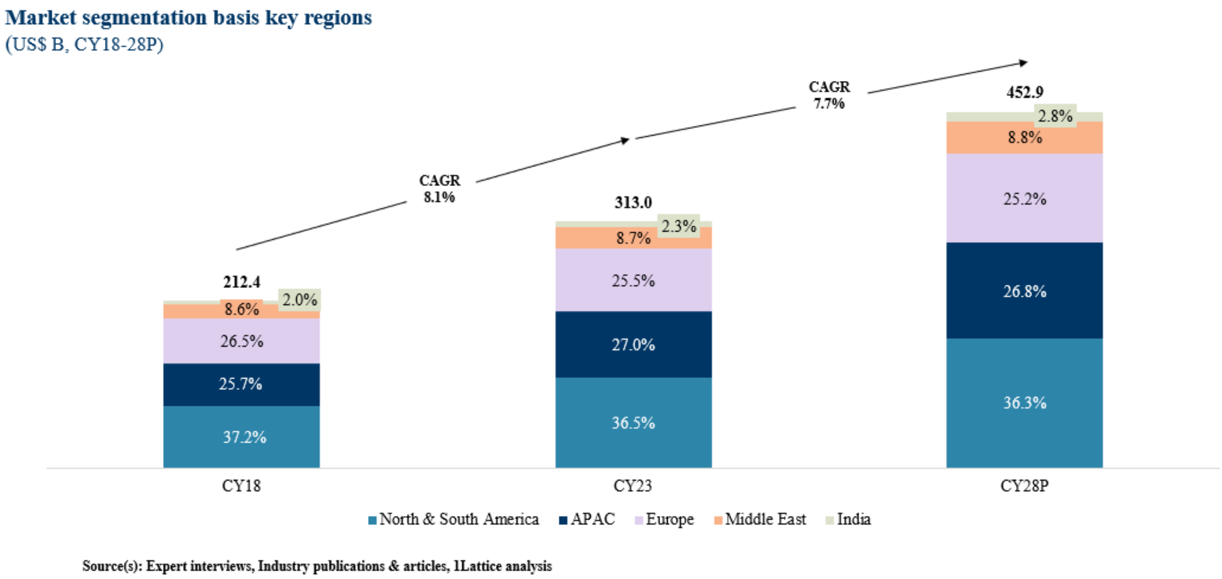
In the OpEx market segmentation for water and wastewater treatment, the focus lies on two key areas: operations and maintenance (O&M) and chemical usage. O&M services encompass routine maintenance, repair, and operational support, ensuring the smooth functioning of treatment facilities. Over time, a slight downward trend is anticipated in operational and maintenance (O&M) costs, decreasing from 60.8% in CY18 to 59.7% in CY28, suggesting potential improvements in operational efficiency and maintenance practices.



Meanwhile, chemical procurement and usage are vital for maintaining water quality and optimizing treatment processes. Effective segmentation in these areas enables targeted strategies for cost optimization, performance enhancement, and regulatory compliance in water treatment operations.

3.2 Global water and wastewater treatment solutions market segmentation basis key regions

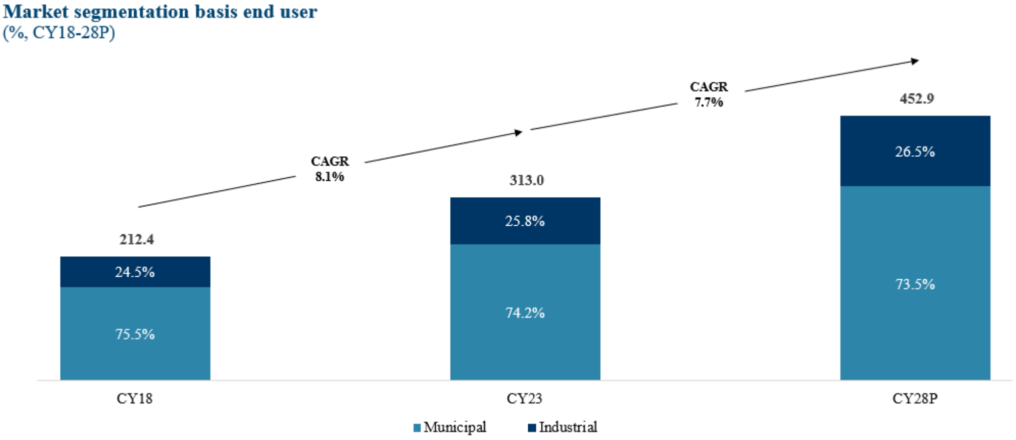
From CY18 to CY23, the water and wastewater treatment technologies market grew at a CAGR of 8.1%, reaching US$ 313.0B in CY23. It is anticipated that North and South America will continue to be the primary regions driving demand & is expected to account for 36.3% contribution by CY28. Additionally, regions like Asia-Pacific (APAC) & Middle East & Africa (MEA) have been increasing their contribution in the water and wastewater treatment market. From CY18 to CY28, MEA's share is anticipated to rise from 8.6% to 8.8%, while APAC's share is expected to show a more significant growth trajectory, climbing from 25.7% to 26.8%. India is expected to increase from 2.0% in CY18 to 2.8% in CY28.



With rapid urbanization in countries such as India, Indonesia & the Philippines there is a surge in demand for these solutions, while the expanding manufacturing and services sectors further emphasize the need for recycling and reuse systems. Globally, industrial demand for water monitoring and stringent government regulations are key drivers of the market.

3.3 Global water and wastewater treatment solutions market segmentation basis end user

In CY23, the municipal segment dominated the global water and wastewater treatment solutions market, contributing 74.2% of the revenue, or US$ 232.3B. This growth is driven by increasing urban populations and the need for sustainable water management in cities. Meanwhile, the industrial segment accounted for 25.8% of the market revenue, amounting to US$ 80.7B.

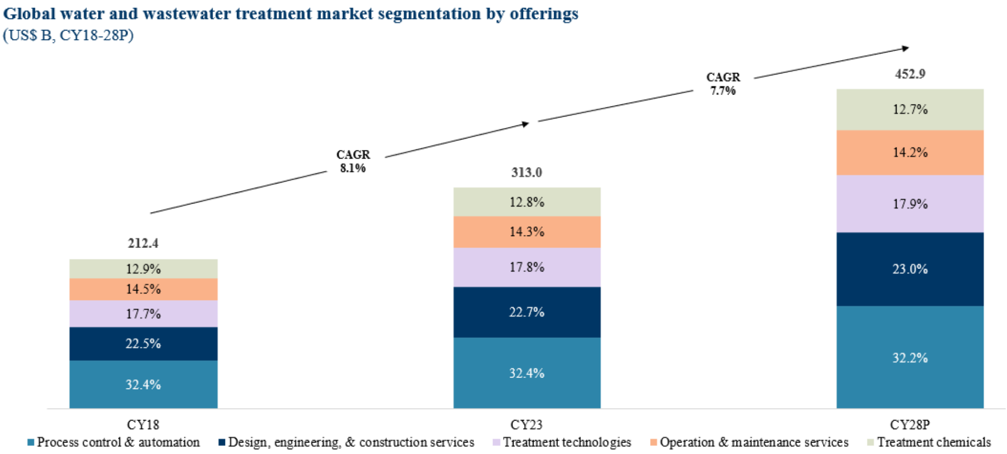


Source(s): Expert interviews, Industry publications & articles, 1Lattice analysis

The industrial sector is expanding due to stricter environmental regulations, increasing scarcity of available water resources and the rising demand for efficient water recycling and reuse systems in manufacturing and services industries. The investments in advanced treatment technologies and automation are enhancing operational efficiency and reducing costs for end users. The sector is also benefiting from increased public-private partnerships and government incentives aimed at promoting sustainable industrial practices.

3.4 Global water & wastewater treatment segmentation by offerings

Advanced treatment technologies are increasingly adopted by end users to enhance treated water quality and operational efficiency. The global market for these technologies is expected to see a CAGR of 7.7% from CY23 to CY28. Commonly used advanced treatments include moving bed bioreactor (MBBR) / fluidized aerobic bioreactor (FAB), membrane bioreactor (MBR), and sequencing batch reactor (SBR), among others.



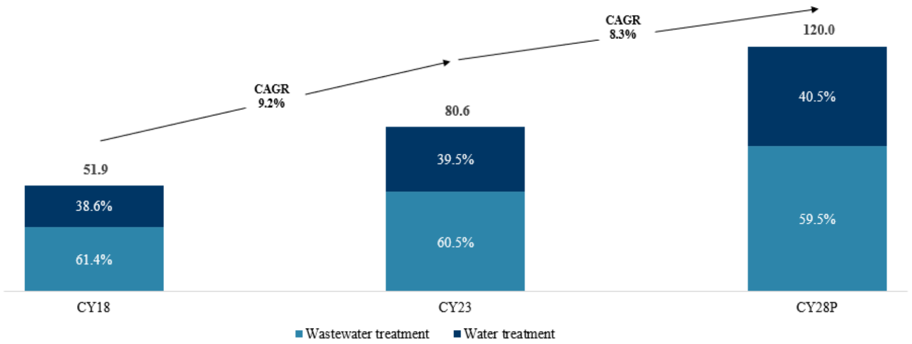
Source(s): Expert interviews, Industry publications & articles, 1Lattice analysis

In addition to these advancements, process control and automation have emerged as the leading segment among offerings in the water and wastewater treatment market, capturing a 32.4% share in CY23. They also optimize treatment processes for compliance and efficiency by integrating technology specific to operational needs. Services also encompass tailored design and engineering solutions, operation and maintenance support, and the use of specialized treatment chemicals to ensure optimal performance and regulatory compliance. Treatment technologies like activated sludge and anaerobic methods significantly influence sewage treatment choices, while operation and maintenance services remain crucial for plant performance. Additionally, treatment chemicals play a vital role in enhancing process efficiency, improving water quality, and mitigating environmental impacts across various applications.

3.5 Global industrial water & wastewater treatment solutions segmentation by application

The global industrial water and wastewater treatment solutions market is expected to be valued at US$ 120.0B in CY28, recording at a CAGR of 8.3% from CY23 to CY28. Future growth of water & wastewater treatment technologies is anticipated due to rising industrial demand driven by infrastructure investments.

Global industrial water & wastewater treatment solutions segmentation by application
(%, CY18-28P)



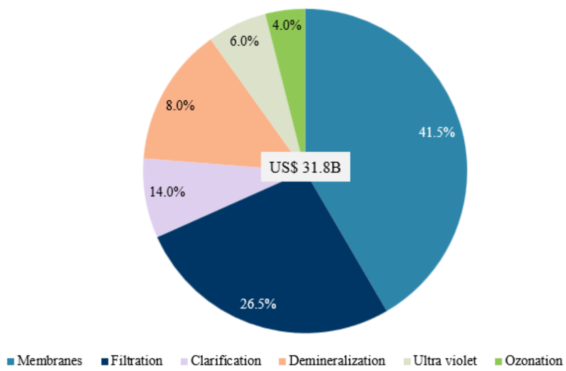
Source(s): Expert interviews, Industry publications & articles, 1Lattice analysis

The industrial sector is increasingly focusing on integrated processes, green technology, waste reduction, and water reuse. Additionally, stringent environmental regulations and the increasing scarcity of water resources are compelling industries to adopt advanced treatment solutions. The adoption of digital monitoring and advanced control systems is expected to enhance the efficiency and effectiveness of water treatment processes leading to the gradual increase in the market share for water treatment over the years. Additionally, Environmental, Social, and Governance (ESG) factors are emerging as significant considerations, shaping the corporate practices. This shift reflects a broader trend where companies are evaluated not only on financial performance but also on environmental impact, social responsibility, and governance practices, encouraging sustainability and innovation in water management.

3.5.1 Global industrial water treatment solutions segmentation by technologies

The demand for cost-effective water treatment technology is increasing due to water shortages and rising water consumption. The water treatment technologies market is valued at US$ 31.8B in CY23. This surge in demand for water treatment is substantial. Additionally, enhanced regulatory measures for water recycling and preservation are expected to further boost the demand for these technologies. Notably in CY23, membrane technologies hold a dominant share in the market, accounting for 41.5% of the market share, reflecting their pivotal role in addressing contemporary water treatment challenges. Concord Enviro's in-house membrane manufacturing capabilities allows them to reduce the costs through backward integration, but also to develop and manufacture specific membranes that fit the needs of particular industries.

Global industrial water treatment solutions segmentation by technologies
(US$ B, CY23)



Source(s): Expert interviews, Industry publications & articles, 1Lattice analysis

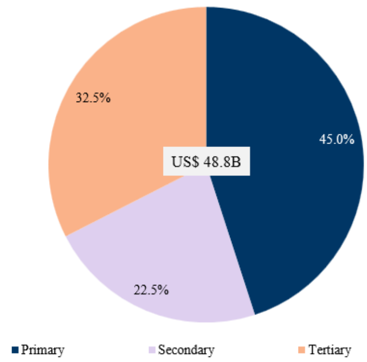
Water treatment systems are utilized across various sectors to treat water and help produce sustainable, clean drinking water. Innovations such as membrane filtration, demineralization, and advanced oxidation processes are driving improvements in treatment efficiency and effectiveness. The integration of IoT and AI in water treatment technologies is also enabling smarter, real-time monitoring and optimization of treatment processes. IoT solutions can effectively monitor water resources and assets and would enable optimal municipal and industrial water management. Concord Enviro has also developed an IoT-based system and software that captures information from our systems and plants that they install at customer sites. Their IoT system is designed to collect and organize operating data so that plant performance may be reviewed and analyzed. This data helps our customers undertake corrective actions, preventive maintenance and improve efficiency.

3.5.2 Global industrial wastewater treatment solutions segmentation by stages

The wastewater is broadly classified in three stages: Primary, secondary & tertiary. Primary treatment is first stage & usually involves sedimentation of solid waste within the water. It is usually done after filtering large contaminants within the water. This is followed by secondary treatment, which uses oxidation to further purify wastewater. Then, to further treat the water, tertiary treatment is carried out, which involves removing phosphates and nitrates from the water supply.

The industrial wastewater treatment solutions market by stages is valued at reach US$ 48.8B in CY23 with the primary stage emerging as a leading segment. Industrial wastewater treatment solutions are applied to effluent by-products of various processes. The growth of the wastewater treatment equipment market is driven by industrial regulations and water security requirements.

Global industrial water treatment solutions segmentation by stages
(US$ B, CY23)



Source(s): Expert interviews, Industry publications & articles, 1Lattice analysis

In the past decade, end users have gradually shifted from conventional water treatment technologies such as pre-treatment, primary, and secondary processes like, filtration, demineralization, and softeners towards membrane-based systems like Reverse Osmosis (RO). As industries and municipalities prioritize efficiency and sustainability in wastewater management, the adoption of advanced membrane technologies like Concord's ultra-high pressure RO membranes represents a significant advancement in meeting these evolving needs. . This trend towards membrane-based systems is propelled by the rising demand for high-purity water, increasing health awareness, influence of globalization and the need to reuse water.

3.6 Comparative analysis of water & wastewater regulations for major geographies

The water regulatory landscape varies significantly across different geographies worldwide. The global trend towards stricter water and wastewater management regulations reflects an increasing awareness of the critical importance of protecting water resources for environmental sustainability, public health, and future generations. These regulations are driving innovation in treatment technologies, improving monitoring and reporting practices, and fostering international cooperation to address water challenges comprehensively. The trends include:

- **European Union (EU):** The EU Water Framework Directive sets strict standards for the quality of water bodies, aiming to achieve "good status" for all waters by reducing pollutants. The Urban Waste Water Treatment Directive mandates secondary treatment for all agglomerations with populations that are 2K+, and more stringent treatment for larger cities

- **United States**: The Clean Water Act (CWA) regulates discharges of pollutants into U.S. waters. The Environmental Protection Agency (EPA) continues to update its National Pollutant Discharge Elimination System (NPDES) permits with more stringent requirements

- **China**: The Water Pollution Prevention and Control Action Plan (also known as the Water Ten Plan) requires frequent monitoring and public reporting of water quality data to ensure compliance with stricter discharge standards

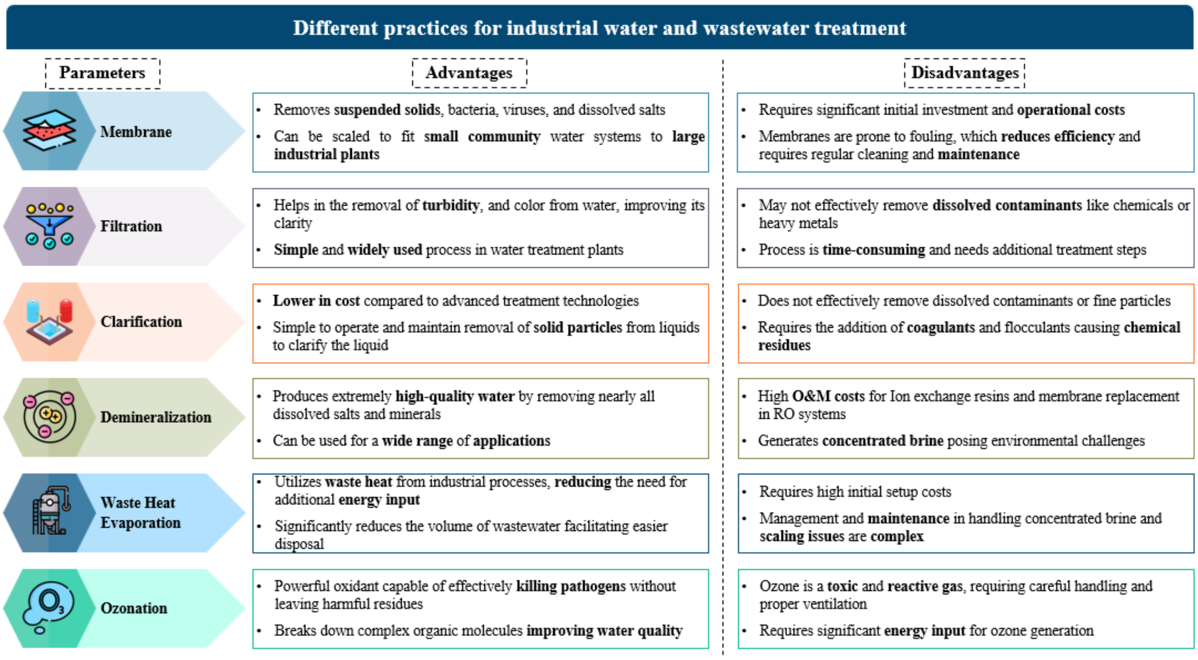
- **India**: The National Green Tribunal (NGT) has mandated continuous monitoring systems for effluent discharge from industries, ensuring real-time data transmission to regulatory bodies

- **Brazil**: The new National Basic Sanitation Law includes significant penalties for non-compliance with water and wastewater treatment standards, promoting better environmental and public health outcomes, etc.

Geographies covered	Country	Water and wastewater regulations
North America	United States	• **Environmental Protection Agency** (EPA) is tasked with enforcing water quality standards through laws such as the **Clean Water Act** (CWA) and **the Safe Drinking Water Act** (SDWA) • The U.S. EPA issues Effluent Guidelines and national standards for industrial wastewater and municipal sewage treatment plants & its **National Pollutant Discharge Elimination System** (NPDES) permits with more stringent requirements
North America	Canada	• The federal oversees water regulations which primarily fall under provincial and territorial jurisdiction, in setting national standards via the **Canadian Environmental Protection Act**, 1999 (CEPA) • Wastewater regulations under the **Wastewater Systems Effluent Regulations** sets national standards for treatment, monitoring, and reporting, ensuring compliance with federal legislation
North America	Mexico	• Water regulations are governed by the **National Waters Law** (LAN) and the **National Water Commission** (CONAGUA), ensuring equitable access to water resources while protecting the environment • The **General Law of Ecological Balance and Protection** of the Environment and the **National Waters Law** set standards for water quality and resource conservation nationwide
South America	Brazil	• The **National Water Resources Policy** and the **National Water Resources Management System** established by the **National Water Act** of 1997 set principles for sustainable, integrated, and decentralized water management with stakeholder participation, prioritizing basic human needs • The 2020 new act of **National Water and Sanitation Agency** (ANA) is responsible for regulating water supply and sanitation services and compliance, aiming for universal access to sanitation services and efficient water resource management
South America	Argentina	• Water regulations are governed by the provinces, with each of the 23 provinces and the city of Buenos Aires having their own water legislation • The **National Water Plan** launched in 2016 aims to strengthen multi-level and basin governance, economic regulation, planning, and investment frameworks to ensure long-term **water security** and **sustainable development** in Argentina
South America	Colombia	• Regulations are governed by a comprehensive framework aimed at ensuring access to safe water and sanitation services while protecting the environment • **CRA (Potable Water and Basic Sanitation Regulation Commission)** is a framework that maintains conditions for providing sanitary services by regulating organizations, public or private, that offer these services
Europe	European Union	• Water regulations in Europe are governed by the **European Union's Water Framework Directive** (WFD), which aims to protect and improve water quality across member states • Wastewater regulations are primarily guided by the **Urban Waste Water Treatment Directive** (UWWTD), which establishes standards, aiming to achieve "good status" for all waters by reducing pollutants
Middle East	Saudi Arabia	• The **Water and Electricity Regulatory Authority** oversees electricity and water desalination sectors to ensure quality, efficiency, and economic stability • It ensures compliance with standards for wastewater treatment and reuse, focusing on quality, efficiency, and environmental sustainability to meet national and international guidelines
Middle East	UAE	• The UAE has federal laws like Law No. (21) of 1981, established the **General Water Resources Authority** (GWRA) which oversees strategic water management, where The **National Water and Energy Demand Management Programme** shows UAE's efforts in providing clean water and sanitation • Each emirate has its own laws and decrees specific to water management. For e.g., Abu Dhabi has its **Environment Agency – Abu Dhabi** (EAD) responsible for local water resource management
Middle East	Egypt	• **USAID's Water Policy Sector Reform Project** (WPRR) collaborated with the **Egyptian Water Regulatory Agency** (EWRA) to strengthen the **Holding Company for Water and Wastewater** (HCWW) and its subsidiaries • This project involved cooperation between USAID's WPRR and WWSS (**Water and Wastewater Sector Support Project**) to enhance water management in Egypt
Africa	North & Central Africa	• Majority of the countries in the region, e.g., Tunisia, Algeria, etc. are undergoing reforms to establish an independent regulator, but progress is stalled • There are regional initiatives and organizations, such as the **African Union** and the **African Ministers' Council on Water** (AMCOW), that facilitate cooperation and collaboration among African nations on water-related issues
Africa	South Africa	• The **Water Services Act** (WSA) and **National Water Act** (NWA) provide and govern the legislative framework for water service provision and regulation • The key players in the water regulatory landscape include **South African Water Services Commission** (SAWSC), **National Water Resource Strategy** (NWRS), **Department of Water and Sanitation** (DWS) and local municipalities hold responsibility for national water services, resource management, and regulation
China	China	• The **Water Pollution Prevention and Control Law** (WPPCL), **National Water Quality Standards** and the **Water Law** govern water resource allocation, water quality protection, and wastewater treatment • The **Ministry of Ecology and Environment** (MEE) and **National Development and Reform Commission** (NDRC) are key actors in implementing national regulations and developing water management plans

3.7 Comparative analysis of major technologies for industrial water and wastewater treatment

Industrial water and wastewater management systems encompass a diverse array of technologies and approaches aimed at treating and reusing water while minimizing environmental impact. Treatment systems vary depending on the industry and its specific pollutants. Common technologies include physical methods like filtration to remove solids, chemical treatments to adjust pH or break down contaminants, and biological processes that leverage microbes for organic matter breakdown. Advanced options like membrane filtration and reverse osmosis offer high-level purification for reuse or stricter regulations. The future of industrial water management emphasizes resource recovery, with wastewater treatment becoming a platform to reclaim clean water and even generate energy from biogas.



Parameters	Advantages	Disadvantages
Membrane	• Removes **suspended solids**, bacteria, viruses, and dissolved salts • Can be scaled to fit **small community** water systems to **large industrial plants**	• Requires significant initial investment and **operational costs** • Membranes are prone to fouling, which **reduces efficiency** and requires regular cleaning and **maintenance**
Filtration	• Helps in the removal of **turbidity**, and color from water, improving its clarity • **Simple** and **widely used** process in water treatment plants	• May not effectively remove **dissolved contaminants** like chemicals or heavy metals • Process is **time-consuming** and needs additional treatment steps
Clarification	• **Lower in cost** compared to advanced treatment technologies • Simple to operate and maintain removal of **solid particles** from liquids to clarify the liquid	• Does not effectively remove dissolved contaminants or fine particles • Requires the addition of **coagulants** and flocculants causing **chemical residues**
Demineralization	• Produces extremely **high-quality water** by removing nearly all dissolved salts and minerals • Can be used for a **wide range** of **applications**	• High **O&M costs** for Ion exchange resins and membrane replacement in RO systems • Generates **concentrated brine** posing environmental challenges
Waste Heat Evaporation	• Utilizes **waste heat** from industrial processes, **reducing** the need for additional **energy input** • Significantly reduces the volume of wastewater facilitating easier disposal	• Requires high initial setup costs • Management and **maintenance** in handling concentrated brine and **scaling issues** are **complex**
Ozonation	• Powerful oxidant capable of effectively **killing pathogens** without leaving harmful residues • Breaks down complex organic molecules **improving water quality**	• Ozone is a **toxic** and **reactive gas**, requiring careful handling and proper ventilation • Requires significant **energy input** for ozone generation

3.7.1 Trends & best practices for water reuse certificates

Water reuse certificates, also known as water recycling credits or water reuse permits, are documents issued by regulatory authorities to facilities that implement water reuse practices, allowing them to reuse treated wastewater for various purposes beneficially. Depending on the regulatory framework and jurisdiction, these certificates vary in form and function. Some common types include:

- **Direct Potable Reuse (DPR) Certificates:** Issued to facilities that treat wastewater to a level suitable for direct consumption as drinking water without the need for an environmental buffer (e.g., groundwater recharge or surface water augmentation)
- **Indirect Potable Reuse (IPR) Certificates:** Granted to facilities that treat wastewater to a high-quality standard but introduce it into an environmental buffer (e.g., aquifer recharge or reservoir augmentation) before it is used as a source of drinking water
- **Non-Potable Reuse Certificates:** These certificates are issued for the reuse of treated wastewater for non-drinking water applications such as irrigation, industrial processes, and toilet flushing
- **Agricultural Reuse Certificates:** Specifically for the reuse of treated wastewater in agricultural irrigation, subject to regulations governing the types of crops and irrigation methods permitted
- **Industrial Reuse Certificates:** Granted to industrial facilities that recycle treated wastewater for process water, cooling water, or other industrial purposes, reducing reliance on freshwater sources

Current trends in water reuse certifications

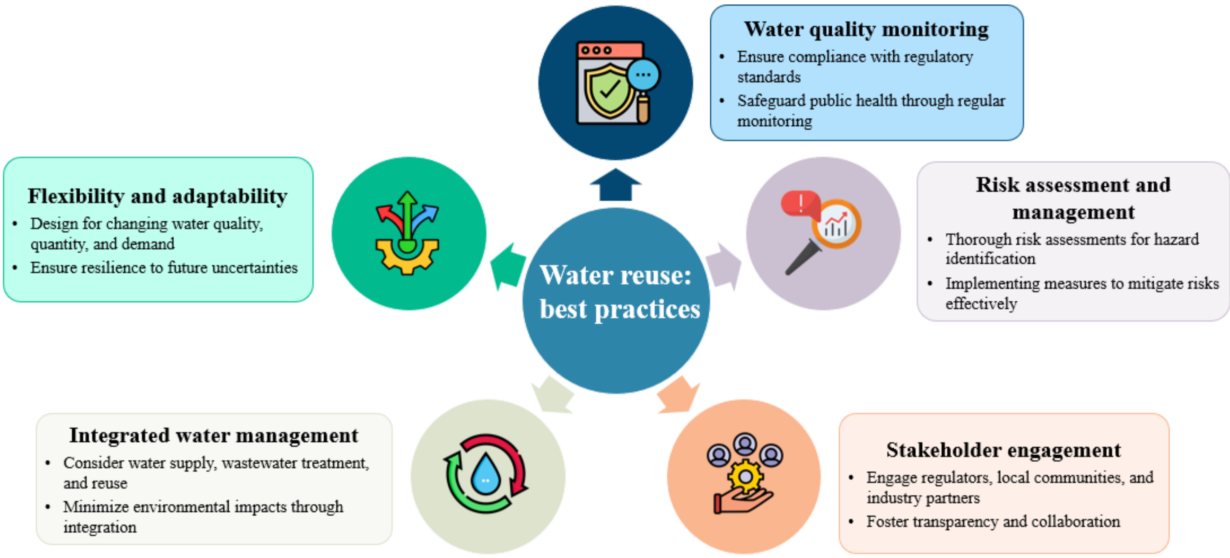
Impact of water reuse segment

The advancements in the water reuse industry generate significant impacts across various dimensions, including environmental, economic, and social aspects. Here's an overview of the key trends and best practices in the water reuse industry and their impacts:

- Technologies like **Ultrafiltration** (UF), **Nanofiltration** (NF), and **Reverse Osmosis** (RO) enable the production of potable reuse water, reduce contaminants to meet stringent standards, support industrial applications and a plant can **recover** more than **90%** of its wastewater through RO systems
- Enhanced collaboration among various **stakeholders** such as government agencies, industries, and communities to promote sustainable water reuse practices. Example: Stakeholders like **TERI** and **IHE DELFT** create policy and social support for **"Pavitra Ganga"** water governance work in India
- Increased **awareness** of public through **educational campaigns** and **awareness programmes** and understanding of the benefits of water reuse, fostering public acceptance, and **building trust** in recycled water
- Encouraged adoption of best practices through **certifications** and compliance measures, promoting **accountability** and **transparency** in the water reuse industry. Example: India is able to recycle only **30%** of wastewater is recycled, whereas Chennai can meet up to **50%** of its water needs by recycling and reusing its sewage, by CY50
- By reusing water within the industrial process, the volume of wastewater generated is reduced leading to improved **environmental performance** of companies. Example: since 1976, the **Water Factory 21 Direct Injection Project**, located in Orange County, California, has been injecting highly treated recycled water into the aquifer to **prevent salt water intrusion**, while augmenting the **potable groundwater supply**

Top industry standards for water reuse

The water reuse industry prioritizes safe and sustainable practices. This includes treating wastewater to meet strict quality standards, monitoring reuse applications, and promoting public education to build trust. Additionally, focusing on efficient water use and exploring innovative treatment technologies are key for responsible water reuse.



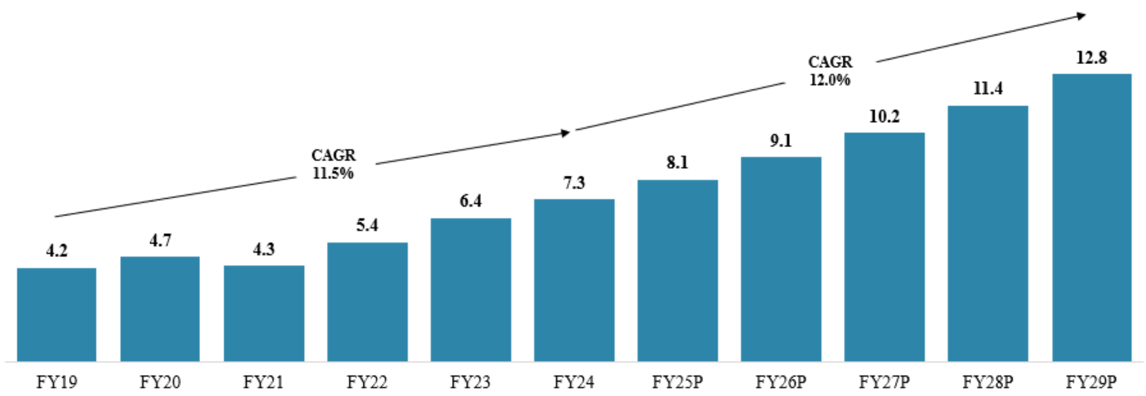
4. Indian water & wastewater treatment solution market size

Many of India's rivers are heavily polluted due to untreated sewage, industrial effluents, and inadequate treatment facilities. Rising demand for fresh water and the emergence of advanced wastewater treatment technologies have spurred significant investments in this sector. Municipalities, industries, and government initiatives like the Atal Mission, Clean Ganga, Jal Jeevan Mission, and Community Drinking Water Schemes are driving growth in the water management market.

4.1 Indian water and wastewater treatment solutions market size

The water and wastewater management market in India was valued at US$ 7.3B in FY24 and is expected to reach US$ 12.8B by FY29, growing at a CAGR of 12.0% from FY24 to FY29. This growth is driven by the economic imperative of efficient water management. As the concerns over water scarcity intensify, industries and municipalities face increasing pressure to adopt efficient wastewater treatment practices. This leads to stringent regulations on effluent treatment and the escalating concern over water scarcity, prompting a significant shift towards reducing freshwater usage across various sectors. As the world's third-largest coal producer, India faces significant environmental challenges that are spurring demand for advanced wastewater treatment solutions. In 2021, India generates 72,368 MLD of sewage daily, but only 20,235 MLD (28%) of this is treated, despite STPs having an installed capacity of 31,841 MLD (44%). This untreated sewage poses substantial costs for municipalities, including increased public health risks, environmental degradation, and higher expenses for emergency clean-ups. Improved sewage treatment capacity is crucial to reduce these costs and ensure fiscal stability.

Indian water and wastewater treatment solutions market size
(US$ B, FY19-29P)



Source(s): Expert interviews, Industry publications & articles, 1Lattice analysis

Additionally, stringent government regulations mandate sewage treatment before its release into water bodies, further boosting the market. Other industries contributing to the market's expansion include pharmaceuticals, textiles, food and beverage, and chemicals, all of which require efficient water management and treatment systems to comply with environmental standards and support sustainable operations.

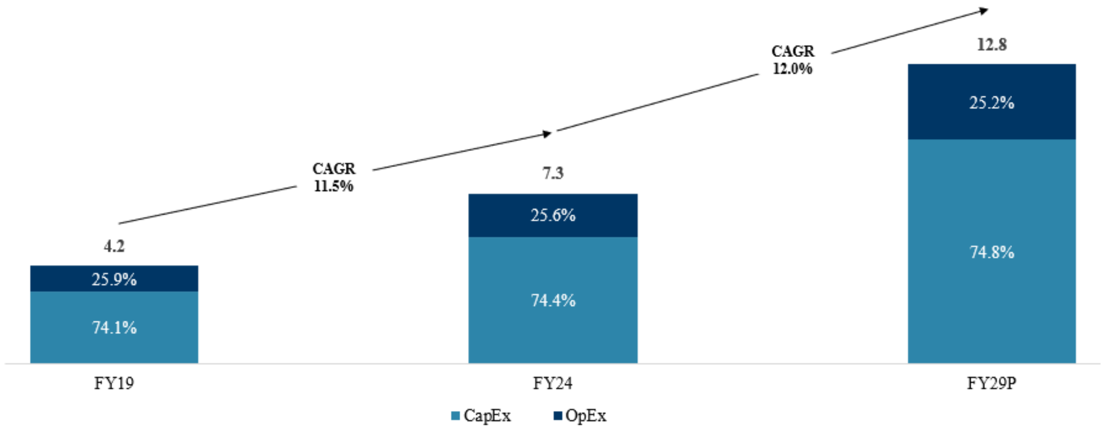
4.2 Market segmentation

Market segmentation in the Indian water and wastewater industry involves categorizing the market into distinct groups based on various factors such as application, treatment technology, end-user sectors, and geographical regions.

4.2.1 Indian water and wastewater treatment market segmentation basis expenditure

In FY24, the water and wastewater industry had CapEx accounting for 74.4% of total revenue, while OpEx contributed 25.6%. A significant amount of investment is required for both initial setup and ongoing maintenance of treatment facilities. CapEx will continue to be a major part of the market expenditure.

Market segmentation basis expenditure type
(%, FY19-29P)



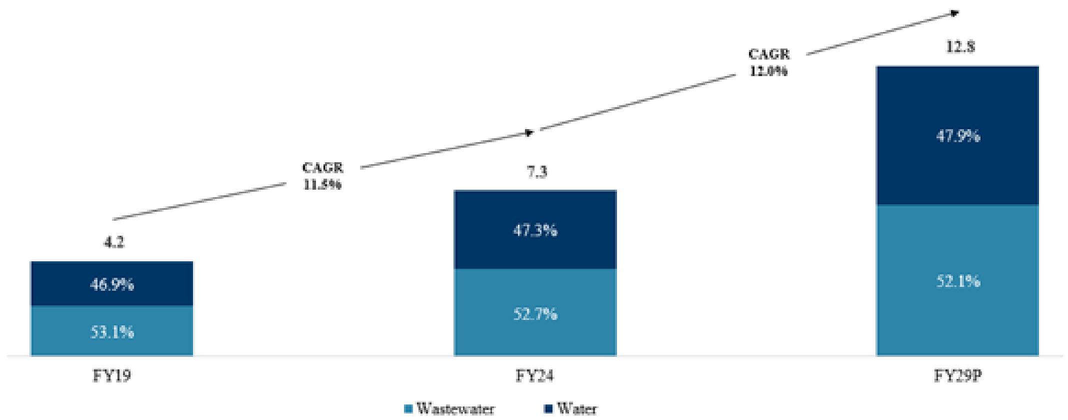
Source(s): Expert interviews, Industry publications & articles, 1Lattice analysis

These investments cover infrastructure, equipment, technology, maintenance, energy consumption, and treatment chemical procurement. Achieving a balanced split is essential for ensuring the long-term sustainability and efficiency of water and wastewater treatment operations.

4.2.2 Indian water and wastewater treatment market segmentation by application

India's water & wastewater treatment market is expected to surge to US$ 12.8B by FY29, with wastewater treatment solutions expected to have a dominant share, comprising 52.1% of the total market. Meanwhile, water treatment solutions are estimated to account for 47.9% of the market share. This shift reflects a growing recognition of the importance of addressing wastewater management challenges, driven by environmental concerns and the need for sustainable industrial practices. This growth is attributed to technological advancements due to increasing demand for water from various industries, increasing scarcity, and government regulations.

Indian water & wastewater treatment solutions segmentation by application
(%, FY19-29P)



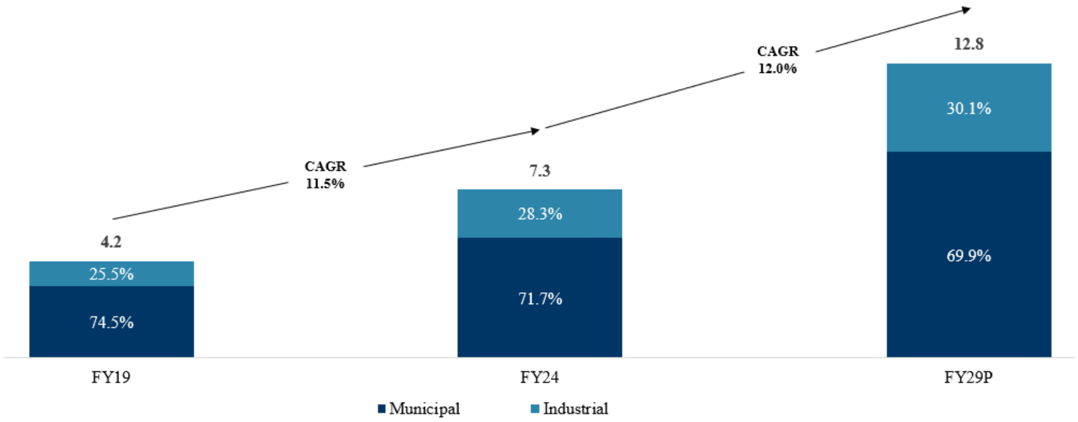
Source(s): Expert interviews, Industry publications & articles, 1Lattice analysis

Significant investments are being made in wastewater networks and facilities to address urban sewage. Various approaches, from traditional filtration to advanced membrane filtration and reverse osmosis, are deployed to tackle water quality and scarcity issues. Systematic categorization of these solutions offers insights into adoption trends and the impact of technological advancements on the industry landscape.

4.2.3 Indian water and wastewater treatment market segmentation basis end users

In FY24, the Indian water and wastewater treatment solutions market saw the municipal segment lead with a 71.7% revenue share, amounting to US$ 5.2B, driven by urbanization and sustainable water management needs. Meanwhile, the industrial segment contributed 28.3% of the market revenue, totaling US$ 2.1B. From FY24 to FY29, the municipal segment grew steadily from US$ 5.2B in FY24 to US$ 9.0B in FY29, at a compound annual growth rate of 10.7%, driven by increasing urbanization and infrastructure development. Industrial demand also saw robust growth, increasing from US$ 2.1B in FY24 to US$ 3.9B in FY29, with a CAGR of 13.5%, reflecting heightened regulatory requirements and greater adoption of water treatment solutions across industries.

Market segmentation by end users
(%, FY19-29P)

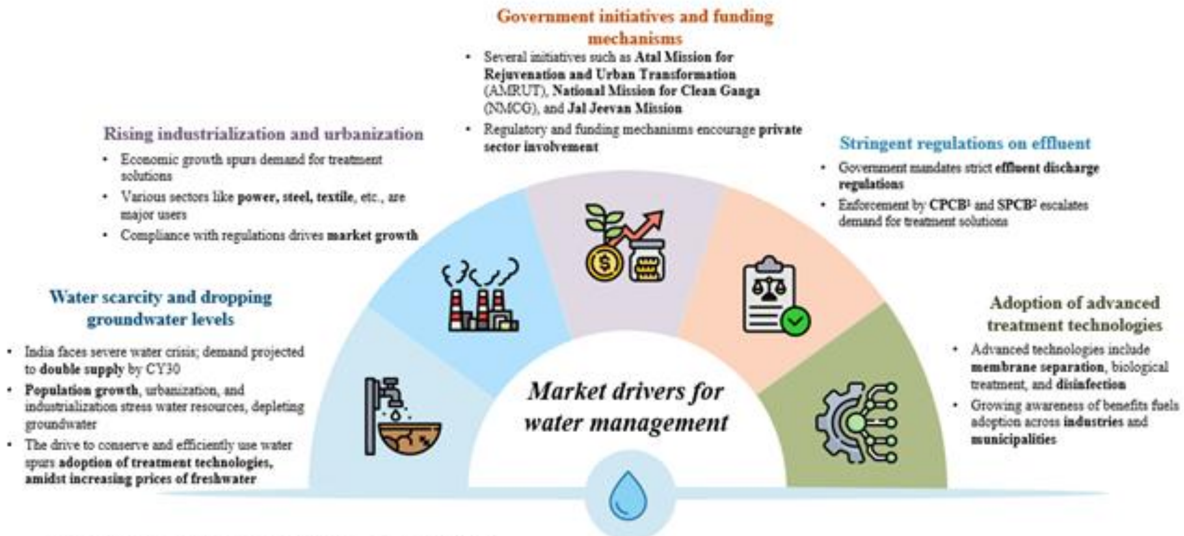


Source(s): Expert interviews, Industry publications & articles, 1Lattice analysis

Municipal corporations rely on water treatment solutions such as filtration systems, chemical and biological treatments, advanced oxidation processes, and desalination to provide clean water for various purposes, whereas industries have also increasingly adopted these advanced technologies including effluent treatment plants (ETPs), activated sludge processes, membrane bioreactors (MBRs), electrocoagulation, and zero liquid discharge (ZLD) systems, to reuse wastewater in their operations, enhancing resource efficiency and sustainability. Both sectors are integral to driving demand for these solutions, fostering environmental responsibility and sustainable development initiatives.

4.3 Key market drivers for Indian water and wastewater treatment solutions

The Indian water and wastewater treatment sector is witnessing significant growth driven by a multitude of factors shaping the market landscape. As one of the fastest-growing economies globally, India faces escalating water scarcity, pollution, urbanization, and industrialization challenges. This heightened demand exacerbates issues of water scarcity and pollution, necessitating robust waste and wastewater treatment solutions. Effective management and treatment technologies are crucial not only for meeting regulatory standards but also for ensuring sustainable development by conserving water resources, reducing environmental pollution, and supporting economic growth through efficient resource utilization. This dynamic environment has propelled the demand for innovative water and wastewater treatment solutions to address pressing issues and ensure sustainable water management practices.

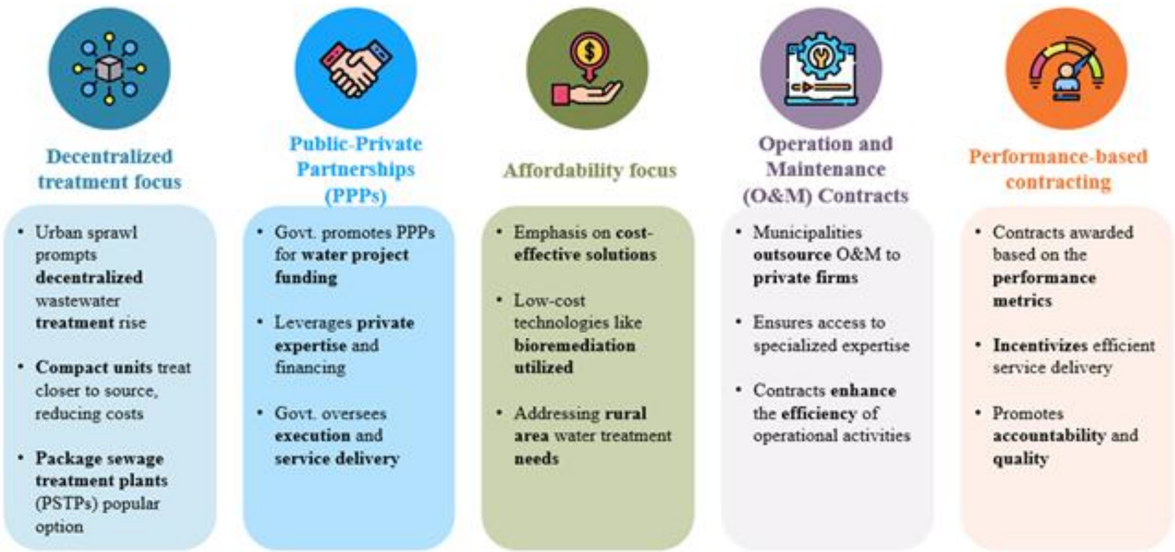


Note(s): [1]CPCB stands for Central Pollution Control Board; [2]SPCB: State Pollution Control Board

Market practices and emerging trends for Indian water and wastewater treatment solutions

Market practices are evolving to address infrastructure gaps and ensure affordability. Key market practices include a shift towards decentralized treatment systems, driven by urban sprawl and infrastructure challenges, and the adoption of public-private partnerships (PPPs) to bridge funding gaps and leverage private sector expertise. Additionally, operation and maintenance (O&M) contracts and performance-based contracting models are gaining traction, ensuring efficient service delivery and accountability.

Emerging trends	
Membrane Technologies	• Advancements in membrane filtration, particularly **Reverse Osmosis** (RO), signify a transformative shift in the industry's landscape. RO is known for its high-efficiency treatment and desalination capabilities • Incorporation of technology revolutionizes **water treatment practices**, offering **sustainable solutions** for addressing water scarcity challenges and enhancing environmental resilience
Digitalization and Smart Water Management	• Integration of digital technologies, such as sensors, data analytics, and **Internet of Things** (IoT), marks a paradigm shift in water management practices, empowering real-time monitoring and optimization of treatment processes • Concord Enviro **provides IoT-based solutions** to enhance wastewater management and support sustainable operations for the clients.
Resource Recovery	• Efforts to promote **water reuse** and **harness energy** from **wastewater**, particularly through anaerobic digestion technologies, signify a holistic approach towards sustainability, where waste is transformed into valuable resources • Exploration of **anaerobic digestion** methods for **biogas** recovery exemplifies a strategic endeavor to mitigate **environmental impact** and promote long-term ecological balance through resource regeneration
Sustainability Practices	• Embracing and implementing **energy-efficient treatment** technologies and **green infrastructure solutions** for stormwater management exemplify concerted efforts to minimize ecological footprint and promote ecological resilience • Reinforces the industry's role as a **catalyst** for positive **environmental change**, driving towards a more sustainable and resilient future for water management
Financing Innovations	• Alternative financing mechanisms such as **green bonds** and **impact investing** offer innovative solutions to overcome **financial barriers** and accelerate the implementation of critical water infrastructure initiatives • Investing signals a growing recognition of the inherent value of water as a strategic **investment opportunity**, fostering collaboration between **public** and **private sectors** for equitable access to clean water resources



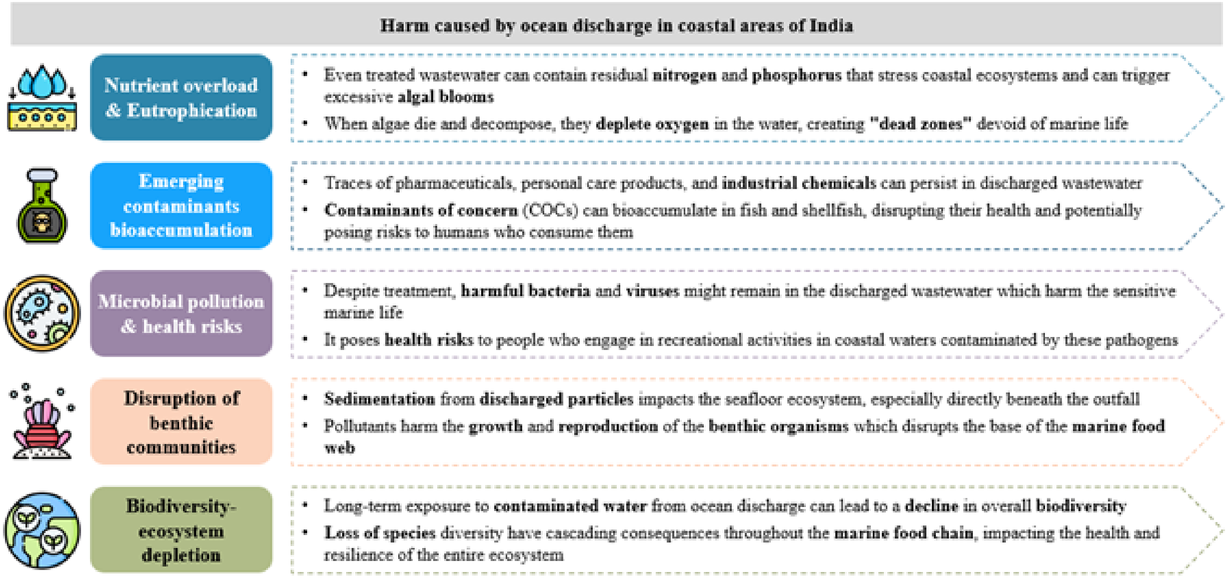
The emerging trends in the Indian water and wastewater treatment industry are shaping the market landscape and driving innovation and growth. These market practices and trends underscore the importance of collaboration, innovation, and sustainability in addressing India's evolving water and wastewater treatment needs.

4.4 Ocean/sea outfall discharge practiced in coastal areas

The coastal zone of India, with its wetlands, lagoons, mangroves, sea-grass beds, coral reefs, and shallow bays, creeks, and estuaries, is rich in natural resources. However, the exploitation of these resources often occurs indiscriminately or ill-planned, leading to rapid resource depletion and environmental degradation.

Ocean discharge practices in coastal areas of India involve the use of marine outfalls, which are pipelines or tunnels that discharge municipal or industrial wastewater, stormwater, cooling water, or brine effluents into the sea. These practices are often employed in cities like Mumbai, where marine outfalls are considered for coastal sewage disposal, aiming to convert sewage into useful water through advanced treatment technologies.

Major driving forces for coastal degradation include population growth, over-fishing, large commercial enterprises, ignorance about resource sustainability, lack of understanding of environmental significance, and inadequate enforcement of environmental rules and regulations.



Ocean pollution is gradually being addressed in India through a combination of legal frameworks, environmental initiatives, and collaborative efforts. The country has taken steps to combat marine pollution by enacting laws and regulations that aim to protect the marine environment, some of which are as follows:

- **Legal Frameworks:** Conventions such as the **United Nations Convention on Law of the Sea** (UNCLOS) the **Coastal Regulation Zone Notification** 1991 under the Environment Protection Act 1986 to conserve coastal environment and preventing pollution

- **Regulatory Measures:** Regulations to prevent effluent discharge into the ocean, aiming to control pollution from land-based activities like agriculture, construction, and mining

- **Waste Management Initiatives:** Efforts to reduce plastic pollution by promoting alternatives like biodegradable products and implementing effective waste management systems to prevent plastic waste from entering the oceans

- **Sewage Treatment:** Construction of sewage treatment plants and proper sanitation infrastructure to reduce sewage discharge into the ocean, improving water quality and marine health

- **Awareness Campaigns:** Education campaigns conducted to sensitize public about marine conservation, reducing pollution and sustainable practices to protect the oceans and marine ecosystems

4.5 Leachate as a market segment from privatized MSW landfill management

Leachate is a highly contaminated liquid that forms when rainwater or other liquids percolate through landfills that are accumulated with Municipal Solid Waste (MSW), dissolving and mobilizing pollutants from decomposing waste. It contains a complex mix of organic and inorganic contaminants, including:

- **Heavy metals**: Lead, mercury, arsenic

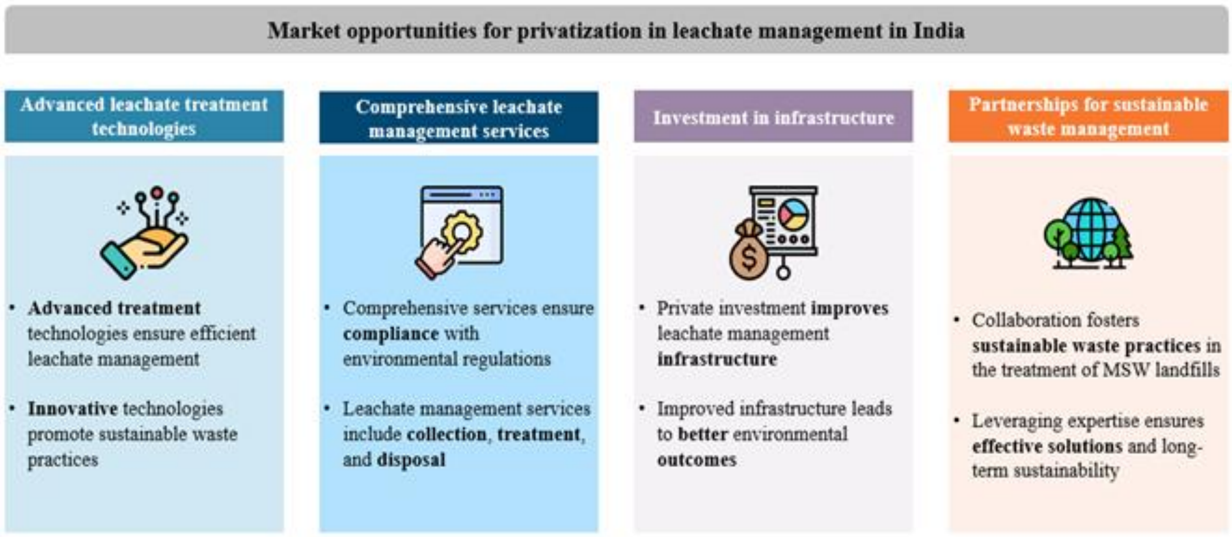
- **Organic pollutants**: Volatile Organic Compounds (VOCs), leachate organic acids

- **Nutrients**: Ammonia, nitrogen, phosphorus

- **Pathogens**: Bacteria, viruses

Recent research suggests that around most of the **generated MSW** is dumped directly into landfills, often in an utterly unhygienic manner. Even though partial subsequent reforms exist, a huge segment of waste management still needs to be catered to. According to the State of India's Environment CY23 report, MSW generation in India is estimated to be around **150,000 tonnes per day**. Moreso, estimates suggest Indian landfills generate millions of litres of leachate daily, as the amount of leachate generated depends on factors like rainfall, landfill design, and waste composition.

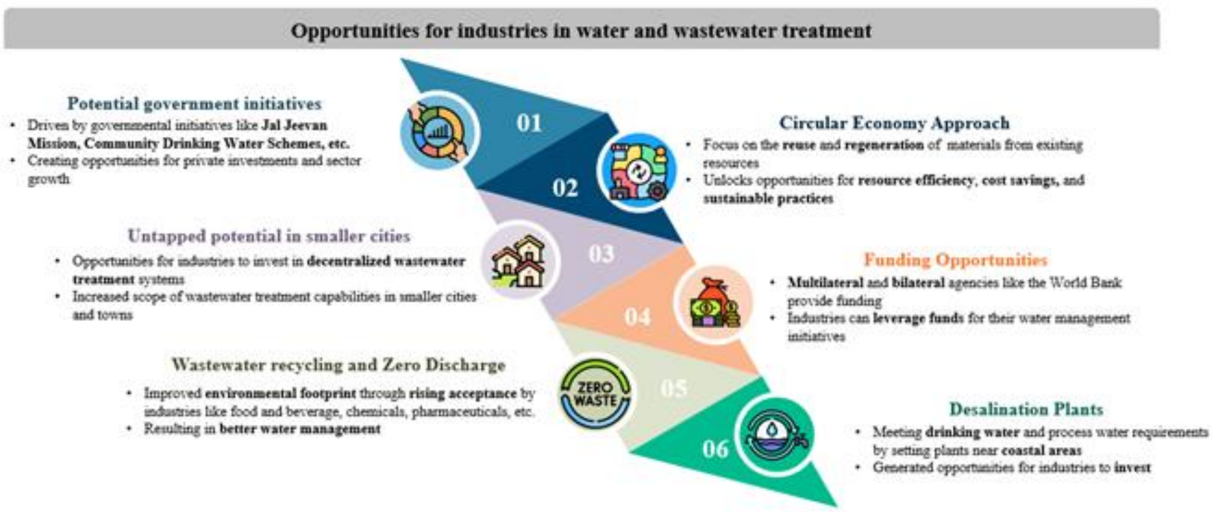
Improper leachate management can lead to serious environmental consequences. If not treated adequately before discharge, leachate can contaminate groundwater, surface water, and soil, posing risks to human health and ecosystems. There are vast opportunities for leachate management through the privatization of their processes. Some of these market opportunities include:



4.6 Key market drivers and opportunities for industrial water and wastewater treatment in India

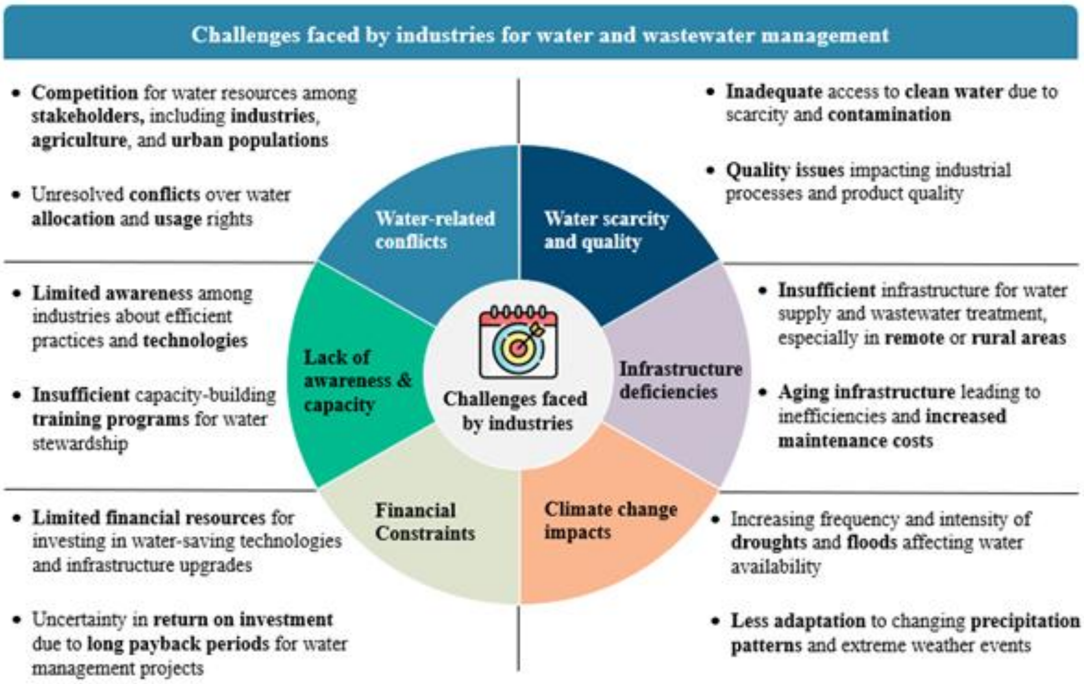
Today, the public is increasingly becoming aware of environmental issues, putting pressure on industries to minimize their environmental impact. Companies are embracing Corporate Social Responsibility (CSR) initiatives, including responsible water management practices, to enhance their public image and gain a competitive edge. The expansion of specific industries with high water usage, like textiles, pharmaceuticals, chemicals and power generation, fuels the demand for water treatment and wastewater management solutions tailored to their specific needs. Some of these similar market drivers calling for water treatment are as follows:

There are several key opportunities for industries to manage water and wastewater treatment in India:



4.7 Key market challenges for water and wastewater treatment in India with a focus on Industrial wastewater

The challenges faced by industries in India for water and wastewater management are multifaceted. Aging infrastructure, financial issues, and the need for continuous operation of treatment plants are significant hurdles. Additionally, the lack of real-time monitoring and an aging workforce further complicate the situation. These challenges are exacerbated by the country's water scarcity issues, with India's sewage treatment plants only treating one-third of the sewage generated daily.

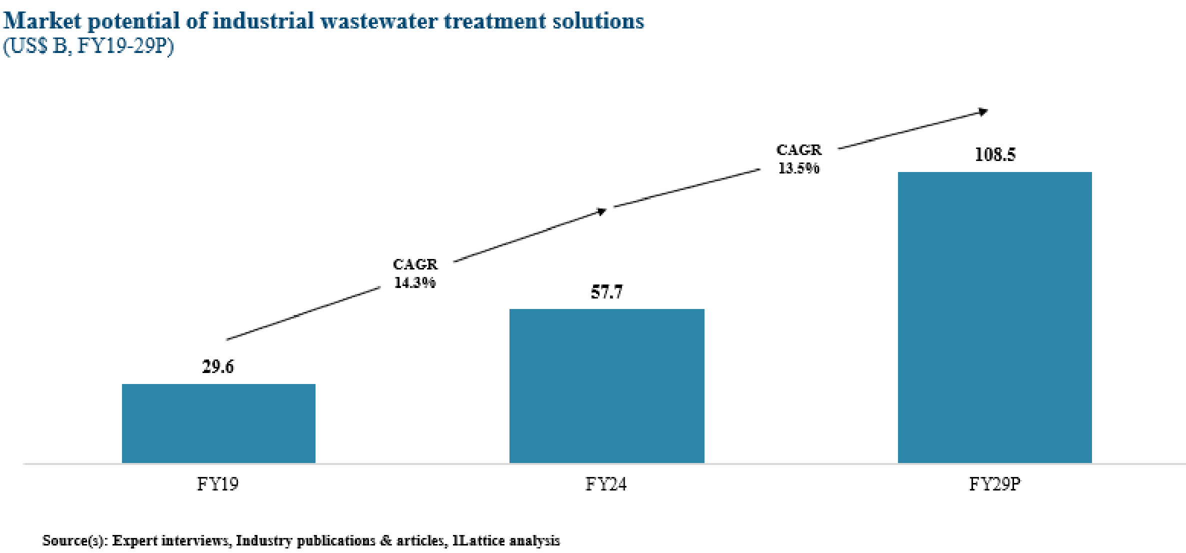


5. Indian Industrial water & wastewater treatment solution

The industrial wastewater treatment market purifies wastewater from industrial processes before environmental discharge, driven by regulations and sustainability initiatives. It employs physical, chemical, and biological methods to remove pollutants across sectors like manufacturing, chemicals, pharmaceuticals, and energy. Advancements in treatment technologies and rising water scarcity awareness highlight the market's role in promoting responsible practices and minimizing environmental impact. The market increasingly focuses on sustainable practices, water reuse, and innovative technologies, emphasizing environmental stewardship and resource conservation.

5.1 Market potential of industrial wastewater treatment solutions industry

The Indian industrial wastewater treatment market is currently valued at US$ 57.7B and projected to reach US$ 108.5B by FY29, growing at a CAGR of 13.5% from FY24 to FY29. This shows the market revenue when the usage of wastewater treatment reaches to the 100% of the requirement in the industry. The industrial water and wastewater industry holds substantial market potential, driven by increasing industrialization and the urgent need for sustainable water management solutions.

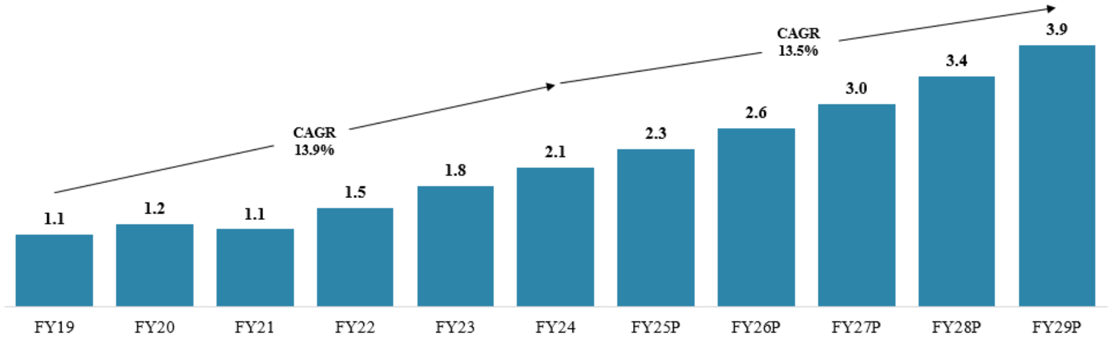


As industries such as manufacturing, power generation, and pharmaceuticals expand, the demand for efficient water treatment and wastewater management technologies is rising. Innovations in treatment processes and a growing emphasis on environmental compliance and resource conservation further enhance the market's prospects. With governments and industries prioritizing water sustainability, the sector is poised for significant growth, offering numerous opportunities for advancements and investments.

5.2 Indian industrial water and wastewater treatment solutions market size

The industrial wastewater treatment market is projected to reach US$ 3.9B by FY29, growing at a CAGR of 13.5% from FY24 to FY29. This market growth is driven by factors such as the scarcity of freshwater resources, stringent government regulations, government support, increased corporate social responsibility, and the need for critical resource recovery from wastewater.

Indian industrial water and wastewater treatment solutions market size
(US$ B, FY19-29P)



Source(s): Expert interviews, Industry publications & articles, 1Lattice analysis

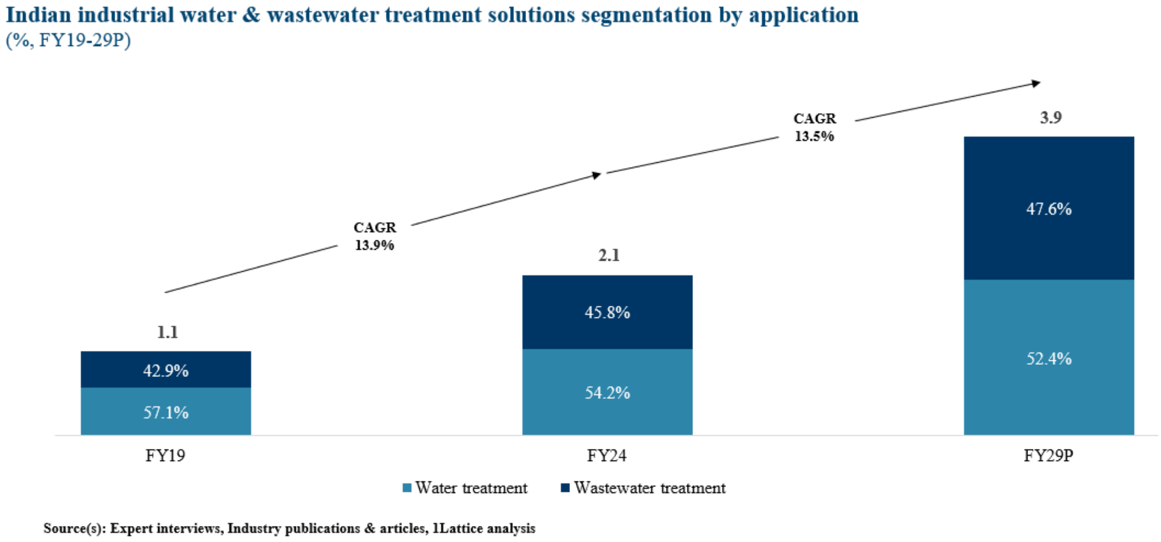
Additionally, the rising demand for energy-efficient and advanced wastewater treatment technologies is expected to offer growth opportunities for market players. Nonetheless, high energy consumption and costs due to excessive sludge production remain significant challenges impacting market expansion.

5.3 Market segmentation

Market segmentation in the Indian water and wastewater industry involves categorizing the market into distinct groups based on various factors such as application, treatment technology, end-user sectors, and geographical regions.

5.3.1 Indian industrial water and wastewater treatment solutions market segmentation by application

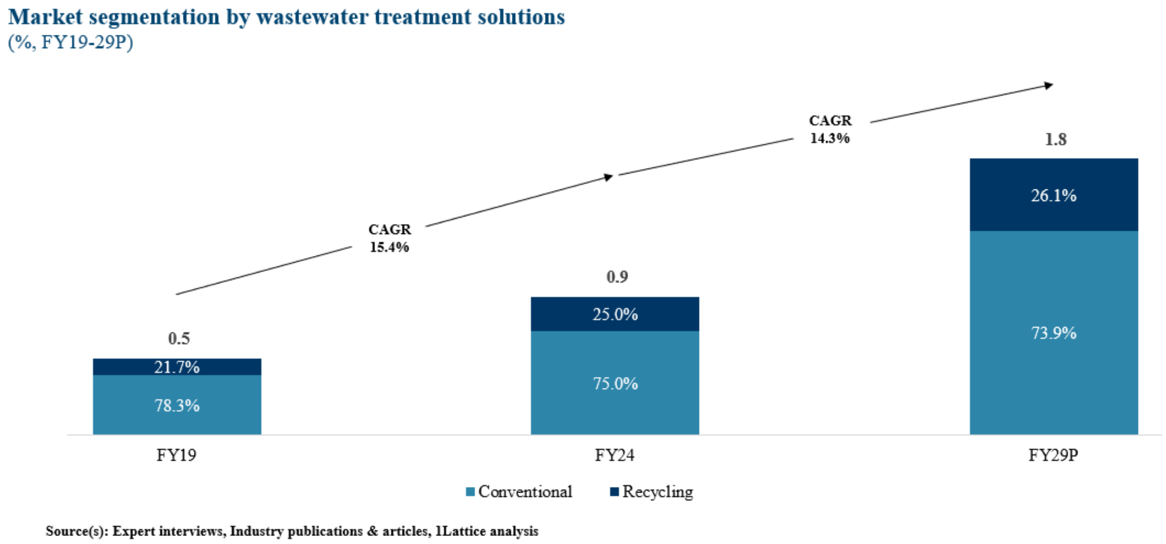
In FY24, the Indian industrial wastewater market for water and wastewater treatment reached to a value of US$ 2.1B. The adoption of wastewater treatment solutions is rising, increasing from 42.9% in FY19 to 47.6% in FY29. The trend underscores a growing importance of addressing wastewater management alongside traditional water treatment, a shift likely motivated by environmental concerns and regulatory requirements. Industries such as manufacturing, pharmaceuticals, food and beverage, and chemicals are prominently driving this upward trajectory, supported by technological advancements and growing water demands across sectors.



Particularly, the industrial water & wastewater treatment segment in India is anticipated to witness substantial growth driven by the rising demand for high-quality water for industrial processes and freshwater for various industrial applications. Moreover, sectors such as food & beverage and pharmaceuticals necessitate sanitized water devoid of microorganisms and bacteria, consequently amplifying the demand for water treatment solutions.

5.3.2 Indian industrial wastewater treatment solutions market segmentation by treatment type

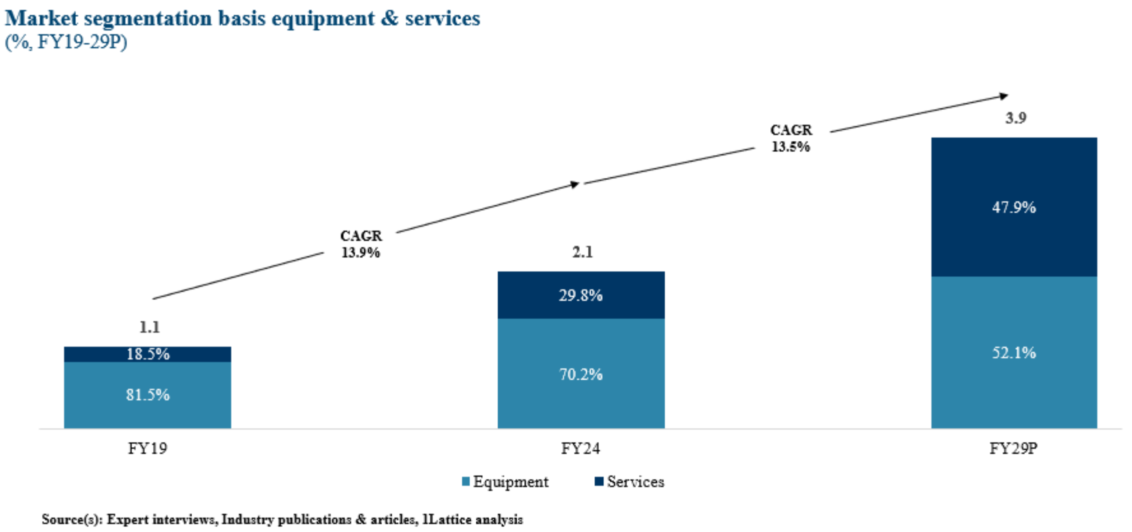
The Indian industrial water and wastewater management market is divided into two main segments: conventional and recycling. The market share of conventional solutions is projected to decrease from 78.3% in FY19 to 73.9% in FY29. In contrast, the recycling segment is expected to see its market share rise from 21.7% to 26.1% over the same period. The Indian industrial water & wastewater market is expected to reach US$ 1.8B, with a CAGR of 14.3% from FY24 to FY29.



Conventional treatment methods, such as the activated sludge process (ASP) and upflow anaerobic sludge blanket, dominate due to their simplicity and ease of implementation. Nevertheless, advanced technologies like the moving bed bioreactor (MBBR) and sequencing batch reactor (SBR) are gaining popularity, especially in urban areas, with a focus on enhancing sewage quality and operational efficiency.

5.3.3 Indian industrial wastewater treatment solutions market segmentation by equipment & services

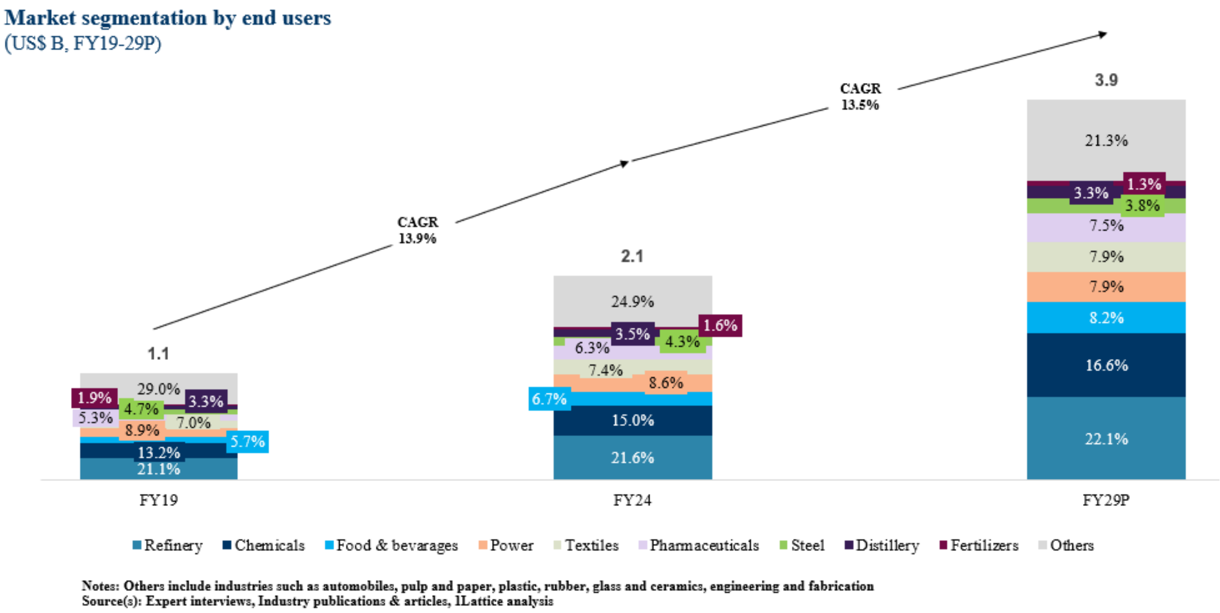
In the Indian industrial water and wastewater treatment solutions market, revenue is primarily driven by two main segments: equipment and services. The equipment segment, commanding 70.2% share in FY24, encompasses various technologies such as filtration systems, pumps, membranes, and chemical treatment units, which are essential for the effective purification of water and wastewater in industrial settings.



Conversely, the services segment, constituting 29.8% of the market revenue in FY24, provides vital support services including consulting, engineering, installation, maintenance, and technical support. The increasing share of the services segment from 29.8% in FY24 to 47.9% in FY29 is driven by the availability of customized wastewater treatment solutions tailored to specific types of wastewater. This trend reduces the need for new equipment purchases over time, as industries opt for services that encompass maintenance, & operational optimization. This segmentation ensures a comprehensive approach to meet the diverse needs of industrial operations, combining advanced equipment with expert services to achieve efficient and compliant water and wastewater treatment processes.

5.3.4 Indian industrial water and wastewater treatment solutions market segmentation by end users

The industrial wastewater treatment market serves a variety of end-users, each with distinct needs and regulatory requirements. Refineries lead the market due to capacity expansion and environmental compliance projects. The chemicals, power, textiles, and pharmaceuticals sectors are also major contributors, driven by stringent pollution control norms.



Although the steel industry's share has declined due to reduced investment, it remains a significant player. Additionally, the food and beverage, fertilizer, and distillery industries are critical end-users, focusing on innovative treatment methods and sustainability practices. Collectively, these sectors underscore the market's diversity and importance in managing industrial effluents.

5.4 Leachate as a market segment from privatized MSW landfill management

Most of India's Municipal Solid Waste (MSW) is inadequately dumped on land, leading to groundwater contamination through leachate formation. This improper waste disposal harms human health and the environment, causing pollution, toxic gas emissions, and disease spread. State Pollution Control Boards (SPCBs) regulate compliance with standards, and municipalities are implementing strategies to mitigate landfill issues. These include covering landfills to prevent leachate formation, waste segregation, composting, recycling, and adopting modern landfill management practices. These efforts aim to reduce pollution and improve environmental and public health conditions.

5.5 Market drivers and restraint

Growing public awareness of environmental issues is pressuring industries to reduce their environmental footprint. To improve their public image and gain a competitive edge, companies are adopting responsible water management practices. The expansion of water-intensive industries such as textiles, pharmaceuticals, and power generation is driving demand for tailored water treatment and wastewater management solutions. Key market drivers for water treatment include:

In the water and wastewater industry, several factors act as market restraints, impeding growth and posing challenges. Understanding these restraints is essential to develop strategies that address these challenges and ensure sustainable progress in the industry. Some of these market challenges are as follows:

- **High Energy Consumption:** Advanced water treatment technologies often require significant energy input, increasing operational costs and environmental impact, which can deter adoption.

- **High Initial Investment:** The capital investment required for implementing advanced water treatment technologies can be significant, posing a barrier to adoption for some industries, especially smaller enterprises.

- **Operational Costs:** Beyond initial capital costs, ongoing operational expenses for maintaining and operating water treatment systems can be substantial, impacting the feasibility of adoption for some businesses.

- **Complexity of Integration:** Integrating new treatment technologies with existing infrastructure can be complex and disruptive, potentially leading to downtime and additional costs.

- **Regulatory Variability:** Differences in regulations across regions can complicate compliance efforts, requiring companies to adopt multiple treatment strategies to meet diverse standards.

5.5.1 Industrial Sector Outlook

The outlook for industrial water and wastewater management in India is promising, driven by growing water scarcity, stringent regulations, and the need for sustainable practices. The Indian water and wastewater treatment market valued at US$ 2.1B in FY24 and is expected to grow at a CAGR of 13.5% during the FY24-29 period. Key trends include the adoption of advanced technologies like reverse osmosis membranes, membrane bioreactors, and forward osmosis, as well as the concept of wastewater recycling and zero discharge systems gaining traction in industries such as power, food and beverage, chemicals, and textiles. However, challenges persist, including aging infrastructure, financial constraints, and the need for skilled workforce.

To capitalize on the market potential, India needs to invest in infrastructure upgrades, strengthen regulations, and promote public-private partnerships. Concord, with over 20 years of experience is the one of the major Indian manufacturer of offshore desalination systems, which is well-positioned to contribute to these efforts. With the right strategies and interventions, India can harness its vast potential to become a global leader in industrial water and wastewater management. The future outlook is positive, driven by various initiatives such as setting up desalination plants in coastal areas of Tamil Nadu and Gujarat to meet drinking water and process water requirements, and adopting smart water network solutions that enhance efficiency and reliability through IoT devices and data analytics tools.

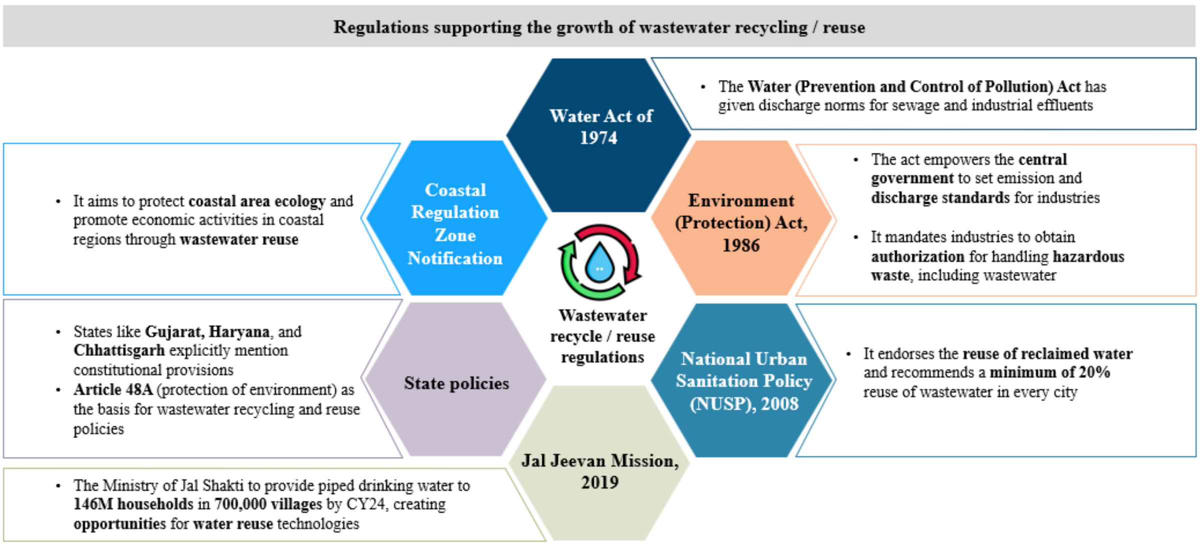
5.5.1.1 Wastewater treatment regulations and its compliance

The Indian government enforces stringent regulations on industrial wastewater treatment and discharge to protect water resources and minimize environmental pollution. Here's a breakdown of the key regulations and compliance requirements for industries:

Key wastewater treatment regulations and compliance requirements for industries	
Setting emission standards and effluent norms	• The Indian government, through regulatory agencies like the **CPCB & SPCB** sets emission regulations and effluent norms that specify allowable limits for contaminants in wastewater discharged by industries • These regulations force businesses to treat their wastewater, accordingly, significantly impacting the design and operation of **Effluent Treatment Plants** (ETPs)
Environmental Impact Assessments (EIA)	• Industries must complete **EIAs** before starting or expanding operations, as per government rules. The EIA process **assesses** the project's **potential environmental impacts**, particularly **wastewater discharge** • Based on the EIA findings, industries select **appropriate** wastewater **treatment technologies** and procedures to mitigate environmental risks
Licensing and permitting	• Industries in India require **multiple licenses** and permits from regulatory bodies to operate legally. These permits often come with guidelines for wastewater treatment and management • Compliance with licensing terms necessitates investments in **ETPs** and implementation of suitable wastewater treatment practices as **violations** can lead to **penalties** and even cancellation of operating licenses
Periodic audits and inspections	• Government agencies regularly audit and inspect businesses to **ensure compliance** with wastewater treatment regulations • Industries must promptly **rectify** any **issues** identified during these inspections, driving **continuous improvement** in wastewater treatment practices
Incentives and subsidies	• Financial incentives for businesses using eco-friendly and efficient wastewater treatment systems can take the form of **tax breaks**, **grants**, or **subsidies** • Such incentives make it financially viable for industries to invest in advanced wastewater treatment technologies

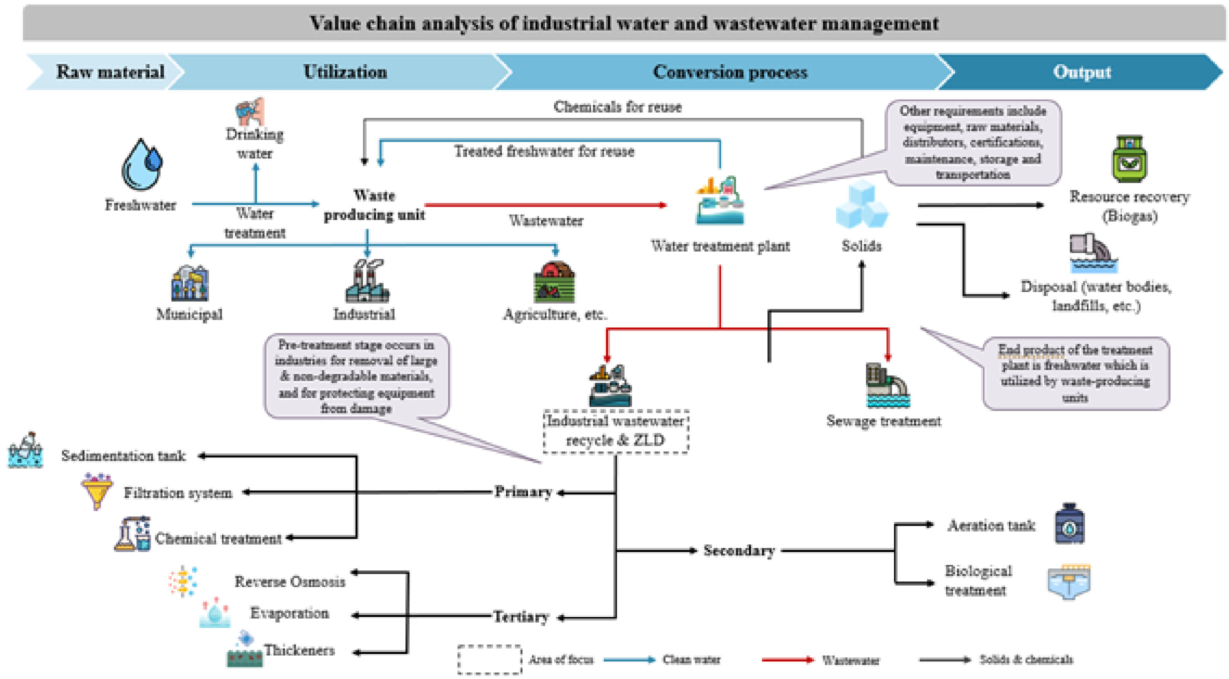
5.5.1.2 Regulations supporting the growth of wastewater recycling/ reuse

The key regulations supporting the growth of wastewater recycling and reuse for industries in India include:



5.5.2 Value chain analysis of industrial water and wastewater management

The value chain in industrial water and wastewater management encompasses sourcing chemicals, treatment agents, and equipment, along with managing water sources. It involves treating raw water and wastewater through various processes, managing sludge, and ensuring safe disposal or reuse. Key services such as marketing and sales, maintenance, technical support, training, and regulatory compliance assistance play crucial roles. Infrastructure development encompasses designing, constructing, and integrating advanced technologies and monitoring systems, supported by effective human resource and procurement strategies. Concord's product and technology portfolio across the entire value chain of wastewater reuse solutions provides customers with lower costs of ownership during the product life cycle. This approach contrasts with the conventional sum-of-the-parts method, where products and equipment are combined from different manufacturers for building industrial wastewater reuse and Zero Liquid Discharge applications.



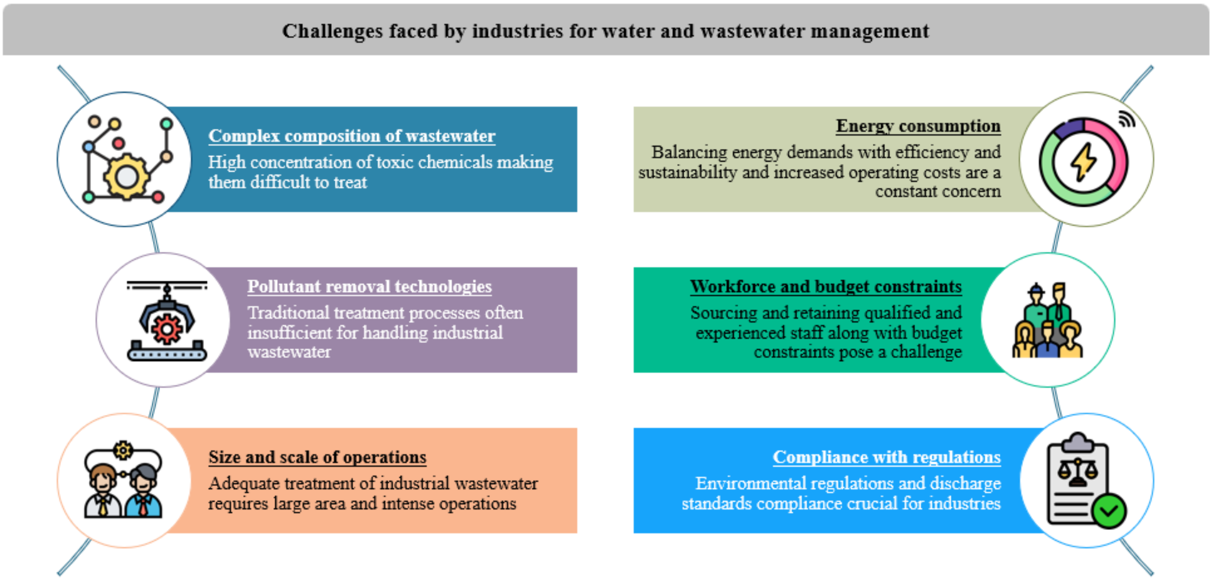
The process includes primary, secondary, and tertiary treatments to remove contaminants, with sludge generated being managed and disposed of properly. Treated effluent is safely discharged or reused within industrial processes to minimize water consumption. Advanced technologies and monitoring systems are integrated to enhance efficiency and ensure treatment quality.

5.5.3 Risks and Challenges

Industrial water and wastewater treatment facilities pose various risks to workers due to the nature of their operations. These risks include:

- **Gas hazards**: Methane, hydrogen sulphide, and oxygen deficiency are significant gas hazards in wastewater treatment plants, which can lead to asphyxiation, explosion, and poisoning
- **Physical hazards**: Workers face risks of slips, trips, and falls due to wet floors, algae, and uneven surfaces in wastewater treatment plants. Drowning is a concern when working near tanks or confined spaces containing liquids
- **Chemical exposures**: Exposure to hazardous chemicals like chlorine, ammonia, and industrial waste gases is a common risk in these facilities, especially in poorly ventilated areas or in case of leaks
- **Confined space hazards**: Entry into tanks, pits, or sewer lines can lead to dangers such as engulfment, entrapment, oxygen deficiency, and exposure to toxic atmospheres
- **Health risks**: Occupational health risks for workers in sewage treatment plants include accidents during various treatment processes, leading to injuries and health issues

Industrial wastewater treatment facilities face several key challenges and need to employ advanced treatment technologies, optimize energy consumption, invest in workforce training, and collaborate with regulatory bodies and research institutions to develop tailored and sustainable solutions. Major challenges faced by industries are:



5.6 Existing water and wastewater treatment plants

India's booming industries are driving demand for effective water treatment. These plants use a multi-stage approach to transform raw water into usable industrial process water. After use, wastewater undergoes treatment to remove pollutants before release or reuse. While basic methods like filtration exist, advanced options like membrane technology are gaining ground. Government regulations and a growing focus on sustainability are pushing industries towards cleaner processes and water reuse strategies. This rapidly developing sector holds promise for efficient water management in India's industrial landscape. There are a total of 1,496 sewage treatment plants in India. Some of the major sewage treatment plants in India are:

Wastewater treatment plants in India

Name of plant	Geographical footprint	Operational status	Capacity (MLD)	Objective
Okhla Wastewater Treatment Plant	Okhla, New Delhi	Partially operational	564	• **Largest** STP in Asia, 4th largest in the world • To generate **5MW** of green power from emanating sludge
Koramangala and Challaghatta Valley Project	Bengaluru, Karnataka	Under operations	440	• Recharging groundwater aquifers in areas with water table at ~**100ft** below ground
Coronation Pillar STP	North Delhi, New Delhi	Under trial	318	• Cleaning of Yamuna river
Kodungaiyur STP	Chennai, Tamil Nadu	Active; treating ~230MLD of water	270	• Clean water resources of state capital, including the sea
Kondli Wastewater Treatment Plant	East Delhi, New Delhi	Under development	204	• Avoid transportation of wastewater to other locations • Strengthen **circular economy**

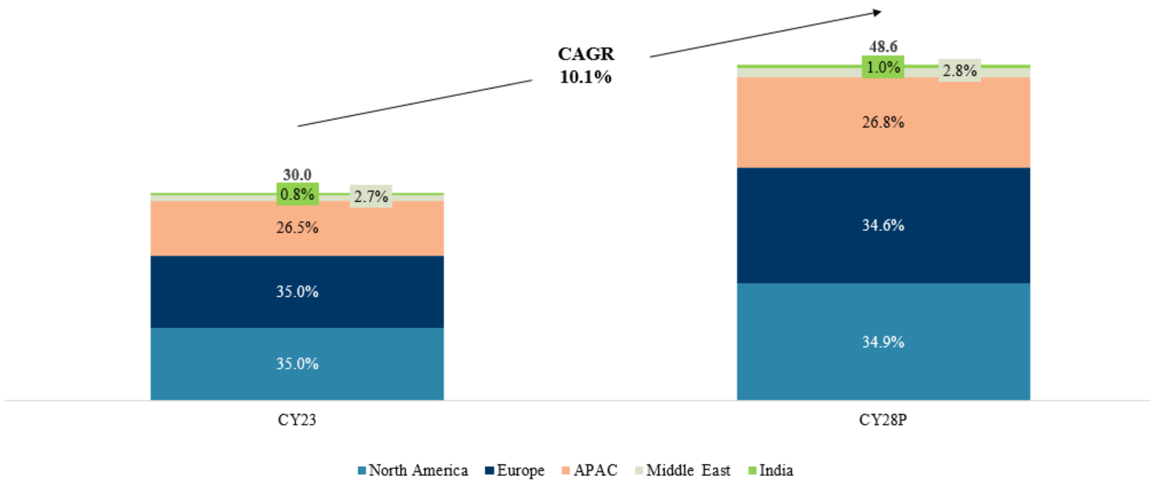
Note(s): MLD stands for Megalitres per Day; MW: Megawatt

6. Global & Indian industrial wastewater recycling/reuse market analysis

6.1 Market size for recycling and reuse solutions in India and key global regions

Recycling and reuse solutions for wastewater are becoming increasingly vital in India and key global regions as they address the dual challenges of water scarcity and environmental pollution. Concord Enviro is one of the leading global providers of water and wastewater treatment and reuse solutions, including zero liquid discharge ("ZLD") technology, in terms of revenue from operations, as on March 31, 2024. The company has in-house capabilities to develop solutions across the entire value chain including designing, manufacturing, installation and commissioning, operation and maintenance ("**O&M**") and digitalization solutions including Internet of Things ("**IoT**"). They design, manufacture, install, operate and maintain industrial wastewater reuse and zero liquid discharge solutions. Concord's recycling solutions play a vital role in supporting industries to achieve water conservation and sustainability goals. The global recycling and reuse wastewater market is experiencing robust growth and is projected to grow at a CAGR of 10.1%, increasing from US$ 30B in CY23 to US$ 48.6B in CY28, with North America and Europe contributing 35% each as of CY23. India, with a recycling & reuse market valued at US$ 235.5M (INR 1,968 Cr), is also advancing in this sector, focusing on sustainable water management solutions. In India, innovative technologies and stringent regulations are driving the growth of the wastewater recycling market, with significant investments in infrastructure and industrial processes aimed at reusing treated wastewater for agricultural, industrial, and even potable purposes. As of Fiscal 2024, Concord Enviro was among the top six largest companies in Indian industrial water recycle and reuse systems in terms of revenue, with a market share of 14.5%.

Market size for recycling and reuse solutions in India and key global regions
(US$ B, CY23-28P)



Source(s): Expert interviews, Industry publications & articles, 1Lattice analysis

Globally, regions such as North America, Europe, and APAC are leading the way in adopting advanced recycling technologies, motivated by regulatory pressures, sustainability goals, and the need to manage limited water resources effectively. The demand for water and wastewater treatment solutions in APAC is mainly driven by rapid urbanization in developing Asian economies including China, India, Vietnam, and Indonesia. Other factors contributing to the growth of the market include improving standards of living, water scarcity, and the emergence of more stringent water-related laws and regulations, particularly for effluent discharge. These solutions mitigate wastewater discharge impacts on ecosystems and promote circular economies by converting waste into valuable resources. Integrating recycled water in industrial processes, agricultural irrigation, and potable supply reduces freshwater reliance and enhances resource efficiency. This approach conserves water, minimizes waste, and boosts environmental sustainability and economic resilience.

6.2 Overview of wastewater recycling/ reuse in industries in India

In India, wastewater recycling and reuse are gaining traction across various industries as water scarcity and environmental concerns become increasingly pronounced. Industries such as textiles, food and beverage, pharmaceuticals, and manufacturing are implementing wastewater treatment plants to recycle and reuse water for non-potable purposes like cooling, irrigation, and industrial processes. Concord Enviro is an integrated provider of wastewater treatment and zero liquid discharge solutions, with focus upon energy optimization and recovery and their recycling solutions have been supporting these efforts, helping industries achieve water conservation and sustainability goals. Concord Enviro had revenue of INR 285 Cr from industrial wastewater recycling services in FY24. This approach not only helps alleviate water stress but also enhances operational efficiency and reduces environmental pollution.

The wastewater recycling and reuse market in India is in the growth stage, driven by regulations associated with wastewater disposal. The high initial cost of recycling and reuse systems, which has traditionally limited growth, is increasingly outweighed by the higher costs of wastewater disposal and penalties associated with non-compliance. This economic shift is further incentivizing industries to adopt recycling and reuse solutions, thereby fostering broader adoption and development in the sector. With the Indian government emphasizing water conservation and sustainable development through initiatives like the National Water Mission, industries are increasingly recognizing the importance of wastewater recycling and reuse as integral components of their sustainability strategies.

6.3 Increasing adoption of ZLD

The growth of the zero liquid discharge (ZLD) market is driven by the increasing adoption of these systems, largely due to stringent government regulations on wastewater discharge. Wastewater discharge destabilizes ecosystems and harms water bodies. ZLD systems aim to eliminate all liquid waste from a system, producing clean water suitable for reuse. The captured solid waste can be repurposed for various industrial processes. The clean water obtained from ZLD treatment systems is utilized as a coolant and in various industrial applications such as cooling tower blowdown, boiler blowdown, and oil refinery effluent treatment. Concord, an integrated solutions provider supported by backward-integrated manufacturing facilities and comprehensive wastewater reuse solutions, plays a key role in this sector by offering advanced ZLD systems and technology.

As an integrated water treatment system and plant provider with its own manufacturing facilities and O&M services offering, Concord Enviro is well positioned to capitalise on opportunities in water reuse and ZLD markets in India.

6.3.1 Understanding of the components of a water and wastewater system in an industrial plant

- **Intake System:**

Note(s): Image represents collection of water into plant's treatment system

- **Raw Water Source:** The initial source of water, which could be a river, lake, well, or municipal supply. The choice of source depends on the plant's location and water quality requirements.

- **Intake Pumps:** These pumps draw raw water from the source into the plant's water system. They must be robust and reliable to ensure a consistent water supply.

- **Sensors and Instrumentation**: These devices monitor various parameters such as flow rate, pH, turbidity, and chemical levels to ensure the treatment processes are functioning correctly.

- **Control Systems:** Automated systems that manage and optimize the treatment processes, ensuring efficiency and compliance with regulations.

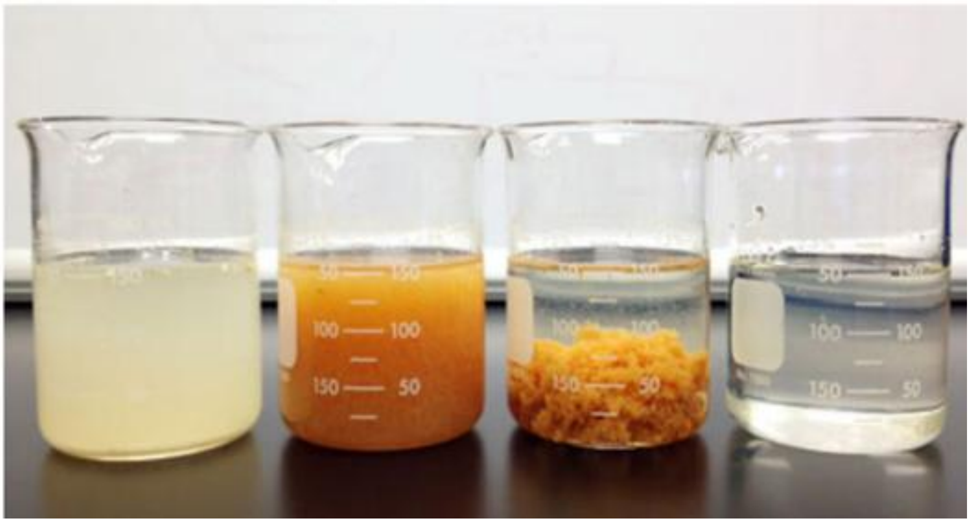
- **Pretreatment:**

Note(s): Image represents pre treatment process

- **Screens and Strainers:** These are the first line of defense, removing large debris and particulates from the raw water to protect downstream equipment.

- **Coagulation and Flocculation**: Chemicals such as alum or ferric chloride are added to the water to form flocs. These flocs help in aggregating suspended particles, making them easier to remove.

• **Primary Treatment:**



Note(s): Image represents primary treatment which involves sedimentation & chemical treatment

- **Sedimentation Tanks:** These tanks allow heavier particles to settle at the bottom, forming sludge that can be removed from the system.

- **Clarifiers**: Used to further separate solids from water, clarifiers improve the efficiency of subsequent treatment processes.

- **Filtration Systems:** These systems remove finer particles from the water. Sand filters, membrane filters, and multimedia filters are commonly used.

- **Chemical Treatment:** This includes processes like chlorination for disinfection, UV treatment to kill pathogens, and pH adjustment to ensure the water is chemically balanced.

• **Secondary Treatment:**

Note(s): Image represents secondary treatment which includes biological degradation of organics matter

- **Biological Treatment:** This involves using microorganisms to break down organic matter. Common methods include activated sludge processes, trickling filters, and biofilters.

- **Aeration Tanks:** These tanks supply oxygen to support the biological treatment processes. Oxygen is essential for aerobic microorganisms that degrade organic pollutants.

- **Tertiary Treatment (for Zero Liquid Discharge):**

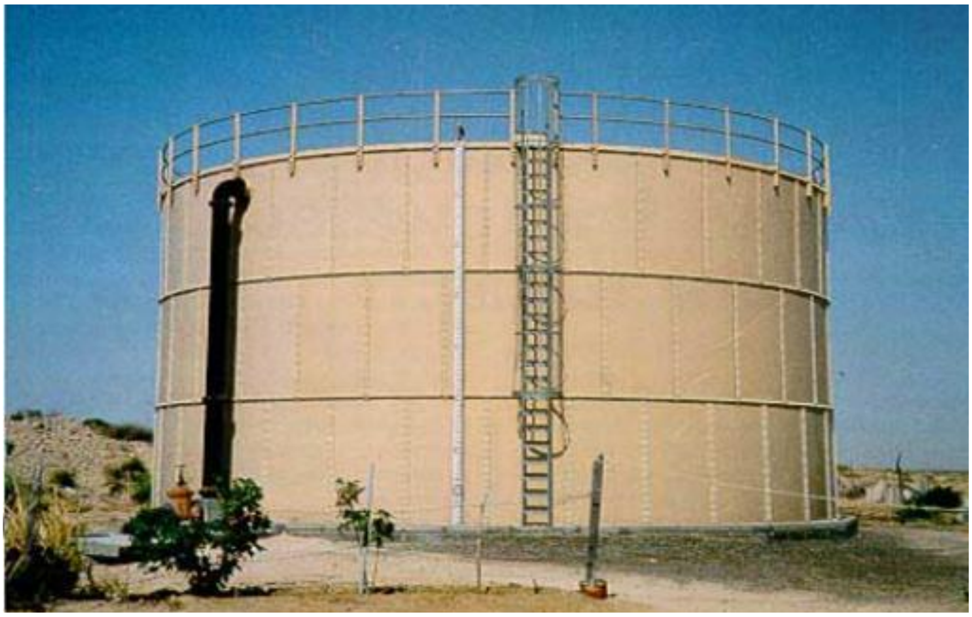
- **Reverse Osmosis (RO)**: This membrane technology is used to remove dissolved salts and contaminants from the water, producing high-purity water. Concord's ultra-high pressure reverse osmosis (RO) membranes enables high recovery rates of water in India. Concord's ZLD solution utilizes UHPRO systems and advanced waste heat evaporation technology. This integrated approach not only ensures effective wastewater treatment but also reduces the total energy demand for ZLD processes. Their waste heat evaporation plants use thermal energy from waste heat such as engine cooling heat/exhaust heat as a means to extract clean water from highly concentrated waste waters and reverse osmosis plant rejects.

- **Evaporation/Crystallization:** These processes concentrate and remove the remaining liquid, leaving behind solid waste. This solid waste can often be repurposed or safely disposed of. Concord Enviro also pioneers in water and wastewater treatment with advanced evaporation, condensation, and vapor recompression technologies for sustainable zero liquid discharge solutions. Their innovative ZLD systems ensure that no liquid waste is discharged, promoting maximum water recovery and reuse while minimizing environmental impact.

- **Thickeners:** These increase the solids content of the sludge, making it easier to handle.

- **Sludge Dryers:** These reduce the moisture content of the sludge further, making it suitable for disposal or reuse.

• **Storage**



Note(s): Image represents storage of treated wastewater

- **Storage Tanks:** Treated water is held in storage tanks before it is either reused or further processed. These tanks must be constructed of materials that prevent contamination.

• **Discharge and Reuse:**

Note(s): Image represents effluent discharge into the environment

- **Effluent Discharge:** Treated water that is not reused within the plant is released into the environment or the municipal sewer system. This discharge must meet stringent regulatory standards to prevent environmental contamination.

- **Reuse Systems:** Treated water is often recirculated back into the plant for uses such as cooling, cleaning, and other industrial processes, significantly reducing the demand for fresh water.

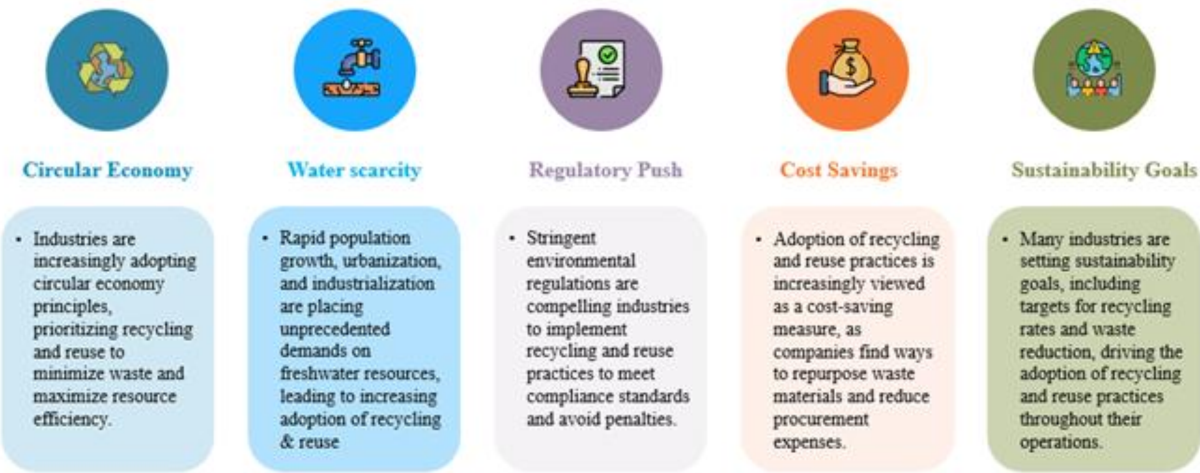
6.3.2 Significance of wastewater recycling/reuse in various industries

Wastewater recycling and reuse have emerged as crucial strategies for various industries seeking sustainable and efficient resource management solutions. Other factors that are driving the growth of the wastewater recycling and reuse market in India are: Increasing water scarcity, improvements in water recovery through technological improvements in recycle and reuse systems. Water from conventional sources is becoming more expensive than recycled water, A growing tendency among foreign companies to only import industrial products that follow sustainable production processes and awareness for environmental problems and initiatives towards sustainability development goals. In an era marked by increasing water scarcity, environmental consciousness, and regulatory pressure, industries are recognizing the significance of maximizing the value of wastewater. By treating and repurposing wastewater, businesses across sectors such as manufacturing, agriculture, energy production, and municipal services can alleviate strain on freshwater resources, reduce pollution, and even generate cost savings.

Emerging trends	
Refinery	• **Water Conservation:** Refineries use large amounts of water for cooling and processing. By recycling wastewater, they reduce their freshwater intake, preserving local water sources and mitigating environmental impact. • **Cost Savings:** Refineries can save on water procurement and disposal costs by treating and reusing wastewater internally, rather than relying solely on freshwater sources or external wastewater treatment facilities.
Chemical	• **Resource Recovery:** Wastewater in chemical plants often contains valuable chemicals that can be reclaimed through recycling processes. This reduces the need for new raw materials and lowers production costs. • **Process Efficiency:** Recycling wastewater within chemical plants ensures a reliable supply of water for various processes, contributing to overall operational efficiency and productivity.
Pharmaceutical	• **Water Quality:** The pharmaceutical industry requires high-purity water for production to ensure product quality and safety. Recycling wastewater helps maintain water quality standards and reduces the risk of contamination. • **Regulatory Compliance:** Strict regulations govern wastewater discharge from pharmaceutical plants. Recycling wastewater allows companies to meet these regulations while minimizing environmental impact and avoiding regulatory penalties.
Power	• **Water Savings:** Power plants, especially those using thermal processes, require vast amounts of water for cooling. Wastewater recycling reduces the need for freshwater intake, conserving water resources and supporting sustainable power generation. • **Cost Efficiency:** Recycling wastewater lowers operational costs associated with water procurement and discharge, improving the financial performance of power plants.
Steel	• **Process Optimization:** Recycled wastewater is used for various purposes in steel manufacturing, including cooling and dust suppression. This reduces the demand for freshwater and enhances process efficiency. • **Cost Reduction**: Lower water consumption and reduced waste disposal costs contribute to cost savings for steel producers, improving their competitiveness in the market.
Distillery	• **Resource Recovery**: Wastewater from distilleries contains organic matter and nutrients that can be recovered and reused for energy production or agricultural purposes. Recycling wastewater enhances resource efficiency and reduces environmental impact. • **Cost Savings**: Recycling wastewater reduces the need for freshwater intake and wastewater treatment, leading to cost savings for distilleries and improving their bottom line.
Food & beverage	• **Hygiene and Safety:** Recycled water is used for cleaning and sanitation in food and beverage production facilities, ensuring product safety and compliance with food safety standards. • **Water Conservation:** The food and beverage industry relies heavily on water for processing and cleaning. Recycling wastewater reduces freshwater consumption and supports sustainable water management practices.

6.3.3 Trends for adoption of recycling/reuse in various industries

The adoption of recycling and reuse practices is becoming increasingly prevalent across various industries, driven by a combination of environmental concerns, regulatory pressures, and economic incentives. As global awareness of sustainability issues continues to rise, businesses are recognizing the importance of reducing waste, conserving resources, and minimizing their environmental footprint.

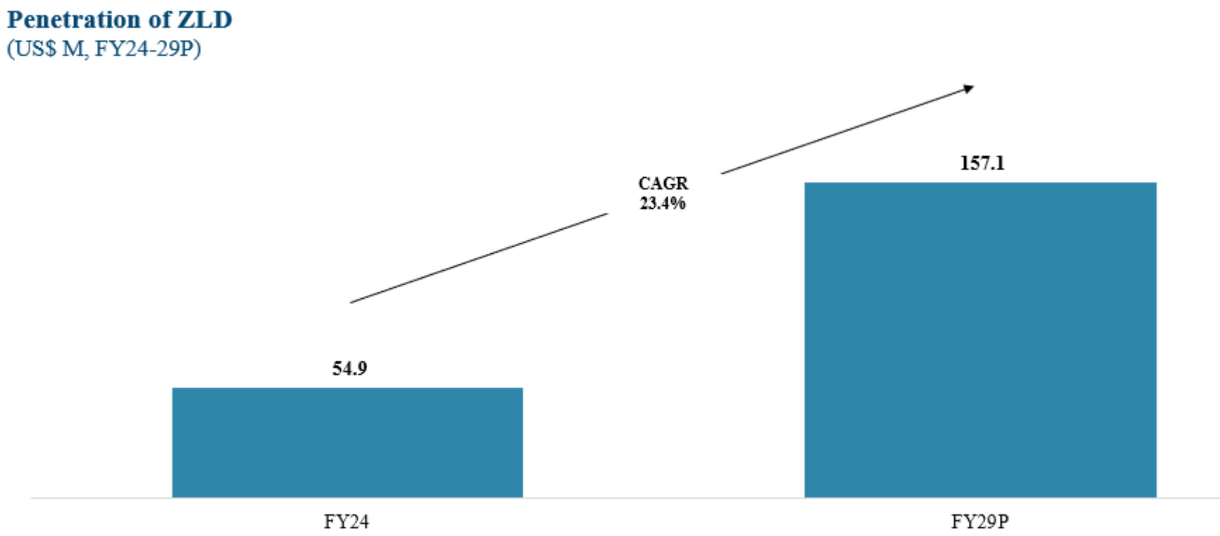


6.3.3.1 Specialty Chemicals and Pharmaceuticals and how they are driving the demand for water reuse / recycling

The specialty chemicals and pharmaceutical industries are driving the demand for water reuse and recycling due to their intricate manufacturing processes and stringent quality control requirements. With the growing diversity of specialty chemical blends and the continuous development of pharmaceutical products, there's a heightened need for advanced analytical instrumentation to determine complex compositions, confirm purity levels, and verify functionality specifications. Moreover, the emphasis on R&D in pharmaceuticals, particularly in response to the pandemic and evolving medical needs, underscores the importance of sustainable practices in water management. As pharmaceutical companies strive to innovate and deliver new therapeutics, preventative treatments, and diagnostics, they rely on water reuse and recycling to minimize environmental impact, enhance operational efficiency, and ensure regulatory compliance. Similarly, the expansion of biosimilar drugs and the demand for lower-cost therapeutics further emphasize the need for efficient water management practices to support the increasing production and testing requirements in these industries.

6.3.3.2 Penetration of ZLD technology in plants of India

Zero Liquid Discharge (ZLD) technology is progressively penetrating industrial plants in India, driven by stringent environmental regulations and water scarcity issues. Currently, ZLD technology has been adopted by up to 23.4% of industrial plants, representing a market value of approximately US$ 54.9M (INR 459.3 Cr) in FY24. The Central Pollution Control Board (CPCB) plays a pivotal role in this transition by enforcing stringent effluent discharge norms and compliance requirements. In Fiscal 2024, Concord Enviro was among the top two largest ZLD solutions providers in India in terms of revenue, with a market share of 43.4%. Concord Enviro had a revenue of INR 199.5 Cr for ZLD offerings in the year.

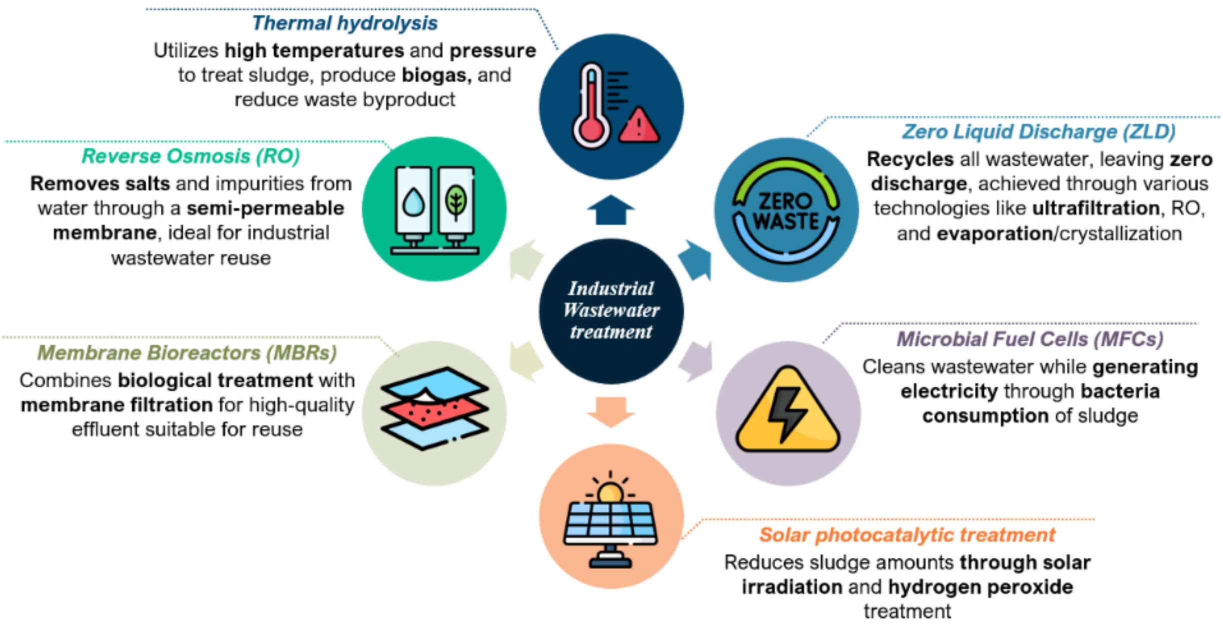


Source(s): Expert interviews, Industry publications & articles, 1Lattice analysis

Industries such as textiles, pharmaceuticals, and chemicals are increasingly adopting ZLD systems to ensure that all wastewater is treated, recycled, and reused within the plant, leaving no discharge. CPCB's rigorous monitoring, regular inspections, and issuance of directives for high-polluting industries have significantly pushed the adoption of ZLD technologies. Concord Enviro’s in-house R&D team developed UHPRO modules, and was the first to introduce this innovative UHPRO technology in India, enabling higher water recovery rates. The UHPRO system enhances the treatment of existing RO projects by further reducing effluent volume and increasing reject concentration to 10-12% solids. This leads to significant reductions in steam consumption and power requirements. The system's compact design allows for easier installation, handling, and isolation in case of faults. Additionally, UHPRO systems manage higher volumes of RO reject effluents more reliably, minimizing mechanical and process failures. Further, their UHPRO technology consumes 30% less energy and offers lower O&M costs compared to traditional methods like Multi-Effect Evaporators. These advanced ZLD solutions not only meet regulatory demands but also align with India's sustainability goals by reducing environmental pollution and conserving energy. The government's push for stricter compliance and the availability of advanced treatment technologies have further accelerated the adoption of ZLD, making it a critical component of industrial water management in India.

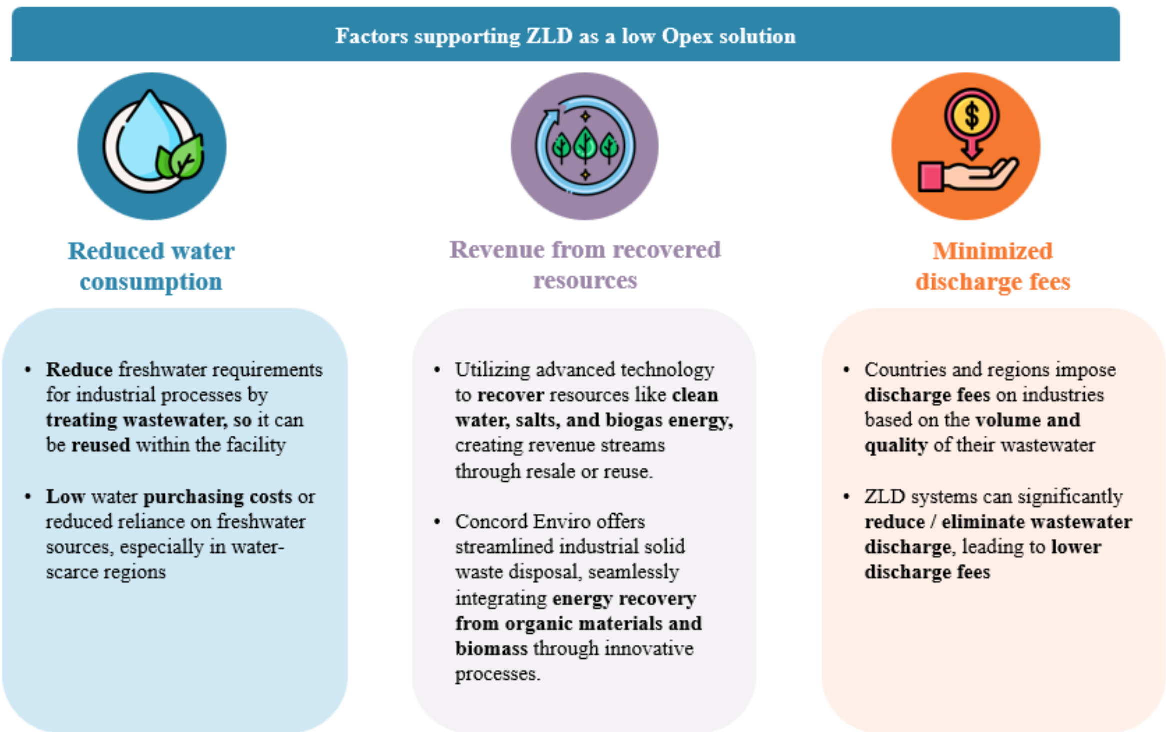
6.4 Global and Indian industrial wastewater treatment solutions by technologies

Wastewater treatment solutions play a critical role in maintaining public health, protecting ecosystems, and ensuring the sustainable management of water resources globally. The choice of treatment technology depends on the type and concentration of pollutants, regulatory requirements, and the specific needs of the industry. Below is an overview of the major industrial wastewater treatment solutions practiced globally:



6.4.1 ZLD: Viability as a low OpEx solution

Zero Liquid Discharge (ZLD) systems offer significant environmental benefits by minimizing wastewater discharge, they typically come with a higher initial capital expenditure (CapEx) compared to conventional wastewater treatment methods. It can indeed offer low operational expenditure (OpEx) benefits. ZLD systems can achieve **water recovery rates** of over **95%,** potentially saving millions of liters of water per year for a large industrial facility by coupling with the technology of High pH RO. Here are several ways in which ZLD can prove to be a cost-effective solution for wastewater treatment:



6.4.2 Evaporators: Growth outlook

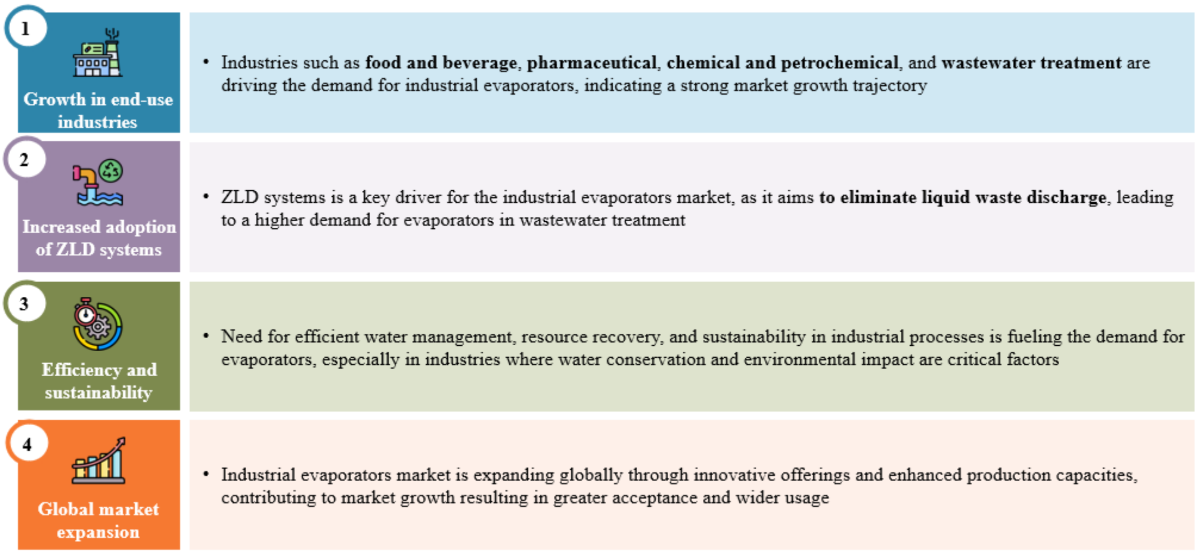
Evaporator systems concentrate and purify wastewater, enabling compliance with stricter regulations. They also combat water scarcity by recovering clean water for reuse. Advanced versions even recover valuable resources from wastewater. Industrial evaporators are widely used across various end-user industries, each with specific requirements and applications like food & beverage, pharmaceuticals, chemicals & petrochemicals, wastewater treatment and others.

The demand for waste heat evaporator systems in industrial wastewater management is driven by the need for efficient wastewater treatment, water conservation, and sustainability, with a growing market size and increasing adoption of innovative solutions like ZLD systems and solar thermal evaporation. WHE technology consumes less energy than traditional methods of water purification, leading to lower operation and maintenance (O&M) costs. This makes it an attractive solution for industries aiming to optimize resource utilization and reduce environmental impact.

Market drivers for industrial evaporators

These drivers collectively create a strong demand for efficient and sustainable wastewater treatment solutions, positioning industrial evaporators as a critical component in modern industrial operations. As industries continue to prioritize environmental compliance, water conservation, and resource recovery, the market for industrial evaporators is expected to grow significantly.

Market drivers for industrial evaporators



Market challenges faced regarding industrial evaporators

- **High Energy Consumption**: Evaporating water requires large amounts of energy, as it takes roughly six times more energy to evaporate water at its boiling point compared to the energy needed to heat the water to that temperature
- **Corrosion**: Wastewater can contain corrosive substances, such as acids or salts, which can damage the materials used in industrial evaporators
- **High initial capital investment**: The cost of purchasing and installing industrial evaporators is high. This includes the cost of the evaporator itself, as well as associated infrastructure such as piping, pumps, and control systems
- **Maintenance needs:** Evaporators require regular maintenance to prevent scaling and ensure optimal performance, adding to operational costs
- **Limited applicability:** Evaporators might not be suitable for all types of wastewater, particularly those with high organic content or hazardous material

6.5 Business environment: Industrial wastewater recycling / reuse market

The global industrial wastewater recycling and reuse market is influenced by regulatory frameworks, technological advancements, market demand, and sustainability initiatives and is valued at US$ 80.6B in CY23, the market is projected to reach US$ 120.0B by CY28, with a CAGR of 8.3%. Stricter global environmental regulations and Zero Liquid Discharge mandates drive adoption, particularly in sectors like textiles and power generation. Technological innovations, such as membrane bioreactors, reverse osmosis, and smart water management systems integrating IoT and AI, improve cost-effectiveness and efficiency. Recycling and reuse reduce operational costs and help meet sustainability goals.

The adoption of IoT in India's water and wastewater sector is currently low but has high growth potential, driven by severe water stress and associated challenges. Companies are increasingly focusing on environmental, social, and governance practices and striving to meet UN sustainability development goals, further fueling the adoption of IoT solutions in this sector.

The industrial wastewater recycling/reuse market presents a significant business opportunity. With growing environmental pressures, rising water costs, and technological advancements, the market is poised for continued growth. By addressing challenges through innovation and collaboration, industries and technology providers can create a sustainable future for water resource management.

6.5.1 Price comparisons between water recycling Vs freshwater tariffs

Conventional water sources for industries include municipal water supply, private tankers, and direct extraction from freshwater sources. The least expensive option is direct groundwater extraction, which is regulated in most cities. Consequently, the most reliable option for industries is the municipal water supplied by utilities. For reuse projects to be viable, the treated water must be cost-competitive with alternative options available to industries.

Water Tariff Competitiveness: The viability of water reuse projects is contingent on the cost competitiveness of treated water

- The industrial water tariff in metropolitan cities of India and industrial towns ranges from INR 20 to INR 150 per kilolitre
- The weighted average comes to around INR 46.2 per kilolitre
- During water scarcity, industries may resort to buying water from private water tankers priced at INR 56 per kilolitre and above
- Estimates suggest that cost benchmarking for recycled water for industrial purposes can boil down to a reduction of ~10-18% of freshwater tariffs in the long run, but the figures are highly influenced by external factors like technology costs, machinery, conveyance, utilities, etc.
- For example, as per a report published in CY24 by the Center for Water & Sanitation (CWAS), the cost of fresh water to industries in Surat is INR 23.0 per kilolitre, while recycled water is priced at INR 19.8 per kilolitre, a difference of 16.2%.

Concord Enviro’s “pay per use/pay as you treat” model enables customers to meet the requirements of additional water reuse arising from peaks in production due to market demand, low seasonal freshwater availability, climate change-related sudden impacts, urgent compliance with regulatory changes, and immediate savings through water reuse and reduced energy consumption.

6.5.2 Emerging Technologies

Emerging technologies in industrial wastewater recycling and reuse management are pushing the boundaries of efficiency, cost-effectiveness, and sustainability. These technologies are designed to meet the increasing demand for cleaner production processes and stricter environmental regulations. Here are some of the most promising emerging technologies:

Emerging technologies in industrial wastewater recycling / reuse treatment solutions	
High-pressure Reverse Osmosis (RO)	• Advancing the capabilities of traditional RO by operating at **higher pressures**, which allows for the treatment of highly saline and contaminated wastewater streams • More efficient at **removing dissolved solids**, salts, and contaminants, making them suitable for industries with challenging **wastewater compositions**
Forward Osmosis (FO)	• Innovative **membrane technology** that uses a **natural osmotic pressure** difference to draw water through a **semi-permeable membrane**, leaving contaminants behind • Effective in treating highly saline or **difficult-to-treat wastewater** and can be integrated with RO systems for improved efficiency and reduced energy consumption
Membrane distillation	• Thermally driven **separation process** that uses a **hydrophobic membrane** to **separate water vapor** from a heated saline solution • Operates at **lower temperatures** compared to traditional distillation, **reducing energy costs**
Anaerobic membrane bioreactors (AnMBRs)	• Anaerobic **biological treatment** with **membrane filtration** to treat industrial wastewater, suitable for treating **high-strength wastewater** with high organic loads • Produce **biogas** as a byproduct, which can be used as an **energy source**, making the process energy-efficient and **cost-effective**
Electrochemical Water Treatment	• Electrochemical technologies, including **electrocoagulation**, **electrooxidation**, and **electroflotation**, use electric currents to remove contaminants from wastewater • Effective for the removal of heavy **metals**, **organic pollutants**, and **pathogens**, and can be tailored for **specific industrial applications**
Nanotechnology	• Wastewater treatment involving the use of **nanoparticles** and **nanomaterials** to enhance the removal of contaminants • **Improve** the efficiency of **filtration, adsorption**, and **catalytic processes**, offering high surface area and reactivity for pollutant removal

7. Threats and challenges of the water & wastewater treatment industry

The water & wastewater treatment industry is a significant contributor to India's waste management industry. While the sector faces challenges such as outdated & inconsistent regulations across states, high costs for advanced technologies, and weak enforcement, it also presents opportunities for growth and expansion. All such threats and challenges apply to all players operating in the water & wastewater industry, as mentioned in the competition section, including Concord Enviro. Below are the threats and challenges of the market:

Threats	Challenges
• Municipal wastewater treatment **faces high costs (e.g., INR 2.5-3L for an 8-10 KLD plant) and a lack of reliable infrastructure** in rural and urban areas, leading to poor management practices • Industrial wastewater treatment struggles with **a shortage of trained personnel and the challenge of maintaining aging infrastructure**, resulting in inefficiencies and high operational costs • Water recycling solutions **lack standardized procedures for different wastewater types and face environmental concerns**, with water utility companies needing to address public trust issues due to incidents of spills and pollution • Zero liquid discharge (ZLD) solutions **involve high operational costs and difficulties in disposing of solid waste,** which may contain hazardous materials, making the process expensive and challenging • With the rapid advancements in technologies, new & more innovative methods of wastewater treatment are coming. This evolving **technology has reduced the lifecycle of current solutions**, posing threat to current market players	• **Outdated and inconsistent regulations across states, weak enforcement, and lack of coordination among central and state governments**, local bodies, industries, and communities hinder comprehensive wastewater management. • Industrial wastewater treatment **faces high costs for advanced technologies and chemicals, compounded by supply chain disruptions; High energy consumption** for processes like high-pressure pumps and anaerobic digesters further escalates operational costs. • **Inconsistent policies and weak enforcement deter private investment** in water recycling, leading to funding shortages and reliance on outdated systems; **Climate change increases the frequency and severity of storms, threatening water recycling infrastructure** with potential overflows of untreated sewage. • **Varied perceptions** ZLD across industries and **its high capital and energy costs pose significant challenges to widespread adoption,** despite its efficiency in recovering water and valuable salts

8. Competition Analysis (For Industrial Wastewater Market)

8.1. Company Overview

Concord Enviro is an integrated solutions provider of industrial wastewater reuse and ZLD solutions with a global presence. Thermax, Ion Exchange, Praj Industries, VA Tech Wabag, and Concord Enviro have established a significant global presence and maintain substantial operations within India. Thermax, Concord Enviro, and Ion Exchange have a notable presence in India, supported by their manufacturing capabilities. Concord has a history of high customer retention and derives a significant proportion of our revenue from repeat business (defined as repeat business generated from a customer in the past three fiscal years) built on our successful execution of prior engagements, our focus on high-quality products, our focus on leading-edge technology and customer satisfaction.

Key office locations						
Parameter	**Concord Enviro**	**Thermax**	**Praj Industries**	**Ion Exchange**	**Va Tech Wabag**	**Triveni**
Global presence	• North America • Latin America • Africa	• 90 countries, extensive service network spread across	• 100+ countries across all 5 continents	• APAC • Europe • Middle east • North America	• Operations across 28 countries and four regions	• Operational across 11 countries in North

	• Middle East • Southeast Asia • Australia • New Zealand	Asia, South East Asia, the Middle East, Africa, Europe and the Americas)		• Africa	• Southeast Asia, the Middle East, Africa and Europe	America and Asia
Indian headquarters & Manufacturing facilities	• Maharashtra • 2 manufacturing facilities with one in Vasai, India and the other one in Sharjah, UAE	• Maharashtra • 14 manufacturing facilities (10 in India & 4 abroad)	• Maharashtra • 4 manufacturing facilities in India	• Maharashtra • 7 manufacturing and assembly facilities across India • 1 assembly facility each in UAE, Indonesia, Bangladesh and Saudi Arabia	• Tamil Nadu	• Uttar Pradesh • Manufacturing facilities in Noida and Delhi-NCR region

Note: Indian headquarters are taken as corporate offices unless specified

Focus Solutions						
Parameter	**Concord Enviro**	**Thermax**	**Praj Industries**	**Ion Exchange**	**Va Tech Wabag**	**Triveni**
Segment	• Industrial	• Municipal • Industrial	• Industrial	• Industrial	• Municipal	• Municipal
Presence in recycling solutions						
Presence	• Yes	• Yes	• Yes	• Yes	• Yes	• Yes
Solutions provided	• Anaerobic digestors • DAFs • Membrane Systems (RO, UF, NF) • ETP • STP • MBR • Waste Heat Evaporators • Process water separation • Ammonia recovery	• Provide water treatment, wastewater treatment/recycle and zero liquid discharge solutions, sewage treatment/recycle and desalination plants • Aims to provide a one-stop solution to customers to help them reduce, reuse or recycle water and wastewater	• Nano filtration • Ultra filtration • Reverse osmosis plant with up to 95% effluent recycling	• Continuous media filters • Advanced oxidation system • Membrane systems	• 100% recycling obtained using – - Membrane bioreactor (MBR) - Membrane filtration (MF, UF, NF) - Reverse osmosis (RO) - Biofiltration	• Offers water recycling and zero liquid discharge (ZLD solutions)

R&D Prowess						
Parameter	**Concord Enviro**	**Thermax**	**Praj Industries**	**Ion Exchange**	**Va Tech Wabag**	**Triveni**
Laboratories and in-house R&D centres	• Research focus on cost effectiveness & energy effectiveness • Continuous product R&D • Application R&D • 45 plants which can work as pilot sites, India & overseas	• Operations are supported by extensive R&D • 71 persons R&D team	• 6 well equipped laboratories • ISO-9001-2015 certified analytical laboratories • Government of India certified in-house R&D centre • 300+ patents • 90+ research scientists	• 2 in-house R&D facilities • 2 applications and testing centres	• In-house R&D centres in Austria and India	• Focused on protecting water resources in an ecologically sustainable manner • Certifications: ISO9001:2015, ISO14001:2015, & ISO 45001:2018
Research partnerships / Patents & manpower / Investment	• 25+ individuals on the R&D team • 3 patents (filed an	• Investment of INR 19.6Cr • 3 tie-ups with external firms/startups	• Private sector Biotech Park status by Government of Maharashtra	• 40 patents with 100+ products commercialized • Team of 59 scientists	• Research centres - - Anna University, Chennai/India	• Associated with Confederation of Indian Industry (CII) and formed a centre of

	application for 3 more)		• 90+ PhDs and technologists • US$ 25M CapEx investment		- Vienna University of Technology, Austria - IWW Water Centre, Germany - EAWAG – Swiss Federal Institute of Aquatic Science and Technology - Istanbul Technical University, Turkey • 125+ IP rights	excellence "CII Triveni Water Institute" which does extensive research and advise wide ranging interventions to improve the quality of water and restore adequate water tables

Operations						
Parameter	**Concord Enviro**	**Thermax**	**Praj Industries**	**Ion Exchange**	**Va Tech Wabag**	**Triveni**
Integrated Offering	• Inhouse capabilities span across the value chain including design, component manufacturing, installation and commissioning, O&M including digitalization solutions including IoT technology for analysis of customer data. • In-house assembly (electricals contracted, skid frame contracted, etc.) • Membranes manufactured primarily in-house	• In-house installation of plants	• Manufacturing of critical equipment reactors, high pressure vessels, heat exchangers, columns and customer specific proprietary equipment	• In-house membrane manufacturing • In-house fabrication and assembly unit • In house manufacturing for cooling and boiler water treatment chemicals, RO membrane chemicals, water quality test kits	• 99 years of plant-building experience	• In-house engineering and design teams
Customization & Modular Designs	• Yes	• Yes	• Yes	• Yes	• Yes	• Yes
O&M Offerings	• Provision of manpower for operations • Ground support with preventive maintenance • Realtime IOT	• Basic assessment of the plants • Detailed assessment with check-up visits • Plant upgrade & improvement	• Plant erection • Plant commission and erection • Hazop studies • Water audits • Feasibility analysis	• Routine monitoring of process parameters like Ph, bod, cod, colour, suspended, solids etc. • Online water quality	• Training and integration of existing skilled personnel with adherence safety and standard operating procedures	• Product and process audit, project health check-up, assessment of existing processes • Modification of process to meet new

	services and AI • Water intelligence technologies	• Plant management services • Spare parts management • Operation & maintenance with inhouse-trained manpower • Membrane integrity tests and autopsies • Plant audit & evaluation • Characterization and treatability test • Outsourced utility services	• Preventive and pre-emptive maintenance • Well-tuned data logging system for proper monitoring of plant • Provision of spare parts and consumables • Repair and refurbishment of major components • Access to various suppliers for quick troubleshooting if required	monitoring technology, all the major steps of traditional analyses are carried out by automated online analyzers • Support for plant running, periodic and breakdown maintenance • Routine safety training to operators, technicians, supervisors & engineers • Safety audits for constantly improving the safety standard	• Plant refurbishment and upgradation • On & off the site with a NOC room (network operations control) for remote monitoring and offering solutions	stringent regulatory requirements • Rehabilitation of old plants/equipment • Refurbishment, upgradation, automation of existing plants • Operation & maintenance • Annual maintenance contracts • Piloting & field trials • Spares, service consumables, chemicals • On-site training & assistance E&M packages

Export Mix						
Parameter	**Concord Enviro**	**Thermax**	**Praj Industries**	**Ion Exchange**	**Va Tech Wabag**	**Triveni**
Domestic/ Export mix (Revenue - FY24)	• Export : 42% • Domestic: 58%	• Export : 23% • Domestic: 77%	• Export : 20% • Domestic: 80%	• Export : 22% • Domestic: 78%	• Export : 39% • Domestic: 61%	• Export : 1% • Domestic: 99%
Domestic/ Export mix (Order book – FY24)	• Export : 35% • Domestic: 65%	• Export : 21% • Domestic: 79%	• Export : 29% • Domestic: 71%	-	-	-

Strengths						
Parameter	**Concord Enviro**	**Thermax**	**Praj Industries**	**Ion Exchange**	**Va Tech Wabag**	**Triveni**
Strengths	• Product & technology portfolio across entire value chain of wastewater reuse solutions provides lower costs of ownership during the product life cycle. Offers comprehensive O&M provides	• Strong presence in segments including food and beverages, chemicals, cement, steel, edible oils, and textiles • Expanding its market presence and capabilities in the green and renewable energy sectors	• High efforts and progress in the development of plants that support bio energy and CBG production • Forward with its sustainability efforts with their technology to produce bioplastics	• Diverse customer segments catered to like petrochemicals, refineries, power, steel, sugar etc. • Healthy revenue growth and operating margins •	• Enhanced risk management to address emerging threats and impacts, such as those from the COVID-19 pandemic, on the economy, society, and particularly the water industry • Brand is known for reliability,	• The water business saw significant revenue growth due to strong domestic demand and a focus on international markets • Recurring revenue from operations and maintenance services for water and wastewater

Strengths						
Parameter	**Concord Enviro**	**Thermax**	**Praj Industries**	**Ion Exchange**	**Va Tech Wabag**	**Triveni**
	assured cost of operations to clients • ZLD solution using ultra-high pressure reverse osmosis ("UHPRO") systems & advanced waste heat evaporation systems reduce total energy demand for ZLD				technology, and innovation; with breakthrough technologies and research, setting new standards in the industry	treatment plants

8.2. Segment and Technology Focus

All companies have a significant presence in desalination and conventional wastewater management techniques. Concord Enviro, Thermax, Praj industries, Ion exchange and Triveni provide ZLD solutions, while Concord enviro, Thermax, Ion exchange, Va Tech Wabag, Triveni provide extensive municipal water treatment solutions.

Company	Water treatment	Industrial waste water management		Municipal water treatment
	Desalination	Conventional	Recycling	
			ZLD	
Concord Enviro	✓	-	✓	✓
Thermax	✓	✓	✓	✓
Praj Industries	✓	✓	✓	-
Ion Exchange	✓	✓	✓	✓
Va Tech Wabag	✓	✓	-	✓
Triveni	✓	✓	✓	✓

Membrane Bio Reactor (MBR), Muti-Effect Effluent (MEE), and Reverse Osmosis (RO) technologies are provided across all companies. Agitated Thin film Dryer (ATFD) technologies are primarily provided by Concord Enviro, Thermax, and Praj Industries. Concord Enviro is the sole player that provides Waste heat evaporator technologies. Mechanical Vapor Recompression (MVR) technologies are primarily provided by Thermax, Praj industries and Va Tech Wabag.

Offerings	Concord Enviro	Thermax	Praj Industries	Ion Exchange	Va Tech Wabag	Triveni
MBR	✓	✓	✓	✓	✓	✓
RO	✓	✓	✓	✓	✓	✓
MEE	✓	✓	✓	✓	✓	✓
MVR	-	✓	✓	-	✓	-
WHE	✓	-	-	-	-	-*
ATFD	✓	✓	✓	-	-	-

* *Has waste heat recovery system*

8.3. Operational Focus

EPC (Engineering Procurement and Construction) is the most common business model that companies operate on, and is employed by Thermax, Praj Industries, Ion exchange, Triveni and Va Tech Wabag. Operations and maintenance (O&M) is an operating model that is offered by all players. Other popular operating models are plug and play, pay per use, build-own-operate and hybrid annuity models. Popular industries catered to are automobiles, pharmaceuticals, pulp & paper, sugar, chemicals, and food & beverages.

Parameter	Concord Enviro	Thermax	Praj Industries	Ion Exchange	Va Tech Wabag	Triveni
Business Model						
Operating model	Plant manufacturing and sale O&M Supplying consumables and spares Service contracts compromising -Plug and play model -Pay per use model	EPC O&M Build own operate (BOO) Others	EPC O&M Others	EPC based model O&M Build own operate and transfer(BOOT) BOO Others	EPC BOOT Design-Built-Operate (DBO) O&M Hybrid Annuity Model (HAM)	EPC/PPP (Public private partnerships) HAM BOOT O&M
Consumer Base						
Industries catered to	Indian Air force Automobiles Distillery Cement Food & Beverages Mining Pharma Paper Refineries Steel Textiles Yeast Chemicals Sugar Tanneries Real Estate Paints	Automobile Brewery / distillery Cement Fertilizer Food processing Pharma Power Pulp & paper Refineries Steel Textile	Steel Power Chemicals Fertilizers Food & beverage Textile Tannery Dairy Pharmaceuticals	Power Refinery and petrochemical Steel and metallurgy Sugar Textile Automotive Cement Chemical Electronics Food & beverages Fertilizers Mining and minerals Pulp & paper Pharma	Municipal authorities Oil and gas Power plants Steel industry Fertilizer industry Food & beverage Industrial parks Others	Power generation (IPP) Oil & gas Refinery & petrochemical Chemical & fertilizers Sugar Cement Rubber & plastics Steel Marine

8.4. Company mapping across value chain

Concord Enviro and Thermax have a comprehensive value chain, providing services across - design, manufacturing, installation, operations and management (O&M) and digitalizing solutions including the internet of things (IoT). Praj Industries, Ion Exchange , Triveni provide a variety of solutions with a lower focus on IOT services. Va Tech Wabag provides solutions across all segments, except for manufacturing solutions.

Offerings	Concord Enviro	Thermax	Praj Industries	Ion Exchange	Va Tech Wabag	Triveni
Design	✓	✓	✓	✓	✓	✓
Component Manufacturing	✓	✓	✓	✓	-	✓
Integration & Installation/ Commissioning	✓	✓	✓	✓	✓	✓
Operations & Management	✓	✓	✓	✓	✓	✓
IoT	✓	✓	-	-	✓	-

9. Overview and outlook on CO_2 capture and CBG segment

9.1 CO2 capture segment in India

India ranks as the third-largest CO_2 emitter globally, following China and the US, with annual emissions estimated at approximately 2.6 GTn. The Indian government has pledged to cut CO_2 emissions by 50% by 2050 and achieve net-zero emissions by 2070. A significant achievement in India's clean energy transition has been the expansion of renewable power capacity. In CY22, the power sector accounted for about one-third of total CO_2 emissions, estimated to decline as renewables increasingly replace fossil fuel-based power generation.

India’s pivotal shift for progress in this sector is the launch of a carbon capture policy to address growing carbon emissions while continuing to utilize its coal resources. Expected later in CY24, the policy will offer incentives for companies to trap, recycle, and store carbon emissions underground. The power sector, responsible for 42% of India's emissions, could see a 70% reduction in emissions with these technologies. Additionally, India is investing in coal gasification, which converts coal into gas for electricity generation with lower emissions, the government has allocated INR 85B in subsidies for these projects. Concord Enviro is also focusing its R&D efforts on minimizing the carbon footprint of Zero Liquid Discharge (ZLD) systems. This includes energy recovery through anaerobic digestion, carbon capture, ammonia removal, and reducing the energy required for ZLD by using our WHE technology and specialized membranes.

Advancements in the private sector

NTPC (National Thermal Power Corporation) Initiative: NTPC, India's largest integrated power company, has begun capturing CO_2 from the flue gas stream of its Vindhyachal Super Thermal Power Station. This plant captures 20M Tn of CO_2 daily, which is then used to produce green methanol through a catalytic process, combining the captured CO_2 with hydrogen generated from Proton Exchange Membrane Electrolyzers. This initiative is part of NTPC's broader strategy to reduce net energy intensity and diversify into cleaner energy sources like green hydrogen and waste-to-energy

ONGC and Shell Collaboration: Oil and Natural Gas Corporation Limited (ONGC) has signed a Memorandum of Understanding (MoU) with Shell to develop Carbon Capture, Utilization, and Storage (CCUS) technologies. This collaboration aims to explore CO_2 storage and enhanced oil recovery (EOR) in key basins, including depleted oil and gas fields and saline aquifers. This partnership underscores the potential of CCUS as a crucial emissions mitigation tool.

9.1.1 Growth drivers pushing the CO2 capture segment in India

1) Net Zero Commitment:

- India's pledge to achieve net zero emissions by 2070 drives the adoption of CO_2 capture technologies to meet climate goals
- India is set to achieve its short-term and long-term targets under the Panchamrit action plan
- Panchamrit Strategy: Under this strategy, India aims to –
    - Reaching a non-fossil fuel energy capacity of 500 GW by 2030
    - Fulfilling at least half of its energy requirements via renewable energy by 2030
    - Reducing CO_2 emissions by 1B Tn by 2030
    - Reducing carbon intensity below 45% by 2030

2) Development of New Technologies:

- Innovations in carbon capture, utilization, and sequestration (CCUS) technologies improve efficiency and reduce costs, making them more viable for widespread adoption
- CCUS can be retrofitted to existing power and industrial plants, tackling emissions in hard-to-abate sectors, particularly heavy industries like cement, steel or chemicals
- CCUS is an enabler of least-cost low-carbon hydrogen production, which can support the decarbonisation of other parts of the energy system, such as industry, trucks and ships
- CCUS can remove CO_2 from the air to balance emissions that are unavoidable or technically difficult to abate

3) Government Initiatives:

- Support from the Department of Science and Technology (DST), IIT Bombay's Technology Business Incubator (SINE), and the National Centre of Excellence in Carbon Capture and Utilization (NCoE-CCU)
- Carbon Policy - Aims to balance India's energy demand with sustainable coal use, aligning with global efforts to develop carbon capture technologies; Despite the high costs and low efficiency of current methods, advancements are anticipated

4) Increase in industrial demand:

- Industries, like chemicals and refineries, are major CO_2 emitters and also generate significant wastewater, CO_2 capture technologies implemented in these industries will create a need for robust wastewater treatment solutions to handle the combined effluent stream, potentially including concentrated brine from CCS processes and industrial process wastewater

- Industries like power and chemicals are significant contributors to India's CO_2 footprint and capturing emissions from these concentrated sources (e.g., refinery flue gas) offers a viable solution with manageable costs

9.1.2 Government Initiatives driving growth

The CO_2 capture segment in India is gaining momentum as part of the country's commitment to combat climate change and achieve net-zero emissions by 2070. These efforts indicate a significant push towards adopting and scaling up carbon capture technologies in India, aligning with global climate goals and enhancing sustainable energy practices. Several significant initiatives and collaborations highlight the progress in this area:

Initiative	Description
Accelerating CCS Technologies (ACT)	• Aims to facilitate R&D and innovation that can lead to development of safe and cost-effective CO_2 capture, utilisation and storage (CCUS) technologies • India has joined forces with France, Germany, Greece, Norway, Romania, Switzerland, The Netherlands, Turkey, the United Kingdom, and the United States to achieve CCUS objectives • The initiative has witnessed four successful ACT calls targeting research, development and innovation projects within CCUS
Mission Innovation Challenge on CCUS	• Department of Science and Technology (DST) and the Department of Biotechnology (DBT) have launched a joint call for research and development in CCUS • Challenge aims to identify and prioritize breakthrough technologies in CO_2 capture, separation, storage, and CO_2 value addition
National Centres of Excellence in Carbon Capture and Utilization	• Establishment of two National Centres of Excellence in Carbon Capture and Utilization with support from the Department of Science & Technology • Two Centres are - National Centre of Excellence in Carbon Capture and Utilization (NCoE-CCU) at Indian Institute of Technology (IIT) Bombay, Mumbai - The National Centre in Carbon Capture and Utilization (NCCCU) at Jawaharlal Nehru Centre for Advanced Scientific Research (JNCASR), Bengaluru are being set up
Carbon Capture Policy	• India is planning to launch a carbon capture policy to address its growing emissions while still utilizing its vast coal resources • Policy will include incentives for companies to trap, recycle, and store their emissions underground

9.2. Compressed Bio Gas sector

India's Compressed Biogas (CBG) sector is poised for significant growth as the government intensifies efforts to reduce reliance on imported fuels and enhance energy security. The Sustainable Alternative Towards Affordable Transportation (SATAT) initiative, underscores India's strategic focus on leveraging domestic resources to generate cleaner and more sustainable energy. CBG, derived from purifying biogas produced from organic waste, serves various applications such as transportation fuel, energy generation fuel, and cooking fuel. It offers a viable alternative to Compressed Natural Gas (CNG) and can be seamlessly used in CNG vehicles without modification. The government's support through financial incentives, policy measures, and regulatory frameworks is designed to create a conducive environment for the growth of the CBG industry, with notable involvement from the sugar mills utilizing press mud as feedstock.

Despite the promising outlook, the CBG sector faces several challenges, including high capital costs, long payback periods, and the need for reliable feedstock supply chains. Industry experts highlight the importance of addressing these issues through technological advancements and stable market conditions. The government's proactive measures, such as blending mandates and fiscal incentives, aim to mitigate these challenges and ensure a stable growth trajectory for the CBG sector. As part of a broader strategy to transition towards cleaner energy sources, CBG's role in reducing carbon emissions and enhancing energy security is critical. Initiatives like the SATAT and the establishment of CBG plants by major corporations like Reliance Industries reflect a strong commitment to harnessing CBG's potential. This sector not only contributes to environmental sustainability but also promises economic benefits, including job creation and local development, thereby aligning with India's vision of a greener and more self-reliant energy future.

The installation of compressed biogas (CBG) projects in India presents significant advantages, including improved waste management, local clean energy production, and reduced dependency on imported compressed natural gas (CNG). Concord, leveraging its expertise in anaerobic digestion technology, has recently entered the CBG plant installation sector. The industry, currently dominated by a few engineering and technology providers, needs innovative startups to address specific challenges. Key areas requiring attention include regional feedstock mapping using AI, development of mixed feedstock technology, capturing and utilizing CO_2 byproducts, enriching and marketing fermented organic manure (FOM), monitoring the health of bioreactors and microbes, and effective pretreatment of feedstocks. Addressing these issues can enhance the sector's growth and sustainability, offering substantial opportunities for entrepreneurial contributions.

9.2.2. Government initiatives

The Indian government has undertaken several initiatives to improve the Compressed Biogas (CBG) sector in the country. These initiatives demonstrate the Indian government's commitment to promoting the CBG sector and achieving its clean energy goals.

Here are some key initiatives:

Initiative	Description
Sustainable Alternative Towards Affordable Transportation (SATAT) Scheme	• This scheme aims to encourage entrepreneurs to set up CBG plants across the country and supply the gas to public sector oil companies • Set up 5K CBG plants by 2023-24 to produce 15M Tn of CBG annually
National Bioenergy Program (NBP)	• Provides financial support for the establishment of both large and small-scale biogas and biomass facilities • Program has an initial allocation of INR 858Cr and a cumulative budget outlay of INR 1,715Cr
Galvanizing Organic Bio-Agro Resources (GOBAR)-DHAN Scheme	• Aims to promote the use of organic waste for energy generation and to reduce the environmental impact of waste disposal • Establishment of 500 new 'waste to wealth' plants, including 129 CBG plants, with an investment of INR 10KCr
Panchamrit Initiative	• Aims to achieve a non-fossil energy capacity of 500GW by 2030, ensure that 50% of energy production is derived from renewable sources • Reduce total projected carbon emissions by 1B Tn by 2030, and decrease the carbon intensity of the economy by 45% by 2030, relative to 2005 levels
New National Biogas and Organic Manure Programme	• Aims to promote the use of biogas for energy generation and to produce organic manure from biodegradable waste
Biomass Programme	• Financial assistance to compressed bio gas producers for procurement of biogas aggregation machinery to support collection of biomass • Total financial outlay INR 564CR for FY23-24 to FY26-27
National Bio Energy Programme of Ministry of New and Renewable Energy (MNRE)	• Phase-I of the Programme has been approved with a budget outlay of INR 858Cr which included INR 100Cr for the Biogas Programme • Support setting up of small (1 m3 to 25 m3 biogas per day) and medium size Biogas plants i.e. above 25 m3 to 2500 m3 biogas generation per day for corresponding power generation capacity range of 3 kW to 250 kW from biogas or raw biogas for thermal energy / cooling applications
Biogas Power Generation (Off-Grid) and Thermal Energy Application Programme	• Aims to promote the use of biogas for power generation and thermal energy applications • Central Financial Assistance (CFA) for Biogas Power Generation (Off-Grid) - For power generation, the CFA rates are INR 45,000 per kW for 3 kW to 50 kW, INR 40,000 per kW for 50 kW to 200 kW, and INR 35,000 per kW for 200 kW to 250 kW, with respective ceiling limits and administrative charges - For thermal applications, the CFA rates are INR 22,500 per kWeq for 3 kW to 50 kW, INR 20,000 per kWeq for 50 kW to 200 kW, and INR 17,500 per kWeq for 200 kW to 250 kW, with respective ceiling limits and administrative charges - Special incentives add an extra 20% CFA for NER, Island, Registered Gaushalas, and SC/ST.

9.2.1. Growth drivers driving the CBG industry in India

The compressed biogas (CBG) industry in India is driven by several key factors, which have significant implications for the wastewater treatment industry. Here are the important growth drivers in the CBG industry and their impact on the wastewater treatment industry:

1. Increasing Demand for Sustainable Energy:

   India aims to increase the share of gas in energy consumption from ~7% (CY22) to 15% by 2030, which will drive demand for CBG. The country aims to generate 50% of its total electricity from green sources by 2030, making biogas a strong potential contributor. This growing demand for sustainable energy sources like CBG will lead to increased investments in wastewater treatment infrastructure to manage the effluent generated by industries. This will drive the demand for advanced wastewater treatment technologies that can efficiently handle high organic loads and produce clean energy.

2. Proactive government Policies and Incentives:

   The Indian government is actively fostering the growth of the compressed biogas (CBG) sector through several initiatives. The Sustainable Alternative Towards Affordable Transportation (SATAT) scheme, launched in 2018, had estimated to establish 5K CBG plants by 2023, producing 15M Tn of CBG. This scheme encourages entrepreneurs to develop CBG plants and supply the gas to public sector oil companies. Additionally, the government supports biogas investment through programs like Gobar-Dhan, the National Policy on Biofuels, and the Waste to Energy Program. This will lead to increased wastewater treatment requirements to manage the effluent generated by these industries, driving demand for advanced wastewater treatment solutions.

3. Growing Industrial Sector:

   CBG is a versatile energy source that can be used in various applications, such as powering machinery and equipment in the agricultural sector and serving as an energy source in different industries. This versatility makes CBG an attractive option for the industrial sector, which requires diverse energy solutions for its varied operations. the growing industrial economy contributes nearly another third of the total emissions. These emissions are challenging to reduce and will likely increase without the implementation of new technologies and carbon abatement mechanisms. Despite a gradual reduction in coal usage, India will remain reliant on fossil energy sources like coal for a considerable period to support industry and ensure affordable, reliable baseload power. Consequently, India's decarbonization strategy must also incorporate technologies that reduce emissions from hard-to-abate industrial sectors and residual baseload power generation.

4. Opportunities in Rural India:

   Establishing CBG plants offers significant economic benefits, particularly in rural India, by acting as catalysts for job creation across various sectors. These plants generate employment opportunities for skilled plant designers and engineers, semi-skilled construction workers, and routine plant operators, potentially requiring over 275,000 workers. Additionally, CBG production creates a lucrative market for farmers, enabling them to monetize agricultural waste and organic materials as biomass feedstock for these plants. This initiative empowers rural communities, fosters financial inclusion, and revitalizes the agricultural sector.

5. Increasing Focus on Sustainability and Environmental Concerns:

   With the world in urgent need of transitioning towards renewable energy resources, India currently stands at a crucial crossroads. In a country where population and economy are expanding rapidly, the energy demand continues to soar. However, the emergence of a Compressed Biogas (CBG) manufacturing plant shows a promising future for the country’s renewable energy resource. According to a research study by IOCL, the estimated CBG potential from various sources in India is nearly 62 MMT with a bio manure generation capacity of 370 MMT. CBG plant designs prioritize environmental sustainability, with a steadfast commitment to achieving zero pollution discharge across water, air, and hazardous emissions.

These growth drivers will increase demand for industrial wastewater treatment solutions in India, driving investments in advanced wastewater treatment technologies and infrastructure

10. Financial Benchmarking

This section contains financial benchmarking on key performance indicators for Concord Enviro with it's industry peers VA Tech Wabag, Ion Exchange, Triveni Engineering & Industries Limited, Thermax & Praj Industries for the FY22, FY23 and FY24.

10.1 Financial benchmarking

Financial benchmarking for FY22

- Thermax is the largest company by revenue (INR 62,553.40 M), followed by Triveni (INR 43,131.30 M).
- Ion Exchange shows the highest profit after tax (PAT) margin at 10%, with a 41% 5-year CAGR for PAT. In contrast, Wabag has the lowest PAT margin at 4%, despite having the third-highest overall revenue.

Competitive & peer benchmarking FY22

Parameters	Units	CONCORD enviro	WABAG	ION EXCHANGE	Triveni	THERMAX	praj
Founding Year		1992	1995	1964	1932	1966	1983
Overall revenue	INR Million	3,375.70	30,116.90	16,185.64	43,131.29	62,553.40	23,673.99
Revenues from operations	INR Million	3,293.66	29,793.00	15,768.68	42,909.45	61,283.30	23,432.74
Growth in revenue from operations (y-o-y)	%	-5.25%	5.11%	8.79%	-8.77%	27.91%	76.13%
Revenue growth	5 Year CAGR %	-	-1.47%	8.24%	9.61%	5.95%	25.28%
Gross profit	INR Million	1,911.45	6,736.00	6,311.31	14,317.87	26,432.90	8,795.72
Gross margins	%	58.03%	22.61%	40.02%	33.37%	43.13%	37.54%
EBIT		370.42	2,560.90	2,268.60	6,349.94	4,352.70	2,073.84
EBITDA	INR Million	614.27	2,662.20	2,549.03	7,157.39	5,483.80	2,299.76
EBITDA margins	%	18.65%	8.94%	16.17%	16.68%	8.95%	9.81%
EBITDA growth	5 Year CAGR %	-	1.20%	25.09%	8.73%	0.72%	21.38%
PBT	INR Million	185.31	1,683.90	2,173.31	5,804.64	4,101.00	2,048.77
PAT	INR Million	164.77	1,320.60	1,616.88	4,240.59	3,123.10	1,502.42
PAT margins	%	5.00%	4.43%	10.25%	9.88%	5.10%	6.41%
PAT growth	5 Year CAGR %	-	3.31%	41.35%	12.67%	2.09%	-
ROE	%	12.78%	8.96%	27.84%	24.45%	9.26%	17.50%
ROCE	%	10.23%	13.37%	33.21%	18.30%	11.18%	24.42%
Working capital days	# days	209	118	39	180	48	68
Debt equity ratio		0.47	0.28	0.07	0.82	0.10	-

Source:
Financial information for Concord enviro has been derived from restated financial statements for the financial years ended March 31, 2022
VA Tech Wabag Ltd. financials has been derived from the official company website which are audited financial statements for the financial years ended March 31, 2022.
Ion Exchange (India) Ltd. financials has been derived from official company website which are audited financial statements for the financial years ended March 31, 2022.
Triveni Engineering & Industries Ltd. financials has been derived from official company website which are audited financial statements for the financial years ended March 31, 2022.
Thermax Ltd. financials has been derived from official company website which are audited financial statements for the financial years ended March 31, 2022.
Praj Industries Ltd. financials has been derived from official company website which are audited financial statements for the financial years ended March 31, 2022.

Notes:
Gross Profit is calculated as the difference between Revenue from Operations and the cost of finished goods produced (i.e. sum of: (i) cost of materials consumed; (ii) purchase of stock-in-trade; and (iii) changes in inventories
Gross Profit Margin is calculated as Gross Profit divided by Revenue from Operations
EBIT is calculated as the sum of profit before tax, and financial cost
EBITDA is calculated as the sum of (i) profit/(loss) for the period/year, (ii) tax expense, (iii) finance costs, and (iv) depreciation and amortisation expenses less interest income
EBITDA for the listed peers is calculated without deducting any other income / finance income as it is not possible to accurately ascertain the operating / non-operating nature of the same.
EBITDA Margin is calculated as EBITDA divided by revenue from operations
EBITDA growth is calculated as $EBITDA_{FY24}$ and $EBITDA_{FY19}$ to the power of 1/5 and subtracted by 1
PAT Margin is calculated as profit for the period/ year divided by revenue from operations
PAT growth is calculated as PAT_{FY24} and PAT_{FY19} to the power of 1/5 and subtracted by 1
Return on Equity is calculated as profit / (loss) for the year divided by average shareholder's equity
Return on Capital Employed is calculated as earnings before interest and tax (EBIT) divided by Capital Employed. Further, capital employed is aggregate of tangible net worth (i.e. total asset excluding deferred tax asset and intangible assets, but including right-of-use assets, reduced by total liabilities) and total borrowings
Working capital days is calculated as the sum of Trade Receivables and Inventories reduced by Trade Payables divided by revenue from operations multiplied by 365
Debt-Equity Ratio is calculated as total borrowings divided by total equity

Financial benchmarking for FY23

- Thermax leads significantly in overall revenue and revenues from operations, with INR 82,499 million and INR 80,898.10 million, respectively.

- Triveni demonstrates the highest ROE at 72%, suggesting effective utilization of shareholders' equity to generate profits

Competitive & peer benchmarking FY23							
Parameters	Units	CONCORD enviro	WABAG	ION EXCHANGE	Triveni	THERMAX	praj
Founding Year		1992	1995	1964	1932	1966	1983
Overall revenue	INR Million	3,504.97	30,140.80	20,306.78	56,972.45	82,499.90	35,636.39
Revenues from operations	INR Million	3,432.19	29,604.80	19,896.09	56,168.31	80,898.10	35,280.38
Growth in revenue from operations (y-o-y)	%	4.21%	-0.63%	26.17%	30.90%	32.01%	50.56%
Revenue growth	5 Year CAGR %	-	9.78%	13.53%	30.73%	12.52%	30.74%
Gross profit	INR Million	1,979.60	6,909.40	7,470.43	15,303.38	34,651.30	13,266.02
Gross margins	%	57.68%	23.34%	37.55%	27.25%	42.83%	37.60%
EBIT		263.03	3,719.00	2,669.69	6,028.43	6,408.80	3,233.54
EBITDA	INR Million	495.84	3,807.10	2,960.55	6,963.23	7,577.40	3,536.01
EBITDA margins	%	14.45%	12.86%	14.88%	12.40%	9.37%	10.02%
EBITDA growth	5 Year CAGR %	-	-15.64%	14.63%	17.60%	12.63%	35.21%
PBT	INR Million	75.53	3,061.00	2,587.03	5,624.39	6,032.90	3,187.25
PAT	INR Million	54.87	109.30	1,949.66	17,918.07	4,507.00	2,398.18
PAT margins	%	1.60%	0.37%	9.80%	31.90%	5.57%	6.80%
PAT growth	5 Year CAGR %	-	-35.57%	37.37%	71.97%	14.29%	43.44%
ROE	%	2.00%	0.70%	26.18%	78.28%	12.25%	24.06%
ROCE	%	6.96%	21.29%	30.82%	16.87%	12.57%	32.33%
Working capital days	# days	180	127	69	140	50	65
Debt equity ratio		0.47	0.14	0.06	0.34	0.21	-

Source:
Financial information for Concord enviro has been derived from restated financial statements for the financial years ended March 31, 2023.
VA Tech Wabag Ltd. financials has been derived from the official company website which are audited financial statements for the financial years ended March 31, 2023.
Ion Exchange (India) Ltd. financials has been derived from official company website which are audited financial statements for the financial years ended March 31, 2023.
Triveni Engineering & Industries Ltd. financials has been derived from official company website which are audited financial statements for the financial years ended March 31, 2023.
Thermax Ltd. financials has been derived from official company website which are audited financial statements for the financial years ended March 31, 2023.
Praj Industries Ltd. financials has been derived from official company website which are audited financial statements for the financial years ended March 31, 2023.

Notes:
Gross Profit is calculated as the difference between Revenue from Operations and the cost of finished goods produced (i.e. sum of: (i) cost of materials consumed; (ii) purchase of stock-in-trade; and (iii) changes in inventories
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EBITDA growth is calculated as $EBITDA_{FY24}$ and $EBITDA_{FY19}$ to the power of 1/5 and subtracted by 1
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Working capital days is calculated as the sum of Trade Receivables and Inventories reduced by Trade Payables divided by revenue from operations multiplied by 365
Debt-Equity Ratio is calculated as total borrowings divided by total equity

Financial benchmarking for FY24

- Concord Enviro has the highest gross margin among all the other identified peers across all the years of comparison FY24, FY23 and FY22

- Concord Enviro has recorded the highest growth among identified peers in FY24

- Thermax has the highest revenues (95,560.3 INR Million) but the lowest revenue growth (9% CAGR)
- Praj demonstrates the highest Return on Equity (ROE) at 24%, with Ion exchange following at 21%

Competitive & peer benchmarking FY24							
Parameters	Units	Concord enviro	Wabag	Ion Exchange	Triveni Engineering & Industries Ltd.	Thermax	praj
Founding Year		1992	1995	1964	1932	1966	1983
Overall revenue	INR Million	5,122.74	28,998.00	23,917.33	52,821.15	95,560.30	35,097.77
Revenues from operations	INR Million	4,968.59	28,564.00	23,478.49	52,200.93	93,234.60	34,662.78
Growth in revenue from operations (y-o-y)	%	44.76%	-3.52%	18.01%	-7.06%	15.25%	-1.75%
Revenue growth	5 Year CAGR %	-	10.32%	15.10%	14.31%	9.31%	24.88%
Gross profit	INR Million	2,340.10	6,897.00	8,831.59	16,206.52	41,039.00	15,041.63
Gross margins	%	47.10%	24.15%	37.62%	31.05%	44.02%	43.39%
EBIT		617.90	4,012.00	2,794.15	5,844.90	8,818.15	3,872.49
EBITDA	INR Million	811.47	4,096.00	3,158.20	6,886.10	10,299.60	4,313.05
EBITDA margins	%	16.33%	14.34%	13.45%	13.19%	11.05%	12.44%
EBITDA growth	5 Year CAGR %	-	18.70%	17.80%	11.88%	16.41%	31.03%
PBT	INR Million	439.97	3,301.00	2,688.94	5,289.90	7,934.70	3,774.61
PAT	INR Million	414.39	2,504.00	1,953.52	3,951.59	6,431.90	2,833.91
PAT margins	%	8.34%	8.77%	8.32%	7.57%	6.90%	8.18%
PAT growth	5 Year CAGR %	-	19.58%	24.27%	12.81%	14.60%	32.95%
ROE	%	13.73%	14.76%	21.10%	14.20%	15.48%	24.09%
ROCE	%	14.07%	19.51%	24.89%	13.56%	13.49%	33.44%
Working capital days	# days	154	179	75	179	57	59
Debt equity ratio		0.47	0.15	0.13	0.49	0.28	-

Source:
Financial information for Concord enviro has been derived from restated financial statements for the financial years ended March 31, 2024
VA Tech Wabag Ltd. financials has been derived from the official company website which are audited financial statements for the financial years ended March 31, 2024.
Ion Exchange (India) Ltd. financials has been derived from official company website which are audited financial statements for the financial years ended March 31, 2024.
Triveni Engineering & Industries Ltd. financials has been derived from official company website which are audited financial statements for the financial years ended March 31, 2024.
Thermax Ltd. financials has been derived from official company website which are audited financial statements for the financial years ended March 31, 2024.
Praj Industries Ltd. financials has been derived from official company website which are audited financial statements for the financial years ended March 31, 2024.

Notes:
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Gross Profit Margin is calculated as Gross Profit divided by Revenue from Operations
EBIT is calculated as the sum of profit before tax, and financial cost
EBITDA is calculated as the sum of (i) profit/(loss) for the period/year, (ii) tax expense, (iii) finance costs, and (iv) depreciation and amortisation expenses less interest income
EBITDA for the listed peers is calculated without deducting any other income / finance income as it is not possible to accurately ascertain the operating / non-operating nature of the same.
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EBITDA growth is calculated as $EBITDA_{FY24}$ and $EBITDA_{FY19}$ to the power of 1/5 and subtracted by 1
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PAT growth is calculated as PAT_{FY24} and PAT_{FY19} to the power of 1/5 and subtracted by 1
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Working capital days is calculated as the sum of Trade Receivables and Inventories reduced by Trade Payables divided by revenue from operations multiplied by 365
Debt-Equity Ratio is calculated as total borrowings divided by total equity

Financial benchmarking for FY25 H1

Competitive & peer benchmarking FY25 H1								
Parameters	Units	CONCORD enviro	WABAG	ION EXCHANGE	Triveni	THERMAX	praj
Founding Year		1992	1995	1964	1932	1966	1983
Overall revenue	INR Million	2,080.24	13,460.00	12,374.60	33,068.50	49,398.60	15,408.30
Revenues from operations	INR Million	2,061.71	13,268.00	12,120.40	32,823.60	47,960.00	15,153.33
Growth in revenue from operations (y-o-y)	%	-	8.95%	19.74%	7.63%	13.24%	-6.41%
Revenue growth	5 Year CAGR %	-	-	-	-	-	-
Gross profit	INR Million	971.46	3,451.00	4,644.30	10,645.20	21,267.70	7,557.94
Gross margins	%	47.12%	26.01%	38.32%	32.43%	44.34%	49.88%
EBIT		100.41	1,963.00	1,371.40	543.90	4,844.30	1,629.61
EBITDA	INR Million	160.54	1,995.00	1,584.70	1,154.20	5,625.30	2,036.84
EBITDA margins	%	7.79%	15.04%	13.07%	3.52%	11.74%	11.58%
EBITDA growth	5 Year CAGR %	-	-	-	-	-	-
PBT	INR Million	8.25	1,624.00	1,305.90	115.50	4,275.60	1,533.22
PAT	INR Million	5.16	1,251.00	954.20	85.70	3,074.20	1,380.12
PAT margins	%	0.25%	9.43%	7.87%	0.26%	6.41%	9.11%
PAT growth	5 Year CAGR %	-	-	-	-	-	-
ROE	%	-	13.18%	18.03%	0.60%	13.56%	21.45%
ROCE	%	-	14.14%	16.65%	2.69%	12.37%	18.57%
Working capital days	# days	310	396	184	123	110	99
Debt equity ratio		0.52	0.21	0.18	0.19	0.31	-

Source:
Financial information for Concord Enviro has been derived from restated financial statements ended August 31, 2024
VA Tech Wabag Ltd. financials has been derived from the official company website which are audited financial statements for the financial years ended September 30, 2024.
Ion Exchange (India) Ltd. financials has been derived from official company website which are unaudited financial statements for the quarter ended September 30, 2024.
Triveni Engineering & Industries Ltd. financials has been derived from official company website which are unaudited financial statements for the quarter ended September 30, 2024.
Thermax Ltd. financials has been derived from official company website which are unaudited financial statements for the quarter ended September 30, 2024.
Praj Industries Ltd. financials has been derived from official company website which are unaudited financial statements for the quarter ended September 30, 2024.

Notes:
Financial information for Concord Enviro has been calculated for the first five months i.e., till end of August 31st, 2024.
Financial information for VA Tech Wabag Ltd., Ion Exchange (India) Ltd., Triveni Engineering & Industries Ltd., Thermax Ltd., and Praj Industries Ltd. has been calculated for the first half i.e., till end of September 30th, 2024.
ROCE and ROE figures for all companies have been annualized for consistency. For Concord Enviro it is not annualized as the information was for five months.
Gross Profit is calculated as the difference between Revenue from Operations and the cost of finished goods produced (i.e. sum of: (i) cost of materials consumed; (ii) purchase of stock-in-trade; and (iii) changes in inventories
Gross Profit Margin is calculated as Gross Profit divided by Revenue from Operations
EBIT is calculated as the sum of profit before tax, and financial cost
EBITDA is calculated as the sum of (i) profit/(loss) for the period/year, (ii) tax expense, (iii) finance costs, and (iv) depreciation and amortisation expenses less interest income
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EBITDA Margin is calculated as EBITDA divided by revenue from operations
EBITDA growth is calculated as $EBITDA_{FY24}$ and $EBITDA_{FY19}$ to the power of 1/5 and subtracted by 1
PAT Margin is calculated as profit for the period/year divided by revenue from operations
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Return on Equity is calculated as profit / (loss) for the year divided by average shareholder's equity
Return on Capital Employed is calculated as earnings before interest and tax (EBIT) divided by Capital Employed. Further, capital employed is aggregate of tangible net worth (i.e. total asset excluding deferred tax asset and intangible assets, but including right-of-use assets, reduced by total liabilities) and total borrowings
Working capital days is calculated as the sum of Trade Receivables and Inventories reduced by Trade Payables divided by revenue from operations multiplied by 365
Debt-Equity Ratio is calculated as total borrowings divided by total equity

OUR BUSINESS

Unless otherwise stated, references in this section to "we", "our" or "us" (including in the context of any financial information) are to the Company along with its Subsidiaries and Joint Ventures, on a consolidated basis and references to our "Company" refers to Concord Enviro Systems Limited on a standalone basis. To obtain a complete understanding of our Company and business, prospective investors should read this section in conjunction with "Risk Factors", "Industry Overview", "Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 31, 180, 327 and 409, respectively as well as financial and other information contained in this Red Herring Prospectus as a whole. Additionally, please refer to "Definitions and Abbreviations" on page 1 for definition of certain terms used in this section.

Some of the information in the following section, especially information with respect to our plans and strategies, consists of certain forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those expressed in, or implied by, these forward-looking statements. You should read the section "Forward-Looking Statements" on page 18 for a discussion of the risks and uncertainties related to those statements and the section "Risk Factors" on page 31 for a discussion of certain risks that may affect our business, financial condition, or results of operations.

Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our Restated Consolidated Financial Information included in this Red Herring Prospectus beginning on page 327. Industry and market data used in this section have been extracted from the 1Lattice Report, which has been commissioned by our Company exclusively in connection with the Offer for the purposes of confirming our understanding of the industry in which we operate. For further details and risks in relation to the 1Lattice Report, see "Risk Factors – Certain sections of this Red Herring Prospectus contain information from the 1Lattice Report which we commissioned and purchased and any reliance on such information for making an investment decision in the Offer is subject to inherent risks." on page 89. The 1Lattice Report will form part of the material documents for inspection and is available on the website of our Company at www.concordenviro.in/images/policy-pdf/industry-report.pdf.

Further, names of certain customers and vendors have not been included in this Red Herring Prospectus either because relevant consents for disclosure of their names were not available or in order to preserve confidentiality.

Our fiscal year ends on March 31 of each year, and references to a particular fiscal period are to the twelve months ended March 31 of that year. Unless otherwise specified or as the context requires, financial information included in this section for the five-month period ended August 31, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022 is derived from our Restated Consolidated Financial Information beginning on page 327.

Overview

We are a global provider of water and wastewater treatment and reuse solutions, including zero liquid discharge ("**ZLD**") technology. We have in-house capabilities to develop solutions across the entire value chain including designing, manufacturing, installation and commissioning, operation and maintenance ("**O&M**") and digitalization solutions including Internet of Things ("**IoT**"). The sources through which we generate our revenue include (i) sale of systems and plants (ii) operations and maintenance of installed plants, and (iii) supplying consumables and spares for installed plants. Our business operations include:

- **Systems and Plants:** the manufacture and sale water and wastewater treatment, reuse and ZLD of systems and plants and turnkey solutions and includes effluent treatment plants, anaerobic digestors, membrane bio-reactors, sewage treatment plants, membrane-based systems including ultra-filtration ("**UF**"), nano-filtration ("**NF**"), reverse osmosis ("**RO**"), desalination systems and waste heat evaporators ("**WHE**").;

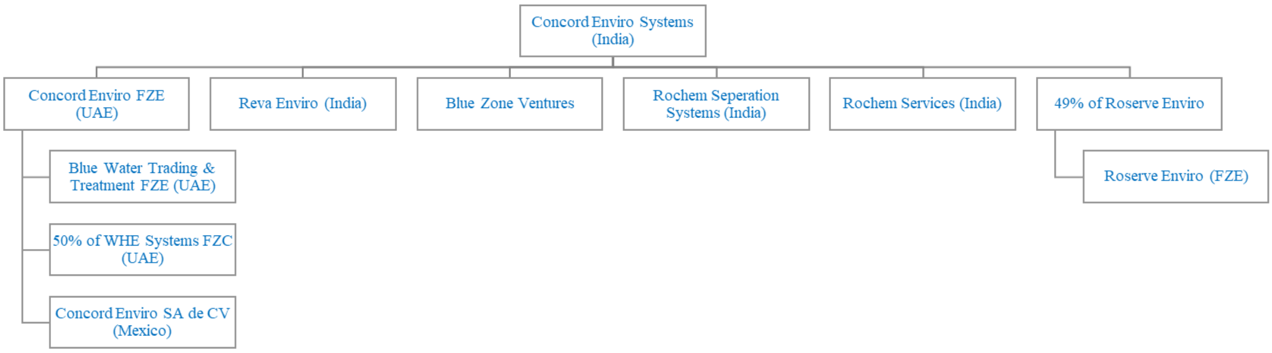
- **O&M: operations** and maintenance; and

- **Consumables and Spares:** the manufacture and sale of consumables and spare parts (including membranes, plants chemicals and consumables).

We have also implemented digitalization solutions (including IoT) to provide data capture and analysis platforms that enable real-time monitoring, troubleshooting and preventative maintenance of our installed systems and plants.

For further details on our business operations, please refer to "*– Systems and Plants*", "*– Consumables and Spare Parts Sales*", and "*– Operations and Maintenance (O&M)*" commencing on pages 258 and 260 respectively.

As of August 31, 2024, our Group Structure is as under:



For further details on our group structure, please refer to "*Our Business – Corporate Structure*" on page 256.

We are an integrated provider of wastewater treatment and ZLD solutions, with focus upon energy optimization and recovery helping industries achieve water conservation and sustainability goals. (*Source: 1Lattice Report*) Our reach extends to diverse regions, with exports to countries in North America, Latin America, Africa, Middle East and Southeast Asia and a large customer base of 310 customers across the globe as of August 31, 2024.

We also provide our solutions to customers on a turnkey basis. Our integrated solutions incorporate our own custom designs for systems and plants including effluent treatment plants, anaerobic digestors, membrane bio-reactors, sewage treatment plants, membrane-based systems including ultra-filtration ("**UF**"), nano-filtration ("**NF**"), reverse osmosis ("**RO**"), desalination systems and waste heat evaporators ("**WHE**"). In addition, we offer our customers a comprehensive suite of O&M services including providing consumables and spare parts. We have also implemented digitalization solutions (including IoT) to provide data capture and analysis platforms that enable real-time monitoring, troubleshooting and preventative maintenance of our installed systems and plants.

As of August 31, 2024, we serviced over 289 domestic customers and 21 international customers across a diverse set of industries such as pharmaceuticals, chemicals, food and beverage, defence and energy, automotive and auto ancillaries, steel and textiles, and have a presence in two countries. We service both Indian and Multinational customers such as Diageo Mexico Operaciones, S.A. De C.V., Grasim Industries Limited, AB Mauri, Anthem Biosciences Private Limited, Bhopal Glues and Chemicals Private Limited, Kasyap Sweetners Private Limited, LANXESS India Private Limited, Puja Spintex Private Limited, SFC Environmental Technologies Private Limited, SMS Limited and Tagros Chemicals India Private Limited. Further we are currently executing projects for multinational companies like Diageo Mexico Operaciones, S.A. De C.V. that include implementing a ZLD solution for their distillery in La Barca, Jalisco, Mexico and a ZLD solution for another customer at their factory in New York, United States of America.

We have two manufacturing facilities, one located at Vasai in Maharashtra, India, and the other at Sharjah in the UAE. We develop our solutions through our inhouse R&D team, which comprises 25 employees as of August 31, 2024, which designs industry-specific membranes for our systems and develops new technology and processes. As of August 31, 2024, we had been awarded four patents in India and had filed nine additional patent applications. Our R&D is focused on reducing the operational cost of carbon footprint of ZLD. We achieve this through energy recovery by anaerobic digestion, ammonia removal and reducing energy required for ZLD by employing our WHE and industry specific membranes. (*Source: 1Lattice Report*)

Our business comprises:

- the manufacture and sale water and wastewater treatment, reuse and ZLD of systems and plants and turnkey solutions;
- operations and maintenance;
- the manufacture and sale of consumables and spare parts (including membranes, plants chemicals and consumables).

We develop solutions to address industry specific challenges and requirements using our R&D capabilities. For details, refer to "*Our Business - Case Study*" on page 258. We are engaged in R&D activities to design and develop new membranes for use in particular industries, improved module design and new technology and systems. As of August 31, 2024, our R&D team comprised 25 employees. Our R&D capabilities have played a key role in the expansion of our membrane portfolio, and we have developed five membranes. Our R&D team has developed enhanced module designs, particularly for high concentration applications. In these scenarios, the presence of higher suspended solids and colloidal particles necessitates larger number of flow channels.

The following table sets forth our range of solutions used in various industry industries -

Industry	Applications	Applicable solutions				
		UF/ MBR	RO	NF	WHE	ZLD
Pharmaceuticals and Chemicals	• Reuse of combined effluent and ZLD	✓	✓	✓	✓	✓
Distilleries	• Anaerobic digestion and reuse of spent wash	✓	✓	✓	✓	✓
Desalination	• Sea water desalination for onshore and offshore applications		✓		✓	
Textile	• Effluent treatment, recycle and salt brine recovery		✓	✓	✓	✓
Food and Beverage	• Reuse of combined effluents and ZLD	✓	✓	✓	✓	✓
Defence	• seawater desalination and mobile systems for water purification,	✓	✓			
Leachate	• Leachate concentration		✓			

Our major international customers are Diageo Mexico Operaciones, S.A. De C.V. and AB Mauri. We have a history of high customer retention and derive a significant proportion of our revenue from repeat business (recurring business generated from a customer in the last three fiscal years) which we believe is built on our successful execution of prior engagements. (*Source: 1Lattice Report*). During the five-month period ended August 31, 2024 and during Fiscal 2024, Fiscal 2023 and Fiscal 2022, the revenue contribution from our repeat customers was ₹1,988.05 million, ₹ 4,611.97 million, ₹ 2,695.63 million and ₹ 2,639.74 million representing 96.43%, 92.82%, 78.54% and 80.15% of our revenue from operations, respectively.

Set forth below is our revenue from operations bifurcation (country wise) for the five-month period ended August 31, 2024.

Country	August 31, 2024	
	₹ million	% of Revenue from Operations
Mexico	776.63	37.67%
UAE	31.61	1.53%
Kenya	22.78	1.10%
United Kingdom	16.06	0.78%
USA	11.41	0.55%
Uganda	11.05	0.54%
Sri Lanka	10.49	0.51%
Nigeria	9.50	0.46%
Singapore	8.82	0.43%
Germany	8.36	0.41%
South Africa	3.11	0.15%
Australia	2.83	0.14%
Columbia	2.40	0.12%
Pakistan	0.24	0.01%

Set forth below is our revenue from operations bifurcation (country wise) in Fiscal 2024:

Country	Fiscal 2024	
	₹ million	% of Revenue from Operations
Australia	6.00	0.12%
Columbia	55.00	1.11%
Germany	9.31	0.19%
Indonesia	0.30	0.01%
Jamaica	4.73	0.10%
Kenya	50.85	1.02%
Mexico	1,805.57	36.34%
Nigeria	24.18	0.49%
Pakistan	5.48	0.11%
Singapore	7.39	0.15%
South Africa	34.32	0.69%
Sri Lanka	19.43	0.39%
UAE	15.78	0.12%
Uganda	11.65	0.23%
United Kingdom	11.01	0.22%

Vietnam	2.13	0.04%

Set forth below is our revenue from operations bifurcation (country wise) in Fiscal 2023:

Country	Fiscal 2023	
	₹ million	**% of Revenue from Operations**
China	38.16	1.11%
Columbia	49.42	1.44%
Germany	9.50	0.28%
Indonesia	0.23	0.01%
Jamaica	4.05	0.12%
Kenya	35.44	1.03%
Mexico	381.83	11.12%
New Zealand	40.72	1.19%
Nigeria	9.48	0.28%
South Africa	35.01	1.02%
Sri Lanka	20.19	0.59%
Turkey	0.53	0.02%
UAE	0.17	0.00%
Uganda	28.50	0.83%
United Kingdom	2.62	0.08%
USA	4.66	0.14%
Vietnam	5.47	0.16%

Set forth below is our revenue from operations bifurcation (country wise) in Fiscal 2022:

Country	Fiscal 2022	
	₹ million	**% of Revenue from Operations**
China	147.67	4.48%
Germany	23.54	0.71%
Hardoi	0.67	0.02%
Indonesia	1.29	0.04%
Jamaica	11.20	0.34%
Kenya	17.61	0.53%
Mexico	0.07	0.00%
New Zealand	1.45	0.04%
Nigeria	162.42	4.93%
Oman	4.81	0.15%
Sri Lanka	18.57	0.56%
Swaziland	26.50	0.80%
Turkey	25.52	0.77%
UAE	111.36	3.38%
Uganda	17.46	0.53%
Vietnam	99.69	3.03%

We also enjoy relationships in excess of three years with all of our top 10 customers in Fiscal 2024. In the five-month period ended August 31, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022, the revenue contribution of our top ten customers was ₹ 1,127.41 million, ₹ 2,779.95 million, ₹ 1,273.87 million and ₹1194.80 million, which accounted for 54.69%, 55.95%, 37.12% and 36.28% of consolidated revenue from operations for the respective periods.

We develop solutions to address industry specific challenges and requirements using our R&D capabilities. For details, refer to "*Our Business - Case Study*" on page 258. We are engaged in R&D activities to design and develop new membranes for use in particular industries, improved module design and new technology and systems. As of August 31, 2024, our R&D team comprised 25 employees. Our R&D capabilities have played a key role in the expansion of our membrane portfolio, and we have developed five membranes. Our R&D team has developed enhanced module designs, particularly for high concentration applications. In these scenarios, the presence of higher suspended solids and colloidal particles necessitates larger number of flow channels.

As of August 31, 2024, our Order Book was ₹ 5,017.46 million, of which 74.50% comprises system and plant orders and 25.50% comprises after-sales revenue (including consumables and spares orders and O&M services orders). Our "Order Book" comprises anticipated revenue from the unexecuted portions of existing contracts and purchase orders (including signed contracts for which all pre-conditions to entry into force have been met and letters of acceptance issued by the customer prior to execution of the final contract. For further details, please see "*Our Business – Our Order Book*" on page 260.

Key Financial Information

Set forth below are certain key financial information of our Company based on the Restated Consolidated Financial Information:

(*in ₹ million, except percentages and ratios*)

Key Financial Information	As of and for the five-month period ended	As at, or for the financial year ended, March 31,		
	August 31, 2024(19)	2024	2023	2022
Total income	2,080.24	5,122.74	3,504.97	3,375.70
Revenue from operations	2,061.71	4,968.59	3,432.19	3,293.66
Growth in revenue from operations(19)	N.A.	44.76%	4.21%	(5.25%)
EBITDA(1)	151.12	811.47	495.84	614.27
EBITDA Margin(2)	7.33%	16.33%	14.45%	18.65%
Property, plant and equipment turnover ratio(3)	3.51	8.08	5.04	4.47
Total Borrowings(4)	1,675.33	1,531.87	1,310.61	1,257.56
Net Debt(5)	1,501.78	1,215.49	486.48	964.83
Debt-Equity Ratio(6)	0.52	0.47	0.47	0.47
Net Debt / EBITDA Ratio(7)	9.94	1.50	0.98	1.57
Return on Equity (RoE)(8)	0.16%	13.73%	2.00%	12.78%
Profit before taxes (PBT)	8.25	439.97	75.53	185.31
Profit for the period/year	5.16	414.39	54.87	164.77
PAT Margin %(9)	0.25%	8.34%	1.60%	5.00%
Capital Employed(10)	4,526.63	4,390.64	3,777.96	3,621.12
Return on Capital Employed (RoCE)(11)	2.08%	14.07%	6.96%	10.23%
Net Worth(12)	3,197.12	3,208.19	2,792.26	2,668.10
Return on Net Worth(13)	0.16%	12.92%	1.97%	6.18%
Trade Receivables Turnover Ratio(15)	1.43	3.58	2.93	2.35
Trade Payables Turnover Ratio(16)	1.41	3.36	2.89	2.71
Gross Profit(17)	971.46	2,340.10	1,979.60	1,911.45
Gross Profit Margin(18)	47.12%	47.10%	57.68%	58.03%

Notes:

(1) *EBITDA is calculated as the sum of (i) restated profit after tax for the year, (ii) tax expenses, (iii) depreciation and amortization expenses, and (iv) finance costs, less interest income.*

(2) *EBITDA Margin is calculated as EBITDA divided by revenue from operations.*

(3) *Property, plant and equipment turnover ratio is calculated as revenue from operations divided by property, plant and equipment as at the end of the year.*

(4) *Total Borrowings is calculated as the sum of non-current borrowings and current borrowings.*

(5) *Net Debt is calculated as Total Borrowings less cash and cash equivalents and other bank balances other than cash and cash equivalents.*

(6) *Debt-Equity Ratio is calculated as Total Borrowings divided by total equity.*

(7) *Net Debt / EBITDA Ratio is calculated as Net Debt divided by EBITDA.*

(8) *Return on Equity is calculated as net profit after tax divided by average shareholder's equity.*

(9) *PAT Margin is calculated as profit for the period/year divided by revenue from operations.*

(10) *Capital Employed is calculated as Tangible Net Worth (includes total asset and total liabilities excludes intangible assets (except ROU)) + (Total Debt) - (Deferred Tax asset).*

(11) *Return on Capital Employed is calculated as earnings before interest and tax (EBIT) divided by Capital Employed.*

(12) *Net Worth is calculated as the sum of equity share capital and other equity, less capital reserve on consolidation.*

(13) *Return on Net Worth is calculated as profit for the period/year divided by Net Worth.*

(14) *Net Asset Value is calculated as total assets minus total liabilities.*

(15) *Trade receivable Turnover Ratio is calculated as revenue from operations divided by average trade receivables.*

(16) *Trade payable Turnover Ratio is calculated as purchases of material and expenses (net of notional expenses) divided by average trade payables (excluding dues payable to employees).*

(17) *Gross Profit is calculated by subtracting our Cost of Goods Sold ("COGS") from our revenue from operations. COGS refers to the direct costs that we incur for producing our finished goods and is the aggregate of our cost of raw materials and*

components consumed, purchase of stock-in-trade and increase/(decrease) in inventories of finished goods and work-in-progress. COGS excludes indirect expenses such as finance costs, depreciation and amortization expense and other expenses.

(18) *Gross Profit Margin measures our gross profit compared to our revenues as a percentage and is calculated by dividing our Gross Profit by our revenue from operations.*

(19) *Figures for the five-month period ended August 31, 2024 are not annualised.*

Competitive Strengths

We have the following competitive strengths:

Expertise in ZLD technology in India and well placed to harness global industry opportunities

We are an integrated solutions provider of industrial wastewater reuse and ZLD solutions with a global presence. Our inhouse capabilities span across the value chain including design, component manufacturing, installation and commissioning, O&M including digitalization solutions including IoT technology for analysis of customer data. As of Fiscal 2024 we were among the top two largest ZLD solutions providers in India in terms of the revenue and through our recycling solutions have been supporting our customers to achieve their water conservation and achieve sustainability goals. In addition, we are one of the major Indian manufacturer of offshore desalination systems, which is well-positioned to contribute to these efforts *(Source: 1Lattice Report).*

As an integrated water treatment systems and plant provider with its own manufacturing facilities and O&M service offerings, we are well positioned to capitalise on opportunities in water reuse and ZLD markets in India and globally. The global recycling and reuse wastewater market is experiencing robust growth and is projected to grow at a CAGR of 10.1%, increasing from US$ 30B in CY23 to US$ 48.6B in CY28, with North America and Europe contributing 35% each as of CY23. Future growth of water & wastewater treatment technologies is anticipated due to rising industrial demand driven by infrastructure investments. The high initial cost of recycling and reuse systems, which has traditionally limited growth, is increasingly outweighed by the higher costs of wastewater disposal and penalties associated with non-compliance *(Source: 1Lattice Report).* Other factors according to 1Lattice, that are driving the growth are:

- Increasing water scarcity due to population growth and climate change;
- improvements in water recovery through technological improvements in recycle and reuse systems; and
- Stringent environmental regulations and water scarcity issues in India.

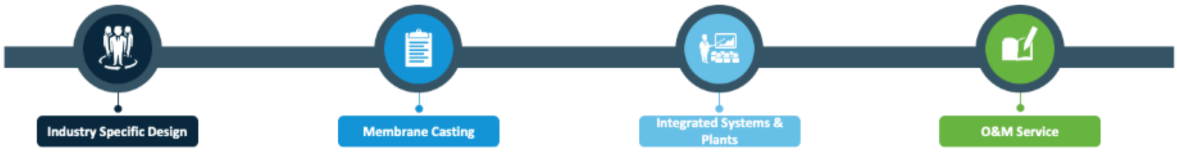
Our expertise in ZLD technology is evidenced in our track record, in-house R&D, and solutions offered. For example, our ZLD solutions using our UHPRO systems and advanced WHE systems reduce total energy demand for ZLD by approximately 97.00%. WHE technology consumes less energy and offers lower O&M costs than the traditional methods of water purification like multi – effect evaporators. We developed this technology inhouse, and we were the first to offer innovative UHPRO technology that reduces energy consumption by 30% and enhances water recovery rates (*Source: 1Lattice Report*).

Integrated solutions provider supported by backward integrated manufacturing facilities

We are a leading global provider of water and wastewater treatment and reuse solutions, including zero liquid discharge ("**ZLD**") technology, in terms of revenue from operations, as on March 31, 2024. We design, manufacture, install, operate and maintain industrial wastewater reuse and ZLD solutions. Our integrated solutions incorporate our own industry specific designs and include our inhouse designed and manufactured membranes and systems and plants (including effluent treatment plants, Membrane based plants and waste heat evaporators). We are an end-to-end solutions provider for the entire wastewater treatment needs of our customers across a diverse set of industries such as pharmaceutical, chemicals, food and beverage, defence and offshore, automotive and auto ancillaries, steel and textiles. Our end-to-end solutions encompass a range of integrated offerings. We develop and provide industry specific designs, cast our own membranes, and ensure that our systems and plants are fully integrated. Additionally, we offer comprehensive O&M services to our customers. With 25 years of experience in design, we leverage the data collected from our plants and our extensive R&D activities. We also provide comprehensive operation and maintenance services to our customers including supply of consumables and spare parts.

Our product and technology portfolio across the entire value chain of our wastewater reuse solutions provides our customers with lower costs of ownership during the product life cycle. This approach contrasts with the conventional sum-of-the-parts method, where products and equipment are combined from different manufacturers for building industrial wastewater reuse and Zero Liquid Discharge applications.

Our 'integrated' solutions platform is attributable to having the following offerings for our customers:



Design. We have experience of over 25 years designing systems and plants for our customers based on data collection from our installed base and the extensive R&D conducted at our facilities and at our customers' sites using our pilot systems.

Membranes and Modules. In water treatment, membranes are barriers that allow water to pass through but stop unwanted substances from passing through with it. We have our in-house membrane and module manufacturing capabilities. Our R&D has played a key role in the expansion of our membrane portfolio, and we have developed five membranes. Our membrane portfolio includes three energy efficient and high concentration membranes with wide applications in nano-filtration. Our inhouse membrane manufacturing capabilities allows us to reduce our costs through backward integration, but also to develop and manufacture specific membranes that fit the needs of for our customers and their particular industries. Our module designs are based on plate and frame and open channel filtration and provide unique benefits like higher concentration and higher input suspended solids, turbidity, chemical oxygen demand and biological oxygen demand for industrial wastewater reuse as compared to conventional membranes. We manufacture several designs of modules to be used in our systems and plants and also for direct third-party sales through other solution providers and system integrators. Our modules consist of submerged ultra-filtration, reverse osmosis modules for high pressure and ultra-high pressure designs that can operate up to 220 bar operating pressures.

Systems and Plants. Our system and plant offerings include effluent treatment plants, Membrane based plants and waste heat evaporators that are based on own technology and manufactured at our two facilities at Vasai, Maharashtra, India and Sharjah, UAE. We ship our completed systems on skids or in containerized form to our customers for final integration at the site by our technicians.

We have also implemented an Internet of Things (IoT) enabled data capture and analysis platform that enables real-time monitoring, troubleshooting and preventative maintenance of our systems and plants installed across the world. For example, we are able to remotely start and stop our systems and remotely clean our systems without an operator present.

Operations and Maintenance. We offer our customers an all-in-one O&M contract which includes operations, maintenance and the supply of consumables and spares enabling multiple revenue streams across the same customers. The length of our O&M contracts typically range from one to three years. As of August 31, 2024 we had O&M contracts with 146 customers. As of August 31, 2024, we provided O&M services to 47.10% of our client base, developing long-term relationships and creating value for customers. Revenues from our O&M contracts amounted to ₹ ₹ 661.67 million, 973.18 million, ₹ 947.11 million and ₹ 797.95 million in the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, respectively. This long-term revenue stream enhances our visibility and facilitates long-term customer relationships.

Our plant supervisors ensure the system and plant operate to the customer's requirements. Our centralized purchase, stores and logistics team ensure that all materials required for day-to-day operation are available. We also offer technical support to our customers through service engineers that are supported by dedicated area engineers located in each region across India.

Consumables, spares and services*:* Our Customers purchase membranes, spares and consumables from us. We have a team of engineers across geographies that provide support to these customers as required.

Established presence in international markets

We have an established presence in international markets, which complements our domestic business and present opportunities for growth. We employ a differentiated approach for entering and deepening our presence in each of our markets so as to address the unique characteristics of each market, such as, its regulatory landscape, market size, competitive landscape and scope for our products. We export our products and deliver our services across geographies. As on August 31, 2024, our reach has grown across diverse regions, with exports extending to countries in North America, Latin America, Africa, and Southeast Asia. As of August 31, 2024, we exported our products and delivered our services to over 14 countries in Asia, North Africa, Latin America and Europe. Our major international customers are Diageo Mexico Operaciones, S.A. De C.V. and AB Mauri. We believe our focus on quality and large range of global certifications enables us to have a wide global presence.

The global recycling and reuse wastewater market is experiencing robust growth and is projected to grow at a CAGR of 10.10%, increasing from US$ 30B in CY23 to US$ 48.60B in CY28, with North America and Europe contributing 35.00% each as of CY23. India, with a recycling & reuse market valued at US$ 235.50M, is also advancing in this sector, focusing on sustainable water management solutions. In India, innovative technologies and stringent regulations are driving the growth of the wastewater recycling market, with significant investments in infrastructure and industrial processes aimed at reusing treated wastewater for agricultural, industrial, and even potable purposes. As of Fiscal 2024, was among the top six largest companies in Indian industrial water recycle and reuse systems in terms of revenue, with a market share of 14.50% (*Source: 1Lattice Report*).

Our revenue from operations from outside India increased by a CAGR of 67.41% from ₹ 740.44 million in Fiscal 2022 to ₹ 2,075.16 million in Fiscal 2024. Our sales outside India contributed to 44.39%, 41.77%, 24.04% and 22.48% of our total revenue from operations as at and for the five-month period ended August 31, 2024 and for the Fiscals 2024, 2023 and 2022, respectively.

The table set forth below provides revenue by geographical segment as a percentage of our revenue from operations during the five-month period ended August 31, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022.

Revenue by Geographical Segment	As at and for the five-month period ended August 31, 2024			Fiscal 2024			Fiscal 2023			Fiscal 2022		
	₹ million	% of revenue from operations	Year on year growth	₹ million	% of revenue from operations	Year on year growth	₹ million	% of revenue from operations	Year on year growth	₹ million	% of revenue from operations	Year on year growth
Within India	1,146.43	55.61%	N.A.	2,893.43	58.23%	10.99%	2,606.97	75.96%	2.12%	2,553.22	77.52%	(1.38)%
Outside India	915.28	44.39%	N.A.	2,075.16	41.77%	151.47%	825.22	24.04%	11.45%	740.44	22.48%	(16.54)%
Total	**2,061.71**	**100.00%**	**N.A.**	**4,968.59**	**100.00%**	**44.76%**	**3,432.19**	**100.00%**	**4.21%**	**3,293.66**	**100.00%**	**(5.00)%**

Our focus in the international markets that we operate in is on developing and commercializing wastewater treatment and ZLD solutions which are differentiated, require significant expertise to develop and manufacture, and, as such, are subject to less competition.

Diversified customer base across multiple industries and geographies

We have a diversified customer base across industries and geographies. As of August 31, 2024, we had 289 domestic customers and 21 international customers. We provide our wastewater treatment products and services to industries such as pharmaceutical, chemicals, food and beverage, defence and offshore, automotive and auto ancillaries, steel and textiles industries, amongst others.

We also have built a strong international customer base. We use our operations in the UAE. to spearhead our international business. As of August 31, 2024, we exported our products and delivered our services to over 14 countries in Asia, North Africa, Latin America and Europe. Our major international customers are Diageo Mexico Operaciones, S.A. De C.V. and AB Mauri. During the five-month period ended August 31, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022, our consolidated revenue outside India, as a percentage of our revenue from operations were 44.39%, 41.77%, 24.04% and 22.48%, respectively.

The table set forth below provides customer industry split of our consolidated revenue from operations and as a percentage of consolidated revenue from operations during the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022.

Customer Industry	For the five-month period ended August 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from operation (in ₹ million)	% of revenue from operations	Revenue from operation (in ₹ million)	% of revenue from operations	Revenue from operation (in ₹ million)	% of revenue from operations	Revenue from operation (in ₹ million)	% of revenue from operations
Pharmaceutical	306.18	14.85	808.65	16.28	813.67	23.71	849.10	25.78
Chemicals	182.26	8.84	522.20	10.51	471.51	13.74	615.14	18.68

Customer Industry	For the five-month period ended August 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from operation (in ₹ million)	% of revenue from operations	Revenue from operation (in ₹ million)	% of revenue from operations	Revenue from operation (in ₹ million)	% of revenue from operations	Revenue from operation (in ₹ million)	% of revenue from operations
Food and Beverage	823.85	39.96	1,965.63	39.56	535.34	15.60	397.22	12.06
Leachate	3.13	0.15	7.91	0.16	46.61	1.36	168.62	5.12
Textiles	36.15	1.75	83.23	1.68	101.97	2.97	111.05	3.37
Defence	13.93	0.68	333.37	6.71	254.62	7.42	151.83	4.61
Government	181.90	8.82	-	-	-	-	52.37	1.59
Others (1)	514.30	24.95%	1,247.60	25.11	1,208.47	35.21	948.33	28.79
Revenue from Operations	2,061.71	100.00	**4,968.59**	**100.00**	**3,432.19**	**100.00**	**3,293.66**	**100.00**

(1) Others include agrochemicals and fertilizers, oil and gas, tannery and power industries
Note: Customer industry classification is based on information available with the Company and the Company's understanding of the principal business of its customer

We have a history of high customer retention and derive a significant proportion of our revenue from repeat business (defined as repeat business generated from a customer in the past three fiscal years) built on our successful execution of prior engagements, our focus on high quality products, our focus on leading edge technology and customer satisfaction. (*Source: 1Lattice Report*). Our repeat business for the five-month period ended August 31, 2024 and in Fiscals 2024, 2023 and 2022 was ₹ 1,998.05 million, ₹ 4,611.97 million, ₹ 2,695.63 million and ₹ 2,639.74 million representing 96.43%, 92.82%, 78.54% and 80.15% of our revenue from operations, respectively.

In addition, we enjoy relationships in excess of three years with all of our top 10 customers for Fiscal 2024.

Our O&M contracts are typically for a term of one to three years. As of August 31, 2024, we had O&M contracts with 146 customers. As of August 31, 2024, we provided O&M services to 47.10% of our client base, developing long-term relationships and creating value for customers.

During the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, our top 10 customers accounted for 54.69%, 55.95%, 37.12% and 36.28%, respectively, of consolidated revenue from operations; and our top 20 customers accounted for 62.31%, 64.41%, 49.96% and 49.98%, respectively, of consolidated revenue from operations. Our long-term relationships and ongoing active engagements with customers also allow us to plan our capital expenditure, enhance our ability to benefit from increasing economies of scale with stronger purchasing power for raw materials and a lower cost base. These enduring customer relationships also have helped us expand our product offerings and geographic reach. For further details, please see "*Risk Factors* ***-We are dependent on and derive a substantial portion of our revenue (more than 50%) from our top 10 customers. During August 31, 2024 and Fiscal 2024, our revenue from our top 10 customers was ₹ 1,127.41 and ₹ 2,779.95 million, which is 54.69% and 55.95% of our revenue from operations respectively. Cancellation by customers or delay or reduction in their orders could have a material adverse effect on our business, results of operations and financial condition. We also have a number of Government customers which exposes us to various risks inherent in doing business with them, which may adversely affect our business, results of operations and financial condition.***" on page 34.

Focus on innovation supported by R&D and design capabilities

We develop solutions to address industry specific challenges and requirements using our R&D capabilities. We are engaged in R&D activities to develop new membranes for use in particular industries, improved module design and new technology and systems. As of August 31, 2024, our R&D team comprised 25 employees which is based in our facility at Vasai, Maharashtra. As of August 31, 2024, we had been awarded four patents in India and had filed nine additional patent applications.

Our R&D provides us with a competitive advantage by addressing trends in environmental compliance, sustainability and industry developments. Our R&D has and will continue to facilitate development of newer technologies, plants and systems as well as manufacturing processes that will help reduce the cost of production, simplify manufacturing processes to improve safety, reduce environmental load and provide us with other growth opportunities. In particular, we are engaged in R&D activities to develop new membranes for use in particular industries, improved module design and new technology and systems.

Our R&D has played a key role in the expansion of our membrane portfolio. For example, we were successful in designing and commissioning a high concentration membrane with a high-pressure module design for a membrane system of one of our distillery customers. We utilized theoretical modelling and then used computer aided design (CAD) for validation. We tested these designs inhouse and in the field and necessary modifications were made. Our design was then put to production, and as of August 31, 2024, we had sold over 3,000 new modules for commercial use.

Our R&D driven plate and frame designs gives us the ability to provide wastewater reuse solutions with membranes for highly contaminated wastewater without extensive, multistage pre-treatment steps yielding a simplified solution at a lower operating expense.

Promoters and management team delivering financial performance

We are led by a qualified and experienced management team that has the expertise and vision to manage and grow our business and promote our sustainability goals. Our promoter, Mr. Prayas Goel, is our Chairman and has been our Managing Director since 2009. The business was started by Mr. Kamlesh Kumar Goel (father of the Promoters) in 1991. Mr. Prayas Goel has over 25 years of experience and oversees our business with a focus on corporate strategy, product development, equipment and process standardization, strategic vendor management and domestic sales function. Our other Promoter, Mr. Prerak Goel, has been an executive director of our Company since 2003 and heads our finance, sales and human resources functions. He has over 21 years of experience in organizational strategy, financial strategy and management, fund raising and investor management and international sales. We run our business professionally with dedicated senior management teams. Our senior management team support has a combined experience of more than 150 years in project execution, industrial sales and marketing. The knowledge and experience of our Promoters, along with our senior management, and our team of dedicated personnel, provide us with a significant competitive advantage as we seek to grow our existing markets and enter new geographic markets. For further details on our Promoters and management team, please see "*Our Management*" on page 306.

We have built our business organically and have demonstrated healthy revenue and profitability. During the five-month period ended August 31, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022, our consolidated revenue from operations were ₹ 2,061.71 million, ₹4,968.59 million, ₹3,432.19 million and ₹3,293.66 million. During the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, our consolidated revenue from operations by geographical market outside India were ₹ 915.28 million, ₹2,075.16 million, ₹825.22 million and ₹740.44 million. In addition, we have demonstrated our working capital management with a receivable cycle of 51, 35, 105 and 53 days, respectively, during the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022.

During the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, our EBITDA on a consolidated basis was ₹ 151.12 million, ₹811.47million, ₹ 495.84 million and ₹ 614.27 million, respectively, while our EBITDA Margins on a consolidated basis in the same period were 7.33%, 16.33%, 14.45% and 18.65%, respectively.

During the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, our profit (loss) after tax was ₹ 5.16 million, ₹414.39 million, ₹54.87 million and ₹164.77 million, respectively, and our profit (loss) after tax margin was 0.25%, 8.34%, 1.60% and 5.00%, respectively.

During the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, our ROCE was 2.08%, 14.07%, 6.96% and 10.23%, respectively; our ROE was 0.16%, 13.73%, 2.00% and 12.78%, respectively; and our Net Debt/EBITDA ratio was 9.94, 1.50, 0.98 and 1.57, respectively.

Our Strategies

We have adopted the following key business strategies:

Add new capacity for the manufacture of membrane modules, WHE modules and containerised plants

The global industrial wastewater recycling and reuse market is influenced by regulatory frameworks, technological advancements, market demand, and sustainability initiatives and is valued at US$ 80.6B in CY23, the market is projected to reach US$ 120.0B by CY28, with a CAGR of 8.3%. *(Source: 1Lattice Report).* In order to capitalize on this expected growth in demand for water and wastewater treatment systems and plants, we are expanding our capacity for the manufacture of membrane modules, WHE modules and containerised plants by building a new assembly unit near our existing facility in Sharjah. For details, refer to "*Objects of the Offer*" on page 127.

The project land was leased by our Subsidiary, CEF from Sharjah Airport International Free Zone, Government of Sharjah pursuant to a tenancy contract dated June 16, 2022. The new assembly unit will produce both current and new design membrane module products and will help us expand our capacity for the manufacture of membrane modules, WHE modules and containerised plants in order to cater to our international markets. The product-wise capacity for the proposed facility is as under:

Type of product	Capacity
Membrane Modules	2,000 nos. per month
WHE Modules	50,000 sq. mtrs. per year
Containerised Plants	36 Units per year

The construction of the Assembly Unit is scheduled to be completed within a period of 12 – 16 months and is expected to commence assembly operations by May 2025 and date of commencement of commercial operations is September 1, 2026 as certified by Parikh and Kulkarni Consulting Engineers Private Limited, the Project Management Consultant pursuant to their report dated December 5, 2024. The total estimated cost for setting up of the new assembly unit is ₹ 250.00 million. For further details, please see "*Objects of the Offer*" beginning on page 127.

Expand into new sectors for wastewater reuse and zero liquid discharge

We aim to grow our industrial wastewater reuse business by adding new sectors with high water consumption such as paper mills, refineries, common effluent treatment plants ("**CETPs**"), power plants solar panel manufacturing and cleaning and treated sewage plants. We have already successfully installed systems and plants at a few such customer sites including a paper mill in north India, a CETP in south India and are executing an order for water block package for a refinery. These installations serve as references for further expansion into these sectors. We have through our R&D efforts designed and manufactured low pressure, low rejection membranes for lean wastewater applications. These low pressure, low rejection membranes enable us to offer a compelling value proposition for customers in sectors such as paper, CETP and treated sewage.

In addition, we plan to increase the penetration of our ZLD solutions across sectors and regions. Our ZLD solution using our UHPRO systems and advanced WHE systems reduce total energy demand compared to traditional evaporation systems and consequently the capital expenditure and operating expenses associate with ZLD. We are currently marketing these solutions to our existing customers to enable them reduce cost of ZLD and at the same time pitching to clients who are implementing ZLD to enable them take advantage of our green ZLD solutions. We will focus on sectors such as pharmaceuticals, chemicals, distilleries, steel, energy, automotive and ancillaries, food and beverages where we already have a large installed base of systems and plants and a strong project track record. Further, refineries have initiated orders for installing products from our Company. For instance, we have been awarded an order for supplying water block package for a refinery in Mongolia and an order for a CETP in Rajasthan.

Further, we aim to target our system and plant offering and our marketing efforts to industries in coastal regions that are facing water shortage. We aim to market our wastewater and ZLD solution to these coastal customers as an alternative to coastal wastewater discharge. Further, we see demand for desalination along coastal areas to provide fresh water for industrial purposes as another potential growth area for our Company. In coastal areas like Dahej, Gujarat and Vizag, Andhra Pradesh where companies are facing freshwater shortages, we are working with our clients to provide recycling and sea water desalination solutions to meet their water needs.

Expand our presence in existing geographies and enter new markets

We plan to continue our geographic expansion and market our systems and plants as well as our O&M services to new international markets. In particular, we intend to expand further in Latin America, Africa, Europe and Asia. For regions of Africa, EU and the Middle East that have relative less water availability, wastewater treatment opens up a huge opportunity for recycling and reuse of water thereby increasing the water available for different purposes. The global water and wastewater treatment market was valued at US$ 313.0B in CY23, registering a CAGR of 8.1% during CY18 to CY23. The growth can be attributed to several factors like stringent government regulations, private investments for water treatment plants, policies focusing on river & water source cleaning. The market is expected to reach US$ 452.9B in CY28. This market encompasses the revenue generated from the sale of systems and services designed to manage and treat water and wastewater. It includes the provision of operation and maintenance (O&M) services, as well as the supply of necessary spares and chemicals. The market is experiencing growth, driven by increasing demand for efficient and sustainable water management solutions (*Source: 1Lattice Report*).

We intend to achieve this by having dedicated sales and marketing teams whose primary focus will be on business development in international markets, particularly, in our focus geographies. We will also look for new partners in our focus markets to establish a local presence and in certain markets we may establish subsidiaries or local offices. Further, we will also leverage our international installations for marquee customers to showcase the quality of our product offering and our ability to provide our O&M services globally.

We are striving to broaden our global footprint, with focused efforts in different markets. Across Africa and Latin America, we are working with the distillery, yeast and brewery industries to reduce their water requirement through wastewater reuse and ZLD solutions. We are offering our minimum liquid discharge ("**MLD**") and ZLD solutions for landfill leachate in North Africa, Eastern Europe. In Bangladesh, we are offering the pharmaceutical and textile industries with wastewater and ZLD solutions. In the Middle-East, we are offering our industrial wastewater reuse and MLD solutions for treated sewage recycling to reduce costs of external disposal.

We aim to expand our market penetration across geographies by

- becoming an approved service provider to large multi-national corporations for wastewater reuse related services;
- working with reputed consulting firms in various countries to showcasing our solutions to their clients; and
- engaging third party local distributors who maybe engaged with target industries in related water and wastewater fields such as chemicals.

Focus on growing our new business initiatives such as design and installation of CBG Plants

High strength organic effluents waste are a potential source of energy through generation of biogas. Compressed biogas can be used in different applications such as transportation fuel, energy generation fuel and cooking fuel. Leveraging our expertise in anaerobic digestion technology, we have also in April 2024 entered into a business initiative for designing and installation of CBG Plants for our customers. These CBG Plants produce clean and renewable energy from organic waste. The process involves converting biodegradable waste, such as food and agricultural waste, animal manure, municipal solid waste, sewage, or food waste, into biogas through a process called anaerobic digestion, which is a process of breaking down of the organic material in the absence of oxygen to produce biogas comprised of methane and carbon dioxide.

India's Compressed Biogas (CBG) sector is poised for significant growth as the government intensifies efforts to reduce reliance on imported fuels and enhance energy security. The Sustainable Alternative Towards Affordable Transportation (SATAT) initiative, underscores India's strategic focus on leveraging domestic resources to generate cleaner and more sustainable energy. CBG, derived from purifying biogas produced from organic waste, serves various applications such as transportation fuel, energy generation fuel, and cooking fuel. It offers a viable alternative to Compressed Natural Gas (CNG) and can be seamlessly used in CNG vehicles without modification. The government's support through financial incentives, policy measures, and regulatory frameworks is designed to create a conducive environment for the growth of the CBG industry, with notable involvement from the sugar mills utilizing press mud as feedstock. (*Source: 1Lattice report*)

Our recent key bio – gas projects include recovery of bio gas from tequila vinasse for Diageo Mexico Operaciones, S.A. De C.V. at their upcoming greenfield distillery in La Barca, Jalisco, Mexico. We are also setting up a bio-gas plant for a fermentation based pharmaceutical company in Tamil Nadu. We intend to grow this vertical by leveraging our experience in setting up anaerobic digestors for our industrial customers, partnering with project consultants and setting up a dedicated team for the business.

Cross sell new products to existing customers

We aim to cross sell our new products like anaerobic digestors, membrane bio-reactors, sewage treatment plants, waste heat evaporators, ultra-high pressure reverse osmosis systems and our IoT management systems to our existing customers most of who have a confirmed their need either as a capacity enhancement or replacement of existing equipment. We have a history of high customer retention and enjoy a relationship in excess of three years with all of our top 10 customers. We derive a significant proportion of our revenue from repeat business built on our successful execution of prior engagements.

Our waste heat evaporator plants are modular treatment systems that use thermal energy to extract clean water from highly concentrated waste. Our waste heat evaporators offer unique product advantages including:

- lower replacement costs due to their corrosion resistant design,
- lower total energy consumption,
- ease of maintenance as the system is skid mounted at ground level, and
- compact and modular.

We will also focus marketing efforts to help our clients reduce their cost of operations from current thermal evaporators cross-selling our ultra-high pressure reverse osmosis systems. Our ZLD solution using our UHPRO systems and advanced WHE systems reduce total energy demand for ZLD. We developed this technology inhouse, and we were the first company to introduce UHPRO membranes enabling high recovery rates in India (*Source: 1Lattice Report*). In addition, to cross selling our UHPRO system to our existing customers, we intend to also market this system to companies using other water reuse systems in areas such as Gujarat and Tamil Nadu where the installed base of water reuse systems is significant.

Leverage our in-house capabilities to address the growing demand for IoT applications in the water and wastewater sector

The adoption of IoT in India in the water and wastewater sector is currently low but has high potential for growth given the severe water stress and challenges. Technological advancements, including AI, ML, and IoT, enhance wastewater treatment efficiency and industrial water monitoring Companies are increasingly focusing on environmental, social, and governance practices and striving to meet UN sustainability development goals, further fuelling the adoption of IoT solutions in this sector *(Source: 1Lattice Report).*

We have developed an IoT based system and software that captures information from our systems and plants that we install at customer sites. Our IoT system is designed to collect and organize operating data so that plant performance may be reviewed and analysed. This data helps our customers undertake corrective actions, preventive maintenance and improve efficiency.

Grow our "pay per use/pay as you treat" business model

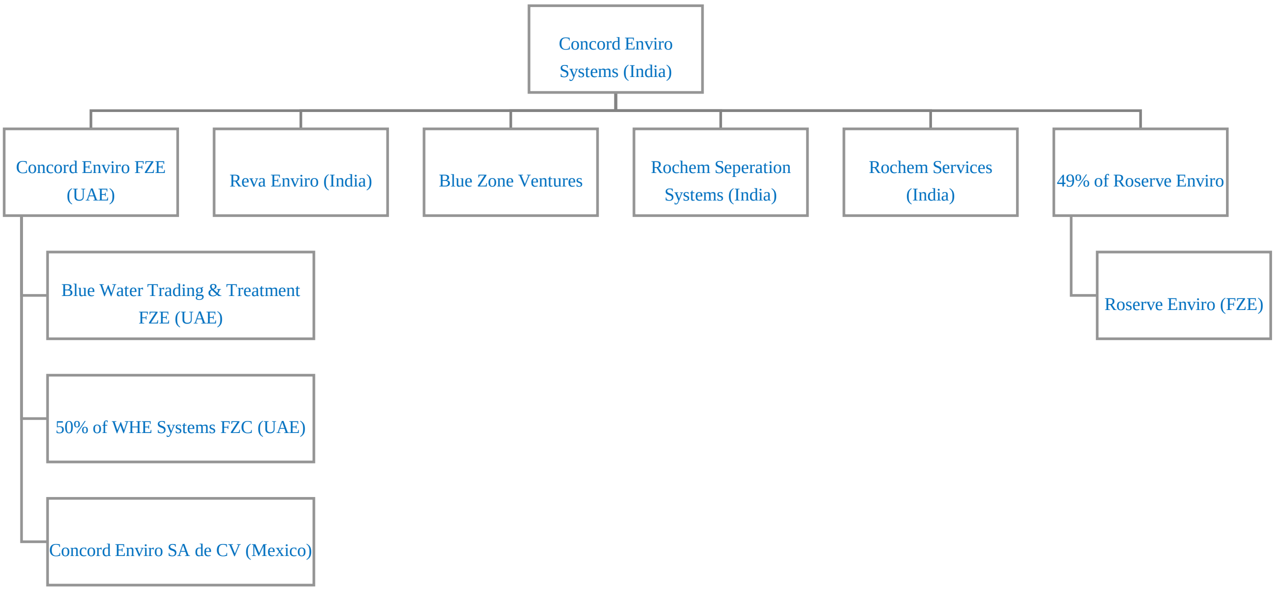
The demand for water and wastewater treatment solutions in APAC is mainly driven by rapid urbanization in developing Asian economies including China, India, Vietnam and Indonesia. Other factors contributing to the growth of the market are improving standards of living, water scarcity, and emergence of more stringent water-related laws and regulations, particularly for effluent discharge *(Source: 1Lattice Report).* To capitalize on this demand, we provide our solutions as a service to customers under our "pay per use/pay as you treat" where we offer our systems and plants on a rental basis so that customers are able to avoid large capital expenditures. Under this model, we install tailored wastewater reuse solutions and then operate and maintain the systems and plants including spare parts. Our customers contract with us to treat and recycle their wastewater for the payment of a monthly fee linked to the quantity of water that we recycle for them.

These services are provided in cooperation with our Joint Venture, Roserve Enviro Private Limited. Our "pay per use/pay as you treat" model enables customers to meet the requirements of additional water reuse requirements arising from:

- peak in production due to market demand;
- low seasonal freshwater availability;
- climate change related sudden impacts;
- urgent compliance to regulatory changes and needs; and
- achieving savings through water reuse and energy consumption immediately *(Source: 1Lattice Report)*.

Corporate Structure

Concord Enviro Systems Limited is our parent holding company and our business activities are carried out by our Subsidiaries and Joint Ventures. Concord Enviro Systems Limited owns 100.00% of Rochem Separation Systems (India) Private Limited, Rochem Services Private Limited, Concord Enviro FZE and Bluezone Ventures Private Limited. Concord Enviro FZE owns 100.00% of Blue Water Trading & Treatment FZE and Concord Enviro SA De C.V. and owns 50.00% of WHE Systems FZC (with the remaining 50% owned by Heinzl Holding UG of Germany). Concord Enviro Systems Limited also owns 48.98% of Roserve Enviro Private Limited with the remaining 48.98% owned by Danish Climate Investment Fund and 2.04% owned by others. Roserve Enviro Private Limited owns 100.00% of Roserve Enviro FZE. Our organizational chart is set forth below.



For further details, please see *"Our Subsidiaries and Joint Ventures"* and "*Our Group Companies*" on pages 296 and 470, respectively.

Business

We design, manufacture, install, operate and maintain industrial wastewater treatment, wastewater reuse ZLD solutions. Our wastewater reuse solutions help industries such as pharmaceutical, chemicals, food and beverage, defence and offshore, automotive and auto ancillaries, steel and textiles, among others, to achieve water security, reduce their water footprint, meet pollution control regulations and meet their sustainability goals by minimizing the impact of their activities on the environment. Our integrated solutions are focused on water efficiency with processes that generate the least waste and yield the highest energy savings, ultimately reducing the amount of fresh water needed by our customers. Additionally, we provide turnkey solutions, managing every phase of the project from conception to completion, ensuring seamless integration and optimal performance.

Our business comprises:

- the manufacture and sale of water and wastewater treatment, reuse and ZLD systems and plants and turnkey solutions;
- operations and maintenance;
- the manufacture and sale of consumables and spare parts (including membranes, chemicals and consumables); and
- installation of compressed biogas plants ("**CBG Plants**").

The table set forth below provides the split of our consolidated revenue from operations by our products and services during the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, and as a percentage of consolidated revenue from operations in the aforementioned periods, including the split between turnkey projects and pay-per-use basis.

Product/Service	**As of the five-month period ended August 31, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	₹ million	**% of revenue from operations**	**₹ million**	**% of revenue from operations**	**₹ million**	**% of revenue from operations**	**₹ million**	**% of revenue from operations**
Systems and plants	989.88	48.01	2,961.81	59.61	1,608.69	46.88	1,631.45	49.53
-Turnkey basis	979.44	47.37	2,880.77	57.98	1,428.99	41.63	1,459.94	44.32
-Pay-per-use basis	10.44	0.51	81.04	1.63	179.70	5.25	171.51	5.21
Sale of consumables and spare parts	410.16	19.89	1,033.60	20.80	876.39	25.53	864.26	26.24
O&M services	661.67	32.09	973.18	19.59	947.11	27.59	797.95	24.23
Revenue from Operations	2,061.71	100.00	**4,968.59**	**100.00**	**3,432.19**	**100.00**	**3,293.66**	**100.00**

Systems and Plants

Our systems and plants include treatment plants, membrane-based plants and waste heat evaporators. These systems are sold to customers as part of entire industrial wastewater reuse or ZLD solutions or as part of these solutions. We provide our custom solutions to our customers on a turnkey basis or on rental basis so that customers are able to avoid large capital expenditure.

Treatment Plants

Effluent treatment plants provide biological and physio-chemical treatment of raw wastewater originating from industrial manufacturing processes and thus making it fit for discharge or for further processing including reverse osmosis, or nano-filtration.

Treatment plants use a number of processes including:

- Anaerobic digestion
- a combination of physio-chemical and biological treatments to remove contamination in wastewater;
- wastewater treatment by biological means – with anaerobic digestors and activated sludge processes;
- membrane bio reactor (MBR); and
- dissolved air flotation (DAF) System.

Advantages of Effluent Treatment Plants

The advantages provided by our effluent treatment plants include:

- generation of bio-gas depending on the organic content in the wastewater; and
- reduction of chemical usage and hazardous sludge generation.

Case study

One of our customers produces tropical fruit purees, pulp, and concentrates, available in aseptic, canned, and frozen packaging. To manage the high organic load and significant suspended solids in their effluents, Concord designed and implemented an effluent treatment plant for the client.

The key benefits of the solutions include:

- Low operation and maintenance costs
- Minimal space and energy requirements
- Capability to operate efficiently under fluctuating flows, typical in batch processes of such industries

Additionally, the biogas produced from the anaerobic process can be potentially utilized as a future energy source.

Reverse Osmosis Plants

Reverse osmosis plants use saline water pressure to produce clean water because unwanted solids are not able to pass through semi-permeable membranes. Reverse osmosis plants are used for sea water desalination and reuse of industrial wastewater. Our membrane systems can be utilized to treat and concentrate sodium sulfate streams up to 12-20%, providing significant operating cost savings. Traditionally, sodium sulfate streams are treated using multi-effect evaporation, which relies on steam. As fuel costs continue to rise, the expense of using steam has steadily increased. Our

membrane systems help mitigate this by reducing the evaporator load, thereby decreasing steam consumption and lowering operating costs.

Advantages of Reverse Osmosis Plants

The following table sets forth the advantages of reverse osmosis plants.

Cost efficient due to:		Improved operations due to	
✓	High recovery rates for low energy costs	✓	Easy access to all membranes due to openable modules
✓	No chemical operating costs	✓	High quality product water
✓	Long membrane life	✓	Fail-safe unattended operation
✓	Lower membrane replacement costs	✓	Compact and flexible modular units
		✓	Wide range of operating pressures up to 220 bar

Case study

One of our textile customers, aimed to reduce the energy footprint of its ZLD system. We successfully implemented our membrane brine concentrator, which further concentrates RO rejects, significantly reducing the load on thermal systems and decreasing the overall energy footprint. Our membrane brine concentrator achieved an overall recovery rate of 95.00%, with a 30.00% reduction in evaporator load, leading to substantial savings of operating expenses.

Waste Heat Evaporators

Waste heat evaporator plants are modular treatment systems using thermal energy to extract clean water from highly concentrated waste waters and reverse osmosis plant rejects.

Waste heat evaporators are a compact and efficient way for evaporating water from wastewater that contains high levels of contaminates and corrosive constituents. Waste heat evaporation utilizes differences in vapor pressure to permeate water.

Advantages of Waste Heat Evaporators

The following table sets forth the advantages of waste heat evaporators.

Cost efficient due to:		Improved operations due to	
✓	Lower electrical energy consumption	✓	Separation of volatile components from the solutions
✓	Ease of maintenance as system is skid mounted at ground level (no special equipment needed)	✓	Fresh water produced from highly concentrated feeds
✓	Limits scaling and corrosion issues	✓	Safe operations at low temperature
✓	Compact and modular design	✓	High quality of distillate (output)
		✓	Reduction in non-condensable species in vapor phase

Case study

One of our customers' cold rolling mill aimed to achieve zero effluent discharge (ZED) by recycling treated effluents from its existing wastewater treatment plant and installing waste heat evaporators to process rejects from its RO plant.

We designed and supplied the comprehensive ZLD solution, which included three-stage reverse osmosis membrane systems, polishing RO and a waste heat evaporator.

The waste heat evaporator is a compact and efficient method for evaporating water from wastewater that contains high levels of contaminants and corrosive constituents. Unlike traditional metallic evaporators, the WHE is a plastic evaporator that offers a significantly lower life cycle cost due to reduced operating and maintenance expenses.

CBG Plants

In April, 2024, we entered into a business initiative for the installation of CBG Plants for our customers and we leverage our expertise in anaerobic digestion technology. The high strength organic waste is treated with the help of bacteria in anaerobic digestor which produces methane rich biogas. The bio-gas is further processed (gas separation and compression) and sent for use. Thus, biogas plants help recover energy from wastewater or solid waste and helps to reduce the overall energy footprint of the system.

Drying and crystallization

Drying is the final step in a ZLD process. We manufacture dryers with heat integration to provide the low energy consumption for ZLD.

Consumables and Spare Parts Sales

We supply consumable and spare parts required for the normal operations of systems and plants that we install for our customers, which serves as a recurring revenue stream. Our spare part sales include membranes and modules and electromechanical parts as replacements, in addition to chemicals and consumables for system and plant operations. The table below highlights some of the spare parts that we sell on a regular basis.

During the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, our spare part sales, as a percentage of our consolidated revenue from operations were 19.89%, 20.83%, 25.53% and 26.24%, respectively.

Operations and Maintenance (O&M)

We offer our customers an all-in-one O&M contract which includes operations, maintenance and the supply of consumables and spares. Our O&M contracts are typically for a term of one to three years. As of August 31, 2024, we had O&M contracts with 146 customers. During Fiscal 2022 to Fiscal 2024, approximately 47.10% of our customers that purchase our systems and plants entered into O&M contracts with us.

Our plant supervisor ensures the system and plant operates to the customer's requirements. Our centralized technical and supply chain teams ensure that all materials required for day-to-day operation are available including consumables and spares. We also make available site engineers that are supported by area engineers who are located regionally to offer technical support. We generally bill our customers a fixed monthly fee for manpower and a fee based on the monthly volume of water recycled for materials.

During the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, our consolidated revenue from our operations and maintenance business, as a percentage of our consolidated revenue from operations were 32.09%, 19.59%, 27.59% and 24.23%, respectively.

Our Order Book

As of the five-month period ended August 31, 2024, our Order Book was ₹ 5,017.46 million, of which 74.50% comprises system and plant and module orders and 25.50% comprises after-sales revenue (including consumables and spares orders and O&M services orders).

Our "Order Book" comprises anticipated revenue from the unexecuted portions of existing contracts (including signed contracts for which all pre-conditions to entry into force have been met and letters of acceptance issued by the customer prior to execution of the final contract).

The following table summarizes our Order Book as of the five-month period ended August 31, 2024 and March 31, 2024, March 31, 2023 and March 31, 2022:

Particulars	Outstanding as of August 31, 2024 (in ₹ million)	Percentage of Total Order Book	Outstanding as of March 31, 2024 (in ₹ million)	Percentage of Total Order Book	Outstanding as of March 31, 2023 (in ₹ million)	Percentage of Total Order Book	Outstanding as of March 31, 2022 (in ₹ million)	Percentage of Total Order Book
Systems and plants	3,737.94	74.50%	3544.49	76.52	2,836.27	74.31	651.07	41.22
Sale of consumables and spare parts	160.99	3.21%	211.90	4.58	105.49	2.76	173.02	10.96
O&M services	1,118.53	22.29%	875.53	18.90	875.36	22.93	755.28	47.82
Revenue from Operations (Total Order Book)	**5,017.46**	**100%**	**4,631.92**	**100.00**	**3,817.12**	**100.00**	**1,579.37**	**100.00**

WHE Frames Joint Venture

Our joint venture, WHE Systems FZC, with Heinzl Holding UG, is intending to manufacture WHE frames that are integrated by our Company in its products and solutions and offered to our customers. WHE frames are a critical component of waste heat evaporators, a compact and efficient way for evaporating water from wastewater that contains high levels of contaminates and corrosive constituents. Waste heat evaporation utilizes differences in vapor pressure to permeate water.

Our Customers

We have a diversified customer base across industry sectors and geographies. As of August 31, 2024 we had 289 domestic customers and 21 international customers. We provide our wastewater treatment products and services to industries such as pharmaceutical, chemicals, food and beverage, defence and offshore, automotive and auto ancillaries, steel and textiles industries, amongst others.

The following table sets forth our range of solutions used in various industry industries.

Industry	Applications	Applicable solutions				
		UF/ MBR	RO	NF	WHE	ZLD
Pharmaceuticals and Chemicals	• Reuse of combined effluent and ZLD	✓	✓	✓	✓	✓
Distilleries	• Anaerobic digestion and reuse of spent wash	✓	✓	✓	✓	✓
Desalination	• Sea water desalination for onshore and offshore applications		✓		✓	
Textile	• Effluent treatment, recycle and salt brine recovery		✓	✓	✓	✓
Food and Beverage	• Reuse of combined effluents and ZLD	✓	✓	✓	✓	✓
Defence	• seawater desalination and mobile systems for water purification,	✓	✓			
Leachate	• Leachate concentration		✓			

The table set forth below provides customer industry split of our consolidated revenue from operations and as a percentage of consolidated revenue from operations during the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022.

Customer Industry	Five-month period ended August 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from operation (in ₹ million)	% of revenue from operations	Revenue from operation (in ₹ million)	% of revenue from operations	Revenue from operation (in ₹ million)	% of revenue from operations	Revenue from operation (in ₹ million)	% of revenue from operations
Pharmaceutical	306.18	14.85	808.65	16.28	813.67	23.71	849.10	25.78

Customer Industry	Five-month period ended August 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from operation (in ₹ million)	% of revenue from operations	Revenue from operation (in ₹ million)	% of revenue from operations	Revenue from operation (in ₹ million)	% of revenue from operations	Revenue from operation (in ₹ million)	% of revenue from operations
Chemicals	182.26	8.84	522.20	10.51	471.51	13.74	615.14	18.68
Food and Beverage	823.85	39.96	1,965.63	39.56	535.34	15.60	397.22	12.06
Leachate	3.13	0.15	7.91	0.16	46.61	1.36	168.62	5.12
Textiles	36.15	1.75	83.23	1.68	101.97	2.97	111.05	3.37
Defence	13.93	0.68	333.37	6.71	254.62	7.42	151.83	4.61
Government	181.90	8.82	-	-	-	-	52.37	1.59
Others [(1)]	514.30	24.95	1,247.60	25.11	1,208.47	35.21	948.33	28.79
Revenue from Operations	**2,061.71**	**100.00**	**4,968.59**	**100.00**	**3,432.19**	**100.00**	**3,293.66**	**100.00**

(1) Others include agrochemicals and fertilizers, oil and gas, tannery and power industries.

During the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, top 10 customers of the Company (on a consolidated basis) represented 54.69%, 55.95%, 37.12% and 36.28%, respectively, of consolidated revenue from operations of the Company.

The following table sets forth, for the periods indicated, the revenue contribution of our top 10, top five and largest customer by business/product area, as well as such revenue contributions as a percentage of our revenue from operations.

Business / Product Area	Five-month period ended August 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue (in ₹ million)	% of revenue from operations	Revenue (in ₹ million)	% of revenue from operations	Revenue (in ₹ million)	% of revenue from operations	Revenue (in ₹ million)	% of revenue from operations
Top 10 customers								
Systems and plants	746.66	36.22	2,292.70	46.14	944.04	27.51	815.30	24.75
Sale of consumables and spare parts	230.39	11.17	431.10	8.68	381.30	11.11	385.61	11.71
O&M services	437.28	21.21	381.30	7.67	396.27	11.55	344.04	10.45
Total	**1,414.32**	**68.60**	**3,105.10**	**62.49**	**1,721.61**	**50.17**	**1,544.95**	**46.91**
Top 5 customers								
Systems and plants	673.94	32.69	2,071.08	41.68	744.19	21.68	603.14	18.31
Sale of consumables and spare parts	173.22	8.40	342.14	6.89	290.92	8.48	272.32	8.27
O&M services	386.64	18.75	261.16	5.26	268.73	7.83	242.69	7.37
Total	**1,233.81**	**59.84**	2,674.38	**53.83**	**1,303.84**	**37.99**	**1,118.15**	**33.95**
Top customer								
Systems and plants	570.99	27.69	1,783.93	35.90	381.32	11.11	171.51	5.21
Sale of consumables and spare parts	84.18	4.08	230.60	4.64	155.33	4.53	71.94	2.18
O&M services	181.49	8.80	72.29	1.45	78.18	2.28	89.83	2.73
Total	**836.66**	**40.58**	**2,086.82**	**41.99**	**614.83**	**17.92**	**333.28**	**10.12**

The following table sets forth the details of the revenue contribution of our top 10 customers in the five-month period ended August 31, 2024 and during Fiscal 2024, Fiscal 2023 and Fiscal 2022.

Sr. No.	Customer Name *	Revenue from operations (in ₹ million)	Percentage of revenue from operations
Five-month period ended August 31, 2024			
1.	Diageo Mexico Operaciones SA DE CV	752.48	36.50
2.	Customer 2	119.32	5.79

Sr. No.	Customer Name *	Revenue from operations (in ₹ million)	Percentage of revenue from operations
3.	Customer 3	58.42	2.83
4.	Customer 4	41.24	2.00
5.	Customer 5	40.33	1.96
6.	Customer 6	30.27	1.47
7.	Customer 7	24.15	1.17
8.	Customer 8	21.18	1.03
9.	Customer 9	21.05	1.02
10.	Customer 10	18.97	0.92
Fiscal 2024			
1.	Diageo Mexico Operaciones SA DE CV	1,783.93	35.90
2.	Customer 2	250.83	5.05
3.	Customer 3	132.62	2.67
4.	Customer 4	131.66	2.65
5.	Customer 5	108.55	2.18
6.	Customer 6	107.12	2.16
7.	Customer 8	76.68	1.54
8.	Customer 9	70.87	1.43
9.	Customer 10	60.22	1.21
10.	Grasim Industries Limited	57.48	1.16
Fiscal 2023			
1.	Diageo Mexico Operaciones SA DE CV	381.32	11.11
2.	Customer 2	231.18	6.74
3.	Customer 3	159.53	4.65
4.	Customer 4	87.52	2.55
5.	Customer 5	85.91	2.50
6.	Customer 6	77.65	2.26
7.	Customer 7	76.33	2.22
8.	Customer 8	69.73	2.03
9.	Customer 9	53.04	1.55
10.	Customer 10	51.65	1.50
Fiscal 2022			
1.	Customer 1	171.59	5.21
2.	Customer 2	170.68	5.18
3.	Customer 3	157.13	4.77
4.	Customer 4	147.67	4.48
5.	Customer 5	122.21	3.71
6.	Customer 6	103.42	3.14
7.	Customer 7	94.54	2.87
8.	Customer 8	77.69	2.36
9.	Customer 9	75.44	2.29
10.	Customer 10	74.43	2.26

**The disclosure of names has only been made for such customers who have provided consent to being named in the Offer Documents. Remaining names from our top 10 customers have not been included in this Red Herring Prospectus due to confidentiality reasons and non-receipt of consent from such customers to be named in the Offer Documents.*

Government Customers

We also sell our products and services to Government Customers. During the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, Government Customers accounted for 6.16%, 1.92%, 3.14% and 1.57% of our consolidated systems and plants revenue, respectively; for 0.54%, 4.15%, 1.83% and 1.71% of our consolidated operating and maintenance revenue, respectively; and for 21.64%, 30.66%, 21.53% and 2.25% of our consolidated spare parts revenue, respectively.

Please see below the revenue contribution from top five Government Customers for the five-month period ended August 31, 2024 and in Fiscals 2024, 2023 and 2022:

List of Government Customers for the five-month period ended August 31, 2024:

Name of Customer	***₹ million***	***% of revenue from operations***
Customer 1	*119.32*	*5.79%*
Customer 2	*38.32*	*1.86%*
Customer 3	*15.64*	*0.76%*
Customer 4	*6.49*	*0.31%*

Customer 5	*2.07*	*0.31%*

List of Government Customers as on March 31, 2024:

Name of Customer	*₹ million*	*% of revenue from operations*
Customer 1	*250.83*	*5.05%*
Customer 2	*24.01*	*0.48%*
Customer 3	*20.43*	*0.41%*
Customer 4	*12.03*	*0.24%*
Customer 5	*7.61*	*0.15%*

List of Government Customers as on March 31, 2023:

Name of Customer	*₹ million*	*% of revenue from operations*
Customer 1	*159.23*	*4.65%*
Customer 2	*17.28*	*0.50%*
Customer 3	*12.27*	*0.36%*
Customer 4	*6.44*	*0.19%*
Customer 5	*1.10*	*0.03%*

List of Government Customers as on March 31, 2022:

Name of Customer	*₹ million*	*% of revenue from operations*
Customer 1	*94.54*	*2.87%*
Customer 2	*51.52*	*1.56*
Customer 3	*27.32*	*0.84*
Customer 4	*12.77*	*0.39*
Customer 5	*9.87*	*0.30*

**The disclosure of names for our government customers have not been included in this Red Herring Prospectus due to confidentiality reasons and non-receipt of consent from such customers to be named in the Offer Documents.*

International customers and exports

As of August 31, 2024, we exported our products and delivered our services to over 21 countries in Asia, North Africa, Latin America and Europe. Our major international customers are Diageo Mexico Operaciones, S.A. De C.V. and AB Mauri. During the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, our consolidated revenue by geographical segment outside India, as a percentage of our revenue from operations were 44.39%, 41.77%, 24.04% and 22.48%, respectively.

The table set forth below provides revenue by geographical segment as a percentage of our revenue from operations during the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022.

Revenue by Geographical Segment	**Five-month period ended August 31, 2024**			**Fiscal 2024**			**Fiscal 2023**			**Fiscal 2022**		
	₹ million	**% of revenue from operations**	**Year on year growth**	**₹ million**	**% of revenue from operations**	**Year on year growth**	**₹ million**	**% of revenue from operations**	**Year on year growth**	**₹ million**	**% of revenue from operations**	**Year on year growth**
Within India	1,146.43	55.61%	N.A.	2,893.43	58.23%	10.99%	2,606.97	75.96%	2.12%	2,553.22	77.52%	(1.38)%
Outside India	915.28	44.39%	N.A.	2,075.16	41.77%	151.47%	825.22	24.04%	11.45%	740.44	22.48%	(16.54)%
Total	**2,061.71**	**100%**	**N.A.**	**4,968.59**	**100.00%**	**44.76%**	**3,432.19**	**100.00%**	**4.21%**	**3,293.66**	**100.00%**	**(5.00)%**

Research and Development

We develop solutions to address industry specific challenges and requirements using our R&D capabilities. We are engaged in R&D activities to develop new membranes for use in particular industries, improved module design and new technology and systems.

Our R&D expenses are set forth below for the periods indicated.

(₹ in million, except percentages)

Particulars	Five-month period ended August 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Research & Development (R&D) Expenses	1.28	1.54	1.55	0.88
Salary cost of R&D Personnel	5.14	11.94	5.37	4.41
Total R&D Expenses	**6.42**	**13.48**	**6.92**	**5.29**
Total Expenses	**2,065.61**	**4,675.69**	**3,433.00**	**3,198.78**
Total R&D Expenses as a percentage of Total Expenses	**0.31%**	**0.29%**	**0.20%**	**0.17%**

For further details, please see "*Risk Factors* – ***We are dependent on our research and development activities for our future success. In August 31, 2024 and Fiscal 2024, our total R&D expenses amounted to ₹ 6.42 million and ₹ 13.48 million, which is 0.31% and 0.29% of our total expenses, respectively. If we do not successfully develop new wastewater treatment membranes, systems and plants in a timely and cost-effective manner, our business, results of operations and financial condition may be adversely affected.***" on page 42.

As of August 31, 2024, our R&D team comprised 25 employees. As of August 31, 2024, we had been awarded four patents in India and had filed nine additional patent applications. For further details, please see "*Our Business - Intellectual Property"* on page 272.

Manufacturing

We have two manufacturing facilities: one at Vasai, Maharashtra, India and one in Sharjah, UAE. Our Vasai facility is located on leasehold and freehold land and our Sharjah plant is held on a renewable annual lease. A description of our manufacturing units is set forth below.

Location	Commissioning Date	Covered Area (sq ft)	Headcount [(1)]	Product Lines
Vasai	Fiscal 1993	96,000	285	Systems and plants
Sharjah	Fiscal 2009	15,000	64	Membrane Castings, modules, systems

[(1)]As of March 31, 2024.

Our manufacturing facilities are equipped with machinery and equipment like assembly lines, overhead cranes electrical / welding, test beds, onsite lab, welding sets, lathes and drill machines.

Our facilities in India and UAE are certified ISO 9001:2015 (quality management system). Further, our manufacturing facility in the UAE is certified ISO 14001:2015 (environmental management system) and ISO 45001-2018 (occupational health and safety).

Capacity, Production and Capacity Utilization

The following tables sets forth information relating to the installed capacity, actual production and capacity utilization of our major products at our two manufacturing facilities as of the five-month period ended August 31, 2024, and for Fiscal 2024, Fiscal 2023 and Fiscal 2022.

Facilities	As of and for the five-month period ended			As of, and for year ended March 31,								
	August 31, 2024			2024			2023			2022		
	Installed Capacity (Nos.)	Actual Production (Nos.)	Capacity Utilization (%)	Annual Installed Capacity (Nos.)	Annual Actual Production (Nos.)	Capacity Utilization (%)	Annual Installed Capacity (Nos.)	Annual Actual Production (Nos.)	Capacity Utilization (%)	Annual Installed Capacity (Nos.)	Annual Actual Production (Nos.)	Capacity Utilization (%)
Vasai												
Modules[(1)]	4,583	1,142	24.92%	11,000	4,420	40.18%	11,000	4180	38.00%	11,000	2700	24.55%
Systems [(2)]	250	83	33.20%	600	219	36.50%	600	223	37.17%	600	206	34.33%
Sharjah												
Modules[(1)]	2,500	516	20.64%	6,000	1,849	30.82%	6,000	681	11.35%	6,000	2227	37.12%

**As certified by Independent Chartered Engineer by way of their certificate dated December 13, 2024.*
(1) Modules comprise membrane modules for sea water treatment and wastewater treatment.

(2) *Systems comprise brackish-water membrane-based systems, polishing membrane-based systems and wastewater membrane based systems.*

For further details, please see "*Risk Factors* – ***Our capacity utilization has been low in the five months ended August 31, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022, which exposes us to higher production costs and lower profitability. Low capacity utilisation in the future may adversely affect our business, results of operations and financial condition. Information relating to the installed manufacturing capacity of our two manufacturing facilities included in this Red Herring Prospectus are based on various assumptions and estimates and future production and capacity may vary.***" on page 32.

Raw Materials

Our principal raw materials and products purchased to integrate within our systems include membranes, pumps, electrical instrumentation, board panels, cabinets, tubes, pipes, steel and certain cleaning agents and chemicals. As of and for the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, our consolidated cost of raw materials and components consumed was ₹ 905.78 million, ₹ 2,244.44 million, ₹ 1414.17, million and ₹ 1312.73 million, which represented 43.85%, 48.00%, 41.19% and 41.04%, respectively, of our consolidated total expenses.

The success of our business is significantly dependent on our supply chain management. We have strong supply chain relationships both in India, the U.A.E. and internationally. In addition to India and the U.A.E., we also source raw materials from vendors in the United States and Germany. During the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, our raw materials purchased overseas was ₹ 604.11 million, ₹ 1,238.45 million, ₹ 671.40 million and ₹ 653.44 million, which represented 54.34%, 46.73%, 42.82% and 43.31%, respectively, of our total raw materials purchases.

For the five-month period ended August 31, 2024, and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, top 10 suppliers of the Company (on a consolidated basis) represented 43.80%, 43.34%, 56.96% and 51.53%, respectively, of consolidated cost of goods sold of the Company. The following table sets forth the details of top 10 suppliers of the Company in Fiscal 2024:

Sr. No.	Supplier Name*	% of cost of goods sold of the Company** in Fiscal 2024
1.	Supplier 1	7.50%
2.	Supplier 2	6.97%
3.	Supplier 3	6.03%
4.	Supplier 4	4.26%
5.	Supplier 5	4.16%
6.	Supplier 6	3.33%
7.	Supplier 7	3.28%
8.	Supplier 8	3.11%
9.	Supplier 9	2.62%
10.	Supplier 10	2.08%

**The names of top 10 suppliers are not mentioned herein due to confidentiality reasons and non-receipt of consents.*
*** Cost of goods sold refers to the sum of the cost of raw materials and components consumed, purchase of stock-in-trade and increase/(decrease) in inventories of finished goods and work-in-progress*

The following table sets forth the details of top 10 suppliers of the Company in Fiscal 2023:

Sr. No.	Supplier Name*	% of cost of goods sold of the Company** in Fiscal 2023
1.	Supplier 1	11.68%
2.	Supplier 2	9.93%
3.	Supplier 3	7.07%
4.	Supplier 4	5.99%
5.	Supplier 5	5.52%
6.	Supplier 6	4.46%
7.	Supplier 7	4.07%
8.	Supplier 8	3.11%
9.	Supplier 9	2.94%
10.	Supplier 10	2.20%

**The names of top 10 suppliers are not mentioned herein due to confidentiality reasons and non-receipt of consents.*
*** Cost of goods sold refers to the sum of the cost of raw materials and components consumed, purchase of stock-in-trade and increase/(decrease) in inventories of finished goods and work-in-progress.*

The following table sets forth the details of top 10 suppliers of the Company in Fiscal 2022:

Sr. No.	Supplier Name*	% of cost of goods sold of the Company** in Fiscal 2022
1.	Supplier 1	13.54 %
2.	Supplier 2	10.58%
3.	Supplier 3	6.43%
4.	Supplier 4	3.76%
5.	Supplier 5	3.58%
6.	Supplier 6	3.15%
7.	Supplier 7	3.12%
8.	Supplier 8	2.74%
9.	Supplier 9	2.32%
10.	Supplier 10	2.29%

**The names of top 10 suppliers are not mentioned herein due to confidentiality reasons and non-receipt of consents.*
*** Cost of goods sold refers to the sum of the cost of raw materials and components consumed, purchase of stock-in-trade and increase/(decrease) in inventories of finished goods and work-in-progress*

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 under purchase orders of shorter periods or the open market. Our suppliers are selected based on quality, price, cost effectiveness, company history, service levels and delivery capability. Prices are negotiated for each purchase order, and we generally have more than one supplier for each raw material. The terms and conditions including the return policy are set forth in the purchase orders. Arrangements with raw material suppliers are subject to, regulatory requirements, various import duties and other government clearances.

We have in-house purchase, stores and logistics teams that work to determine procurement requirements for manufacturing finished products, creating production plans and ensuring the availability of raw materials. For this purpose, our enterprise resource planning and information technology systems are extensively used. We typically purchase raw materials based on the historical levels of sales, actual sales orders on hand and the anticipated production requirements taking into consideration any expected fluctuation in raw material prices, lead times and delivery delay.

Sales and Marketing

Our business is predominantly conducted on a business-to-business basis and our focus is on maintaining continuous contact with customers and working towards timely delivery of products and services. We have a dedicated sales team of 42 permanent employees in India and UAE. We also work with dedicated regional partners in various geographies who support our sales initiatives. Further in some cases we also work through other consulting firms/system integrators. In most cases, the customer directly places an order on our Company.

Sales and marketing initiatives are undertaken by the sales team. Our systems and plants are installed at our customer facilities. Given the nature of our product and service offering, we engage closely with our customers regarding various design and development related matters including, exchange of design and product information, feedback on various aspects of our product and pilot trials at our customers' facilities.

Logistics

We transport our finished products by road, sea and air. During the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, our consolidated freight, clearing and forwarding expenses were ₹ 77.75 million, ₹75.58 million, ₹ 83.27 million and ₹ 87.07 million, respectively, which represented 3.76%, 1.62%, 2.43% and 2.72%, respectively, of our consolidated total expenses.

We sell our products on an ex-works basis. In addition, we may have to pay for transportation costs in relation to the delivery of some of the raw materials and other inputs to our manufacturing facilities. We do not own any vehicles for the transportation of our products and/or raw materials; we therefore rely on third party transportation and logistics providers for delivery of our raw materials and products. However, we do not have any long-term contractual arrangements with such third-party transportation and logistics providers.

Where we are responsible for shipping the products to the customer, our freight forwarders arrange for the finished products to be trucked to our customers in India or to the port for export, as applicable. Our custom house agents handle the requisite clearance procedures.

Quality Control, Testing and Certifications

Maintaining high standard of quality in our manufacturing, installation, operation and maintenance activities is critical to our growth and success. We have implemented quality control systems across our manufacturing facilities that cover the full product lifecycle from process innovation and R&D, through the stages of process development, manufacturing, sales and supply chain, to the customer evaluation of our products as well as operation and management systems for ensuring consistent quality, efficacy and safety of our products.

Our products undergo a qualification process throughout the entire life cycle from development to manufacturing. The test specifications, test methods and manufacturing processes are all standardized and validated for every product based on historical data and risk assessments. Our quality control programs at our manufacturing facilities involve subjecting the manufacturing processes and quality management systems to periodic reviews and observations for various periods. Our manufacturing facilities in India and UAE have been duly certified in accordance with international standards of quality management systems such as ISO 9001:2015.

Environment, Health and Safety

Our Company aims to maintain strong ESG standards and to uphold our vision statement: "*To be a leader in wastewater recycling using membrane and other advanced technologies to conserve resources and sustain our environment.*"

We are subject to national, regional and state laws and government regulations in India and local Sharjah and federal UAE. laws and regulations in relation to safety, health and environmental protection. These laws and regulations impose controls on air and water discharge, noise levels, storage handling, employee exposure to hazardous substances and other aspects of our manufacturing operations. Further, our products, including the process of manufacture, storage and distribution of such products, are subject to numerous laws and regulations in relation to quality, safety and health. 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 strive to manage the potential risks associated with such laws and regulations through our operational controls, environmental monitoring and routine risk assessment and mitigation processes. We aim to adopt the best available environment, health and safety practices and also engage with our suppliers to promote new approaches to reduce our environmental impact. Additionally, we maintain an ongoing audit system, including both internal and external audits, designed to help identify and mitigate risks. Further, our manufacturing facilities use our own ZLD and wastewater reuse systems to minimize any contamination of the surrounding environment or pollution in compliance with applicable law. In addition, we meet 10.23% of our energy requirements through renewable sources, primarily solar power. Our facilities in India and UAE are certified ISO 9001:2015 (quality management system). Further, our manufacturing facility in the UAE is certified ISO 14001:2015 (environmental management system) and ISO 45001-2018 (occupational health and safety).

During the last three Fiscal Years, we made the following investments in relation to environment protection:

- Installation of a 183 KW rooftop solar power plant;
- Installation of a sewage treatment plant; and
- Installation of facilities for treated sewage recycling for use in our production activities.

We work towards a safe and healthy workplace and provide our employees with the benefits, resources and flexibility to maintain and improve their wellness. We have a designated team of safety personnel including trained fire fighters and safety managers.

Utilities

We consume a substantial amount of water and power for our operations at our manufacturing facilities, which is sourced through the local state power grid in India and local grid in Sharjah, UAE. Additionally, we have also installed generators in our manufacturing facilities for uninterrupted supply of power. We meet 10.23% of our energy requirements through renewable sources, primarily solar power. We also consume fuel to power our generators. During the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, our consolidated power and fuel expenses were ₹ 2.81 million, ₹ 8.77 million, ₹ 10.08 million and ₹ 10.18 million, respectively, which represented 0.14%, 0.19%, 0.29% and 0.32% of our consolidated total expenses.

Information Technology

Our IT systems are vital to our business, and we have adopted IT policies to assist us in our operations. We utilize cloud based enterprise resource planning solutions for our key subsidiaries, which assists us with various business functions including sales distribution, materials management, inventory management, production planning, quality management, plant maintenance, finance and controlling, environment health and safety, and human resources. We use computer aided design and 3D tools for product design. Further, we have also implemented human resource management systems for smooth functioning of our human resources function. We have implemented multiple automation systems at our manufacturing facilities which help us in routine operations.

Information security and disaster recovery

Information security is one of our key focus areas. Our agreement with our cloud services provider guarantees uptime and access to data stored on the server is provided to authorized users only through dedicated firewalls and secure VPN gateway. User access management best practices are governed through our IT policies and followed and reviewed on a regular basis. Our cloud services provider is compliant with various IT certifications such as ISO 27001 and SOC2 Type 2. Virtual machine level backup of all virtual machine's is triggered automatically on a daily and weekly basis as per the defined Backup and Retention Policy.

For further details on the risk to our IT systems, please see "*Risk Factors - Failure or disruption of our IT, manufacturing automation systems and/or enterprise resource planning ("ERP") solutions may adversely affect our business, results of operations and financial condition.*" on page 83.

Insurance

Our operations are subject to risks inherent as an industrial wastewater treatment manufacturer and service provider, which include defects, liability for product and/or property damage, malfunctions and failures of manufacturing equipment, fire, explosions, loss-in-transit for our products, accidents, personal injury or death, environmental pollution and natural disasters. We maintain insurance coverage as deemed necessary for our business. We maintain an insurance policy that insures against material damage to buildings, facilities and machinery, furniture, fixtures, fittings, stocks, and machinery breakdown. We also maintain a marine cargo insurance policy that insures consignments of goods by sea and by courier until delivery to the customer's warehouse and inland movement of bulk cargo in road tankers. In addition, we maintain commercial general liability insurance that covers liability in claims for bodily injury (and medical payments), property damage, and personal and accidental injury.

As of August 31, 2024, the total amount of our insurance coverage was ₹ 2,475.66 million. The total amount insured and gross value of all fixed assets (including property, plant and equipment, capital work in progress, and intangible assets) were ₹ 2,267.28 million and as of August 31, 2024. Consequently, our insurance cover for the gross value of all fixed assets (including property, plant and equipment, capital work in progress, inventory and intangible assets) was 109.19%, as of August 31, 2024.

Competition

We compete to provide our wastewater treatment products and services primarily to pharmaceutical, chemical, desalination, food and beverage, textile and defence industries, among others. Our competition includes full-service water treatment companies, manufacturers of membrane and filtration systems, system integrators and installers and operating and maintenance companies. Our integrated water and wastewater end-to-end treatment solutions and our presence across the entire ZLD value chain provide us with a competitive advantage. We compete primarily on the basis of product and services offering, quality of our products, systems and spares, quality of our installation, operation and maintenance services (on-time delivery, customer service), security of supply (quality, regulatory compliance and financial stability), and cost- effective manufacturing and services. For further details, please see "*Industry Overview*" on page *180*.

Our competitors include, Triveni Engineering and Industries Limited, Praj Industries Limited, Thermax Limited, Ion Exchange (India) Limited and VA Tech Wabag Limited are listed ("**Peer Companies**"). All Peer Companies have a presence in desalination and conventional wastewater management solutions. Triveni Engineering and Industries Limited, Praj Industries Limited, Thermax Limited, Ion Exchange (India) Limited also provide ZLD solutions, while Ion Exchange (India) Limited and VA Tech Wabag Limited, Triveni Engineering and Industries Limited also provide municipal water treatment solutions. (Source: 1Lattice Report) Since, our Company provides desalination and conventional wastewater management solutions, ZLD solutions and municipal water treatment solutions, we directly compete with the Peer Companies. For details, in relation to the comparison of our Company's KPIs with those of the Company's listed peers, refer "*Basis for Offer Price - VIII. Comparison of the Company's KPIs with those of the Company's listed peers*" on page 158.

Peer Companies also employ certain business models which are common to companies operating in this segment. A description of the business

Offerings/ Business Models	Our Company	Thermax	Praj Industries	Ion Exchange	Va Tech Wabag	Triveni
Business Model	Manufacturing Water treatment	EPC, O&M, Build Own Operate (BOO)	EPC, O&M and Others	EPC, O&M, Build Own Operate and	EPC, BOOT, Design-Built-	EPC / PPP (Public Private Partnerships),

	plants, O&M, Supplying consumables and spares, Contracts comprising Equipment Supply and Pay per use model			Transfer (BOOT), Build Own Operate (BOO) and Others	Operate (DBO), O&M and Hybrid Annuity Model (HAM)	HAM, BOOT and O&M.
Segment						
Water Treatment – Desalination	✓	✓	✓	✓	✓	✓
Conventional Industrial Waste Water Treatment	-	✓	✓	✓	✓	✓
Recycling ZLD Industrial Waste Water Management	✓	✓	✓	✓	-	✓
Municipal Water Treatment	✓	✓	-	✓	✓	✓
Technologies employed						
Membrane Bio Reactor **(MBR)**	✓	✓	✓	✓	✓	✓
Reverse Osmosis **(RO)**	✓	✓	✓	✓	✓	✓
Muti-Effect Effluent **(MEE)**	✓	✓	✓	✓	✓	✓
Mechanical Vapor Recompression (**MVR**)	-	✓	✓	-	✓	-
Waste heat evaporator (**WHE**)	✓	-	-	-	-	-*
Waste heat evaporator (**ATFD**)	✓	✓	✓	-	-	-

** Has waste heat recovery system*
(Source: 1Lattice Report)

Companies operating in these segments cater to are automobiles, pharmaceuticals, pulp & paper, sugar, chemicals, and food and beverages sectors.

Certain financial metrics of our Company and the Peer Companies is set forth below:

Sr. No.	**Particulars**	**Unit**	**Concord Enviro Systems Limited**	**Triveni Engineering and Industries Limited**	**VA Tech Wabag Limited**	**ION Exchange Limited**	**Praj Industries Limited**	**Thermax Limited**
			FY24	**FY24**	**FY24**	**FY24**	**FY24**	**FY24**
1	Total Income	₹ million	5,122.74	52,821.15	28,998.00	23,917.33	35,097.77	95,560.30
2	Revenue from operations	₹ million	4,968.59	52,200.93	28,564.00	23,478.49	34,662.78	93,234.60
3	EBITDA^	₹ million	811.47	6,886.10	4,096.00	3,158.20	4,313.05	10,299.60
4	Profit / (Loss) for the year (PAT)	₹ million	414.39	3,951.59	2,504.00	1,953.52	2,833.91	6,431.90
5	Return on Equity (RoE)	%	13.73%	14.20%	14.76%	21.10%	24.09%	15.48%
6	Return on Capital Employed (RoCE)	%	14.07%	13.56%	19.51%	24.89%	33.44%	13.49%
7	Total Order Book	₹ million	4,631.92	12,234.00	1,14,484.00	35,460.00	38,550.00	93,530.00
8	Segmental Revenue							
a	Water treatment related revenue from	₹ million	4,968.59	2,463.29[1]	NA[2]	23,478.49[3]	NA[4]	93,234.60[5]

Sr. No.	Particulars	Unit	Concord Enviro Systems Limited	Triveni Engineering and Industries Limited	VA Tech Wabag Limited	ION Exchange Limited	Praj Industries Limited	Thermax Limited
			FY24	FY24	FY24	FY24	FY24	FY24
	operations**							
b	Others	₹ million	-	-		8,964.18		-

**Companies report only geographical segments.*
*** segments identified based on disclosures by companies, however this segment may not be the only segment where such revenues are recorded. Further, each of these segments may contain revenue from unrelated businesses.*
Notes:
1. *Described as Engineering Business – Water. Others include Sugar and Allied Business – Sugar, Sugar and Allied Business – Distillery, Engineering Business – Power Transmission, Other Operations and Eliminations (Source: Annual Report for Fiscal 2024)*
2. *VA Tech Wabag disclosed has identified geography as reportable segment in accordance with Indian Accounting Standard (Ind AS) 108 "Operating Segments and hence there is no product wise segmental information available (Source: Annual Report for Fiscal 2024)*
3. *Described as Engineering, Chemicals, and Consumer Products and others (including unallocated) (Source: Annual Report for Fiscal 2024)*
4. *Praj Industries disclosed has identified geography as reportable segment in accordance with Indian Accounting Standard (Ind AS) 108 "Operating Segments and hence there is no product wise segmental information available (Source: Annual Report for Fiscal 2024)*

Human Resources

We place importance on developing our human resources. As of August 31, 2024, we had 1,141 employees. The following table sets forth the number of our employees as of August 31, 2024:

Departments / Teams	Number of Employees as of August 31, 2024
Management and Administration	40
Business Efficiency Group	7
Commercial	8
Design	23
Environment, Health and Safety	7
Finance and accounts	29
Production	144
Projects	39
Quality Assurance	13
Research and Development (R&D)	25
Sales and marketing	46
Services	685
Supply Chain Management	69
Human resources	3
Legal & Compliance	1
Strategy	2
Total	1,141

During the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, our attrition rates were 10.89%, 28.64%, 37.53% and 30.40%, respectively. The average tenure across all our employees is approximately five years.

As of the date of this Red Herring Prospectus, we do not have recognized trade unions at our manufacturing facilities. We have not experienced any material work stoppages due to labour disputes or cessation of work in the last three fiscal years.

We are focused on improving gender diversity within our workforce. We had 83 full-time female employees as of August 31, 2024.

Our workforce is a critical factor in maintaining quality, productivity and safety, which strengthens our competitive position. We are committed to providing an attractive working environment for our employees and to provide safe and healthy working conditions. We offer formal and informal training as well as on-the- job learning. We emphasise engagements with employees by providing an enriched workplace, challenging job profile and regular dialogues with the management.

Intellectual Property

As on the date of this Red Herring Prospectus, we have been granted four patents in India.

Entity	Status	Patent No.	Description	Product application
Concord Blue Technology (*now Rochem Services Private Limited*)	Granted	279113	Process for generating energy from organic materials and/or biomass	Industrial solid waste disposal with energy recovery
Rochem Separation Systems (India) Private Limited	Granted	492920	Improved modular frame for fluid separation	WHE – improved modular frame – openable and reusable frame structure for separation applications including membrane-thermal separations
Rochem Separation Systems (India) Private Limited	Granted	470660	System and method for evaporation and condensation	WHE system – multi stage evaporation system completely in plastic for low temperature evaporation
Rochem Separation Systems (India) Private Limited	Granted	441650	Systems and methods for evaporation and condensation with vapor recompression	WHE – vapor recompression evaporation system completely in plastic

Further, our Company has 52 registered trademarks in India under various classes and eight trademark applications have been opposed. Our corporate logos such as CONCORD enviro, CONCORD enviro and CONCORD enviro are currently registered in our own name.

We also entered into a technology transfer agreement dated June 29, 2021 with Rochem Water Treatment GmbH for the exclusive use of the brand 'Rochem' in perpetuity. Our Company also has 30 registered domain names. We have acquired and developed and continue to acquire and develop knowledge and expertise, or know-how, and trade secrets in the provision of services in our businesses, including know-how and trade secrets related to proprietary technologies and patents, trademarks, know-how and trade secrets related to our contract manufacturing and our generic products. Our know-how and trade secrets in our businesses may not be patentable, however, they are valuable in that they enhance our ability to provide high-quality services and products to our customers. For further details, please see "*Risk Factors – Our inability to keep our technical knowledge confidential and maintain, protect and enforce our intellectual property rights, could adversely affect our business, results of operations and financial condition. Further, there are entities in India with a similar name to our Company and that are unrelated to our Company. If our products were found to be infringing on the intellectual property rights of a third-party, we could be required to cease selling the infringing products, causing us to lose future sales revenue from such products and face substantial liabilities for patent infringement*" on page *52*.

Properties

Offices

Our registered and corporate office is located at 101 HDIL Towers, Anant Kanekar Marg, Bandra East, Mumbai – 400051, India, has been leased to us by way of the leave and license Agreement dated July 4, 2024 with Concord Shipping Private Limited, one of our Group Companies.

Manufacturing and Warehouse Facilities

The table below sets forth the details of the land occupied by our manufacturing facilities:

S. No.	Facility Address	Leasehold / Freehold	Details of Agreement / Address of Facility	Duration/ period of lease
1	Plot No. 49, Vasai, Palghar	Leasehold	Name of leasing entity: Concord Enviro Systems Limited Date of Lease Deed: June 8, 1993 Address of facility: Plot No. 49, Vasai, Palghar	90 years
2	Plot No. 50, Vasai, Palghar	Leasehold	Name of leasing entity: A.Z. Fine Chemicals	90 years

S. No.	Facility Address	Leasehold / Freehold	Details of Agreement / Address of Facility	Duration/ period of lease
			Date of Lease Deed: September 11, 1997 Address of facility: Plot No. 50, Vasai, Palghar	
3	Plot No. 55, Vasai, Palghar	Freehold	Name of owner: Rochem Separation Systems (India) Private Limited Date of Sale Deed: April 5, 2005 Address of facility: Plot No.55, Vasai, Palghar	NA
4	Plot No. 51, Vasai, Palghar	Leasehold	Name of leasing entity: Pratichem Date of Sale Deed: April 19, 1989 Address of facility: Plot No.51, Vasai, Palghar	90 years
5	Plot 2, 3, 26 and 27 Renaissance Bhivandi	Freehold	Name of owner: Rochem Separation Systems (India) Private Limited Date of Sale Deed: January 9, 2020 Address of facility: Plot 2, 3, 26 & 27 Renaissance Bhivandi	NA
6	P6 - 051	Leasehold	Name of owner: Government of Sharjah represented by SAIF Zone Date of Tenancy Contract: June 27, 2006 Address of facility: Warehouse P6-051, SAIF-Zone, Sharjah, United Arab Emirates	1 year commencing from March 14, 2007, automatically renewed each year, valid for a period of 25 years
7	P6 - 052	Leasehold	Name of owner: Government of Sharjah represented by SAIF Zone Date of Tenancy Contract: April 14, 2014 Address of facility: Warehouse P6-052, SAIF-Zone, Sharjah, United Arab Emirates	1 year commencing from April 14, 2014, automatically renewed each year, valid for a period of 25 years
8	P6 - 037	Leasehold	Name of owner: Government of Sharjah represented by SAIF Zone Date of Tenancy Contract: July 17, 2014 Address of facility: Warehouse P6-037, SAIF-Zone, Sharjah, United Arab Emirates	1 year commencing from July 17, 2014, automatically renewed each year, valid for a period of 25 years.
9	Plot T6 – 02	Leasehold	Name of owner: Government of Sharjah represented by SAIF Zone Date of Tenancy Contract: June 16, 2022 Address of facility: Plot T6 – 02, SAIF-Zone, Sharjah, United Arab Emirates	1 year commencing from June 16, 2022, automatically renewed each year, valid for a period of 25 years.
10	Plot J2-04	Leasehold	Name of owner: Government of Sharjah represented by SAIF Zone Date of Tenancy Contract: November 27, 2024 Address of facility: Plot J2 – 04, SAIF-Zone, Sharjah, United Arab Emirates	1 year commencing from November 21, 2024, automatically renewed each year, valid for a period of 25 years.
11	P6-163	Leasehold	Name of owner: Government of Sharjah represented by SAIF Zone Date of Tenancy Contract: July 17, 2024 Address of facility: Warehouse P6 – 163, SAIF-Zone, Sharjah, United Arab Emirates	1 year commencing from July 17, 2024, automatically renewed each year, valid for a period of 25 years.
12	Plot 52, Achole	Leasehold	Name of Leasing Entity: Paintex Chemicals (Bombay) Limited Date of Lease deed: July 30, 1983	90 years

S. No.	Facility Address	Leasehold / Freehold	Details of Agreement / Address of Facility	Duration/ period of lease
			Date of Deed of Assignment: November 30, 2009 Address of facility: Plot 52, Achole, Survey No. 239 (new Survey No. 42), Vasai Taluka, District Thane	

All of the lands mentioned above are non-agricultural lands.

For further details, please see "*Risk Factors – We do not own certain of the premises of our manufacturing facilities and our Registered and Corporate Office, including our proposed Assembly Unit.*" on page 37.

Corporate Social Responsibilities

We are in compliance with the requirements of Section 135 of the Act read with the Companies (Corporate Social Responsibility) Rules, 2014.

Our contributions under corporate social responsibility for the five-month period ended August 31, 2024, and in Fiscal 2024, Fiscal 2023 and Fiscal 2022 were ₹ 1.04 million, ₹ 2.01 million, ₹ 2.39 million and ₹ 6.45 million, respectively.

KEY REGULATIONS AND POLICIES

Our Company is a leading provider of systems, products and services focused on sustainability through engineered, technology enabled industrial wastewater treatment and recycling solutions. The following description is a summary of certain key statutes, bills, regulations, notifications, memoranda, circulars and policies which are applicable to our Company and the business undertaken by our Company.

Taxation statutes such as the Income-tax Act, 1961, the Customs Act, 1962 and the relevant goods and services tax legislation apply to us as they do to any other company. For details of government approvals obtained by our Company, see "Government and Other Approvals" on page 473.

The information detailed in this chapter, is based on the current provisions of key statutes, bills, regulations, notifications, memorandums, circulars and policies which are subject to amendments, changes and/or modifications. The information detailed in this chapter has been obtained from sources available in the public domain. The regulations set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice.

Environmental Legislations

The Environment (Protection) Act, 1986 ("EP Act"), Environment Protection Rules, 1986 (the "EP Rules"), the Environmental Impact Assessment Notification, 2006 ("EIA Notification") and the Environment (Protection) Amendment Rules, 2021

The EP Act has been enacted for the protection and improvement of the environment. The EP Act empowers the government to take all measures to protect and improve the quality of environment, such as by laying down standards for emission and discharge of pollutants, providing for restrictions regarding areas where industries may operate and laying down safeguards for handling hazardous substances, amongst others. It is in the form of an umbrella legislation designed to provide a framework for Central Government to coordinate the activities of various central and state authorities established under previous laws. It is also in the form of an enabling law, which delegates wide powers to the executive to enable bureaucrats to frame necessary rules and regulations.

Further, the EP Rules specifies, *inter alia,* the standards for emission or discharge of environmental pollutants, prohibitions and restrictions on the location of industries as well as on the handling of hazardous substances in different areas. For contravention of any of the provisions of the EP Act or the rules framed thereunder, the punishment includes either imprisonment or fine or both. Additionally, under the EIA Notification and its subsequent amendments, projects are required to mandatorily obtain environmental clearance from the concerned authorities depending on the potential impact on human health and resources. Pursuant to the Environment (Protection) Amendment Rules, 2021**,** a new serial number 115 which deals with 'Regulation on Use of Water Purification System ("**WPS**")' shall be inserted in Schedule-I, which mandates that all DWPS ("**Domestic Water Purification System**") and ODWPS ("**Other than Domestic Water Purification System"**) shall comply with the guidelines issued by the Central Pollution Control Board. It prescribes the responsibilities of the manufacturer and user of DWPS and ODWPS, including that discarded elements of DWPS will be managed as per the provisions of the Plastic Waste Management Rules, 2016, E-Waste (Management) Rules, 2016 and Hazardous Waste Management Rules, 2016, as amended from time to time and plastic, electronic and electrical waste generated as discarded elements shall be brought under Extended Producer Responsibility ("**EPR**"). Further, it stipulates that ODWPS shall be regulated under the provisions of the Water (Prevention and Control of Pollution), Act, 1974 and various rules under the EP Act, and the nodal agency for implementation shall be the State Pollution Control Board or the Pollution Control Committee.

Rules that may be applicable under aforesaid act are mentioned hereunder:

(1) The Manufacture, Storage and Import of Hazardous Chemicals Rules 1989

The Hazardous Chemicals Rules ("**HCR Rules**") are formulated under the EP Act. 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 has 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 pipeline, 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.

(2) *Wetland (Conservation and Management) Rules, 2017*

The Ministry of Environment, Forest and Climate Change ("**MoEF&CC**") notified the Wetlands (Conservation and Management) Rules, 2017 ("**2017 Wetland Rules**") under the provisions of the EP Act as the regulatory framework for conservation and management of wetlands in India. The 2017 Wetland Rules provides for setting up a national wetland committee, to guide the state bodies on the integrated management of wetlands based on wise-use principle and review the progress of integrated management of ramsar convention sites among other roles, and for constituting wetlands authority comprising ministers, officials and experts, in all states. The 2017 Wetland Rules were implemented by the MoEF&CC to support the state governments / union territories and its organisations by providing guidance on various aspects such as identifying wetlands for notification under the 2017 Wetland Rules, wetland complexes and zones of influence, developing a list of activities to be regulated and permitted within the notified wetlands and their zones of influence and constitution and operational matters of the wetlands authorities.

The Hazardous and Other Waste Management (Management and Trans boundary Movement) Rules, 2016 ("HWM Rules")

The HWM Rules allocate the responsibility to the occupier and operator of the facility that treats hazardous wates to collect, treat, store or dispose the hazardous wastes without adverse effects on the environment. Moreover, the occupier and the operator must take steps to ensure that persons working on the site are given adequate training and equipment for performing their work. Hazardous wastes can be collected, treated, stored ad disposed of only in such facilities as may be authorised for this purpose. The occupier is liable for damages caused to the environment resulting from the improper handling and disposal of hazardous waste and any fine that may be levied by the respective state pollution control board.

Water (Prevention and Control of Pollution) Act, 1974 ("Water Act")

The Water Act aims to prevent and manage water pollution by establishing state pollution control boards with the authority to regulate discharges of industrial and domestic waste into water bodies. Entities must obtain consent from these boards, which are empowered to set and enforce compliance with standards and conditions essential for water quality restoration. The Water Act employs a tiered penalty structure. Offenses such as discharging pollutants without permission, exceeding established limits, or failing to comply with directives can result in imprisonment for up to six years and fines ranging from ₹500 to ₹15 lakh, depending on the severity of the violation. Additionally, continuing offenses incur further daily fines.

Air (Prevention and Control of Pollution) Act, 1981 ("Air Act")

The Air Act aims to prevent, control and abate air pollution, and stipulates that no person shall, without prior consent of the relevant state pollution control board, establish or operate any industrial plant which emits air pollutants in an air pollution control area. The consent may contain conditions relating to specifications of pollution control equipment to be installed. 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 central pollution control board and the state pollution control boards constituted under the Water Act perform similar functions under the Air Act as well. 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.

Solid Waste Management Rules, 2016 ("Solid Wastes Rules")

The Solid Waste Rules shall apply to every authority responsible for collection, segregation, storage, transportation, processing and disposal of solid wastes. The operator of a facility involved in collecting, segregating, storing, transporting, processing and disposing solid wastes and any other agency appointed for the management and handling of solid wastes is required to obtain authorizations from the respective state pollution control board. Any solid waste generated is required to be managed and handled in accordance with the procedures specified in the Solid Wastes Rules.

The Public Liability Insurance Act, 1991 ("PLI Act")

The PLI Act provides for public liability insurance for the purpose of providing immediate relief to the persons affected by accident occurring while handling any hazardous substance and imposes liability on the owner or of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the legislation has been enumerated by the government by way of a notification. Under the law, the owner is also required to take out an insurance policy insuring against liability. The rules made under the PLI Act mandate the employer to contribute towards the environmental relief fund, a sum equal to the premium paid on the insurance policies.

Coastal Regulation Zone Notification ("CRZ Notification")

The CRZ Notification, notified on January 18, 2019, restricts the setting up and expansion of any industry, operations or processes and manufacture or handling or storage or disposal of hazardous substances as specified in the Hazardous Substances (Handling, Management and Transboundary Movement) Rules, 2016. The CRZ Notification provides for detailed classification of the coastal regulation zones into different zones for the purpose of conserving and protecting coastal areas and marine waters, and accordingly permits or prohibits the specific activities within each zone.

Other Environmental Legislations

In addition to the above-mentioned environmental laws, following in an indicative list of the environmental laws which may be applicable to our Company due to the nature of the business activities:

- Plastic Waste Management Rules, 2016 as amended by Plastic Waste Management (Amendment) Rules, 2022;
- Bio-medical Waste Management Rules, 2016;
- E-Waste (Management) Rules, 2016;
- Legal Metrology Act, 2009; and
- The Indian Boilers Act, 1923.

Labour Related Legislations

Factories Act, 1948

The Factories Act, 1948, as amended (the "**Factories Act**"), defines a "factory" to cover any premises which employs 10 or more workers on any day of the preceding twelve months and in which manufacturing process is carried on with the aid of power or any premises where at least twenty workers are working or were working on any day of the preceding 12 months, and in any part of which a manufacturing process is being carried on without the aid of power. Each state government has enacted rules in respect of the prior submission of plans and their approval for the establishment of factories and registration and licensing of factories. The Factories Act provides that an occupier of a factory i.e., the person who has ultimate control over the affairs of the factory and in the case of a company, any one of the directors, must ensure the health, safety and welfare of all workers. There is a prohibition on employing children below the age of fourteen years in a factory. The Factories Act also provides for imposition of fines and imprisonment of the manager and occupier of the factory in case of any contravention of the provisions of the Factories Act.

In addition to the Factories Act, the employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws. The following in an indicative list of labour laws which may be applicable to our Company due to the nature of the business activities:

- The Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
- The Industrial Disputes Act, 1947;
- The Employees' State Insurance 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;
- Equal Remuneration Act, 1976;
- The Industrial Employment (Standing Orders) Act, 1946;
- The Trade Unions Act, 1926; and
- The Child Labour (Prohibition and Regulation) Act, 1986.

In order to rationalize and reform labour laws in India, the Government has enacted the following codes:

a. Code on Wages, 2019, which regulates and amalgamates wage and bonus payments and subsumes 4 existing laws namely –the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 208 1965 and the Equal Remuneration Act, 1976. It regulates, inter alia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees.

b. Industrial Relations Code, 2020, which consolidates and amends laws relating to trade unions, the conditions of employment in industrial establishments and undertakings, and the investigation and settlement of industrial disputes. It subsumes the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947.

c. Code on Social Security, 2020, which amends and consolidates laws relating to social security, and subsumes various social security related legislations, inter alia including the Employee's State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act,1961 and the Payment of Gratuity Act, 1972. It governs the constitution and functioning of social security organisations such as the Employee's Provident Fund and the Employee's State Insurance Corporation, regulates the payment of gratuity, the provision of maternity benefits and compensation in the event of accidents that employees may suffer, among others.

d. The Occupational Safety, Health and Working Conditions Code, 2020, consolidates and amends the laws regulating the occupational safety and health and working conditions of the persons employed in an establishment. It replaces 13 old central labour laws including the Contract Labour (Regulation and Abolition) Act, 1970 and received the presidential assent on September 28, 2020.

Other than few provisions of the Code on Social Security which have been notified on May 3, 2023, the provisions of these codes shall become effective on the day that the Government shall notify for this purpose.

Maharashtra Shops and Establishments (Regulation of Employment and Condition of Service) Act 2017 ("Shops and Establishments Act")

Under the provisions of the Shops and Establishments Act, applicable in the state of Maharashtra, establishments are required to be registered. The Shops and Establishments Act regulates the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees. There are penalties prescribed in the form of monetary fine or imprisonment for violation of the Shops and Establishments Act.

Miscellaneous Laws

SAIF Zone Establishment Law

Sharjah Emiri Decree No. 2/1995 regarding the Establishment of a Free Zone at Sharjah International Airport and the Sharjah Airport International Free Zone Authority ("**SAIF Zone Establishment Law**") establishes the Sharjah International Airport free zone ("SAIF Zone") and the SAIF Zone Authority. The SAIF Zone Authority is the primary regulator and is responsible for the supervision of the SAIF Zone. The SAIF Zone Establishment Law deals with the powers and management of the SAIF Zone Authority. Goods that are imported into or manufactured in the SAIF Zone are exempt from customs duties. However, goods that are transferred from the SAIF Zone to the customs zone in Sharjah or U.A.E. will be considered as goods imported from abroad for the first time, and the customs duties will accordingly apply. Additionally, entities established in the SAIF Zone are exempt for a period of 50 years from the date of the SAIF Zone Establishment Law from the taxes applicable in Sharjah as well as any from any restrictions on the transfer of capital, profits and wages from within the SAIF Zone to any place outside. The SAIF Zone Establishment Law provides that it will be permissible to establish plants or industrial centres for assembly or any other industrial projects, as well as work projects in the fields of shipping, insurance, storage and any other commercial or financial business in the SAIF

Zone. The SAIF Zone Establishment Law empowers SAIF Zone Authority to issue licenses to companies operating within the SAIF Zone and issue regulations governing its operations.

Intellectual Property

Intellectual property rights refer to the general term for intangible, intellectual, industrial property rights through patents, copyrights and trademarks and includes geographical indications, trade secrets, and confidential information. These property rights allow the holder to exercise a monopoly on the use of the item for a specified period. The Trade Marks Act, 1999, as amended (the "**Trade Marks Act**"), provides for the registration of trademarks in India, pursuant to which the registered owner of a trademark is granted exclusive rights to registered marks, including brands, labels and headings, and to obtain relief in case of infringement for commercial purposes. The Trade Marks Act prohibits registration of deceptively similar trademarks and provides for penalties for infringing, falsifying and falsely applying trademarks. The Patents Act, 1970, as amended, ("**Patents Act**") governs the patent regime in India. Being a signatory to the Agreement on Trade Related Aspects of Intellectual Property Rights, India is required to recognize product patents as well as process patents. In addition to the broad requirement that an invention satisfy the requirements of novelty, utility and non-obviousness in order for it to avail patent protection, the Patents Act further provides that patent protection may not be granted to certain specified types of inventions and materials even if they satisfy the above criteria. Section 39 of the Patents Act also prohibits any person resident in India from applying for a patent for an invention outside India without making an application for a patent for the same invention in India. The term of a patent granted under the Patents Act pursuant to Section 53 is for a period of twenty years from the date of filing of the application for the patent. A patent shall cease to have effect if the renewal fee is not paid within the period prescribed for the payment of such renewal fee.

Foreign Investment in India

The foreign investment in India is governed, among others, by the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 ("**FEMA Rules**") and the consolidated FDI policy (effective from October 15, 2020) issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as the Department of Industrial Policy and Promotion ("**FDI Policy**"), each as amended. Further, the Reserve Bank of India has enacted the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 on October 17, 2019 which regulates mode of payment and remittance of sale proceeds, among others. Under the FDI Policy, 100% foreign direct investment under the automatic route, *i.e.*, without requiring prior governmental approval, is permitted in the industrial waste water sector The FDI Policy and the FEMA Rules prescribe *inter alia* the method of calculation of total foreign investment (*i.e.*, direct foreign investment and indirect foreign investment) in an Indian company.

Foreign Trade (Development and Regulation) Act, 1992 ("FTA")

The FTA seeks to increase foreign trade by regulating imports and exports to and from India. The FTA authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The FTA read with the Foreign Trade Policy, 2023, as amended, provides that no person or company can make exports or imports without having obtained an importer exporter code ("**IEC**") number unless such person or company is specifically exempted. An application for an IEC has to be made to the office of the DGFT. An IEC allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain the IEC number shall attract penalty under the FTA.

Overseas Direct Investment ("ODI")

In terms of the Master Direction No. 15/2015-16 on "Direct Investment by Residents in Joint Venture/Wholly Owned Subsidiary Abroad" issued by the RBI on January 1, 2016 and last updated on June 24, 2021, an Indian entity is permitted to make ODI under the automatic route up to limits prescribed by the RBI, which currently should not exceed 400% of its net worth as per the last audited balance sheet. Any financial commitment exceeding USD one billion (or its equivalent) in a financial year would require prior approval of the RBI.

Laws in relation to Taxation

In addition to the aforementioned material legislations which are applicable to our Company, some of the tax legislations that may be applicable to the operations of our Company include:

- Income Tax Act 1961, and the Income Tax Rules, 1962, as amended by the Finance Act in respective years;
- Central Goods and Service Tax Act, 2017, the Central Goods and Service Tax Rules, 2017 and various state-wise legislations made thereunder;
- The Integrated Goods and Service Tax Act, 2017;

- The Customs Act, 1962;
- State-wise professional tax legislations; and
- Indian Stamp Act, 1899 and various state-wise legislations made thereunder.

Other laws

In addition to the above, our Company is also required to comply with the provisions of the Companies Act and rules framed thereunder, and other applicable statutes imposed by the Centre or the State Government and authorities for our day-to-day business and operations. Our Company is also amenable to various central and state tax laws including the Insolvency and Bankruptcy Code, 2016.

HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was originally incorporated as "*Concord Enviro Systems Private Limited*" under the provisions of the Companies Act, 1956 pursuant to a certificate of incorporation dated July 1, 1999, issued by the RoC. Pursuant to a memorandum of understanding dated August 18, 1999 executed between our Company, and "Universal Blenders", a partnership firm constituted pursuant to partnership deed dated August 19, 1992, as amended, our Company took over the assets and liabilities of Universal Blenders, which ceased its business operations, and whose operations were taken over and carried in the name of the Company with effect from July 3, 1999. The name of our Company was subsequently changed to "*Concord Enviro Systems Limited*", upon conversion into a public company, pursuant to a board resolution dated May 23, 2022 and a shareholders' resolution dated May 25, 2022, and a fresh certificate of incorporation was issued by the RoC consequent upon change of name on conversion to public limited company on June 9, 2022.

Changes in the Registered Office

Except as stated below, there has been no change in the registered office of our Company since incorporation:

Effective Date	Details of change	Reason for change
October 10, 2013	The registered office of our Company was changed from 101 Dheeraj Arma, Anant Kanekar Road, Bandra East, Mumbai, Maharashtra, India – 400051 to 101, HDIL Towers, Anant Kanekar Marg, Bandra (East), Mumbai- 400051, Maharashtra, India.	Change in name of the tower from Dheeraj Arma to HDIL Towers.
June 15, 2005	The registered office of our Company was changed from 002 Lavlesh Court, Pandit Varde Road, Bandra (West), Mumbai – 400050 to 101 Dheeraj Arma, Anant Kanekar Road, Bandra East, Mumbai, Maharashtra, India – 400051.	Administrative convenience

Main Objects of our Company

The main objects contained in the Memorandum of Association of our Company are as mentioned below:

- *To takeover running business of "Universal Blenders", a registered partnership firm with its all assets, all liabilities, trademarks, goodwill, licenses, permits etc. and after complete takeover, the partnership would be dissolved.*

- *To deal in, import, export, sell, manufacture, fabricate, design, assemble, construct, erect, commission, hire all types of Pollution Control Systems, Environmental Control Systems, Water Treatments System along with their plants, machineries, accessories, Instruments incorporating or by themselves all associated equipment for Pre-treatment such as precipitators, lime softeners, pressure tanks and filters, ion exchange softeners, ion exchange demineralisers, dealkalisers, metal recovery systems, condensate polishers, waste neutralization systems, electro – dialysers, diffusion dialysers, reverse osmosis plants, degassers and detractors or any similar equipments along with its spare parts, appliances, fixtures, attachments, implements, devices, materials, substances, minerals things and other requisites and facilities necessary or useful.*

Amendments to our Memorandum of Association in the last 10 years

Except as stated below, there have been no amendments to our Memorandum of Association in the 10 years preceding the date of this Red Herring Prospectus:

Date of change/ shareholders' resolution	Nature of amendment
May 25, 2022	Clause V of our Memorandum of Association was amended to reflect the re-classification of authorised share capital from ₹ 425,000,000 comprising of 50,000 equity shares of ₹ 100 each and 420,000 preference shares of ₹ 1,000 each to ₹ 425,000,000 comprising of 2,000,000 equity shares of ₹ 100 each and 225,000 preference shares of ₹ 1,000 each.
	Clause V of our Memorandum of Association was amended to reflect the sub-division of face value of equity shares from ₹ 100 each to ₹ 5 each and the authorised share capital from ₹ 425,000,000 comprising of 2,000,000 equity shares of ₹ 100 each and 225,000 preference shares of ₹ 1,000 each was sub-divided into ₹ 425,000,000 comprising of 40,000,000 equity shares of ₹ 5 each and 225,000 preference shares of ₹ 1,000 each.
	Clause I of our Memorandum of Association was amended to reflect the conversion of our Company from a private limited company to a public limited company and

Date of change/ shareholders' resolution	Nature of amendment
	consequent change in name of our Company from Concord Enviro Systems Private Limited to Concord Enviro Systems Limited.

Major events and milestones

The table below sets forth some of the major events and milestones of our Company:

Financial Year	Event /milestone
1992 - 1993	Company received an enquiry for the supply of a reverse osmosis distillation plant to the Indian Navy for user and evaluation trials.
1994-1995	• Company ventured into offshore seawater desalination equipment supply via our Subsidiary, Rochem Separation Systems (India) Private Limited • Order from Goa Shipyard Limited for supply of RO type fresh-water generators for survey vessel yards • Investment by Rochem Group S.A., Switzerland, into 50% equity share capital of our Subsidiary, Rochem Separation Systems (India) Private Limited
1995-1996	First order for RO system to be installed on submarines
2000-2001	Expanded into industrial wastewater reuse through our Subsidiary, Rochem Separation Systems (India) Private Limited by industrial installation along with Aurobindo Pharma Limited
2006- 2007	• Set up operations in Sharjah Airport International Free Zone through incorporation of our Subsidiary, Blue Water Trading and Treatment (FZE) • Acquisition by Concord Shipping Private Limited of 50% of the equity share of our joint venture from Rochem AG by purchase of shares of Rochem Separation Systems (India) Private Limited held by Rochem AG
2008-2009	Company expanded its customer segment through our Subsidiary, Rochem Separation Systems (India) Private Limited to the oil and gas sector
2009 - 2010	• Our Company acquired the entire shareholding in Reva Enviro Systems Private Limited pursuant to a share purchase agreement dated June 2, 2009 • Earned a total income of ₹ 1,000 million in the financial year 2009-10
2010 - 11	• Expanded our manufacturing and export facilities in the UAE through incorporation of our Subsidiary, Concord Enviro FZE • Company expanded its customer segment through our Subsidiary, Rochem Separation Systems (India) Private Limited to the food and beverage sector
2013-14	Expanded product portfolio with High Pressure Reverse Osmosis ("**HPRO**") and Low Pressure Reverse Osmosis ("**LPRO**") plants
2014- 15	Sold NF membrane plant through our Subsidiary, Rochem Separation Systems (India) Private Limited
2016-17	Incorporation of Roserve Enviro Private Limited, to carry on business of owning and providing on rent/ lease, operating/ maintaining and buying, selling, reselling, all kinds of reverse osmosis plants and allied equipment, machinery, plants, and other equipment
2017-18	Rochem Separation Systems (India) Private Limited installed its first HPRO System
2018 - 19	• Commercialization of waste heat evaporators by our Subsidiary, Rochem Separation Systems (India) Private Limited • Commencement of exports to China and Africa, by our Subsidiary Concord Enviro FZE
2022	Largest export order till date received from one of our international customers namely Diageo Mexico Operaciones, S.A. De C.V.
2024	Orders received for: • Integrated membrane brine concentrator for RO rejects from Ranjan Polysters Limited; and • Complete wastewater package from refinery sector from Megha Engineering & Infrastructures Limited.

Key awards, accreditations or recognitions

During the tenure of its operations, our Company has not received any awards, accreditation or recognitions.

Time and cost overrun in setting up projects by our Company

Our Company has not experienced any time or cost overruns in relation to any projects, since incorporation.

Defaults or rescheduling/restructuring of borrowings with financial institutions/banks

There have been no defaults or rescheduling/restructuring of borrowings with financial institutions or banks by our Company.

Details regarding material acquisitions or divestments of business/undertakings, slump sales, mergers, amalgamation, any revaluation of assets in the last ten years

Our Company has not made any material divestments of business/ undertakings, slump sales, mergers, amalgamation, any revaluation of assets, etc., in the last 10 years preceding the date of this Red Herring Prospectus. Further, except as disclosed below, our Company has not undertaken any material acquisitions in the last 10 years preceding the date of this Red Herring Prospectus.

Further, as of the date of this Red Herring Prospectus, our Company does not have any proposed arrangements pursuant to which it would undertake any material acquisitions or divestments of business/undertakings, slump sales, mergers, amalgamation, any revaluation of assets.

Launch of key products or services, capacity/facility creation, location of plants, entry into new geographies or exit from existing markets

For further details in relation to launch of key products or services, capacity/facility creation, location of plants, entry in new geographies or exit from existing markets by our Company, see "*History and Certain Corporate Matters – Major events and milestones*" and "*Our Business*" on pages 282 and 244 respectively.

Facility creation, location of offices

For details regarding facility creation and location of the offices or principal places of business of our Company, see "*Our Business*" on page 244.

Significant financial and/or strategic partners

Our Company does not have any significant financial and / or strategic partners as of the date of this Red Herring Prospectus.

Details of shareholders' agreements

Except as disclosed below, as on the date of this Red Herring Prospectus our Company does not have any subsisting shareholders' agreements among our Shareholders *vis-a-vis* our Company. Further, we have obtained the requisite consents from third parties in respect of disclosure of salient features of shareholders' agreements entered into by our Company and its Subsidiaries.

Shareholders' Agreement dated August 7, 2015 ("2015 SHA") entered into by the Company and Prerak Goel and Prayas Goel and AF Holdings read with the amendment agreement to the SHA dated October 3, 2015 ("2015 Amendment"), subscription cum addendum agreement dated March 21, 2016 ("First Amendment"), and a second subscription cum addendum agreement dated October 26, 2017 ("Second Amendment"), and an amendment agreement dated April 20, 2021 ("Third Amendment"), and an amendment agreement dated June 23, 2022 ("2022 Amendment"), and a restated amendment agreement dated August 23, 2024 ("Restated Amendment Agreement") (together "SHA").

Our Company, our Promoters, and AF Holdings (collectively the "**Parties**") have entered into the SHA to record the terms and conditions of the investment in the Company and their inter-se rights as shareholders of the Company by way of which certain investments were made in the Company.

The SHA provides for certain rights and obligations such as (i) director nomination rights (ii) information rights, (iii) right of first offer, (iv) tag along rights, (v) right of first refusal and (vi) anti-dilution right.

Subsequently, pursuant to the Restated Amendment Agreement, the parties have also agreed to waive certain rights inter alia pre-emptive rights, drag rights, put option rights, information rights and confidentiality.

The Restated Amendment Agreement also amends the existing rights of AF Holdings *vis-à-vis* the board composition and nomination to provide that AF Holdings shall have the right to nominate and appoint (a) 2 (two) nominee Directors on the Board of Directors of the Company, provided however that such right shall be exercisable so long as the shareholding of AF Holdings is above or equal to, but does not fall below 10% (ten per cent) of the total paid-up share capital of the Company, on a fully diluted basis, and (b) 1 (one) nominee Director on the Board of Directors of the Company, provided however that such right shall be exercisable so long as the shareholding of AF Holdings is less 10% (ten per cent), but does not fall below 5% (five per cent) of the total paid-up share capital of the Company, on a fully diluted basis ("**Investor Nominee Director(s)**"); provided further that the right to appoint the Investor Nominee Director(s) shall cease to have any effect after the Listing Date (*as defined below*).

Further, the Restated Amendment Agreement also amends the existing rights of the Promoters *vis-à-vis* the board composition and nomination to provide that Prayas Goel and Prerak Goel have the right to nominate and appoint (a) three nominee Directors on the Board of Directors of the Company, provided however that the aggregate shareholding of Prayas Goel and Prerak Goel is above or equal to, but does not fall below 10% of the total paid-up share capital of the Company, on a fully diluted basis, and (b) one nominee director on the Board of Directors of the Company, provided that the aggregate shareholding of Prayas Goel and Prerak Goel is less than 10% but does not fall below 5% of the total paid-up share capital of the Company, on a fully diluted basis ("**Promoter Nominee Director(s)**"); provided further that the right to appoint the Promoter Nominee Director(s) shall cease to have any effect after the Listing Date (*as defined below*).

Further, pursuant to the Restated Amendment Agreement, upon the complete exit of AF Holdings from the Company, if the internal rate of return earned by AF Holdings, exceeds 25% of their initial investment amount after deduction of all costs and expenses, then AF Holdings would be required to pay to our Promoters, Prayas Goel and Prerak Goel, 30% of the net capital gains earned by them ("**Promoter Incentive Plan**"), subject to receipt of requisite approvals, including from the Board and shareholders' of the Company, as required under Regulation 26 (6) of the SEBI Listing Regulations, post listing of the Equity Shares pursuant to the Offer. However, it is clarified that in the event if the internal rate of return earned by AF Holdings, does not exceed 25% of their initial investment amount after deduction of all costs and expenses, there will be no further action required from the parties.

The SHA shall stand automatically terminated without any further act or deed required on the part of any Party on the date on which the Equity Shares of the Company are listed on a recognized stock exchange in India pursuant to the Offer ("**Listing Date**"). However, in terms of the Restated Amendment Agreement, among other clauses that survive the termination of the Restated Amendment Agreement, the clause pertaining to the Promoter Incentive Plan shall survive termination and the provisions of the clause will be subject to the requisite approvals, including from the Board and shareholders of the Company, as required under Regulation 26 (6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, upon completion of the IPO.

In accordance with the terms of the Restated Amendment Agreement, Part I of our Articles of Association shall continue post the Listing Date and Part II (which comprises of all rights of AF Holdings and reflects the provisions of the SHA) shall terminate, and shall cease to have any force and effect on and from the Listing Date, without any further action by the Company or the shareholders of the Company.

Share Purchase Agreement dated August 7, 2015 entered into by our Company and Prerak Goel and Prayas Goel and AF Holdings ("SPA")

AF Holdings, pursuant to the SPA, agreed to purchase 350 equity shares of the Company held by Prerak Goel and 345 equity shares of the Company held by Prayas Goel for a total consideration of ₹ 59,913,795.50. The consideration amount was arrived at by way of a valuation report dated August 6, 2024, issued by Baweja & Kaul, Chartered Accountants.

Share Purchase Agreement dated August 6, 2015 entered into by our Company, AF Holdings and India Waste Water Treatment Company ("Wastewater SPA")

Pursuant to the Waste Water SPA, AF Holdings agreed to acquire 11,056 equity shares of our Company, together with all rights and benefits attached thereto and free from any encumbrances, from the India Waste Water Treatment Company for a consideration of ₹ 580,000,000. In terms of the Waste Water SPA, India Waster Water Treatment Company also agreed to waive its pre-emption rights in respect of transfer of equity shares of our Company held by our Promoters, Prayas Goel and Prerak Goel to AF Holdings. The consideration amount was arrived at by way of a valuation report dated August 6, 2024, issued by Baweja & Kaul, Chartered Accountants.

Share Subscription Agreement dated August 7, 2015 entered into by our Company, Prerak Goel, Prayas Goel and AF Holdings ("SSA 2015") read with amendment agreement to the SSA dated October 3, 2015 ("SSA Amendment 2015"), subscription cum amendment dated March 21, 2016 ("SSA Amendment 2016"), and second subscription cum amendment agreement dated October 26, 2017 ("SSA Amendment 2017") (Together "SSA").

In terms of the SSA 2015, AF Holdings agreed to subscribe to 3,762 Series A fully and compulsorily convertible, non-cumulative, preference shares of the Company each having a face value of ₹ 1,000 ("**Series A CCPS**") for a consideration of ₹ 339,521,478.12. Thereafter, SSA Amendment 2015 was entered into for amendment of certain terms of the SSA. Pursuant to the SSA Amendment 2016, AF Holdings agreed to subscribe 1,294 compulsorily convertible, non – cumulative, preference shares of the Company each having a face value of ₹ 1,000 ("**Series A1 CCPS**") for a consideration of ₹ 99,999,996.50. Further, pursuant to Second SSA Amendment 2017, AF Holdings agreed to subscribe to 2,943 Series A2 full and compulsorily convertible, non-cumulative, preference shares of the Company each having a face value of ₹ 1000 ("**Series A2 CCPS**") for a consideration of ₹ 227,502,729.

Investment Agreement dated July 6, 2016 read with the addendum dated January 9, 2020 ("Addendum Agreement") between our Company, the Danish Climate Investment Fund ("DCIF"), Prayas Goel and Prerak Goel (Prayas Goel and Prerak Goel collectively referred to as "Other Shareholders")

Pursuant to the Investment Agreement dated July 6, 2016, our Company, DCIF and the Other Shareholders have agreed to invest an aggregate amount of ₹ 325,000,000 for subscribing to 159,250, 159,250 and 6,500 equity shares amounting to 49%, 49% and 2% respectively, of the total shareholding of Roserve Enviro Private Limited. Thereafter, pursuant to the Addendum Agreement, DCIF, our Company and the Other Shareholders further agreed to invest an additional amount of ₹ 320,000,000.

Shareholders' Agreement dated October 6, 2016 between our Company, the Danish Climate Investment Fund ("DCIF"), Prayas Goel and Prerak Goel (Prayas Goel and Prerak Goel collectively referred to as "Other Shareholders") and Roserve Enviro Private Limited ("Roserve SHA")

The Roserve SHA was entered into pursuant to the Investment Agreement dated July 6, 2016 between our Company, DCIF and the Other Shareholders pursuant to their investment of ₹ 325,000,000 into Roserve Enviro Private Limited. DCIF, our Company and Other Shareholders have entered into the Roserve SHA to govern their shareholding with respect to the investment made in Roserve Enviro Private Limited. The Roserve SHA provides for certain rights and obligations such as a (i) right to nominate director on the board of Roserve Enviro Private Limited, (ii) right of first refusal, (iii) tag along right, and (iv) drag along right.

Shareholders' agreement dated December 1, 2021 entered between Concord Enviro FZE and Heinzl Holding UG ("WHE SHA")

Concord Enviro FZE and Heinzl Holding UG (collectively, the "**Parties**"), entered into the WHE SHA to govern the rights and obligations of the Parties and the management and control of the affairs of WHE Systems FZC ("**WHE Systems**"), with respect to their investment in WHE Systems having issued share capital of 150,000 AED divided into 100 equity shares and each of the Parties holding 50% of the share capital of WHE Systems. WHE SHA provided certain rights and obligations vis-à-vis WHE Systems and its shareholders such as (i) pre – emptive rights, (ii) right of the Parties to appoint one director each on the board of WHE Systems, (iii) right of first refusal and (iv) tag along rights.

Agreements entered into by Key Managerial Personnel, Senior Management Personnel, Directors, Promoters or any other employees

Except in relation to the Promoter Incentive Plan as detailed in "- *Details of shareholders' agreements*" on page 283, none of our Promoters nor any of the Key Managerial Personnel, Senior Management Personnel, Directors or employees of our Company have entered into an agreement, either by themselves or on behalf of any other person, with any Shareholder or any other third party with regard to compensation or profit sharing in connection with the dealings of the securities of our Company.

Inter-se Agreements between Shareholders

Except as disclosed above under "*Details of shareholders' agreements"*, and below, as on the date of this Red Herring Prospectus, our Company, Promoters and shareholders do not have any inter-se agreements/ arrangements and clauses / covenants which are material in nature and that there are no clauses / covenants which are adverse / pre-judicial to the interest of the minority / public shareholders. There are no other agreements, deed of assignments, acquisition agreements, shareholders' agreements, inter-se agreements, agreements of like nature other than disclosed in this Red Herring Prospectus.

None of the special rights available to the Promoters / Shareholders vis-à-vis our Company, except in relation to the Promoter Incentive Plan (which is an inter-se arrangement between the Promoters and the Investor Selling Shareholder in terms of the SHA) as detailed in "- *Details of shareholders' agreements*" on page 283, will survive post listing of the Equity Shares and any such rights shall cease to exist or shall expire / waived off immediately before or on the listing of the Equity Shares, without requiring any further action.

Other material agreements

Except as disclosed below, and in "*Details of shareholders' agreements"*, our Company has not entered into any other subsisting material agreement, including with strategic partners, joint venture partners, and/or financial partners, other than in the ordinary course of business:

Simple Agreement for Future Equity entered into by our Company and Aqua Membranes, Inc., dated January 18, 2024

Our Company and Aqua Membranes, Inc., a Delaware corporation have entered into an amended and restated Simple Agreement for Future Equity ("**SAFE**") dated January 18, 2024 which provides the right to our Company to acquire certain shares of Aqua Membrane in exchange for a consideration amounting to $500,000. Additionally, our company has a right to receive a portion of the proceeds, in accordance with the terms outlined in the SAFE agreement, upon the liquidation or dissolution of Aqua Membranes, Inc.

Except as disclosed above, there are no other agreements/ arrangements and clauses / covenants in the agreements entered into by our Company, which are material and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision, other than the ones which have already disclosed in this Red Herring Prospectus.

There are no agreements entered into by our Company pertaining to the primary and secondary transactions of securities of the Company including any financial arrangements thereof. Further, there are no findings/observations of any of the inspections by SEBI or any other regulator. Additionally, this Red Herring Prospectus includes all the material covenants of the agreements disclosed hereunder.

Guarantees given by our Promoters offering their Equity Shares in the Offer

Except as disclosed below, our Promoters (who are also our Selling Shareholders) have not provided guarantees to any third parties as on the date of this Red Herring Prospectus. For further details, see "*Financial Indebtedness - Security"* on page 460.

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Name of the Guarantor	Name of the borrower/ Guarantee Provided for	Name of lender	Reason/ Nature of the borrowing facility	Amount sanctioned (in ₹ million)	Amount outstanding as on September 30, 2024 (in ₹ million)	Obligations on our Company	Financial implications in case of default	Security	Period of guarantee	Consideration
Prerak Goel & Prayas Goel	Rochem Separation Systems (India) Private Limited	Indusind Bank Limited	Working capital	350.00	301.52	N.A.	Invocation of guarantee	1. Hypothecation of current assets present & future pari passu with IDFC Bank, Bank of India, Standard Chartered bank, IndusInd Bank in multiple banking arrangement. 2. 1st pari passu charge shared by Indusind Bank on bandra office located at 101, HDIL Tower, Anand Kanekar Marg, Bandra East, Mumbai - 400051 owned by Concord Shiping Private Limited	Renewed every year	Nil
Prerak Goel & Prayas Goel	Rochem Separation Systems (India) Private Limited	ICICI Bank Limited	Working capital	529.00	194.28	N.A.	Invocation of guarantee	1. 1st pari passu of current assets present & future pari passu with IDFC Bank, Bank of India, Standard Chartered bank, IndusInd Bank in multiple banking arrangement. 2. 1st pari passu with Bank of India and IDFC Bank on vasai factory bearing plot no 49, 50, 55 located at Golani Naka, Vasai East, Bilalpada, Maharashtra 401208 alongwith movable fixed assets and plant and	Renewed every year	Nil

Name of the Guarantor	Name of the borrower/ Guarantee Provided for	Name of lender	Reason/ Nature of the borrowing facility	Amount sanctioned (in ₹ million)	Amount outstanding as on September 30, 2024 (in ₹ million)	Obligations on our Company	Financial implications in case of default	Security	Period of guarantee	Consideration
								machinery installed therein.		
Prerak Goel & Prayas Goel	Rochem Separation Systems (India) Private Limited	Bank of India	Working capital	255.00	180.82	N.A.	Invocation of guarantee	1. Hypothecation of current assets present & future pari passu with IDFC Bank, Bank of India, Standard Chartered bank, IndusInd Bank in multiple banking arrangement. 2. 1st pari passu with ICICI Bank and IDBI on vasai factory bearing plot no 49, 50, 55 located at Golani Naka, Vasai East, Bilalpada, Maharashtra 401208 alongwith movable fixed assets and plant and machinery Installed Therein 3. Exclusive charge on plot no 51, located at	Renewed every year	Nil

Name of the Guarantor	Name of the borrower/ Guarantee Provided for	Name of lender	Reason/ Nature of the borrowing facility	Amount sanctioned (in ₹ million)	Amount outstanding as on September 30, 2024 (in ₹ million)	Obligations on our Company	Financial implications in case of default	Security	Period of guarantee	Consideration
								Golani Naka, Vasai East, Bilalpada, Maharashtra 401208 alongwith furniture, fixtures, plant and machinery installed therein		
Prerak Goel & Prayas Goel	Rochem Separation Systems (India) Private Limited	Standard Chartered Bank	Working capital	350.00	313.66	N.A.	Invocation of guarantee	1. Hypothecation of current assets present & future pari passu with IDFC Bank, Bank of India, Standard Chartered bank, IndusInd Bank in multiple banking arrangement. 2. 1st pari passu charge shared by Indusind Bank on bandra office located at 101, HDIL Tower, Anand Kanekar Marg, Bandra East, Mumbai - 400051 owned by	Renewed every year	Nil

Name of the Guarantor	Name of the borrower/ Guarantee Provided for	Name of lender	Reason/ Nature of the borrowing facility	Amount sanctioned (in ₹ million)	Amount outstanding as on September 30, 2024 (in ₹ million)	Obligations on our Company	Financial implications in case of default	Security	Period of guarantee	Consideration
								Concord Shiping Private Limited		
Prerak Goel & Prayas Goel	Rochem Separation Systems (India) Private Limited	IDFC First Bank Limited	Working capital	250.00	221.86	N.A.	Invocation of guarantee	1. Hypothecation of current assets present & future pari passu with IDFC Bank, Bank of India, Standard Chartered bank, IndusInd Bank in multiple banking arrangement. 2. 1st pari passu with Bank of India and IDFC Bank on vasai factory bearing plot no 49, 50, 55 located at Golani Naka, Vasai East, Bilalpada, Maharashtra 401208 alongwith movable fixed assets and plant and machinery installed therein.	Renewed every year	Nil

Name of the Guarantor	Name of the borrower/ Guarantee Provided for	Name of lender	Reason/ Nature of the borrowing facility	Amount sanctioned (in ₹ million)	Amount outstanding as on September 30, 2024 (in ₹ million)	Obligations on our Company	Financial implications in case of default	Security	Period of guarantee	Consideration
Prerak Goel & Prayas Goel	Rochem Separation Systems (India) Private Limited	Aditya Birla Finance Ltd.	Term loan	69.10	24.20	N.A.	Invocation of guarantee	Debtors above 180 days of Rs 8.87 crores		Nil
Prerak Goel & Prayas Goel	Rochem Separation Systems (India) Private Limited	Siemens Financials Services Private Limited	Finance lease	113.85	11.16	N.A.	Invocation of guarantee	Machinery financed	5 years	Nil
Prerak Goel & Prayas Goel	Concord Shipping Private Limited	Aditya Birla Finance Ltd.	Term loan	50.90	15.98	N.A.	Invocation of guarantee	Commercial property of Bandra office located at 103, HDIL Tower, Anand Kanekar Marg, Bandra East, Mumbai - 400051 owned by Concord Shiping Private Limited	5 years	Nil
Prerak Goel	Concord Enviro FZE	National Bank of Fujairah	Working capital	330.72	310.57	N.A.	Invocation of guarantee	1. Pledge over FD of AED 21,11,000 in the name of BWTT, in favour of the bank 2. Settlement cheque covering total facility amount (less pledged FD) drawn by borrowers in favor of bank. 3. Assignment of insurance policy in the name of BWTT covering stocks for AED 8200000 in favour of the bank.	Renewed every year	Nil
Prerak Goel	Concord Enviro FZE	National Bank of Fujairah	Term loan	109.48	84.16	N.A.	Invocation of guarantee			
Prerak Goel	Blue Water Trading & Treatment Fze	National Bank of Fujairah	Working capital	12.54	7.98	N.A.	Invocation of guarantee			
Prerak Goel & Prayas Goel	Blue Water Trading & Treatment Fze	AF Holdings	Unsecured Loan	251.12	83.71	N.A.	Invocation of guarantee	-	On demand	Nil

Name of the Guarantor	Name of the borrower/ Guarantee Provided for	Name of lender	Reason/ Nature of the borrowing facility	Amount sanctioned (in ₹ million)	Amount outstanding as on September 30, 2024 (in ₹ million)	Obligations on our Company	Financial implications in case of default	Security	Period of guarantee	Consideration
Prerak Goel & Prayas Goel	Roserve Enviro Private Limited	Siemens Financials Services Private Limited	Finance lease	166.24	133.13	N.A.	Invocation of guarantee	Machinery financed	5 years	Nil
Prerak Goel & Prayas Goel	Roserve Enviro Private Limited	Siemens Financials Services Private Limited	Term loan	45.00	40.87	N.A.	Invocation of guarantee	Machinery financed	5 years	Nil
Prerak Goel & Prayas Goel	Roserve Enviro Private Limited	British International Investment PLC	Term loan	534.63	335.44	N.A.	Invocation of guarantee	First Ranking charge on all Fixed Assets, Current Assets, Collection account. Negative pledge on unencumbered assets.	5 years	Nil

Name of the Guarantor	Name of the borrower/ Guarantee Provided for	Name of lender	Reason/ Nature of the borrowing facility	Amount sanctioned (in ₹ million)	Amount outstanding as on September 30, 2024 (in ₹ million)	Obligations on our Company	Financial implications in case of default	Security	Period of guarantee	Consideration
Prerak Goel & Prayas Goel	Concord Enviro FZE	Global Climate Partnership Fund	Working capital	503.71	251.12	N.A.	Invocation of guarantee	1. Collateralisation Rate is at all times at least 130% for the assets purchased with the proceeds of a Disbursement. The Borrower and the Co-obligor discharge its rights, title and interest to the Pledged Assets, together with all present and future rights relating or attaching thereto. 2. The Borrower and the Co-obligor pledges its accounts for payment with the lender. and discharge its rights, title and interest to the Pledged Assets, together with all present and future rights relating or attaching thereto. when due of the Secured Obligations hereby pledges to the Pledgee. 3. A Floating Charge on the Borrower and the Co-obligor present and future current assets in favor of the lender.	5 years	Nil

Name of the Guarantor	Name of the borrower/ Guarantee Provided for	Name of lender	Reason/ Nature of the borrowing facility	Amount sanctioned (in ₹ million)	Amount outstanding as on September 30, 2024 (in ₹ million)	Obligations on our Company	Financial implications in case of default	Security	Period of guarantee	Consideration
Prerak Goel & Prayas Goel	Concord Enviro Systems Limited	ICICI Bank Limited	Term loan	231.00	Nil	N.A.	Invocation of guarantee	1. Exclusive charge on Plot 2,3,26,27,Vashere, Renaissance Industrial Park, Bhavandi, Bhivandi, Thane, Thane, Maharashtra, India, 421302 2. Exclusive charge on Plot no 52, Vasai Taluka, Bilalpada, Vasai, Vasai, Thane, Maharashtra, India, 401208 3. Exclusive charge on Current assets present & future	Renewed every year	Nil
Prerak Goel & Prayas Goel	Rochem Separation Systems (India) Private Limited	Siemens Financials Services Private Limited	Unsecured Loan	1.42	0.33	N.A.	Invocation of guarantee	Machinery financed	9 months	Nil

Our holding Company

As on the date of this Red Herring Prospectus, our Company does not have a holding company.

Our subsidiaries and joint ventures

As on the date of this Red Herring Prospectus, our Company (i) has seven Subsidiaries, including five direct subsidiaries (out of which two are Material Subsidiaries) and two indirect subsidiaries (out of which two are Material Subsidiaries), and three Joint Ventures, and (ii) does not have any associates. For details, see "*Our Subsidiaries, and Joint Ventures"* on page 296.

Other Confirmations

There are no material clauses of our Articles of Association that have been left out from disclosures having bearing on the Offer or this Red Herring Prospectus.

OUR SUBSIDIARIES AND JOINT VENTURES

As on the date of this Red Herring Prospectus, our Company has seven Subsidiaries, including five direct (out of which two are Material Subsidiaries) and two indirect Subsidiaries (out of which two are Material Subsidiaries), and three Joint Ventures.

Our Subsidiaries

Direct Subsidiaries

- **Rochem Separation Systems (India) Private Limited ("RSSPL")**

  Corporate Information

  RSSPL was incorporated as a private limited company under the Companies Act, 1956 as '*Rochem Dyechem (India) Private Limited*', pursuant to a certificate of incorporation dated November 19, 1991, issued by the RoC. Its name was subsequently changed from '*Rochem Dyechem (India) Private Limited*' to '*Rochem Separation Systems (India) Private Limited*' on October 13, 1992 and a fresh certificate of incorporation was issued by the RoC. Its CIN is U24100MH1991PTC064068. Its registered office is situated at 101, HDIL Towers, Anant Kanekar Marg, Bandra (East), Mumbai- 400051, Maharashtra, India.

  Nature of Business

  RSSPL is engaged in the business of manufacturing, producing, selling, importing, exporting, supplying, processing and dealing in chemicals, oil and water-based chemicals, fine chemicals, lubricants, pigments, colours and detergents.

  Capital Structure

Authorised capital	**Aggregate Nominal Value (in ₹)**
150,000 equity shares of ₹ 100 each	15,000,000
330,000 Preference Shares of ₹ 100 each	33,000,000
325,000 4.5% Redeemable Cumulative Preference Shares	
5,000 0.001% Optionally convertible redeemable non-cumulative preference	
Issued, subscribed and paid-up capital	
50,003 equity shares of ₹ 100 each	5,000,300
4,000 Preference shares of ₹ 100 each	4,00,000

  Shareholding Pattern

  The following table sets forth the details of the shareholding of RSSPL, as on the date of this Red Herring Prospectus**:**

Sr. No.	**Name of the shareholder**	**Number of Equity shares of face value of ₹ 100/- each**	**Percentage of total Equity Share holding (%)**
Equity Share Capital			
1.	Concord Enviro Systems Limited	50,002	99.99
2.	Namrata Goel (Nominee Shareholder on behalf of Concord Enviro Systems Limited)	01	0.01
	Total	**50,003**	**100.00**

Sr. No.	**Name of the shareholder**	**Number of Preference shares of face value ₹ 100/- each**	**Percentage of total Preference Share holding (%)**
Preference share capital			
1.	Concord Enviro Systems Limited	4,000	100.00
	Total	**4,000**	**100.00**

Financial information

The following details are derived from the audited financial statements for RSSPL as at March 31, 2024, March 31, 2023 and March 31, 2022:

(*in ₹ million, unless otherwise stated*)

Particulars	As at and for the Financial Year ended March 31, 2024	As at and for the Financial Year ended March 31, 2023	As at and for the Financial Year ended March 31, 2022
Revenue from operations	3,473.55	3,045.67	2,832.12
Revenue contribution (%)[(1)]	58.21	88.74	85.99
Profit for the year	114.24	79.16	76.19
Net profit (%)	3.29%	2.60%	2.69%
Total borrowings	890.85	684.32	664.94
Net Worth	1,321.89	1,213.41	1,140.67

[(1)]*Revenue contribution (%): Revenue from operations of Subsidiary divided by Consolidated Revenue from Operations.*

- **Rochem Services Private Limited ("RSPL")**

Corporate Information

RSPL was incorporated as a private limited company under the Companies Act, 1956 as '*Concord Blue Gases Private Limited*' pursuant to a certificate of incorporation dated February 5, 2009 issued by the RoC. Its name was changed from '*Concord Blue Gases Private Limited*', to '*Concord Blue Technology Private Limited*' on May 7, 2009 and thereafter from '*Concord Blue Technology Private Limited*' to '*Rochem Services Private Limited*' on April 20, 2021 and a fresh certificate of incorporation was issued by the RoC. Its CIN is U40200MH2009PTC190132. Its registered office is situated at 101, HDIL Towers, Anant Kanekar Marg, Bandra (East), Mumbai- 400051, Maharashtra, India.

Nature of Business

RSPL is engaged in the business of converting waste products into energy products by use of blue flame/ gas technology and providing services ancillary to the treatment of waste water by means of physical, chemical or by biological processes.

Capital Structure

Authorised share capital	Aggregate Nominal Value (in ₹)
20,000 equity shares of ₹100/- each	2,000,000
3,25,000 4.5% Redeemable Cumulative Preference Shares of ₹ 100/- each	32,500,000
5,000 0.001% Optionally Convertible Redeemable Preference Share of ₹ 100/- each	500,000
Issued, subscribed and paid up capital	
20,000 Equity shares of ₹ 100/- each	2,000,000
3,25,000 4.5% Redeemable Cumulative Preference Shares of ₹ 100/- each	32,500,000
4,000 0.001% Optionally Convertible Redeemable Preference Shares of ₹ 100/- each	400,000

Shareholding Pattern

The following table sets forth the details of the shareholding of RSPL, as on the date of this Red Herring Prospectus:

Sr. No.	Name of the shareholder	Number of Equity shares of face value of ₹ 100/- each	Percentage of total Equity Share holding (%)

Equity share capital			
1.	Concord Enviro Systems Limited	19,999	99.99
2.	Prerak Goel (Nominee Shareholder on behalf of Concord Enviro Systems Limited)	01	0.01
	Total	**20,000**	**100.00**

Sr. No.	Name of the shareholder	Number of Preference shares of face value of ₹ 100/- each	Percentage of total Preference Share holding (%)
Preference share capital			
1.	Concord Enviro Systems Limited	3,29,000	100.00
	Total	3,29,000	**100.00**

Financial information

The following details are derived from the audited financial statements for RSPL as at March 31, 2024, March 31, 2023 and March 31, 2022:

(*in ₹ million, unless otherwise stated*)

Particulars	As at and for the Financial Year ended March 31, 2024	As at and for the Financial Year ended March 31, 2023	As at and for the Financial Year ended March 31, 2022
Revenue from operations	283.671	271.958	225.268
Revenue contribution (%)[(1)]	5.71	7.92	6.84
Profit/ loss after tax	0.379	3.038	(17.432)
Net Profit (%)	0.13	1.12	(7.74)
Total borrowings	25.354	24.276	24.471
Net Worth	(17.154)	(16.853)	(19.747)

[(1)] Revenue contribution (%): Revenue from operations of Subsidiary divided by Consolidated Revenue from Operations.

- **Reva Enviro Systems Private Limited ("RESPL")**

Corporate Information

RESPL was incorporated as a private limited company under the Companies Act, 1956 pursuant to a certificate of incorporation dated October 18, 1984, issued by the RoC. Its CIN is U74999MH1984PTC034303. Its registered office is situated at 101, HDIL Towers, Anant Kanekar Marg, Bandra (East), Mumbai- 400051, Maharashtra, India.

Nature of Business

RESPL is engaged in the business as manufacturers, producers or operators and purchasers, suppliers, agents, dealers, traders, designers and processors of partial or total systems, equipment, components and item related to the managing of the global environment, pollution, energy, urbanization, natural or scarce resources, and biotechnology in India and elsewhere in the world.

Capital Structure

Authorised capital	Aggregate Nominal Value (in ₹)
50,000 equity shares of ₹ 100 each	5,000,000
Issued, subscribed and paid-up capital	
50,000 equity shares of ₹ 100 each	5,000,000

Shareholding Pattern

The following table sets forth the details of the shareholding of RESPL, as on the date of this Red Herring Prospectus:

Sr. No.	Name of the shareholder	Number of Equity shares of face value of ₹ 100/- each	Percentage of total Equity Share holding (%)
1.	Concord Enviro Systems Limited	49,999	99.99
2.	Namrata Goel (Nominee Shareholder on behalf of the Company)	01	0.01
	Total	**50,000**	**100.00**

Financial information

The following details are derived from the audited financial statements for RESPL as at March 31, 2024, March 31, 2023 and March 31, 2022:

(*in ₹ million, unless otherwise stated*)

Particulars	As at and for the Financial Year ended March 31, 2024	As at and for the Financial Year ended March 31, 2023	As at and for the Financial Year ended March 31, 2022
Revenue from operations	9.750	15.763	8.00
Revenue contribution (%)[(1)]	0.20	0.46	0.24
Profit/ loss after tax	1.594	10.190	(0.677)
Net Profit (%)	16.35	64.65	(8.46)
Total borrowings	-	-	13.329
Net Worth	(10.975)	(12.407)	(22.731)

[(1)] Revenue contribution (%): Revenue from operations of Subsidiary divided by Consolidated Revenue from Operations.

- **Blue Zone Ventures Private Limited ("BZVPL")**

Corporate Information

BZVPL was incorporated as a private limited company under the Companies Act, 2013 pursuant to a certificate of incorporation dated February 19, 2024, issued by the RoC. Its CIN is U37003PN2024PTC228339. Its registered office is situated at Office No. 307, Pyramid, Axis, Veerbhadra Nagar, N.I.A., Pune City, Pune-411045, Maharashtra, India.

Nature of Business

BZVPL is engaged in the business of treatment of waste water or sewer by means of physical, chemical or biological processes.

Capital Structure

Authorised capital	Aggregate Nominal Value (in ₹)
500,000 equity shares of ₹ 10 each	5,000,000
Issued, subscribed and paid-up capital	
10,000 equity shares of ₹ 10 each	100,000

Shareholding Pattern

The following table sets forth the details of the shareholding of BZVPL, as on the date of this Red Herring Prospectus:

Sr. No.	Name of the shareholder	Number of Equity shares of face value of ₹ 10/- each	Percentage of total Equity Share holding (%)
3.	Concord Enviro Systems Limited	9,999	99.99
4.	Prayas Goel (nominee shareholder on behalf of our Company)	1	0.01
	Total	**10,000**	**100.00**

Financial information

The following details are derived from the audited financial statements for BZVPL as at March 31, 2024:

(*in ₹ million, unless otherwise stated*)

Particulars	As at and for the Financial Year ended March 31, 2024	As at and for the Financial Year ended March 31, 2023	As at and for the Financial Year ended March 31, 2022
Revenue from operations	-	-	-
Revenue contribution (%)[1]	-	-	-
Profit/ loss after tax	(7.952)	-	-
Net Profit (%)	-	-	-
Total borrowings	-	-	-
Net Worth	(7.852)	-	-

[1] Revenue contribution (%): Revenue from operations of Subsidiary divided by Consolidated Revenue from Operations.

- **Concord Enviro FZE ("CEF")**

Corporate Information

Concord Enviro (FZE) was incorporated on November 25, 2009 and is validly existing with good standing under the laws of SAIF-Zone and registered with SAIF-Zone Authority as a private free zone establishment established pursuant to the provisions of the Implementation Procedures of the Free Zone Company issued by SAIF-Zone Authority having registration number 07061 (commercial license) and number 14072 (industrial license). Its registered office is situated at Warehouse P6-037, SAIF-Zone, Sharjah, United Arab Emirates.

Nature of Business

CEF is engaged in the business of water treatment related activities. The object of CEF is to establish an establishment at SAIF-Zone and carry on the manufacturing, general trading, export/import and/ or related activities as authorized under the objects and power clause of its memorandum and articles of association.

Capital Structure

The authorized, issued, and subscribed share capital is AED 1,50,000 divided into 1 ordinary share of AED 1,50,000 each.

Shareholding Pattern

The following table sets forth the details of the shareholding of CEF, as on the date of this Red Herring Prospectus:

Sr. No.	Name of the shareholder	Number of ordinary shares of face value of AED 1,50,000 each	Percentage of total shareholding (%)
1.	Concord Enviro Systems Limited	1	100.00
	Total	1	**100.00**

Financial information

The following details are derived from the audited financial statements for CEF as at March 31, 2024, March 31, 2023 and March 31, 2022:

(*in ₹ million, unless otherwise stated*)

Particulars	As at and for the Financial Year ended March 31, 2024	As at and for the Financial Year ended March 31, 2023	As at and for the Financial Year ended March 31, 2022
Revenue from operations	1900.50	931.41	857.79
Revenue contribution (%)[(1)]	38.25	27.14	26.04
Profit/ loss after tax	843.51	(77.75)	57.67
Net Profit (%)	44.38	(9.95)	6.35
Total borrowings	557.80	468.27	474.00
Net Worth	1513.05	659.12	694.64

[(1)] Revenue contribution (%): Revenue from operations of Subsidiary divided by Consolidated Revenue from Operations.

Indirect Subsidiaries

- **Blue Water Trading & Treatment FZE ("BWT")**

Corporate Information

Blue Water Trading & Treatment (FZE) was incorporated on July 3, 2006 and is validly existing with good standing under the laws of SAIF-Zone and registered with SAIF-Zone Authority as a limited liability free zone establishment established pursuant to Emiri Decree No. 2 of 1995 and in accordance with the provisions of the Implementation Procedures of the Free Zone Company issued by SAIF-Zone Authority having registration number 04119 (commercial license) and number 04769 (industrial license). Its registered office is situated at Warehouse P6-052, Warehouse P6-051, SAIF-Zone, Sharjah, United Arab Emirates.

Nature of Business

BWT is engaged in the business of water treatment related activities and manufacturing water filters. The object of BWT is to establish an establishment at SAIF-Zone and carry on the manufacturing, general trading, export/import and/ or related activities as authorized under the objects and power clause of its memorandum and articles of association.

Capital Structure

The authorized, issued, and subscribed share capital is AED 150,000 divided into 1 ordinary share of AED 150,000 each.

Shareholding Pattern

The following table sets forth the details of the shareholding of BWT, as on the date of this Red Herring Prospectus:

Sr. No.	Name of the shareholder	Number of ordinary shares of face value AED 1,50,000 each	Percentage of total shareholding (%)
1.	Concord Enviro FZE	1	100.00
	Total	1	**100.00**

Financial information

The following details are derived from the audited financial statements for BWT as at March 31, 2024, March 31, 2023 and March 31, 2022:

(*in ₹ million, unless otherwise stated*)

Particulars	As at and for the Financial Year ended March 31, 2024	As at and for the Financial Year ended March 31, 2023	As at and for the Financial Year ended March 31, 2022
Revenue from operations	597.74	562.57	706.19
Revenue contribution (%)[(1)]	12.03	16.39	21.44
Profit/ loss after tax	10.52	60.25	78.92

Particulars	As at and for the Financial Year ended March 31, 2024	As at and for the Financial Year ended March 31, 2023	As at and for the Financial Year ended March 31, 2022
Net Profit (%)	1.76	10.71	11.18
Total borrowings	83.26	158.16	143.87
Net Worth	289.88	961.23	854.54

(1) Revenue contribution (%): Revenue from operations of Subsidiary divided by Consolidated Revenue from Operations.

- **Concord Enviro SA De.C.V., Mexico ("CES")**

Corporate Information

Concord Enviro S.A.De.C.V was incorporated as a Variable Capital Stock Corporation (Sociedad Anonima de Capital Variable) established pursuant to the General Law of Commercial Companies initially registered with the Commercial Register of Mexico City under commercial file number 393834 for a duration of 99 year through incorporation deed no. 56,109 dated January 23, 2009. The corporate domicile was moved from Mexico City to Puebla, State of Puebla. Therefore, CES has cancelled its registration with the Commercial Register of Mexico City on September 22, 2022, and registered with the Commercial Register of Puebla, Sate of Puebla, under commercial file number N-2022088191. Pursuant to the ordinary and extraordinary shareholders' meeting dated August 22, 2022 which was duly notarised on August 29, 2022 by public deed no. 143,135, its corporate domicile was moved from Mexico City to Puebla, State of Puebla. In accordance with the applicable laws, the change of corporate domicile for CES is effective on and from the date of notarisation of the general ordinary and extraordinary shareholders' meeting dated August 22, 2022, and is valid and binding on CES and its shareholders with effect from August 29, 2022. Therefore, CES has cancelled its registration with the Commercial Register of Mexico City on September 22, 2022 and registered with the Commercial Register of Puebla, State of Puebla. Its registered office is situated at Avenida Juarez 2925, Piso 22 Oficina 2201-1 Col. La Paz, Puebla, State of Puebla, C.P. 72160, Mexico.

Nature of Business

CES is engaged in the business and to apply knowledge to the design, development, manufacturing and sales services of several technological processes of conventional systems of membrane using reversible osmosis technologies for sea water, saline water, industrial water treatment plant, waste water treatment plant and plant/systems of any other type of waste water coming from any sources as authorized by the bylaws of the charter documents.

Capital Structure

The fixed capital of CES is $ 50,000 Mexican pesos divided into 50,000 shares of $ 1 Mexican Pesos each.

Shareholding Pattern

The following table sets forth the details of the shareholding of CES, as on the date of this Red Herring Prospectus:

Sr. No.	Name of the shareholder	Number of shares of fixed capital of par value $1 Mexican peso each	Percentage of total shareholding (%)
1.	Concord Enviro FZE	49,999	99.99
2.	Ashish Singhal	1	0.01
	Total	**50,000**	**100.00**

Financial information

The following details are derived from the audited financial statements for CES as at March 31, 2024, March 31, 2023 and March 31, 2022:

(*in ₹ million, unless otherwise stated*)

Particulars	As at and for the Financial Year ended March 31, 2024	As at and for the Financial Year ended March 31, 2023	As at and for the Financial Year ended March 31, 2022
Revenue from operations	740.10	-	-

Particulars	As at and for the Financial Year ended March 31, 2024	As at and for the Financial Year ended March 31, 2023	As at and for the Financial Year ended March 31, 2022
Revenue contribution (%)[1]	14.90	-	-
Profit/ loss after tax	118.90	67.32	(1.65)
Net Profit (%)	16.07	-	-
Total borrowings	-	-	71.33
Net Worth	117.66	(6.65)	(66.97)

[1] Revenue contribution (%): Revenue from operations of Subsidiary divided by Consolidated Revenue from Operations.

Our Joint Ventures

- **Roserve Enviro Private Limited ("REPL")**

Corporate Information

REPL was incorporated as a private limited company under the Companies Act, 2013 pursuant to a certificate of incorporation dated August 9, 2016, issued by the Deputy Registrar of Companies, Central Registration Centre. Its corporate identification number is U74999DL2016PTC304156. Its registered office is situated at BL 28 Shalimar Bagh, New Delhi, - 110088, New Delhi, India.

Nature of Business

REPL is authorised by its memorandum of association to carry on business of owning and providing on rent/ lease all kinds and provide operations and maintenance of reserve osmosis plants and allied equipment, machinery, plants, and other equipment's in India and elsewhere. The Company also carries on the business of buying, selling, reselling, reverse osmosis plants and allied equipment, machinery, plants, and other equipment used in waste and water management, environment, and clean technologies.

Capital Structure

The details of the capital structure of REPL are as follows:

Particulars	Aggregate Nominal Value (in ₹)
Authorised share capital	
436,000 equity shares of ₹ 100 each	43,600,000
Issued, subscribed and paid-up capital	
425,316 equity shares of ₹ 100 each	42,531,600

Shareholding Pattern

The following table sets forth the details of the shareholding of REPL:

Sr. No.	Name of the shareholder	Number of Equity shares of face value of ₹ 100 each	Percentage of total Equity share holding (%)
1.	Concord Enviro Systems Limited	2,08,312	48.98
2.	Danish Climate Investment Fund I K/S	2,08,312	48.98
3.	M-Power International Finance Limited	7,692	1.81
4.	Prayas Goel	500	0.12
5.	Prerak Goel	500	0.12
	Total	**4,25,316**	**100.00**

- **Roserve Enviro (FZE) ("REF")**

Corporate Information

REF was incorporated as a limited liability establishment pursuant to a certificate of incorporation dated December 25, 2019 issued by the Government of Sharjah. Its registered office is situated at P.O Box: 123685, SAIF-Zone, Sharjah, U.A.E. Its registration number is 021129.

Nature of Business

REF is engaged in the business of leasing and service of water treatment plants and establishing an establishment at SAIF-Zone and carry on the manufacturing, general trading, export/import and/ or related activities, as authorized under the objects and power clause of its memorandum and articles of association.

Capital Structure

The authorized, issued, and fully paid-up share capital is AED 150,000 divided into 1 share of AED 150,000 each.

Shareholding Pattern

The following table sets forth the details of the shareholding of REF, as on the date of this Red Herring Prospectus:

Sr. No.	Name of the shareholder	Number of ordinary shares of face value of AED 150,000 each	Percentage of total shareholding (%)
1.	Roserve Enviro Private Limited	1	100.00
	Total	**1**	**100.00**

- **WHE Systems FZC**

Corporate Information

WHE Systems (FZC) was incorporated on December 21, 2020 and is registered with the SAIF-Zone authority as a free zone company with limited liability established pursuant to the provisions of the Implementation Procedures of the Free Zone Company issued by SAIF-Zone Authority. Its license number is 21964 issued under Emiri Decree No. 2 of 1995. Its registered office is situated at 400 M2 Warehouse P6-053, SAIF-Zone Sharjah - U.A.E.

Nature of Business

WHE Systems (FZC) is engaged in the business of commercial general trading as per the SAIF-Zone valid license(s) and all the other accessories and activities as are incidental and related or necessary to the aforesaid business, as authorized under the objects clause of its memorandum and articles of association.

Capital Structure

The authorized, issued, and full paid-up share capital is AED 150,000 divided into 100 shares of AED 1,500 each.

Shareholding Pattern

The following table sets forth the details of the shareholding of WHE Systems (FZC), as on the date of this Red Herring Prospectus:

Sr. No.	Name of the shareholder	Number of ordinary shares of face value of AED 1,500 each	Percentage of total shareholding (%)
1.	Concord Enviro FZE	50	50.00
2.	Heinzl Holding UG	50	50.00
	Total	**100**	**100.00**

Other confirmations

Accumulated profits or losses

There are no accumulated profits or losses of any of our Subsidiaries and our Joint Ventures which are not accounted for by the Company.

Listing

None of our Subsidiaries are listed on any stock exchange in India or abroad, nor have any of the securities of our Subsidiaries been refused listing during the last 10 years by any stock exchange in India or abroad or failed to meet the listing requirements of any stock exchange in India or abroad.

Business interests of our Subsidiaries in the Company

Our Subsidiaries do not have any interest in our Company's business, other than as stated in "*Our Business*", "*History and Certain Corporate Matters*", "*Objects of the Offer*", "*Financial Information*" and "*Related Party Transactions*", on pages 244, 281, 127, 327, and 408, respectively.

Common pursuits

Based on the business activities undertaken by our Subsidiaries and Joint Ventures, there are no common pursuits amongst our Subsidiaries and Joint Ventures, and our Company. Other than the transactions disclosed in the section "*Financial Information*" and "*Related Party Transactions*" on pages 327 and 408, respectively, there are no other business transactions between our Company and our Subsidiaries and Joint Ventures which are significant to the financial performance of our Company.

Conflict of Interest

Except for the registered office located at 101, HDIL Towers, Anant Kanekar Marg, Bandra (East), Mumbai, Maharashtra- 400 051, which is leased to Reva Enviro Systems Private Limited, Rochem Separation Systems (India) Private Limited and Rochem Services Private Limited, by our Group Company, Concord Shipping Private Limited and our Promoters being the promoters being the promoters of Concord Shipping Private Limited, there are no conflict of interest between the Group Companies (including their respective directors) and any lessors/ owners of immovable properties (which are crucial for operations of the Company) taken on lease by our Subsidiaries.

There are no conflict of interest between the Subsidiaries (including their respective directors) and any suppliers of raw materials and third party service providers (who are crucial for operations of the Company).

OUR MANAGEMENT

Board of Directors

In terms of the Companies Act and our Articles of Association, as applicable, our Company is required to have not less than three Directors and not more than 15 Directors. As on the date of this Red Herring Prospectus, our Board comprises six Directors, including two Executive Directors (including our Chairman and Managing Director), one Non-Executive Nominee Director nominated by AF Holdings, and three Independent Directors. One Independent Director on our Board is a woman.

The following table sets forth details regarding our Board as of the date of this Red Herring Prospectus:

Sr. No.	Name, designation, address, occupation, date of birth, period of directorship, term and DIN	Age (years)	Directorships in other companies
1.	**Prayas Goel** ***Designation***: Chairman and Managing Director ***Address:*** 1101, Eben- Ezer Tagore Road, Santacruz West, Mumbai 400 054, Maharashtra, India ***Occupation:*** Business ***Date of birth:*** May 7, 1977 ***Nationality:*** Indian ***Current Term:*** 3 years with effect from April 1, 2024 to March 31, 2027 ***Period of Directorship:*** Director since May 5, 2009 ***DIN:*** 00348519	47	*Indian Companies* • Concord Shipping Private Limited • Reva Enviro Systems Private Limited • Rochem (India) Private Limited • Rochem Separation Systems (India) Private Limited • Rochem Services Private Limited • Rochem Green Energy Private Limited • RGE Pune Waste Processing Private Limited • Rochem Technical Services Private Limited Foreign Companies • Nil
2.	**Prerak Goel** ***Designation:*** Executive Director ***Address:*** 1001, Eben- Ezer Tagore Road, Santacruz West, Mumbai 400 054, Maharashtra, India ***Occupation:*** Business ***Date of birth:*** September 11, 1979 ***Nationality:*** Indian ***Current Term:*** 3 years with effect from April 1, 2024 to March 31, 2027 ***Period of Directorship:*** Director since August 10, 2009 ***DIN:*** 00348563	45	*Indian Companies* • Concord Shipping Private Limited • Reva Enviro Systems Private Limited • Rochem (India) Private Limited • Rochem Separation Systems (India) Private Limited • Rochem Services Private Limited • Rochem Green Energy Private Limited • RGE Pune Waste Processing Private Limited • Rochem Technical Services Private Limited • Blue Zone Ventures Private Limited Foreign Companies • Nil

Sr. No.	Name, designation, address, occupation, date of birth, period of directorship, term and DIN	Age (years)	Directorships in other companies
3.	**Shiraz Homi Bugwadia** ***Designation:*** Independent Director ***Address:*** 13, Deepali, St. Cyril Road, Bandra West, Mumbai- 400 050, Maharashtra, India ***Occupation:*** Business ***Date of birth:*** April 1, 1976 ***Nationality:*** Indian ***Current Term:*** 5 years with effect from June 20, 2022 ***Period of Directorship:*** Since June 20, 2022 ***DIN:*** 01213884	48	*Indian Companies* • Bazaar Retail Private Limited • Cilicant Private Limited • O3 Alternatives Private Limited • O3 Capital Global Advisory Private Limited • O3 Finance Private Limited • Transasia Bio-Medicals Limited • Oganesson Capital Advisors Private Limited *Foreign Companies* Nil
4.	**Prakash D. Shah** ***Designation:*** Independent Director ***Address:*** 503A, Mithila Apartment, S V Road, Kandivali West, Mumbai, - 400 067, Maharashtra, India ***Occupation:*** Advocate and Solicitor ***Date of birth:*** April 7, 1954 ***Nationality:*** Indian ***Current Term:*** 5 years with effect from May 25, 2022 ***Period of Directorship:*** Since May 25, 2022 ***DIN:*** 00286277	70	*Indian Companies* • Vinyl Chemicals (India) Limited • Beico Industries Private Limited *Foreign Companies* Nil
5.	**Kamal Sandeep Shanbhag** ***Designation:*** Independent Director ***Address:*** Rustomjee Seasons B-801, MIG CHS IV Ltd, Near MMRDA Office, Gandhi Nagar Bandra East, Mumbai- 400 051, Maharashtra, India ***Occupation:*** Business ***Date of birth:*** June 25, 1968 ***Nationality:*** Indian ***Current Term:*** 5 years with effect from May 25, 2022 ***Period of Directorship:*** Since May 25, 2022 ***DIN:*** 09578441	56	*Indian Companies* • Rochem Separation Systems (India) Private Limited *Foreign Companies* • Concord Enviro FZE • Blue Water Trading & Treatment FZE • Concord Enviro S.A.De.C.V

Sr. No.	Name, designation, address, occupation, date of birth, period of directorship, term and DIN	Age (years)	Directorships in other companies
6.	**Rajesh Pai*** ***Designation:*** Non-Executive Nominee Director ***Address:*** C – 22, Mangirish Society, L. J. Road, Mahim, Mumbai – 400016, Maharashtra, India ***Occupation:*** Business ***Date of birth:*** September 24, 1971 ***Nationality:*** Indian ***Current Term:*** Liable to retire by rotation ***Period of Directorship:*** Since August 8, 2015 ***DIN:*** 02930658	53	*Indian Companies* Nil *Foreign Companies* Nil

**Nominee of AF Holdings.*

Brief Biographies of Directors

Prayas Goel is the Chairman and Managing Director of our Company. He holds a bachelor's degree in mechanical engineering from University of Mumbai. He has over 25 years of experience in organizational strategy, business process re-engineering and envisioning future technology and leading innovation. He has been associated with our Subsidiary, Rochem Separation Systems (India) Private Limited since June 1, 1998 and our Company since May 5, 2009.

Prerak Goel is the Executive Director of our Company. He holds a bachelor's degree in commerce from University of Mumbai and a master's degree in business management from Asian Institute of Management. He has over 21 years of experience in organizational strategy, financial strategy and management, fund raising and investor management and international sales. He has been associated with our Subsidiary, Rochem Separation Systems (India) Private Limited since June 1, 2003 and our Company since August 10, 2009.

Shiraz Homi Bugwadia is the Independent Director of our Company. He holds a bachelor's degree in chemical engineering from University of Mumbai and a master's degree in business administration from University of Melbourne. He is the director of O3 Capital Global Advisory Limited and has over 17 years of experience. He has been associated with our Company since June 20, 2022.

Prakash D. Shah is the Independent Director of our Company. He holds a bachelor's degree in law from the University of Mumbai and is a solicitor and advocate practicing in Mumbai and has 43 years of experience. He has been associated with our Company since May 25, 2022.

Rajesh Pai is the Non- Executive Nominee Director of our Company nominated by AF Holdings. He holds a bachelor's degree in computer engineering from University of Mumbai. He holds a master's degree in computer science from Arizona State University and a master's degree in business administration from the University of Chicago. He has several years of experience in the private equity sector. He has been associated with our Company since August 7, 2015.

Kamal Sandeep Shanbhag is an Independent Director of our Company. She is a chartered accountant from the Institute of Chartered Accountants of India. She is currently associated with Wonderland Investment Consultants since the past three years. Prior to joining our Company, she was associated with J M Financial & Investment Consultancy Services Limited, Reliance Industries Limited and Citi Bank N.A. She has over 27 years of experience in financial advisory and consultancy services. She has been associated with our Company since May 25, 2022.

Details regarding directorships of our Directors in listed companies

None of our Directors is or was, during the last five years preceding the date of this Red Herring Prospectus, a director of any listed company whose shares have been or were suspended from being traded on the stock exchanges during their tenure as a director in such company.

None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange, during their tenure as a director in such company.

Arrangement or understanding with major shareholders, customers, suppliers or others

Except for Rajesh Pai, who is the Non- Executive Nominee Director appointed by AF Holdings, none of our current Directors have been appointed to our Board pursuant to any arrangement or understanding with major Shareholders, customers, suppliers or others.

Confirmations

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which they are interested by any person either to induce them to become or to help them qualify as a Director, or otherwise for services rendered by them or by the firm or company in which they are interested, in connection with the promotion or formation of our Company.

Further, none of our Company, its Directors and our Promoters or members of the Promoter Group have been identified as Wilful Defaulters or Fraudulent Borrowers as defined under the SEBI ICDR Regulations.

Terms of appointment of Directors

1. **Remuneration to Executive Directors:**

Prayas Goel

Prayas Goel has been a Director of our Company since May 5, 2009. Thereafter, pursuant to a resolution passed by the Board on November 30, 2009, he was designated as Managing Director of our Company. Further pursuant to a resolution passed by our board on June 21, 2022, he was designated as the Chairman of our Company. Pursuant to a Board resolution dated August 26, 2024 and Shareholders' resolution each dated August 26, 2024, and amendment to the extension of employment agreement dated August 26, 2024, Prayas Goel was re-appointed as the Managing Director of the Company for a period of three years with effect from April 1, 2024 to March 31, 2027.

Pursuant to the resolution passed by the Board on August 26, 2024 and the shareholders on August 26, 2024, Prayas Goel is entitled to the following remuneration and other employee benefits:

- Basic salary amounting to ₹ 1.00 million, per month;
- House rent allowance to ₹ 0.50 million, per month;
- Medical allowance amounting to ₹ 0.20 million, per month;
- Conveyance allowance amounting to ₹ 0.20 million, per month;
- Other allowances amounting to ₹ 0.10 million, per month;

In Fiscal 2024, our Company paid a remuneration of ₹ 1.20 million to Prayas Goel.

Prerak Goel

Prerak Goel has been an Executive Director of our Company since August 10, 2009. Pursuant to a Board resolution dated August 26, 2024 and Shareholders' resolution dated August 26, 2024, and amendment to the extension of employment agreement dated August 26, 2024, Prerak Goel was re-appointed as the Executive Director of the Company for a period of three years with effect from April 1, 2024 to March 31, 2027 and is entitled to the following remuneration and other employee benefits:

- Basic salary amounting to ₹ 1.00 million, per month;
- House rent allowance to ₹ 0.50 million, per month;
- Medical allowance amounting to ₹ 0.20 million, per month;
- Conveyance allowance amounting to ₹ 0.20 million, per month;
- Other allowances amounting to ₹ 0.10 million, per month;

In Fiscal 2024, our Company paid a remuneration of ₹ 1.20 million to Prerak Goel.

2. **Remuneration details of Independent Directors:**

Pursuant to the Board resolution dated May 23, 2022, and Shareholders' resolution dated May 25, 2022, and June 20, 2022, each Independent Director, is entitled to receive sitting fees of ₹ 0.10 million per meeting for attending meetings of the Board and ₹ 0.05 million per meeting for attending each meeting of the board of committees thereof, apart from reimbursement of travel and other incidental expenses being incurred by such independent directors. Details of the sitting fees paid to the Independent Directors of our Company for the Financial Year 2024 are as follows:

Sl. No.	Name of Director	Sitting Fees (in ₹ million)
1.	Shiraz Homi Bugwadia	0.10
2.	Prakash D. Shah	0.25
3.	Kamal Sandeep Shanbhag	0.25

Our Non-Executive Nominee Director, Rajesh Pai is not entitled to any remuneration from our Company. Our Company did not pay any remuneration to him in Fiscal 2024.

Shareholding of Directors in our Company

Our Articles of Association do not require our Directors to hold any qualification shares. The shareholding of the Directors in our Company as of the date of this Red Herring Prospectus is set forth below:

Name of Director	Number of Equity Shares held
Prayas Goel	5,088,960
Prerak Goel	3,203,280

Interest of Directors

All our Independent Directors may be deemed to be interested to the extent of sitting fees payable, if any, to them for attending meetings of our Board and committees thereof, and reimbursement of expenses available to them. Our Executive Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses payable to them as stated in "*Our Management – Terms of appointment of our Directors – Remuneration to Executive Directors*" on page 309.

Further, other than Prayas Goel and Prerak Goel, who are the Promoters of our Company, none of our Directors have any interest in the promotion or formation of our Company. The Directors may also be regarded as interested in the Equity Shares held by them or by their relatives, if any, or that may be subscribed by or allotted to them or the companies, firms and trusts, in which they are interested as directors, members, partners, trustees and promoter, pursuant to this Offer. Our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of such Equity Shares.

Except as stated below, there are no other companies, firms, trusts or other ventures in which our Directors involved or interested as a promoter, director, member, partner, proprietor and/or trustee that are in the same line of activity or business as the Company:

Name of the Director	Name of the company	Designation	Date of Appointment
Kamal Sandeep Shanbhag	Rochem Separation Systems (India) Private Limited*	Independent Director	June 22, 2022
Kamal Sandeep Shanbhag	Concord Enviro (FZE) *	Independent Director	June 21, 2022
Kamal Sandeep Shanbhag	Blue Water Trading & Treatment (FZE) *	Independent Director	June 21, 2022
Kamal Sandeep Shanbhag	Concord Enviro S.A.De.C.V.*	Independent Director	August 28, 2024
Prakash D. Shah	Vinyl Chemicals (India) Limited	Director	August 12, 2022
Prerak Goel	Rochem Separation Systems (India) Private Limited	Whole-time Director	April 1, 2005
	Rochem Green Energy Private Limited	Director	August 4, 2010
	Rochem (India) Private Limited	Director	April 1, 2005
	Rochem Services Private Limited (*formerly known as "Concord Blue Technology Pvt. Ltd."*)	Director	February 5, 2009
	Rochem Technical Services Private Limited *(formerly known as "Rochem Manpower Services (India) Pvt. Ltd."*)	Director	December 3, 2019

Name of the Director	Name of the company	Designation	Date of Appointment
	Reva Enviro Systems Private Limited	Director	June 15, 2009
	Blue Zone Ventures Private Limited	Director	April 11, 2024
Prayas Goel	Rochem Separation Systems (India) Private Limited	Managing Director	September 15, 1977
	Rochem Green Energy Private Limited	Director	August 4, 2010
	Rochem (India) Private Limited	Director	April 1, 2005
	Rochem Services Private Limited (*formerly known as "Concord Blue Technology Pvt. Ltd."*)	Director	February 5, 2009
	Rochem Technical Services Private Limited *(formerly known as "Rochem Manpower Services (India) Pvt. Ltd."*)	Director	December 23, 2019
	Reva Enviro Systems Private Limited	Director	June 15, 2009
	Blue Zone Ventures Private Limited	Nominee Member	February 19, 2024

**The above-mentioned entities are the material subsidiaries of our Company and Kamal Sandeep Shanbhag has been appointed on the Board of these material subsidiaries to ensure compliance with the Companies Act and the corporate governance requirements under the Listing Regulations.*

None of our Directors have any interest in any property acquired or proposed to be acquired by our Company or transaction for acquisition of land, construction of building and supply of machinery, etc.

There are no conflicts of interest between our Directors and any lessors/ owners of immovable properties taken on lease by the Company (who are crucial for operations of the Company).

There are no conflicts of interest between our Directors and any suppliers of raw materials and third party service providers (who are crucial for operations of the Company).

Bonus or profit-sharing plan of the Directors

Except Prayas Goel and Prerak Goel who are party to the Promoter Incentive Plan under the Restated Amendment Agreement as described in "*History and Certain Corporate Matters- Details of shareholders' agreements*" on page 283, noneof our Directors are party to any bonus or profit-sharing plan of our Company.

Changes in the Board in the last three years

Other than as stated below, there has been no change in the Board in the three preceding years*:

Name*	Date of Change	Reason
Abhishek Loonker	June 13, 2022	Resigned as Director due to personal reasons
Prakash D. Shah	May 25, 2022	Appointed as Independent Director
Kamal Sandeep Shanbhag	May 25, 2022	Appointed as Independent Director
Shiraz Homi Bugwadia	June 20, 2022	Appointed as Independent Director
Prayas Goel	August 26, 2024	Re-appointed as Managing Director
Prerak Goel	August 26, 2024	Re-appointed as Executive Director

**Changes to the designation and re-appointment of existing directors has not been included in the table above.*

Borrowing Powers of Board

In accordance with the Articles of Association and applicable provisions of the Companies Act, 2013, and pursuant to the board resolution dated June 21, 2022, the Board may borrow money for and on behalf of the Company, from time to time as deemed by it to be requisite and proper for the business of the Company, notwithstanding that the money to be borrowed, together with money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) shall not exceed ₹100.00 million in excess of the aggregate of the paid up share capital of the Company and its free reserves as per its latest annual audited financial statements.

Remuneration paid or payable by our Subsidiaries to Directors

There is no remuneration paid or payable by our Subsidiaries to our Directors during Fiscal 2024, other than as stated below:

Director	Designation	Remuneration paid / payble in the financial year ended March 31, 2024 *(₹ million)*
Kamal Shanbhag	Independent Director of Rochem Separation Systems (India) Private Limited	0.25
Prayas Goel	Managing Director of Rochem Separation Systems (India) Private Limited	21.00#
Prerak Goel	Wholetime Director of Rochem Separation Systems (India) Private Limited	20.30#

#Excluding perquisites, reimbursements, employer's contributions to specified funds and provision for gratuity and leave entitlement

Corporate Governance

The corporate governance provisions of the SEBI Listing Regulations will be applicable to us immediately upon the listing of the Equity Shares on the Stock Exchanges. We are in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations, the Companies Act and the SEBI ICDR Regulations, in respect of corporate governance including constitution of the Board and committees thereof, as applicable. The corporate governance framework is based on an effective independent Board and constitution of the Board committees, as required under law. As on the date of this Red Herring Prospectus, our Board comprises six Directors, including two Executive Directors (including our Chairman and Managing Director), one Non-Executive Nominee Director nominated by AF Holdings and three Independent Directors. One Director on our Board is a woman.

In terms of the SEBI Listing Regulations and the provisions of the Companies Act, 2013, our Company has constituted the following Board committees:

i. Audit Committee;

ii. Nomination and Remuneration Committee;

iii. Stakeholders' Relationship Committee;

iv. Risk Management Committee.

In terms of the criteria set out under Section 135 of the Companies Act, 2013, our Company is not required to constitute a corporate social responsibility committee, as on the date of this Red Herring Prospectus.

Committees of the Board

Audit Committee

The members of the Audit Committee are:

1. Kamal Sandeep Shanbhag – Chairperson

2. Prerak Goel – Member

3. Prakash D. Shah – Member

4. Shiraz Homi Bugwadia- Member

The Audit Committee was constituted on June 21, 2022 and was re-constituted by our Board at their meeting held on August 26, 2024. The scope and function of the Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and the Listing Regulations and its terms of reference are as follows:

(a) overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;

(b) recommending to the Board the appointment, re-appointment, re- placement, remuneration and terms of appointment, performance and oversight of work of the internal auditor, cost auditor and statutory auditor of the Company;

(c) reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;

(d) Examination of the financial statements, financial reporting, statement of cashflow, auditors report thereon and also the disclosure process to keep the figures confidential before there presentation with the board for their approval;

(e) approving payments to statutory auditors for any other services rendered by the statutory auditors;

(f) Examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

 (i) matters required to be included in the director's responsibility statement to be included in the Board' report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;

 (ii) changes, if any, in accounting policies and practices and reasons for the same;

 (iii) major accounting entries involving estimates based on the exercise of judgment by management;

 (iv) significant adjustments made in the financial statements arising out of audit findings;

 (v) compliance with listing and other legal requirements relating to financial statements;

 (vi) disclosure of any related party transactions; and

 (vii) modified opinion(s) in the draft audit report.

(g) review, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

(h) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed initial public offer by the Company;

(i) approve or any subsequent modification transactions of the Company with related parties;

(j) scrutinising of inter-corporate loans and investments;

(k) valuation of undertakings or assets of the Company, wherever it is necessary;

(l) evaluating of internal financial controls and risk management systems;

(m) reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;

(n) review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

(o) discuss with internal auditors of any significant findings and follow up thereon;

(p) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

(q) discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

(r) looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

(s) reviewing the functioning of the whistle blower mechanism;

(t) approving the appointment of the chief financial officer of the Company or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;

(u) carrying out any other function as is mentioned in the terms of the Audit Committee and any other terms of reference as may be decided by the Board and/or specified/provided under the Companies Act, the Listing Regulations or by any other regulatory authority;

(v) reviewing the utilisation of loans and/or advances from/investment by the holding company in any subsidiary exceeding ₹ 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments existing as per applicable law;

(w) formulating a policy on related party transactions, which shall include materiality of related party transactions;

(x) approval or any subsequent modification of transactions of the Company with related parties and omnibus approval of related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;

Explanation: The term "related party transactions" shall have the same meaning as provided in clause 2(zc) of the Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013;

(a) recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;

(b) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;

(c) to formulate, review and make recommendations to the Board to amend the terms of reference of Audit Committee from time to time;

(d) establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;

The powers of the Audit Committee shall include the following:

(a) to investigate any activity within its terms of reference

(b) to seek information from any employee;

(c) to obtain outside legal or other professional advice;

(d) to secure attendance of Company personnel or outsiders with relevant expertise, if it considers necessary; and

(e) such other powers as may be prescribed under the Companies Act and the Listing Regulations

The Audit Committee shall mandatorily review the following information:

(a) management's discussion and analysis of financial condition and results of operations;

(b) management letters / letters of internal control weaknesses issued by the statutory auditors;

(c) internal audit reports relating to internal control weaknesses;

(d) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to the review of the Audit Committee; and

(e) statement of deviations:

  (i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of the Listing Regulations; and

  (ii) annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice in terms of the Listing Regulations."

Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

1. Shiraz Homi Bugwadia– Chairperson

2. Kamal Sandeep Shanbhag– Member

3. Rajesh Pai– Member

The Nomination and Remuneration Committee was constituted on June 21, 2022 and was re-constituted by our Board at their meeting held on August 26, 2024. The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act and the Listing Regulations. The terms of reference of the Nomination and Remuneration Committee include the following:

(a) formulating 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 for the directors, key managerial personnel and other employees;

  The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

  (i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;

  (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

  (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

(b) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

  (i) use the services of external agencies, if required;

  (ii) consider candidates from a wide range of backgrounds, having dure regard to diversity; and

  (iii) consider the time commitments of the candidates;

(c) Formulating of criteria for evaluation of independent directors and the Board;

(d) devising a policy on Board diversity;

(e) identifying persons who qualify to become directors or who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors for their appointment and removal and carrying out evaluations of every director's performance. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;

(f) determine whether to extend or continue the term of appointment of independent director, on the basis of the report of performance evaluation of independent directors;

(g) Analysing, monitoring and reviewing various human resource and compensation matters, including the compensation strategy;

(h) determining the company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

(i) determining compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;

(j) reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

(k) Performing such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(l) Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:

(i) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; or

(ii) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended.

(m) Administering the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the terms of such scheme/plan ("**ESOP Scheme**");

(n) Performing such other activities as may be delegated by the Board and/or specified/provided under the Companies Act, the Listing Regulations or by any other regulatory authority; and

(o) recommend to the Board, all remuneration, in whatever form, payable to executive directors, senior management and other staff.

Stakeholders' Relationship Committee

The members of the Stakeholders' Relationship Committee are:

1. Prakash D. Shah- Chairperson

2. Prerak Goel– Member

3. Kamal Sandeep Shanbhag– Member

The Stakeholders' Relationship Committee was constituted by our Board at their meeting held on June 21, 2022 and was re-constituted by our Board at their meeting held on August 26, 2024. The scope and function of the Stakeholders' Relationship Committee is in accordance with Section 178 of the Companies Act and the Listing Regulations. The terms of reference of the Stakeholders' Relationship Committee are as follows:

(a) Consider and resolve the grievances of the security holders of the Company, including complaints related to transfer/transmission of shares, including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, dematerialisation and re-materialisation of shares, non-receipt of balance sheet, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc. assisting with quarterly reporting of such complaints and formulating procedures in line with statutory guidelines to ensure speedy disposal of various requests received from shareholders;

(b) review of measures taken for effective exercise of voting rights by shareholders. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent and to recommend measures for overall improvement in the quality of investor services;

(c) review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;

(d) Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

(e) To approve, register, refuse to register transfer or transmission of shares and other securities;

(f) To sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company;

(g) Allotment and listing of shares;

(h) To authorise affixation of common seal of the Company;

(i) To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;

(j) To approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;

(k) Ensure proper and timely attendance, information and redressal of investor queries and grievances;

(l) carrying out any other functions as contained in the Companies Act and/or equity listing agreements (if applicable), as and when amended from time to time; and

(m) to further delegate all or any of the power to any other employee(s) officer(s), representative(s), consultant(s) professional(s), or agent(s).

Risk Management Committee

The members of the Risk Management Committee are:

1. Prayas Goel – Chairperson

2. Prerak Goel- Member

3. Shiraz Homi Bugwadia– Member

The Risk Management Committee was constituted by our Board at their meeting held on June 21, 2022 and was re-constituted by our Board at their meeting held on August 26, 2024. The terms of reference of the Risk Management Committee of our Company include the following:

(a) Formulating a detailed risk management policy for *inter alia* risk assessment and minimization procedures which shall include:

    (i) A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly ESG related risks), information, cyber security risks or any other risks as may be determined by the committee;

    (ii) Measures for risk mitigation including systems and processes for internal control of identified risks;

    (iii) Business continuity plan;

(b) Ensuring that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

(c) monitoring and overseeing implementation of the risk management policy, including evaluating the adequacy of risk management systems including cyber security;

(d) periodically reviewing the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

(e) to approve the process for risk identification and mitigation;

(f) to decide on risk tolerance and appetite levels, recognizing contingent risks, inherent and residual risks including for cyber security;

(g) to monitor the Company's compliance with the risk structure. Assess whether current exposure to the risks it faces is acceptable and that there is an effective remediation of non-compliance on an on-going basis;

(h) to approve major decisions affecting the risk profile or exposure and give appropriate directions;

(i) to consider the effectiveness of decision making process in crisis and emergency situations;

(j) to balance risks and opportunities;

(k) to generally, assist the Board in the execution of its responsibility for the governance of risk;

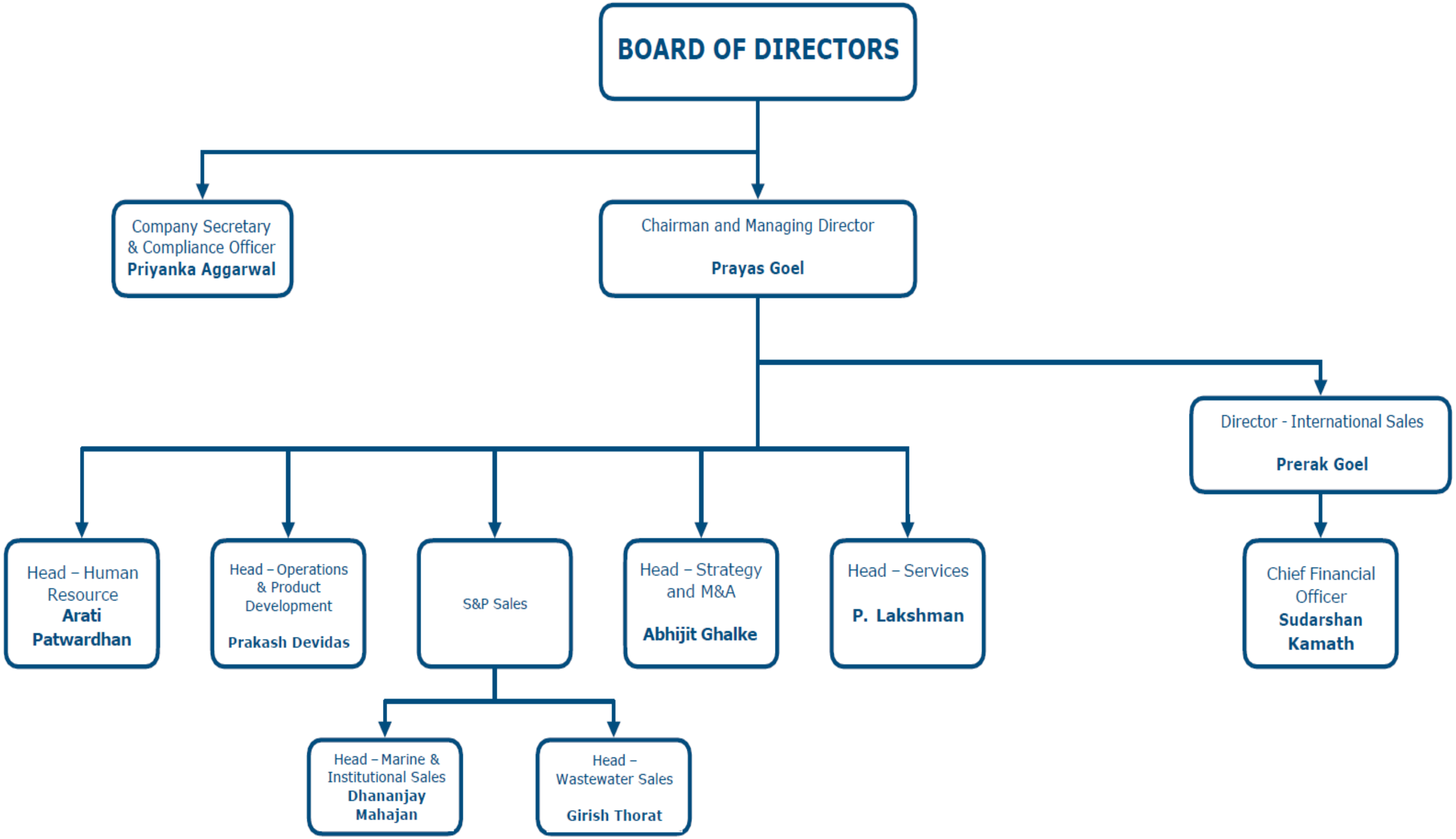
(l) keeping the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

(m) the appointment, removal and the terms of remuneration of the chief risk officer (if any) shall be subject to review by the Risk Management Committee;

(n) to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary; and

(o) Performing such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended to by the Risk Management Committee.

Management Organisation Chart



A. Key Managerial Personnel

In addition to Prayas Goyal, our Chairman and Managing Director whose details are provided in "*Our Management- Brief Biographies of Directors"* and "*Our Management - Remuneration to Executive Directors*" on pages 308 and 309, respectively, the details of our other Key Managerial Personnel in terms of the SEBI ICDR Regulations, as on the date of this Red Herring Prospectus, are set out below. Further, none of the Key Managerial Personnel have been nominated or appointed in our Company on behalf of any Shareholder or any other persons.

Sudarshan Gopinath Kamath is the Chief Financial Officer of our Company. He holds a bachelor's degree in commerce from the University of Mumbai. and a post graduate diploma in business administration from Annamalai University. He is a certified chartered accountant and has passed his final examination from the Institute of Chartered Accounts of India. Prior to joining us, he was associated with Visen Industries Limited as the chief financial officer, with Philips India Limited as a manager and with Fermenta Biotech Limited and has an overall experience of over 27 years. He was associated with Rochem Separation Systems (India) Private Limited, our Subsidiary, since August 30, 2017, till March 30, 2022, and has been associated with our Company since May 23, 2022. In Financial Year 2024, he was paid a remuneration of ₹ 6.42 million by our Company.

Priyanka Aggarwal is the Company Secretary and Compliance Officer of our Company. She holds a bachelor's degree in commerce from Gurughasidas University. She is associated with the Institute of Company Secretaries of India since 2014. Prior to joining us she was associated with Starlog Enterprises Limited as a Company Secretary and Compliance Officer. She has an overall work experience of over 6 years. In Financial Year 2024, she was not paid any remuneration by our Company as she was appointed after March 31, 2024.

B. Senior Managerial Personnel

Abhijit Subhash Ghalke is the of Head - Strategy and M&A of our Company. He holds a bachelor's degree in engineering specialising production engineering from Regional Engineering College, Tiruchirappalli, India a master's degree in business management from Asian Institute of Management, Makati City, Philippines. Prior to joining us, he was associated with ICICI Securities Limited as vice president and with KPMG as an assistant manager in corporate finance and has an experience over of 17 years. He was associated with Rochem Separation Systems (India) Private Limited, our Subsidiary, from October 1, 2015 till March 30, 2021 and has been associated with our Company since April 1, 2021. In Financial Year 2024, he was paid a remuneration of ₹ 5.55 million by our Subsidiary, Rochem Separation Systems (India) Private Limited.

Prakash Devidas is the Head- Operation and Product Development of one of our Subsidiary, Rochem Separation Systems (India) Private Limited. He has holds a bachelor's degree (equivalent) in mechanical engineering from the Indian Navy. He has been associated with our Subsidiary, Rochem Separation Systems (India) Private Limited since November 24, 1999 and has an overall work experience of 23 years. In Financial Year 2024, he was paid a remuneration of ₹ 11.70 million by our Subsidiary, Rochem Separation Systems (India) Private Limited.

Girish Thorat is the Head- Wastewater Sales of our Subsidiary, Rochem Separation Systems (India) Private Limited. He also holds a diploma in shipbuilding engineering from the Board of Technical Examinations, Maharashtra and a certificate of competency (marine engineer officer) class 4 under the Merchant Shipping (Certification of Marine Engineer Officers) Regulations 1986, Government of United Kingdom of Great Britain and Northern Ireland. Prior to joining our Subsidiary, he was associated with Bergshav, Norway as a junior engineer and with Pall India Private Limited as a national sales manager (aerospace). He was also associated with DHL Lemuir Logistics Private Limited in the corporate department and has an overall work experience of over 20 years. He has been associated with Subsidiary, Rochem Separation Systems (India) Private Limited since June 7, 2011. In Financial Year 2024, he was paid a remuneration of ₹ 4.43 million by our Subsidiary, Rochem Separation Systems (India) Private Limited.

Dhananjay Govardhan Mahajan is the Head- Marine and Institutional Sales of our Subsidiary, Rochem Separation Systems (India) Private Limited. He holds a bachelor's degree in engineering from University of Pune. Prior to joining our subsidiary, Rochem Separation Systems (India) Private Limited he was associated with the Indian Navy and has an overall experience of over 28 years. He has been associated with our Subsidiary, Rochem Separation Systems (India) Private Limited since September 1, 1996. In Financial Year 2024, he was paid a remuneration of ₹ 5.09 million by our Subsidiary, Rochem Separation Systems (India) Private Limited.

Lakshman Pattabhiraman is the Head - Services of our Subsidiary, Rochem Separation Systems (India) Private Limited. He is a marine professional holding a degree from the Marine Engineering College, Kolkata, a fellowship certificate from Institute of Marine Engineers (IMEI) and the Institution of Engineers (IEI), India. He is also a certified Chartered Engineer from IEI, an associate member of Indian Institution of Industrial Engineering and a member of the International Institute of Marine Engineering, Science & Technology & International Institute of Marine Surveying. Prior to joining our subsidiary, he was associated with Great Offshore Limited as a deputy general manager, Tag Offshore Limited as chief operating officer, C.S. Offshore DMCC as senior technical manager (fleet), and Quadrant Maritime

Private Limited as general manager (technical) and has an overall work experience of over 17 years. He has been associated with Rochem Separation Systems (India) Private Limited since May 7, 2018. In Financial Year 2024, he was paid a remuneration of ₹ 6.03 million by our Subsidiary, Rochem Separation Systems (India) Private Limited.

Arati Patwardhan is the Head- Human Resource of our Subsidiary, Rochem Separation Systems (India) Private Limited. She holds a post graduate diploma in business management from Bhrati Vidhyapeeth, Navi Mumbai. Prior to joining us, she was associated with M/S School of Light Private Limited as a director since June 29, 2015 and has an overall experience of over 17 years. She has been associated with our Subsidiary since December 1, 2021. In Financial Year 2024, she was paid a remuneration of ₹ 5.01 million by our Subsidiary, Rochem Separation Systems (India) Private Limited.

Status of Key Managerial Personnel and Senior Managerial Personnel

Except for Prakash Devidas, Girish Thorat, Dhananjay Govardhan Mahajan, Lakshman Pattabhiraman and Aarti Patwardhan, who are permanent employees of our Material Subsidiary, Rochem Separation Systems (India) Private Limited, all our Key Managerial Personnel are permanent employees of our Company.

Relationship between our Directors and Key Managerial Personnel and Senior Managerial Personnel

Except for Prayas Goel and Prerak Goel, who are brothers, none of our Directors are related to each other or to our Key Managerial Personnel and Senior Managerial Personnel.

Relationship between our Key Managerial Personnel and Senior Managerial Personnel

Except as disclosed in "*Our Management - Relationship between our Directors and Key Managerial Personnel and Senior Managerial Personnel*" on this page 321, none of our Key Managerial Personnel are related to each other.

Relationship between our Independent Directors and our Company, Subsidiaries, Promoters, Directors, the members of the Promoter Group and Group Companies

None of the Independent Directors of our Company are related to our Company, Subsidiaries, Promoters, Directors, the members of the Promoter Group, or Group Companies.

Shareholding of Key Managerial Personnel and Senior Managerial Personnel

Except as is disclosed in "*Our Management- Shareholding of Directors in our Company*" on page 310, none of our Key Managerial Personnel and Senior Managerial Personnel hold any Equity Shares in our Company as on the date of this Red Herring Prospectus.

Bonus or profit-sharing plans of the Key Managerial Personnel and Senior Managerial Personnel

None of our Key Managerial Personnel and Senior Managerial Personnel are party to any bonus or profit-sharing plan of our Company.

Interests of Key Managerial Personnel and Senior Managerial Personnel

Other than as disclosed in this section, "*Financial Statements – Related Party Transactions* and in "*Our Management - Interest of Directors*" on pages 408 and 310 the Key Managerial Personnel and Senior Managerial Personnel of our Company do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

There are no conflicts of interest between our Key Managerial Personnel and any lessors/ owners of immovable properties taken on lease by the Company (who are crucial for operations of the Company).

There are no conflicts of interest between our Key Managerial Personnel and any suppliers of raw materials and third party service providers (who are crucial for operations of the Company).

Arrangements and understanding with major shareholders, customers, suppliers or others

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of our Key Managerial Personnel and Senior Managerial Personnel have been selected as the Key Managerial Personnel of our Company.

Service Contracts with Directors and Key Managerial Personnel and Senior Managerial Personnel

No officer of our Company, including our Directors, our Key Managerial Personnel and Senior Managerial has entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Retirement benefits

Our Key Managerial Personnel and Senior Managerial Personnel have not entered into any service contracts with our Company which include retirement benefits. Except statutory benefits upon superannuation, none of the Key Managerial Personnel and Senior Managerial Personnel are entitled to any benefit upon superannuation.

Contingent and deferred compensation payable to our Director and Key Managerial Personnel and Senior Managerial Personnel

There is no contingent or deferred compensation accrued for Financial Year 2024 and payable to our Directors, our Key Managerial Personnel and Senior Managerial Personnel, which does not form a part of their remuneration.

Payment or benefit to Key Managerial Personnel and Senior Managerial Personnel

No non – salary amount or benefit has been paid or given to any of our Key Managerial Personnel or Senior Managerial Personnel within the two preceding years or is intended to be paid or given.

Changes in the Key Managerial Personnel and Senior Managerial Personnel

Except as disclosed below and in "*Our Management- Changes in the Board in the last three years*" on page 311, there has been no change in the Key Managerial Personnel in the last three years.

Name	Date of Change	Reason
Sudarshan Gopinath Kamath	May 23, 2022	Appointment as Chief Financial Officer of our Company
Priyanka Pramod Nayak	April 1, 2022	Appointment as Company Secretary and Compliance Officer of our Company
Prakash Devidas	June 18, 2022	Change in designation to Head - Operation and Product Development of Rochem Separation Systems (India) Private Limited
Girish Thorat	June 18, 2022	Change in designation to Head - Wastewater Sales of Rochem Separation Systems (India) Private Limited
Dhananjay Govardhan Mahajan	June 18, 2022	Change in designation to Head - Marine and Institutional Sales of Rochem Separation Systems (India) Private Limited
Lakshman Pattabhiraman	June 18, 2022	Change in designation to Head - Services of Rochem Separation Systems (India) Private Limited
Arati Patwardhan	June 18, 2022	Change in designation to Head- Human Resource of Rochem Separation Systems (India) Private Limited
Priyanka Pramod Nayak	November 11, 2023	Cessation as the Company Secretary and Compliance Officer
Priyanka Aggarwal	July 3, 2024	Appointment as the Company Secretary and Compliance Officer

Further, the attrition rate of Key Managerial Personnel and Senior Management Personnel of our Company is not high as compared to the industry.

Employee Stock Option Scheme

For details of our Company's employee stock option plan please refer to "*Capital Structure*" on page 115 of this Red Herring Prospectus.

OUR PROMOTERS AND PROMOTER GROUP

As on the date of this Red Herring Prospectus, our Promoters collectively hold 8,292,240 Equity Shares aggregating to 45.56 % of the issued, subscribed and paid-up Equity Share capital, of our Company.

Details of our Promoters

	**1. Prayas Goel** Prayas Goel, aged 47 years, is one of our Promoters and is also the Chairman and Managing Director on our Board. For a complete profile of Prayas Goel, *i.e.*, his date of birth, residential address, educational qualifications, professional experience, business and financial activities, special achievements, positions / posts held in the past, other directorships, and other ventures, see "*Our Management – Brief biographies of Directors*" on page 308. His permanent account number is AAKPG5038Q. As on the date of this Red Herring Prospectus, Prayas Goel holds 5,088,960 Equity Shares of face value of ₹ 5 each.
	**2. Prerak Goel** Prerak Goel, aged 45 years, is one of our Promoters and is also the Executive Director on our Board. For a complete profile of Prerak Goel, *i.e.*, his date of birth, residential address, educational qualifications, professional experience, business and financial activities, special achievements, positions / posts held in the past, other directorships, and other ventures, see "*Our Management – Brief biographies of Directors*" on page 308. His permanent account number is AAKPG8954B. As on the date of this Red Herring Prospectus, Prerak Goel holds 3,203,280 Equity Shares of face value of ₹ 5 each.

Except as stated above and below and as disclosed in *"Our Management – Board of Directors"* on page 306, the Promoters are not involved in any other venture.

Our Company confirms that the permanent account number, bank account number, passport number, Aadhar card number, and driving license number of our Promoters has been submitted to the Stock Exchanges, at the time of filing of the Draft Red Herring Prospectus.

Change in Control of our Company

Prayas Goel and Prerak Goel each acquired shares of our Company on August 11, 2009 and are accordingly not the original promoters of our Company, there has not been any change in the control of our Company during the last five years preceding the date of this Red Herring Prospectus. For details of the build-up of the shareholding of our Promoters, please see "*Capital Structure- History of Equity Share capital build-up, contribution and lock-in of Promoters' shareholding (a) Build-up of Promoters' shareholding in our Company*" on page 121.

Interests of Promoters

Interest in the promotion of our Company

Our Promoters are interested in our Company to the extent that they are the promoters of our Company, and to the extent of their respective shareholding and directorship in our Company, our Subsidiaries and our Joint Ventures, and the dividends payable, if any, and any other distribution or bonus in respect of their respective shareholding in our Company or the shareholding of their relatives in our Company. Further, certain of our Promoters or their relatives are also shareholders or directors on the board of certain Subsidiaries, Joint Ventures and entities who are forming part of our Promoter Group, and may be deemed to be interested to the extent of the payments made by our Company to such Subsidiaries, Joint Ventures and entities who are forming part of our Promoter Group, and the shareholding of such Subsidiaries, Joint Ventures and entities who are forming part of our Promoter Group, if any and dividends declared thereon. For further details, see "*Capital Structure - Details of Shareholding of our Promoters and members of the Promoter Group in our Company*", "*Our Management – Interests of Directors"* each on pages 122 and 310.

There is no conflict of interest between our Promoters or members of our Promoter Group and the suppliers of raw materials and third-party service providers, which are crucial for the operations of our Company. Further, there is no conflict of interest between our Promoters or members of our Promoter Group and lessors of the immovable properties, which are crucial for the operations of our Company.

Interest in the property of our Company

Our Promoters have no interest, whether direct or indirect, in any property acquired by our Company within the preceding three years from the date of this Red Herring Prospectus or proposed to be acquired by it as on the date of filing of this Red Herring Prospectus.

Interest in our Company arising out of being a member of a firm or company

Our Promoters are not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to them or to such firm or company in cash or shares or otherwise by any person either to induce any of our Promoters to become, or qualify them as a director, or otherwise for services rendered by any of our Promoters or by such firm or company in connection with the promotion or formation of our Company.

Our Promoters, who are also Directors, may be deemed to be interested to the extent of their shareholding, remuneration/sitting fees and reimbursement of expenses, payable to them, if any in their capacity as Directors. For further details, see "*Our Management – Payment or benefit to Directors of our Company – Remuneration to Executive Directors*" and "*Our Management – Interests of Directors*" on pages 309 and 310, respectively.

Interest in our Company other than as Promoters

Except as mentioned in this section and sections titled "*Our Business*", "*History and Certain Corporate Matters*", "*Our Management"* and "*Financial Information*" on pages 244, 281, 306 and 327, respectively, our Promoters do not have any other interest in our Company which includes interest in any transaction in acquisition of land, construction of building and supply of machinery, etc.

Payment or benefits to Promoters or Promoter Group

Except as stated in "*Related Party Transactions*" on page 408, there have been no amounts paid or benefits paid or given by our Company to our Promoters or Promoter Group in the preceding two years nor is there any intention to pay any amount or provide any benefit to our Promoters or Promoter Group as on the date of this Red Herring Prospectus.

Disassociation by our Promoters in the last three years

Our Promoters have not disassociated themselves with the any companies or firms in the three years preceding the date of this Red Herring Prospectus.

Material Guarantees given by our Promoters to third parties with respect to Equity Shares of our Company

Our Promoters have not given any material guarantee to any third party, in respect of the Equity Shares, as on the date of this Red Herring Prospectus. For details regarding other guarantees given by our Promoters please see "*History and Certain Corporate Matters*" on page 281.

Promoter Group

In addition to our Promoters, the individuals and entities that form part of the Promoter Group of our Company in terms of the SEBI ICDR Regulations are set out below:

A. *Natural persons who are a part of our Promoter Group*

Name of the Promoter	Name of Relative	Relationship
Prayas Goel	Namrata Goel	Spouse
	Pushpa Goel	Mother
	Prerak Goel	Brother
	Krtin Goel	Son
	Krttika Goel	Daughter
	Yashita Goel	Daughter
	Suresh Kumar Bhatia	Father of the spouse

Name of the Promoter	Name of Relative	Relationship
	Sudha Bhatia	Mother of the spouse
	Shweta Bhatia	Sister of the spouse
Prerak Goel	Nidhi Goel	Spouse
	Pushpa Goel	Mother
	Prayas Goel	Brother
	Aninditha Goel	Daughter
	Prerna Goel	Daughter
	Dilip Podar	Father of the spouse
	Manju Podar	Mother of the spouse
	Gaurav Podar	Brother of the spouse

B. Entities which form a part of our Promoter Group

1. Concord Shipping Private Limited
2. Rochem Green Energy Private Limited
3. Early Wonders International Preschool LLP
4. Rochem (India) Private Limited
5. Rochem Technical Services Private Limited
6. Infinity Solar Power Private Limited
7. Roserve Enviro Private Limited
8. Roserve Enviro (FZE)
9. Reine Clothing LLP
10. DKC International Solutions LLP
11. WHE Systems FZC
12. Kamlesh Kumar Goel HUF
13. Concord Shipping & Marine Services LLP
14. Kanon DKC Loading Equipment Private Limited
15. DS Podar & Sons HUF
16. SD Engineers
17. SD Podar HUF
18. DMAG International
19. DK Corporation
20. Trishul Enterprises
21. Nidhi Associates
22. Gaurav D. Podar HUF
23. NS Enterprises
24. GDS Enterprises
25. Early Wonders Daycare LLP.

DIVIDEND POLICY

The declaration and payment of dividends is recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act, 2013 and the Companies (Declaration and Payment of Dividends) Rules, 2014. Our Company has, by way of a resolution of the Board of Directors dated June 15, 2022, adopted a formal dividend distribution policy.

The dividend, if any, will depend on a number of internal and external factors, including but not limited to future expansion plans of the Company, including brand acquisitions, new product launches and long-term investments, net profits earned and free cash generated by the Company during the fiscal year, liquidity and applicable taxes including dividend distribution tax, if any, payable by our Company. In addition, our ability to pay dividends may be impacted by restrictive covenants under the loan or financing arrangements our Company is currently availing of or may enter into to finance the fund requirements for our business activities. For further details, see "*Financial Indebtedness*" on page 460.

Our Company has not declared any dividends on the Equity Shares from September 1, 2024 until the date of this Red Herring Prospectus, during the five-month period ended August 31, 2024 and during the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022.

The amount of dividend paid in past is not necessarily indicative of the dividend policy of our Company or dividend amounts, if any, to be paid in the future. There is no guarantee that any dividends will be declared or paid or the amount thereof will not be decreased in the future. For details, see "*Risk Factors – We cannot assure payment of dividends on the Equity Shares in the future.*" on page 88.

SECTION V – FINANCIAL INFORMATION

RESTATED CONSOLIDATED FINANCIAL INFORMATION

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION

The Board of Directors
Concord Enviro Systems Limited

Dear Sirs / Madams,

1. We have examined, as appropriate (refer paragraph 5 below), the attached Restated Consolidated Financial Information of Concord Enviro Systems Limited (the "Company" or the "Issuer") and its subsidiaries (the Company and its subsidiaries together referred to as the "Group") along with its joint ventures, comprising the Restated Consolidated Statements of Assets and Liabilities as at August 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Consolidated Statements of Profit and Loss (including other comprehensive income), the Restated Consolidated Statements of Cash Flows, the Restated Consolidated Statements of Changes in Equity for the five months period ended August 31, 2024 and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, the Material Accounting Policies, and other explanatory information (collectively, the "Restated Consolidated Financial Information"), as approved by the Board of Directors of the Company (the "Board of Directors") at their meeting held on December 05, 2024 for the purpose of inclusion in the Red Herring Prospectus ("RHP") and the Prospectus (collectively, the "Offer Documents") to be prepared by the Company in connection with its proposed Initial Public Offer of equity shares (the "IPO") prepared in terms of the requirements of:

   a) Section 26 of Part I of Chapter III of the Companies Act, 2013 and the rules made thereunder, as amended (together, the "Act");

   b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations"); and

   c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

2. The Company's management is responsible for the preparation of the Restated Consolidated Financial Information which have been approved by the Board of Directors for the purpose of inclusion in the Offer Documents to be filed with the Securities and Exchange Board of India (the "SEBI"), BSE Limited and National Stock Exchange of India Limited (together, the "Stock Exchanges"), in connection with the proposed IPO. The Restated Consolidated Financial Information have been prepared by the management of the Company on the basis of preparation stated in Note 2.1 to the Restated Consolidated Financial Information. The respective board of directors of the companies included in the Group and its joint ventures are responsible for designing, implementing and maintaining adequate internal controls relevant to the preparation and presentation of the respective restated financial information, which have been used for the purpose of preparation of these Restated Consolidated Financial Information by the management of the Company, as aforesaid. The respective board of directors of the companies included in the Group and its joint ventures are also responsible for identifying and ensuring that the Company/ Group complies with the Act, the 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 May 21, 2024 in connection with the proposed IPO of equity shares of the Issuer;

   b) The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

   c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and

   d) The requirements of Section 26 of the Act and the ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note, in connection with the IPO.

4. These Restated Consolidated Financial Information have been compiled by the management from:

   a) the audited special purpose consolidated interim Ind AS financial statements of the Group and its joint ventures as at and for the five months period ended August 31, 2024 prepared in accordance with the recognition and measurement principles of Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting", prescribed under Section 133 of the Act read with rules thereunder and the other accounting principles generally accepted in India (the “Audited Special Purpose Consolidated Interim Ind AS Financial Statements”), which have been approved by the Board of Directors at their meeting held on December 05, 2024.

   b) the audited consolidated Ind AS financial statements of the Group and its joint ventures as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, prepared in accordance with Ind AS”), prescribed under Section 133 of the Act read with relevant rules, as amended and the other accounting principles generally accepted in India (the “Audited Consolidated Ind AS Financial Statements”), which have been approved by the Board of Directors at their meetings held on August 06, 2024, August 09, 2023 and September 29, 2022 respectively.

5. For the purpose of our examination, we have relied on:

   a) Auditor’s Reports issued by us dated December 05, 2024 on the Audited Special Purpose Consolidated Interim Ind AS Financial Statements of the Group and its joint ventures as at and for the five months period ended August 31, 2024 as referred to in paragraph 4(a) above; and

   b) Auditor’s Reports issued by us dated August 06, 2024, August 16, 2023 and September 29, 2022 on the Audited Consolidated Ind AS Financial Statements of the Group and its joint ventures as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, respectively, as referred to in paragraph 4(b) above.

6. As indicated in our audit reports referred in paragraph 5 above, we did not audit financial statements / financial information of certain subsidiaries whose share of total assets, total revenues, net cash inflows / (outflows) and Group’s share on net profit / (loss) in respect of certain joint ventures included in the Audited Special Purpose Consolidated Interim Ind AS Financial Statements and Audited Consolidated Ind AS Financial Statements, is tabulated below, which have been audited by the other auditors (listed in Appendix 1), and whose reports have been furnished to us by the Company’s management and our opinion on the Audited Special Purpose Consolidated Interim Ind AS Financial Statements and Audited Consolidated Ind AS Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint ventures, is based solely on the reports of the other auditors:

(Rs. in millions)

Particulars	**As at and for the five months period ended August 31, 2024**	**As at and for the year ended**		
		March 31, 2024	**March 31, 2023**	**March 31, 2022**
Subsidiaries audited by other auditors	6	6	5	5
Total assets	3,459.93	3,227.38	3,070.86	2,507.06
Total revenue	1,217.66	2,892.96	1,582.22	1,438.43
Net cash inflow / (outflows)	(122.91)	(304.45)	233.76	73.04
Joint ventures audited by other auditors	3	3	3	3
Group’s share in profit / (loss)	(6.38)	(7.08)	3.56	8.39

Our opinion on the Audited Special Purpose Consolidated Interim Ind AS Financial Statements / the Audited Consolidated Ind AS Financial Statements is not modified in respect of this matter.

These other auditors of the subsidiaries and joint ventures (listed in Appendix 2), as mentioned above, have examined the special purpose restated financial information of such subsidiaries and joint ventures and have confirmed that the restated financial information:

a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the years ended March 31, 2024, March 31, 2023 and March 31, 2022 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed by the Group as at and for the five months period ended August 31, 2024, to the extent applicable;

b) do not require any adjustment for modification as there is no modification in the underlying audit reports; and

c) have been prepared in accordance with the Act, the ICDR Regulations and the Guidance Note.

7. Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the examination reports submitted by the other auditors, as mentioned in paragraph 6 above, we report that the Restated Consolidated Financial Information:

a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the five months period ended August 31, 2024;

b) do not require any adjustment for modification as there is no modification in the underlying audit reports referred in paragraph 5 above; and

c) have been prepared in accordance with the Act, the 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. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited Special Purpose Consolidated Interim Ind AS Financial Statements as at and for the five months period ended August 31, 2024 and the Audited Consolidated Ind AS Financial Statements as at and for the years ended March 31, 2024, 2023 and 2022 mentioned in paragraph 5 above (except as described in Note 2.1 of the Restated Consolidated Financial Information).

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 Board of Directors for inclusion in the Offer Documents to be filed with SEBI and the Stock Exchanges in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants

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

Nilesh Shah

(Partner)

(Membership No. 049660)

(UDIN: 24049660BKFRWM7892)

Place: Mumbai

Date: December 05, 2024

Appendix 1

List of Subsidiaries audited by other auditors

Sr. No	Name of the Entity	Relationship	Independent Auditor	Periods audited
1	Concord Enviro FZE, its subsidiaries alongwith its Joint Venture (together known as "the Group")	Subsidiary	UHY James Chartered Accountants	Period ended August 2024, FY 2023-24, FY 2022-23 and FY 2021-22
2	Rochem Services Private Limited (formely known as Concord Blue Technology Private Limited)	Subsidiary	Sahajwani Narang & Associates	Period ended August 2024, FY 2023-24, FY 2022-23 and FY 2021-22
3	Blue Zone Ventures Private Limited (w.e.f. February 19, 2024)	Subsidiary	A R G & Co. LLP	Period ended August 2024, FY 2023-24
4	Reva Enviro Systems Private Limited	Subsidiary	Sahajwani Narang & Associates	Period ended August 2024, FY 2023-24, FY 2022-23 and FY 2021-22
5	Roserve Enviro Private Limited alongwith its subsidiary (together known as "the Group")	Joint Venture	A R G & Co. LLP	Period ended August 2024, FY 2023-24, FY 2022-23 and FY 2021-22

Appendix 2

List of Subsidiaries examined by other auditors

Sr. No	Name of the Entity	Relationship	Independent Auditor	Periods audited
1	Concord Enviro FZE, its subsidiaries alongwith its Joint Venture (together known as "the Group")	Subsidiary	UHY James Chartered Accountants	Period ended August 2024, FY 2023-24, FY 2022-23 and FY 2021-22
2	Rochem Services Private Limited (formely known as Concord Blue Technology Private Limited)	Subsidiary	Sahajwani Narang & Associates	Period ended August 2024, FY 2023-24, FY 2022-23 and FY 2021-22
3	Blue Zone Ventures Private Limited (w.e.f. February 19, 2024)	Subsidiary	A R G & Co. LLP	Period ended August 2024, FY 2023-24
4	Reva Enviro Systems Private Limited	Subsidiary	Sahajwani Narang & Associates	Period ended August 2024, FY 2023-24, FY 2022-23 and FY 2021-22
5	Roserve Enviro Private Limited alongwith its subsidiary (together known as "the Group")	Joint Venture	A R G & Co. LLP	Period ended August 2024, FY 2023-24, FY 2022-23 and FY 2021-22

Concord Enviro Systems Limited
CIN: U45209MH1999PLC120599
Restated Consolidated Financial Information

Restated Consolidated Statements of Assets and Liabilities
(Amount in million, unless otherwise stated)

	Particulars	Note no.	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
	ASSETS					
A	**Non-current assets**					
	a) Property, plant and equipment	4	586.57	614.70	680.58	736.47
	b) Right of use assets	5	150.47	146.73	438.69	498.61
	c) Intangible assets	6	274.06	275.69	272.98	259.12
	d) Intangible assets under development	6 (A)	10.61	9.72	-	-
	e) Capital work in Progress	7	140.52	13.69	3.56	0.80
	f) Financial assets					
	i) Investments	8				
	(a) Investments accounted for using equity method	(A)	593.56	582.45	551.14	211.04
	(b) Other investments	(B)	18.82	17.39	9.17	7.44
	ii) Other financial assets	9	43.21	32.88	89.99	83.66
	g) Deferred tax assets (net)	10	78.50	81.36	69.28	62.77
	h) Current tax assets (net)	11	29.89	23.47	14.07	8.27
	i) Other Non Current assets	12	79.65	110.55	66.82	228.56
	(A)		**2,005.86**	**1,908.63**	**2,196.28**	**2,096.74**
B	**Current assets**					
	a) Inventories	13	1,561.47	1,539.91	1,499.27	1,343.64
	b) Financial assets					
	i) Trade receivables	14	1,178.04	1,713.60	1,058.68	1,284.98
	ii) Cash and cash equivalents	15	19.01	182.56	602.60	196.06
	iii) Bank balances other than (ii) above	16	154.54	133.82	221.53	96.67
	iv) Loans	17	3.28	3.49	2.84	11.59
	v) Other financial assets	18	108.78	109.34	31.15	30.88
	c) Contract Assets	19	751.61	224.66	11.10	68.59
	d) Other Current assets	20	618.31	460.74	298.75	239.84
	(B)		**4,395.04**	**4,368.12**	**3,725.92**	**3,272.25**
	Total Assets (A+B)		**6,400.90**	**6,276.75**	**5,922.20**	**5,368.99**
	EQUITY AND LIABILITIES					
A	**Equity**					
	a) Equity share capital	21	91.00	91.00	91.00	4.26
	b) Other equity	22	3,123.47	3,134.54	2,718.61	2,681.19
	Total Equity (A)		**3,214.47**	**3,225.54**	**2,809.61**	**2,685.45**
	Liabilities					
B	**Non-current liabilities**					
	a) Financial liabilities					
	i) Borrowings	23	232.88	228.20	330.98	411.35
	ii) Lease liabilities	24	22.79	22.02	265.18	330.83
	iii) Other financial liabilities	25	22.11	20.02	3.54	1.99
	b) Provisions	26	79.92	77.68	60.34	44.81
	c) Other non-current liabilities	27	15.23	14.53	0.60	1.47
	(B)		**372.93**	**362.45**	**660.64**	**790.45**
C	**Current liabilities**					
	a) Financial liabilities					
	i) Borrowings	28	1,442.45	1,303.67	979.63	846.21
	ii) Lease liabilities	29	32.33	32.28	128.89	125.86
	iii) Trade payables	30				
	- Amount due to micro and small enterprises		185.33	183.92	63.54	63.19
	- Amount due to other than micro and small enterprises		801.15	972.77	804.09	674.55
	iv) Other financial liabilities	31	16.16	17.47	22.84	31.26
	b) Provisions	32	28.80	24.80	22.27	19.48
	c) Contract liabilities	33	266.86	84.98	370.25	62.75
	d) Current tax liabilities (net)	34	7.18	7.09	8.50	13.57
	e) Other Current liabilities	35	33.24	61.78	51.94	56.22
	(C)		**2,813.50**	**2,688.76**	**2,451.95**	**1,893.09**
	Total Equity & Liabilities (A + B + C)		**6,400.90**	**6,276.75**	**5,922.20**	**5,368.99**

Material accounting policies and notes to Restated Consolidated Financial Information **1 to 64**

The notes accompanied form an integral part of the Restated Consolidated Financial Information

As per our report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm's Registration No : 117366W/W-100018

Nilesh Shah
Partner
Membership No: 049660
Place: Mumbai
Date: 05/12/2024

For and on behalf of the Board of Directors
Concord Enviro Systems Limited

Prayas Goel	**Prerak Goel**	**Sudarshan Kamath**	**Priyanka Aggarwal**
Chairman & Managing Director	Executive Director	Chief financial officer	Company secretary & Compliance Officer
DIN: 00348519	DIN: 00348563		Membership No: A38180
Place: Mumbai	Place: Mumbai	Place: Mumbai	Place: Mumbai
Date: 05/12/2024	Date: 05/12/2024	Date: 05/12/2024	Date: 05/12/2024

Concord Enviro Systems Limited
CIN: U45209MH1999PLC120599
Restated Consolidated Financial Information

Restated Consolidated Statements of Profit and Loss
(Amount in million, unless otherwise stated)

	Particulars	Note no.	Period ended 31st August, 2024	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
A	**Income**					
	Revenue from operations	36	2,061.71	4,968.59	3,432.19	3,293.66
	Other income	37	18.53	154.15	72.78	82.04
	Total income (A)		**2,080.24**	**5,122.74**	**3,504.97**	**3,375.70**
B	**Expenses**					
	Cost of raw materials and components consumed	38	905.78	2,244.44	1,414.17	1,312.73
	Service Charges	39	90.30	252.95	284.04	296.23
	Purchase of stock-in-trade	40	141.17	371.16	117.72	169.07
	Increase/(decrease) in inventories of finished goods and work-in-progress	41	43.30	12.89	(79.30)	(99.59)
	Employee benefits expenses	42	327.35	710.13	578.77	520.31
	Finance costs	43	85.78	177.93	187.50	185.11
	Depreciation and amortisation expenses	44	60.13	218.74	243.39	254.80
	Other expenses	45	411.80	687.45	686.71	560.12
	Total expenses (B)		**2,065.61**	**4,675.69**	**3,433.00**	**3,198.78**
C	**Share of profit / (loss) of joint ventures**	8.3	**(6.38)**	**(7.08)**	**3.56**	**8.39**
D	**Profit before tax (A-B+C)**		**8.25**	**439.97**	**75.53**	**185.31**
E	**Tax expense:**					
	- Current tax	46.1	0.20	35.40	22.74	41.77
	- Deferred tax charge / (credit)	46.1	2.89	(9.82)	(4.16)	(14.34)
	- Income tax pertaining to earlier years		-	-	2.08	(6.89)
			3.09	**25.58**	**20.66**	**20.54**
F	**Profit for the period / year (D-E)**		**5.16**	**414.39**	**54.87**	**164.77**
G	**Other comprehensive income**					
	(i) Items that will not be reclassified subsequently to profit or loss					
	- Remeasurement of defined benefit plans - gain/(loss)		(0.12)	(8.99)	(9.29)	(0.53)
	- Income tax relating to above - (charge) / credit		0.03	2.26	2.35	(0.15)
	(ii) Items that may be reclassified subsequently to profit or loss					
	- Foreign exchange differences on translation of foreign operations		(16.27)	8.13	75.17	27.85
	- Foreign exchange differences on share of joint ventures		0.13	0.14	2.04	0.50
			(16.23)	**1.54**	**70.27**	**27.67**
H	**Profit for the period / year attributable to:**					
	Owners of the Company		5.16	414.39	54.87	164.77
			5.16	**414.39**	**54.87**	**164.77**
I	**Other comprehensive income for the period / year attributable to:**					
	Owners of the Company		(16.23)	1.54	70.27	27.67
			(16.23)	**1.54**	**70.27**	**27.67**
J	**Total comprehensive income for the period / year attributable to:**					
	Owners of the Company		(11.07)	415.93	125.14	192.44
			(11.07)	**415.93**	**125.14**	**192.44**
	Basic and diluted earnings per share (five months period ended EPS not annualised)	51	**0.28**	**22.77**	**3.01**	**9.05**
	Equity shares [face value of Rs. 5 each] (Refer note 51)					
	Material accounting policies and notes to Restated Consolidated Financial Information	**1 to 64**				

The notes accompanied form an integral part of the Restated Consolidated Financial Information

As per our report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm's Registration No : 117366W/W-100018

For and on behalf of the Board of Directors
Concord Enviro Systems Limited

Nilesh Shah
Partner
Membership No: 049660
Place: Mumbai
Date: 05/12/2024

Prayas Goel
Chairman & Managing Director
DIN: 00348519
Place: Mumbai
Date: 05/12/2024

Prerak Goel
Executive Director
DIN: 00348563
Place: Mumbai
Date: 05/12/2024

Sudarshan Kamath
Chief financial officer
Place: Mumbai
Date: 05/12/2024

Priyanka Aggarwal
Company secretary & Compliance Officer
Membership No: A38180
Place: Mumbai
Date: 05/12/2024

Concord Enviro Systems Limited
CIN: U45209MH1999PLC120599
Restated Consolidated Financial Information

Restated Consolidated Statements of Cash Flows
(Amount in million, unless otherwise stated)

Particulars	Period ended 31st August, 2024	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit before tax	8.25	439.97	75.53	185.31
Adjustments for:				
Finance costs	85.78	177.93	187.50	185.11
Interest income	(3.04)	(25.17)	(10.58)	(10.95)
Depreciation and amortisation	60.13	218.74	243.39	254.80
Share of (profit) / loss of Joint ventures	6.38	7.08	(3.56)	(8.39)
Liquidated damages	2.22	2.22	0.53	0.83
Foreign currency exchange loss	(16.13)	7.24	16.48	16.75
Amortisation of financial guarantee liability	(0.51)	(1.51)	(0.86)	(0.90)
Gain on investment classified at fair value through profit or loss	(0.44)	(0.72)	(0.29)	-
Liabilities written back to the extent no longer required	(0.02)	(12.43)	(1.66)	(7.85)
Provision / (reversal) for expected credit losses on financial assets	(9.84)	(47.64)	(44.88)	(52.25)
Provision for doubtful advances	1.64	(1.36)	3.73	8.84
Bad debts written off	7.97	55.89	47.49	29.34
Sundry debit balance written off	0.22	25.97	16.83	27.14
Fixed assets written off	0.00	0.01	0.26	-
Profit on sale / discard of property, plant and equipment	-	(0.57)	(0.86)	(0.01)
Gain on derecognition of leases	-	(45.79)	(0.02)	(5.32)
Derivatives classified at fair value through profit or loss - Contract to purchase JV equity instruments	1.60	18.00	-	-
Dividend income	-	(0.00)	(0.02)	(0.01)
Gain on derivatives classified at fair value through profit or loss	-	-	(0.72)	-
Operating profit before working capital changes	**144.21**	**817.86**	**528.29**	**622.44**
Movements in working capital:				
(Increase) / decrease in trade receivable	535.21	(669.54)	178.81	206.64
(Increase) / decrease in loans and other assets	(696.94)	(448.78)	222.83	(64.80)
(Increase) / decrease in inventories	(21.58)	(40.63)	(155.63)	(166.26)
Increase / (decrease) in provisions and other liabilities	165.00	(242.78)	295.49	42.78
Increase / (decrease) in trade payable	(170.21)	283.41	139.54	(110.82)
	(44.31)	**(300.46)**	**1,209.33**	**529.98**
Direct taxes paid (including tax deducted at source)	(6.51)	(46.22)	(35.70)	(39.64)
Net cash generated from / (used in) operating activities (A)	**(50.82)**	**(346.68)**	**1,173.63**	**490.34**
CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of property, plant and equipment and intangible assets	(118.41)	(95.91)	(52.38)	(280.90)
Sale of property, plant and equipment	(0.63)	(3.23)	3.79	2.25
Investment made in joint ventures	(17.47)	(38.38)	(334.62)	(1.52)
Purchase of investments	(0.99)	(7.50)	-	(4.50)
Loans given	0.20	(0.65)	7.16	-
Interest income	3.02	24.90	2.63	4.13
Dividend income	-	(0.00)	0.02	0.01
(Increase) / decrease in other bank balance	(21.35)	88.04	(124.90)	1.68
Interest receivable from others	-	0.64	-	-
Interest accrued on fixed deposits with banks	0.75	(0.60)	-	-
Net cash used in investing activities (B)	**(154.88)**	**(32.69)**	**(498.30)**	**(278.85)**
CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from long term borrowings	-	-	3.48	215.67
Repayment of long term borrowings	4.68	(102.78)	(79.83)	(31.83)
Redemption of unsecured redeemable non-convertible debentures	-	-	-	(8.58)
Proceeds from / (repayment of) short term borrowings (net)	138.77	324.00	129.41	13.09
Payment of lease liabilities	(12.69)	(82.46)	(133.31)	(124.43)
Interest paid	(88.61)	(179.43)	(188.54)	(183.62)
Net cash used in financing activities (C)	**42.15**	**(40.67)**	**(268.79)**	**(119.70)**
Net increase / (decrease) in cash and cash equivalents (A+ B+C)	**(163.55)**	**(420.04)**	**406.54**	**91.79**

Concord Enviro Systems Limited
CIN: U45209MH1999PLC120599
Restated Consolidated Financial Information

Restated Consolidated Statements of Cash Flows
(Amount in million, unless otherwise stated)

Particulars	Period ended 31st August, 2024	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
Cash and cash equivalents at beginning of the period / year	182.56	602.60	196.06	104.26
Foreign currency translation reserve	-	-	-	0.01
Cash and cash equivalents at end of the period / year	19.01	182.56	602.60	196.06
Net increase / (decrease) in cash and cash equivalents	**(163.55)**	**(420.04)**	**406.54**	**91.79**

Notes:
(i) Cash flow statement has been prepared under "indirect method" as set out in Ind AS 7 - "Cash Flow Statement".
(ii) Analysis of movement in financing activities

Changes in liabilities arising from financing activities	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Opening balance	1,586.17	1,704.68	1,714.25	4,233.16
Movement due to cash transactions as per statement of cash flow statement	130.76	138.76	(80.25)	63.92
Movement due to non-cash transactions	13.52	(257.27)	70.68	(2,582.83)
Closing balance	1,730.45	1,586.17	1,704.68	1,714.25

Material accounting policies and notes to Restated Consolidated Financial Information 1 to 64

The notes accompanied form an integral part of the Restated Consolidated Financial Information

As per our report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm's Registration No : 117366W/W-100018

For and on behalf of the Board of Directors
Concord Enviro Systems Limited

Nilesh Shah
Partner
Membership No: 049660
Place: Mumbai
Date: 05/12/2024

Prayas Goel
Chairman & Managing Director
DIN: 00348519
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Date: 05/12/2024

Prerak Goel
Executive Director
DIN: 00348563
Place: Mumbai
Date: 05/12/2024

Sudarshan Kamath
Chief financial officer
Place: Mumbai
Date: 05/12/2024

Priyanka Aggarwal
Company secretary & Compliance Officer
Membership No: A38180
Place: Mumbai
Date: 05/12/2024

Concord Enviro Systems Limited
CIN: U45209MH1999PLC120599
Restated Consolidated Financial Information

Restated Consolidated Statements of changes in equity
(Amount in million, unless otherwise stated)

(A) Equity share capital

Particulars	Amount
Balance at 1st April, 2021	**3.08**
Issue of equity shares	-
Reclassified from financial liabilities	1.18
Balance at 31st March, 2022	**4.26**
Conversion of preference shares into equity shares (Refer note 21.8)	14.40
Addition on account of bonus issue in the ratio of 17:1 (Refer note 21.12 (b))	72.34
Balance at 31st March, 2023	**91.00**
Issue of equity shares	-
Balance at 31st March, 2024	**91.00**
Issue of equity shares	-
Balance at 31st August, 2024	**91.00**

(B) Other equity

Particulars	Reserves and surplus					Financial instrument classified as equity	Other Comprehensive Income		Total other equity
	Securities Premium	Capital reserve on consolidation	General Reserve	Capital redemption reserve	Retained Earnings	0.001% Compulsorily convertible non-cumulative preference shares (Refer Note 21.8)	Foreign currency translation reserve	Remeasurement gain / (loss) of defined benefit plan	
Balance as at 1st April, 2021	-	**17.35**	**11.22**	-	**(172.97)**	-	**34.31**	**0.01**	**(110.08)**
Profit for the year	-	-	-	-	164.77	-	-	-	**164.77**
Other comprehensive income for the year	-	-	-	-		-	28.35	(0.68)	**27.67**
Add/(Less): Reclassified from financial liabilities (Refer note 21.13)	913.03	-	-	-	**1,677.80**	**8.00**	-	-	**2,598.83**
Balance as at 31st March, 2022	**913.03**	**17.35**	**11.22**	-	**1,669.60**	**8.00**	**62.66**	**(0.67)**	**2,681.19**
Balance as at 1st April, 2022	**913.03**	**17.35**	**11.22**	-	**1,669.60**	**8.00**	**62.66**	**(0.67)**	**2,681.19**
Profit for the year	-	-	-	-	54.87	-	-	-	**54.87**
Add: Conversion of preference shares to equity	(6.40)	-	-	-	-	(8.00)	-	-	**(14.40)**
Other comprehensive income for the year	-	-	-	-	-	-	77.20	(6.94)	**70.26**
(Less): Deemed distribution *	-	-	-	-	(0.97)	-	-	-	**(0.97)**
Add/(Less): Transfer on account of redemption of preference shares	-	-	-	32.50	(32.50)	-	-	-	-
Add/(Less): Issue of bonus shares	(72.34)	-	-	-	-	-	-	-	**(72.34)**
Balance as at 31st March, 2023	**834.29**	**17.35**	**11.22**	**32.50**	**1,691.00**	-	**139.86**	**(7.61)**	**2,718.61**
Balance as at 1st April, 2023	**834.29**	**17.35**	**11.22**	**32.50**	**1,691.00**	-	**139.86**	**(7.61)**	**2,718.61**
Profit for the year	-	-	-	-	414.39	-	-	-	**414.39**
Other comprehensive income for the year	-	-	-	-	-	-	8.27	(6.73)	**1.54**
Balance as at 31st March, 2024	**834.29**	**17.35**	**11.22**	**32.50**	**2,105.39**	-	**148.13**	**(14.34)**	**3,134.54**
Balance as at 1st April, 2024	**834.29**	**17.35**	**11.22**	**32.50**	**2,105.39**	-	**148.13**	**(14.34)**	**3,134.54**
Profit for the period	-	-	-	-	5.16	-	-	-	**5.16**
Other comprehensive income for the period	-	-	-	-	-	-	(16.14)	(0.09)	**(16.23)**
Balance as at 31st August, 2024	**834.29**	**17.35**	**11.22**	**32.50**	**2,110.55**	-	**131.99**	**(14.43)**	**3,123.47**

* Deemed distribution pertains to fair valuation of the corporate guarantee provided to related parties and not recovered from them.

Material accounting policies and notes to Restated Consolidated Financial Information **1 to 64**

The notes accompanied form an integral part of the Restated Consolidated Financial Information

As per our report of even date
For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm's Registration No : 117366W/W-100018

Nilesh Shah
Partner
Membership No: 049660
Place: Mumbai
Date: 05/12/2024

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Chairman & Managing Director
DIN: 00348519
Place: Mumbai
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Executive Director
DIN: 00348563
Place: Mumbai
Date: 05/12/2024

Sudarshan Kamath
Chief financial officer
Place: Mumbai
Date: 05/12/2024

Priyanka Aggarwal
Company secretary & Compliance Officer
Membership No: A38180
Place: Mumbai
Date: 05/12/2024

1. Company's background

Concord Enviro Systems Limited ("the Company") is an unlisted public limited company domiciled and incorporated in India under the Companies Act, 1956 vide CIN No. U45209MH1999PTC12059S9 and incorporated on 1st July 1999. The company is an unlisted public company w.e.f. June 9, 2022 with new CIN No. U45209MH1999PLC12059S9 The registered office of the Company is located at 101, HDIL Towers Limited, Anant Kanekar Marg, Mumbai - 400 051, India.

The Company, its subsidiaries and its joint ventures (collectively, the Group), is engaged in the business of manufacturing water treatment systems, water pollution control equipment, bio filters, resource recovery systems using membrane technology and operational and maintenance services. The Group caters to both domestic and international markets.

2. Basis of preparation

2.1. Basis of preparation and presentation

The Restated Consolidated Financial Information of the Group and its joint ventures comprises of the Restated Consolidated Statements of Assets and Liabilities as at August 31, 2024 and March 31, 2024, 2023 and 2022, the Restated Consolidated Statements of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statements of Cash Flows and the Restated Consolidated Statements of Changes in Equity for the five months period ended August 31, 2024 and for the years ended March 31, 2024, 2023, and 2022 and the Summary of Material Accounting Policies and explanatory notes (collectively, the "Restated Consolidated Financial Information").

These Restated Consolidated Financial Information have been prepared by the Management of the Group and its joint ventures for the purpose of inclusion in the Red Herring Prospectus (the "RHP") and the Prospectus (collectively, the "Offer Documents") to be prepared by the Company in connection with its proposed Initial Public Offer ("IPO"). The Restated Consolidated Financial Information have been prepared by the Company in terms of the requirements of:

a) Section 26 of Part I of Chapter III of the Companies Act, 2013, and the rules made thereunder, as amended (together, the "Act");
b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations"); and
c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the "Guidance Note").

These Restated Consolidated Financial Information have been compiled by the Management from

a. the audited special purpose interim consolidated financial statements of the Group and its joint ventures as at and for the five months period ended August 31, 2024, prepared in accordance with the recognition and measurement principles of Indian Accounting Standards (Ind AS) 34 "Interim Financial Reporting", prescribed under Section 133 of the Act read with rules thereunder and the other accounting principles generally accepted in India (the "Special Purpose Interim Consolidated Ind AS Financial Statements"), which have been approved by the Board of Directors at their meetings held on _December 05, 2024.

b. the audited consolidated financial statements of the Group and its joint ventures as at and for the years ended March 31, 2024, 2023 and 2022 prepared in accordance with the recognition and measurement principles of Indian Accounting Standards (the "Ind AS"), prescribed under Section 133 of the Act read with relevant rules thereunder and the other accounting principles generally accepted in India (the "Audited Consolidated Ind AS Financial Statements"), which have been approved by the Board of Directors at their meetings held on August 06, 2024, August 09, 2023 and September 29, 2022, respectively.

The accounting policies have been consistently applied by the Group in preparation of the Restated Consolidated Financial Information and are consistent with those adopted in the preparation of financial statements for the five months period ended August 31, 2024.

Subsequent to March 31, 2022, pursuant to resolution passed in extra-ordinary general meeting dated May 25, 2022 shareholders have approved split of each equity share of face value of Rs. 100 each into twenty equity shares of face value of Rs. 5 each (the "Split"). Further, the Company in extra-ordinary general meeting dated November 09, 2022, have approved the issuance of bonus shares to the equity shareholders in the ratio of 1:17. As required under Ind AS 33 "Earning per share" the effect of such split/bonus is required to be adjusted for the purpose of computing earning per share for all the period presented retrospectively. As a result, the effect of split/bonus has been considered in these Restated Consolidated Financial Information for the purpose of calculating earning per share (Refer Note 51 of the Restated Consolidated Financial Information).
These Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of board meeting for adoption of the Audited Special Purpose Interim Consolidated Financial Statements and the Audited Consolidated Ind AS Financial Statements as at and for the five months period ended August 31, 2024 and years ended March 31, 2024, 2023 and 2022 except for Bonus and Share Split mentioned above.

The Restated Consolidated Financial Information:

a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2024, 2023 and 2022, to reflect the same accounting treatment as per the accounting policy and grouping/classifications followed as at and for the five months period ended August 31, 2024;

b) do not require any adjustment for modification as there is no modification in the underlying audit reports on the Audited Special Purpose Interim Consolidated Financial Statements and the Audited Consolidated Ind AS Financial Statements.

The Restated Consolidated Financial Information are presented in Indian Rupees "INR" or "Rs." and all values are stated as INR or Rs. millions, except when otherwise indicated.

These Restated Consolidated Financial Information have been approved by the Board of Directors of the Company on December 05, 2024.

2.2 **Principles of Consolidation**:

The Restated Consolidated Financial Information relate to the Company and its subsidiary companies and joint ventures. The Restated Consolidated Financial Information have been prepared on the following basis:

a. The Restated Consolidated Financial Information of the Company and its subsidiaries are combined on a line-by-line basis by adding together like items of assets, liabilities, equity, income, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.
b. Profits or losses resulting from intra-group transactions that are recognised in assets, such as inventory and property, plant & equipment, are eliminated in full.
c. In case of foreign subsidiaries, revenue and expense items are consolidated at the average rate prevailing during the period / year. All assets and liabilities are converted at rates prevailing at the end of the period / year. Any exchange difference arising on consolidation is recognised in the Foreign Currency Translation Reserve (FCTR).
d. The Restated Consolidated Financial Information have been prepared using uniform accounting policies for like transactions and other events in similar circumstances.
e. The carrying amount of the Company's investments in each subsidiary is off set (eliminated) against the Company's portion of equity in each subsidiary.
f. The difference between the proceeds from disposal of investment in subsidiaries and the carrying amount of its assets less liabilities as on the date of disposal is recognised in the Restated Consolidated Statement of Profit and Loss being the profit or loss on loss of control of subsidiary.
g. Non-Controlling Interest's share of profit/ loss and other comprehensive income of consolidated subsidiaries for the period / year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
h. Non-Controlling Interest's share of net assets of consolidated subsidiaries is identified and presented in the Restated Consolidated Statement of Assets and Liabilities.

i. Investment in Joint Ventures has been accounted under the equity method as per Ind AS 28 - Investments in Associates and Joint Ventures.

3. Material Accounting Policies

3.1. Current and non-current classification

The Group presents assets and liabilities in the Restated Consolidated Statements of Assets and Liabilities based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities, respectively.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. Based on the nature of service and the time between rendering of services and their realization in cash and cash equivalents, 12 months has been considered by the Group for the purpose of current / non-current classification of assets and liabilities.

3.2. Functional and presentation of currency

Restated Consolidated Financial Information are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Restated Consolidated Financial Information are presented in Indian rupee (INR), which is also the Group's functional currency. All amounts have been rounded-off to the nearest Millions, up to two places of decimal, unless otherwise indicated. Amounts having absolute value of less than INR 1,000,000 have been rounded and are presented as INR 0.00 Million in the Restated Consolidated Financial Information.

3.3. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal market or the most advantageous market must be accessible to the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs

All assets and liabilities for which fair value is measured or disclosed in the Restated Consolidated Financial Information are categorized within the fair value hierarchy based on the lowest level input that is significant to the fair value measurement as a whole. The fair value hierarchy is described as below:

Level 1 – Quoted (unadjusted) prices in active markets for identical assets or liabilities.
Level 2 – Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.
Level 3 – Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

For assets and liabilities that are recognised in the Restated Consolidated Financial Information at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of fair value hierarchy.

Fair values have been determined for measurement and / or disclosure purpose using methods as prescribed in "Ind AS 113 Fair Value Measurement".

3.4. Use of estimates, judgements and assumptions

The preparation of these Restated Consolidated Financial Information in conformity with the recognition and measurement principles of Ind AS requires management to make judgments, estimates and assumptions in application of accounting policies that affect the reported balances of assets and liabilities, disclosure of contingent liabilities as on the date of Restated Consolidated Financial Information and reported amounts of income and expenses for the periods presented. The Group based its assumptions and estimates on parameters available when the Restated Consolidated Financial Information were prepared. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. Significant estimates and critical judgement in applying these accounting policies are described below:

3.4.1. Significant accounting judgements

Leases

Determining the lease term of contracts with renewal and termination options – Group as lessee

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. Accordingly, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

3.4.2. Estimates and assumptions

(i) Impairment of non-financial assets (property, plant and equipments, intangible assets and right of use asset)

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recamoverable amount is the higher of an asset's or Cash Generating Unit's (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. In determining the fair value less costs to disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators.

(ii) Defined benefit obligations

The cost of the defined benefit gratuity plan, other defined benefit plan and other post-employment plans are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, expected returns on plan assets and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The mortality rate is based on publicly available mortality tables for India. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases, discount rate and return on planned assets are based on expected future inflation rates for India.

(iii) Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Further, the Group also evaluates risk with respect to expected loss on account of loss in time value of money which is calculated using average cost of capital for relevant financial assets.

(iv) Income tax and deferred tax

Deferred tax assets are not recognised for unused tax losses as it is not probable that taxable profit will be available against which the losses can be utilised. Significant management judgement/estimate is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Further details on taxes are disclosed in note 3.15

(v) Indefinite life – intangible assets

Indefinite life intangible assets comprise of brand and trademark, for which there is no foreseeable limit to the period over which they are expected to generate net cash inflows. These are considered to have an indefinite life, given the strength and durability of the brand and the level of marketing support. For indefinite life intangible assets, the assessment of indefinite life is reviewed annually to determine whether it continues, if not, it is impaired or changed prospectively basis revised estimates.

(vi) Fair value of financial assets and financial liabilities

Some of the Group's financial assets and financial liabilities are measured at fair value for financial reporting purposes. The Group determines the appropriate valuation techniques and input for fair value measurements. For estimates relating to fair value measurement refer note 3.3.

3.5. Property, Plant and Equipment and Depreciation

Recognition and measurement

Properties plant and equipment are stated at their cost of acquisition. Cost of an item of property, plant and equipment includes purchase price including non - refundable taxes and duties, borrowing cost directly attributable to the qualifying asset, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and the present value of the expected cost for the dismantling/decommissioning of the asset.

Parts (major components) of an item of property, plant and equipments having different useful lives are accounted as separate items of property, plant and equipments.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group. All other repair and maintenance costs are recognised in Restated Consolidated Statements of Profit and Loss as incurred.

Capital work-in-progress comprises of cost incurred on property, plant and equipment under construction / acquisition that are not yet ready for their intended use at the date of Restated Consolidated Statements of Assets and Liabilities. Advances paid towards the acquisition of PPE outstanding at each reporting date is classified as Capital Advances under "Other Non-Current Assets" and assets which are not ready for intended use as on the date of Restated Consolidated Financial Information are disclosed as "Capital Work in Progress".

Depreciation and useful lives

Depreciation on the property, plant and equipment (other than capital work in progress) is provided on a written down value method (WDV) over their useful lives which is in consonance of useful life mentioned in Schedule II to the Companies Act, 2013 or useful lives as determined based on internal technical evaluation. The estimated useful lives are as under:

Type of asset	Useful lives estimated by the management (years)
Building	30
Plant and machinery	3-20
Furniture and fixture	2-20
Vehicles	5-10
Office equipment	2 – 10
Computer – End user devices	3 – 5
Computer – Server	5 – 6
Leasehold Land	58 to 78 years
Plant and Machinery	More than 1 year- 7 years
Office Premises	More than 1 year- 7 years

Depreciation methods, useful lives and residual values, determined based on internal technical evaluation are reviewed at each financial year end and adjusted prospectively.

De-recognition

An item of property, plant and equipment and any significant part initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Restated Consolidated Statements of Profit and Loss when the asset is de-recognised.

3.6. Intangible assets and amortisation

Recognition and measurement

Intangible assets are recognized only if it is probable that the future economic benefits attributable to asset will flow to the Group and the cost of asset can be measured reliably. Intangible assets are stated at cost of acquisition/development less accumulated amortization and accumulated impairment loss if any.

Cost of an intangible asset includes purchase price including non - refundable taxes and duties, borrowing cost directly attributable to the qualifying asset and any directly attributable expenditure on making the asset ready for its intended use.

Intangible assets under development comprises of cost incurred on intangible assets under development that are not yet ready for their intended use as at the date of Restated Consolidated Statements of Assets and Liabilities.

Amortization and useful lives

Intangible assets with finite lives comprise of technology and trade mark and software, are amortized over the period of 10 years or useful life whichever is less on straight-line basis. Amortisation methods and useful lives are reviewed at each financial year end and adjusted prospectively. Intangible assets with indefinite lives comprise of brands and trademarks for which there is no foreseeable limit to the period over which they are expected to generate cash inflows. These are considered to have an indefinite life given the strength and durability of the brand and the level of marketing support. For intangible assets with indefinite lives the assessment of indefinite life is reviewed annually to determine whether it continues, if not, it is impaired or changed prospectively basis the revised estimates.

In case of assets purchased / sold during the year, amortization on such assets is calculated on pro-rata basis from the date of such addition.

3.7. Leases

The determination of whether a contract is (or contains) a lease is based on the substance of the contract at the inception of the lease. The contract is, or contains, a lease if the contract provide lessee, the right to control the use of an identified asset for a period of time in exchange for consideration. A lessee does not have the right to use an identified asset if, at inception of the contract, a lessor has a substantive right to substitute the asset throughout the period of use.

The Group accounts for the lease arrangement as follows:

(i) Where the Group is the lessee

Right of Use Asset

The Group applies single recognition and measurement approach for all leases, except for short term leases and leases of low value assets. On the commencement of the lease, the Group, in its Restated Consolidated Statement of Assets and Liabilities, recognised the right of use asset at cost and lease liability at present value of the lease payments to be made over the lease term.

Subsequently, the right of use asset is measured at cost less accumulated depreciation [calculated on straight line method] and any accumulated impairment loss. Right-of-use assets are depreciated on a straight-line basis over the lease term as follows:

Asset category	Lease Term
Lease hold land	58 to 78 years
Plant and Machinery	More than 1 year – 7 years
Office Premises	More than 1 year – 7 years

The right-of-use assets are also subject to impairment. Refer to the accounting policies in note 3.8 on impairment of non-financial assets.

Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. The lease payment made, are apportioned between the finance charge and the reduction of lease liability, and are recognised as expense in the Restated Consolidated Statements of Profit and Loss.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of assets that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

Lease deposits given are a financial asset and are measured at amortised cost under Ind AS 109 since it satisfies Solely Payment of Principal and Interest (SPPI) condition. The difference between the present value and the nominal value of deposit is considered as Right of Use Asset and depreciated over the lease term. Unwinding of discount is treated as finance income and recognised in the Restated Consolidated Statements of Profit and Loss.

(ii) Where the entity is the lessor

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Group to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease

Lease deposits received are financial instruments (financial liability) and are measured at fair value on initial recognition. The difference between the fair value and the nominal value of deposits is considered as rent in advance and recognised over the lease term on a straight line basis. Unwinding of discount is treated as interest expense (finance cost) for deposits received and is accrued as per the EIR method.

Sale and lease back

If an entity (the seller-lessee) transfers an asset to another entity (the buyer-lessor) and leases that asset back from the buyer-lessor, both the seller-lessee and the buyer-lessor are required to account for the transfer contract and the lease by applying Ind AS 116 Para 99 to 103.

(i) Transfer of the asset is not a sale

If the transfer of an asset by the seller-lessee does not satisfy the requirements of Ind AS 115 and wherein if the seller-lessee has a substantive repurchase option with respect to the underlying asset, the Group (seller-lessee)

- De-recognises the sale (revenue) in books with corresponding impact on the cost of goods sold (COGS) to eliminate the profit margin in the transaction.
- Recognises transferred asset (Right of use asset) net of profit margin and a financial liability equal to the present value of minimum lease payments applying relevant paragraph of Ind AS 109 and Ind AS 116.

(ii) Transfer of the asset is a sale

If the transfer of an asset by the seller-lessee does satisfy the requirements of Ind AS 115 and wherein if the seller-lessee do not have a substantive repurchase option with respect to the underlying asset., the Group (seller-lessee)

- De-recognises the profit margin in the transaction by reducing the sale (revenue) to that effect in books.
- Recognises transferred asset (Right of use asset) net of profit margin and a financial liability equal to the present value of minimum lease payments applying relevant paragraph of Ind AS 109 and Ind AS 116.

3.8. Impairment of non-financial assets

The carrying amounts of assets are reviewed at each balance sheet date for any indication of impairment based on internal / external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of a) fair value of assets less cost of disposal and b) its value in use. Value in use is the present value of future cash flows expected to derive from an assets or Cash-Generating Unit (CGU).

Based on the assessment done at each balance sheet date, recognised impairment loss is further provided or reversed depending on changes in circumstances. After recognition of impairment loss or reversal of impairment loss as applicable, the depreciation charge for the asset is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), on a systematic basis over its remaining useful life. If the conditions leading to recognition of impairment losses no longer exist or have decreased, impairment losses recognised are reversed to the extent it does not exceed the carrying amount that would have been determined after considering depreciation / amortisation had no impairment loss been recognised in earlier years.

3.9. Inventories

Inventories include raw materials and components, work in progress, traded and manufactured finished goods.

Cost of inventories have been computed to include all cost of purchases, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

Raw materials, components is ascertained based on weighted average method. However, raw materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Costs are determined on weighted average basis.

Work-in-progress and finished goods are valued at lower of cost and net realisable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Net realizable value for work in progress is determined with reference to the selling price of related finished goods. Trade goods are considered at landed cost.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Provision is made for the cost of obsolescence and other anticipated losses, whenever considered necessary.

3.10. Revenue recognition

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has concluded that it is principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer. The policy of recognizing the revenue is determined by the five stage model proposed by Ind AS 115 “Revenue from contract with customers”.

(a) Revenue from operations:

- Revenue from sale of goods is recognised at the point in time when control of the assets is transferred to the customer, generally on delivery of the goods.
- Revenue from sale of services is recognized on rendering of services to the customers based on contractual arrangements. Revenue is recorded exclusive of goods and service tax. Contract prices are either fixed or subject to price escalation clauses.
- Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Group expects to receive in exchange for those products or services
- Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts and incentives, if any, as specified in the contract with the customer.
- Revenue also excludes taxes collected from customers.
- Unearned and deferred revenue (“contract liability”) is recognised when there is billing in excess of revenues.
- Revenue from the sale of material is recognized on the basis of value of material dispatched as per the order terms and on satisfaction of five stage model prescribed by Ind AS 115.
- For performance obligation satisfied over time, the revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation. The progress is measured in terms of a proportion of actual cost incurred to-date, to the total estimated cost attributable to the performance obligation.

The Company transfers control of a good or service over time and therefore satisfies a performance obligation and recognises revenue over a period of time if one of the following criteria is met:

(a) the customer simultaneously consumes the benefit of the Company’s performance or

(b) the customer controls the asset as it is being created/enhanced by the Company’s performance or

(c) there is no alternative use of the asset and the Company has either explicit or implicit right of payment considering legal precedents,

(b) Interest income

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in other income in the Restated Consolidated Statements of Profit and Loss.

(c) Dividends

Dividend income is recognised when the Group's right to receive the payment is established.

(d) Other income

Other incomes are accounted on accrual basis, except interest on delayed payment by debtors and liquidated damages which are accounted on acceptance of the Group's claim.

3.11. Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant or subsidy relates to revenue, it is recognized as income on a systematic basis in the Restated Consolidated Statements of Profit and Loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant relates to an asset, it is recognized as deferred income and is allocated to Restated Consolidated Statements of Profit and Loss on a systematic basis over the useful life of the asset.

3.12. Foreign currency transaction

Transactions in foreign currencies are initially recorded by the Group in its functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange difference that arise on settlement of monetary items or on reporting at each balance sheet date of the Group's monetary items at the closing rate are recognized as income or expenses in the period in which they arise. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognised in OCI or Restated Consolidated Statements of Profit and Loss are also recognised in OCI or Restated Consolidated Statements of Profit and Loss, respectively)

3.13. Employee benefits

- Short term employee benefits

  All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized as an expense at the undiscounted amount in the Restated Consolidated Statements of Profit and Loss in the period in which the employee renders the related service.

- Post-employment benefits & other long term benefits

  a. Defined contribution plan

  The defined contribution plan is a post-employment benefit plan under which the Group contributes fixed contribution to a Government Administered Fund and will have no obligation to pay further contribution. The Group's defined contribution plan comprises of Provident Fund, Labour Welfare Fund, Employee State Insurance Scheme, National Pension Scheme, and Employee Pension Scheme. The Group's contribution to defined contribution plans are recognized in the Restated Consolidated Statements of Profit and Loss in the period in which the employee renders the related service.

  b. Post-employment benefit and other long term benefits

  The Group has defined benefit plans comprising of gratuity and other long term benefits in the form of leave benefits. Group's obligation towards gratuity liability is funded / unfunded. The present value of the defined benefit obligations and other long term employee benefits is determined based on actuarial valuation using the projected unit credit method. The rate used to discount defined benefit obligation is determined by reference to market yields at the date of Restated Consolidated Statements of Assets and Liabilities on Indian Government Bonds for the estimated term of obligations.

  For gratuity plan, re-measurements comprising of (a) actuarial gains and losses, (b) the effect of the asset ceiling (excluding amounts included in net interest on the net defined benefit liability) and (c) the return on plan assets (excluding amounts included in net interest on the post-employment benefits liability) are recognised immediately in the Restated Consolidated Statements of Assets and Liabilities with a corresponding debit or credit to the other comprehensive income in the period in which they occur. Re-measurements are not reclassified to Restated Consolidated Statements of Profit and Loss in subsequent periods.

  Gains or losses on the curtailment or settlement of defined benefit plan are recognised when the curtailment or settlement occurs.

  Actuarial gains or losses arising on account of experience adjustment and the effect of changes in actuarial assumptions for employee benefit plan other than gratuity are recognized immediately in the Restated Consolidated Statements of Profit and Loss as income or expense.

  In case of funded plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans to recognise the obligation on a net basis.

3.14. Borrowing cost

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of the respective asset till such time the asset is ready for its intended use or sale. A qualifying asset is an asset which necessarily takes a substantial period of time to get ready for its intended use or sale. Ancillary cost of borrowings in respect of loans not disbursed are carried forward and accounted as borrowing cost in the year of disbursement of loan. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest expenses calculated as per effective interest method, exchange difference arising from foreign currency borrowings to the extent they are treated as an adjustment to the borrowing cost and other costs that an entity incurs in connection with the borrowing of funds.

3.15. Taxes on income

Tax expenses for the year comprises of current tax, deferred tax charge or credit and adjustments of taxes for earlier years. In respect of amounts adjusted outside profit or loss (i.e. in other comprehensive income or equity), the corresponding tax effect, if any, is also adjusted outside profit or loss.

Current tax is measured at the amount of tax expected to be payable on the taxable income for the year and any adjustments to the tax payable or receivable in respect of previous years as determined in accordance with the provisions of the Income Tax Act,1961 that have been enacted or subsequently enacted at the end of the reporting period.

Current tax assets and current tax liabilities are offset when there is legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis or simultaneously.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences, and deferred tax assets are recognised for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxation authority.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which such deferred tax assets can be utilized. In situations where the Group has unused tax losses and unused tax credits, deferred tax assets are recognised only if it is probable that they can be utilized against future taxable profits. Deferred tax assets are reviewed for the appropriateness of their respective carrying amounts at each Balance Sheet date.

At each reporting date, the Group re-assesses unrecognised deferred tax assets. It recognises previously unrecognised deferred tax assets to the extent that it has become probable that future taxable profit allows deferred tax assets to be recovered.

3.16. Cash & cash equivalent

Cash and cash equivalents include cash in hand, bank balances, deposits with banks (other than on lien) and all short term and highly liquid investments that are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.

3.17. Statement of cash flows

Cash flows are reported using the indirect method, where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

3.18. Provisions, contingent liabilities, contingent assets

A provision is recognised when the Group has a present obligation (legal or constructive) as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risk specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each date of Restated Consolidated Statements of Assets and Liabilities.

3.19. Earnings per share

Basic earnings per share is computed using the net profit for the year attributable to the shareholders' and weighted average number of shares outstanding during the year. The weighted average numbers of shares also includes fixed number of equity shares that are issuable on conversion of compulsorily convertible preference shares, debentures or any other instrument, from the date consideration is receivable (generally the date of their issue) of such instruments.

Diluted earnings per share is computed using the net profit for the year attributable to the shareholders' and weighted average number of equity and potential equity shares outstanding during the year including share options, convertible preference shares and debentures, except where the result would be anti-dilutive. Potential equity shares that are converted during the year are included in the calculation of diluted earnings per share, from the beginning of the year or date of issuance of such potential equity shares, to the date of conversion.

3.20. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors that makes strategic decisions.

3.21. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Restated Consolidated Statements of Profit and Loss.

Derivative financial instruments

Derivatives are recognised initially at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. The resulting gain or loss is recognised in Restated Consolidated Statements of Profit and Loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

A derivative with a positive fair value is recognised as a financial asset whereas a derivative with a negative fair value is recognised as a financial liability. Derivatives are not offset in the financial statements unless the Group has both a legally enforceable right and intention to offset. A derivative is presented as a non-current asset or a non-current liability if the remaining maturity of the instrument is more than 12 months and it is not due to be realised or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

Embedded derivatives

An embedded derivative is a component of a hybrid contract that also includes a non-derivative host – with the effect that some of the cash flows of the combined instrument vary in a way similar to a standalone derivative.

Derivatives embedded in hybrid contracts with a financial asset host within the scope of Ind AS 109 are not separated. The entire hybrid contract is classified and subsequently measured as either amortised cost or fair value as appropriate.

Derivatives embedded in hybrid contracts with hosts that are not financial assets within the scope of Ind AS 109 (e.g. financial liabilities) are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

If the hybrid contract is a quoted financial liability, instead of separating the embedded derivative, the Company generally designates the whole hybrid contract at FVTPL.

An embedded derivative is presented as a non-current asset or non-current liability if the remaining maturity of the hybrid instrument to which the embedded derivative relates is more than 12 months and is not expected to be realised or settled within 12 months.

3.21.1. Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at fair value.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in profit or loss and is included in the "Other income" line item.

Investments in equity instruments at FVTOCI

On initial recognition, the Group can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments.

A financial asset is held for trading if:

- It has been acquired principally for the purpose of selling it in the near term; or
- On initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- It is a derivative that is not designated and effective as a hedging instrument or a financial guarantee. Dividends on these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably. Dividends recognised in profit or loss are included in the 'Other income' line item.

Financial assets at fair value through profit or loss (FVTPL)

Investments in equity instruments are classified as at FVTPL, unless the Group irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognised when the Group's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

Impairment of financial assets

The Group recognizes loss allowances using the expected credit loss (ECL) model based on 'simplified approach' for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the twelve months ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in Restated Consolidated Statements of Profit and Loss.

De-recognition of financial asset

The Group de-recognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

On de-recognition of a financial asset other than in its entirety (e.g. when the Group retains an option to repurchase part of a transferred asset), the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

3.21.2. Financial liability and equity instrument

Classification as debt or equity

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs. Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

However, financial liabilities that arise when a transfer of a financial asset does not qualify for de-recognition or when the continuing involvement approach applies, financial guarantee contracts issued by the Group, and commitments issued by the Group to provide a loan at below-market interest rate are measured in accordance with the specific accounting policies set out below.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is either contingent consideration recognised by the Group as an acquirer in a business combination to which Ind AS 103 applies or is held for trading or it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading or contingent consideration recognised by the Group as an acquirer in a business combination to which Ind AS 103 applies, may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or

- it forms part of a contract containing one or more embedded derivatives, and Ind AS 109 permits the entire combined contract to be designated as at FVTPL in accordance with Ind AS 109.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on re-measurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability and is included in the 'Finance Cost' line item.

However, for non-held-for-trading financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss, in which case these effects of changes in credit risk are recognised in profit or loss. The remaining amount of change in the fair value of liability is always recognised in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are reflected immediately in retained earnings and are not subsequently reclassified to profit or loss.

Gains or losses on financial guarantee contracts and loan commitments issued by the Group that are designated by the Group as at fair value through profit or loss are recognised in profit or loss.

Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item. The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability or (where appropriate) a shorter period, to the gross carrying amount on initial recognition.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Group are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and
- the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 18.

Compound financial instruments

The liability component of a compound financial instrument is recognised initially at fair value of a similar liability that does not have an equity component. The equity component is recognised initially as the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and the equity components, if material, in proportion to their initial carrying amounts.

Subsequent to the initial recognition, the liability component of a compound financial instrument is measured at amortised cost using the effective interest rate method. The equity component of a compound financial instrument is not re-measured subsequent to initial recognition except on conversion or expiry.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Reclassification

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

De-recognition of financial liabilities

The Group de-recognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability de-recognised and the consideration paid and payable is recognised in Restated Consolidated Statements of profit or loss.

3.22. Recent accounting and other pronouncements

As on the date of this Red Herring Prospectus (the "RHP") and the Prospectus (collectively, the "Offer Documents"), there are no recent accounting pronouncements, which,we believe, would have a material effect on our financial condition or results of operations.

Notes to the Restated Consolidated Financial Information
(Amount in million, unless otherwise stated)

4 Property, plant and equipment

Particulars	Buildings	Freehold land (Refer note 4.1)	Plant and machinery	Furniture and fixture	Office equipment	Computer	Vehicles	Total
Gross carrying Amount								
As at 1st April, 2021	**15.28**	**33.83**	**721.75**	**7.00**	**6.80**	**3.31**	**15.33**	**803.30**
Additions	5.01	-	122.88	5.88	3.37	1.94	3.05	142.13
Disposal / Adjustment	-	-	(0.80)	(0.20)	0.11	-	(3.50)	(4.39)
Foreign currency translation reserve	-	-	14.31	0.22	0.12	-	0.08	14.73
As at 31st March, 2022	**20.29**	**33.83**	**858.14**	**12.90**	**10.40**	**5.25**	**14.96**	**955.77**
As at 1st April, 2022	**20.29**	**33.83**	**858.14**	**12.90**	**10.40**	**5.25**	**14.96**	**955.77**
Additions	1.23	-	6.74	0.83	0.50	2.84	3.92	16.06
Disposal / Adjustment	-	-	(4.57)	(0.16)	(0.05)	(0.24)	(0.49)	(5.51)
Foreign currency translation reserve	-	-	78.73	2.08	0.96	-	0.37	82.14
As at 31st March, 2023	**21.52**	**33.83**	**939.04**	**15.65**	**11.81**	**7.85**	**18.76**	**1,048.46**
As at 1st April, 2023	**21.52**	**33.83**	**939.04**	**15.65**	**11.81**	**7.85**	**18.76**	**1,048.46**
Additions	-	-	20.25	3.56	3.11	4.97	21.78	53.67
Disposal / Adjustment	-	-	(0.40)	-	-	(0.07)	(1.72)	(2.19)
Foreign currency translation reserve	-	-	14.00	0.31	0.19	-	0.04	14.54
As at 31st March, 2024	**21.52**	**33.83**	**972.89**	**19.52**	**15.11**	**12.75**	**38.86**	**1,114.48**
As at 1st April, 2024	**21.52**	**33.83**	**972.89**	**19.52**	**15.11**	**12.75**	**38.86**	**1,114.48**
Additions	-	-	7.52	0.40	0.82	3.49	4.65	16.88
Disposal / Adjustment	-	-	-	(0.02)	-	-	-	(0.02)
Foreign currency translation reserve	-	-	5.77	0.15	(0.01)	-	(0.82)	5.09
As at 31st August, 2024	**21.52**	**33.83**	**986.18**	**20.05**	**15.92**	**16.24**	**42.69**	**1,136.43**
Accumulated depreciation								
As at 1st April, 2021	**1.72**	**-**	**95.45**	**1.74**	**2.34**	**1.97**	**6.33**	**109.55**
Depreciation charge for the year	1.66	-	95.90	3.55	3.43	1.52	3.38	109.44
Disposal / adjustment	-	-	(0.11)	(0.10)	(0.01)	-	(1.90)	(2.12)
Foreign currency translation reserve	-	-	2.32	0.06	0.06	-	(0.01)	2.43
As at 31st March, 2022	**3.38**	**-**	**193.56**	**5.25**	**5.82**	**3.49**	**7.80**	**219.30**
As at 1st April, 2022	**3.38**	**-**	**193.56**	**5.25**	**5.82**	**3.49**	**7.80**	**219.30**
Depreciation charge for the year	1.85	-	94.50	2.69	2.16	1.88	3.28	106.36
Disposal / adjustment	-	-	(0.40)	(0.10)	(0.03)	(0.24)	(0.35)	(1.12)
Foreign currency translation reserve	-	-	41.14	1.21	0.90	-	0.09	43.34
As at 31st March, 2023	**5.23**	**-**	**328.80**	**9.05**	**8.85**	**5.13**	**10.82**	**367.88**
As at 1st April, 2023	**5.23**	**-**	**328.80**	**9.05**	**8.85**	**5.13**	**10.82**	**367.88**
Depreciation charge for the year	1.71	-	108.48	3.68	2.27	2.94	5.75	124.83
Disposal / adjustment	-	-	(0.29)	-	-	(0.06)	(1.21)	(1.56)
Foreign currency translation reserve	-	-	8.17	0.26	0.18	-	0.02	8.63
As at 31st March, 2024	**6.94**	**-**	**445.16**	**12.99**	**11.30**	**8.01**	**15.38**	**499.78**
As at 1st April, 2024	**6.94**	**-**	**445.16**	**12.99**	**11.30**	**8.01**	**15.38**	**499.78**
Depreciation charge for the period	0.65	-	36.79	0.94	0.88	1.59	5.10	45.95
Disposal / adjustment	-	-	-	(0.02)	-	-	-	(0.02)
Foreign currency translation reserve	-	-	4.11	0.13	0.06	-	(0.15)	4.15
As at 31st August, 2024	**7.59**	**-**	**486.06**	**14.04**	**12.24**	**9.60**	**20.33**	**549.86**
Carrying amount								
As 31st March, 2022	**16.91**	**33.83**	**664.58**	**7.65**	**4.58**	**1.76**	**7.16**	**736.47**
As 31st March, 2023	**16.29**	**33.83**	**610.24**	**6.60**	**2.96**	**2.72**	**7.94**	**680.58**
As 31st March, 2024	**14.58**	**33.83**	**527.73**	**6.53**	**3.81**	**4.74**	**23.48**	**614.70**
As 31st August, 2024	**13.93**	**33.83**	**500.12**	**6.01**	**3.68**	**6.64**	**22.36**	**586.57**

Notes:

4.1 The title deed of Freehold land are in the name of wholly owned subsidiary of Concord Enviro Systems Limited i.e. Rochem Separation Systems (India) Private Limited.

4.2 For details assets pledged as Security (Refer note 28.1((a))

Notes to the Restated Consolidated Financial Information
(Amount in million, unless otherwise stated)

5 Right of use assets

Particular	Office Premises	Leasehold Land	Plant and Machinery	Office Equipment	Total
Gross carrying Amount					
As at 1st April, 2021	**138.29**	**32.32**	**586.24**	**-**	**756.85**
Additions	0.05	-	39.73	7.15	46.93
Disposal / adjustment	-	-	(68.95)	-	(68.95)
Foreign currency translation reserve	-	-	5.94	-	5.94
As at 31st March, 2022	**138.34**	**32.32**	**562.96**	**7.15**	**740.77**
As at 1st April, 2022	**138.34**	**32.32**	**562.96**	**7.15**	**740.77**
Additions	18.72	-	37.02	-	55.74
Disposal / adjustment	-	-	(0.08)	-	(0.08)
Foreign currency translation reserve	-	-	17.01	-	17.01
As at 31st March, 2023	**157.06**	**32.32**	**616.91**	**7.15**	**813.44**
As at 1st April, 2023	**157.06**	**32.32**	**616.91**	**7.15**	**813.44**
Additions	7.43	-	1.90	-	9.33
Disposal / adjustment (Refer note 5.3)	(138.33)	-	(438.27)	-	(576.60)
Foreign currency translation reserve	-	-	3.05	-	3.05
As at 31st March, 2024	**26.16**	**32.32**	**183.59**	**7.15**	**249.22**
As at 1st April, 2024	**26.16**	**32.32**	**183.59**	**7.15**	**249.22**
Additions	14.07	-	-	-	14.07
Disposal / adjustment	-	-	-	-	-
Foreign currency translation reserve	-	-	-	-	-
As at 31st August, 2024	**40.23**	**32.32**	**183.59**	**7.15**	**263.29**
Depreciation and Impairment					
As at 1st April, 2021	**25.43**	**0.65**	**101.36**	**-**	**127.44**
Depreciation charge for the year	25.81	0.65	108.47	0.01	134.94
Disposal / Adjustment	-	-	(21.41)	-	(21.41)
Foreign currency translation reserve	-	-	1.19	-	1.19
As at 31st March, 2022	**51.24**	**1.30**	**189.61**	**0.01**	**242.16**
As at 1st April, 2022	**51.24**	**1.30**	**189.61**	**0.01**	**242.16**
Depreciation charge for the year	27.94	0.65	97.32	1.37	127.28
Disposal / Adjustment	-	-	-	-	-
Foreign Currency Translation Reserve	-	-	5.31	-	5.31
As at 31st March, 2023	**79.18**	**1.95**	**292.24**	**1.38**	**374.75**
As at 1st April, 2023	**79.18**	**1.95**	**292.24**	**1.38**	**374.75**
Depreciation charge for the year	27.30	0.65	51.26	1.11	80.32
Disposal / Adjustment (Refer note 5.3)	(97.41)	-	(256.44)	-	(353.85)
Foreign Currency Translation Reserve	-	-	1.27	-	1.27
As at 31st March, 2024	**9.07**	**2.60**	**88.33**	**2.49**	**102.49**
As at 1st April, 2024	**9.07**	**2.60**	**88.33**	**2.49**	**102.49**
Depreciation charge for the period	3.87	0.27	5.81	0.38	10.33
Disposal / Adjustment	-	-	-	-	-
Foreign Currency Translation Reserve	-	-	-	-	-
As at 31st August, 2024	**12.94**	**2.87**	**94.14**	**2.87**	**112.82**
Net carrying amount					
As at 31st March, 2022	**87.10**	**31.02**	**373.35**	**7.14**	**498.61**
As at 31st March, 2023	**77.88**	**30.37**	**324.67**	**5.77**	**438.69**
As at 31st March, 2024	**17.09**	**29.72**	**95.26**	**4.66**	**146.73**
As at 31st August, 2024	**27.29**	**29.45**	**89.45**	**4.28**	**150.47**

5.1 The leases primarily consists of plants and equipment, office premises and leasehold land with the lease term of more than 12 months. Refer note 24.1 for other disclosures related to right-of-use asset.

5.2 The lease agreements for leasehold land and office premises are in the name of the Group Companies.

5.3 During the year ended 31st March. 2024, the Group has made a strategic decision to discontinue the long-term leases as a result of which it has terminated lease contracts. The early termination resulted in a gain of Rs. 45.79 million (Plant & Machinery - Rs. 39.26 million & Office Premises Rs. 6.53 million) (Refer note 37) which is the net effect of the derecognition of the carrying amount of right-of-use asset as at the respective termination dates, amount of Rs. 222.75 million (Plant & Machinery Rs.181.83 & Office Premises Rs. 40.92 million) and derecognition of the corresponding lease liability of Rs. 268.72 million (Plant & Machinery Rs.221.27 & Office Premises Rs. 47.45 million) and subsequent differential amount of Rs.0.18 million is foreign currency translation loss. No penalties were levied by the lessor due to early termination of lease, as agreed in the relevant lease agreements.

Notes to the Restated Consolidated Financial Information
(Amount in million, unless otherwise stated)

6 Intangible assets

Particulars	Technology and Trade mark	Trade mark and Brand*	Software	Total
Gross carrying Amount				
As at 1st April, 2021	**40.24**	**-**	**8.75**	**48.99**
Additions	-	224.79	2.24	**227.03**
Disposal / Adjustment	-	-	-	**-**
Foreign Currency Translation Reserve	4.93	-	-	**4.93**
As at 31st March, 2022	**45.17**	**224.79**	**10.99**	**280.95**
As at 1st April, 2022	**45.17**	**224.79**	**10.99**	**280.95**
Additions	-	-	1.63	**1.63**
Disposal / Adjustment	(3.68)	3.68	-	**-**
Foreign Currency Translation Reserve	3.64	20.08	-	**23.72**
As at 31st March, 2023	**45.13**	**248.55**	**12.62**	**306.30**
As at 1st April, 2023	**45.13**	**248.55**	**12.62**	**306.30**
Additions	-	**-**	12.50	**12.50**
Disposal / Adjustment	-	**-**	-	**-**
Foreign Currency Translation Reserve	0.65	3.60	-	**4.25**
As at 31st March, 2024	**45.78**	**252.15**	**25.12**	**323.05**
As at 1st April, 2024	**45.78**	**252.15**	**25.12**	**323.05**
Additions	-	-	0.40	**0.40**
Disposal / Adjustment	-	-	-	**-**
Foreign Currency Translation Reserve	0.31	1.70	0.08	**2.09**
As at 31st August, 2024	**46.09**	**253.85**	**25.60**	**325.54**
Amortization and Impairment				
As at 1st April, 2021	**7.85**	**-**	**3.19**	**11.04**
Amortization charge for the year	8.31	**-**	2.11	**10.42**
Disposal / Adjustment	-	**-**	-	**-**
Foreign Currency Translation Reserve	-	-	0.37	**0.37**
As at 31st March, 2022	**16.16**	**-**	**5.67**	**21.83**
As at 1st April, 2022	**16.16**	**-**	**5.67**	**21.83**
Amortization charge for the year	7.80	**-**	1.95	**9.75**
Disposal / Adjustment	-	**-**	-	**-**
Foreign Currency Translation Reserve	1.74	**-**	-	**1.74**
As at 31st March, 2023	**25.70**	**-**	**7.62**	**33.32**
As at 1st April, 2023	**25.70**	**-**	**7.62**	**33.32**
Amortization charge for the year	7.00	**-**	6.59	**13.59**
Disposal / Adjustment	-	**-**	-	**-**
Foreign Currency Translation Reserve	0.42	**-**	0.03	**0.45**
As at 31st March, 2024	**33.12**	**-**	**14.24**	**47.36**
As at 1st April, 2024	**33.12**	**-**	**14.24**	**47.36**
Amortization charge for the period	1.85	**-**	2.00	**3.85**
Disposal / Adjustment	-	-	-	**-**
Foreign Currency Translation Reserve	0.23	**-**	0.04	**0.27**
As at 31st August, 2024	**35.20**	**-**	**16.28**	**51.48**
As at 31st March, 2022	**29.01**	**224.79**	**5.32**	**259.12**
As at 31st March, 2023	**19.43**	**248.55**	**5.00**	**272.98**
As at 31st March, 2024	**12.66**	**252.15**	**10.88**	**275.69**
As at 31st August, 2024	**10.89**	**253.85**	**9.32**	**274.06**

* Pertains to intangible assets having indefinite useful life.

6 (A) Intangible assets under development

Particulars	Intangible Assets under Development	Total
As at 1st April, 2021	**-**	**-**
Additions	-	**-**
Capitalized	-	**-**
Foreign currency translation reserve	-	**-**
As at 31st March, 2022	**-**	**-**
As at 1st April, 2022	**-**	**-**
Additions	-	**-**
Capitalized	-	**-**
Foreign currency translation reserve	-	**-**
As at 31st March, 2023	**-**	**-**
As at 1st April, 2023	**-**	**-**
Additions	9.72	**9.72**
Capitalized	-	**-**
Foreign currency translation reserve	-	**-**
As at 31st March, 2024	**9.72**	**9.72**
As at 1st April, 2024	9.72	**9.72**
Additions	0.89	**0.89**
Capitalized	-	**-**
Foreign currency translation reserve	-	**-**
As at 31st August, 2024	**10.61**	**10.61**

Notes to the Restated Consolidated Financial Information
(Amount in million, unless otherwise stated)

6 (A) (1) Ageing analysis of intangible assets under development

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Projects in progress:				
Up to 1 year	7.78	9.72	-	-
More than 1 years and up to 2 years	2.83	-	-	-
More than 2 years and up to 3 years	-	-	-	-
More than 3 years	-	-	-	-
Total	**10.61**	**9.72**	**-**	**-**

6 (A) (2) There are no projects which are temporarily suspended. Accordingly, such disclosure for intagible assets is not applicable.

7 Capital work-in-progress

Particulars	Capital work in Progress	Total
As at 1st April, 2021	**82.41**	**82.41**
Additions	28.57	**28.57**
Capitalized	(113.48)	**(113.48)**
Foreign currency translation reserve	3.30	**3.30**
As at 31st March, 2022	**0.80**	**0.80**
As at 1st April, 2022	**0.80**	**0.80**
Additions	3.56	**3.56**
Capitalized	(0.80)	**(0.80)**
Foreign currency translation reserve	-	**-**
As at 31st March, 2023	**3.56**	**3.56**
As at 1st April, 2023	**3.56**	**3.56**
Additions	13.41	**13.41**
Capitalized	(3.28)	**(3.28)**
Foreign currency translation reserve	-	**-**
As at 31st March, 2024	**13.69**	**13.69**
As at 1st April, 2024	13.69	**13.69**
Additions	126.83	**126.83**
Capitalized	-	**-**
Foreign currency translation reserve	-	**-**
As at 31st August, 2024	**140.52**	**140.52**

7.1 Ageing analysis of capital work-in-progress

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Projects in progress:				
Up to 1 year	129.96	10.12	3.56	0.32
More than 1 years and up to 2 years	10.56	3.57	-	0.48
More than 2 years and up to 3 years	-	-	-	-
More than 3 years	-	-	-	-
Total	**140.52**	**13.69**	**3.56**	**0.80**

7.2 There are no projects which are temporarily suspended. Accordingly, such disclosure for capital work-in-progress is not applicable.

Notes to the Restated Consolidated Financial Information
(Amount in million, unless otherwise stated)

8 Non Current Investments - Unquoted

(A) Investments accounted for using equity method - Joint ventures

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Investments in joint ventures:				
(i) Roserve Enviro Private Limited				
Number of equity shares (face value of Rs. 1,000 each): 208,312 (208,312; 208,312; 183,804)	208.31	208.31	208.31	183.80
Cumulative share of profit and OCI of joint venture	49.25	47.75	34.20	25.68
	257.56	**256.06**	**242.51**	**209.48**
(ii) WHE Systems (FZC)				
Number of equity shares (face value of AED 1,500 each): 50 (50;50;50)*	367.59	350.06	311.63	1.52
Cumulative share of profit / (loss) and OCI of joint venture	(31.59)	(23.67)	(3.00)	0.04
	336.00	**326.39**	**308.63**	**1.56**
Total	**593.56**	**582.45**	**551.14**	**211.04**

* Includes investment in perpetual debt 365.88 million (31st March, 2024 - Rs 348.36 million, 31st March 2023 - Rs. 309.95 million, 31st March 2022 - Nil), which is redeemable / payable at issuer's option and can be deferred indefinitely.

(B) Other Investments - At fair value through profit and loss

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
(A) Quoted Investments				
(i) Investments in mutual fund				
Aditya Birla Sun Life Money Manager Fund - Growth-Regular Plan (formerly known as Aditya Birla Sun Life Floating Rate Fund Short Term Plan)	5.32	5.16	4.79	4.50
Number of units : 15,314.092 (15,314.092; 15,314.092; 15,314.092)				
Aditya Birla Sun Life Nifty SDL Apr 2027 Index Fund - Growth-Regular Plan	8.13	7.85	-	-
Number of units : 7,04,414.28 (7,04,414.28; 0; 0)				
	13.45	**13.01**	**4.79**	**4.50**
(B) Unquoted Investments				
(i) Saraswat Cooperative Bank				
Number of equity shares (face value of Rs. 10 each): 7,500 (7,500; 7,500; 7,500)	0.07	0.07	0.07	0.07
(ii) Rochem Green Energy Private Limited				
Number of 10% redeemable preference shares (face value of Rs. 1,000 each): 10,000 (10,000; 10,000;10,000) at FVTPL	447.50	447.50	447.50	447.50
Less: Fair value written down (Refer note 8.2)	(447.50)	(447.50)	(447.50)	(447.50)
	0.07	**0.07**	**0.07**	**0.07**
(iii) Deemed investment with respect to financial guarantee issued in favour of joint venture (Refer note 8.4)	**5.30**	**4.31**	**4.31**	**2.87**
Total	**18.82**	**17.39**	**9.17**	**7.44**

8.1 Other disclosure related to investments

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Aggregate amount of quoted investments	12.00	12.00	4.50	4.50
Aggregate amount of unquoted investments	1,046.43	1,034.33	1,003.02	661.48
Market value of quoted investments	13.45	13.01	4.79	4.50
Aggregate amount of fair value written down in value of investments	(447.50)	(447.50)	(447.50)	(447.50)

8.2 Due to the continous losses incurred by the related parties of the group, the group has written down the fair value of its other investments to the extent as mentioned below:

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Fair value of investment in Rochem Green Energy Private Limited written down	447.50	447.50	447.50	447.50

8.3 Following table summarises the aggregate information with respect to joint ventures:

8.3.1 Roserve Enviro Private Limited

Particular	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
The Group's share of profit from continuing operations	1.36	13.41	6.48	8.35
The Group's share of other comprehensive income	0.13	0.14	2.04	0.50
The Group's share of total other comprehensive income	1.49	13.55	8.52	8.85
Aggregate carrying amount of the Group's interest in this joint ventures	257.56	256.06	242.51	209.48

8.3.2 WHE Systems (FZC)

Particular	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
The Group's share of profit / (loss) from continuing operations	(7.74)	(20.49)	(2.92)	0.04
The Group's share of other comprehensive income	-	-	-	-
The Group's share of total other comprehensive income	(7.74)	(20.49)	(2.92)	0.04
Aggregate carrying amount of the Group's interest in this joint ventures	336.00	326.39	308.63	1.56

Notes to the Restated Consolidated Financial Information
(Amount in million, unless otherwise stated)

8.4 Deemed investment with respect to financial guarantee issued in favour of joint venture

Particular	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Roserve Enviro Private Limited	5.30	4.31	4.31	1.90
Rochem Green Energy Private Limited	-	-	-	0.97

The Group has provided financial guarantees in favour of certain related parties. The Group has not charged any commission from such related parties and has accounted for the same in accordance with Ind AS 109 "Financial Instruments". Refer note: 56

9 Other financial assets - Non-current

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Unsecured, considered good unless otherwise stated				
Security deposits (Refer note 9.1)	39.60	29.90	86.67	80.38
Bank deposits with more than 12 months maturity (Refer note 9.2)	3.61	2.98	3.32	3.28
Total	**43.21**	**32.88**	**89.99**	**83.66**

9.1 Details of security deposits made to related party which represent the present value of gross amount:

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Concord Shipping Private Limited	-	-	60.44	55.45

9.2 Details of fixed deposits under lien is as below:

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Fixed deposit earmarked with bank under lien against bank guarantees issued by the group.	3.61	2.97	3.24	3.28

10 Significant component of the Group's net deferred tax are as follows:

Particulars	As at 31st August, 2024			
	Opening	Recognised in statement of profit and loss	Recognised in other comprehensive income	Closing
Property,plant and equipment	(44.26)	1.77	-	(42.49)
Right to use assets	(15.81)	(0.76)	-	(16.57)
Expected credit loss	61.25	(2.48)	-	58.77
Employee benefit	24.54	1.42	0.03	25.99
Unabsorbed losses	53.17	(3.01)	-	50.16
Others	2.47	0.17	-	2.64
Total	**81.36**	**(2.89)**	**0.03**	**78.50**

Particulars	As at 31st March, 2024			
	Opening	Recognised in statement of profit and loss	Recognised in other comprehensive income	Closing
Property,plant and equipment	(46.16)	1.90	-	(44.26)
Right to use assets	(10.04)	(5.77)	-	(15.81)
Expected credit loss	70.52	(9.27)	-	61.25
Employee benefit	19.20	3.08	2.26	24.54
Unabsorbed losses	29.49	23.68	-	53.17
Others	6.27	(3.80)	-	2.47
Total	**69.28**	**9.82**	**2.26**	**81.36**

Particulars	As at 31st March, 2023			
	Opening	Recognised in statement of profit and loss	Recognised in other comprehensive income	Closing
Property,plant and equipment	(50.58)	4.42	-	(46.16)
Right to use assets	(8.01)	(2.03)	-	(10.04)
Expected credit loss	102.38	(31.86)	-	70.52
Employee benefit	14.47	2.38	2.35	19.20
Unabsorbed losses	-	29.49	-	29.49
Others	4.51	1.76	-	6.27
Total	**62.77**	**4.16**	**2.35**	**69.28**

Particulars	As at 31st March, 2022			
	Opening	Recognised in statement of profit and loss	Recognised in other comprehensive income	Closing
Property,plant and equipment	(57.84)	7.26	-	(50.58)
Right to use assets	(7.08)	(0.93)	-	(8.01)
Expected credit loss	100.97	1.41	-	102.38
Employee benefit	12.82	1.80	(0.15)	14.47
Others	(0.30)	4.80	-	4.51
Total	**48.57**	**14.34**	**(0.15)**	**62.77**

Notes to the Restated Consolidated Financial Information
(Amount in million, unless otherwise stated)

10.1 Deductible temporary differences for which no deferred tax asset is recognised in the Balance Sheet in respect of :

Particulars	Year of expiry	Carry forward losses for Future year (as at 31st August, 2024)	Carry forward losses for Future year (as at 31st March, 2024)	Carry forward losses for Future year (as at 31st March, 2023)	Carry forward losses for Future year (as at 31st March, 2022)
Business loss:					
AY 2016-17	March 2024	-	-	-	1.19
AY 2017-18	March 2025	-	-	-	8.04
AY 2019-20	March 2027	-	-	-	3.52
AY 2021-22	March 2029	-	-	-	3.92
AY 2022-23	March 2030	-	-	-	6.06
AY 2023-24	March 2031	-	-	110.65	-
Unabsorbed depreciation:					
AY 2014-15	NA	-	-	-	0.04
AY 2016-17	NA	-	-	-	0.04
AY 2017-18	NA	-	-	-	0.04
AY 2019-20	NA	-	-	-	0.02
AY 2021-22	NA	-	-	-	0.02
AY 2022-23	NA	-	-	-	0.01
Sub-Total		**-**	**-**	**110.65**	**22.90**
Short term capital loss:					
AY 2019-20	March 2027	0.02	0.02	0.02	0.02
AY 2021-22	March 2029	3.20	3.20	3.20	3.20
Sub-Total		**3.22**	**3.22**	**3.22**	**3.22**
Total		**3.22**	**3.22**	**113.87**	**26.12**

11 Current tax assets (net)

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Advance tax & Tax deducted at source (net of provision for tax) (Refer note 11.1)	29.89	23.47	14.07	8.27
Total	**29.89**	**23.47**	**14.07**	**8.27**

11.1 Above tax assets are net of:

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Tax paid	113.10	106.50	51.40	42.04
Less: Provision for income tax	(83.21)	(83.03)	(37.33)	(33.77)
Total	**29.89**	**23.47**	**14.07**	**8.27**

12 Other non-current assets

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Prepaid expenses	0.28	0.45	0.85	3.32
Capital / other advances to other than related parties - considered good (Refer note 12.1)	30.58	61.59	56.26	53.10
Capital advance to related party				
- Considered good				
- Considered doubtful (Refer note 12.2 and note 12.3)	-	-	68.44	64.31
Less - Allowance for doubtful advances	-	-	(68.44)	(64.31)
Sub-total of capital advance	**30.58**	**61.59**	**56.26**	**53.10**
Investment in gold (Refer note 12.4)	6.67	6.67	6.67	6.67
Advances for supply of goods and services to related parties (Refer note 56)	41.92	41.64	0.01	164.29
Balance with government authorities	0.20	0.20	3.03	1.18
Total	**79.65**	**110.55**	**66.82**	**228.56**

12.1 Rochem Separation Systems (India) Private Limited, being a 100% subsidiary of Concord Enviro Systems Limited, has entered into an Memorandum of Understanding with Vijayalakshmi Realtors for purchase of land at Survey No. 55, Village Bilalpada, Taluka Vasai admeasuring 17.17 Gunthas for total consideration of Rs. 23.07 million. Proceedings for transfer of title deed is currently in progress. However, the party has received Commencement Certificate (CC) on 13th June, 2022 from Vasai Virar Municipal Corporation for carrying out a development on the land.

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Details of advance payment made to Vijayalakshmi Realtors	23.07	22.82	21.82	20.87

12.2 Capital advance to related party

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Rochem Green Energy Private Limited	-	-	68.44	64.31
Less: Allowance for doubtful advances	-	-	(68.44)	(64.31)
Total	**-**	**-**	**-**	**-**

Notes to the Restated Consolidated Financial Information
(Amount in million, unless otherwise stated)

12.3 Movement in allowance for advances to related party are as follows:

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Balance at the beginning of the year	-	(68.44)	(64.31)	(65.85)
Add: Provided during the period / year	-	-	-	-
Less: Utilization during the period / year	-	68.44	-	-
Changes due to foreign exchange gain / loss	-	-	(4.13)	1.54
Balance at the end of the period / year	**-**	**-**	**(68.44)**	**(64.31)**

12.4 Gold is in the personal custody of the directors of the Company. The market value as per valuers certificate is as below:

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Market value of gold	49.15	46.51	40.13	35.66

13 Inventories (Cost or NRV whichever is lower)

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Raw materials (Refer note 13.1)	1,155.84	1,090.97	1,037.45	961.13
Work in Progress	162.30	238.74	146.51	120.53
Finished goods	243.33	210.20	315.31	261.98
Total	**1,561.47**	**1,539.91**	**1,499.27**	**1,343.64**

13.1 Raw materials include stock in trade, as both are stocked together and goods-in-transit the details of which is as below:

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Goods-in-transit included in raw materials	29.23	-	17.67	4.16

13.2 Modes of valuation - Refer Note 3.9 of material accounting policy.

13.3 Refer Note - 28 for information on hypothecation of inventories.

14 Trade receivables

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Unsecured				
- Considered good (Including related party receivable) (Refer note 56)	1,178.04	1,713.60	1,058.68	1,284.98
- Trade Receivables which have significant increase in credit risk	236.94	245.68	293.20	425.28
Sub-total	**1,414.98**	**1,959.28**	**1,351.88**	**1,710.26**
Less: Allowance for expected credit losses (ECL)	(236.94)	(245.68)	(293.20)	(425.28)
Total	**1,178.04**	**1,713.60**	**1,058.68**	**1,284.98**

14.1 Trade receivable ageing:

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Undisputed Trade Receivables-considered good				
- Less than 6 months	1,102.02	1,649.08	971.50	1,180.81
- 6 Months - 1 year	19.85	34.67	24.80	53.01
- 1-2 years	38.87	18.03	37.33	24.57
- 2-3 years	2.81	-	6.84	11.81
More than 3 years	11.05	7.98	12.13	12.50
Sub-total	**1,174.60**	**1,709.76**	**1,052.60**	**1,282.70**
Undisputed trade receivables which have significant increase in credit risk				
- Less than 6 months	87.40	98.55	88.79	121.52
- 6 Months - 1 year	26.89	40.40	37.58	45.25
- 1-2 years	52.65	37.27	72.09	69.56
- 2-3 years	22.72	18.85	25.08	34.43
More than 3 years	29.12	31.69	48.87	144.55
Sub-total	**218.78**	**226.76**	**272.41**	**415.31**
Disputed Trade Receivables-considered good				
- Less than 6 months	-	-	1.78	0.21
- 6 Months - 1 year	-	0.31	0.71	0.23
- 1-2 years	0.19	0.25	0.43	0.06
- 2-3 years	0.21	0.42	2.62	0.05
More than 3 years	3.04	2.86	0.54	1.73
Sub-Total	**3.44**	**3.84**	**6.08**	**2.28**
Disputed Trade Receivables-considered doubtful				
- Less than 6 months	-	-	0.46	0.09
- 6 Months - 1 year	-	0.46	0.98	0.30
- 1-2 years	1.02	1.30	2.29	0.30
- 2-3 years	1.13	2.21	14.09	0.24
More than 3 years	16.01	14.95	2.97	9.04
Sub-Total	**18.16**	**18.92**	**20.79**	**9.97**
Total	**1,414.98**	**1,959.28**	**1,351.88**	**1,710.26**

(Amount in million, unless otherwise stated)

14.2 Movement of Expected Credit Loss Allowance

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Balance at the beginning of the period / year	**245.68**	**293.20**	**425.28**	**453.98**
Add: Provided/(Reversal) during the period / year	(8.75)	(47.64)	(43.43)	(27.57)
Less: Amount Written off	-	-	(89.98)	(4.06)
Changes due to foreign exchange gain / (loss)	0.01	0.12	1.33	2.93
Balance at the end of the period / year	**236.94**	**245.68**	**293.20**	**425.28**

14.3 There were no receivables due by directors or any of the officers of the Group. For receivables from related parties (Refer note 56)

14.4 The Group always measures the loss allowance for trade receivables using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate, and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

14.5 The average credit period ranges from 90 to 120 days depending on the nature of revenue. No interest is charged on outstanding trade receivables.

15 Cash and cash equivalent

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Cash in hand	2.77	3.99	3.23	2.41
Balances with bank				
- In current accounts	15.80	153.68	596.73	193.65
- In fixed deposits (With original maturity of 3 months or less)	0.44	24.89	2.64	-
Total	**19.01**	**182.56**	**602.60**	**196.06**

16 Other bank balances

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Balances with banks:				
- In deposit accounts with maturity of less than 3 months (Refer note 16.1)	15.02	3.08	12.64	20.58
- In deposit accounts with maturity of more than 3 months but less than 12 months (Refer note 16.1)	139.52	130.36	208.50	75.71
- In current account (earmarked balances for CSR expenditure)	-	0.38	0.39	0.38
Total	**154.54**	**133.82**	**221.53**	**96.67**

16.1 Details of fixed deposits given as margin money to the Bank for guarantee given by bank to government and other authorities on behalf of the company and group entities is as given below:

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
- Maturity of less than 3 months	15.02	3.08	12.64	20.58
- Maturity of more than 3 months but less than 12 months	35.43	30.62	34.43	75.71

17 Loans

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
(Unsecured considered good, unless otherwise stated)				
Loans to employee	3.28	3.49	2.84	1.59
Loans to other parties*	-	-	-	10.00
Total	**3.28**	**3.49**	**2.84**	**11.59**

*The loan has been given on 11th August, 2020 for the period of 18 months @ 11% p.a. for business/corporate general purpose and is repayable on demand, renewed on 11th Feb 2022 and repaid by the party on 21st Nov 2022. Interest was receivable on yearly basis.

18 Other financial assets (Current)

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
(Unsecured, considered good unless otherwise stated)				
Interest accrued on fixed deposits with Banks	1.25	1.99	1.40	1.13
Interest receivable from:				
Interest receivable from others	-	-	0.64	0.99
Security deposits (Refer note 18.1)	107.52	107.25	28.89	28.76
Receivable from bank- significant increase in credit risk	-	-	-	-
'Less - Allowance for receivable from bank (Refer note 18.2)	-	-	-	-
Financial asset at fair value through profit & loss (derivative)	0.01	0.10	0.22	-
Total	**108.78**	**109.34**	**31.15**	**30.88**

18.1

Details of security deposit made to related party which represent the present value of gross amount (Refer note 56)	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Roserve Enviro Private Limited	-	-	-	1.00
Concord Shipping Private Limited	75.00	75.00	-	-

Notes to the Restated Consolidated Financial Information
(Amount in million, unless otherwise stated)

18.2 Movement in allowance for doubtful receivable from bank are as follows:

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Balance at the beginning of the period / year	-	-	-	1.07
Add: Provided during the period / year	-	-	-	-
Less: Amount written-off during the period / year	-	-	-	(1.07)
Balance at the end of the period / year	**-**	**-**	**-**	**-**

19 Contract Assets

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Unbilled Revenue	751.61	224.66	11.10	68.59
Total	**751.61**	**224.66**	**11.10**	**68.59**

19.1

Unbilled revenue to related party (Refer note 56)	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Roserve Enviro Private Limited	-	0.04	5.04	12.00

19.2 Movement in contract assets is as follows:

Unbilled revenue to related party	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Balance at the beginning of the period / year	224.66	11.10	68.59	48.28
Add: Additions / (Completed) during the period / year	526.95	213.56	(57.49)	20.31
Balance at the end of the period / year	**751.61**	**224.66**	**11.10**	**68.59**

20 Other current assets

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
(Unsecured, considered good unless otherwise stated)				
Balances with Government authorities	107.37	107.97	39.67	18.45
Prepaid expenses	19.12	19.10	28.52	23.33
Advances for supply of goods and services:				
- Related party	31.40	27.47	25.09	35.75
- To others - considered good	421.74	300.87	201.32	149.56
- To others - significant increase in credit risk	9.50	7.86	9.22	5.49
Less: Allowance for doubtful advances (Refer note 20.1)	(9.50)	(7.86)	(9.22)	(5.49)
	453.14	**328.34**	**226.41**	**185.31**
Share issue expenses recoverable*	34.25	-	-	8.98
Advance to employees	4.43	5.33	4.15	3.77
Total	**618.31**	**460.74**	**298.75**	**239.84**

* Note - Share issue expense recoverable of Rs. 34.25 millions (31st March 2024 Rs. Nil; 31st March 2023 Nil; 31st March 2022 Rs. 8.98 million) are incurred towards the Initial Public Offer. The expenses incurred during the period ended 31st August 2024, would be reimbursed to the Company by the selling shareholders, in the proportion of the number of shares agreed to be sold by them during the proposed Initial Public Offer.

20.1 Movement in allowance for doubtful advances are as follows:

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Balance at the beginning of the period / year	7.86	9.22	5.49	0.17
Add: Provided / (reversal) during the period / year	1.64	(1.36)	3.73	8.84
Less: Utilization/(reversal) during the period / year	-	-	-	(3.52)
Balance at the end of the period / year	**9.50**	**7.86**	**9.22**	**5.49**

Notes to the Restated Consolidated Financial Information
(Amount in million, unless otherwise stated)

21 Equity share capital

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Authorised share capital				
Equity Shares				
Face value (Refer note 21.11)	5.00	5.00	5.00	100.00
No. of shares	4,00,00,000	4,00,00,000	4,00,00,000	50,000
Amount	200.00	200.00	200.00	5.00
Total	**200.00**	**200.00**	**200.00**	**5.00**
Issued, subscribed and paid-up share capital				
Equity Shares				
Face value (Refer note 21.11)	5.00	5.00	5.00	100.00
No. of shares	1,81,99,800	1,81,99,800	1,81,99,800	42,556
Amount	91.00	91.00	91.00	3.08
Add: Reclassified from Financial Liabilty (Refer note 21.13)	-	-	-	1.18
Total	**91.00**	**91.00**	**91.00**	**4.26**

21.1 Equity share capital as per Companies Act, 2013

Fully paid equity shares, which have a par value of Rs. 5 carry one vote per share and carry a right to dividend (Refer Note 21.12).

21.2 Rights, preferences and restrictions attached to equity shares

The company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the company's residual assets. The equity shares are entitled to receive dividend as declared from time to time subject to payment of dividend to preference shareholders. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

On winding up of the company, the holders of equity shares will be entitled to receive the residual assets of the company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

21.3 Fully paid equity shares under Companies Act, 2013

Particulars	Number of shares	Share capital (Amount)
Balance at 1st April, 2021	**42,556**	**4.26**
Changes in share capital during the year	-	-
Balance at 31st March, 2022	**42,556**	**4.26**
Split of equity shares from Rs 100 per share to Rs 5 per share (Refer note 21.11)	8,51,120	4.26
Addition on account of bonus issue in the ratio of 17:1 (Refer note 21.12(b))	1,44,69,040	72.34
Conversion of CCPS (Refer note 21.8)	28,79,640	14.40
Balance at 31st March, 2023	**1,81,99,800**	**91.00**
Changes in share capital during the year	**-**	**-**
Balance at 31st March, 2024	**1,81,99,800**	**91.00**
Changes in share capital during the period	**-**	**-**
Balance at 31st August 2024	**1,81,99,800**	**91.00**

21.4 Details of shareholders holding more than 5 % shares

Particulars	Details	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Mrs Pushpa Goel	Number of Shares	16,63,560.00	16,63,560	16,63,560	12,600
	Shareholding percentage	9.14%	9.14%	9.14%	29.61%
Mr. Prayas Goel	Number of Shares	50,88,960.00	50,88,960	50,88,960	7,530
	Shareholding percentage	27.96%	27.96%	27.96%	17.69%
Mr. Prerak Goel	Number of Shares	32,03,280.00	32,03,280	32,03,280	7,525
	Shareholding percentage	17.60%	17.60%	17.60%	17.68%
AFHoldings, Mauritius (Body Corporate)	Number of Shares	71,10,000	71,10,000	71,10,000	11,751
	Shareholding percentage	39.07%	39.07%	39.07%	27.61%

21.5 Details of Promoter Shareholding in the group

Name of the promoter	Details	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Mr. Prayas Goel	Number of Shares	50,88,960	50,88,960	50,88,960	7,530
	Shareholding percentage	27.96%	27.96%	27.96%	17.69%
	Percentage change during the period / year	0.00%	0.00%	10.27%	-
Mr. Prerak Goel	Number of Shares	32,03,280	32,03,280	32,03,280	7,525
	Shareholding percentage	17.60%	17.60%	17.60%	17.68%
	Percentage change during the period / year	0.00%	0.00%	(-0.08%)	-

(Amount in million, unless otherwise stated)

21.6 Preference Share Capital as per Companies Act, 2013

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Authorized Share Capital				
0.001% compulsorily convertible non-cumulative preference shares				
Face value (in Rs) (Refer note 21.11)	1,000.00	1,000.00	1,000.00	1,000.00
No. of shares	2,25,000	2,25,000	2,25,000	4,20,000
Amount	225.00	225.00	225.00	420.00
Issued, subscribed and paid-up Share Capital				
0.001% compulsorily convertible non-cumulative preference shares				
Face value (in Rs) (Refer note 21.11)	-	-	1,000.00	1,000.00
No. of shares	-	-	7,999	7,999
Amount	-	-	8.00	8.00
Less: 0.001% compulsorily convertible non-cumulative preference shares converted	-	-	(8.00)	-
Total	**-**	**-**	**-**	**8.00**

21.7 Reconciliation of Instruments entirely of equity nature outstanding at the beginning and at the end of the period / year

Particulars	Number of shares	Share capital (Amount)
Balance at 1st April, 2021	**-**	**-**
Add - Reclassified from financial liability (Refer note 21.13)	7,999.00	8.00
Balance at 31st March, 2022	**7,999.00**	**8.00**
Balance at 1st April, 2022	**7,999.00**	**8.00**
(Less) - Changes in share capital during the year due to conversion	(7,999.00)	(8.00)
Balance at 31st March, 2023	**-**	**-**
Balance as at 1st April, 2023	**-**	**-**
Changes in share capital during the year	-	-
Balance at 31st March, 2024	-	-
Balance as at 1st April, 2024	**-**	**-**
Changes in share capital during the period	-	-
Balance at 31st August, 2024	-	-

21.8 Rights, preferences and restrictions attached to preference shares

0.001% compulsorily convertible non-cumulative preference shares

The Company has series A, A1 and A2 0.001% non cumulative convertible preference shares (Rs.1000/- each) having a term of 20 periods.The preference shares holders has right to convert their shares into equity shares at conversion ratio of 1:1 and as per the terms of agreement.The non cumulative preference shares shall rank senior to equity shares and all other preference shares at all times and in all events. The preference shares are entitled to receive dividend @ 0.001% as declared from time to time. The voting rights of a preference shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up preference capital of the company. 7999 Series A, A1 and A2 0.001% non cumulative convertible preference shares (Rs.1000/- each) are converted into 28,79,640 ordinary equity shares.

21.9 Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Particulars	Details	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
AF Holdings, Mauritus	Number of Shares	-	-	-	7,999
	Shareholding percentage	0.00%	0.00%	0.00%	100.00%

21.10 Approval of Concord Enviro System Employee Stock Option Plan 2022

The Company has, vide Shareholders' approval dated 22nd June,2022, introduced, implemented "Concord Enviro System Employee Stock Option Plan 2022" ("ESOP 2022") and approved the plan authorizing the committee to grant not exceeding 20,600 (twenty thousand six hundred only) options ("option pool") to the eligible employee in one or more tranches, from time to time which in aggregate shall be exercisable into not more than 20,600 (twenty thousand six hundred only) shares with each such option conferring a right upon the employee to apply for one share in the company in accordance with the terms and conditions as may be decided under the plan.

21.11 Change in Authorised Capital and Sub-division of equity shares during the year ended 31st March 2023

The Shareholders in their extra-ordinary general meeting dated 25th May, 2022 approved sub-division of each authorised and issued equity shares of face value Rs. 100 into twenty equity shares of face value of Rs. 5 each.
The Authorised Share Capital of the Company is changed to Rs. 425 million divided into 4,00,00,000 Equity Shares of Rs. 5 each and 2,25,000 Preference shares of Rs. 1000 each.

21.12 For the period of five years immediately preceding the date as at which the Balance Sheet is prepared :

(a)Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash: NIL

(b) Aggregate number and class of shares allotted as fully paid up by way of bonus shares:

i. Pursuant to the approval of Board of Directors in its meeting held on November 09, 2022 and approval of the shareholders in the Extraordinary General Meeting held on November 09, 2022, the Company has approved issuance of bonus shares of face value of equity shares of Rs. 5 in the ratio of 17 equity share having face value of Rs. 5 for every equity share of Rs. 5. As a result the number of equity share of the Company has increased from 8,51,120 to 1,53,20,160.

ii. Pursuant to the approval of Board of Directors in its meeting held on dated November 10, 2022 and approval of the shareholders in the Extraordinary General Meeting held on dated November 10, 2022, the Company has approved conversion of 7,999 compulsory convertible preference shares of face value Rs. 1000 to 28,79,640 equity shares of face value Rs. 5. As a result the number of equity share of the Company has increased from 1,53,20,160 to 1,81,99,800.

(c)Aggregate number and class of shares bought back: NIL

(Amount in million, unless otherwise stated)

21.13 As per the agreement among the shareholders and the Company (‘SHA’) read with subsequent amendments thereon, the Company was to initiate and successfully consummate Qualified Initial Public Offer (QIPO) by 6th February, 2020. In case the Company fails to consummate the QIPO with in the QIPO period, the investors (AF Holdings, Mauritius) shall have the right to call upon the Company to convert all equity securities (including Non-Cumulative Convertible Preference Shares) held by it into equity shares and then subject to applicable law, complete the buy back by the Company and/ or purchase by promoters the equity shares held by them at a price which is higher of (i) fair market value of the investor share or (ii) 2 times the aggregate of investment amount including of any cash/accrual payments of interest or coupons already paid, on an INR basis (‘buyback price’).

Since the Company has an obligation to buy back the aforesaid equity securities, in case of non-consummation of QIPO within the QIPO period, which is not in the control of the Company, in accordance with Ind AS 32 ‘Financial Instruments: Presentation’, equity shares and Non-Cumulative Convertible Preference Shares held by the investors have been classified as financial liability (Borrowings). Further, the securities premium and retained earnings has also been classified as financial liability (Borrowings) to the extent of buy back price.

Effective 1st April 2021, pursuant to the amenedment in agreement among the shareholders and the Company, the clause for buy back is deleted in its entirety and hence, the equity sahre capital, Non-Cumulative Convertible Preference Shares, securities premium and retained earnings have been reclassified from financial liability (Borrowings) into Equity.

22 Other equity

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Securities premium reserve				
Opening Balance	834.29	834.29	913.03	-
Add: Conversion of preference shares to equity	-	-	(6.40)	-
Add: Reclassified from financial liability (Refer Note 21.13)	-	-	-	913.03
Add/(less)- Issue of Bonus Shares	-	-	(72.34)	-
Closing balance	**834.29**	**834.29**	**834.29**	**913.03**
Capital reserve on consolidation				
Opening balance	17.35	17.35	17.35	17.35
Add: Movement during the period / year	-	-	-	-
Closing balance	**17.35**	**17.35**	**17.35**	**17.35**
General Reserve				
Opening Balance	11.22	11.22	11.22	11.22
Add: Movement during the period / year	-	-	-	-
Closing balance	**11.22**	**11.22**	**11.22**	**11.22**
Capital redemption reserve				
Opening balance	32.50	32.50	-	-
Add: Transfer from retained earnings on account of redemption of preference shares	-	-	32.50	-
Closing balance	**32.50**	**32.50**	**32.50**	**-**
Retained earnings				
Opening Balance	2,105.39	1,691.00	1,669.60	(172.97)
Add: Profit for the period / year	5.16	414.39	54.87	164.77
Add: Reclassified from financial liability (Refer Note 21.13)	-	-	-	1,677.80
(Less): Deemed distribution	-	-	(0.97)	-
(Less): Transfer to capital redemption reserve account on account redemption of preference shares	-	-	(32.50)	-
Closing balance	**2,110.55**	**2,105.39**	**1,691.00**	**1,669.60**
Financial instrument classified as equity				
0.001% compulsorily convertible non cumulative preference shares				
Opening Balance	-	-	8.00	-
Add: Reclassified from financial liability (Refer Note 21.13)	-	-	-	8.00
Reclassification of Preference shares	-	-	(8.00)	-
Closing Balance	**-**	**-**	**-**	**8.00**
Other comprehensive income				
Foreign currency translation reserve				
Opening Balance	148.13	139.86	62.66	34.31
Add: Arising during the period / year	(16.14)	8.27	77.20	28.35
Closing balance	**131.99**	**148.13**	**139.86**	**62.66**
Remeasurement benefits				
Opening Balance	(14.34)	(7.61)	(0.67)	0.01
Remeasurement gain/ (loss) for the period / year	(0.09)	(6.73)	(6.94)	(0.68)
Closing balance	**(14.43)**	**(14.34)**	**(7.61)**	**(0.67)**
Total	**3,123.47**	**3,134.54**	**2,718.61**	**2,681.19**

Notes to the Restated Consolidated Financial Information
(Amount in million, unless otherwise stated)

22.1 Nature and Purpose of Reserve

Name of Reserve	Nature and Purpose of Reserve
Securities premium reserve	Securities premium is used to record the premium on issue of shares. The reserve is utilized in accordance with the provisions of the Companies Act, 2013.
Capital reserve on consolidation	This reserve is pertaining to business combinations in consolidated financials of subsidiary.
General Reserve	General reserve represents portion of profits mandatorily transferred to it before declaring dividend pursuant to the provisions of Companies Act, 1956. Such mandatory transfer is not required under the Companies Act, 2013.
Capital redemption reserve	Capital redemption reserve has been created on account of redemption of preference shares out of the profits, A sum equal to the nominal amount of the preference shares redeemed has been transferred from retained earnings to the Capital redemption reserve under Companies Act, 2013. Such reserve can be utilised only for the purposes specified under Companies Act, 2013
Retained Earnings	Retained earnings are the profits that the Group has earned till date, less any transfers to general reserve if any, dividend or other distributions paid to shareholders.
0.001% compulsorily convertible non cumulative preference shares	0.001% compulsorily convertible non cumulative preference shares issued by the Group are classified separately as financial liabilities or equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.
Foreign currency translation reserve	The exchange differences arising from the translation of financial statements of foreign operations with functional currency other than Indian Rupee is recognised in other comprehensive income and is presented within equity in the foreign currency translation reserve
Remeasurement benefits	This reserve contains cumulative gains and losses on remeasurement of post-employment defined benefits obligations.

23 Borrowings

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Non-current borrowings				
Secured				
Term loans				
- From banks (Refer note 23.1 and 23.2)	65.10	4.05	4.34	5.57
- From financial institutions (Refer note 23.1 and 23.2)	167.78	224.15	326.64	405.78
Total	**232.88**	**228.20**	**330.98**	**411.35**

23.1 Breakup of secured term loans from bank and financial institutions

Particular	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Bank				
HDFC Bank (Refer Note 23.2(a) and note 23.3)	3.36	3.70	2.12	3.58
ICICI Bank (Refer Note 23.2(b) and note 23.3)	5.59	3.36	6.36	5.57
Bank of India (Refer Note 23.2(c)and note 23.3)	-	-	-	4.98
National Bank of Fijariah (Refer Note 22.2(e))	59.00	-	-	-
Sub-total	**67.95**	**7.06**	**8.48**	**14.13**
Financial Institution				
Aditya Birla Finance Limited (Refer Note 23.2(d)) and note 23.3)	25.41	31.26	44.14	56.12
Toyota Financial Services India Limited (Refer Note 23.2(e))	8.68	9.36	-	-
Global Climate Partnership Fund SA (Refer Note 23.2(f))	251.48	299.75	393.97	452.69
Sub-total	**285.57**	**340.37**	**438.11**	**508.81**
Total	**353.52**	**347.43**	**446.59**	**522.94**
Presented as				
Long term loans (Note 23)	232.88	228.20	330.98	411.35
Current maturities of long term borrowing (Note 28)	120.64	119.23	115.61	111.59
Total	**353.52**	**347.43**	**446.59**	**522.94**

23.2 Terms and conditions:

(a) Loan from HDFC Bank

(i) Pertains to vehicle loan taken during FY 2017-18 which carries interest rate of 8.40% per annum. It is repayable in 60 equal monthly instalments of Rs. 0.02 million each commencing from 5th October, 2017. The term loan is secured by hypothecation of vehicle acquired under the loan. It has been repaid on 5th September, 2022.

(ii) Pertains to vehicle loan taken during FY 2018-19 which carries interest rate of 8.85% per annum. It is repayable in 60 equal monthly instalments of Rs. 0.05 million each commencing from 7th January, 2019. The term loan is secured by hypothecation of vehicle acquired under the loan. It has been repaid on 7th December, 2023.

(iii) Pertains to vehicle loan taken during FY 2018-19 which carries interest rate of 8.85% per annum. It is repayable in 60 equal monthly instalments of Rs. 0.05 million each commencing from 7th January, 2019. The term loan is secured by hypothecation of vehicle acquired under the loan. It has been repaid on 7th December, 2023.

(iv) Pertains to vehicle loan taken during FY 2022-23 which carries interest rate of 10% per annum. It is repayable in 60 equal monthly instalments of Rs. 0.03 million each commencing from 5th April, 2022. The term loan is secured by hypothecation of vehicle acquired under the loan.

(v) Pertains to vehicle loan taken during FY 2023-24 which carries interest rate of 9% per annum. It is repayable in 60 equal monthly instalments of Rs. 0.06 million each commencing from 16th September, 2023. The term loan is secured by hypothecation of vehicle acquired under the loan.

(b) Loan from ICICI Bank

(i) Pertains to vehicle loan taken during FY 2017-18 which carries interest rate of 8.40% per annum. It is repayable in 60 equal monthly instalments of Rs. 0.03 million each commencing from 5th August, 2017. The term loan is secured by hypothecation of vehicle acquired under the loan. It has been repaid on 05th October, 2022.

(ii) Pertains to vehicle loan taken during FY 2019-20 which carries interest rate of 8.90% per annum. It is repayable in 60 equal monthly instalments of Rs. 0.18 million each commencing from 10th October, 2019. The term loan is secured by hypothecation of equipment acquired under the loan.

(iii) Pertains to vehicle loan taken during FY 2020-21 which carries interest rate of 8.00% per annum. It is repayable in 60 equal monthly instalments of Rs. 0.02 million each commencing from 5th November, 2020. The term loan is secured by hypothecation of equipment acquired under the loan.

(iv) Pertains to vehicle loan taken during FY 2022-23 which carries interest rate of 7.50% per annum. It is repayable in 39 equal monthly instalments of Rs. 0.04 million each commencing from 5th June, 2022. The term loan is secured by hypothecation of vehicle acquired under the loan.

(v) Pertains to vehicle loan taken during FY 2022-23 which carries interest rate of 8.10% per annum. It is repayable in 48 equal monthly instalments of Rs. 0.05 million each commencing from 5th September, 2022. The term loan is secured by hypothecation of vehicle acquired under the loan.

(vi) Pertains to vehicle loan taken during FY 2024-25 which carries interest rate of 9.50% per annum. It is repayable in 60 equal monthly instalments of Rs. 0.04 millions each commencing from 5th June, 2024. The term loan is secured by hypothecation of vehicle acquired under the loan.

(vii) Pertains to vehicle loan taken during FY 2024-25 which carries interest rate of 9.50% per annum. It is repayable in 60 equal monthly instalments of Rs. 0.04 millions each commencing from 5th June, 2024. The term loan is secured by hypothecation of vehicle acquired under the loan.

(Amount in million, unless otherwise stated)

(c) Loan from Bank of India

The group has taken a loan from Bank of India of Rs. 23.5 million under COVID Emergency Support Scheme 2020. (CESS-2020) of Government of India. It is repayable in 6 equal monthly instalments of Rs. 0.59 million, 11 equal monthly instalments of Rs. 1.66 million and one monthly instalment of Rs. 1.66 million with first installment commencing from January 31, 2021 which carries interest rate of 7.35%. The loan is secured by first pari passu charge on the current assets and office furniture of the Company and equitable mortgage on office premises, factory land, building and plant and machinery. The loan has been repaid on 28th June 2022.

(d) Loan from Aditya Birla Finance Limited

The Company has taken a loan from Aditya Birla Finance Limited of Rs. 69.10 million during the financial year 2020-21. It is repayable in 62 equal monthly instalments of Rs. 1.49 million commencing from 1st February, 2021 which carries floating interest rate of 13.35% per annum. The loan is secured by specific charge on the retention money of Rs. 88.74 million from specific parties. 80% of the retention money received or realised from the specific parties shall be utilsed for the repayment of the loan. The loan is also secured by collateral security of Aditya Birla Sun Life Money Manager Fund - Growth-Regular Plan with extent to Rs. 4.50 million

(e) Loan from Toyota Financial Services India Limited

Pertains to vehicle loan taken during FY 2023-24 which carries interest rate of 8.40% per annum. It is repayable in 60 equal monthly instalments of Rs. 0.20 million each commencing from 2nd January, 2024. The term loan is secured by hypothecation of vehicle acquired under the loan.

(f) Loan from Global Climate Partnership Fund SA

The above mentioned facility is repayable by 15 December, 2026. The interest rate of the loan is 6.25% per annum. 'The above facilities are secured by the following:
- Not to sell, transfer, grant, lease, lend assign or otherwise dispose of or deal with any of the secured assets kept in its premises located in SAIF Zone:

(i) Not to create or permit to subsist any security on the whole or any part of the secured assets or, the assets kept at its premises located in SAIF Zone.

(ii) Not to sell, transfer, grant, lease, lend assign or otherwise dispose of or deal with any of the secured assets kept in its premises located in SAIF Zone except in the ordinary course of business with prior written consent of the lender or permitted under the finance documents;

(iii) To take all reasonable and practicable steps to preserve and enforce its rights and remedies under or in respect of the secured assets and in the case of Concord Enviro FZE , the assets kept at its premises located in SAIF Zone.

(iv) Without prior consent of the Global Climate Partnership Fund S.A., SICAV-SIF any interest in the share capital of the Blue Waters Trading and Treatment FZE should not be disposed off.

(v) Concord Enviro FZE and Blue Waters Trading and Treatment FZE should always ensure that the collateralisation rate is at all times at least 130%.

(vi) Concord Enviro FZE and Blue Waters Trading and Treatment FZE as applicable shall grant security over any assets purchased with the proceeds of a disbursment by no later than six months of the relevant disbursement date. Any such security shall be in a form satisfactory of the lender securing the secured obligations.

(g) Loan from National Bank of Fujairah

The Company has secured a term loan of AED 4.8 million from the National Bank of Fujairah (INR equivalent as on 31st August, 2024: 109.64 millions) withdrawing AED 2.58 million (INR equivalent as on 31st August, 2024: 59 millions) in two tranches by 31st August, 2024. The loan, with a 6% floating interest rate, will be repaid in 36 equal monthly instalments starting 3 months after the final drawdown. A 3-month moratorium is available until December 31, 2024. The loan is secured by a chattel mortgage on the equipment.

23.3 These secured loans from banks and financial institutions are covered by personal guarantee of the Managing Director and Executive Director of the group.

24 Lease liabilities (non-current)

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Lease liabilities	22.79	22.02	265.18	330.83
Total	**22.79**	**22.02**	**265.18**	**330.83**

24.1 The Company has entered into agreements for taking on lease the plant & machineries and offices on lease and license basis. The lease term is for a period of 1 yr to 6 years, on fixed rental basis with escalation clauses in the lease agreement. The carrying value of right-of-use assets is as under

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Carrying value of right-of-use assets at the period / year end (Refer Note 5)	150.47	146.73	438.69	498.61

24.2 Impact on statement of profit and loss

a)

Particulars	Period ended 31st August, 2024	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
Interest on lease liabilities	2.63	27.35	61.75	74.04
Depreciation on right of use assets	10.33	80.32	127.28	134.94
Expenses relating to short-term leases	74.93	70.63	32.55	22.89
Expenses relating to leases of low value assets	1.79	48.96	3.10	2.60
Gain on derecognition of leases	-	45.79	0.02	5.32

Notes to the Restated Consolidated Financial Information
(Amount in million, unless otherwise stated)

24.3 Movement of lease liabilities

Particular	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Opening Balance	**54.30**	**394.07**	**456.69**	**573.71**
Additions during the period / year	13.50	9.08	55.03	47.40
Finance cost accrued during the period / year	2.63	27.35	61.75	74.04
Payment of lease liabilities during the period / year	(15.32)	(109.81)	(195.06)	(198.47)
Deletions during the period / year	-	(268.72)	(0.10)	(45.43)
Translation Reserve	0.01	2.33	15.76	5.44
Closing Balance	**55.12**	**54.30**	**394.07**	**456.69**

24.4 Lease liabilities included in the Balance Sheet

Particular	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Current	32.33	32.28	128.89	125.86
Non-Current	22.79	22.02	265.18	330.83

24.5 Amount recognised in the statement of cash flow

Particulars	Period ended 31st August, 2024	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
Payment of lease liabilities during the period / year	12.69	82.46	133.31	124.43
Finance cost paid during the period / year	2.63	27.35	61.75	74.04

25 Other financial liabilities - non-current

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Fair value of of financial guarantee contracts*	2.51	2.02	3.54	1.99
Derivatives classified at fair value through profit or loss - Contract to purchase JV equity instruments (Refer Note 49 (B))	19.60	18.00	-	-
Total	**22.11**	**20.02**	**3.54**	**1.99**

* Financial guarantee contracts has been issued in the favour of joint venture.

26 Provisions - non-current

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Provision for employee benefits				
- Provision for gratuity (Refer note 52(ii) (b))	67.33	64.68	50.15	35.07
- Provision for leave benefit (Refer note 52(ii) (a))	12.59	13.00	10.19	9.74
Total	**79.92**	**77.68**	**60.34**	**44.81**

27 Other non-current liabilities

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Deferred income liability on finance lease	-	-	0.60	1.47
Other liabilities	15.23	14.53	-	-
Total	**15.23**	**14.53**	**0.60**	**1.47**

28 Borrowings - Current

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Secured				
From bank, repayable on demand				
- Cash credit facility (Refer note 28.1 (a), 28.1 (b) and 28.2)	472.77	301.68	216.24	232.50
- Buyer's Credit (Refer note 28.1(a) and 28.1(d))	50.23	31.49	34.32	34.70
-Trust receipts-National Bank of Fujairah (Refer note 28.1(h))	304.54	237.23	150.38	90.29
- Working capital Demand Loan (Refer note 28.1 (a), 28.1 (c), 28.1 (h) and 28.3)	409.62	463.07	375.95	301.28
- Vehicle loan (Refer note 28.1(h))		-	-	0.40
Purchase finance (Refer note 28.1 (e), 28.1 (f) and 28.1 (g))	0.82	67.71	5.05	-
Current maturities of long term borrowings (Refer note 23.1 and 23.2)	120.64	119.23	115.61	111.59
Loan from related party (Refer note 56)				
- Loan from AFHolding, Mauritus (Refer note 28.1 (i) and 28.3)	83.83	83.26	82.08	75.45
Total	**1,442.45**	**1,303.67**	**979.63**	**846.21**

28.1 Terms and conditions of loans from banks and financial institution:

(a) Secured by first pari passu charge on the current assets and office furniture of the Company and equitable mortgage on factory land, building and plant and machinery of the company.
The said facilities are also secured by first pari passu charge by way of equitable mortgage on office premise owned by Concord Shipping Private Limited.
The facilities are also secured by corporate guarantee from Concord Enviro Systems Limited and Concord Shipping Private Limited and personal guarantee of Mr. Prayas Goel and Mr. Prerak Goel.

(b) Cash credit facilities from banks carry interest ranging between 10.20% to 11.45% p.a., computed on a monthly basis on the actual amount utilised, and are repayable on demand.

(c) **Working capital Demand Loan**

(i) Working capital demand loan (WCDL) from banks carry interest ranging between 9.25% to 9.90% p.a.

(a) Secured WCDL from IndusInd Bank of Rs. 151 millions, from IDFC First Bank of Rs. 60 millions and from SCB Bank of Rs. 40 millions secured by current assets, fixed assets, both present and future, are repayable within next 90 days from the date of drawdon / renewal.

(b) Foreign currency WCDL from Standard Chartered Bank of USD 1.33 millions (equivalent Rs. 111.48 millions) secured by current assets, fixed assets, both present and future, are repayable within next 180 days from the date of drawdon / renewal.

(ii) The group has taken a foreign currency working capital demand loan from IDFC first Bank of USD 0.54 million (equivalent Rs. 40 million) on 21th January, 2022 which carries interest rate 3.50% and has been repaid on 20th July, 2022.

(iii) The group has taken a foreign currency working capital demand loan from IDFC first Bank of USD 0.53 million (equivalent Rs. 40 million) on 28th January, 2022 which carries interest rate 3.60% and has been repaid on 27 July, 2022.

(iv) The group has taken a working capital demand loan from IndusInd Bank of Rs. 45 million on 10th February, 2022 which carries interest rate 8.30% and has been repaid on 9 August, 2022.

(v) The group has taken a working capital demand loan from IndusInd Bank of Rs. 25 million on 16th February, 2022 which carries interest rate 8.10% and has been repaid on 12th August, 2022.

(vi) The group has taken a foreign currency working capital demand loan from Standard Chartered Bank of USD 0.67 million (equivalent Rs. 50.61 million) on 23rd March, 2022 which carries interest rate 2.24% and has been repaid on 19th August, 2022.

(vii) The group has taken a foreign currency working capital demand loan from Standard Chartered Bank of USD 0.67 million (equivalent Rs. 50.66 million) on 28th March, 2022 which carries interest rate 2.30% and has been repaid on 25th August, 2022.

(viii) The group has taken a working capital demand loan from IndusInd Bank of Rs. 50 million on 24 March, 2022 which carries interest rate 7.95% and has been repaid on 21st September, 2022.

(ix) The group has taken a foreign currency working capital demand loan from Standard Chartered Bank of USD 0.62 million (equivalent Rs. 50.21 million) on 27th January, 2023 which carries interest rate 5.77% and is repayable on 26th June, 2023.

(x) The group has taken a foreign currency working capital demand loan from Standard Chartered Bank of USD 0.35 million (equivalent Rs. 28.32 million) on 30th January, 2023 which carries interest rate 5.82% and is repayable on 28th July, 2023.

(xi) The group has taken a working capital demand loan from Bank of India of Rs. 50 million on 28th February, 2023 which carries interest rate 9.70% and is repayable on 22nd August, 2023.

(xii) The group has taken a working capital demand loan from IDFC Bank of Rs. 11 million on 23rd January, 2023 which carries interest rate 10.40% and is repayable on 22nd July, 2023.

(xiii) The group has taken a working capital demand loan from IDFC Bank of Rs. 40 million on 23rd January, 2023 which carries interest rate 10.40% and is repayable on 22nd July, 2023.

(xiv) The group has taken a working capital demand loan from IDFC Bank of Rs. 40 million on 25th January, 2023 which carries interest rate 10.40% and is repayable on 24th July, 2023.

(xv) The group has taken a working capital demand loan from IndusInd Bank of Rs. 20 million on 28th January, 2023 which carries interest rate 10% and is repayable on 27th July, 2023.

(xvi) The group has taken a working capital demand loan from IndusInd Bank of Rs. 45 million on 06th February, 2023 which carries interest rate 10% and is repayable on 05th August, 2023.

(xvii) The group has taken a working capital demand loan from IndusInd Bank of Rs. 25 million on 13th February, 2023 which carries interest rate 10% and is repayable on 12th August, 2023.

(xviii) The group has taken a working capital demand loan from IndusInd Bank of Rs. 50 million on 31st December, 2022 which carries interest rate 10% and is repayable on 28th June, 2023.

(xix) The group has taken a working capital demand loan from IndusInd Bank of Rs. 15 million on 28th January, 2023 which carries interest rate 10% and is repayable on 27th July, 2023.

(xx) Secured WCDL from IndusInd Bank of Rs. 201 million and from IDFC First Bank of Rs. 80 million secured by current assets, fixed assets, both present and future, are repayable within next 90 days from the date of drawdon / renewal.

(xxi) Foreign currency WCDL from Standard Chartered Bank of USD 1.93 million (equivalent Rs. 161.25 million) secured by current assets, fixed assets, both present and future, are repayable within next 180 days from the date of drawdon / renewal.

(d) Buyer's credit facilities from banks carry interest rate at applicable USD LIBOR plus margin (rates are specified at the time of offer). Principal amount alongwith interest are payable on the date of maturity.

(e) **Purchase financing from Oxyzo Financial Services Private Limited**

Purchase financing facility from Oxyzo Financial Services Private Limited was taken during the year 2022-23 which carries interest rate at applicable HDFC MCLR plus margin @ 6.25%.per annum. The facility was secured by corporate gurantee from Concord Enviro Systems Limited and personal guarantee of Mr. Prayas Goel and Mr. Prerak Goel. It has been repaid on 05th July, 2024.

(f) **Purchase financing from Aditya Birla Finance Limited**

Purchase financing facility from Aditya Birla Finance Limited was taken during the year 2023-24 which carries interest rate at applicable STRR of ABFL minus margin @ 6.75%.per annum. The facility was secured by lien on Aditya Birla Sun Life Nifty SDL Apr 2027 Index Fund with extent to Rs. 7.50 million and personal guarantee of Mr. Prayas Goel and Mr. Prerak Goel. It has been repaid on 22nd August, 2024.

(Amount in million, unless otherwise stated)

(g) Purchase financing from Siemens Financial Services Private Limited

(i) The Company has taken facility from Siemens Financial Services Private Limited of Rs.4.26 million during the financial year 2023-24. It is repayable in 9 equal monthly instalments of Rs. 0.50 million commencing from 22nd January, 2024 which carries interest rate of 12.25% per annum.

(ii) The Company has taken facility from Siemens Financial Services Private Limited of Rs. 1.42 million during the financial year 2023-24. It is repayable in 9 equal monthly instalments of Rs. 0.17 million commencing from 29th February, 2024 which carries interest rate of 12.25% per annum.

(h) Vehicle loan and working capital loan (overdraft) from National Bank of Fujairah, Sharjah is secured by the following:

(i) Joint and several personal guarantees of Mr. Prerak Goel and Mr. Ashish Singal (the "Guarantors").

(ii) Cross Corporate Guarantees between Ms Blue Water Trading & Treatment FZE and M/s Concord Enivro FZE, SAIF Zone, Sharjah, UAE (the "Guarantors").

(iii) Pledge over Fixed deposit of AED 2.37 millions (INR equivalent as on 31st August, 2024: 54.13 millions) in the name of Blue Water Trading & Treatment FZE, in favour of National Bank of Fujairah, Sharjah.

(iv) Settlement cheque covering total facility amount (less fixed deposit under pledge) drawn on National Bank of Fujairah PJSC, in favour of bank.

(v) Assignment of insurance policy covering stock of AED 14.50 million (Rs equivalent as on 31st March, 2024: 328.98 million) in favour of National Bank of Fujairah.

(i) The loan of USD 3 million taken in financial year 2017-18 from AFHolding, Mauritius (closing balance as on March 31, 2024 is USD 1 million) carries interest rate 8% (subject to an upper cap of 8% per annum) is repayable on demand.

28.2 The cash credit facility is secured against hypothecation of stock and book debts and bill discounting facility is secured against hypothecation of Book Debts.

28.3 These secured loans are covered by personal guarantee of the Managing Director and Whole time Director of the group.

29 Lease liabilities - current

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Lease liabilities (Refer note 24.4)	32.33	32.28	128.89	125.86
Total	**32.33**	**32.28**	**128.89**	**125.86**

30 Trade payables

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Outstanding dues of micro enterprises and small enterprises (Refer note 30.1)	185.33	183.92	63.54	63.19
Outstanding dues of creditors other than micro enterprises and small enterprises	801.15	972.77	804.09	674.55
Total	**986.48**	**1,156.69**	**867.63**	**737.74**

30.1 The amount due to Micro, Small and Medium Enterprises as defined in the Micro, Small and Medium Enterprises Development Act (MSMED Act), 2006 has been determined to the extent such parties have been identified on the basis of information collected by the management. The disclosure relating to Micro, Small and Medium Enterprises is as under:

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Dues remaining unpaid at the period / year end:				
(a) The principle amount remaining unpaid to supplier as at the end of the accounting period / year	248.17	287.41	84.48	83.95
(b) The interest thereon remaining unpaid to supplier as at the end of the accounting period / year	2.23	0.11	0.13	0.75
(c) Amount of interest due and payable for the period / year	-	-	-	-
(d) The amount of interest paid in terms of Section 16, along with the amount of payment made to the supplier beyond the appointed day during the year	0.11	0.13	0.75	0.15
(e) Amount of interest accrued and remaining unpaid at the end of the accounting period / year	2.23	0.11	0.13	0.75
(f) The amount of further interest due and payable even in the succeeding years, until such date when the interest due as above are actually paid	-	-	-	-

30.2 Trade payable analysis

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Micro enterprises and small enterprises				
Less than 1 year	185.25	183.92	59.93	59.43
1-2 years	0.07	-	0.33	3.10
2-3 years	-	-	3.28	0.57
More than 3 years	0.01	-	-	0.09
Sub Total	**185.33**	**183.92**	**63.54**	**63.19**
Others				
Less than 1 year	720.81	887.59	738.48	617.40
1-2 years	31.73	44.69	27.91	30.02
2-3 years	13.50	14.23	15.01	14.96
More than 3 years	35.11	26.26	22.69	12.17
Sub Total	**801.15**	**972.77**	**804.09**	**674.55**
Total	**986.48**	**1,156.69**	**867.63**	**737.74**

30.3 Disputed trade payables are Rs. Nil

30.4 Trade payables principally comprise amounts outstanding for operational activities. The average credit period taken is 90 days. For most suppliers, no interest is charged on the trade payables. The Company has financial risk management policies in place to ensure that all payables are paid within the pre - agreed terms.

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(Amount in million, unless otherwise stated)

31 Other current financial liabilities

Particulars	**As at 31st August, 2024**	**As at 31st March, 2024**	**As at 31st March, 2023**	**As at 31st March, 2022**
Security deposits from customers	4.13	0.32	0.32	3.91
Trade deposits received from suppliers	5.05	5.05	9.65	15.50
Interest accrued but not due	5.48	8.32	9.80	10.84
Financial liabilities at fair value through profit & loss (derivative)	-	-	-	0.49
Creditors for capital goods (other than Micro and small enterprises)	1.50	3.78	3.07	0.14
Fair value of Financial guarantee contracts	-	-	-	0.38
Total	**16.16**	**17.47**	**22.84**	**31.26**

32 Provision - current

Particulars	**As at 31st August, 2024**	**As at 31st March, 2024**	**As at 31st March, 2023**	**As at 31st March, 2022**
Provision for employee benefits				
- Provision for gratuity (Refer note 52(ii) (b))	18.75	16.26	12.88	11.01
- Provision for leave benefit (Refer note 52(ii) (a))	4.55	3.54	3.09	2.17
Other provisions				
- Provision against regulatory liability (Refer note 32.1 and note 32.2)	5.00	5.00	6.30	6.30
- Provision for CSR expenditure	0.50			
Total	**28.80**	**24.80**	**22.27**	**19.48**

32.1 The group has made the provision for the compounding fee payable amouting to Rs. 5.00 million based on the application filed u/s 441 of the Companies Act, 2013 for non-compliance with section 185 of Companies Act, 2013 for the financial year 2014-15 and 2015-16. Further Rs. 1.30 million pertains to compounding application fees under Income Tax Act, 1961.

32.2 Movement in the provision against regulatory liability:

Provision	**As at 31st August, 2024**	**As at 31st March, 2024**	**As at 31st March, 2023**	**As at 31st March, 2022**
Balance at the beginning of the period / year	5.00	6.30	6.30	5.00
Add: Provided during the period / year		-	-	1.30
Less: Utilisation during the period / year	-	(1.30)	-	-
Balance at the end of the period / year	**5.00**	**5.00**	**6.30**	**6.30**

33 Contract liabilities - current

Particulars	**As at 31st August, 2024**	**As at 31st March, 2024**	**As at 31st March, 2023**	**As at 31st March, 2022**
Advances received from customers (Refer note 33.1)	266.86	84.98	370.25	62.75
Total	**266.86**	**84.98**	**370.25**	**62.75**

33.1 Movement of contract liabilities

Particulars	**As at 31st August, 2024**	**As at 31st March, 2024**	**As at 31st March, 2023**	**As at 31st March, 2022**
Amounts included in contract liability as at the beginning of the period / year	84.98	370.25	62.75	74.50
Amount received (adjusted) / Performance obligation satisfied during the period / year	181.88	(285.27)	307.50	(11.75)
Amounts included in contract liability as at the end of the period / year	**266.86**	**84.98**	**370.25**	**62.75**

34 Current Tax Liabilities (Net)

Particulars	**As at 31st August, 2024**	**As at 31st March, 2024**	**As at 31st March, 2023**	**As at 31st March, 2022**
Provision for income tax (net of tax paid) (Refer note 34.1)	7.18	7.09	8.50	13.57
Total	**7.18**	**7.09**	**8.50**	**13.57**

34.1

Particulars	**As at 31st August, 2024**	**As at 31st March, 2024**	**As at 31st March, 2023**	**As at 31st March, 2022**
Provision for income tax	122.08	119.38	141.26	119.77
Less: Tax paid	(114.90)	(112.29)	(132.76)	(106.20)
Total	**7.18**	**7.09**	**8.50**	**13.57**

35 Other liabilities - current

Particulars	**As at 31st August, 2024**	**As at 31st March, 2024**	**As at 31st March, 2023**	**As at 31st March, 2022**
Deferred income liability on finance lease	0.29	0.60	0.87	1.24
Statutory dues payable	32.95	61.18	51.07	54.98
Total	**33.24**	**61.78**	**51.94**	**56.22**

Notes to the Restated Consolidated Financial Information
(Amount in million, unless otherwise stated)

36 Revenue from operations

Particulars	**Period ended 31st August, 2024**	**Year ended 31st March, 2024**	**Year ended 31st March, 2023**	**Year ended 31st March, 2022**
Sale of goods	1,388.74	3,281.02	2,168.80	2,306.67
Sale of Services	641.25	1,632.94	1,205.00	922.82
Lease rental income	21.15	33.79	36.82	42.00
Sub-total (A)	**2,051.14**	**4,947.75**	**3,410.62**	**3,271.49**
Other operating revenue				
Other operating revenue	10.57	20.84	21.57	22.17
Sub-total (B)	**10.57**	**20.84**	**21.57**	**22.17**
Total	**2,061.71**	**4,968.59**	**3,432.19**	**3,293.66**

36.1 Disclosure pursuant to Ind AS 115: Revenue from contract with customers

(a)

Disaggregated revenue	**Period ended 31st August, 2024**	**Year ended 31st March, 2024**	**Year ended 31st March, 2023**	**Year ended 31st March, 2022**
Revenue by geographical segment				
Within India	1,146.43	2,893.43	2,606.97	2,553.22
Outside India	915.28	2,075.16	825.22	740.44
Total	**2,061.71**	**4,968.59**	**3,432.19**	**3,293.66**

(b) Revenue from major customers with more than 10% of sales

Particulars	**Period ended 31st August, 2024**	**Year ended 31st March, 2024**	**Year ended 31st March, 2023**	**Year ended 31st March, 2022**
Number of customer (Nos)	1	1	1	1
Amount	786.30	1,851.67	449.70	192.20

(c) Contract Balances

Particulars	**Period ended 31st August, 2024**	**Year ended 31st March, 2024**	**Year ended 31st March, 2023**	**Year ended 31st March, 2022**
Trade receivable (Refer note 14)	1,178.04	1,713.60	1,058.68	1,284.98
Contract assets (Refer note 19)	751.61	224.66	11.10	68.59
Contract liabilities (Refer note 33)	(266.86)	(84.98)	(370.25)	(62.75)
Net contract balances	**1,662.79**	**1,853.28**	**699.53**	**1,290.82**

(d) Timing of revenue recognition

Particular	**Period ended 31st August, 2024**	**Year ended 31st March, 2024**	**Year ended 31st March, 2023**	**Year ended 31st March, 2022**
Goods or services transferred at a point in time	828.32	2,258.02	1,966.57	2,328.84
Goods or services transferred over the period of time	1,233.39	2,710.57	1,465.62	964.82
Total	**2,061.71**	**4,968.59**	**3,432.19**	**3,293.66**

(e) Unsatisfied performance obligations:

The aggregate amount of transaction price allocated to performance obligation that are unsatisfied as at the end of reporting period is Rs. 603.66 millions (31st March, 2024 Rs.375.96 million ; 31st March, 2023 Rs. 1842.00 million and 31st March, 2022 Nil). Management expects that about 100% of the transaction price allocated to unsatisfied contracts as of 31st August, 2024 will be recognized as revenue during next reporting period depending upon the progress of each contracts. The remaining amount is expected to be recognised in subsequent years.

(f) Reconciliation of contract price with revenue recognised during the period / year:

Particulars	**Period ended 31st August, 2024**	**Year ended 31st March, 2024**	**Year ended 31st March, 2023**	**Year ended 31st March, 2022**
Revenue as per contract price	2,029.99	4,913.96	3,373.80	3,229.49
Adjustments for:				
Payments on behalf of customer	-	-	-	-
Revenue from Operations	2,029.99	4,913.96	3,373.80	3,229.49

Notes to the Restated Consolidated Financial Information
(Amount in million, unless otherwise stated)

(g) Contracts assets and liabilities balance

Particulars	Period ended 31st August, 2024	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
Contracts in progress at the end of the reporting period:				
Contract cost incurred plus recognised profits less recognised loss to date	2,930.13	2,184.18	381.32	-
Less : Advanced received	(2,445.38)	(2,044.50)	(740.47)	(5.84)
	484.75	**139.68**	**(359.15)**	**(5.84)**
Recognised and included in the financial statements as amounts due :				
- from customers under contracts	751.61	224.66	11.10	68.59
- to customers under contracts	(266.86)	(84.98)	(370.25)	(62.75)
	484.75	**139.68**	**(359.15)**	**(5.84)**

(h) Performance Obligations

Information about the Group's performance obligations are summarised below:

1. Manufacturing and installation of RO plants [RO plants / High Pressure RO plants / Desalination RO plants].
2. Supply of spares required for maintaining RO plants as per the contract or purchase order.
3. Operation and Maintenance services (including supervision service), technical consultancy, design services and manpower mangementcservices as per the contract or purchase order.

37 Other income

Particulars	Period ended 31st August, 2024	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
(a) Interest income				
Financial instruments measured at amortised cost:				
- Fixed deposits with banks	1.88	8.43	1.81	2.93
- Others	1.14	16.47	7.68	7.81
Other interest income	0.02	0.27	1.09	0.21
(b) Dividend income				
Dividends received from equity investments designated as at FVTPL				
- Relating to investments in Subsidiaries held at the end of the reporting period / year	-	-	0.01	0.01
- Relating to investments held at the end of the reporting period / year	-	0.01	0.01	-
(c) Other gains and losses				
Amortisation of financial guarantee liability	0.51	1.51	0.86	0.90
Net profit on sale of property, plant and equipment	-	0.57	0.86	0.01
Liabilities written back to the extent no longer required	0.02	12.43	1.66	7.85
Duty drawback refund	4.26	4.09	1.22	3.47
Gain on derivatives classified at fair value through profit or loss	-	-	0.72	-
Gain on investment classified at fair value through profit or loss	0.44	0.72	0.29	-
Gain on derecognition of leases (Refer note 5.3)	-	45.79	0.02	5.32
Reversal of provision for doubtful debts	9.84	47.64	44.88	52.25
Miscellaneous income	0.42	8.90	11.67	1.28
Net gain on foreign exchange fluctuations	-	7.32	-	-
Total	**18.53**	**154.15**	**72.78**	**82.04**

38 Cost of raw materials and components consumed

Particulars	Period ended 31st August, 2024	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
Opening	1,090.97	1,037.45	961.13	894.45
Add: Purchases (including direct expenses in nature of consumables, freight inwards and clearing & forwarding charges)	970.65	2,297.96	1,490.49	1,379.41
Less: Closing	1,155.84	1,090.97	1,037.45	961.13
Total	**905.78**	**2,244.44**	**1,414.17**	**1,312.73**

Notes to the Restated Consolidated Financial Information
(Amount in million, unless otherwise stated)

39 Service charges

Particulars	Period ended 31st August, 2024	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
Service Charges *	90.30	252.95	284.04	296.23
Total	**90.30**	**252.95**	**284.04**	**296.23**

* Service Charges of Rs.90.30 millions (31st March, 2024 Rs. 252.95 million ; 31st March, 2023 Rs. 284.04 million and 31st March, 2022 Rs. 296.23 million) are in the nature of direct expenses incurred against the service income, hence these have been shown on the face of statement of profit & loss for better presentation from current year and accordingly previous year figures have also been aligned to ensure the consistency of comparability.

40 Purchase of stock-in-trade

Particulars	Period ended 31st August, 2024	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
Purchase of stock-in-trade	141.17	371.16	117.72	169.07
Total	**141.17**	**371.16**	**117.72**	**169.07**

41 Increase/(decrease) in inventories of finished goods and Work in progress

Particulars	Period ended 31st August, 2024	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
Opening balance :				
Finished goods	210.19	315.31	261.98	112.10
Work-in-progress	238.74	146.51	120.54	170.83
	448.93	**461.82**	**382.52**	**282.93**
Closing Balance :				
Finished goods	243.33	210.19	315.31	261.98
Work-in-progress	162.30	238.74	146.51	120.54
	405.63	**448.93**	**461.82**	**382.52**
Total	**43.30**	**12.89**	**(79.30)**	**(99.59)**

42 Employee benefits expenses

Particulars	Period ended 31st August, 2024	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
Salaries, wages and bonus	299.61	649.67	525.83	471.42
Contributions to provident and other funds (Refer note 52(i))	15.49	35.19	31.07	28.93
Gratuity Expenses (Refer note 52(ii) (b))	5.62	10.92	8.62	7.68
Staff welfare expenses	6.63	14.35	13.25	12.28
Total	**327.35**	**710.13**	**578.77**	**520.31**

43 Finance costs

Particulars	Period ended 31st August, 2024	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
Interest expenses on				
- working capital loan	49.98	88.75	57.79	51.13
- term loans	8.96	26.96	32.62	24.67
- Vehicle loans	0.76	0.84	0.86	0.87
- lease liabilities*	2.63	27.35	61.75	74.04
- letter of credit discounting	2.92	8.06	6.74	4.76
- statutory dues	-	0.63	3.39	3.98
- loan and advances from related parties (Refer note 56)	2.80	6.63	14.18	14.22
- others	3.40	4.20	1.84	2.00
Corporate guarantee charges	0.04	0.10	0.10	0.10
Factoring charges	5.31	-	-	-
Other borrowing charges	8.89	14.41	8.23	9.34
Derivatives classified at fair value through profit or loss	0.09	-	-	-
Total	**85.78**	**177.93**	**187.50**	**185.11**

*includes interest on lease liabilities to related parties

Notes to the Restated Consolidated Financial Information
(Amount in million, unless otherwise stated)

44 Depreciation and amortisation expenses

Particulars	Period ended 31st August, 2024	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
Depreciation on property, plant and equipment (Refer note 4)	45.95	124.83	106.36	109.44
Depreciation on right of use asset (Refer note 5)	10.33	80.32	127.28	134.94
Amortisation of intangible asset (Refer note 6)	3.85	13.59	9.75	10.42
Total	**60.13**	**218.74**	**243.39**	**254.80**

45 Other expenses

Particulars	Period ended 31st August, 2024	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
Director sitting fees	1.45	0.85	2.60	-
Consumption of stores and spares	2.58	9.83	15.70	13.40
Power and fuel	2.81	8.77	10.08	10.18
Freight, clearing and forwarding	77.75	75.58	83.27	87.07
Rates and taxes	1.68	4.44	5.64	15.01
Repairs and maintenance				
- Plant and machinery	-	0.06	0.43	0.39
- Others	7.86	14.18	15.08	11.85
Travelling expenses	44.64	83.15	66.27	52.18
Printing and stationery	1.21	4.14	2.27	2.37
Telephone and communication charges	1.07	3.45	2.86	2.67
Vehicle expenses	0.44	2.53	2.78	2.35
Insurance	5.21	10.92	36.24	4.57
Sales commission	14.71	46.49	50.91	41.51
Advertisement and sales promotion	1.09	11.01	4.85	8.71
Legal and professional fees*	55.26	131.91	204.01	123.88
Lease Rent & License Fees	75.44	118.38	34.35	25.49
Foreign currency exchange loss (Net)	70.24	-	25.29	42.91
Net impairment losses on financial assets	1.09			
Contribution under corporate social responsibility (Refer note 53)	1.04	2.01	2.39	6.45
Payments to auditors (Refer note 45.1)	1.76	5.29	4.89	3.77
Bad debts written off	7.97	55.89	47.49	29.34
Fixed assets written off	0.00	0.01	0.26	-
Liquidated damages	2.22	2.22	0.53	0.83
Research & Development Expenses	1.28	1.54	1.55	0.88
Information technology expenses	8.25	13.87	10.54	8.38
Provision for doubtful advances	1.64	(1.36)	3.73	8.84
Bank charges	5.74	14.44	13.80	12.57
Derivatives classified at fair value through profit or loss - Contract to purchase JV equity instruments (Refer Note 49 (B))	1.60	18.00	-	-
Sundry debit balance written off	0.22	25.97	16.83	27.14
Miscellaneous expenses	15.55	23.88	22.07	17.38
Total	**411.80**	**687.45**	**686.71**	**560.12**

* Legal & professional fees includes write off of share issue expense recoverable of Rs. Nil (31st March, 2024 Rs. Nil ; 31st March, 2023 Rs. 98.33 million; 31st March 2022 Rs. Nil) which were incurred towards proposed Initial Public Offer. Further this amount includes Rs. 22.85 million paid to statutory auditors.

45.1 Break-up of Auditor's remuneration

Particulars	Period ended 31st August, 2024	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
- For Audit Services	1.58	4.96	4.48	3.48
- For Tax Audit Service	0.08	0.19	0.30	0.10
- For other services	0.04	0.07	0.03	0.19
- For reimbursement of expenses	0.06	0.07	0.08	-
Total	**1.76**	**5.29**	**4.89**	**3.77**

Notes to the Restated Consolidated Financial Information
(Amount in million, unless otherwise stated)

46 Income taxes

46.1 Income tax expense

Particulars	Period ended 31st August, 2024	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
- Current tax	0.20	35.40	22.74	41.77
- Deferred tax charge / (credit)	2.89	(9.82)	(4.16)	(14.34)
- Income tax pertaining to earlier years	-	-	2.08	(6.89)
Income tax expense reported in the statement of profit or loss	**3.09**	**25.58**	**20.66**	**20.54**

46.2 Reconciliation of tax charge

Particulars	Period ended 31st August, 2024	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
Profit before tax	**8.25**	**439.97**	**75.53**	**185.31**
Tax Rate	25.17%	25.17%	25.17%	25.17%
Income tax expense at tax rates applicable	**2.08**	**110.73**	**19.01**	**46.64**
Adjustments:				
Expenses that are not deductible in determining taxable profit	1.11	(24.86)	0.09	4.07
Difference due to foreign subsidiaries	(0.32)	-	-	-
Income tax relating to prior years	-	-	(4.34)	(6.89)
Effect of tax exemption / lower tax rate for subsidiaries operating in other jurisdictions	-	(58.34)	(7.50)	(26.36)
Tax effects of amounts which are not deductible / (taxable) in calculating taxable income	0.27	-	-	-
Losses on which Deferred tax created	1.79	-	25.06	-
Tax effect of brought forward lossess	-	-	(1.46)	1.77
Effect of expenditure disallowed under Income Tax Act	-	4.53	-	-
Income not taxable under Income Tax Act	(0.96)	(2.17)	(5.70)	-
Tax effect due to elimination	-	(4.16)	-	-
Others	(0.88)	(0.15)	(4.50)	1.31
Tax expense as per statement of profit or loss	**3.09**	**25.58**	**20.66**	**20.54**

Notes to the Restated Consolidated Financial Information
(Amount in million, unless otherwise stated)

47 Financial instruments - Accounting classifications & fair value measurement

(a) Financial asset and liabilities (Non-current and Current)

Sr. No.	Particulars	As at 31st August, 2024		As at 31st March, 2024		As at 31st March, 2023		As at 31st March, 2022	
		FVTPL	Amortized Cost	FVTPL	Amortized Cost	FVTPL	Amortized Cost	FVTPL	Amortized Cost
A	**Financial assets**								
	Investments (Refer Note (ii) , (iii) & (vi))	13.52	5.30	13.08	4.31	4.86	4.31	4.57	2.87
	Trade receivables	-	1,178.04	-	1,713.60	-	1,058.68	-	1,284.98
	Cash and cash equivalents	-	19.01	-	182.56	-	602.60	-	196.06
	Other bank balances	-	154.54	-	133.82	-	221.53	-	96.67
	Loans	-	3.28	-	3.49	-	2.84	-	11.59
	Other financial assets	-	151.99	-	142.22	-	121.14	-	114.54
	Total financial assets	**13.52**	**1,512.16**	**13.08**	**2,180.00**	**4.86**	**2,011.10**	**4.57**	**1,706.71**
B	**Financial liabilities**								
	Borrowings	-	1,675.33	-	1,531.87	-	1,310.61	-	1,257.56
	Lease liabilities	-	55.12	-	54.30	-	394.07	-	456.69
	Trade payables	-	986.48	-	1,156.69	-	867.63	-	737.74
	Other financial liabilities (Refer Note (vi))	19.60	18.67	18.00	19.49	-	26.38	0.49	32.76
	Total financial liabilities	**19.60**	**2,735.60**	**18.00**	**2,762.35**	**-**	**2,598.69**	**0.49**	**2,484.75**

Note:

(i) Since there is no Financial Asset/Financial Liability which is measured at fair value through other comprehensive income, no separate disclosure has been made for the same in the above table.

(ii) Above disclosure excludes investments in joint ventures as these are accounted under equity method in accordance with Ind AS 28 Investments in Associates and Joint Ventures.

(iii) Fair value determined using level 1 & 3 inputs. The carrying value is considered to be representative of the fair value.

(iv) Fair value determined using level - 2 inputs. Mark-to-market on forward covers is based on forward exchange rates and yield curves at the end of reporting period.

(v) There were no transfers between level - 1, level - 2 and level - 3 during the years presented.

(vi) This section explains the judgement and the estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value.

Sr. No.	Particulars	As at 31st August, 2024			As at 31st March, 2024			As at 31st March, 2023		
		Level 1	Level 2	Level 3	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
A	**Financial assets**									
	Financial investment at FTVPL	13.45	-	0.07	13.01	-	0.07	4.79	-	0.07
	Total Financial assets	**13.45**	**-**	**0.07**	**13.01**	**-**	**0.07**	**4.79**	**-**	**0.07**
B	**Financial liabilities**									
	Derivatives accounted at FTVPL	-	-	19.60	-	-	18.00	-	-	-
	Total Financial liabilities	**-**	**-**	**19.60**	**-**	**-**	**18.00**	**-**	**-**	**-**

Sr. No.	Particulars	As at 31st March, 2022		
		Level 1	Level 2	Level 3
A	**Financial assets**			
	Financial investment at FTVPL	4.50	-	0.07
	Total Financial assets	**4.50**	**-**	**0.07**
B	**Financial liabilities**			
	Derivatives accounted at FTVPL	-	0.49	-
	Total Financial liabilities	**-**	**0.49**	**-**

(Amount in million, unless otherwise stated)

(b) Fair valuation techniques

The Group maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value of financial assets and financial liabilities are approximately equal to their carrying amounts.

Valuation techniques used for valuation of derivative instruments categorised as level 3:
Fair value of derivatives at fair value through profit or loss is measured using Monte Carlo Simulation Pricing method to evaluate the conditions of committed Internal rate of return (IRR), assuming time to liquidity of 2 years from the Balance sheet date. Other unobservable inputs includes use of 7.05% of risk free rate, 35% standard deviation

(c) Fair value hierarchy

Financial assets and financial liabilities are measured at fair value in the financial statement and are grouped into three levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1 : Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2 : Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3 : Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

(d) Disclosures of changes in Level 3 items for the period ended 31st August, 2024 and years ended 31st March, 2024 ,31st March, 2023 and 31st March, 2022.

Particulars	Unquoted equity investement	Derivatives	Total
As at 1st April, 2021	**0.07**	**-**	**0.07**
Gain/ (loss) recognised in Profit & Loss	-	-	-
As at 1st April, 2022	**0.07**	**-**	**0.07**
Gain/ (loss) recognised in Profit & Loss	-	-	-
As at 31st March, 2023	**0.07**	**-**	**0.07**
Gain/ (loss) recognised in Profit & Loss	-	(18.00)	**(18.00)**
As at 31st March, 2024	**0.07**	**(18.00)**	**(17.93)**
Gain/ (loss) recognised in Profit & Loss	-	(1.60)	**(1.60)**
As at 31st August, 2024	**0.07**	**(19.60)**	**(19.53)**

48 Risk management framework

The Group's Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The board of directors is responsible for developing and monitoring the Group's risk management policies. The Group's risk management policies are established to identify and analyze the risk faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group's Board of Directors oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The Board of Directors is assisted in its oversight role by internal audit team. Internal audit team undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Board of Directors.

The Group has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk;
- Market risk
- Interest rate risk

(a) Credit risk :

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and other financial instruments.

Trade receivable

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. To manage trade receivable, the Group periodically assesses the financial reliability of customers, taking into account the financial conditions, economic trends, analysis of historical bad debts and aging of such receivables.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 47(a). The Group does not hold collateral as security. The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

(Amount in million, unless otherwise stated)

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the management in accordance with the Group's policy. Counterparty credit limits are reviewed by the management on an annual basis, and may be updated throughout the year / period. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

(b) Liquidity risk :

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to Group's reputation.

Management monitors rolling forecasts of the Group's liquidity position and cash and cash equivalents on the basis of expected cash flows to ensure it has sufficient cash to meet operational needs. Such forecasting takes into consideration the Group's debt financing plans, covenant compliance and compliance with internal statement of financial position ratio targets.

(i) Maturities of financial liabilities:

The following are the remaining undiscounted contractual maturities of financial liabilities at the reporting date:

Particulars	Less than 1 year	1 to 5 years	Above 5 years	Total
As at 31st August, 2024				
Borrowings*	1,460.71	245.14	-	**1,705.85**
Lease liabilities*	35.97	25.59	-	**61.56**
Trade payable	986.48	-	-	**986.48**
Other financial liabilities	16.16	22.11	-	**38.27**
As at 31st March, 2024				
Borrowings*	1,327.65	243.38	-	**1,571.03**
Lease liabilities*	36.25	23.53	-	**59.78**
Trade payable	1,156.69	-	-	**1,156.69**
Other financial liabilities	17.47	20.02	-	**37.49**
As at 31st March, 2023				
Borrowings*	1,013.68	362.75	24.28	**1,400.71**
Lease liabilities*	172.66	316.41	-	**489.07**
Trade payable	867.63	-	-	**867.63**
Other financial liabilities	22.84	3.54	-	**26.38**
As at 31st March, 2022				
Borrowings*	877.96	463.61	-	**1,341.57**
Lease liabilities*	158.30	360.12	-	**518.42**
Trade payable	737.74	-	-	**737.74**
Other financial liabilities	31.26	1.99	-	**33.25**

* Amount includes interest payable in subsequent years.

(c) Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Group's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. The Group is exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of certain commodities. Thus, its exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities. The objective of market risk management is to avoid excessive exposure in revenues and costs.

In relation to long term contracts (including derivative contracts) group has a process to assess for material foreseeable losses. At the end, the Group has reviewed and ensured that there are no material foreseeable losses.

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(Amount in million, unless otherwise stated)

(d) Capital risk management

The Group's objectives when managing capital are to:
- safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and
- to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividend paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with the industry, the Group, primarily, uses the gearing ratio to monitor and maintain the capital structure which is as follows:
Net debt (total borrowings net of cash and cash equivalents) divided by 'total equity' (as shown in the balance sheet).

The gearing ratios are as follows:

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Borrowings	1,675.33	1,531.87	1,310.61	1,257.56
Less: Cash & cash equivalents	19.01	182.56	602.60	196.06
Net debt	**1,656.32**	**1,349.31**	**708.01**	**1,061.50**
Total equity	3,214.47	3,225.54	2,809.61	2,685.45
Net debt to equity ratio	**0.52**	**0.42**	**0.25**	**0.40**

(e) Interest Rate Risk

Interest rate risk is the risk that changes in market interest rates will lead to changes in fair value of financial instruments or changes in interest income, expense and cash flows of the Group.

The Group is subject to variable interest rates on some of its interest bearing liabilities. The Group's interest rate exposure is mainly related to debt obligations.

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Fixed rate instruments				
- Borrowings	775.24	845.69	860.48	659.40
Floating rate instruments				
- Borrowings	900.09	686.18	450.13	598.16
Total	**1,675.33**	**1,531.87**	**1,310.61**	**1,257.56**

The table below outlines the interest rate sensitivity analysis with respect to variable interest borrowings:

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
	(Decrease) / Increase in PBT	**(Decrease) / Increase in PBT**	**(Decrease) / Increase in PBT**	**(Decrease) / Increase in PBT**
1 % decrease in interest rate	9.00	6.86	4.50	5.98
1 % increase in interest rate	(9.00)	(6.86)	(4.50)	(5.98)

(Amount in million, unless otherwise stated)

49 (A) Contingent liabilities and capital commitments:

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
(I) Contingent liabilities				
Sales tax / VAT	-	-	4.43	4.72
Goods & Service Tax	2.75	2.75	-	-
Service Tax	10.37	10.37	10.37	10.37
Income tax	369.23	369.21	341.29	338.33
Customs	0.11	0.11	0.11	0.11
(II) Bank guarantees (excluding financial guarantees)	181.51	129.12	186.45	171.83
(III) Corporate guarantees	361.31	416.12	427.75	249.89
(IV) Letter of Credit	21.92	18.05	-	-

(i) In respect of the point (I) above, future cash outflows (including interest/ penalty, if any) are determinable on receipt of judgement from tax authorities / settlement of claims. Further, the Group does not expect any reimbursement in respect of above.

(ii) The Group has a process whereby periodically all long term contracts (including derivative contracts) are assessed for material foreseeable losses. At the year end, the Company has reviewed and ensured that there are no material foreseeable losses.

(iii) The Group is subject to other legal proceedings and claims, which have arisen in the ordinary course of business. The Group's management does not reasonably expect that these legal actions, when ultimately concluded and determined, will have a material and adverse effect on the Group's results of operations or financial condition.

(iv) Rochem Separation Systems (India) Private Limited, being a 100% subsidiary of Concord Enviro Syatems Limited, had entered into a concession agreement dated November 18, 2010 with the Pune Municipal Corporation pursuant to which it was required to set up a waste to electricity plant ("WTE Plant").

This business was transferred by the Company to Rochem Green Energy Private Limited (RGEPL) vide an agreement of transfer dated July 7, 2011.

On applications filed by three applicants with the National Green Tribunal (NGT), NGT appointed a committee to investigate this matter and the committee in its order dated November 29, 2021 observed various non-compliances and environmental hazards caused by the operations of the Company.

The NGT issued an order dated March 3, 2022, in which it upheld the recommendations of the Committee and imposed a fine of Rs. 124.98 million on Rochem Green Energy Private Limited.

Thereafter, the Maharashtra Pollution Control Board vide its notice dated March 25, 2022 requested RGEPL to deposit the said fine amount of Rs. 124.98 million within 30 days.

Against the NGT order dated March 3, 2022, the Company filed an appeal dated April 6, 2022 under section 22 of the National Green Tribunal Act, 2010 before the Supreme Court of India challenging the said order , which has been admitted by the Supreme Court on 29th April 2022. The Supreme Court has also put a stay on the recovery of the demand.

The Company in this appeal has also requested that the application with NGT had been filed in the wrong name / wrong entity and requested for removal of its name from the case.

The matter is currently pending.

49 (B) Other commitment

As per the provisions of the Shareholders agreement regarding Roserve Enviro Private Limited signed by and between Danish Climate Investment Fund I K/S, Concord Enviro Systems Private Limited, Prayas Goel, Prerak Goel and Roserve Enviro Private Limited, as the preferred exit to the Investor (Danish Climate Investment Fund I K/S) has not been provided before 1st January 2024, the Company would have to acquire the shares held by Danish Climate Investment Fund I K/S at Fair Market Value subject to a XIRR of 12% or book value per share.

Notes to the Restated Consolidated Financial Information
(Amount in million, unless otherwise stated)

50 Group information

Concord Enviro Systems Limited ('CES') was incorporated as Private Limited Company on 1 July, 1999 under the Companies Act, 1956.

The Company, its subsidiaries (collectively referred to as the 'Group' herein under) and Joint Ventures considered in these consolidated financial statements are:

Sr. No.	Name of the subsidiary	Principal Activities	Place of incorporation and principal place of business	Proportion of ownership interest/voting right held by the Group			
				As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Subsidiaries							
(i)	Rochem Seperation Systems (India) Private Limited	Manufacturing and trading of water treatment systems, water pollution control equipment, bio filters and resource recovery systems	India	100.00%	100.00%	100.00%	100.00%
(ii)	Concord Enviro FZE		Dubai	100.00%	100.00%	100.00%	100.00%
(iii)	Blue Water Trading & Treatment FZE		Dubai	100.00%	100.00%	100.00%	100.00%
(iv)	Concord Enviro S. A. De C.V. Mexico	Trading of water treatment systems, water pollution control equipment, bio filters and resource recovery systems	Mexico	100.00%	100.00%	100.00%	100.00%
(v)	Reva Enviro Systems Private limited		India	100.00%	100.00%	100.00%	100.00%
(vi)	Rochem Services Private Limited	Manpower services for water treatment and pollution control services	India	100.00%	100.00%	100.00%	100.00%
(vii)	Blue Zone Ventures Private Limited		India	100.00%	100.00%	0.00%	0.00%
	Joint Venture						
(i)	Roserve Enviro Private Limited (Held by Concord Enviro Systems Limited)	Leasing and service of water treatment plants	India	48.98%	48.98%	48.98%	48.88%
(ii)	WHE Systems (FZC) (Held by Concord Enviro FZE)	Manufacturing of Waste Heat Evaporators	Dubai	50.00%	50.00%	50.00%	50.00%
	Subsidiary of Joint Venture						
(i)	Roserve Enviro FZE (Held by Roserve Enviro Private Limited)	Leasing and service of water treatment plants	Dubai	48.98%	48.98%	48.98%	48.88%

(Amount in million, unless otherwise stated)

51 Earnings per share

Particulars	Period ended 31st August, 2024	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
Basic and diluted earning per share				
(a) Net profit after tax as per the statement of profit and loss	5.16	414.39	54.87	164.77
(b) Weighted average number of equity shares outstanding for Basic & Dilutive EPS calculation (in No.) *	1,81,99,800	1,81,99,800	1,81,99,800	1,81,99,800
(c) Nominal value per share (in Rs) *	5.00	5.00	5.00	5.00
(d) Basic [(a)/(b)] Rs. (five months period ended EPS not annualised)	0.28	22.77	3.01	9.05
(e) Diluted [(a)/(b)] Rs. (five months period ended EPS not annualised)	0.28	22.77	3.01	9.05

*Pursuant to a resolution passed in extra-ordinary general meeting dated 25th May, 2022, shareholders have approved split of each equity share of face value of Rs. 100 each into twenty equity shares of face value of Rs. 5 each (the "Split"). Further, the Company in extra-ordinary general meeting dated 9th November, 2022, have approved the issuance of bonus shares to the equity shareholders in the ratio of 17 shares for each share held. As required under Ind AS 33 "Earning per share" the effect of such split/bonus is required to be adjusted for the purpose of computing earning per share for all the period presented retrospectively. As a result, the effect of split/bonus has been considered in these Consolidated Financial Statements for the purpose of calculating of earning per share.

52 Disclosure relating to employee benefits as per Ind AS 19 'Employee Benefits'

(i) Disclosures for defined contribution plan

The Group has certain defined contribution plans. The obligation of the Group is limited to the amount contributed and it has no further contractual obligation. Following is the details regarding Group's contributions made during the period / year :

Particulars	Period ended 31st August, 2024	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
Employers' contribution to provident fund (Refer note 42)	13.11	29.56	26.27	24.96
Employers' contribution to ESIC (Refer note 42)	1.32	3.22	3.35	2.63
Others (Refer note 42)	1.06	2.41	1.45	1.34
Total	**15.49**	**35.19**	**31.07**	**28.93**

(ii) Disclosures for defined benefit plan

(a) Compensated leave absences

The Compensated leave absences benefit scheme is a defined benefit plan and is wholly unfunded. Hence, there are no plan assets attributable to the obligation. The long term employee benefits in the form of compensated leave absences have been determined using the projected unit credit method as at the balance date on the basis of actuarial valuation.
The leave wages are payable to all eligible employees at the rate of daily salary for each day of accumulated leave on death or on resignation or upon retirement on attaining superannuation age.

Following amounts are recognised in respect of unfunded obligation towards compensated leave absences:

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Amount recognised in the Balance Sheet				
Non-current	12.59	13.00	10.19	9.74
Current	4.55	3.54	3.09	2.17
Total	**17.14**	**16.54**	**13.28**	**11.91**
Amount recognised in salary and other benefits in the Statement of Profit and Loss in respect of compensated leave liability.	1.67	4.58	2.61	2.10

(b) Defined benefit obligations - Gratuity (funded)

The Group has a defined benefit gratuity plan for its employees. The Group has covered its gratuity liability by a Group Gratuity Policy named 'Employee Group Gratuity Assurance Scheme' issued by LIC of India. which is governed by the Payment of Gratuity Act, 1972. Under the Act, every employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the employee's length of service and salary at retirement age. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn) for each completed year of service as per the provisions of the Payment of Gratuity Act, 1972.

Risks associated with plan provisions

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such Group is exposed to various risks as follows:

Interest rate risk	A fall in the discount rate which is linked to the Government Security rate will increase the present value of the liability requiring higher provision.
Salary inflation risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.
Investment risk	The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.
Asset liability matching risk	The plan faces the ALM risk as to the matching cashflow. Entity has to manage pay-out based on pay as you go basis from own funds.
Mortality risk	Since the benefits under the plan is not payable for lifetime and payable till retirement age only, plan does not have any longevity risk.

(Amount in million, unless otherwise stated)

For determination of the liability in respect of compensated gratuity, the Group has used following actuarial assumptions:

Particulars	**Period ended 31st August, 2024**	**Year ended 31st March, 2024**	**Year ended 31st March, 2023**	**Year ended 31st March, 2022**
Discount Rate (per annum)	6.94% - 7.01%	7.19% - 7.20%	7.39% - 7.46%	6.84% - 6.96%
Rate of Return on Plan Assets (per annum)	7.01%	7.19% - 7.20%	7.39% - 7.46%	6.84% - 6.96%
Mortality rate during employment	Indian Assured Lives Mortality 2012-14 (Urban)#	Indian Assured Lives Mortality 2012-14 (Urban)#	Indian Assured Lives Mortality 2012-14 (Urban)#	Indian Assured Lives Mortality 2012-14 (Urban)#
Salary Escalation (per annum)	5.00%	5.00%	5.00%	5.00%
Attrition rate	For service 2 years and below 20.00% p.a. For service 3 years to 4 years 15.00% p.a. For service 5 years and above 6.00% p.a.	For service 2 years and below 20.00% p.a. For service 3 years to 4 years 15.00% p.a. For service 5 years and above 6.00% p.a.	For service 2 years and below 20.00% p.a. For service 3 years to 4 years 15.00% p.a. For service 5 years and above 6.00% p.a.	For service 2 years and below 20.00% p.a. For service 3 years to 4 years 15.00% p.a. For service 5 years and above 6.00% p.a.

Extract of Mortality Rate (India Assured Lives Mortality (2012-2014) Urban):

Age	Rate
18	0.000675
25	0.000941
35	0.001253
45	0.002688
55	0.006576
65	0.013526

Changes in the present value of obligations

Particulars	**Period ended 31st August, 2024**	**Year ended 31st March, 2024**	**Year ended 31st March, 2023**	**Year ended 31st March, 2022**
Present value of obligation at the beginning of the period / year	81.90	65.70	49.93	44.80
Interest cost	2.45	4.84	3.49	2.77
Current service cost	3.19	6.24	5.40	5.25
Benefits directly paid by employer	(0.46)	(2.00)	(0.96)	(0.52)
Benefits paid from Fund	(0.25)	(1.82)	(1.44)	(1.88)
Actuarial (gain)/ loss on obligations - Due to change in Demographic Assumptions	-	-	-	(0.02)
Actuarial (gain)/ loss on obligations - Due to change in Financial Assumptions	1.00	1.29	(2.16)	(2.02)
Actuarial (gain)/ loss on obligations - Due to experience	(1.06)	7.65	11.44	1.55
Liability transferred in / acquisitions	0.06	-	0.63	5.85
Liability transferred out/divestments	(0.06)	-	(0.63)	(5.85)
Liability at the end of the period / year	**86.77**	**81.90**	**65.70**	**49.93**

Changes in the fair value of plan assets

Particulars	**As at 31st August, 2024**	**As at 31st March, 2024**	**As at 31st March, 2023**	**As at 31st March, 2022**
Opening fair value of plan assets	0.96	2.67	3.85	5.35
Interest Income	-	0.16	0.27	0.34
Benefits paid	(0.25)	(1.82)	(1.44)	(1.88)
Return on plan assets, excluding interest income	(0.02)	(0.05)	(0.01)	0.04
Closing fair value of plan assets	**0.69**	**0.96**	**2.67**	**3.85**

Expense recognized in Other comprehensive income

Particulars	**Period ended 31st August, 2024**	**Year ended 31st March, 2024**	**Year ended 31st March, 2023**	**Year ended 31st March, 2022**
Actuarial (gain)/ loss on obligation for the period / year	(0.06)	8.94	9.28	(0.49)
Return on plan assets, excluding interest income	(0.02)	(0.05)	(0.01)	0.04
Actuarial (gain)/ loss recognized in Statement of Profit and Loss	**(0.04)**	**8.99**	**9.29**	**(0.53)**

Breakup of actuarial (gain) /loss:

Particulars	**Period ended 31st August, 2024**	**Year ended 31st March, 2024**	**Year ended 31st March, 2023**	**Year ended 31st March, 2022**
Actuarial gain/ (loss) on assets for the period / year	0.02	0.05	0.01	(0.04)
Actuarial loss/(gain) arising from change in demographic assumption	-	-	-	(0.02)
Actuarial loss arising from change in financial assumption	1.00	1.29	(2.16)	(2.02)
Actuarial loss/(gain) arising from experience	(1.06)	7.65	11.44	1.55
Total	**(0.04)**	**8.99**	**9.29**	**(0.53)**

Notes to the Restated Consolidated Financial Information
(Amount in million, unless otherwise stated)

Amount recognized in the Balance Sheet:

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Liability at the end of the period / year	86.77	81.90	65.70	49.93
Fair value of plan assets at the end of the period / year	(0.69)	(0.96)	(2.67)	(3.85)
Amount recognized in Balance Sheet	**86.08**	**80.94**	**63.03**	**46.08**

Expenses recognized in the statement of profit and loss and other comprehensive income:

Particulars	Period ended 31st August, 2024	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
Current service cost	3.19	6.24	5.40	5.25
Interest cost	2.45	4.84	3.49	2.77
Expected return on plan assets	(0.02)	(0.16)	(0.27)	(0.34)
Actuarial (Gain)/Loss	(0.04)	8.99	9.29	(0.53)
Expense/ (income) recognized in				
- Statement of Profit and Loss	5.62	10.92	8.62	7.68
- Other comprehensive income	(0.04)	8.99	9.29	(0.53)

Balance sheet reconciliation

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Opening net liability	80.94	63.03	46.08	39.42
Income recognized in Statement of Profit and Loss	-	-	-	-
Expense recognized in Statement of Profit and Loss & OCI	5.58	19.91	17.91	7.18
Net liability/ (asset) transfer in	0.06	-	-	-
Net liability/ (asset) transfer out	(0.06)	-	-	-
Employers contribution	-	-	-	-
Benefit Paid	(0.46)	(2.00)	(0.96)	(0.52)
Amount recognized in Balance Sheet	**86.06**	**80.94**	**63.03**	**46.08**
Current portion of defined benefit obligation	18.75	16.26	12.88	11.01
Non current portion of defined benefit obligation	67.31	64.68	50.15	35.07

Sensitivity analysis of benefit obligation (Gratuity)

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
a) Impact of change in discount rate				
Present value of obligation at the end of the period / year				
a) Impact due to increase of 1.00%	(4.96)	(4.79)	(3.85)	(3.38)
b) Impact due to decrease of 1.00%	5.61	5.42	4.34	3.35
b) Impact of change in salary growth				
Present value of obligation at the end of the period / year				
a) Impact due to increase of 1.00%	5.20	5.01	4.19	3.23
b) Impact due to decrease of 1.00%	(4.81)	(4.65)	(3.32)	(3.32)
c) Impact of change in withdrawal rate				
Present value of obligation at the end of the period / year				
a) withdrawal rate increase of 1.00%	0.67	0.75	0.68	0.19
b) withdrawal rate decrease of 1.00%	(0.75)	(0.85)	(0.70)	(0.70)

Expected contribution to the fund in the next year

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Gratuity	15.21	15.03	11.45	9.79

Pay-out analysis

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Expected Outgo First	14.15	9.48	6.86	4.28
Expected Outgo Second	7.04	9.00	4.80	3.62
Expected Outgo Third	8.08	8.59	9.89	4.11
Expected Outgo Fourth	7.89	7.26	7.09	7.66
Expected Outgo Fifth	8.83	8.40	5.74	5.33
Expected Outgo Sixth to Tenth	37.43	36.70	29.86	20.55
Expected Outgo 11 years and above	65.58	65.04	54.03	43.60

(Amount in million, unless otherwise stated)

53 Disclosures of Corporate Social Responsibility (CSR) expenditure in line with the requirement of Guidance Note on "Accounting for Expenditure on Corporate Social Responsibility Activities"

As per section 135 of the Companies Act 2013, a CSR committee has been formed by the Company. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art, culture, healthcare, destitute care and rehabilitation and rural development projects.

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
(i) Amount required to be spent during the year	0.66	2.01	2.39	2.59
(ii) CSR expenditure incurred during the year				
(a) Construction/ acquisition of any asset	-	-	-	-
(b) On purpose other than (a) above*	0.66	2.01	2.39	11.40
(iii) Shortfall at the end of year	-	-	-	-
(iv) Total of previous years shortfall	-	-	-	-
(v) Reason for Shortfall	Not applicable	Not applicable	Not applicable	Not applicable
(vi) Related party transaction as per Ind AS 24 in relation to CSR expenditure	-	-	-	-
(vii) Where provision is made with respect to a liability incurred by entering into a contractual obligation, the movement in the provision during the year	-	-	-	-
(viii) Nature of CSR activities :				
(a) Disaster management, including relief, rehabilitation and	-	-	-	-
(b) Protection of flora and fauna	-	-	-	-
(c) Promoting health care including preventive health care etc.	0.66	2.01	2.39	11.40

*Refer note 16 for amount kept with bank on current account earmarked for CSR expenditure.

(a) CSR amount required to be spent by the company as per section 135 of The Companies Act, 2013 read with Schedule VII thereof during the period i.e 2% of the last 3 years preceding net profits which comes to Rs 0.66 millions.

(b) Expenditure relating to Corporate Social Responsibility is Rs 0.66 millions.

(c) Amount available as on 31.03.2024 for setoff in the succeeding years is Rs. 0.16 millions, amount setoff against the current CSR obligation against 2024-25 is 0.16 millions.

(d) As per the provisions of section 135(6) of the Companies Act, 2013, Rs. 0.38 millions in unspent CSR account which could not be utilised towards the Company's CSR obligation was transferred to PM CARES Fund in current period.

54 Other notes

54.1 Conversion of the Company from Private Limited to Public Limited

Pursuant to resolution passed by the Members in the Extraordinary General Meeting dated 25th May 2022 and as approved by Registrar of the Company w.e.f. 9th June 2022 the Company has been converted from Private Limited Company into a Public Limited Company including adoption of new Memorandum of Association and new Articles of Association as applicable to Public Company in place of existing Memorandum of Association and Articles of Association of the Company.

54.2 The Group does not have any benami property, where any proceeding has been initiated or pending against the Group for holding any benami property.

54.3 The Group has not traded or invested in crypto currency or virtual currency during reporting periods.

54.4 The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding that the intermediary shall:
(a) directly or indirectly lend or invest in other persons or entitles identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

54.5 The Group has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

54.6 The Group does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

54.7 The Group does not have any borrowings from banks and financial institutions that are used for any other purpose other than the specific purpose for which it was taken at the reporting balance sheet date.

54.8 The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

54.9 The Group is not declared as a wilful defaulter by any bank or financial institution or other lender during any reporting period.

54.10 The Group does not have any investment property during any reporting period, the disclosure related to fair value of investment property is not applicable.

54.11 The Company is not covered under Section 8 , thus related disclosure is not applicable.

54.12 There are no scheme of arrangements which have been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the reporting periods.

54.13 Relationship with companies whose name is struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956, balance outstanding as at period / year is as under

Sr. no.	Name of struck off Company	Nature of transactions with struck-off Company	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
1	Bachi Shoes (India) Private Limited	Trade receivables	-	-	0.14	0.14
2	Krasny Defence Technologies Pvt. Ltd.	Trade receivables	-	-	0.03	0.03
3	Shantha Biotechnics Pvt. Ltd.	Trade receivables	-	-	1.45	1.45
4	Mercury Travels Limited	Advances for supply of goods and services	0.03	0.03	0.03	0.03
5	Nutech Cooling Towers Private Limited	Advances for supply of goods and services	0.07	0.07	0.07	0.07
6	Travel Mentor Pvt. Ltd.*	Advances for supply of goods and services	0.00	0.00	-	-
7	Tbs Transworld Pvt. Ltd.	Trade payables - other than MSME	0.02	0.02	0.02	0.02

* Amounts are below the rounding threshold i.e., INR in million.

54.14 Details of delay in registration of charges or satisfaction with Registrar of Companies (ROC) Mumbai

Description of the charges or satisfaction	Charge ID	Date of creation /modification /satisfaction	Due date of Filing	Actual date of Filing	Reason
Creation of charge	100843406	20-09-2023	19-10-2023	13-01-2024	Delay in documentation procedure.
Satisfaction of charge	10300876	15-06-2014	14-07-2014	Pending	The loan was fully paid on 15-06-2014. The satisfaction of charge is pending due to No Dues Certificate from Tata Capital Limited is awaited.

54.15 Code of Social Security, 2020

The Code on Social Security, 2020 (‘Code’) relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come in to effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period when the Code becomes effective.

55 Foreign currency risk management

The Group undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters utilising forward foreign exchange contracts.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

Particulars		As at 31st August, 2024		As at 31st March, 2024		As at 31st March, 2023		As at 31st March, 2022	
Assets/ Liability	Currency	Amount in Foreign Currency	Amount in functional Currency	Amount in Foreign Currency	Amount in functional Currency	Amount in Foreign Currency	Amount in functional Currency	Amount in Foreign Currency	Amount in functional Currency
Financial assets	USD	1.25	105.13	1.67	138.95	3.44	282.58	2.22	167.48
	EURO	0.18	16.33	0.09	8.54	0.32	28.19	1.23	103.00
	MXN	50.51	214.70	121.08	608.63	-	-	-	-
Financial liabilities	USD	7.34	615.69	6.50	541.14	8.60	705.52	10.40	784.79
	EURO	0.07	6.47	0.16	14.76	0.15	13.72	0.25	21.14
	AED	-	-	-	-	-	-	0.00	0.08
	GBP	-	-	0.65	68.84	-	-	-	-

Foreign Currency Sensitivity Analysis

The table below outlines the effect of change in foreign currencies exposure to the profit before tax ("PBT") of the Group:

Particular	As at 31st August, 2024		As at 31st March, 2024		As at 31st March, 2023		As at 31st March, 2022	
Currency	1% Increase - Decrease in PBT	1% Decrease - Increase in PBT	1% Increase - Decrease in PBT	1% Decrease - Increase in PBT	1% Increase - Decrease in PBT	1% Decrease - Increase in PBT	1% Increase - Decrease in PBT	1% Decrease - Increase in PBT
USD	5.11	(5.11)	4.02	(4.02)	4.23	(4.23)	6.17	(6.17)
EURO	(0.10)	0.10	0.06	(0.06)	(0.14)	0.14	(0.82)	0.82
AED *	-	-	-	-	-	-	0.00	(0.00)
MXN	(2.15)	2.15	(6.09)	6.09	-	-	-	-
GBP	-	-	0.69	(0.69)	-	-	-	-

* Amounts are below the rounding threshold i.e., INR in million.

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56 Related party disclosures

56.1 Names of related parties

I	**Entity having significant influence over the group**	AF Holdings, Mauritius
II	**Enterprises over which key managerial personnel are able to exercise significant influence**	Rochem India Private Limited Concord Shipping Private Limited Rochem Green Energy Private Limited Infinity Solar Power Private Limited
III	**Key managerial personnel**	Mr. Prayas Goel (Chairman & Managing Director) Mr. Prerak Goel (Executive Director) Mr. Prakash Shah (Independent Director w.e.f. May 25, 2022) Ms. Kamal Shanbhag (Independent Director w.e.f. May 25, 2022) Mr. Shiraz Bugwadia (Independent Director w.e.f. June 20, 2022) Mr. Rajesh Pai (Non-executive Director) Mr. Sudarshan Kamath (Chief Financial Officer w.e.f. May 23,2022) Ms. Priyanka Nayak (Company Secretary and Compliance Officer w.e.f. May 23, 2022 & upto November 11,2023) Ms. Priyanka Aggarwal (Company Secretary and Compliance Officer w.e.f. July 03, 2024)
IV	**Joint Ventures**	Roserve Enviro Private Limited WHE Systems FZC
V	**Subsidiary of joint venture**	Roserve Enviro FZE (Subsidiary of Roserve Enviro Private Limited)

56.2 Transactions during the year with related parties

Nature of transaction	Name of the party	Period ended 31st August, 2024	Year ended 31st March 2024	Year ended 31st March 2023	Year ended 31st March 2022
Investment	Roserve Enviro Private Limited	-	-	24.51	-
	WHE Systems FZC	15.16	33.93	309.95	1.52
Rent expenses	Concord Shipping Private Limited	0.03	0.06	0.06	0.03
	Roserve Enviro FZE	15.94	52.74	48.68	51.23
Corporate guarantee commission	Roserve Enviro Private Limited	0.48	1.41	0.55	0.39
	Concord Shipping Private Limited	0.03	0.10	0.13	0.16
	Rochem Green Energy Private Limited	-	-	0.17	0.36
Corporate guarantee charges	Concord Shipping Private Limited	0.04	0.10	0.10	0.10
Reclassification of financial instrument from financial liability to equity (Refer Note 21.13)	AFHoldings, Mauritius	-	-	-	2,600.00
Purchase of goods	Roserve Enviro Private Limited	-	28.65	-	19.60
	Rochem India Private Limited	0.18	0.45	1.63	0.62
	WHE Systems FZC	0.21	9.11	2.16	12.06
Purchase of capital goods	Concord Shipping Private Limited	-	-	-	1.13
Sale of goods or service	Roserve Enviro Private Limited	11.19	128.61	224.22	159.59
	Roserve Enviro FZE	10.44	-	87.52	24.61
	WHE Systems FZC	-	4.54	53.21	74.90
Service charges	Rochem India Private Limited	6.80	17.02	17.83	17.50
Rent expenses (including rentals paid for assets accounted as operating lease under IndAS 116)	Concord Shipping Private Limited	11.30	27.11	27.11	27.11
	Roserve Enviro Private Limited	34.07	90.32	93.29	103.19
Travelling Expenses	Roserve Enviro Private Limited	-	0.29	-	-
Impairment of Capital advances	Rochem Green Energy Private Limited	-	-	1.45	21.14
Capital advance written off	Rochem Green Energy Private Limited	-	68.44	-	-
Write back of provision for impairment	Rochem Green Energy Private Limited	-	68.44	-	-
Miscellenous income - Corporate guarantee commission income (deemed)	Rochem Green Energy Private Limited	-	-	0.38	0.50
Miscellenous expenses - Corporate guarantee commission expense (deemed)	Rochem Green Energy Private Limited	-	-	0.38	0.50
Interest expense	Roserve Enviro Private Limited	-	-	8.17	8.63
	Prayas Goel *	-	-	-	0.00
	Prerak Goel *	-	-	-	0.00
	AFHoldings, Mauritius	2.80	6.63	6.01	5.49
Liquidated expenses	Roserve Enviro Private Limited	-	-	0.02	-
Bad debts written off	Rochem Green Energy Private Limited	-	-	69.65	-
Write back of provision for impairment	Rochem Green Energy Private Limited	-	-	69.65	-
Security deposit repaid	Roserve Enviro Private Limited	-	-	-	7.75
Redemption of 0.001% unsecured redeemable non-convertible debentures	Prayas Goel	-	-	-	6.74
	Prerak Goel	-	-	-	1.84

* Amounts are below the rounding threshold i.e. INR in million.

Compensation of key managerial personnel

The remuneration of the key management personnel of the Group, is set out below in aggregate for each of the categories specified in Ind AS 24:

Particulars	Name of the party	Period ended 31st August, 2024	Year ended 31st March 2024	Year ended 31st March 2023	Year ended 31st March 2022
Director's Remuneration	Mr. Prayas Goel	12.36	22.20	22.20	19.20
	Mr. Prerak Goel	12.40	21.50	21.50	18.50
Director's sitting fees	Mr. Prakash Shah	0.25	0.25	0.65	-
	Mrs. Kamal Shanbag	0.90	0.50	1.40	-
	Mr. Shiraz Bugwadia	0.30	0.10	0.55	-
Key Managerial Personnel's Remuneration	Mr. Sudarshan Kamath	2.74	6.42	5.74	-
	Ms. Priyanka Nayak	-	0.70	1.11	-
	Ms. Priyanka Aggarwal	0.40	-	-	-

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56.3 Related party outstanding balances:

Nature of transaction	Name of the party	As at 31st August, 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Trade receivables	Concord Shipping Private Limited	-	-	0.03	-
	Roserve Enviro Private Limited	-	-	17.84	-
	WHE Systems FZC	4.81	4.77	0.17	-
	Roserve Enviro FZE	-	-	0.85	-
	Rochem Green Energy Private Limited	0.03	0.31	-	69.65
Investment in related parties	Roserve Enviro Private Limited	208.31	208.31	208.31	183.80
	Rochem Green Energy Private Limited	447.50	447.50	447.50	447.50
Impairment of investment	Rochem Green Energy Private Limited	447.50	447.50	447.50	447.50
Advances given	WHE Systems FZC	-	-	-	193.02
Capital advances	Rochem Green Energy Private Limited	-	-	68.44	64.31
Impairment of capital advances	Rochem Green Energy Private Limited	-	-	68.44	64.31
Corporate guarantee given	Roserve Enviro Private Limited	534.63	700.00	700.00	700.00
	Concord Shipping Private Limited	50.90	50.90	50.90	50.90
	Rochem Green Energy Private Limited	-	-	-	221.22
Deemed investments	Roserve Enviro Private Limited	5.31	4.31	4.31	1.90
	Rochem Green Energy Private Limited	-	-	-	0.97
Prepaid Expenses	Concord Shipping Private Limited	0.15	0.19	0.29	0.38
Director's Reimbursement payable	Prerak Goel	0.30	0.30	0.30	0.30
Director's Remuneration payable	Prayas Goel	1.75	0.59	0.67	-
	Prerak Goel	4.49	0.59	0.60	-
Director's Sitting payable	Mr. Prakash Shah	0.15	-	-	-
	Mrs. Kamal Shanbag	0.29	-	-	-
Key Managerial Personnel Remuneration payable	Mr. Sudarshan Kamath	0.36	-	-	-
	Ms. Priyanka Aggarwal	0.09	-	-	-
Impairment of trade receivables	Rochem Green Energy Private Limited	-	-	-	69.65
Trade payables	Roserve Enviro Private Limited	21.54	1.42	17.75	21.26
	Rochem India Private Limited	11.64	7.82	21.66	11.46
	Concord Shipping Private Limited	0.01	-	-	-
	Roserve Enviro FZE	13.60	8.05	-	13.60
Other current liabilities - Advance received from customers	Roserve Enviro Private Limited	7.70	2.97	-	-
Other current liabilities - Creditors for capital goods	Infinity Solar Power Private Limited	-	-	-	0.05
Other Current Financial Liabilities - Fair value of Financial Guarantee Contracts (deemed)	Rochem Green Energy Private Limited	-	-	-	0.38
Unbilled revenue	Roserve Enviro Private Limited	-	0.04	5.04	12.00
Other current assets - Advance for goods or services	Concord Shipping Private Limited	31.40	27.47	25.09	6.95
Non-current financial assets - Security Deposit	Concord Shipping Private Limited	75.00	75.00	75.00	75.00
Other current assets - Prepaid expenses (deemed)	Rochem Green Energy Private Limited	-	-	-	0.38
Current financial assets - Security Deposit	Roserve Enviro Private Limited	-	-	-	1.00
Non current investments	WHE Systems FZC	-	1.69	1.68	1.52
Investment in perpetual debt	WHE Systems FZC	367.59	348.36	309.95	-
Loan	AFHoldings, Mauritius	95.01	91.58	89.83	76.82

56.4 (i) Corporate guarantee given by holding company is covered under notes 28.1 (a) and (e).

(ii) Personal guarantees given by directors are covered under notes 28.1 (a), 28.1 (e), 28.1 (f) and 28.1 (h).

(iii) All outstanding balances are uinsecured and are repayable as per terms of credit and settlement occurs in cash.

(iv) All related party transactions entered during the period / year were in ordinary course of business and on arms length basis.

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56.5 Transactions within the Group: (these transactions got eliminated in Restated Consolidated Financial Information)

Particulars		Period ended August 31, 2024	Year ended 31st March 2024	Year ended 31st March 2023	Year ended 31st March 2022
In the Books of Concord Enviro Systems Limited					
(a)	**Sale of goods**				
	Rochem Separation Systems (India) Private Limited	155.93	357.87	-	1.09
(b)	**Purchase of goods**				
	Concord Enviro FZE	160.59	330.29	-	-
(c)	**Proceeds from redemption of Preference shares**				
	Rochem Separation Systems (India) Private Limited	-	-	32.50	8.93
(d)	**Investment**				
	Blue Zone Ventures Private Limited	-	0.10	-	-
(e)	**Service charges**				
	Reva Enviro Systems Private Limited	4.45	9.75	6.23	8.00
	Rochem Services Private Limited	-	-	12.37	12.00
(f)	**Interest income**				
	Reva Enviro Systems Private Limited	-	-	0.75	1.03
	Rochem Services Private Limited	-	-	0.07	0.09
	Blue Zone Ventures Private Limited	0.28	-	-	-
	Rochem Separation Systems (India) Private Limited	-	-	-	0.10
(g)	**Receipt against loan**				
	Rochem Services Private Limited	-	-	1.22	-
	Reva Enviro Systems Private Limited	-	-	13.33	3.54
	Rochem Separation Systems (India) Private Limited	-	-	-	8.90
(h)	**Loans given**				
	Blue Zone Ventures Private Limited	19.39	-	-	-
	Rochem Separation Systems (India) Private Limited	-	-	-	8.90
	Reva Enviro Systems Private Limited	-	-	-	0.02
(i)	**Dividend income**				
	Rochem Separation Systems (India) Private Limited	-	-	7.45	-
	Concord Enviro FZE	-	-	-	20.74
(j)	**Sale of service**				
	Concord Enviro FZE	18.72	27.78	16.71	13.19
	Rochem Separation Systems (India) Private Limited	-	-	21.14	21.00
(k)	**Reimbursement of expenses**				
	Concord Enviro FZE	1.39	3.27	-	-
	Reva Enviro Systems Private Limited	-	-	0.24	-
	Rochem Services Private Limited	-	-	0.24	-
(l)	**Reversal of impairment of loans**				
	Reva Enviro Systems Private Limited	-	-	13.33	3.52
	Rochem Services Private Limited	-	-	1.22	-
(m)	**Corporate guarantee commission**				
	Rochem Separation Systems (India) Private Limited	3.12	6.54	6.58	5.36
	Concord Enviro FZE	0.17	0.58	0.66	0.35
(n)	**Corporate guarantee given**				
	Rochem Separation Systems (India) Private Limited	-	-	-	500.00
In the Books of Reva Enviro Systems Private Limited					
(a)	**Sale of service**				
	Rochem Separation Systems (India) Private Limited	-	-	9.53	-
	Concord Enviro Systems Limited	4.45	9.75	6.23	8.00
(b)	**Reimbursement of expenses**				
	Concord Enviro Systems Limited	-	-	0.24	-
(c)	**Loan received**				
	Concord Enviro Systems Limited	-	-	-	0.02
(d)	**Interest expense**				
	Concord Enviro Systems Limited	-	-	0.75	1.03
(e)	**Loan Repaid**				
	Concord Enviro Systems Limited	-	-	13.33	3.54

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In the Books of Rochem Services Private Limited					
(a)	**Sale of service**				
	Rochem Separation Systems (India) Private Limited	122.00	283.67	259.59	213.27
	Concord Enviro Systems Limited	-	-	12.37	12.00
(b)	**Reimbursement of expenses**				
	Concord Enviro Systems Limited	-	-	0.24	-
(c)	**Loan repaid**				
	Concord Enviro Systems Limited	-	-	1.22	-
(d)	**Interest expense**				
	Concord Enviro Systems Limited	-	-	0.07	0.09
(e)	**Service charges**				
	Rochem Separation Systems (India) Private Limited	-	-	10.46	14.50
In the Books of Rochem Separation Systems (India) Private Limited					
(a)	**Purchase of goods**				
	Blue Water Trading & Treatment FZE	-	203.34	498.45	482.57
	Concord Enviro Systems Limited	155.93	357.87	-	1.09
(b)	**Sale of goods or service**				
	Concord Enviro FZE	207.67	582.06	416.30	253.84
	Rochem Services Private Limited	-	-	10.46	14.50
(c)	**Service charge**				
	Rochem Services Private Limited	122.00	283.67	259.59	213.27
	Reva Enviro Systems Private Limited	-	-	9.53	-
(d)	**Technical consultancy and design services**				
	Concord Enviro Systems Limited	-	-	21.14	21.00
(e)	**Interest on compound financial instruments**				
	Concord Enviro Systems Limited	0.01	0.01	13.88	2.16
(f)	**Reimbursement of expenses**				
	Concord Enviro FZE	-	1.30	-	-
	Blue Zone Ventures Private Limited	0.68	7.29	-	-
	Concord Enviro SA DE CV	-	1.31	0.57	-
(g)	**Redemption of 0.001% unsecured redeemable non-convertible debentures**				
	Concord Enviro Systems Limited	-	-	-	8.93
(h)	**Loan received**				
	Concord Enviro Systems Limited	-	-	-	8.90
(i)	**Loan Paid**				
	Concord Enviro Systems Limited	-	-	-	8.90
(j)	**Repayment of 4.5% redeemable cumulative preference shares of Rs.100 each fully paid**				
	Concord Enviro Systems Limited	-	-	32.50	-
(k)	**Payment of dividend on 4.5% redeemable cumulative preference shares of Rs.100 each fully paid**				
	Concord Enviro Systems Limited	-	-	7.45	-
(l)	**Interest expense**				
	Concord Enviro Systems Limited	-	-	-	0.10
In the Books of Blue Zone Ventures Private Limited					
(a)	**Reimbursement of expenses**				
	Rochem Separation Systems (India) Private Limited	0.68	7.29	-	-
(b)	**Interest Expenses**				
	Concord Enviro Systems Limited	0.28	-	-	-
(c)	**Short term borrowings**				
	Concord Enviro Systems Limited	19.39	-	-	-
(d)	**Investment in share capital**				
	Concord Enviro Systems Limited	-	0.10	-	-

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In the Books of Concord Enviro FZE					
(a)	**Sale of goods or service**				
	Blue Water Trading & Treatment FZE	-	104.67	118.13	128.45
	Concord Enviro SA DE CV	-	137.62	-	-
	Concord Enviro Systems Limited	158.97	322.12	-	-
(b)	**Purchase of goods**				
	Blue Water Trading & Treatment FZE	-	396.50	81.35	230.36
	Rochem Separation Systems (India) Private Limited	209.77	585.65	403.78	254.36
(c)	**Freight Expenses**				
	Concord Enviro Systems Limited	-	3.15	-	-
	Rochem Separation Systems (India) Private Limited	-	0.07	-	-
(d)	**Service charges**				
	Blue Water Trading & Treatment FZE	8.38	64.20	-	-
	Concord Enviro Systems Limited	18.68	27.61	-	-
(e)	**Finance Charges**				
	Concord Enviro Systems Limited	1.39	3.26	-	-
(f)	**Reimbursement of expenses**				
	Rochem Separation Systems (India) Private Limited	-	1.29	-	-
(g)	**Dividend Income**				
	Blue Water Trading & Treatment FZE	-	688.11	-	32.32
(h)	**Advances received from customers**				
	Blue Water Trading & Treatment FZE	-	-	22.41	-
(i)	**Loans given**				
	Concord Enviro SA DE CV	163.88	-	-	76.01
(j)	**Advances written off**				
	Concord Enviro SA DE CV	-	-	81.37	-
(k)	**Legal & Professional fees**				
	Concord Enviro Systems Limited	-	-	15.97	13.03
(l)	**Dividend paid**				
	Concord Enviro Systems Limited	-	-	-	20.43
(m)	**Rent expense**				
	Blue Water Trading & Treatment FZE	21.63	-	-	-
In the Books of Blue Water Trading & Treatment FZE					
(a)	**Sale of goods or service**				
	Rochem Separation Systems (India) Private Limited	-	201.24	481.21	475.29
	Concord Enviro FZE	-	396.50	81.35	230.36
(b)	**Expenses Recharged to Shareholder**				
	Concord Enviro FZE	8.38	64.20	-	-
(c)	**Purchase of goods**				
	Concord Enviro FZE	-	104.67	118.13	128.45
(d)	**Dividend Expense**				
	Concord Enviro FZE	-	688.11	-	32.32
(e)	**Advance given to suppliers**				
	Concord Enviro FZE	-	-	22.41	-
(f)	**Rent income**				
	Concord Enviro FZE	21.63	-	-	-
In the Books of Concord Enviro SA DE CV					
(a)	**Purchase of goods**				
	Concord Enviro FZE	-	139.56	-	-
(b)	**Reimbursement of expenses**				
	Rochem Separation Systems (India) Private Limited	-	1.25	0.53	-
(c)	**Loan received**				
	Concord Enviro FZE	149.42	-	-	70.25
(d)	**Loan written off**				
	Concord Enviro FZE	-	-	78.92	-

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The balances receivable from and payable within the Group: (these transactions got eliminated in Restated Consolidated Financial Information)

Particulars		As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
In the Books of Concord Enviro Systems Limited					
(a)	**Interest receivable**				
	Rochem Services Private Limited	-	-	-	0.08
	Reva Enviro Systems Private Limited	-	-	-	0.93
	Blue Zone Ventures Private Limited	0.28	-	-	-
(b)	**Trade receivables**				
	Concord Enviro FZE	9.87	14.11	3.19	10.61
	Rochem Separation Systems (India) Private Limited	41.00	-	-	-
(c)	**Unbilled revenue**				
	Rochem Separation Systems (India) Private Limited	-	-	-	21.00
	Concord Enviro FZE	5.34	-	-	-
(d)	**Short term loans and advances- receivable**				
	Reva Enviro Systems Private Limited	-	-	-	13.33
	Rochem Services Private Limited	-	-	-	1.22
(e)	**Impairment of Short term loans and advances- receivable**				
	Reva Enviro Systems Private Limited	-	-	-	(13.33)
	Rochem Services Private Limited	-	-	-	(1.22)
(f)	**Trade payables**				
	Reva Enviro Systems Private Limited	15.85	14.09	2.78	8.00
	Rochem Services Private Limited	2.09	27.26	27.26	12.00
	Concord Enviro FZE	178.39	50.29	-	-
(g)	**Advance from Customers**				
	Rochem Separation Systems (India) Private Limited	-	0.39	50.90	14.18

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(h)	**Investment in related parties**				
	Rochem Separation Systems (India) Private Limited	248.52	248.52	248.52	281.02
	Reva Enviro Systems Private Limited	15.70	15.70	15.70	15.70
	Rochem Services Private Limited	50.62	50.62	50.62	50.62
	Concord Enviro FZE	1.84	1.84	1.84	1.84
	Blue Zone Ventures Private Limited	0.10	0.10	-	-
(i)	**Impairment of investment**				
	Reva Enviro Systems Private Limited	(15.70)	(15.70)	(15.70)	(15.70)
	Rochem Services Private Limited	(50.62)	(50.62)	(50.62)	(50.62)
(j)	**Bank guarantee given**				
	Rochem Separation Systems (India) Private Limited	1,549.10	1,349.10	1,349.10	1,349.10
(k)	**Corporate guarantee given**				
	Concord Enviro FZE	492.92	492.92	492.92	453.06
(l)	**Deemed investments**				
	Rochem Separation Systems (India) Private Limited	33.40	30.32	17.52	17.52
	Concord Enviro FZE	2.38	2.38	2.38	2.38
(m)	**Current loans given**				
	Blue Zone Ventures Pvt. Ltd.	19.39	-	-	-
<u>In the Books of Reva Enviro Systems Private Limited</u>					
(a)	**Advance from Customers**				
	Rochem Separation Systems (India) Private Limited	26.15	23.93	12.95	14.62
(b)	**Interest Payable**				
	Concord Enviro Systems Limited	-	-	-	0.93
(c)	**Unbilled revenue**				
	Concord Enviro Systems Limited	4.45	-	-	8.00
(d)	**Short term loans and advances- Payable**				
	Concord Enviro Systems Limited	-	-	-	13.33
(e)	**Trade receivables**				
	Concord Enviro Systems Limited	11.40	14.09	2.78	-
<u>In the Books of Rochem Services Private Limited</u>					
(a)	**Trade receivables**				
	Concord Enviro Systems Limited	2.09	27.26	27.26	-
	Rochem Separation Systems (India) Private Limited	-	50.65	38.35	77.20
(b)	**Unbilled Revenue**				
	Concord Enviro Systems Limited	-	-	-	12.00
	Rochem Separation Systems (India) Private Limited	70.00	2.04	10.72	-
(c)	**Loan Payable**				
	Concord Enviro Systems Limited	-	-	-	1.22
(d)	**Trade payables**				
	Rochem Separation Systems (India) Private Limited	-	-	-	14.50
(e)	**Interest Payable**				
	Concord Enviro Systems Limited	-	-	-	0.08
(f)	**Advance from Customers**				
	Rochem Separation Systems (India) Private Limited	11.88	-	-	-
<u>In the Books of Rochem Separation Systems (India) Private Limited</u>					
(a)	**Trade payables**				
	Blue Water Trading & Treatment FZE	30.83	30.62	126.63	243.97
	Concord Enviro Systems Limited	41.00	-	-	21.00
	Rochem Services Private Limited	70.00	52.69	49.07	77.20
	Blue Zone Ventures Pvt. Ltd.	0.43	-	-	-
(b)	**Other current liabilities - Advance received from customers**				
	Concord Enviro FZE	-	-	8.95	-
(c)	**Trade receivables**				
	Concord Enviro FZE	302.29	258.31	-	11.78
	Blue Zone Ventures Private Limited	7.96	7.29	-	-
	Concord Enviro SA DE CV	1.32	1.31	0.57	-
(d)	**Unbilled revenue**				
	Rochem Services Private Limited	-	-	-	14.50
(e)	**Other current assets - Advance for goods or services**				
	Reva Enviro Systems Private Limited	26.15	23.93	12.95	14.62
	Rochem Services Private Limited	11.88	-	-	-
	Blue Zone Ventures Private Limited	-	1.57	-	-
	Concord Enviro Systems Limited	-	0.39	50.90	14.18

Notes to the Restated Consolidated Financial Information
(Amount in million, unless otherwise stated)

In the Books of Blue Zone Ventures Private Limited					
(a)	**Trade payables**				
	Rochem Separation Systems (India) Private Limited	7.96	8.85	-	-
(b)	**Trade receivables**				
	Rochem Separation Systems (India) Private Limited	0.43	-	-	-
(c)	**Interest payable**				
	Concord Enviro Systems Limited	0.28	-	-	-
(d)	**Short term borrowings**				
	Concord Enviro Systems Limited	19.39	-	-	-
In the Books of Concord Enviro FZE					
(a)	**Trade receivables**				
	Concord Enviro Systems Limited	178.31	50.25	-	-
(b)	**Trade payables**				
	Concord Enviro Systems Limited	15.20	14.10	3.19	10.61
	Rochem Separation Systems (India) Private Limited	301.98	258.06	8.94	11.75
(c)	**Loan given**				
	Concord Enviro SA DE CV	20.11			
(d)	**Advances taken**				
	Blue Water Trading & Treatment FZE	38.58	14.75	23.35	-
In the Books of Blue Water Trading & Treatment FZE					
(a)	**Trade receivables**				
	Rochem Separation Systems (India) Private Limited	30.80	30.59	126.49	243.31
(b)	**Advances given**				
	Concord Enviro FZE	38.58	14.75	23.35	-
In the Books of Concord Enviro SA DE CV					
(a)	**Trade payables**				
	Rochem Separation Systems (India) Private Limited	1.33	1.32	0.57	-
(b)	**Loan taken**				
	Concord Enviro FZE	18.05	-	-	-

Notes to the Restated Consolidated Financial Information
(Amount in million, unless otherwise stated)

57 Segment Reporting:

The Group is engaged in the business of manufacturing water treatment systems, water pollution control equipment, bio filters and resource recovery systems using membrane technology.The Group caters to both domestic and international markets.

The Group manages its business on the basis of one reportable segment and the product and segment share similar distribution channels and customers. Accordingly information relating to segment reporting as required by Indian Accounting Standard 108 is not required to be submitted. The secondary disclosure related to geographical area are as under:

Particulars	Period ended 31st August, 2024	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
Revenue from operation				
Sale in India	1,146.43	2,893.43	2,606.97	2,553.22
Sale Outside India	915.28	2,075.16	825.22	740.44
Total	**2,061.71**	**4,968.59**	**3,432.19**	**3,293.66**

Non-current assets (Property, plant and equipment, Intangible assets, other non-current assets (non-financial)) by geographic area:

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
India	421.07	425.14	569.67	613.01
Outside India	820.80	745.94	859.68	1,078.84
Total	**1,241.87**	**1,171.08**	**1,429.35**	**1,691.85**

58 Disclosures as per section 186(4) of the Companies Act, 2013

Sr. no.	Name of the recipient entity	Relationship with the company	Purpose (i.e. proposed utilization by the recipient	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
1	**Loans given**						
	Calvin Associates Pvt. Limited.	None	Business/corporate general purpose	-	-	-	10.00
	Employees	None	Medical and other reasons	3.28	3.49	2.84	1.59
2	**Investments made**						
	Investments in equity shares						
	Saraswat Cooperative Bank	None		0.07	0.07	0.07	0.07
	Roserve Enviro Private Limited	Joint Venture		208.31	208.31	208.31	183.80
	Investments in preference shares						
	Rochem Green Energy Private Limited	Enterprises over which key managerial personnel is able to exercise significant influence.		447.50	447.50	447.50	447.50
3	**Guarantees given**						
	Rochem Green Energy Private Limited	Enterprises over which key managerial personnel is able to exercise significant influence.	Term Loan	-	-	-	221.22
	Roserve Enviro Private Limited	Joint Venture	External Commercial Borrowing	534.63	700.00	700.00	700.00
	Concord Shipping Private Limited	Enterprises over which key managerial personnel is able to exercise significant influence.	Term Loan	50.90	50.90	50.90	50.90

(Amount in million, unless otherwise stated)

59 Additional information as required under schedule III to the Companies Act, 2013, of the enterprises consolidated as subsidiary are as given below:

Name of the Entity	Relationship	Net Assets		Share in profit and loss		Share in other comprehensive income		Share in total comprehensive income	
		As % of Consolidated net assets	Amount	As % of Consolidated profit or loss	Amount	As % of Consolidated profit or loss	Amount	As % of Consolidated profit or loss	Amount
Concord Enviro System Limited									
31st March, 2022	Holding Company	18.53%	497.48	5.99%	9.87	-0.11%	(0.03)	5.11%	9.84
31st March, 2023		14.65%	411.64	-153.69%	(84.33)	-0.77%	(0.54)	-67.82%	(84.87)
31st March, 2024		13.48%	434.74	5.60%	23.22	-8.44%	(0.13)	5.55%	23.09
31st August, 2024		13.74%	441.69	135.38%	6.98	0.12%	(0.02)	-62.85%	6.96
Rochem Separation System (India) Private Limited									
31st March, 2022	Subsidiary	42.48%	1,140.67	46.41%	76.47	3.00%	0.83	40.17%	77.30
31st March, 2023		43.19%	1,213.41	144.25%	79.15	-9.14%	(6.42)	58.12%	72.73
31st March, 2024		40.98%	1,321.89	27.57%	114.24	-374.03%	(5.76)	26.08%	108.48
31st August, 2024		40.96%	1,316.78	-98.34%	(5.07)	0.18%	(0.03)	46.05%	(5.10)
Reva Enviro Systems Private limited									
31st March, 2022	Subsidiary	-0.85%	(22.73)	-0.41%	(0.68)	-1.12%	(0.31)	-0.51%	(0.99)
31st March, 2023		-0.44%	(12.41)	18.57%	10.19	0.20%	0.14	8.25%	10.33
31st March, 2024		-0.34%	(10.98)	0.38%	1.59	-10.39%	(0.16)	0.34%	1.43
31st August, 2024		-0.33%	(10.56)	7.95%	0.41	-0.06%	0.01	-3.79%	0.42
Rochem Service Private Limited									
31st March, 2022	Subsidiary	-0.74%	(19.75)	-10.58%	(17.43)	-0.22%	(0.06)	-9.09%	(17.49)
31st March, 2023		-0.60%	(16.85)	5.54%	3.04	-0.20%	(0.14)	2.32%	2.90
31st March, 2024		-0.53%	(17.15)	0.09%	0.38	-44.16%	(0.68)	-0.07%	(0.30)
31st August, 2024		-0.48%	(15.30)	36.66%	1.89	0.18%	(0.03)	-16.80%	1.86
Blue Zone Ventures Private Limited									
31st March, 2022	Subsidiary	0.00%	-	0.00%	-	0.00%	-	0.00%	-
31st March, 2023		0.00%	-	0.00%	-	0.00%	-	0.00%	-
31st March, 2024		-0.24%	(7.85)	-1.92%	(7.95)	0.00%	-	-1.91%	(7.95)
31st August, 2024		-0.39%	(12.55)	-91.16%	(4.70)	0.00%	-	42.44%	(4.70)

Notes to the Restated Consolidated Financial Information
(Amount in million, unless otherwise stated)

59 Additional information as required under schedule III to the Companies Act, 2013, of the enterprises consolidated as subsidiary are as given below:

Name of the Entity	Relationship	Net Assets		Share in profit and loss		Share in other comprehensive income		Share in total comprehensive income	
		As % of Consolidated	Amount	As % of Consolidated	Amount	As % of Consolidated	Amount	As % of Consolidated	Amount
Concord Enviro FZE									
31st March, 2022	Subsidiary	53.13%	1,426.76	55.46%	91.39	0.00%	-	47.49%	91.39
31st March, 2023		55.41%	1,556.88	95.48%	52.39	0.00%	-	41.87%	52.39
31st March, 2024		57.12%	1,842.40	69.22%	286.85	0.00%	-	68.97%	286.85
31st August, 2024		57.08%	1,834.96	248.66%	12.82	0.00%	-	-115.76%	12.82
Roserve Enviro Private Limited									
31st March, 2022	Joint venture	0.00%	-	5.07%	8.35	1.81%	0.50	4.60%	8.85
31st March, 2023		0.00%	-	11.81%	6.48	2.90%	2.04	6.81%	8.52
31st March, 2024		0.00%	-	3.24%	13.41	9.09%	0.14	3.26%	13.55
31st August, 2024		0.00%	-	26.38%	1.36	-0.80%	0.13	-13.45%	1.49
WHE Systems (FZC)									
31st March, 2022	Joint venture	0.00%	-	0.02%	0.04	0.00%	-	0.01%	0.04
31st March, 2023		0.00%	-	-5.32%	(2.92)	0.00%	-	-2.33%	(2.92)
31st March, 2024		0.00%	-	-4.94%	(20.49)	0.00%	-	-4.93%	(20.49)
31st August, 2024		0.00%	-	-150.12%	(7.74)	0.00%	-	69.89%	(7.74)
Consolidation Adjustments/ Eliminations									
31st March, 2022		-12.55%	(336.98)	-1.96%	(3.24)	96.64%	26.74	12.21%	23.50
31st March, 2023		-12.21%	(343.06)	-16.64%	(9.13)	107.00%	75.19	52.79%	66.06
31st March, 2024		-10.46%	(337.51)	0.76%	3.14	527.92%	8.13	2.71%	11.27
31st August, 2024		-10.59%	(340.55)	-15.41%	(0.79)	100.37%	(16.29)	154.27%	(17.08)
31st March, 2022	**TOTAL**	**100.00%**	**2,685.45**	**100.00%**	**164.77**	**100.00%**	**27.67**	**100.00%**	**192.44**
31st March, 2023		**100.00%**	**2,809.61**	**100.00%**	**54.87**	**100.00%**	**70.27**	**100.00%**	**125.14**
31st March, 2024		**100.00%**	**3,225.54**	**100.00%**	**414.39**	**100.00%**	**1.54**	**100.00%**	**415.93**
31st August, 2024		**100.00%**	**3,214.47**	**100.00%**	**5.16**	**100.00%**	**(16.23)**	**100.00%**	**(11.07)**

Notes to the Restated Consolidated Financial Information
(Amount in million, unless otherwise stated)

60 Financial Ratios

60.1 Ratios and change in ratios vis a vis earlier year:

Particulars	Numerator	Denominator	As at 31st August, 2024	As at 31st March 2024	% change from 31st March 2024 to 31st August 2024
(a) Current ratio	Current assets	Current liabilities	1.56	1.62	-3.70%
(b) Debt Equity Ratio	Total Debt[1]	Shareholder's equity	0.52	0.47	10.64%
(c) Debt Service coverage ratio *	Earnings available for debt service[2]	Debt service[3]	1.75	2.30	-23.91%
(d) Return on Equity (%) *	Net profit after tax	Average shareholder's equity	0.16%	13.73%	-98.83%
(e) Inventory Turnover Ratio *	Cost of goods[4]	Average inventory	0.70	1.73	-59.54%
(f) Trade receivable Turnover ratio *	Revenue from operations	Average closing trade receivables	1.43	3.58	-60.06%
(g) Trade payable Turnover ratio *	Purchases of material and expenses (Net of Notional Expense[7])	Average trade payables (excluding dues payable to employees)	1.41	3.36	-58.04%
(h) Net capital turnover ratio *	Revenue from operations	Working capital[5]	1.30	2.96	-56.08%
(i) Net profit (%) *	Net profit after tax	Revenue from operations	0.25%	8.34%	-97.00%
(j) Return on capital employed (%) *	Earning before interest and taxes	Capital Employed[6]	2.08%	14.07%	-85.24%
(k) Return on investment *	N / A	N / A	N / A	N / A	N / A

Note:

Total Debt[1] - Current borrowings (including current maturity of long term borrowings) + Non Current borrowing .

Earnings available for debt service[2] - profit after tax + Depreciation + Finance Cost (excluding interest on statutory dues, interest on others, corporate guarantee charges, other borrowing cost and derivatives).

Debt service[3] - Finance Cost (excluding interest on statutory dues, interest on others, corporate guarantee charges, other borrowing cost and derivatives).+ Principal repayment of borrowing, debenture and Lease Liability.

Cost of goods[4] - Cost of raw materials and components consumed, Purchase of Stock in Trade and Increase/(decrease) in inventories of finished goods and work-in-progress.

Working capital[5] - Current Asset and - Current liabilities.

Capital Employed[6] - Tangible Net Worth (includes total asset and total liabilities excludes intangible assets (except ROU)) + (Total Debt[1]) - (Deferred Tax asset)

Net of Notional Expense[7] includes Amortisation of premium on forward exchange contracts, Net loss on foreign exchange fluctuations, Liquidated damages, Bad debts written off, Impairment loss recognised under expected credit loss model.

*Ratios as on 31st August, 2024 vis-à-vis 31st March, 2024 are not comparable because of period (months) involved and ratios as at 31st August 2024 are not annualised.

60.2 Ratios and change in ratios vis a vis earlier year:

Particulars	Numerator	Denominator	As at 31st March 2024	As at 31st March 2023	% change from 31st March 2023 to 31st March 2024	Note on reason for change of more than 25% in Ratios
(a) Current ratio	Current assets	Current liabilities	1.62	1.52	6.58%	-
(b) Debt Equity Ratio	Total Debt[1]	Shareholder's equity	0.47	0.47	0.00%	-
(c) Debt Service coverage ratio	Earnings available for debt service[2]	Debt service[3]	2.30	1.22	88.52%	60.4 (i)
(d) Return on Equity (%)	Net profit after tax	Average shareholder's equity	13.73%	2.00%	587.69%	60.4 (ii)
(e) Inventory Turnover Ratio	Cost of goods[4]	Average inventory	1.73	1.02	69.61%	60.4 (iii)
(f) Trade receivable Turnover ratio	Revenue from operations	Average closing trade receivables	3.58	2.93	22.18%	-
(g) Trade payable Turnover ratio	Purchases of material and expenses (Net of Notional Expense[7])	Average trade payables (excluding dues payable to employees)	3.36	2.89	16.26%	-
(h) Net capital turnover ratio	Revenue from operations	Working capital[5]	2.96	2.69	10.04%	-
(i) Net profit (%)	Net profit after tax	Revenue from operations	8.34%	1.60%	421.73%	60.4 (iv)
(j) Return on capital employed (%)	Earning before interest and taxes	Capital Employed[6]	14.07%	6.96%	102.13%	60.4 (v)
(k) Return on investment	N / A	N / A	N / A	N / A	N / A	N / A

Note:

Total Debt[1] - Current borrowings (including current maturity of long term borrowings) + Non Current borrowing .

Earnings available for debt service[2] - profit after tax + Depreciation + Finance Cost (excluding interest on statutory dues, interest on others, corporate guarantee charges, other borrowing cost and derivatives).

Debt service[3] - Finance Cost (excluding interest on statutory dues, interest on others, corporate guarantee charges, other borrowing cost and derivatives).+ Principal repayment of borrowing, debenture and Lease Liability.

Cost of goods[4] - Cost of raw materials and components consumed, Purchase of Stock in Trade and Increase/(decrease) in inventories of finished goods and work-in-progress.

Working capital[5] - Current Asset and - Current liabilities.

Capital Employed[6] - Tangible Net Worth (includes total asset and total liabilities excludes intangible assets (except ROU)) + (Total Debt[1]) - (Deferred Tax asset)

Net of Notional Expense[7] includes Amortisation of premium on forward exchange contracts, Net loss on foreign exchange fluctuations, Liquidated damages, Bad debts written off, Impairment loss recognised under expected credit loss model.

Concord Enviro Systems Limited
CIN: U45209MH1999PLC120599
Restated Consolidated Financial Information

Notes to the Restated Consolidated Financial Information
(Amount in million, unless otherwise stated)

60 Financial Ratios

60.3 Ratios and change in ratios vis a vis earlier year:

Particulars	Numerator	Denominator	As at 31st March, 2023	As at 31st March, 2022	% change from 31st March 2022 to 31st March 2023	Note on reason for change of more than 25% in Ratios
(a) Current ratio	Current assets	Current liabilities	1.52	1.73	-12.14%	-
(b) Debt Equity Ratio	Total Debt[1]	Shareholder's equity	0.47	0.47	0.00%	-
(c) Debt Service coverage ratio	Earnings available for debt service[2]	Debt service[3]	1.22	1.81	-32.60%	60.4 (i)
(d) Return on Equity (%)	Net profit after tax	Average shareholder's equity	2.00%	12.78%	-84.37%	60.4 (ii)
(e) Inventory Turnover Ratio	Cost of goods[4]	Average inventory	1.02	1.10	-7.27%	-
(f) Trade receivable Turnover ratio	Revenue from operations	Average closing trade receivables	2.93	2.35	24.68%	-
(g) Trade payable Turnover ratio	Purchases of material and expenses (Net of Notional Expense[7])	Average trade payables (excluding dues payable to employees)	2.89	2.71	6.64%	-
(h) Net capital turnover ratio	Revenue from operations	Working capital[5]	2.69	2.39	12.55%	-
(i) Net profit (%)	Net profit after tax	Revenue from operations	1.60%	5.00%	-68.04%	60.4 (iv)
(j) Return on capital employed (%)	Earning before interest and taxes	Capital Employed[6]	6.96%	10.23%	-31.94%	60.4 (v)
(k) Return on investment	N / A	N / A	N / A	N / A	N / A	N / A

Note:

Total Debt[1] - Current borrowings (including current maturity of long term borrowings) + Non Current borrowing .

Earnings available for debt service[2] - profit after tax + Depreciation + Finance Cost (excluding interest on statutory dues, interest on others, corporate guarantee charges, other borrowing cost and derivatives).

Debt service[3] - Finance Cost (excluding interest on statutory dues, interest on others, corporate guarantee charges, other borrowing cost and derivatives).+ Principal repayment of borrowing, debenture and Lease Liability.

Cost of goods[4] - Cost of raw materials and components consumed, Purchase of Stock in Trade and Increase/(decrease) in inventories of finished goods and work-in-progress

Working capital[5] - Current Asset and - Current liabilities

Capital Employed[6] - Tangible Net Worth (includes total asset and total liabilities excludes intangible assets (except ROU)) + (Total Debt[1]) - (Deferred Tax asset)

Net of Notional Expense[7] includes Amortisation of premium on forward exchange contracts, Net loss on foreign exchange fluctuations, Liquidated damages, Bad debts written off, Impairment loss recognised under expected credit loss model

60.4 Ratio reasoning for more than 25%

(i) As at 31st March, 2024 - Variation is on account of increase in EBIDTA and decrease in debt servicing amount resulting in improvement of the ratio.
As at 31st March, 2023 - Variation is on account of reduction in EBITDA and increase in debt servicing amount resulting in deterioration of the ratio.

(ii) As at 31st March, 2024 - Variation is on account of increase in profits and resulting in improvement of the ratio.
As at 31st March, 2023 - Variation is on account of reduction in profits and increase in equity share capital due to conversion of CCPS and issue of bonus shares resulting in deterioration of the ratio.

(iii) As at 31st March, 2024 - Variation is on account of increase in inventory and decrease in cost of goods sold which resulted in improvement of ratio.

(iv) As at 31st March, 2024 - Variation is on account of increase in revenue which is directly proportional to increase in profits this resulting in improvement of the ratio.
As at 31st March, 2023 - Variation is on account of reduction in profits resulting in deterioration of the ratio.

(v) As at 31st March, 2024 - Variation is on account of reduction in EBIT resulting in improvement of the ratio.
As at 31st March, 2023 - Variation is on account of reduction in EBIT resulting in deterioration of the ratio.

Notes to the Restated Consolidated Financial Information
(Amount in million, unless otherwise stated)

61 Statement of adjustments to the audited consolidated financial statements

Summarised below are the restatement adjustments made to the audited consolidated IND AS financial statement as at and for the period/years ended 31st August, 2024, 31st March 2024, 31st March 2023 and 31st March 2022 and their impact on total equity and total comprehensive income of the group

A Reconciliation between audited and restated total equity

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Total Equity as per audited consolidated IND AS financial statements	3,214.47	3,225.54	2,809.61	2,685.45
Restatement adjustments:	-	-	-	-
Total impact of adjustments	-	-	-	-
Total equity as per Restated Consolidated Financial Information	**3,214.47**	**3,225.54**	**2,809.61**	**2,685.45**

B Reconciliation between audited and restated total comprehensive income

Particulars	Period ended 31st August, 2024	Year ended 31st March, 2024	Year ended 31st March, 2023	Year ended 31st March, 2022
Total comprehensive income as per audited consolidated IND AS financial statements	(11.07)	415.93	125.14	192.44
Restatement adjustments:	-	-	-	-
Total impact of adjustments	-	-	-	-
Total comprehensive income as per Restated Consolidated Statement of Profit and Loss	**(11.07)**	**415.93**	**125.14**	**192.44**

Notes to the Restated Consolidated Financial Information
(Amount in million, unless otherwise stated)

62 Certain amounts for the prior years were reclassified to conform to current year's presentation.

63 **Reconciliation of quarterly bank returns**
There is no variance between Amount as per Books of Accounts & Amount reported in Quarterly statements, hence no reconciliation has been disclosed.
(31st August, 2024 Nil ; 31st March, 2024 Nil ; 31st March, 2023 Nil ; 31st March, 2022 Nil)

64 The Restated Consolidated Financial Information as at and for the period ended August 31st, 2024, have been approved by the Board of Directors at the meeting held on December 05,2024.

For and on behalf of the Board of Directors
Concord Enviro Systems Limited

Prayas Goel	**Prerak Goel**	**Sudarshan Kamath**	**Priyanka Aggarwal**
Chairman & Managing Director	Executive Director	Chief financial officer	Company secretary & Compliance Officer
DIN: 00348519	DIN: 00348563		Membership No: A38180
Place: Mumbai	Place: Mumbai	Place: Mumbai	Place: Mumbai
Date: 05/12/2024	Date: 05/12/2024	Date: 05/12/2024	Date: 05/12/2024

OTHER FINANCIAL INFORMATION

Other Financial Information:

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations, as derived from the Restated Consolidated Summary Statements, are given below:

(In ₹ million, unless otherwise stated)

Particulars	As at and for the five-month period ended August 31, 2024*	As at and for the year ended March 31, 2024	As at and for the year ended March 31, 2023	As at and for the year ended March 31, 2022
Basic EPS(1) (₹)	0.28	22.77	3.01	9.05
Diluted EPS(2) (₹)	0.28	22.77	3.01	9.05
RoNW(3) (%)	0.16	12.92	1.97	6.18
NAV per Equity Share(4) (₹)	176.62	177.23	154.38	147.55
Profit before tax (₹ million)	8.25	439.97	75.53	185.31
EBITDA(5) (₹ million)	151.12	811.47	495.84	614.27

**Not annualised*

Notes:

The ratios have been computed as under:

1. *Basic EPS = Basic earnings per share are calculated by dividing the net restated profit for the period/year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year.*
2. *Diluted EPS = Diluted earnings per share are calculated by dividing the net restated profit for the period/year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year as adjusted for the effects of all dilutive potential Equity Shares outstanding during the year.*
3. *Return on Net Worth (%) = Return on Net Worth is calculated as profit for the period/year divided by Net Worth.*
4. *NAV per Equity Share = Total Equity derived from the Restated Consolidated Financial Information divided by number of equity shares outstanding as at the end of year. Equity Shares on fully diluted basis is considered for the purpose of calculation of NAV.*
5. *EBITDA = The sum of (i) restated profit after tax for the year, (ii) tax expenses, (iii) depreciation and amortization expenses, and (iv) finance costs, less interest income.*

For details of Non – GAAP measures, please see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Key Financial Information and Non-GAAP Measures*" on page 409.

In accordance with Schedule VI, Part A (11)(I)(A)(ii)(b) of the SEBI ICDR Regulations, the audited standalone financial statements of our Company, Rochem Separation Systems (India) Private Limited, Concord Enviro FZE, Blue Water Trading & Treatment FZE and Concord Enviro SA De. C.V. Mexico Rochem Services Private Limited and Reva Enviro Systems Private Limited for Fiscals 2024, 2023 and 2022 (collectively, the "**Audited Financial Statements**") are available on our website at www.concordenviro.in/financial-results/.

Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. For this purpose, a Subsidiary has been considered 'material' if it contributes 10% or more to the turnover or net-worth or profits before tax in the annual consolidated audited financial statements of the respective financial year. The Audited Financial Statements and the reports thereon do not constitute, (i) a part of this Red Herring Prospectus; or (ii) a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere. The Audited Financial Statements and reports thereon should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company or any entity in which our Shareholders have significant influence and should not be relied upon or used as a basis for any investment decision. None of our Company or any entity in which our Shareholders have significant influence or any of its advisors, nor BRLMs or the Selling Shareholders, nor any of their respective employees, directors, affiliates, agents, or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

RELATED PARTY TRANSACTIONS

In the five-month period ended August 31, 2024 and Fiscals 2022, 2023 and 2024 the arithmetic aggregated absolute total of such related party transactions (post inter-company eliminations) as per Ind AS 24- Related Party Disclosures read with the SEBI ICDR Regulations as derived from the Restated Consolidated Financial Information was ₹ 138.02. 1,099 million, ₹ 3184.37 million, ₹ 1,030.34 million and ₹ 589.62 million respectively. The percentage of the arithmetic aggregated absolute total of such related party transactions (post inter-company eliminations) to our revenue from operations in the five-month period ended August 31, 2024 and Fiscals 2022, 2023 and 2024 was 6.69%, 96.68%, 32.05% and 11.87% respectively.

For further details of the related party transactions, as per the requirements under applicable Indian Accounting Standards *i.e.* Ind AS 24 '*Related Party Transactions*' for the five-month period ended August 31, 2024 and the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022 and the as reported in the Restated Consolidated Financial Information, see "*Restated Consolidated Financial Information – Note 56 – Related party disclosures*" on page 393.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations is intended to convey management's perspective on our financial condition and results of operations for the five-month period ended August 31, 2024 and the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022. This discussion and analysis is based on, and should be read in conjunction with, our Restated Consolidated Financial Information (including the schedules, notes, annexures and significant accounting policies thereto) included in the section titled "Restated Consolidated Financial Information" beginning on page 327.

Unless otherwise stated or the context otherwise requires, the financial information as of and for the five-month period ended August 31, 2024 and the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 included in this section has been derived from our Restated Consolidated Financial Information, which has been derived from our audited consolidated financial statements for the five-month period ended August 31, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022 and restated in accordance with the SEBI ICDR Regulations and the ICAI Guidance. Our financial statements are prepared in accordance with Ind AS. Ind AS differs in certain material respects from IFRS and U.S. GAAP and other accounting principles with which prospective investors may be familiar. Accordingly, the degree to which the financial statements prepared in accordance with Ind AS included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS accounting policies. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial information included in this Red Herring Prospectus, nor do we provide a reconciliation of our financial information to IFRS or U.S. GAAP. Any reliance by persons not familiar with Ind AS accounting policies on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited. Please also see "Risk Factors – Significant differences exist between Ind-AS and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the Restated Consolidated Financial Information prepared and presented in accordance with Ind-AS contained in this Red Herring Prospectus", on page 92.

Our fiscal year ends on March 31 of each year, and references to a particular fiscal year are to the 12 months ended March 31 of that year, unless the context indicates otherwise. All references to a year are to that Fiscal, unless otherwise noted.

We have also included various financial and operational performance indicators in this Red Herring Prospectus, some of which have not been derived from the Restated Consolidated Financial Information. The manner of calculation and presentation of some of the financial and operational performance indicators, and the assumptions and estimates used in such calculations, may vary from that used by other companies in India and other jurisdictions. Also see "Risk Factors — We track certain operational metrics and non-generally accepted accounting principles, measures with internal systems and tools and do not independently verify such metrics. Certain of our operational metrics are subject to inherent challenges in measurement and any real or perceived inaccuracies in such metrics may adversely affect our business and reputation" on page 88.

Some of the information contained in this section, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. Please read the section titled "Forward-Looking Statements" beginning on page 18 for a discussion of the risks and uncertainties related to those statements and also the section titled "Risk Factors" and "Our Business" beginning on pages 31 and 244, respectively, for a discussion of certain factors that may affect our business, results of operations and financial condition. Given these uncertainties, prospective investors are cautioned not to place undue reliance on such forward-looking statements. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Unless otherwise indicated, industry and market data used in this section has been derived from the 1Lattice Report prepared and commissioned and paid for by us and prepared exclusively in connection with the Offer. The 1Lattice Report is available on the website of our Company at www.concordenviro.in/images/policy-pdf/industry-report.pdf. Unless otherwise indicated, all financial, operational, industry and other related information derived from the 1Lattice Report and included herein with respect to any particular year, refers to such information for the relevant financial year. Also see "Risk Factors—Certain sections of this Red Herring Prospectus contain information from the 1Lattice Report which we commissioned and purchased and any reliance on such information for making an investment decision in the Offer is subject to inherent risks" on page 89. Also, see "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and market data" on page 15.

Unless otherwise stated, a reference to "the Company" or "our Company" in this section is a reference to Concord Enviro Systems Limited on a standalone basis, while any reference to "we", "us" and "our" in this section refers to Concord Enviro Systems Limited and its subsidiaries and joint ventures on a consolidated basis.

Overview

We are a global provider of water and wastewater treatment and reuse solutions, including zero liquid discharge ("**ZLD**") technology. We have in-house capabilities to develop solutions across the entire value chain including designing, manufacturing, installation and commissioning, operation and maintenance ("**O&M**") and digitalization solutions including Internet of Things ("**IoT**"). Our business operations include:

- **Systems and Plants:** the manufacture and sale water and wastewater treatment, reuse and ZLD of systems and plants and turnkey solutions and includes effluent treatment plants, anaerobic digestors, membrane bio-reactors, sewage treatment plants, membrane-based systems including ultra-filtration ("**UF**"), nano-filtration ("**NF**"), reverse osmosis ("**RO**"), desalination systems and waste heat evaporators ("**WHE**").;

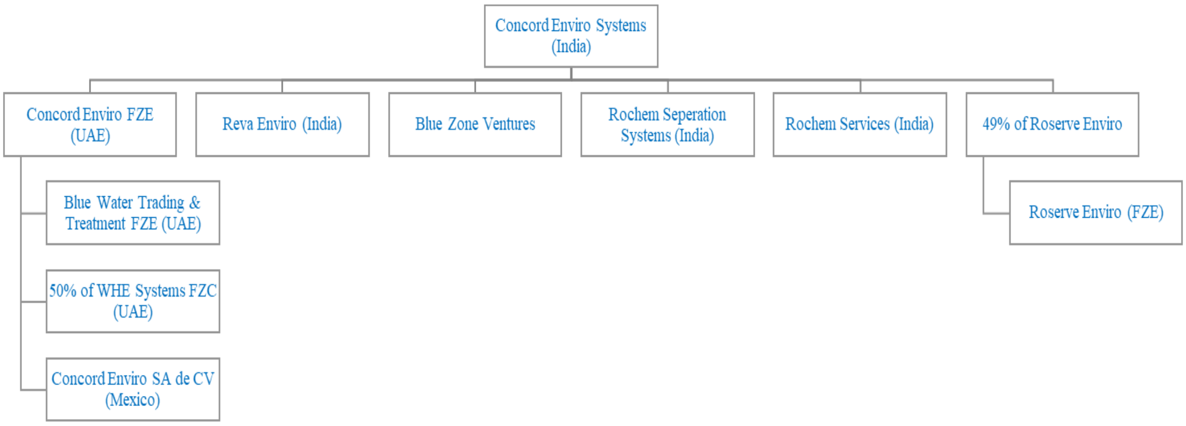
- **O&M: operations** and maintenance; and

- **Consumables and Spares:** the manufacture and sale of consumables and spare parts (including membranes, plants chemicals and consumables).

We have also implemented digitalization solutions (including IoT) to provide data capture and analysis platforms that enable real-time monitoring, troubleshooting and preventative maintenance of our installed systems and plants.

For further details on our business operations, please refer to "*– Systems and Plants*", "*– Consumables and Spare Parts Sales*", and "*– Operations and Maintenance (O&M)*" commencing on pages 258 and 260 respectively.

As of August 31, 2024, our Group Structure is as under:



For further details on our group structure, please refer to "*Our Business – Corporate Structure*" on page 256.

We are an integrated provider of wastewater treatment and ZLD solutions, with focus upon energy optimization and recovery helping industries achieve water conservation and sustainability goals. Our reach extends to diverse regions, with exports to countries in North America, Latin America, Africa, Middle East and Southeast Asia and a large customer base of 310 customers across the globe as of August 31, 2024.

We also provide our solutions to customers on a turnkey basis. Our integrated solutions incorporate our own custom designs for systems and plants including effluent treatment plants, anaerobic digestors, membrane bio-reactors, sewage treatment plants, membrane-based systems including ultra-filtration ("**UF**"), nano-filtration ("**NF**"), reverse osmosis ("**RO**"), desalination systems and waste heat evaporators ("**WHE**"). In addition, we offer our customers a comprehensive suite of O&M services including providing consumables and spare parts. We have also implemented digitalization solutions (including IoT) to provide data capture and analysis platforms that enable real-time monitoring, troubleshooting and preventative maintenance of our installed systems and plants.

As of August 31, 2024, we serviced over 289 domestic customers and 21 international customers across a diverse set of industries such as pharmaceuticals, chemicals, food and beverage, defence and energy, automotive and auto ancillaries, steel and textiles, and have a presence in two countries. We service both Indian and Multinational customers such as Diageo Mexico Operaciones, S.A. De C.V., Grasim Industries Limited, AB Mauri, Anthem Biosciences Private Limited, Bhopal Glues and Chemicals Private Limited, Kasyap Sweetners Private Limited, LANXESS India Private Limited, Puja Spintex Private Limited, SFC Environmental Technologies Private Limited, SMS Limited and Tagros Chemicals India Private Limited. Further we are currently executing projects for multinational companies like Diageo Mexico Operaciones, S.A. De C.V. that include implementing a ZLD solution for their distillery in La Barca, Jalisco, Mexico and a ZLD solution for another customer at their factory in New York, United States of America.

We have two manufacturing facilities, one located at Vasai in Maharashtra, India, and the other at Sharjah in the UAE. We develop our solutions through our inhouse R&D team, which comprises 25 employees as of August 31, 2024, which designs industry-specific membranes for our systems and develops new technology and processes. As of August 31, 2024, we had been awarded four patents in India and had filed nine additional patent applications. Our R&D is focused on reducing the operational cost of carbon footprint of ZLD. We achieve this through energy recovery by anaerobic digestion, ammonia removal and reducing energy required for ZLD by employing our WHE and industry specific membranes. (*Source: 1Lattice Report*)

Our business comprises:

- the manufacture and sale water and wastewater treatment, reuse and ZLD of systems and plants and turnkey solutions;

- operations and maintenance;

- the manufacture and sale of consumables and spare parts (including membranes, plants chemicals and consumables).

We develop solutions to address industry specific challenges and requirements using our R&D capabilities. For details, refer to "*Our Business - Case Study*" on page 258. We are engaged in R&D activities to design and develop new membranes for use in particular industries, improved module design and new technology and systems. As of August 31, 2024, our R&D team comprised 25 employees. Our R&D capabilities have played a key role in the expansion of our membrane portfolio, and we have developed five membranes. Our R&D team has developed enhanced module designs, particularly for high concentration applications. In these scenarios, the presence of higher suspended solids and colloidal particles necessitates larger number of flow channels.

The following table sets forth our range of solutions used in various industry industries –

Industry	**Applications**	**Applicable solutions**				
		UF/ MBR	**RO**	**NF**	**WHE**	**ZLD**
Pharmaceuticals and Chemicals	Reuse of combined effluent and ZLD	✓	✓	✓	✓	✓
Distilleries	Anaerobic digestion and reuse of spent wash	✓	✓	✓	✓	✓
Desalination	Sea water desalination for onshore and offshore applications		✓		✓	
Textile	Effluent treatment, recycle and salt brine recovery		✓	✓	✓	✓
Food and Beverage	Reuse of combined effluents and ZLD	✓	✓	✓	✓	✓
Defence	seawater desalination and mobile systems for water purification,	✓	✓			
Leachate	Leachate concentration		✓			

Our major international customers are Diageo Mexico Operaciones, S.A. De C.V. and AB Mauri. We have a history of high customer retention and derive a significant proportion of our revenue from repeat business (recurring business generated from a customer in the last three fiscal years) which we believe is built on our successful execution of prior engagements. (*Source: 1Lattice Report*). During the five-month period ended August 31, 2024 and during Fiscal 2024, Fiscal 2023 and Fiscal 2022, the revenue contribution from our repeat customers was ₹ 1,988.05 million, ₹ 4,611.97 million, ₹ 2,695.63 million and ₹ 2,639.74 million representing 96.43%, 92.82%, 78.54% and 80.15% of our revenue from operations, respectively.

Set forth below is our revenue from operations bifurcation (country wise) for the five-month period ended August 31, 2024.

Country	**Five-month period ended August 31, 2024**	
	₹ million	**% of Revenue from Operations**
Mexico	776.63	37.67%
UAE	31.61	1.53%
Kenya	22.78	1.10%
United Kingdom	16.06	0.78%
USA	11.41	0.55%
Uganda	11.05	0.54%
Sri Lanka	10.49	0.51%
Nigeria	9.50	0.46%
Singapore	8.82	0.43%
Germany	8.36	0.41%

South Africa	3.11	0.15%

Set forth below is our revenue from operations bifurcation (country wise) in Fiscal 2024:

Country	**Fiscal 2024**	
	₹ million	**% of Revenue from Operations**
Australia	6.00	0.12%
Columbia	55.00	1.11%
Germany	9.31	0.19%
Indonesia	0.30	0.01%
Jamaica	4.73	0.10%
Kenya	50.85	1.02%
Mexico	1,805.57	36.34%
Nigeria	24.18	0.49%
Pakistan	5.48	0.11%
Singapore	7.39	0.15%
South Africa	34.32	0.69%
Sri Lanka	19.43	0.39%
UAE	27.81	0.56%
Uganda	11.65	0.23%
United Kingdom	11.01	0.22%
Vietnam	2.13	0.04%

Set forth below is our revenue from operations bifurcation (country wise) in Fiscal 2023:

Country	**Fiscal 2023**	
	₹ million	**% of Revenue from Operations**
China	38.16	1.11%
Columbia	49.42	1.44%
Germany	9.50	0.28%
Indonesia	0.23	0.01%
Jamaica	4.05	0.12%
Kenya	35.44	1.03%
Mexico	381.83	11.12%
New Zealand	40.72	1.19%
Nigeria	9.48	0.28%
South Africa	35.01	1.02%
Sri Lanka	20.19	0.59%
Turkey	0.53	0.02%
UAE	159.42	4.64%
Uganda	28.50	0.83%
United Kingdom	2.62	0.08%
USA	4.66	0.14%
Vietnam	5.47	0.16%

Set forth below is our revenue from operations bifurcation (country wise) in Fiscal 2022:

Country	**Fiscal 2022**	
	₹ million	**% of Revenue from Operations**
China	147.67	4.48%
Germany	23.54	0.71%
Hardoi	0.67	0.02%
Indonesia	1.29	0.04%
Jamaica	11.20	0.34%
Kenya	17.61	0.53%
Mexico	0.07	0.00%
New Zealand	1.45	0.04%
Nigeria	162.42	4.93%
Oman	4.81	0.15%
Sri Lanka	18.57	0.56%
Swaziland	26.50	0.80%
Turkey	25.52	0.77%
UAE	181.99	5.53%
Uganda	17.46	0.53%

Vietnam	99.69	3.03%

We also enjoy relationships in excess of three years with all of our top 10 customers in Fiscal 2024. In the five-month period ended August 31, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022, the revenue contribution of our top ten customers was ₹ 1,127.41 million, ₹ 2,779.95 million, ₹ 1,273.87 million and ₹1194.80 million, which accounted for 54.69%, 55.95%, 37.12% and 36.28% of consolidated revenue from operations for the respective periods.

We develop solutions to address industry specific challenges and requirements using our R&D capabilities. For details, refer to "*Our Business - Case Study*" on page 258. We are engaged in R&D activities to design and develop new membranes for use in particular industries, improved module design and new technology and systems. As of August 31, 2024, our R&D team comprised 25 employees. Our R&D capabilities have played a key role in the expansion of our membrane portfolio, and we have developed five membranes. Our R&D team has developed enhanced module designs, particularly for high concentration applications. In these scenarios, the presence of higher suspended solids and colloidal particles necessitates larger number of flow channels.

As of August 31, 2024, our Order Book was ₹ 5,017.46 million, of which 74.50% comprises system and plant orders and 25.50% comprises after-sales revenue (including consumables and spares orders and O&M services orders). Our "Order Book" comprises anticipated revenue from the unexecuted portions of existing contracts and purchase orders (including signed contracts for which all pre-conditions to entry into force have been met and letters of acceptance issued by the customer prior to execution of the final contract. For further details, please see "*Our Business – Our Order Book*" on page 260.

Key Financial Information

Set forth below are certain key financial information of our Company based on the Restated Consolidated Financial Information.

(*in ₹ million, except percentages and ratios*)

Key Financial Information	As at and for the five-month period ended August 31, 2024(19)	As at, or for the financial year ended, March 31,		
		2024	2023	2022
Total income	2,080.24	5,122.74	3,504.97	3,375.70
Revenue from operations	2,061.71	4,968.59	3,432.19	3,293.66
Growth in revenue from operations(19)	N.A.	44.76%	4.21%	(5.25%)
EBITDA(1)	151.12	811.47	495.84	614.27
EBITDA Margin(2)	7.33%	16.33%	14.45%	18.65%
Property, plant and equipment turnover ratio(3)	3.51	8.08	5.04	4.47
Total Borrowings(4)	1,675.33	1,531.87	1,310.61	1,257.56
Net Debt(5)	1,501.78	1,215.49	486.48	964.83
Debt-Equity Ratio(6)	0.52	0.47	0.47	0.47
Net Debt / EBITDA Ratio(7)	9.94	1.50	0.98	1.57
Return on Equity (RoE)(8)	0.16%	13.73%	2.00%	12.78%
Profit before taxes (PBT)	8.25	439.97	75.53	185.31
Profit for the period/year	5.16	414.39	54.87	164.77
PAT Margin %(9)	0.25%	8.34%	1.60%	5.00%
Capital Employed(10)	4,526.63	4,390.64	3,777.96	3,621.12
Return on Capital Employed (RoCE)(11)	2.08%	14.07%	6.96%	10.23%
Net Worth(12)	3,197.12	3,208.19	2,792.26	2,668.10
Return on Net Worth(13)	0.16%	12.92%	1.97%	6.18%
Trade Receivables Turnover Ratio(15)	1.43	3.58	2.93	2.35
Trade Payables Turnover Ratio(16)	1.41	3.36	2.89	2.71
Gross Profit(17)	971.46	2,340.10	1,979.60	1,911.45
Gross Profit Margin(18)	47.12%	47.10%	57.68%	58.03%

Notes:

(1) *EBITDA is calculated as the sum of (i) restated profit after tax for the year, (ii) tax expenses, (iii) depreciation and amortization expenses, and (iv) finance costs, less interest income.*

(2) *EBITDA Margin is calculated as EBITDA divided by revenue from operations.*

(3) *Property, plant and equipment turnover ratio is calculated as revenue from operations divided by property, plant and equipment as at the end of the year.*

(4) *Total Borrowings is calculated as the sum of non-current borrowings and current borrowings.*

(5) *Net Debt is calculated as Total Borrowings less cash and cash equivalents and other bank balances other than cash and cash equivalents.*

(6) Debt-Equity Ratio is calculated as Total Borrowings divided by total equity.
(7) Net Debt / EBITDA Ratio is calculated as Net Debt divided by EBITDA.
(8) Return on Equity is calculated as net profit after tax divided by average shareholder's equity.
(9) PAT Margin is calculated as profit for the period/year divided by revenue from operations.
(10) Capital Employed is calculated as Tangible Net Worth (includes total asset and total liabilities excludes intangible assets (except ROU)) + (Total Debt) - (Deferred Tax asset).
(11) Return on Capital Employed is calculated as earnings before interest and tax (EBIT) divided by Capital Employed.
(12) Net Worth is calculated as the sum of equity share capital and other equity, less capital reserve on consolidation.
(13) Return on Net Worth is calculated as profit for the period/year divided by Net Worth.
(14) Net Asset Value is calculated as total assets minus total liabilities.
(15) Trade receivable Turnover Ratio is calculated as revenue from operations divided by average trade receivables.
(16) Trade payable Turnover Ratio is calculated as purchases of material and expenses (net of notional expenses) divided by average trade payables (excluding dues payable to employees).
(17) Gross Profit is calculated by subtracting our Cost of Goods Sold ("COGS") from our revenue from operations. COGS refers to the direct costs that we incur for producing our finished goods and is the aggregate of our cost of raw materials and components consumed, purchase of stock-in-trade and increase/(decrease) in inventories of finished goods and work-in-progress. COGS excludes indirect expenses such as finance costs, depreciation and amortization expense and other expenses.
(18) Gross Profit Margin measures our gross profit compared to our revenues as a percentage and is calculated by dividing our Gross Profit by our revenue from operations.
(19) The figures for the five-month period ended August 31, 2024 are not annualised.

Principal Factors Affecting our Results of Operations

Our financial performance and results of operations are influenced by a number of important factors, some of which are beyond our control, including without limitation, intense global and domestic competition, general economic conditions, changes in conditions in the regional markets in which we operate, changes in costs of supplies, and evolving government regulations and policies. Some of the more important factors are discussed below, as well as in the section titled "*Risk Factors*" on page 31.

Costs of raw materials and other inputs

Our principal raw materials and products purchased to integrate with our systems include membranes, pumps, electrical components, instrumentation, board panels, cabinets, tubes, pipes, steel, and certain cleaners and chemicals. Our Cost of Goods Sold, which is the aggregate of our cost of raw materials and components consumed, purchase of stock-in-trade and increase/(decrease) in inventories of finished goods and work-in-progress, makes up a large portion of our operating expenses. For the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, our Cost of Goods Sold amounted to, ₹ 1,090.25 million, ₹ 2,628.49 million, ₹ 1,452.59 million and ₹ 1,382.21 million respectively, or, 52.41%, 51.31%, 41.44% and 40.95% of our total income, respectively. Set out below is a reconciliation of our Cost of Goods Sold, for the periods indicated.

Particulars	Five-month period ended August 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	Percentage of Cost of Goods Sold	Amount	Percentage of Cost of Goods Sold	Amount	Percentage of Cost of Goods Sold	Amount	Percentage of Cost of Goods Sold
	(₹ million)	*(%)*	*(₹ million)*	*(%)*	*(₹ million)*	*(%)*	*(₹ million)*	*(%)*
Cost of raw materials and components consumed	905.78	83.08	2,244.44	85.39	1,414.17	97.36	1,312.73	94.97
Purchase of stock-in-trade	141.17	12.95	371.16	14.12	117.72	8.10	169.07	12.23
Increase/(decrease) in inventories of finished goods and work-in-progress	43.30	3.97	12.89	0.49	(79.30)	(5.46)	(99.59)	(7.21)
Cost of Goods Sold	**1,090.25**	**100.00**	**2,628.49**	**100.00**	**1,452.59**	**100.00**	**1,382.21**	**100.00**

Our financial condition and results of operations are significantly impacted by the availability and cost of our major raw materials and components, particularly steel and steel-related products (pumps) and petroleum-related products (plastics). We have strong supply chain relationships both in India and internationally. Outside of India, we source raw materials from vendors in the U.A.E., United States and Germany. In the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, our raw materials purchased overseas as a percentage of total raw materials purchases represented 54.34%, 49.69%, 64.29% and62.54%, respectively.

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 under purchase orders of shorter periods or the open market. Our suppliers are selected based on quality, price, cost effectiveness, company history, service levels and delivery capability. Prices are negotiated for each purchase order, and we generally have more than one supplier for each raw material. While we are not significantly dependent on any single raw material supplier, raw materials supply and pricing can be volatile due to a number of factors beyond our control, including global demand and supply, general economic and political conditions, transportation and labour costs, labour unrest, natural disasters, competition, import duties, tariffs and currency exchange rates, and there are inherent uncertainties in estimating such variables, regardless of the methodologies and assumptions that we may use. We are also dependent on supplied raw materials being of high quality and meeting relevant technical specifications and quality standards. Therefore, we cannot assure you that we will be able to procure adequate supplies of raw materials in the future, as and when we need them on commercially acceptable terms.

The volatility in commodity prices can significantly affect our raw material costs. However, our Company continuously tracks the changes in raw material prices and adopts stricter measures to address such fluctuations. For our manufacturing operations, we retain around 113 days for Fiscal 2024 of inventory of raw materials and work-in-progress, thereby creating a natural risk hedge. However, if we are not able to compensate for or pass on our increased costs to customers, such price increases could have a material adverse impact on our result of operations, financial condition and cash flows. We are also dependent on supplied raw materials being of high quality and meeting relevant technical specifications and quality standards. Our products are tested by our in-house testing team and thereafter, by external testing agencies pursuant to which, we strive to minimise the probability of defects in such products; however, in the event delivered materials are defective on account of any unforeseen circumstances such as including any accident during transit or adverse weather conditions, we might face warranty and damages claims from our customers. Production errors may lead to product recalls which could also lead to compensation claims and significantly damage our reputation and the confidence of present and potential customers and could have an adverse effect on our results of operations. See, "*Risk Factors –* ***In August 31, 2024 and Fiscal 2024, our cost of raw materials and components consumed consolidated with purchases of stock-in trade amounted to 1,046.95 and ₹ 2,615.60 million and 50.68% and 55.94% of our total expenses, respectively. Any shortfall in the supply of our components and raw materials or an increase in our component or raw material costs, or other input costs, may adversely affect the pricing and supply of our products and have an adverse effect on our business, results of operations and financial condition.***." on page 39.

Employee benefits expense

Employee benefit expenses amounted to ₹ 327.35 million, ₹710.13 million, ₹578.77 million and ₹520.31 million, which constituted 15.88%, 14.29%, 16.86% and 15.80% of our revenue from operations in the five-month period ended August 31, 2024, Fiscals 2024, 2023 and 2022, respectively. Our work force is a critical factor in maintaining quality and safety, which strengthen our competitive position. Our employee benefits expenses generally comprise (i) salaries, wages and bonus paid to our employees; (ii) contribution to provident fund and other funds; (iii) gratuity expenses; and (iv) staff welfare expenses. Since our workforce requirements are ultimately dependent upon our Operations and Maintenance business volumes.

Working capital requirements and access to capital resources

Our ability to grow depends largely on cost effective avenues of funding. Our business requires significant amounts of working capital, primarily to meet any expenses incurred in the ordinary course of business, including for financing our raw materials and components purchases, payment of salaries and wages, rent, administration expenses, insurance related expenses, payment of taxes and duties, advertisement, brand building and other marketing expenses, payment of interest on borrowings and meeting any other exigencies which we may face in manufacturing our products before we receive payments from our customers. Further, our working capital requirements also tend to increase if contractual or sales terms do not include advance payments or if under such contractual arrangements, payment is stipulated at the time of delivery of the final product to our customer or post installation and commissioning. Moreover, our working capital requirements will increase in the event we undertake a larger number of orders as we grow our business. In order to manage our working capital effectively, we are working on aligning vendor payment terms with receivables in some cases.

Our working capital requirements could increase if there is a considerable difference between the holding levels of our trade payables and our trade receivables and insufficient cash flows may affect our ability to fund our working capital requirements. We have, and may continue to have, high levels of outstanding receivables. As at August 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, our trade receivables were ₹ 1,178.04 million, ₹1,713.60 million, ₹1,058.68 million and ₹1,284.98 million, respectively. Further, we are exposed to counterparty credit risk in the usual course of our business due to the nature of, and the inherent risks involved in, dealings, agreements and arrangements with our counterparties who may delay or fail to make payments or perform their other contractual obligations. Set forth below are details relating to holding levels of our trade payables, trade receivables and working capital cycle, for the periods indicated.

Particulars	Number of days for the five-month period ended	Number of days for the Fiscal		
	August 31, 2024	**2024**	**2023**	**2022**
Trade receivables days[(1)]	87	126	113	142
Trade payables days[(2)]	73	185	92	82
Working capital days[(3)]	**130**	**154**	**180**	**209**

[(1)] Trade receivables days have been calculated as trade receivables divided by revenue from operations multiplied by 365 days.

[(2)] Trade payables days have been calculated as trade payables divided by cost of goods sold multiplied by 365 days.

[(3)] Working capital is calculated as the sum of Trade Receivables and Inventories reduced by Trade Payables divided by revenue from operations multiplied by 365 for the period ended Fiscal 2024, Fiscal 2023 and Fiscal 2022 and Working capital days is calculated as the sum of Trade Receivables and Inventories reduced by Trade Payables divided by revenue from operations multiplied by 153 for the five-month period ended August 31, 2024.

We strive to have sufficient inventory on hand at all times so that we are able to quickly meet the demands of our customers and to act as a natural hedge against any sudden increases in pricing of our principal raw materials and components. To this end, we strategically manage our inventories, purchasing raw materials based on our estimated future production requirements, taking into account our views on potential supply shortages, and maintaining finished goods based on our estimates of future customer demand. In recent years, we have increasingly optimised our inventory management, to ensure we meet our future requirements without maintaining undue levels of inventory.

As part of our growth strategy, we aim to grow our business in new sectors and geographies, which could increase our working capital requirements and, accordingly, negatively affect our working capital ratios. Currently, we fund our working capital requirements from our internal accruals as well as through raising working capital loans. As at August 31, 2024 and March 31, 2024, our total borrowings aggregated to ₹ 1,675.33 million and ₹1,531.87 million, respectively, of which working capital loans constituted aggregated to ₹ 1,442.45 million and ₹1,303.67 million, respectively, representing 86.10% and 85.10%, respectively, of our total outstanding borrowings as of those dates. Access to adequate capital at affordable cost of borrowing from our lenders and on such terms and conditions which are mutually acceptable to our Company and the lenders is critical to our business, operations and financial performance.

Capital expenditure

We require substantial capital to maintain and expand our existing facilities, construct new facilities and update and diversify our product offerings. As of March 31, 2024, we have two manufacturing facilities, one located at Vasai in Maharashtra, India, and the other at Sharjah in the UAE. During the Fiscal 2024, Fiscal 2023 and Fiscal 2022, we incurred cash outflow (towards purchase of property, plant and equipment, and intangible assets) on a restated consolidated basis of ₹95.91 million, ₹52.38 million and ₹280.90 million, respectively. A significant amount of our capital expenditure was aimed at increasing our manufacturing capacities and diversifying our product base.

In order to meet expected growth in demand for our systems and plants, we are expanding our capacity for membrane and membrane module manufacturing as well as systems and plants assembly by building a new manufacturing facility near our existing facility in Sharjah and Vasai. Construction of the new facilities is expected to begin once the Net Proceeds of the Offer are available, and we expect that the facility will be commissioned within 12 to 24 months thereafter. The estimated cost for constructing these new manufacturing facilities is ₹250.00 million and ₹ 105.05 million.

Our Company's competitive position and financial performance will continue to depend on our ability to adapt to and incorporate technological advancements and develop new and innovative products relevant to our customer base. We may consider opportunities for inorganic expansion through acquisitions, including where we can add technological competencies or expanding our product portfolio. Any significant acquisitions may require substantial capital. To the extent our available resources are not sufficient to cover acquisition costs, we will be required to seek additional debt or equity financing.

The actual amount and timing of our future capital requirements may differ from estimates as a result of, among other things, unforeseen delays or cost overruns in developing our products, changes in business plans due to prevailing economic conditions, unanticipated expenses and regulatory changes. To the extent our planned expenditure requirements exceed our available resources, we will be required to seek additional debt or equity financing. Additional debt financing could increase our interest costs and require us to comply with additional restrictive covenants in our financing agreements. Additional equity financing could dilute our earnings per Equity Share and your interest in the Company and could adversely impact our Equity Share price.

Reliance on top customers

We have a diversified customer base across industry sectors and geographies. As on August 31, 2024, we had 289 domestic customers and 21 international customers. We provide our wastewater treatment products and services to customers in industries, such as pharmaceuticals, chemicals, food and beverage, defence, offshore oil and gas platforms, automotive and auto ancillaries, steel and textiles industries, amongst others. Nevertheless, our top 10 and top 20 customers represent a significant portion of our revenue. In the five-month period ended August 31, 2024 and in Fiscals 2024, 2023 and 2022, our top 10 customers accounted for 54.69%, 55.95%, 37.12% and 36.28% of our consolidated revenue from operations, respectively; our top 20 customers accounted for 62.31%, 64.41%, 49.96% and 49.98%, of our consolidated revenue from operations, respectively.

The following table sets out a breakdown of revenue from our top customer, top 5, top 10 and top 20 customers in the five-month period ended August 31, 2024 and in Fiscals 2024, 2023 and 2022.

Particulars	Five-month period ended August 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	Percentage of total revenue from operations	Amount	Percentage of total revenue from operations	Amount	Percentage of total revenue from operations	Amount	Percentage of total revenue from operations
	(₹ million)	*(%)*	*(₹ million)*	*(%)*	*(₹ million)*	*(%)*	*(₹ million)*	*(%)*
Top customer	752.48	36.50%	1,783.93	35.90	381.32	11.11	171.59	5.20
Revenue from top 5 customers	1,011.79	49.08%	2,407.59	48.45	945.47	27.54	769.27	23.35
Revenue from top 10 customers	1,127.41	54.69%	2,779.95	55.95	1,273.86	37.12	1,194.79	36.28
Revenue from top 20 customers	1,284.65	62.39%	3,200.41	64.41	1,714.55	49.96	1,646.28	49.98
Total revenue from operations	2,061.71	100.00	**4,968.59**	**100.00**	**3,432.19**	**100.00**	**3,293.66**	**100.00**

We have long-term relationships and ongoing active engagements with many of our customers. However, if we are unable to expand our sales volumes to existing customers, maintain our relationships with key customers or diversify our customer base, we may experience material fluctuations or decline in our revenue and reduction in our operating margins, including as a result of any decrease in orders from any of these key customers and/or failure to retain such customers on terms that are commercially viable, as a result of which our business, results of operations and financial condition could be materially and adversely affected. In addition, any defaults or delays in payments by a major customer or a significant portion of our customers may have an adverse effect on business, financial condition and results of operations.

General and Indian economic conditions

We are affected by general global and Indian economic conditions. Our performance and growth will depend to a large extent on the health of the economies in which we operate. While our Company is incorporated in India and our manufacturing facilities are based in India, our products are sold in, among other regions, India, the Middle East and other parts of the world. We are, therefore, dependent on domestic, regional and global economic and market conditions of the markets in which we operate or intend to operate. Our business, results of operation and financial condition could be influenced by factors such as inflation, access to capital and borrowing costs, trade policies in terms of tariff and non-tariff barriers, India's trade deficit, fluctuations in global commodity prices and fluctuations in India's foreign exchange reserves or currency exchange rates, among others.

The global economy has rebounded after the economic downturn caused by the COVID-19 pandemic. Recovery was driven by extended fiscal support, adaptation to new work patterns, and vaccine distribution. Global GDP thrived with a robust growth rate of 3.2% in CY23, showcasing a resilient recovery from pandemic-induced setbacks. GDP further growth is projected to average 4.8% from CY23 to CY28. India is the fifth largest economy in the world in CY23 and is expected to be the third largest by CY28. Over the next 10-15 years, India is expected to be among the top economies on the back of rising demand & robust growth in various sectors. India's GDP (at current prices) grew from US$ 2.7T to US$ 3.6T between CY18 and CY23 on the back of robust reforms like GST, corporate tax revision, and revised FDI limits. As per IMF projections, India's GDP (at current prices) is expected to grow at a rate of 10% from CY23 to CY28, making it one of the fastest-growing large economies globally (*Source: 1Lattice Report*).

Trends in the waste water treatment industry, including the threats and challenges

The challenges faced by industries in India for water and wastewater management are multifaceted. Aging infrastructure, financial issues, and the need for continuous operation of treatment plants are significant hurdles. Additionally, the lack of realtime monitoring and an aging workforce further complicate the situation. These challenges are exacerbated by the country's water scarcity issues, with India's sewage treatment plants only treating one-third of the sewage generated daily. Certain of the key challenges are as follows:

- Competition for water resources among stakeholders;
- Unresolved conflicts over water allocation and usage rights;
- Limited awareness among industries about efficient practices and technologies;
- Insufficient capacity building training programs; and
- Limited financial resources for saving in water – saving technologies.

(*Source: 1Lattice Report*)

Industry competition

The markets wherein we operate are competitive, rapidly evolving and are characterized by continual introductions of new and improved solutions and technologies. We face competition from numerous competitors, both domestical and international, within the markets we serve. Our competitors may have significant competitive advantages, including greater access to financial, research and development, marketing, distribution and other resources, larger product offerings and greater specialization than us. Additionally, some of our competitors may be able to dedicate significantly larger resources towards developing and manufacturing technologically superior equipment than us and their brands may gain greater visibility within those product verticals, which could render our products uncompetitive or obsolete. Our competitors may further enter into business combinations or alliances that strengthen their competitive positions or prevent us from taking advantage by entering into such business combinations or alliances. To remain competitive, we must continue to invest significant resources in modernisation, research and development, manufacturing, sales and marketing and customer support. Increasing competition may result in pricing pressures or decreasing profit margins or lost market share or failure to improve our market position, any of which could substantially harm our business and results of operations. Any of these factors, in turn, could result in reductions in our sales prices and gross margin. If our competitors gain significant market share at our expense, our business, results of operations and financial condition could be adversely affected. Changes in the nature or extent of our customer requirements may render our service and product offerings obsolete or non-competitive, which could have a material adverse effect on our business, results of operations and financial condition. For further information, see the sections "*Our Business – Competition*" on page 269, "*Risk Factors – We operate in a competitive environment and may not be able to effectively compete. We face competition from both domestic as well as multinational corporations and our inability to compete effectively could result in the loss of customers, hence, our market share, which could have an adverse effect on our business, results of operations, financial condition and future prospects*" on page 62, and "*Industry Overview*" starting on page *180*.

Foreign exchange rate risk

Our financial statements are prepared in Indian Rupees. However, our sales from exports and a portion of our raw materials expenditures are denominated in foreign currencies, mostly the U.S. Dollar, Dirhams and Mexican Pesos. Accordingly, we have currency exposures relating to buying, selling and financing in currencies other than in Indian Rupees, particularly the U.S. Dollar. For the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, ₹915.28 million, ₹2,075.16 million, ₹825.22 million and ₹740.44 million, representing 44.39%, 41.77%, 24.04%, and 22.48%, respectively, of revenue from operations was attributed to revenue by geographical market outside India. Imports of our raw materials accounted for ₹604.11 million, ₹2,074.04 million, ₹1,614.04 million and ₹1,429.98 million, representing 54.34%, 50.00%, 64.00% and 63.00%, of our total raw materials purchases in the five-month period ended August 31, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022, respectively. We do not enter into any hedging activities for our foreign currency positions and our exposure is naturally hedged by the fact that we export products to overseas customers and import raw materials from suppliers outside India. Accordingly, we are affected by fluctuations in exchange rates among the U.S. Dollar, Indian Rupee and other currencies. In the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, we recorded foreign currency exchange (gain)/loss (Net) of ₹ 70.24 million, ₹ (7.32) million, ₹25.29 million and ₹42.91 million, respectively, due to these fluctuations in foreign currency. There can be no assurance that we will record exchange gains from foreign exchange fluctuations or any hedging measures we take will enable us to avoid the effect of any adverse fluctuations in the value of the Indian Rupee against the U.S. Dollar or other foreign currencies. A devaluation of any of the foreign currencies against the Indian Rupee may result in reduction of our margins.

Material Accounting Policies for the Restated Consolidated Financial Information

The material accounting policies as set forth in the Restated Consolidated Financial Information have been reproduced below.

1.1. Current and non-current classification

The Group presents assets and liabilities in the Restated Consolidated Statement of Assets and Liabilities based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities, respectively.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. Based on the nature of service and the time between rendering of services and their realization in cash and cash equivalents, 12 months has been considered by the Group for the purpose of current / non-current classification of assets and liabilities.

1.2. Functional and presentation of currency

Restated Consolidated Financial Information are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Restated Consolidated Financial Information are presented in Indian rupee (INR), which is also the Group's functional currency. All amounts have been rounded-off to the nearest Million, up to two places of decimal, unless otherwise indicated. Amounts having absolute value of less than INR 1,000,000 have been rounded and are presented as INR 0.00 million in the Restated Consolidated Financial Information.

1.3. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal market or the most advantageous market must be accessible to the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs

All assets and liabilities for which fair value is measured or disclosed in the Restated Consolidated Financial Information are categorized within the fair value hierarchy based on the lowest level input that is significant to the fair value measurement as a whole. The fair value hierarchy is described as below:

Level 1 – Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2 – Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3 – Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

For assets and liabilities that are recognised in the Restated Consolidated Financial Information at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of fair value hierarchy.

Fair values have been determined for measurement and / or disclosure purpose using methods as prescribed in "Ind AS 113 Fair Value Measurement".

1.4. Use of estimates, judgements and assumptions

The preparation of these Restated Consolidated Financial Information in conformity with the recognition and measurement principles of Ind AS requires management to make judgments, estimates and assumptions in application of accounting policies that affect the reported balances of assets and liabilities, disclosure of contingent liabilities as on the date of Restated Consolidated Financial Information and reported amounts of income and expenses for the periods presented. The Group based its assumptions and estimates on parameters available when the Restated Consolidated Financial Information were prepared. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. Significant estimates and critical judgement in applying these accounting policies are described below:

1.4.1. Significant accounting judgements

Leases

Determining the lease term of contracts with renewal and termination options – Group as lessee

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. Accordingly, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

1.4.2. Estimates and assumptions

Impairment of non-financial assets (property, plant and equipments, intangible assets and right of use asset)

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Unit's (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. In determining the fair value less costs to disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators.

(i) Defined benefit obligations

The cost of the defined benefit gratuity plan, other defined benefit plan and other post-employment plans are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, expected returns on plan assets and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The mortality rate is based on publicly available mortality tables for India. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases, discount rate and return on planned assets are based on expected future inflation rates for India.

(ii) Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Further, the Group also evaluates risk with respect to expected loss on account of loss in time value of money which is calculated using average cost of capital for relevant financial assets.

(iii) Income tax and deferred tax

Deferred tax assets are not recognised for unused tax losses as it is not probable that taxable profit will be available against which the losses can be utilised. Significant management judgement/estimate is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Further details on taxes are disclosed in note 3.15

(iv) Indefinite life – intangible assets

Indefinite life intangible assets comprise of brand and trademark, for which there is no foreseeable limit to the period over which they are expected to generate net cash inflows. These are considered to have an indefinite life, given the strength and durability of the brand and the level of marketing support. For indefinite life intangible assets, the assessment of indefinite life is reviewed annually to determine whether it continues, if not, it is impaired or changed prospectively basis revised estimates.

(v) Fair value of financial assets and financial liabilities

Some of the Group's financial assets and financial liabilities are measured at fair value for financial reporting purposes. The Group determines the appropriate valuation techniques and input for fair value measurements. For estimates relating to fair value measurement refer note 3.3.

1.5. Property, Plant and Equipment and Depreciation

Recognition and measurement

Properties plant and equipment are stated at their cost of acquisition. Cost of an item of property, plant and equipment includes purchase price including non - refundable taxes and duties, borrowing cost directly attributable to the qualifying asset, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and the present value of the expected cost for the dismantling/decommissioning of the asset.

Parts (major components) of an item of property, plant and equipments having different useful lives are accounted as separate items of property, plant and equipments.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group. All other repair and maintenance costs are recognised in Restated Consolidated Statements of Profit and Loss as incurred.

Capital work-in-progress comprises of cost incurred on property, plant and equipment under construction / acquisition that are not yet ready for their intended use at the date of Restated Statement of Assets and Liabilities. Advances paid towards the acquisition of PPE outstanding at each reporting date is classified as Capital Advances under "Other Non-

Current Assets" and assets which are not ready for intended use as on the date of Restated Consolidated Financial Information are disclosed as "Capital Work in Progress".

Depreciation and useful lives

Depreciation on the property, plant and equipment (other than capital work in progress) is provided on a written down value method (WDV) over their useful lives which is in consonance of useful life mentioned in Schedule II to the Companies Act, 2013 or useful lives as determined based on internal technical evaluation. The estimated useful lives are as under:

Type of asset	Useful lives estimated by the management (years)
Building	30
Plant and machinery	3-20
Furniture and fixture	2-20
Vehicles	5-10
Office equipment	2 – 10
Computer – End user devices	3 – 5
Computer – Server	5 – 6
Leasehold Land	58 to 78 years
Plant and Machinery	More than 1 year- 7 years
Office Premises	More than 1 year- 7 years

Depreciation methods, useful lives and residual values, determined based on internal technical evaluation are reviewed at each financial year end and adjusted prospectively.

De-recognition

An item of property, plant and equipment and any significant part initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Restated Consolidated Statements of Profit and Loss when the asset is de-recognised.

1.6. Intangible assets and amortisation

Recognition and measurement

Intangible assets are recognized only if it is probable that the future economic benefits attributable to asset will flow to the Group and the cost of asset can be measured reliably. Intangible assets are stated at cost of acquisition/development less accumulated amortization and accumulated impairment loss if any.

Cost of an intangible asset includes purchase price including non - refundable taxes and duties, borrowing cost directly attributable to the qualifying asset and any directly attributable expenditure on making the asset ready for its intended use.

Intangible assets under development comprises of cost incurred on intangible assets under development that are not yet ready for their intended use as at the date of Restated Statement of Assets and Liabilities.

Amortization and useful lives

Intangible assets with finite lives comprise of technology and trade mark and software, are amortized over the period of 10 years or useful life whichever is less on straight-line basis. Amortisation methods and useful lives are reviewed at each financial year end and adjusted prospectively. Intangible assets with indefinite lives comprise of brands and trademarks for which there is no foreseeable limit to the period over which they are expected to generate cash inflows. These are considered to have an indefinite life given the strength and durability of the brand and the level of marketing support. For intangible assets with indefinite lives the assessment of indefinite life is reviewed annually to determine whether it continues, if not, it is impaired or changed prospectively basis the revised estimates.

In case of assets purchased / sold during the year, amortization on such assets is calculated on pro-rata basis from the date of such addition.

1.7. Leases

The determination of whether a contract is (or contains) a lease is based on the substance of the contract at the inception of the lease. The contract is, or contains, a lease if the contract provide lessee, the right to control the use of an identified asset for a period of time in exchange for consideration. A lessee does not have the right to use an identified asset if, at inception of the contract, a lessor has a substantive right to substitute the asset throughout the period of use.

The Group accounts for the lease arrangement as follows:

(i) Where the Group is the lessee

Right of Use Asset

The Group applies single recognition and measurement approach for all leases, except for short term leases and leases of low value assets. On the commencement of the lease, the Group, in its Restated Consolidated Statement of Assets and Liabilities, recognised the right of use asset at cost and lease liability at present value of the lease payments to be made over the lease term.

Subsequently, the right of use asset is measured at cost less accumulated depreciation calculated on straight line method and any accumulated impairment loss. Right-of-use assets are depreciated on a straight-line basis over the lease term as follows:

Asset category	Lease Term
Lease hold land	58 to 78 years
Plant and Machinery	More than 1 year – 7 years
Office Premises	More than 1 year – 7 years

The right-of-use assets are also subject to impairment. Refer to the accounting policies in note 3.8 on impairment of non-financial assets.

Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. The lease payment made, are apportioned between the finance charge and the reduction of lease liability, and are recognised as expense in the Restated Consolidated Statements of Profit and Loss.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of assets that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

Lease deposits given are a financial asset and are measured at amortised cost under Ind AS 109 since it satisfies Solely Payment of Principal and Interest (SPPI) condition. The difference between the present value and the nominal value of deposit is considered as Right of Use Asset and depreciated over the lease term. Unwinding of discount is treated as finance income and recognised in the Restated Consolidated Statements of Profit and Loss.

(ii) Where the entity is the lessor

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Group to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease

Lease deposits received are financial instruments (financial liability) and are measured at fair value on initial recognition. The difference between the fair value and the nominal value of deposits is considered as rent in advance and recognised over the lease term on a straight line basis. Unwinding of discount is treated as interest expense (finance cost) for deposits received and is accrued as per the EIR method.

Sale and lease back

If an entity (the seller-lessee) transfers an asset to another entity (the buyer-lessor) and leases that asset back from the buyer-lessor, both the seller-lessee and the buyer-lessor are required to account for the transfer contract and the lease by applying Ind AS 116 Para 99 to 103.

(i) Transfer of the asset is not a sale

If the transfer of an asset by the seller-lessee does not satisfy the requirements of Ind AS 115 and wherein if the seller-lessee has a substantive repurchase option with respect to the underlying asset, the Group (seller-lessee)

- De-recognises the sale (revenue) in books with corresponding impact on the cost of goods sold (COGS) to eliminate the profit margin in the transaction.
- Recognises transferred asset (Right of use asset) net of profit margin and a financial liability equal to the present value of minimum lease payments applying relevant paragraph of Ind AS 109 and Ind AS 116.

(ii) Transfer of the asset is a sale

If the transfer of an asset by the seller-lessee does satisfy the requirements of Ind AS 115 and wherein if the seller-lessee do not have a substantive repurchase option with respect to the underlying asset., the Group (seller-lessee)

- De-recognises the profit margin in the transaction by reducing the sale (revenue) to that effect in books.
- Recognises transferred asset (Right of use asset) net of profit margin and a financial liability equal to the present value of minimum lease payments applying relevant paragraph of Ind AS 109 and Ind AS 116.

1.8. Impairment of non-financial assets

The carrying amounts of assets are reviewed at each balance sheet date for any indication of impairment based on internal / external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of a) fair value of assets less cost of disposal and b) its value in use. Value in use is the present value of future cash flows expected to derive from an assets or Cash-Generating Unit (CGU).

Based on the assessment done at each balance sheet date, recognised impairment loss is further provided or reversed depending on changes in circumstances. After recognition of impairment loss or reversal of impairment loss as applicable, the depreciation charge for the asset is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), on a systematic basis over its remaining useful life. If the conditions leading to recognition of impairment losses no longer exist or have decreased, impairment losses recognised are reversed to the extent it does not exceed the carrying amount that would have been determined after considering depreciation / amortisation had no impairment loss been recognised in earlier years.

1.9. Inventories

Inventories include raw materials and components, work in progress, traded and manufactured finished goods.

Cost of inventories have been computed to include all cost of purchases, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

Raw materials, components is ascertained based on weighted average method. However, raw materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Costs are determined on weighted average basis.

Work-in-progress and finished goods are valued at lower of cost and net realisable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Net realizable value for work in progress is determined with reference to the selling price of related finished goods. Trade goods are considered at landed cost.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Provision is made for the cost of obsolescence and other anticipated losses, whenever considered necessary.

1.10. Revenue recognition

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has concluded that it is principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer. The policy of recognizing the revenue is determined by the five stage model proposed by Ind AS 115 "Revenue from contract with customers".

(a) Revenue from operations:

- Revenue from sale of goods is recognised at the point in time when control of the assets is transferred to the customer, generally on delivery of the goods.
- Revenue from sale of services is recognized on rendering of services to the customers based on contractual arrangements. Revenue is recorded exclusive of goods and service tax. Contract prices are either fixed or subject to price escalation clauses.
- Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Group expects to receive in exchange for those products or services
- Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts and incentives, if any, as specified in the contract with the customer.
- Revenue also excludes taxes collected from customers.
- Unearned and deferred revenue ("contract liability") is recognised when there is billing in excess of revenues.
- Revenue from the sale of material is recognized on the basis of value of material dispatched as per the order terms and on satisfaction of five stage model prescribed by Ind AS 115.
- For performance obligation satisfied over time, the revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation. The progress is measured in terms of a proportion of actual cost incurred to-date, to the total estimated cost attributable to the performance obligation.

The Company transfers control of a good or service over time and therefore satisfies a performance obligation and recognises revenue over a period of time if one of the following criteria is met:

(a) the customer simultaneously consumes the benefit of the Company's performance or

(b) the customer controls the asset as it is being created/enhanced by the Company's performance or

(c) there is no alternative use of the asset and the Company has either explicit or implicit right of payment considering legal precedents,

(b) Interest income

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in other income in the Restated Consolidated Statements of Profit and Loss.

(c) Dividends

Dividend income is recognised when the Group's right to receive the payment is established.

(d) Other income

Other incomes are accounted on accrual basis, except interest on delayed payment by debtors and liquidated damages which are accounted on acceptance of the Group's claim.

1.11. Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant or subsidy relates to revenue, it is recognized as income on a systematic basis in the Restated Consolidated Statements of Profit and Loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant relates to an asset, it is recognized as deferred income and is allocated to Restated Consolidated Statements of Profit and Loss on a systematic basis over the useful life of the asset.

1.12. Foreign currency transaction

Transactions in foreign currencies are initially recorded by the Group in its functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange difference that arise on settlement of monetary items or on reporting at each balance sheet date of the Group's monetary items at the closing rate are recognized as income or expenses in the period in which they arise. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognised in other comprehensive income (OCI) or Restated Consolidated Statements of Profit and Loss are also recognised in OCI or Restated Consolidated Statements of Profit and Loss, respectively)

1.13. Employee benefits

- Short term employee benefits

All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized as an expense at the undiscounted amount in the Restated Consolidated Statements of Profit and Loss in the period in which the employee renders the related service.

- Post-employment benefits & other long term benefits

a. Defined contribution plan

The defined contribution plan is a post-employment benefit plan under which the Group contributes fixed contribution to a government administered fund and will have no obligation to pay further contribution. The Group's defined contribution plan comprises of Provident Fund, Labour Welfare Fund, Employee State Insurance Scheme, National Pension Scheme, and Employee Pension Scheme. The Group's contribution to defined contribution plans are recognized in the Restated Consolidated Statements of Profit and Loss in the period in which the employee renders the related service.

b. Post-employment benefit and other long term benefits

The Group has defined benefit plans comprising of gratuity and other long term benefits in the form of leave benefits. Group's obligation towards gratuity liability is funded / unfunded. The present value of the defined benefit obligations and other long term employee benefits is determined based on actuarial valuation using the projected unit credit method. The rate used to discount defined benefit obligation is determined by reference to market yields at the date of the Restated Consolidated Statement of Assets and Liabilities and Indian Government Bonds for the estimated term of obligations.

For gratuity plan, re-measurements comprising of (a) actuarial gains and losses, (b) the effect of the asset ceiling (excluding amounts included in net interest on the net defined benefit liability) and (c) the return on plan assets (excluding amounts included in net interest on the post-employment benefits liability) are recognised immediately in the Restated Consolidated Statement of Assets and Liabilities with a corresponding debit or credit to the other comprehensive income in the period in which they occur. Re-measurements are not reclassified to Restated Consolidated Statements of Profit and Loss in subsequent periods.

Gains or losses on the curtailment or settlement of defined benefit plan are recognised when the curtailment or settlement occurs.

Actuarial gains or losses arising on account of experience adjustment and the effect of changes in actuarial assumptions for employee benefit plan other than gratuity are recognized immediately in the Restated Consolidated Statements of Profit and Loss as income or expense.

In case of funded plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans to recognise the obligation on a net basis.

1.14. Borrowing cost

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of the respective asset till such time the asset is ready for its intended use or sale. A qualifying asset is an asset which necessarily takes a substantial period of time to get ready for its intended use or sale. Ancillary cost of borrowings in respect of loans not disbursed are carried forward and accounted as borrowing cost in the year of disbursement of loan. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest expenses calculated as per effective interest method, exchange difference arising from foreign currency borrowings to the extent they are treated as an adjustment to the borrowing cost and other costs that an entity incurs in connection with the borrowing of funds.

1.15. Taxes on income

Tax expenses for the year comprises of current tax, deferred tax charge or credit and adjustments of taxes for earlier years. In respect of amounts adjusted outside profit or loss (i.e. in other comprehensive income or equity), the corresponding tax effect, if any, is also adjusted outside profit or loss.

Current tax is measured at the amount of tax expected to be payable on the taxable income for the year and any adjustments to the tax payable or receivable in respect of previous years as determined in accordance with the provisions of the Income Tax Act,1961 that have been enacted or subsequently enacted at the end of the reporting period.

Current tax assets and current tax liabilities are offset when there is legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis or simultaneously.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences, and deferred tax assets are recognised for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxation authority.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which such deferred tax assets can be utilized. In situations where the Group has unused tax losses and unused tax credits, deferred tax assets are recognised only if it is probable that they can be utilized against future taxable profits. Deferred tax assets are reviewed for the appropriateness of their respective carrying amounts at each Balance Sheet date.

At each reporting date, the Group re-assesses unrecognised deferred tax assets. It recognises previously unrecognised deferred tax assets to the extent that it has become probable that future taxable profit allows deferred tax assets to be recovered.

1.16. Cash & cash equivalent

Cash and cash equivalents include cash in hand, bank balances, deposits with banks (other than on lien) and all short term and highly liquid investments that are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.

1.17. Statement of cash flows

Cash flows are reported using the indirect method, where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

1.18. Provisions, contingent liabilities, contingent assets

A provision is recognised when the Group has a present obligation (legal or constructive) as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risk specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each date of the Restated Consolidated Statement of Assets and Liabilities.

1.19. Earnings per share

Basic earnings per share is computed using the net profit for the period/year attributable to the shareholders' and weighted average number of shares outstanding during the year. The weighted average numbers of shares also includes fixed number of equity shares that are issuable on conversion of compulsorily convertible preference shares, debentures or any other instrument, from the date consideration is receivable (generally the date of their issue) of such instruments.

Diluted earnings per share is computed using the net profit for the period/year attributable to the shareholder' and weighted average number of equity and potential equity shares outstanding during the year including share options, convertible preference shares and debentures, except where the result would be anti-dilutive. Potential equity shares that are converted during the year are included in the calculation of diluted earnings per share, from the beginning of the year or date of issuance of such potential equity shares, to the date of conversion.

1.20. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors that makes strategic decisions.

1.21. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Restated Consolidated Statement of Profit and Loss.

Derivative financial instruments

Derivatives are recognised initially at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. The resulting gain or loss is recognised in Restated Consolidated Statement of Profit and Loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

A derivative with a positive fair value is recognised as a financial asset whereas a derivative with a negative fair value is recognised as a financial liability. Derivatives are not offset in the financial statements unless the Group has both a legally enforceable right and intention to offset. A derivative is presented as a non-current asset or a non-current liability if the remaining maturity of the instrument is more than 12 months and it is not due to be realised or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

Embedded derivatives

An embedded derivative is a component of a hybrid contract that also includes a non-derivative host – with the effect that some of the cash flows of the combined instrument vary in a way similar to a standalone derivative.

Derivatives embedded in hybrid contracts with a financial asset host within the scope of Ind AS 109 are not separated. The entire hybrid contract is classified and subsequently measured as either amortised cost or fair value as appropriate.

Derivatives embedded in hybrid contracts with hosts that are not financial assets within the scope of Ind AS 109 (e.g. financial liabilities) are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

If the hybrid contract is a quoted financial liability, instead of separating the embedded derivative, the Company generally designates the whole hybrid contract at FVTPL.

An embedded derivative is presented as a non-current asset or non-current liability if the remaining maturity of the hybrid instrument to which the embedded derivative relates is more than 12 months and is not expected to be realised or settled within 12 months.

1.21.1. Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and

- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at fair value.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in profit or loss and is included in the “Other income” line item.

Investments in equity instruments at FVTOCI

On initial recognition, the Group can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the ‘Reserve for equity instruments through other comprehensive income’. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments.

A financial asset is held for trading if:

- It has been acquired principally for the purpose of selling it in the near term; or

- On initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or

- It is a derivative that is not designated and effective as a hedging instrument or a financial guarantee. Dividends on these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably. Dividends recognised in profit or loss are included in the 'Other income' line item.

Financial assets at fair value through profit or loss (FVTPL)

Investments in equity instruments are classified as at FVTPL, unless the Group irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognised when the Group's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

Impairment of financial assets

The Group recognizes loss allowances using the expected credit loss (ECL) model based on 'simplified approach' for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the twelve month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in Restated Consolidated Statements of Profit and Loss.

De-recognition of financial asset

The Group de-recognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

On de-recognition of a financial asset other than in its entirety (e.g. when the Group retains an option to repurchase part of a transferred asset), the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

1.21.2. Financial liability and equity instrument

Classification as debt or equity

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs. Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

However, financial liabilities that arise when a transfer of a financial asset does not qualify for de-recognition or when the continuing involvement approach applies, financial guarantee contracts issued by the Group, and commitments issued by the Group to provide a loan at below-market interest rate are measured in accordance with the specific accounting policies set out below.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is either contingent consideration recognised by the Group as an acquirer in a business combination to which Ind AS 103 applies or is held for trading or it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading or contingent consideration recognised by the Group as an acquirer in a business combination to which Ind AS 103 applies, may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and Ind AS 109 permits the entire combined contract to be designated as at FVTPL in accordance with Ind AS 109.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on re-measurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability and is included in the 'Finance Cost' line item.

However, for non-held-for-trading financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss, in which case these effects of changes in credit risk are recognised in profit or loss. The remaining amount of change in the fair value of liability is always recognised in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are reflected immediately in retained earnings and are not subsequently reclassified to profit or loss.

Gains or losses on financial guarantee contracts and loan commitments issued by the Group that are designated by the Group as at fair value through profit or loss are recognised in profit or loss.

Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item. The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability or (where appropriate) a shorter period, to the gross carrying amount on initial recognition.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Group are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and
- the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 18.

Compound financial instruments

The liability component of a compound financial instrument is recognised initially at fair value of a similar liability that does not have an equity component. The equity component is recognised initially as the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and the equity components, if material, in proportion to their initial carrying amounts.

Subsequent to the initial recognition, the liability component of a compound financial instrument is measured at amortised cost using the effective interest rate method. The equity component of a compound financial instrument is not re-measured subsequent to initial recognition except on conversion or expiry.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Reclassification

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

De-recognition of financial liabilities

The Group de-recognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability de-recognised and the consideration paid and payable is recognised in Restated Consolidated Statements of profit or loss.

Changes in the accounting policies, if any, in the five-month period ended August 31, 2024 and in Fiscals 2024, 2023 and 2022 and their effect on our profits and reserves

There have been no changes in our accounting policies during the five-month period ended August 31, 2024 and in the last three Fiscals.

Key Financial Information and Non-GAAP Financial Measures

In addition to our financial results determined in accordance with Ind AS, we consider and use those certain non-GAAP financial measures and key financial information such as EBITDA, EBITDA Margin, property, plant and equipment turnover ratio, Total Borrowings, Net Debt, Debt-Equity Ratio, Net Debt / EBITDA Ratio, Return on Equity (RoE), Profit before taxes, Profit after taxes, PAT Margin, Capital Employed, Return on Capital Employed (RoCE), Net Worth, Return on Net Worth, Trade receivable Turnover Ratio, Trade payable Turnover Ratio, Gross Profit and Gross Profit Margin that are presented below as supplemental measures to review and assess our operating performance. Our management does not consider these non-GAAP financial measures and key financial information in isolation or as an alternative or substitutive to the Restated Consolidated Financial Information. We present these non-GAAP financial measures and key financial information because we believe they are useful to our Company in assessing and evaluating our operating performance, and for internal planning and forecasting purposes. We believe these non-GAAP financial measures could help investors as an additional tool to evaluate our ongoing operating results and trends with a more granular view of our financial performance.

Non-GAAP financial measures are not recognized under Ind AS and do not have standardized meanings prescribed by Ind AS. In addition, non-GAAP financial measures and key financial information used by us may differ from similarly titled non-GAAP measures used by other companies. These non-GAAP measures and key financial information have limitations as analytical tools, with the principal limitation being that they do not reflect our cash expenditures or future requirements for capital expenditure or contractual commitments; changes in, or cash requirements for, our working capital needs; and the finance cost, or cash requirements. Although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and these measures do not reflect any cash requirements for such replacements. Such measures may also exclude significant expenses and income that are required by Ind AS to be recorded in our financial statements, as further detailed below. In addition, they are subject to inherent limitations as they reflect the exercise of judgment by management about which expenses and income are excluded or included in determining these non-GAAP financial measures.

A reconciliation is provided below for each non-GAAP financial measure to the most directly comparable financial measure prepared in accordance with Ind AS, along with a brief explanation of their calculation. Investors are encouraged to review the related Ind AS financial measures and the reconciliation of non-GAAP financial measures to their most directly comparable Ind AS financial measures included below and to not rely on any single financial measure to evaluate our business, ongoing results and trends in isolation from, or as a substitute for, analysis of our historical financial performance, as reported and presented in our Restated Consolidated Financial Information set out in this Red Herring Prospectus. Other companies, including peer companies, may calculate such non-GAAP measures and key financial information differently from the way we calculate them and hence their comparability with those used by us may be limited. Therefore, these non-GAAP measures and key financial information should not be viewed as substitutes for performance or profitability measures under Ind AS or as indicators of our operating performance, cash flows, liquidity or profitability.

See "*Risk Factors – We track certain operational metrics and non-generally accepted accounting principles, measures with internal systems and tools and do not independently verify such metrics. Certain of our operational metrics are subject to inherent challenges in measurement and any real or perceived inaccuracies in such metrics may adversely affect our business and reputation.*" on page 88.

EBITDA and EBITDA Margin

The following table sets forth our EBITDA and EBITDA Margin for the five-month period ended August 31, 2024 and the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, including a reconciliation of each such financial measure to the Restated Consolidated Financial Information.

(₹ million, except for percentages)

Particulars	**Five-month period ended**	**Fiscal**		
	August 31, 2024	**2024**	**2023**	**2022**
Revenue from operations (A)	2,061.71	4,968.59	3,432.19	3,293.66
Profit for the period/year (B)	5.16	414.39	54.87	164.77
Add: Finance costs (C)	85.78	177.93	187.50	185.11
Add: Tax expense (D)	3.09	25.58	20.66	20.54
Add: Depreciation and amortisation expenses (E)	60.13	218.74	243.39	254.80
Less: Interest income (F)	3.04	25.17	10.58	10.95
EBITDA (G=B+C+D+E-F)	151.12	811.47	495.84	614.27
EBITDA Margin (H=G/A)	7.33%	16.33%	14.45%	18.65%

Total Borrowings

The following table sets forth our Total Borrowings as at August 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, including a reconciliation of such financial measure to the Restated Consolidated Financial Information. Total Borrowings is calculated as the sum of (i) non-current borrowings, and (ii) current borrowings (including current maturities of non-current borrowings).

(₹ million)

Particulars	**As at**	**As at March 31,**		
	August 31, 2024	**2024**	**2023**	**2022**
Non-current borrowings (1)	232.88	228.20	330.98	411.35
Current borrowings (including current maturities of non- current borrowings)(2)	1,442.45	1,303.67	979.63	846.21
Total Borrowings (A=(1)+(2))	**1,675.33**	**1,531.87**	**1,310.61**	**1,257.56**

Net Debt

The following table sets forth our Net Debt, including a reconciliation of such financial measure to the Restated Consolidated Financial Information, as at August 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022. Net Debt is calculated as Total Borrowings less cash and cash equivalents and other bank balances.

(₹ million)

Particulars	**As at**	**As at March 31,**		
	August 31, 2024	**2024**	**2023**	**2022**
Total Borrowings (A)	1,675.33	1,531.87	1310.61	1,257.56
Cash and cash equivalents (1)	19.01	182.56	602.60	196.06
Other bank balances other than cash and cash equivalents (2)	154.54	133.82	221.53	96.67
Net Debt (B=A-(1+2))	**1501.78**	**1,215.49**	**486.48**	**964.83**

Debt-Equity Ratio

The following table sets forth our Debt-Equity Ratio, including a reconciliation of such financial measure to the Restated Consolidated Financial Information, as at August 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022. Debt-Equity Ratio is calculated as Total Borrowings divided by total equity.

(₹ million, except for ratios)

Particulars	**As at and for the five-month period ended**	**As at, or for the fiscal year ended, March 31,**		
	August 31, 2024	**2024**	**2023**	**2022**
Total Borrowings (A)	1,675.33	1,531.87	1,310.61	1257.56
Total equity (B)	3,214.47	3,225.54	2,809.61	2685.45
Debt-Equity Ratio (C=A/B)	**0.52**	**0.47**	**0.47**	**0.47**

Net Debt/EBITDA Ratio

The following table sets forth our Net Debt/EBITDA Ratio, including a reconciliation of such financial measure to the Restated Consolidated Financial Information, for the five-month period ended August 31, 2024 and the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022. Net Debt/EBITDA Ratio is calculated as Net Debt divided by EBITDA.

(₹ million, except for ratios)

Particulars	**As at and for the five-month period ended**	**As at, and for the fiscal year ended, March 31,**		
	August 31, 2024	**2024**	**2023**	**2022**
Net Debt (A)	1,501.78	1,215.49	486.48	964.83
EBITDA (B)	151.12	811.47	495.84	614.27
Net Debt / EBITDA Ratio (C=A/B)	9.94	1.50	0.98	1.57

Return on Equity (RoE)

The following table sets forth our Return on Equity, including a reconciliation of such financial measure to the Restated Consolidated Financial Information, for the five-month period ended August 31, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022. Return on Equity is calculated as net profit after tax divided by average shareholder's equity for the year. Average shareholder's equity is calculated as the sum of (i) total equity as at the beginning of the fiscal year and (ii) total equity as at the end of the fiscal year, divided by two.

(₹ million, except for percentages)

Particulars	As at and for the five-month period ended	As at, and for the fiscal year ended, March 31,		
	August 31, 2024	2024	2023	2022
Profit for the period/year (A)	5.16	414.39	54.87	164.77
Average shareholder's equity (B)	3,220.00	3,017.57	2,747.53	1,289.23
Return on Equity (C=A/B)	**0.16%**	**13.73%**	**2.00%**	**12.78%**

PAT Margin

The following table sets forth our PAT Margin, including a reconciliation of such financial measure to the Restated Consolidated Financial Information, for the five-month period ended August 31, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022. PAT Margin is calculated as profit for the period/ year divided by revenue from operations.

(₹ million, except for percentages)

Particulars	For the five-month period ended	For the fiscal year ended March 31,		
	August 31, 2024	2024	2023	2022
Profit for the period/year (A)	5.16	414.39	54.87	164.77
Revenue from operations (B)	2,061.71	4,968.59	3,432.19	3,293.66
PAT Margin (C=A/B)	**0.25%**	**8.34%**	**1.60%**	**5.00%**

Capital Employed

The following table sets forth our Capital Employed, including a reconciliation of such financial measure to the Restated Consolidated Financial Information as at August 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022. Capital Employed is calculated as Tangible Net Worth (includes total asset and total liabilities excludes intangible assets (except ROU)) + (Total Debt) - (Deferred Tax asset).

(₹ million)

Particulars	As at	As at March 31,		
	August 31, 2024	2024	2023	2022
Total assets (1)	6,400.90	6,276.75	5,922.20	5,368.99
Total liabilities (2)	3,186.43	3,051.21	3,112.59	2,683.54
Less: Intangible assets (3)	274.06	275.69	272.98	259.12
Less: Intangible assets under development (4)	10.61	9.72	-	-
Tangible Net Worth (A=1-2-3-4)	2,929.80	2,940.13	2,536.63	2,426.33
Total Borrowings (B)	1,675.33	1,531.87	1,310.61	1,257.56
Deferred Tax Asset (Net) (C)	78.50	81.36	69.28	62.77
Capital Employed (D = A+B-C)	**4,526.63**	**4,390.64**	**3,777.96**	**3,621.12**

Return on Capital Employed (RoCE)

The following table sets forth our Return on Capital Employed, including a reconciliation of such financial measure to the Restated Consolidated Financial Information, for the five-month period ended August 31, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022. Return on Capital Employed is calculated as earnings before interest and tax divided by Capital Employed.

(₹ million, except for ratios)

Particulars	For the five-month period ended	For the fiscal year ended March 31,		
	August 31, 2024	2024	2023	2022
Profit before tax (A)	8.25	439.97	75.53	185.31
Finance costs (B)	85.78	177.93	187.50	185.11
EBIT (C=A+B)	94.03	617.90	263.03	370.42
Capital Employed (D)	4,526.63	4,390.64	3,777.96	3,621.12
Return on Capital Employed (E=C/D)	**2.08%**	**14.07**	**6.96%**	**10.23%**

Property, plant and equipment turnover ratio

The following table sets forth our property, plant and equipment turnover ratio, including a reconciliation of such financial measure to the Restated Consolidated Financial Information as at, and for the five-month period ended August 31, 2024 and for the financial years ended, March 31, 2024, March 31, 2023 and March 31, 2022. Property, plant and equipment turnover ratio is calculated as revenue from operations divided by property, plant and equipment as at the end of the year.

(₹ million, except for ratios)

Particulars	As at and for the five-month period ended	As at, and for the fiscal year ended, March 31,		
	August 31, 2024	2024	2023	2022
Property, Plant and Equipment (A)	586.57	614.70	680.58	736.47
Revenue from operations (B)	2,061.71	4,968.59	3,432.19	3,293.66

Particulars	As at and for the five-month period ended	As at, and for the fiscal year ended, March 31,		
	August 31, 2024	2024	2023	2022
Property, plant and equipment turnover ratio (C=B/A)	**3.51**	**8.08**	**5.04**	**4.47**

Net Worth

The following table sets forth our Net Worth, including a reconciliation of such financial measure to the Restated Consolidated Financial Information, as at August 31, 2024, March 31, 2022, March 31, 2023 and March 31, 2024. Net Worth is calculated as the sum of equity share capital and other equity less capital reserve on consolidation.

(₹ million)

Particulars	As at the five-month period ended	As at March 31,		
	August 31, 2024	2024	2023	2022
Equity share capital (A)	91.00	91.00	91.00	4.26
Other equity (B)	3,123.47	3,134.54	2,718.61	2,681.19
Less: capital reserve on consolidation (C)	17.35	17.35	17.35	17.35
Net Worth (D=A+B-C)	**3,197.12**	**3,208.19**	**2,792.26**	**2,668.10**

Return on Net Worth

The following table sets forth our Return on Net Worth, including a reconciliation of such financial measure to the Restated Consolidated Financial Information, as at, and for the five-month period ended August 31, 2024 and for the financial years ended, March 31, 2024, March 31, 2023 and March 31, 2022. Return on Net Worth is calculated as profit for the period/year divided by Net Worth.

(₹ million, except for percentages)

Particulars	As at and for the five-month period ended	As at, and for the fiscal year ended, March 31,		
	August 31, 2024	2024	2023	2022
Profit for the period/year (A)	5.16	414.39	54.87	164.77
Net Worth (B)	3,197.12	3,208.19	2,792.26	**2,668.10**
Return on Net Worth (C=A/B)	**0.16%**	**12.92%**	**1.97%**	**6.18%**

Net Asset Value

The following table sets forth our Net Asset Value, including a reconciliation of such financial measure to the Restated Consolidated Financial Information as at August 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022. Net Asset Value is calculated as total assets minus total liabilities as at the end of the year.

(₹ million)

Particulars	As at	As at March 31,		
	August 31, 2024	2024	2023	2022
Total assets (A)	6,400.90	6,276.75	5,922.20	5,368.99
Total liabilities (B)	3,186.43	3,051.21	3,112.59	2,683.54
Net Asset Value (C=A-B)	**3,214.47**	**3,225.54**	**2,809.61**	**2,685.45**

Trade Receivables Turnover Ratio

The following table sets forth our Trade receivable Turnover Ratio, including a reconciliation of such financial measure to the Restated Consolidated Financial Information, as at, and for the five-month period ended August 31, 2024 and for the financial years ended, March 31, 2024, March 31, 2023 and March 31, 2022. Trade receivable Turnover Ratio is calculated as revenue from operations divided by average trade receivables for the year. Average trade receivables is calculated as the sum of (i) trade receivables as at the beginning of the fiscal year and (ii) trade receivables as at the end of the fiscal year, divided by 2.

(₹ million, except for ratios)

Particulars	As at and for the five-month period ended	As at, and for the fiscal year ended, March 31,		
	August 31, 2024	2024	2023	2022
Revenue from operations (A)	2,061.71	4,968.59	3,432.19	3,293.66
Average trade receivables (B)	1,445.82	1,386.14	1,171.83	1,402.97
Trade receivable Turnover Ratio (C=A/B)	**1.43**	**3.58**	**2.93**	**2.35**

Trade Payables Turnover Ratio

The following table sets forth our Trade payable Turnover Ratio, including a reconciliation of such financial measure to the Restated Consolidated Financial Information, as at, and for the five-month period ended August 31, 2024 and for the financial years ended, March 31, 2024, March 31, 2023 and March 31, 2022. Trade payable Turnover Ratio is calculated as purchases of material and expenses (net of Notional Expenses) divided by average trade payables (excluding dues payable to employees). Notional Expenses includes amortisation of premium forward exchange contracts, net loss on foreign exchange fluctuations, liquidated damages, bad debts written off, and impairment loss recognised under expected credit loss model. Average trade payables is calculated as the sum of (i) trade payables as at the beginning of the fiscal year and (ii) trade payables as at the end of the fiscal year, divided by 2.

(₹ million, except for ratios)

Particulars	**As at and for the five-month period ended**	**As at, and for the fiscal year ended, March 31,**		
	August 31, 2024	**2024**	**2023**	**2022**
Purchases of material and expenses (net of notional expenses) (A)	1,441.33	3,250.26	2,195.80	1,999.54
Average trade payables (excluding dues payable to employees) (B)	1,023.17	968.31	759.93	738.11
Trade payable Turnover Ratio (C=B/A)	**1.41**	**3.36**	**2.89**	**2.71**

Gross Profit and Gross Margin

Gross Profit Margin measures our gross profit compared to our revenues as a percentage and is calculated by dividing our Gross Profit by our revenue from operations. Gross Profit is calculated by subtracting our COGS from our revenue from operations. COGS refers to the direct costs that we incur for producing our finished goods and is the aggregate of our cost of raw materials and components consumed, purchase of stock-in-trade and increase/(decrease) in inventories of finished goods and work-in-progress. COGS excludes indirect expenses such as finance costs, depreciation and amortization expense and other expenses. The table below sets out our Gross Profit and Gross Profit Margin, for the periods indicated below.

(₹ million, except for percentages)

Particulars	**Five-month period ended**	**Fiscal**		
	August 31, 2024	**2024**	**2023**	**2022**
Revenue from operations	2,061.71	4,968.59	3,432.19	3,293.66
Total expenses	2,065.61	4,675.69	3,433.00	3,198.78
Less:				
Cost of raw materials and components consumed (1)	905.78	2,244.44	1,414.17	1,312.73
Purchase of stock-in-trade (2)	141.17	371.16	117.72	169.07
Increase/(decrease) in inventories of finished goods and work-in-progress (3)	43.3	12.89	(79.30)	(99.59)
Cost of Goods Sold (COGS) (B = 1 + 2 + 3)	**1,090.25**	**2,628.49**	**1,452.59**	**1,382.21**
Gross Profit (C = A – B)	**971.46**	**2,340.10**	**1,979.6**	**1,911.45**
Gross Margin (C/A)	**47.12%**	**47.10%**	**57.68%**	**58.03%**

Summary of changes in non-GAAP measures and key financial information

The table below sets forth summary of the abovementioned non-GAAP measures and key financial information as of the dates and for the periods indicated below, along with reasons for the changes, increases or decrease in these key financial information during the periods indicated, based on our Restated Consolidated Financial Information.

(₹ million, except for percentages and ratios or where specified otherwise)

Key Financial Information	**As at and for the five-month period ended**	**As at, or for the financial year ended, March 31,**			**Reason for change**
	August 31, 2024	**2024**	**2023**	**2022**	
Total income	2,080.24	5,122.74	3,504.97	3,375.70	Our total revenue increased due to increase in revenue in the (i) international systems and plants sales, (ii) O&M, and (iii) consumables and spare parts business verticals.
Revenue from operations	2,061.71	4,968.59	3,432.19	3,293.66	Our revenue from operations increased due to increase in revenue in the (i) international systems and plants sales, (ii) O&M, and (iii) consumables and spare parts business verticals.
Growth in revenue from operations	N.A.	44.76%	4.21%	(5.25%)	On account of the increase in the total revenue and revenue from operations, our growth in revenue from operations changed.
EBITDA(1)	151.12	811.47	495.84	614.27	Our EBITDA increased due to increase in the revenue from operations.
EBITDA Margin(2)	7.33%	16.33%	14.45%	18.65%	Our EBITDA Margin decreased due to one time write off of IPO related expenses in Fiscal 2023 and lower margin on certain orders for system and plant vertical.
Property, plant and equipment turnover ratio(3)	3.51	8.08	5.04	4.47	Our property, plant and equipment turnover ratio increased on account of increase in the total revenue.
Total Borrowings(4)	1,675.33	1,531.87	1,310.61	1,257.56	Our total borrowings increased on account of increase in the working capital limit utilisation and in line with the increase of out total revenue, due to the factors discussed above.
Net Debt(5)	1,501.78	1,215.49	486.48	964.83	Our net debt reduced in Fiscal 2023 on account of significant customer advance received on the orders and increased in Fiscal 2024 in line with the increase in the total revenue of our Company.
Debt-Equity Ratio(6)	0.52	0.47	0.47	0.47	Our Debt-Equity Ratio remained constant due to increase in the equity due to retained earnings in line with the increase in the total borrowings.
Net Debt / EBITDA Ratio(7)	9.94	1.50	0.98	1.57	Our Net Debt / EBITDA Ratio increased / decreased on account of the foregoing factors discussed above.
Return on Equity (RoE)(8)	0.16%	13.73%	2.00%	12.78%	Our Return on Equity changed in line with the increase / decrease in the profit after tax.
Profit before tax	8.25	439.97	75.53	185.31	Our profit before tax increased / decreased on account of changes in the total revenues of our Company for the respective periods.
Profit for the period/year	5.16	414.39	54.87	164.77	Our profit after taxes increased due to the increase in the total revenue of our Company
PAT Margin %(9)	0.25%	8.34%	1.60%	5.00%	Our PAT Margin increased due to the foregoing increase / decrease in the revenue and EBITDA

Key Financial Information	As at and for the five-month period ended	As at, or for the financial year ended, March 31,			Reason for change
	August 31, 2024	2024	2023	2022	
Capital Employed[10]	4,526.63	4,390.64	3,777.96	3,621.12	Our capital employed increased in line with the increase in total revenue of our Company.
Return on Capital Employed (RoCE)[11]	2.08%	14.07%	6.96%	10.23%	Our Return on Capital Employed increased due to change in the EBIT on account of the factors discussed above
Net Worth[12]	3,197.12	3,208.19	2,792.26	2,668.10	Our Net Worth increased due to increase in the total equity of our Company
Return on Net Worth[13]	0.16%	12.92%	1.97%	6.18%	Our Return on Net Worth increased / decreased in line with the changes in profit and networth of our Company for the respective periods.
Trade Receivables Turnover Ratio[15]	1.43	3.58	2.93	2.35	Our Trade Receivables Turnover Ratio increased in line with the increase in total revenue of our Company
Trade Payables Turnover Ratio[16]	1.41	3.36	2.89	2.71	Our Trade Payables Turnover Ratio increased on account of increase in the purchases and expenses
Gross Profit[17]	971.46	2,340.10	1,979.60	1,911.45	Our Gross Profit increased due to foregoing factors as discussed above.
Gross Profit Margin[18]	47.12%	47.10%	57.68%	58.03%	Our Gross Profit Margin decreased due to the foregoing factors discussed above.

Notes:

(1) EBITDA is calculated as the sum of (i) restated profit after tax for the year, (ii) tax expenses, (iii) depreciation and amortization expenses, and (iv) finance costs, less interest income

(2) EBITDA Margin is calculated as EBITDA divided by revenue from operations.

(3) Property, plant and equipment turnover ratio is calculated as revenue from operations divided by property, plant and equipment as at the end of the year.

(4) Total Borrowings is calculated as the sum of non-current borrowings and current borrowings.

(5) Net Debt is calculated as Total Borrowings less cash and cash equivalents and other bank balances other than cash and cash equivalents.

(6) Debt-Equity Ratio is calculated as Total Borrowings divided by total equity.

(7) Net Debt / EBITDA Ratio is calculated as Net Debt divided by EBITDA.

(8) Return on Equity is calculated as profit for the period/year divided by average shareholder's equity.

(9) PAT Margin is calculated as profit for the period/year divided by revenue from operations.

(10) Capital Employed is calculated as Tangible Net Worth (includes total asset and total liabilities excludes intangible assets (except ROU)) + (Total Debt) - (Deferred Tax asset).

(11) Return on Capital Employed is calculated as earnings before interest and tax (EBIT) divided by Capital Employed.

(12) Net Worth is calculated as the sum of equity share capital and other equity, less capital reserve on consolidation.

(13) Return on Net Worth is calculated as profit for the period/year divided by Net Worth.

(14) Net Asset Value is calculated as total assets minus total liabilities.

(15) Trade receivable Turnover Ratio is calculated as revenue from operations divided by average trade receivables.

(16) Trade payable Turnover Ratio is calculated as purchases of material and expenses (net of notional expenses) divided by average trade payables (excluding dues payable to employees).

(17) Gross Profit is calculated by subtracting our Cost of Goods Sold ("COGS") from our revenue from operations. COGS refers to the direct costs that we incur for producing our finished goods and is the aggregate of our cost of raw materials and components consumed, purchase of stock-in-trade and increase/(decrease) in inventories of finished goods and work-in-progress. COGS excludes indirect expenses such as finance costs, depreciation and amortization expense and other expenses.

(18) Gross Profit Margin measures our gross profit compared to our revenues as a percentage and is calculated by dividing our Gross Profit by our revenue from operations.

Overview of Income and Expenditure

The following descriptions set forth information with respect to key components of our profit and loss statement.

Income

Income consists of revenue from operations and other income.

Revenue from operations

Revenue from operations comprises (i) revenue from sales of goods, sales of services and lease rental income; and (ii) other operating revenue. Sale of goods comprises the sale of systems, plants, spare parts and consumables for water and wastewater treatment and reuse. Sale of services comprises revenue from the operation and maintenance contracts and also includes lease rental income, which includes equipment provided on lease to customers on legacy contracts. Sale of goods and sale of services can be divided into (i) sales in India; and (ii) sales outside India.

Set forth below is a breakdown of our revenue from operations for the periods/Fiscals indicated.

Particulars	**Five-month period ended August 31, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Amount	**Percentage of revenue from operations**	**Amount**	**Percentage of revenue from operations**	**Amount**	**Percentage of revenue from operation**	**Amount**	**Percentage of revenue from operations**
	(₹ million)	***(%)***	***(₹ million)***	***(%)***	***(₹ million)***	***(%)***	***(₹ million)***	***(%)***
Sale of goods	1,388.74	67.36%	3,281.02	66.04%	2,168.80	63.19%	2,306.67	70.03%
Sale of services	641.25	31.10%	1,632.94	32.87%	1,205.00	35.11%	922.82	28.02%
Lease rental income	21.15	1.03%	33.79	0.68%	36.82	1.07%	42.00	1.28%
Sub-total	2,051.14	99.49%	4,947.75	99.58%	3,410.62	99.37%	3,271.49	99.33%
Other operating revenue	10.57	0.51%	20.84	0.42%	21.57	0.63%	22.17	0.67%
Revenue from operations	**2,061.71**	**100.00%**	**4,968.59**	**100.00%**	**3,432.19**	**100.00%**	**3,293.66**	**100.00%**

For management's purposes, our Company's business is considered to constitute one reporting segment. See "*Restated Consolidated Financial Information – Notes to Restated Consolidated Financial Information – Note 57 – Segment Reporting*" on page 401.

Set forth below is a breakdown of our revenue from operations for the periods/Fiscals indicated on a restated consolidated basis, broken down by business.

Product/Service	**Five-month period ended August 31, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Amount	**Percentage of total***	**Amount**	**Percentage of total***	**Amount**	**Percentage of total***	**Amount**	**Percentage of total***
	(₹ million)	***(%)***	***(₹ million)***	***(%)***	***(₹ million)***	***(%)***	***(₹ million)***	***(%)***
Systems & plants	989.88	48.01	2,961.81	59.61	1,608.69	46.87	1631.45	49.53
Sale of consumables and spare parts	410.16	19.89	1,033.60	20.80	876.39	25.53	864.26	26.24
O&M services	661.67	32.09	973.18	19.59	947.11	27.59	797.95	24.23
Revenue from operations	**2,061.71**	**100.00%**	**4,968.59**	**100.00**	**3,432.19**	**100.00**	**3,293.66**	**100.00**

**Percentage of Total Revenue from Operations.*

Other income

Other income primarily comprises interest income, dividend income and other gains and losses and other non-operating income, which primarily consists of miscellaneous income. Miscellaneous income comprises receipt from a party under IRP and sale of duty credit scrip.

Expenditure

Our expenses comprise the following:

a) Cost of raw materials and components consumed: Cost of raw materials and components consumed comprises (i) the cost of raw materials used in the manufacture of our products; (ii) the cost of products purchased to integrate with our systems, and (iii) the cost of packing materials. Our principal raw materials and components include membranes, pumps, electrical instrumentation, board panels, cabinets, tubes, pipes, steel and certain cleaners and chemicals, amongst others.

b) Increase/(decrease) in inventories of finished goods and work-in-progress: Changes in inventories of finished goods and work-in-progress denotes an increase/decrease in inventories of finished goods and work-in-progress between opening and closing dates of a reporting period.

c) Service charges: Service charges comprises direct manpower cost in provision of services

d) Employee benefits expenses: Employee benefits expenses comprises salaries, wages and bonus, contribution to provident and other funds, gratuity expenses and staff welfare expenses.

e) Finance costs: Finance costs comprises finance costs on financial liabilities measured at amortized cost (*i.e.*, working capital loans, borrowings, lease liabilities (including interest on lease liabilities to related parties), loans and advances from related parties and financial instruments classified as financial liability (carried at amortised cost)) and other borrowing costs.

f) Depreciation and amortisation expenses: Depreciation and amortisation expenses comprises depreciation on property, plant and equipment, including our plant and machinery, building, factory equipment, computer equipment, office and other equipment, furniture and fixtures, amongst others; depreciation of right-of-use assets; and amortisation of other intangible assets, including computer software.

g) Other expenses: Other expenses comprise primarily of power and fuel expenses, outward freight, clearing and forwarding, Travelling expenses, commission on sales, sub-contracting charges, and miscellaneous expenses. Set forth below is a description of these key components:

(i) Service charges relate to the jobwork expenses related to manufacturing and agent costs incurred in connection with our operations and maintenance contracts;

(ii) Legal and professional fees relate to the fees incurred for the legal and professional services taken from various professionals and comprise internal audit expenses, tax consultation, legal support, and lawyers fees and retainerships;

(iii) Freight, clearing and forwarding expenses relate to the expenses incurred in transportation of the finished goods from our manufacturing site to the customer locations;

(iv) Travelling expenses relate to the travel costs incurred by our sales and support teams in visiting customer locations and sites;

(v) Sales commission relates to commissions paid to our business associates for order procurement, customer management, collections of dues and for other related support; and

(vi) Other expenses include rates and taxes, power and fuel, lease rent & license fees, and repairs and maintenance, amongst others.

Set forth below is a breakdown of our total expenses as a percentage of our revenue from operations for the years indicated.

Particulars	**Five-month period ended August 31, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Amount	**Percentage of revenue from operations**	**Amount**	**Percentage of revenue from operations**	**Amount**	**Percentage of revenue from operations**	**Amount**	**Percentage of revenue from operations**
	(*₹ million*)	***(%)***	**(*₹ million*)**	***(%)***	**(*₹ million*)**	***(%)***	**(*₹ million*)**	***(%)***
Cost of raw materials and components consumed	905.78	43.93%	2,244.44	45.17%	1,414.17	41.20%	1,312.73	39.86%
Service charges	90.30	4.38%	252.95	5.09%	284.04	8.28%	296.23	8.99%
Purchase of stock-in-trade	141.17	6.85%	371.16	7.47%	117.72	3.43%	169.07	5.13%
Increase/(decrease) in inventories of finished goods and work-in-progress	43.30	2.10%	12.89	0.26%	(79.30)	(2.31)%	(99.59)	(3.02)%

Particulars	Five-month period ended August 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	Percentage of revenue from operations	Amount	Percentage of revenue from operations	Amount	Percentage of revenue from operations	Amount	Percentage of revenue from operations
	(₹ million)	*(%)*	*(₹ million)*	*(%)*	*(₹ million)*	*(%)*	*(₹ million)*	*(%)*
Employee benefits expenses	327.35	15.88%	710.13	14.29%	578.77	16.86%	520.31	15.80%
Finance costs	85.78	4.16%	177.93	3.58%	187.50	5.46%	185.11	5.62%
Depreciation and amortisation expenses	60.13	2.92%	218.74	4.40%	243.39	7.09%	254.80	7.74%
Other expenses	411.80	19.97%	687.45	13.84%	686.71	20.01%	560.12	17.01%
Total expenses	**2,065.61**	**100.19%**	**4,675.69**	**94.10%**	**3,433.00**	**100.02%**	**3,198.78**	**97.12%**

Tax Expense

Our tax expense represents the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by income tax payable for earlier years and deferred tax charges or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period).

Tax expense (including current tax, deferred tax charge / (credit) and income tax pertaining to earlier years) for the five-month period ended August 31, 2024 and for Fiscal 2024, Fiscal 2023 and Fiscal 2022, amounted to ₹ 3.09 million, ₹ 25.58 million, ₹20.66 million and ₹ 20.54 million, respectively.

Deferred tax charges or credits and the corresponding deferred tax liabilities or assets are recognized using the tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled or the asset realized. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Deferred tax is reviewed at each balance sheet date and written down or written up to reflect the amount that is reasonably certain, as the case may be, to be realized.

Operating Segment

Our Company is exclusively engaged in the business of manufacturing water treatment systems, water pollution control equipment and resource recovery systems using membrane technology. We cater to both domestic and international markets. As such, in accordance with Ind AS, our Company's business is considered to constitute one reportable segment.

Geographic information

The geographic information analyses our revenue by the Company's country of domicile and other countries for the years indicated. In presenting geographical information, segment revenue has been based on the geographic location of customers.

The following is the distribution of our consolidated revenue and non-current assets (including property, plant and equipment, intangible assets, other non-current assets (non-financial)) by geographical area, regardless of where the goods are produced:

Particulars	Five-month period ended August 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	Percentage of total*	Amount	Percentage of total*	Amount	Percentage of total*	Amount	Percentage of total*
	(₹ million)	*(%)*	*(₹ million)*	*(%)*	*(₹ million)*	*(%)*	*(₹ million)*	*(%)*
Revenue by geographical market								
Within India	1,146.43	55.61%	2,893.43	58.23%	2,606.97	75.96%	2,553.22	77.52
Outside India	915.28	44.39%	2,075.16	41.77%	825.22	24.04%	740.44	22.48
Revenue from operations	**2,061.71**	**100.00%**	**4,968.59**	**100.00%**	**3,432.19**	**100.00%**	**3,293.66**	**100.00**

**Percentage of Total Revenue from Operations.*

(₹ in million)

Non-current assets*	As at the five-month period ended	As at March 31,		
	August 31, 2024	2024	2023	2022
India	421.07	425.14	569.67	613.01
Outside India	820.80	745.94	859.68	1,078.84
Total	1,241.87	**1,171.08**	**1,429.35**	**1,691.85**

**includes property, plant and equipment, intangible assets, other non-current assets (non-financial)*

Results of operations information based on the Restated Consolidated Financial Information

Set forth below is certain select financial information based on the Restated Consolidated Financial Information for the five-month period ended August 31, 2024 and for Fiscal 2024, Fiscal 2023 and Fiscal 2022, the components of which are also expressed as a percentage of our total income for the periods/Fiscals indicated.

Particulars	For the five-month period ended August 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	Percentage of total income	Amount	Percentage of total income	Amount	Percentage of total income	Amount	Percentage of total income
	(₹ million)	*(%)*	*(₹ million)*	*(%)*	*(₹ million)*	*(%)*	*(₹ million)*	*(%)*
Revenue from operations	2,061.71	99.11%	4,968.59	96.99%	3,432.19	97.92%	3,293.66	97.57%
Other income	18.53	0.89%	154.15	3.01%	72.78	2.08%	82.04	2.43%
Total income (A)	2,080.24	100.00%	5122.74	100.00%	3,504.97	100.00%	3,375.70	100.00%
Expenses								
Cost of raw materials and components consumed	905.78	43.54%	2,244.44	43.81%	1,414.17	40.35%	1,312.73	38.89%
Service charges	90.30	4.34%	252.95	4.94%	284.04	8.10%	296.23	8.78%
Purchase of stock-in-trade	141.17	6.79%	371.16	7.25%	117.72	3.36%	169.07	5.01%
Increase/(decrease) in inventories of finished goods and work-in-progress	43.30	2.08%	12.89	0.25%	(79.30)	(2.26)%	(99.59)	(2.95)%
Employee benefits expenses	327.35	15.74%	710.13	13.86%	578.77	16.51%	520.31	15.41%
Finance costs	85.78	4.12%	177.93	3.47%	187.50	5.35%	185.11	5.48%
Depreciation and amortisation expenses	60.13	2.89%	218.74	4.27%	243.39	6.94%	254.80	7.55%
Other expenses	411.80	19.80%	687.45	13.42%	686.71	19.59%	560.12	16.59%
Total expenses (B)	2,065.61	99.30%	4,675.69	91.27%	3,433.00	97.95%	3,198.78	94.76%
Share of profit / (loss) of joint ventures (C)	(6.38)	(0.31)%	(7.08)	(0.14)%	3.56	0.10%	8.39	0.25%
Profit before tax (A-B+C)	8.25	0.40%	439.97	8.59%	75.53	2.15%	185.31	5.49%
Tax expense								
Current tax	0.20	0.01%	35.40	0.69%	22.74	0.65%	41.77	1.24%
Deferred tax charge / (credit)	2.89	0.14%	(9.82)	(0.19)%	(4.16)	(0.12)%	(14.34)	(0.42)%
Income tax pertaining to earlier years	-	-	-	-	2.08	0.06%	(6.89)	(0.20)%
	3.09	0.15%	25.58	0.50%	20.66	0.59%	20.54	0.61%
Profit for the period/ year	5.16	0.25%	414.39	8.09%	54.87	1.57%	164.77	4.88%
Other comprehensive income / (loss)								

Particulars	For the five-month period ended August 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	Percentage of total income	Amount	Percentage of total income	Amount	Percentage of total income	Amount	Percentage of total income
	(₹ million)	*(%)*	*(₹ million)*	*(%)*	*(₹ million)*	*(%)*	*(₹ million)*	*(%)*
(i) Items that will not be reclassified subsequently to profit								
Remeasurement of defined benefit plans – gain/(loss)	(0.12)	(0.01)%	(8.99)	(0.18)%	(9.29)	(0.27)%	0.53	(0.02)%
Income tax relating to above – (charge) / credit	0.03	0.00%	2.26	0.04%	2.35	0.07%	(0.15)	0.00%
(ii) Items that may be reclassified subsequently to profit								
Foreign exchange differences on translation of foreign operations	(16.27)	(0.78)%	8.13	0.16%	75.17	2.14%	27.85	0.83%
Foreign exchange differences on share of joint ventures	0.13	0.01%	0.14	0.00%	2.04	0.06%	0.50	0.01%
Other comprehensive income for the period/ year attributable to Owners of the company	(16.23)	(0.78)%	1.54	0.03%	70.27	2.00%	27.67	0.82%
Total comprehensive income for the period/ year attributable to Owners of the company	(11.07)	(0.53)%	415.93	8.12%	125.14	3.57%	192.44	5.70%

Results of operations information for the five-month period ended August 31, 2024

Total Income

Our total income during the five-month period ended August 31, 2024, was ₹ 2,080.24 million.

Revenue from Operations

Our revenue from operations for the five-month period ended August 31, 2024 was ₹ 2,061.71 million which is primarily attributable to revenue from systems and plants amounting to ₹ 989.88 million, O&M revenue amounting to ₹ 661.67 million and revenue from consumables and spares amounting to ₹ 410.16 million.

Our other operating revenue for the five-month period ended August 31, 2024 was ₹ 10.57 million on account of recovery of freight, insurance and custom duty.

Other Income

Our other income for the five-month period ended August 31, 2024 was ₹ 18.53 million which was primarily due to interest income, reversal of provision for doubtful debts and duty drawback refund.

Expenses

Cost of Goods Sold

Our Cost of Goods Sold for the five-month period ended August 31, 2024 was ₹ 1,090.25 million, which is the aggregate of our cost of raw materials and components consumed, purchase of stock-in-trade and increase/(decrease) in inventories of finished goods and work-in-progress.

Employee benefits expenses

Our employee benefits expenses for the five-month period ended August 31, 2024 was ₹ 327.35 million comprising primarily of salaries, wages and bonus.

Finance costs

Our finance costs for the five-month period ended August 31, 2024 was ₹ 85.78 million comprising primarily of interest expense on working capital loans, term loans and other borrowings.

Depreciation and amortisation expenses

Our depreciation and amortisation expenses for the five-month period ended August 31, 2024 was ₹ 60.13 million comprising of depreciation on plant, property and equipment, depreciation on right of use asset and amortisation of intangible assets.

Other expenses

Our other expenses for the five-month period ended August 31, 2024 was ₹ 411.80 million mainly driven by freight, clearing and forwarding expenses, legal and professional fees, lease rent and license fees and foreign currency exchange loss.

Share of profit / (loss) of joint ventures

Our share of profit / (loss) of joint ventures was ₹ (6.38) million for the five-month period ended August 31, 2024 on account of losses incurred by WHE, our joint venture, due to its initial business stages.

Profit before tax

As a result of the foregoing, our profit before tax for the five-month period ended August 31, 2024 was ₹ 8.25 million.

Tax expense

Our total tax expense (including current tax, deferred tax charge / (credit) and income tax pertaining to earlier years) for the five-month period ended August 31, 2024 was ₹ 3.09 million, which was primarily due to increase in profit before tax.

Profit for the period/ year

As a result of the foregoing, our profit for the five-month period ended August 31, 2024 was ₹ 5.16 million.

Other comprehensive income / (loss)

We recorded other comprehensive income / (loss) for the five-month period ended August 31, 2024 of ₹ (16.23) million, which was primarily due to primarily due to foreign exchange differences on translation of foreign operations.

Total Comprehensive Income

As a result of the foregoing, our total comprehensive income for the five-month period ended August 31, 2024 was ₹ (11.07) million.

Results of operations information for the Fiscal 2023 compared with Fiscal 2024

Total Income

Our total income increased by 46.16% from ₹3,504.97 million in Fiscal 2023 to ₹5,122.74 million in Fiscal 2024.

Revenue from Operations

Our revenue from operations increased by 44.76% from ₹3,432.19 million in Fiscal 2023 to ₹4,968.59 million in Fiscal 2024, which is primarily attributable to growth in the (i) systems and plants revenue from ₹1,608.69 million in Fiscal 2023 to ₹2,961.81 million in Fiscal 2024, (ii) O&M revenue from ₹947.11 million in Fiscal 2023 to ₹973.18 million in Fiscal 2024, (iii) consumables and spare parts revenue from ₹876.39 million in Fiscal 2023 to ₹1,033.60 million in Fiscal 2024, and (iv) export sales from ₹825.22 million in Fiscal 2023 to ₹2,075.16 million in Fiscal 2024. Additionally, our Company executed an export order from one of our major international customers being Diageo Mexico Operaciones, S.A. De C.V. amounting to ₹ 1,783.93 million, which resulted in an increase in our revenue in Fiscal 2024.

Our other operating revenue were ₹21.57 million for Fiscal 2023 as compared to ₹20.84 million for Fiscal 2024 on account of recovery towards freight, insurance and custom duty.

Other Income

Our other income increased by 111.80% from ₹72.78 million in Fiscal 2023 to ₹154.15 million in Fiscal 2024, which was primarily due to increase in the (i) interest income from ₹ 10.58 million in Fiscal 2023 to ₹ 25.17 million in Fiscal 2024, (ii) liabilities written back to the extent no longer required from ₹ 1.66 million in Fiscal 2023 to ₹ 12.43 million in Fiscal 2024, and (iii) gain on derecognition of leases from ₹ 0.02 in Fiscal 2023 to ₹ 45.79 in Fiscal 2024.

Expenses

Cost of Goods Sold

Our Cost of Goods Sold, which is the aggregate of our cost of raw materials and components consumed, purchase of stock-in-trade and increase/(decrease) in inventories of finished goods and work-in-progress, increased by 80.95% from ₹1452.59 million in Fiscal 2023 to ₹2628.49 million in Fiscal 2024, primarily due to increase in cost of raw materials and components consumed from ₹1,414.17 million in Fiscal 2023 to ₹2,244.44 million in Fiscal 2024 and increased in line with the corresponding growth in the revenue.

Employee benefits expenses

Our employee benefits expenses increased by 22.70% from ₹578.77 million in Fiscal 2023 to ₹710.13 million in Fiscal 2024. This increase was primarily due to increase in the number of employees from 1,011 employees in Fiscal 2023 to 1,063 employees in Fiscal 2024 and increase in the annual increments and bonuses of the employees which led to subsequent increase in the remuneration component.

Finance costs

Our finance costs decreased by 5.10% from ₹187.50 million in Fiscal 2023 to ₹177.93 million in Fiscal 2024. This was primarily due to decrease in the interest expense on lease liabilities on account of de – recognition of leases of ₹ 61.75 million in Fiscal 2023 to ₹ 27.35 million in Fiscal 2024.

Depreciation and amortisation expenses

Our depreciation and amortisation expenses decreased by 10.13% from ₹243.39 million in Fiscal 2023 to ₹218.74 million in Fiscal 2024. This was primarily due to reduction of depreciation expenses on right of use assets on account of de-recognition of leases from ₹ 127.28 million in Fiscal 2023 to ₹ 80.32 million in Fiscal 2024.

Other expenses

Our other expenses increased by 0.11% from ₹686.71 million in Fiscal 2023 to ₹687.45 million in Fiscal 2024. This was mainly driven by increase in lease rent and license fees expenses and reduction in legal and professional fees expenses.

Share of profit / (loss) of joint ventures

Our share of profit / (loss) of joint ventures was ₹ 3.56 million in Fiscal 2023 and ₹(7.08) million in Fiscal 2024 on account of losses incurred by WHE, our joint venture, due to its initial business stages.

Profit before tax

As a result of the foregoing, our profit before tax increased by 482.51% from ₹75.53 million in Fiscal 2023 to ₹439.97 million in Fiscal 2024.

Tax expense

Our total tax expense (including current tax, deferred tax charge / (credit) and income tax pertaining to earlier years) by 23.81 % from ₹ 20.66 million in Fiscal 2023 to ₹ 25.58 million in Fiscal 2024, which was primarily due to increase in profit before tax.

Profit for the year

As a result of the foregoing, our profit for the year increased by 655.22 % from ₹ 54.87 million in Fiscal 2023 to ₹ 414.39 million in Fiscal 2024.

Other comprehensive income / (loss)

We recorded other comprehensive income / (loss) of ₹70.27 million for Fiscal 2023 as compared to other comprehensive income of ₹1.54 million in Fiscal 2024, which was primarily due to foreign exchange differences on translation of foreign operations from ₹75.17 million in Fiscal 2023 to ₹ 8.13 million in Fiscal 2024.

Total Comprehensive Income

As a result of the foregoing, our total comprehensive income for the year increased by 232.37% from ₹125.14 million in Fiscal 2023 to ₹415.93 million in Fiscal 2024.

Results of operations information for the Fiscal 2022 compared with Fiscal 2023

Total Income

Our total income increased by 3.83% from ₹ 3,375.70 million for Fiscal 2022 to ₹ 3,504.97 million for Fiscal 2023. In Fiscal 2022 and Fiscal 2023, our revenue from operations constituted 97.57% and 97.92% of our total income, respectively.

Revenue from Operations

Our revenue from operations increased by 4.21% from ₹ 3,293.66 million in Fiscal 2022 to ₹ 3,432.19 million in Fiscal 2023, which is primarily due to growth in the revenue from operations and maintenance business from ₹ 797.95 million in Fiscal 2022 to ₹ 947.11 million in Fiscal 2023. Additionally, our spares and consumables revenue grew from ₹ 864.26 million in Fiscal 2022 to ₹ 876.39 million in Fiscal 2023. Our system and plants revenue was lower *i.e.* ₹ 1,608.69 million in Fiscal 2023 as compared to ₹ 1,631.45 million in Fiscal 2022 on account of reduction in domestic plant sales from ₹ 2,553.22 million in Fiscal 2022 as compared to ₹ 2,606.97 million in Fiscal 2023 and reduction in the order inflow from domestic market due to slowdown in the domestic markets. However, our exports revenue increased from ₹ 740.44 million in Fiscal 2022 to ₹ 825.25 million in Fiscal 2023 due to increase in the export orders.

Our other operating revenue which constitutes recovery of freight, customs duty and packing and forwarding decreased by (2.71)% from ₹22.17 million in Fiscal 2022 to ₹21.57 million in Fiscal 2023 on account of lower recoveries on these counts.

Other Income

Our other income decreased by 11.29% from ₹ 82.04 million in Fiscal 2022 to ₹72.78 million in Fiscal 2023. Such decrease was primarily attributable to reduction in liabilities written back from ₹ 7.85 million in Fiscal 2022 to ₹1.66 million in Fiscal 2023 and reversal of provision for doubtful debts on financial assets from ₹ 52.25 million in Fiscal 2022 to ₹44.88 million in Fiscal 2023.

Expenses

Cost of Goods Sold

Our Cost of Goods Sold, which is the aggregate of our cost of raw materials and components consumed, purchase of stock-in-trade and increase/(decrease) in inventories of finished goods and work-in-progress, increased by 5.09% from ₹1,382.21 million in Fiscal 2022 to ₹1,452.59 million in Fiscal 2023. Our Cost of Goods Sold increased as a result of increase in the cost of raw materials and components consumed from ₹1,312.73 million in Fiscal 2022 to ₹1,414.17 million in Fiscal 2023. Consequently, our Cost of Goods Sold increased in line with the increase in the total revenue.

Employee benefits expenses

Our employee benefits expenses increased by 11.24% from ₹520.31 million in Fiscal 2022 to ₹578.77 million in Fiscal 2023. This increase was primarily due to increase in the annual salaries of the employees and the subsequent increase in the increments and bonuses.

Finance costs

Our finance costs increased by 1.29% from ₹185.11 million in Fiscal 2022 to ₹187.50 million in Fiscal 2023. This increase was primarily due to increase of interest cost on term loans and working capital loans.

Depreciation and amortisation expenses

Our depreciation and amortisation expenses decreased by 4.48% from ₹ 254.80 million in Fiscal 2022 to ₹ 243.39 million in Fiscal 2023 on account of lower addition to property, plant and equipment of ₹16.06 million for Fiscal 2023 as opposed to ₹142.13 million for Fiscal 2022.

Other expenses

Our other expenses increased by 22.60% from ₹ 560.12 million in Fiscal 2022 to ₹686.71 million in Fiscal 2023. The increase was mainly driven by higher legal and professional fees which included write-off of share issue expenses recoverable of ₹ 98.33 million. Additionally, there was an increase in the travelling expenses by ₹ 14.09 million on account of increased overseas travel for international projects and increase in the bad debts written off by ₹ 18.15 million in Fiscal 2023.

Share of profit / (loss) of joint ventures

Our share of profit of joint ventures was ₹8.39 million in Fiscal 2022 and ₹ 3.56 million in Fiscal 2023, which represented 0.25% and 0.10% of our total income, respectively. This was due to the lower profits accumulated by our joint ventures, Roserve and WHE, which resulted in a reduced profit share for us.

Profit before tax

As a result of the foregoing and the charging off of share issue expenses incurred in Fiscal 2023 amounting to ₹98 .33 million, our profit before tax decreased by 59.24% from ₹185.31 million in Fiscal 2022 to ₹75.53 million in Fiscal 2023.

Tax expense

Our total tax expense (including current tax, deferred tax charge / (credit) and income tax pertaining to earlier years) decreased by 0.58 % from ₹ 20.54 million in Fiscal 2022 to ₹20.66 million in Fiscal 2023, which was primarily due to lower profit before tax.

Profit for the year

As a result of the foregoing, our profit for the year decreased by 66.70% from ₹164.77 million in Fiscal 2022 to ₹ 54.87 million in Fiscal 2023.

Other comprehensive income

We recorded an increase comprehensive income by 153.96% from ₹27.67 million in Fiscal 2022 as compared to another comprehensive income of ₹ 70.27 million in Fiscal 2023, which was primarily due to foreign exchange difference on translation of foreign operations.

Total Comprehensive Income / (Loss) for the year

As a result of the foregoing, our total comprehensive income for the year decreased by (34.97)% from ₹ 192.44 million in Fiscal 2022 to ₹125.14 million in Fiscal 2023.

Certain write-offs

Concord Enviro FZE had provided an advance to Rochem Green Energy Private Limited for the supply of waste to energy technology. This technology was to be used to set up a plant in the UAE. Concord Enviro FZE had to write off the advance amounting to ₹68.44 million, due to an unsuccessful trial of the technology in Fiscal 2024.

Rochem Services Private Limited manufactured and invoiced certain products for converting waste into energy, to Rochem Green Energy Private Limited. The total supplies made to Rochem Green Energy Private Limited was ₹443.32 million. Out of the total value of supplies made, Rochem Green Energy Private Limited paid Rochem Services Private Limited ₹374.67 million. Due to failure of the technology, the balance was not paid and Rochem Services Private Limited wrote off an amount of ₹69.65 million in in Fiscal 2023.

Liquidity and Capital Resources

Capital Requirements

Our principal capital requirements are for capital expenditure, acquisitions of technologies, working capital requirements and payment of principal and interest on our borrowings. Our principal source of funding has been, and is expected to continue to be, cash generated from our operations, supplemented by borrowings from banks and financial institutions. For the five-month period ended August 31, 2024, Fiscal 2022, Fiscal 2023 and Fiscal 2024, we met our funding requirements, including satisfaction of debt obligations, capital expenditure, investments, other working capital requirements and other cash outlays, principally with funds generated from operations, with the balance met from external borrowings.

Liquidity

Our primary liquidity requirements have been to finance our working capital needs and capital expenditures, including for upgrading of existing facilities, manufacturing capacity expansion and undertaking of new projects, and the repayment of borrowings and debt service obligations. Historically, our principal sources of funding have included cash generated from operations, borrowings by way of short-term and long-term borrowings from banks, credit granted by suppliers, cash and cash equivalents and equity and financing provided by our shareholders. We have also entered into various revolving credit and other working capital facilities, which provides sufficient liquidity for our present requirements.

We had aggregate cash and cash equivalents and other bank balances of, ₹ 173.55 million, ₹ 316.38 million, ₹ 824.13 million and ₹292.73 million as at the five-month period ended August 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, respectively.

Cash Flows Based on the Restated Consolidated Financial Information

The following table summarizes our cash flows for the five month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022:

(₹ in million)

Particulars	**As at, or for the five-month period ended**	**As at, or for the fiscal year ended, March 31,**		
	August 31, 2024	**2024**	**2023**	**2022**
Net cash generated from / (used in) operating activities	(50.82)	(346.68)	1173.63	490.34
Net cash used in investing activities	(154.88)	(32.69)	(498.30)	(278.85)
Net cash used in financing activities	42.15	(40.67)	(268.79)	(119.70)
Net increase / (decrease) in cash and cash equivalents	(163.55)	(420.04)	406.54	91.79
Cash and cash equivalents at the beginning of the year	182.56	602.60	196.06	104.26
Foreign currency translation reserve	-	-	0.00	0.01
Cash and cash equivalents at the end of the year	19.01	182.56	602.60	196.06

Net cash generated from operating activities

We generated ₹ (50.82) million net cash from operating activities during the five-month period ended August 31, 2024. While our profit before tax for the five-month period ended August 31, 2024 was ₹ 8.25 million, we had operating profit before working capital changes of ₹ 144.21 million, primarily due to adjustments for finance costs of ₹ 85.78 million and depreciation and amortisation expenses of ₹ 60.13 million. Our working capital adjustments for the five-month period ended August 31, 2024 primarily consisted of increase in inventories of ₹ 21.58 million, increase in loans and other assets of ₹ 696.94 million and in trade receivable of ₹ (535.21) million, which were partially offset by increase in trade payable of ₹ (170.21) million and decrease in provisions and other liabilities of ₹ 165.00 million. Our net cash generated from operating activities was ₹ (50.82) million, adjusted by direct taxes paid (including tax deducted at source) of ₹ (6.51) million.

We generated ₹(346.68) million net cash from operating activities during Fiscal 2024. While our profit before tax for the year was ₹ 439.97 million, we had operating profit before working capital changes of ₹ 817.86 million, primarily due to adjustments for finance costs of ₹ 177.93 million and depreciation and amortisation expenses of ₹ 218.74 million. Our working capital adjustments for Fiscal 2024 primarily consisted of increase in inventories of ₹ 40.63 million, increase in loans and other assets of ₹ (448.78) million and in trade receivable of ₹ (669.54) million, which were partially offset by increase in trade payable of ₹ 283.41 million and decrease in provisions and other liabilities of ₹ 242.78 million. Our net cash generated from operating activities was ₹ (300.46) million, adjusted by direct taxes paid (including tax deducted at source) of ₹ (46.22) million.

We generated 1173.63 million net cash from operating activities during Fiscal 2023. While our profit before tax for the year was ₹ 75.53 million, we had operating profit before working capital changes of ₹ 528.29 million, primarily due to adjustments for depreciation and amortisation expenses of ₹ 243.39 million and finance costs of ₹ 187.50 million. Our working capital adjustments for Fiscal 2023 primarily consisted of a increase in inventories of ₹ 155.63 million, which was partially offset by increase in provisions and other liabilities of ₹ 295.49 million and in trade payable of ₹ 139.54 million and decrease in trade receivable of ₹ 178.81 million. Our net operating profit after working capital changes was ₹ 1209.33 million, adjusted by direct taxes paid (including tax deducted at source) of ₹ (35.70) million.

We generated ₹490.34 million net cash from operating activities during Fiscal 2022. While our profit before tax for the year was ₹185.31 million, we had operating profit before working capital changes of ₹622.44 million, primarily due to adjustments for depreciation and amortisation expenses of ₹254.80 million and finance costs of ₹185.11 million. Our working capital adjustments for Fiscal 2022 primarily consisted of increases in inventories of ₹(166.26) million and in loans and other assets of ₹(64.80) million and a decrease in trade payable of ₹(110.82) million, which were partially offset by a decrease in trade receivable of ₹206.64 million. Our operating profit after working capital changes was ₹529.98 million, adjusted by direct taxes paid (including tax deducted at source) of ₹39.64 million.

Net cash used in investing activities

Net cash used in investing activities was ₹ (154.88) million in the five-month period ended August 31, 2024, primarily on account of ₹ (118.41) million used for the purchase of property, plant and equipment and intangible assets principally for maintenance capex and capacity enhancement.

Net cash used in investing activities was ₹ (32.69) million in Fiscal 2024, primarily on account of ₹ (95.91) million used for the purchase of property, plant and equipment and intangible assets principally for maintenance capex and capacity enhancement.

Net cash used in investing activities was ₹498.30 million in Fiscal 2023, primarily on account of ₹ 52.38 million used for the purchase of property, plant and equipment and investment in joint venture 'WHE Systems FZC' of ₹ 334.62 million.

Net cash used in investing activities was ₹278.85 million in Fiscal 2022, primarily on account of ₹280.90 million used for the purchase of property, plant and equipment and intangible assets principally for the rights to use the "*Rochem*" brand in perpetuity.

Net cash used in financing activities

Net cash used in financing activities in the five-month period ended August 31, 2024 amounted to ₹ (42.15) million, which primarily consisted of interest paid in the amount of ₹ 88.61 million, the payment of lease liabilities in the amount of ₹ 12.69 million and the repayment of long term borrowings in the amount of ₹ (4.68) million, which were partially offset by proceeds from / (repayment of) short term borrowings (net) in the amount of ₹ 138.77 million.

Net cash used in financing activities in Fiscal 2024 amounted to ₹ 40.67 million, which primarily consisted of interest paid in the amount of ₹ 179.43 million, the payment of lease liabilities in the amount of ₹ 82.46 million and the repayment of long term borrowings in the amount of ₹ 102.78 million, which were partially offset by proceeds from / (repayment of) short term borrowings (net) in the amount of ₹ 324.00 million.

Net cash used in financing activities in Fiscal 2023 amounted to ₹268.79 million, which primarily consisted of the payment of lease liabilities in the amount of ₹133.31 million and interest paid in the amount of ₹ 188.54 million, offset by proceeds from / (repayment of) short term borrowings (net)in the amount of ₹129.41 million.

Net cash used in financing activities in Fiscal 2022 amounted to ₹119.70 million, which primarily consisted of interest paid in the amount of ₹183.62 million and the payment of lease liabilities in the amount of ₹124.43 million, which were partially offset by proceeds from long term borrowings in the amount of ₹215.67 million.

Contingent Liabilities and Commitments

The following table summarizes our contingent liabilities and commitments as at the five-month period ended August 31, 2024 and March 31, 2024, March 31, 2023, and March 31, 2022, as determined in accordance with Ind AS 37, are described below:

(₹ in million)

Contingent liabilities and commitments	As at	As at March 31,		
	August 31, 2024	2024	2023	2022
(I) Contingent liabilities				
Sales tax/ VAT	-	-	4.43	4.72
Goods & Service Tax	2.75	2.75	-	-
Service tax	10.37	10.37	10.37	10.37
Income tax	369.23	369.21	341.29	338.33
Customs	0.11	0.11	0.11	0.11
(II) Bank guarantees (excluding financial guarantees)	181.51	129.12	186.45	171.83
(III) Corporate guarantees	361.31	416.12	427.75	249.89
(IV) Letter of Credit	21.92	18.05	-	-

(i) In respect of the point (I) above, future cash outflows (including interest/ penalty, if any) are determinable on receipt of judgement from tax authorities / settlement of claims. Further, the Group does not expect any reimbursement in respect of above.

(ii) The Group has a process whereby periodically all long term contracts (including derivative contracts) are assessed for material foreseeable losses. At the year end, the Company has reviewed and ensured that there are no material foreseeable losses.

(iii) The Group is subject to other legal proceedings and claims, which have arisen in the ordinary course of business. The Group's management does not reasonably expect that these legal actions, when ultimately concluded and determined, will have a material and adverse effect on the Group's results of operations or financial condition.

(iv) Rochem Separation Systems (India) Private Limited, being a 100% subsidiary of Concord Enviro Systems Limited, had entered into a concession agreement dated November 18, 2010 with the Pune Municipal Corporation pursuant to which it was required to set up a waste to electricity plant ("WTE Plant").

This business was transferred by the Company to Rochem Green Energy Private Limited (RGEPL) pursuant to an agreement of transfer dated July 7, 2011.On applications filed by three applicants with the National Green Tribunal (NGT), NGT appointed a committee to investigate this matter and the committee in its order dated November 29, 2021 observed various non-compliances and environmental hazards caused by the operations of the Company. The NGT issued an order dated March 3, 2022, in which it upheld the recommendations of the Committee and imposed a fine of ₹124.98 million on Rochem Green Energy Private Limited. Thereafter, the Maharashtra Pollution Control Board pursuant to its notice dated March 25, 2022 requested RGEPL to deposit the said fine amount of ₹ 124.98 million within 30 days. Against the NGT order dated March 3, 2022, the Company filed *an appeal dated April 6, 2022 under section 22 of the National Green Tribunal Act, 2010 before the Supreme Court of India challenging the said order, which has been admitted by the Supreme Court on 29th April 2022. The Supreme Court has also put a stay on the recovery of the demand. The Company in this appeal has also requested that the application with NGT had been filed in the wrong name / wrong entity and requested for removal of its name from the case. The matter is currently pending*

For details, see "*Restated Consolidated Financial Information – Notes to Restated Consolidated Financial Information – Note 49A – Contingent liabilities and commitments*" on page 385.

Lease Liabilities

We have entered into agreements for plants and equipment, office premises and leasehold with the lease term of more than 12 months. Land leases typically run for a period of 58-78 years. The leases for office premises and equipment typically run for a period of 1 - 7 years after which the lease is subject to renewal at the option of lessee or lessor.

The following table sets forth a summary of our lease liabilities as at and for the five-month period ended August 31, 2024, March 31, 2024, March 31, 2023, and March 31, 2022, broken down by current and non-current:

(₹ in million)

Particulars	August 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Current	32.33	32.28	128.89	125.86
Non-current	22.79	22.02	265.18	330.83
Total	**55.12**	54.30	394.07	**456.69**

Capital Expenditure

Capital expenditures consist primarily of investments in our office and manufacturing facilities, intangible assets like trademark licenses, new product development costs and purchases of furniture and fixtures, office equipment and motor vehicles. We also make investments at our buildings to upgrade and modernize the facilities. Capital expenditure will vary from year to year depending upon a number of factors, including the need to replace equipment and the timing of certain projects, such as investment in new technologies.

During the five-month period ended August 31, 2024, and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, we incurred cash outflow towards the purchase of property, plant and equipment and intangible assets of ₹ (118.41) million, ₹ (95.91) million, ₹(52.38) million and ₹(280.90) million, respectively. The following table summarizes our cash outflow for the purchase of property, plant and equipment and intangible assets for the five-month period ended August 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022:

(₹ in million)

Particulars	For the five-month period ended	For the fiscal year ended March 31,		
	August 31, 2024	2024	2023	2022
Buildings	-	-	1.23	5.01
Plant and machinery	7.52	20.25	6.74	122.88
Furniture and fixture	0.40	3.56	0.83	5.88
Vehicles	4.65	21.78	3.92	3.05
Office equipment	0.82	3.11	0.50	3.37
Computer	3.49	4.97	2.84	1.94
Computer – Server	-	-	-	-
Leasehold Land	-	-	-	-
Plant and Machinery	-	-	-	-
Office premises	-	-	-	-
Total Capital Expenditure	**16.88**	**53.67**	**16.66**	**142.13**

**Pertains to intangible assets having indefinite life.*

The above capital expenditures were primarily financed by internally generated resources and long-term bank borrowings.

Financial Indebtedness

The following table sets forth our secured and unsecured debt position as of September 30, 2024.

Category of borrowing	Sanctioned Amount (₹ in million) as on September 30, 2024*#	Outstanding amount (₹ in million) as on September 30, 2024*(4)
Company		

Category of borrowing	Sanctioned Amount (₹ in million) as on September 30, 2024*#	Outstanding amount (₹ in million) as on September 30, 2024*(4)
Secured		
Term Loan	-	-
Working Capital	1.00	-
- Fund Based Limits	1.00	-
- Non Fund Based Limits (incl. buyers credit)(1)	-	-
Unsecured		
Term Loan	-	-
Working Capital	-	-
- Fund Based Limits	-	-
- Non Fund Based Limits (incl. buyers credit)	-	-
Sub-total (A)	**1.00**	**-**
Subsidiaries		
Secured		
Term Loan	704.61	376.59
Working Capital(2)	2,532.16	1,642.15
- Fund Based Limits(1)(5)(7)	1,235.94	844.86
- Non Fund Based Limits (including buyers credit)(1)(5)	1,296.22	797.29
Total Secured	**3,236.77**	**2,018.74**
Unsecured		
Term Loan	252.53	84.04
Working Capital	-	-
Total Unsecured	**252.53**	**84.04**
Sub-total (B)	**3,489.30**	**2,102.77**
Total (A+B)	**3,490.30**	**2,102.77**

#As certified by Shah & Mantri, Chartered Accountants, by way of certificate dated December 14, 2024.

Notes:

(1)*The Company has availed Standby Letter of Credit "SBLC" facility of ₹ 230.00 million from ICICI Bank Ltd, India which has been offered as security to its foreign subsidiary M/s. Concord Enviro FZE for its credit facility (both fund and non-fund based). Accordingly, the said sanction facility has been disclosed as sanction of the subsidiary and excluded the same from the indebtedness of the Company.*

(2)*Certain working capital sanction limits are fungible between fund and non-fund based on utilisation. Accordingly, the sanction amount has been disclosed as non-fund based to the extent of actual utilised limit as on September 30, 2024 and remaining limit has been disclosed as fund based limit.*

(3)*Intra-group (i.e. between consolidated entities of the Company) loans and guarantees (including standby letter of credit as stated in note 1 above) are not considered hereabove.*

(4)*Fund based outstanding amount mentioned hereabove, exclude outstanding interest payable, if any, as on September 30, 2024.*

(5) *Credit facility having aggregate sanctioned limit of ₹ 255.00 million, having outstanding balance of ₹ 180.82 million and are in the process of renewal.*

(6)*Lease liabilities are not considered for the above-mentioned indebtedness information.*

(7)*Outstanding balance is as per the balance confirmation received from banks and accordingly it excludes the impact of reconciliation with the book balances.*

Quantitative and Qualitative Disclosures about Market Risk

Our Board of Directors has overall responsibility for the establishment and oversight of our risk management framework. Our Board of Directors is responsible for developing and monitoring our risk management policies. Our risk management policies are established to identify and analyse the risk we face, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and our activities. Our Board of Directors oversees how management monitors compliance with our risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks we face. The Board of Directors is assisted in its oversight role by internal audit team. Internal audit team undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Board of Directors.

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 its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and other financial instruments.

Trade receivables

Customer credit risk is managed by each business unit subject to our established policy, procedures and control relating to customer credit risk management. To manage trade receivables, we periodically assess the financial reliability of customers, taking into account the financial conditions, economic trends, analysis of historical bad debts and ageing of such receivables.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in "*Restated Consolidated Financial Information – Notes to Restated Financial Information – Note 47 – Financial instruments – Accounting classifications & fair value measurement*" on page 381. We do not hold collateral as security. We evaluate the concentration of risk with respect to trade receivables as low, as our customers are located in several jurisdictions and industries and operate in largely independent markets.

The ageing of trade receivables at the reporting date was:

(₹ in million)

Particulars	As at period ended August 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Undisputed trade receivables – considered good				
- Less than 6 months	1,102.02	1,649.08	971.50	1,180.81
- 6 months - 1 year	19.85	34.67	24.80	53.01
- 1 - 2 years	38.87	18.03	37.33	24.57
- 2 - 3 years	2.81	-	6.84	11.81
- More than 3 years	11.05	7.98	12.13	12.50
Sub-total	**1,174.60**	**1,709.76**	**1,052.60**	**1,282.70**
Undisputed trade receivables which have significant increase in credit risk				
- Less than 6 months	87.40	98.55	88.79	121.52
- 6 months - 1 year	26.89	40.40	37.58	45.25
- 1 - 2 years	52.65	37.27	72.09	69.56
- 2 - 3 years	22.72	18.85	25.08	34.43
- More than 3 years	29.12	31.69	48.87	144.55
Sub-total	**218.78**	**226.76**	**272.41**	**415.31**
Disputed trade receivables – considered good				
- Less than 6 months	-	-	1.78	0.21
- 6 months - 1 year	-	0.31	0.71	0.23
- 1 - 2 years	0.19	0.25	0.43	0.06
- 2 - 3 years	0.21	0.42	2.62	0.05
- More than 3 years	3.04	2.86	0.54	1.73
Sub-total	**3.44**	**3.84**	**6.08**	**2.28**
Disputed trade receivables – considered doubtful				
- Less than 6 months	-	-	0.46	0.09
- 6 Months to 1 year	-	0.46	0.98	0.30
- 1 to 2 years	1.02	1.30	2.29	0.30
- 2 to 3 years	1.13	2.21	14.09	0.24
- More than 3 years	16.01	14.95	2.97	9.04
Sub-total	**18.16**	**18.92**	**20.79**	**9.97**
Total	**1,414.98**	**1,959.28**	**1,351.88**	**1,710.26**

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the management in accordance with our policy. Counterparty credit limits are reviewed by the management on an annual basis and may be updated throughout the year or period. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

Liquidity Risk

Liquidity risk is the risk that we may encounter difficulty 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.

Our management monitors rolling forecasts of our liquidity position and cash and cash equivalents on the basis of expected cash flows to ensure it has sufficient cash to meet operational needs. Such forecasting takes into consideration of our debt financing plans, covenant compliance and compliance with internal statement of financial position ratio targets.

The table below summarizes the maturity profile of our undiscounted contractual maturities of financial liabilities at the reporting date:

(₹ in million)

As at August 31, 2024	Less than 1 year	1 to 5 years	Above 5 years	Total
Borrowings*	1,460.71	245.14	-	1,705.85
Lease liabilities*	35.97	25.59	-	61.56
Trade payable	986.48	-	-	986.48
Other financial liabilities	16.16	22.11	-	38.27
Total	2,499.32	292.84	-	2,792.16

(₹ in million)

As at March 31, 2024	Less than 1 year	1 to 5 years	Above 5 years	Total
Borrowings*	1,327.65	243.38	-	1,571.03
Lease liabilities*	36.25	23.53	-	59.78
Trade payable	1,156.69	-	-	1,156.69
Other financial liabilities	17.47	20.02	-	37.49
Total	2,538.06	286.93	-	2,824.99

**Amount includes interest payable in subsequent years*

(₹ in million)

As at March 31, 2023	Less than 1 year	1 to 5 years	Above 5 years	Total
Borrowings*	1,013.68	362.75	24.28	1,400.71
Lease liabilities*	172.66	316.41	-	489.07
Trade payable	867.63	-	-	867.63
Other financial liabilities	22.84	3.54	-	26.38
Total	2,076.81	682.70	24.28	2,783.79

(₹ in million)

As at March 31, 2022	Less than 1 year	1 to 5 years	Above 5 years	Total
Borrowings*	877.96	463.61	-	1,341.57
Lease liabilities*	158.30	360.12	-	518.42
Trade payables	737.74	-	-	737.74
Other financial liabilities	31.26	1.99	-	33.25
Total	1,805.26	825.72	-	2,630.98

Market Risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect our income or the value of our holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. We are exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of certain commodities. Thus, its exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities. The objective of market risk management is to avoid excessive exposure in revenue and costs.

In relation to long term contracts (including derivative contracts) group has a process to assess for material foreseeable losses. At the end, the Group has reviewed and ensured that there are no material foreseeable losses.

Capital risk management

Our objectives when managing capital are to safeguard our ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, we may adjust the amount of dividend paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Our capital structure consists of equity (comprising issued capital and internal accruals), preference shares, and other long-term borrowings.

Interest Rate Risk

Interest rate risk is the risk that changes in market interest rates will lead to changes in fair value of financial instruments or changes in interest income, expense and cash flows of the Company. We are subject to variable interest rates on some of its interest bearing liabilities. Our interest rate exposure is mainly related to debt obligations.

(₹ in million)

Particulars	As at August 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Fixed rate instruments				
- Borrowings	775.24	845.69	860.48	659.40
Floating rate instruments				
- Borrowings	900.09	686.18	450.13	598.16
Total	**1,675.33**	**1,531.87**	**1,310.61**	**1,257.56**

The table below outlines the interest rate sensitivity analysis with respect to variable interest borrowings:

(₹ in million)

Particulars	As at August 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
1% decrease in interest rate	9.00	6.86	4.50	5.98
1% increase in interest rate	(9.00)	(6.86)	(4.50)	(5.98)

Interest rate sensitivity analysis

A reasonably possible change of 1.0% in interest rates at the reporting date would have affected the profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

(₹ in million)

Particulars	Profit /(Loss) before tax	
	Increase	Decrease
Five-month period ended August 31, 2024		
Interest rate (1.0% movement)	(9.00)	9.00
Year ended March 31, 2024		
Interest rate (1.0% movement)	(6.86)	6.86
Year ended March 31, 2023		
Interest rate (1.0% movement)	(4.50)	4.50
Year ended March 31, 2022		
Interest rate (1.0% movement)	(5.98)	5.98

Foreign Currency Risk

We undertake transactions denominated in foreign currencies. Consequently, we are exposed to exchange rate fluctuations. Exchange rate exposures are managed within approved policy parameters utilizing foreign exchange contracts.

Exposure to currency risk:

The carrying amount of our foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

(*in million*)

Particulars		As at August 31, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
Assets/ Liability	Currency	Amount in Foreign Currency	Amount in Functional Currency	Amount in Foreign Currency	Amount in Functional Currency	Amount in Foreign Currency	Amount in Functional Currency	Amount in Foreign Currency	Amount in Functional Currency
Financial assets	USD	1.25	105.13	1.67	138.95	3.44	282.58	2.22	167.48
	EURO	0.18	16.33	0.09	8.54	0.32	28.19	1.23	103.00
	MXN	50.51	214.70	121.08	608.63	-	-	-	-
Financial liabilities	USD	7.34	615.69	6.50	541.14	8.60	705.52	10.40	784.79
	EURO	0.07	6.47	0.16	14.76	0.15	13.72	0.25	21.14
	AED	-	-	-	-	-	-	0.00	0.08
	GBP	-	-	0.65	68.84	-	-	-	-

Out of the above foreign currency exposures, none of the monetary assets and liabilities are hedged by a derivative instrument or otherwise.

Sensitivity analysis

The following table details our sensitivity to a 1% increase and decrease in the INR against relevant foreign currencies. 1% is the rate used in order to determine the sensitivity analysis considering the past trends and expectations of the management for changes in the foreign currency exchange rate. The sensitivity analysis includes the outstanding foreign currency denominated monetary items and adjust their transaction at the year-end for 1% change in foreign currency rates. A positive number below indicates an increase in profit before tax (PBT) where the INR strengthens 1% against the relevant currency. This analysis is performed on foreign currency denominated monetary financial assets and financial liabilities outstanding as at the year end. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

(₹ in million)

Particulars	Five-month period ended August 31, 2024		Year Ended March 31, 2024		Year Ended March 31, 2023		Year Ended March 31, 2022	
Currency	1% Increase - Decrease in PBT	1% Decrease - Increase in PBT	1% Increase - Decrease in PBT	1% Decrease - Increase in PBT	1% Increase - Decrease in PBT	1% Decrease - Increase in PBT	1% Increase - Decrease in PBT	1% Decrease - Increase in PBT
USD	5.11	(5.11)	4.02	(4.02)	4.23	(4.23)	6.17	(6.17)
EURO	(0.10)	0.10	0.06	(0.06)	(0.14)	0.14	(0.82)	0.82
AED*	-	-	-	-	-	-	0.00	(0.00)
MXN	(2.15)	2.15	(6.09)	6.09	-	-	-	-
GBP	-	-	0.69	(0.69)	-	-	-	-

**Amounts are below the rounding threshold, i.e., INR in million*

Excessive Risk Concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of our performance to developments affecting a particular industry. In order to avoid excessive concentrations of risk, our policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

Reservations, Qualifications, Adverse Remarks and Matters of Emphasis Included in Financial Statements

There are no reservations, qualifications, adverse remarks and matters of emphasis included in the Restated Consolidated Financial Information.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements, derivative instruments or other relationships with other entities that would have been established for the purpose of facilitating off-balance sheet arrangements.

Related Party Transactions

We enter into various transactions with related parties. For further information see "*Restated Consolidated Financial Information – Notes to Restated Financial Information – Note 56 – Related party disclosures*" on page 393.

Significant economic changes that materially affect or are likely to affect income from continuing operations

Other than as described above, to the knowledge of our management, there are no other significant economic changes that materially affect or are likely to affect income from continuing operations.

Unusual or Infrequent Events of Transactions

Except as described in this Red Herring Prospectus, there have been no other events or transactions, including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses etc., that, to our knowledge, may be described as "unusual" or "infrequent".

Known Trends or Uncertainties

Our business has been affected and we expect will continue to be affected by the trends identified above in the heading titled "*Principal Factors Affecting Our Financial Condition and Results of Operations*" and the uncertainties described in the "*Risk Factors*" on page 31. To our knowledge, except as described or anticipated in this Red Herring Prospectus, there are no known factors which we expect will have a material adverse impact on our sales, revenue or income from continuing operations.

Future Relationship between Cost and Income

To the knowledge of our management, there are no known factors that might affect the future relationship between costs and revenue.

New products or business segments / material increases in revenue due to increased disbursements and introduction of new products

As on the date of this Red Herring Prospectus, there are no new products or business segments that have or are expected to have a material impact on our business prospects, results of operations or financial condition.

Significant dependence on single or few customers

During the five-month period ended August 31, 2024 and in the Fiscal 2024, Fiscal 2023 and Fiscal 2022, our top 10 customers contributed to, 54.69%, 55.95%, 37.12% and 36.28% respectively, of revenue from operations, and our top 20 customers contributed to 64.40%, 64.41%, 49.96% and 49.98%, respectively, of revenue from operations.

See "*Risk Factors* - ***We are dependent on and derive a substantial portion of our revenue (more than 50%) from our top 10 customers. During August 31, 2024 and Fiscal 2024, our revenue from our top 10 customers was ₹ 1,127.41 and ₹ 2,779.95 million, which is 54.69% and 55.95% of our revenue from operations respectively. Cancellation by customers or delay or reduction in their orders could have a material adverse effect on our business, results of operations and financial condition. We also have a number of Government customers which exposes us to various risks inherent in doing business with them, which may adversely affect our business, results of operations and financial condition.***on page 34.

Seasonality of business

A significant proportion of our systems and plants sales are made in the last quarter of the fiscal year, *i.e.*, the January to March quarter. To that extent, our business is subject to seasonality of revenue. The table below provides a breakdown of the proportion of systems and plant sales revenue during each quarter of Fiscals 2024, Fiscal 2023 and Fiscal 2022.

Percentage of systems and plants sales revenue during the year	For the five month period ended August 31, 2024	For Fiscal 2024	For Fiscal 2023	For Fiscal 2022
First quarter	49.52	19.10	12.54	14.76
Second quarter	50.48*	9.60	19.40	25.75
Third quarter	NA	17.30	9.55	16.66
Fourth quarter	NA	54.00	58.51	43.83

***** *Till August 31, 2024*

Competitive conditions

We operate in a competitive environment and expect competition in our industry from existing and potential competitors to intensify. Please refer to the sections "*Industry Overview*", "*Our Business*", and "*Risk Factors*" on pages *180*, 244 and 31, respectively, for further information on our industry and competition.

Significant Developments after August 31, 2024 that may affect our future results of operations

Except as disclosed in this Red Herring Prospectus, to the Company's knowledge, no circumstances have arisen since the date of the last financial statements forming part of the Restated Consolidated Financial Information as disclosed in this Red Herring Prospectus that could materially and adversely affect or are likely to affect our operations or profitability, the value of our assets or our ability to pay our liabilities within the next 12 months.

CAPITALISATION STATEMENT

The following table sets forth our capitalisation derived from our Restated Consolidated Financial Information as at August 31, 2024, and as adjusted for the Offer. This table should be read in conjunction with "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Financial Information*" and "*Risk Factors*" on pages 409, 327, and 31, respectively.

Particulars	Pre-Offer as at August 31, 2024	As adjusted for the proposed Offer*
Total borrowings		
Current borrowings (including current maturities of non-current borrowings) *(in ₹ million)*	1,442.45	[●]
Non-Current borrowings *(in ₹ million)*	232.88	[●]
Total borrowings (A) *(in ₹ million)*	1,675.33	[●]
Equity		
Equity Share Capital(1) *(in ₹ million)*	91.00	[●]
Other Equity *(in ₹ million)*	3,123.47	[●]
Total equity (B) *(in ₹ million)*	3,214.47	[●]
Debt/ Equity Ratio	0.52	[●]
Total capitalisation (A+B)		
Ratio: Non-Current borrowings /Total equity	0.07	[●]
Ratio: Total borrowings/Total equity	0.52	[●]

Notes:

i. The corresponding post Offer capitalization data for each of the amounts given in the above table is not determinable at this stage pending completion of the book building process and therefore has not been provided in the above statement.

ii. The above statement does not include lease liability as per Ind AS 116 disclosed under the Restated Consolidated Financial Information.

FINANCIAL INDEBTEDNESS

Our Company and our Subsidiaries avail credit facilities in their ordinary course of business for purposes such as, *inter alia*, meeting their working capital requirements and general corporate purposes.

For further details regarding the borrowing powers of our Board, see "*Our Management – Borrowing Powers of our Board*" on page 311.

We confirm that there have been no defaults or rescheduling/restructuring of borrowings with financial institutions or banks by our Company.

Our Company has obtained all relevant approvals in relation to the Offer from the lenders.

As on September 30, 2024, the aggregated consolidated outstanding borrowings of our Company and Subsidiaries amounted to ₹ 2,104.12 million. A brief summary of such borrowings is set forth below:

Category of borrowing	Sanctioned Amount (₹ in million) as on September 30, 2024*#	Outstanding amount (₹ in million) as on September 30, 2024*(4)
Company		
Secured		
Term Loan	-	-
Working Capital	1.00	-
- Fund Based Limits	1.00	-
- Non Fund Based Limits (incl. buyers credit)(1)	-	-
Unsecured		
Term Loan	-	-
Working Capital	-	-
- Fund Based Limits	-	-
- Non Fund Based Limits (incl. buyers credit)	-	-
Sub-total (A)	**1.00**	**-**
Subsidiaries		
Secured		
Term Loan	704.61	376.59
Working Capital(2)	2,532.16	1,642.15
- Fund Based Limits(1)(5)(7)	*1,235.94*	*844.86*
- Non Fund Based Limits (including buyers credit)(1)(5)	*1,296.22*	*797.29*
Total Secured	**3,236.77**	**2,018.74**
Unsecured		
Term Loan	252.53	84.04
Working Capital	-	-
Total Unsecured	**252.53**	**84.04**
Sub-total (B)	**3,489.30**	**2,102.77**
Total (A+B)	**3,490.30**	**2,102.77**

**As certified by Shah & Mantri, Chartered Accountants, by way of certificate dated December 14, 2024.*

Notes:

(1)The Company has availed Standby Letter of Credit "SBLC" facility of ₹ 230.00 million from ICICI Bank Ltd, India which has been offered as security to its foreign subsidiary M/s. Concord Enviro FZE for its credit facility (both fund and non-fund based). Accordingly, the said sanction facility has been disclosed as sanction of the subsidiary and excluded the same from the indebtedness of the Company.

(2)Certain working capital sanction limits are fungible between fund and non-fund based on utilisation. Accordingly, the sanction amount has been disclosed as non-fund based to the extent of actual utilised limit as on September 30, 2024 and remaining limit has been disclosed as fund based limit.

(3)Intra-group (i.e. between consolidated entities of the Company) loans and guarantees (including standby letter of credit as stated in note 1 above) are not considered hereabove.

(4)Fund based outstanding amount mentioned hereabove, exclude outstanding interest payable, if any, as on September 30, 2024.

(5)Credit facility having aggregate sanctioned limit of ₹ 255.00 million, having outstanding balance of ₹ 180.82 million and are in the process of renewal.

(6)Lease liabilities are not considered for the above-mentioned indebtedness information.

(7)Outstanding balance is as per the balance confirmation received from banks and accordingly it excludes the impact of reconciliation with the book balances.

For disclosure of borrowings as of September 30, 2024, as per requirements of Schedule III of Companies Act, 2013 and related accounting standards, see "*Financial Information*" on page 327.

Principal terms of the borrowings availed by us:

The details provided below are indicative and there may be additional terms, conditions and requirements under the various borrowing arrangements entered into by our Company and its Subsidiaries.

1. **Tenor**: The working capital facilities availed by the Company and its Subsidiaries needs to be renewed each year. Most of them are repayable on demand while few are payable within 90 to 180 days. The tenor for term loans, vehicle loans, equipment loans and other loans availed by Company and its Subsidiaries are typically for a tenor of nine months to 60 months.

2. **Interest**: The interest rate for the various facilities availed by Subsidiaries ranges from 6.25% per annum to 13.35% per annum. The interest rates for the term loan facilities (other than vehicle loans and equipment finance loans) and the revolving line of credit availed by Subsidiaries of the Company is typically linked to the marginal cost of funds based lending rate or prime lending rates of the respective lenders. Further, vehicle loans and equipment finance loans availed by Subsidiaries of the Company are on fixed interest rate.

3. **Default / Penal interest**: The terms of certain financing facilities availed by the Company/subsidiaries prescribe penalties for non-compliance of certain obligations by the Company/subsidiaries. These include, inter alia, breach of financial covenants, non-submission of annual financial statements and stock statements, diversion of funds, non-perfection of security within permitted timelines, irregularity/overdrawing in the account etc. Further, the default interest payable on the facilities availed by the Company/subsidiaries is 2% to 3% per annum or as agreed in accordance with the schedule of penal charges in the loan/ facility agreement. Additional interest may be charged in case of continuation of the non-compliance beyond a certain period as specified by the lenders.

4. **Pre-payment**: The terms of facilities availed by the Company/subsidiaries typically have prepayment provisions which allow for pre-payment of the outstanding loan amount, including upon giving notice to the concerned lender, subject to such prepayment penalties as laid down in the facility agreements. The prepayment penalty for the facilities availed by the Company/subsidiaries, where specified, ranges typically between NIL to 4% of the amount outstanding or the amount to be prepaid, plus applicable taxes, as specified in the agreements with lenders. For certain facilities pre-payment is not disclosed however can be levied after mutual negotiation between the lenders & the borrower on the pre-paid amount.

5. **Security**: In terms of secured borrowings, the Company/subsidiaries are required to, *inter alia*:

   a. create charge on movable fixed assets, book debts and current assets, both present and future of the Company/subsidiaries;
   b. create charge on immovable fixed assets of the Company/subsidiaries;
   c. create charge on the fixed deposits of the subsidiaries;
   d. create charge on office located at 101 Bandra east owned by Concord Shipping Private Limited and furniture available therein;
   e. create charge on factory land & building at 49, 50, 51, 55, Vasai Taluka Industrial Estate, Bilalpada, Vasai owned by Rochem Separation Systems India Private Limited and fixed assets available therein;
   f. create charge on Plot 2,3,26,27,Vashere, Renaissance Industrial Park, Bhivandi, Thane owned by Rochem Separation Systems India Private Limited;
   g. create charge on Plot no. 52, Vasai Taluka, Bilalpada, Vasai owned by the Company;
   h. furnish personal guarantees from the Company's Promoters, Prerak Goel and Prayas Goel, personal guarantees from non-promoters Ashish Singal and corporate guarantees from Concord Shipping Private Limited, Concord Enviro FZE, Concord Enviro Systems Limited and Blue Water Trading and Treatment FZE at different times, depending on case to case for each borrowing; and
   i. creation of additional security as required by lenders from time to time.

6. **Repayment:** The working capital term loan and revolving line of credit are typically repayable on demand or on their respective due dates within the maximum tenure. The term loans, vehicle loans, equipment loans and other loans availed by the Company/subsidiaries as secured borrowings are typically repayable in structured instalments while unsecured is repayable on demand.

7. **Restrictive Covenants:** Certain of the Company's and its Subsidiaries' borrowing arrangements provide for covenants restricting certain corporate actions, and Company/subsidiaries are required to take the prior approval of the relevant lender before undertaking such corporate actions, such as following but not limited:

   a. effecting any change of control and ownership;
   b. effecting any change in the capital structure where the shareholding of the Promoter gets diluted below current levels or leads to dilution in controlling stake for any reason effecting any change in the management set-up;
   c. making any amendments in the Memorandum of Association or Articles of Association;
   d. effecting any change in the management of the Company (including Key Managerial Personnel) and/or composition of and/or remuneration payable to the Board of the Company, whether in the form of sitting fees or otherwise;

e. attempting or purporting to alienate or creating any mortgage, charge, pledge, hypothecation or lien or encumbrance over the Company's/subsidiaries' assets;
f. change its constitution / composition and / or undertake or permit any merger, de-merger, consolidation, reorganization, dissolution or reconstitution scheme of arrangement or compromise with its creditors or shareholders or effect any scheme of amalgamation or reconstruction or dissolution or reconstitution including creation of any subsidiary or permit any company to become its subsidiary;
g. the Company/subsidiaries should not induct into its Board a person whose name appears the wilful defaulters list of RBI /CICs. In case such a person is already on the Board of the borrowing company/subsidiaries, it would take expeditious steps for removal of that person from its Board. Nominee directors are excluded for this purpose;
h. enter into any contract or arrangement whereby its business or operations are controlled, directly or indirectly, by another person;
i. declare dividends for any year except out of profits relating to that year after making all due and necessary provisions and provided further that such distribution may be permitted only if no event of default /breach in financial covenant is subsisting in any repayment obligations to the Bank;
j. invest by way of share capital or lend or advance fund to or place deposits with other concern, including sister/associate/family/subsidiary/ group concerns, with the exception of normal trade credit or security deposit in the ordinary course of business;
k. pledging of the shares of the Promoter to any lender; and
l. undertake guarantee obligation on behalf of any third party or any other company/subsidiaries.

The above is an indicative list and there are additional covenants under the various borrowing arrangements entered into by the Company and its subsidiaries.

8. **Events of default**: Borrowing arrangements entered into by the Company/subsidiaries, contain standard events of default, including but not limited to:

   a. for the period of overdue interest /instalment in respect of Term Loans and over-drawing above the drawing power / limit in Fund Based Working Capital accounts on account of interest / devolvement of Letters of Credit/ Bank Guarantee, insufficient stocks and receivables etc;
   b. non-compliance of financial covenants;
   c. any default under any other facility from any bank or financial institution;
   d. failure of the Company/subsidiaries to create, perfect or maintain security required in terms of the borrowing arrangements;
   e. the occurrence of any cross default;
   f. any change of ownership, control and/or management of the Company;
   g. supply of misleading information by the Company / Subsidiaries; and
   h. occurrence of a material adverse effect (as defined in the relevant financing document.

9. **Consequences of events of default:** Upon the occurrence of an event of default, our lenders may, inter alia,

   a. Recall advance and take any recovery action;

   b. Enforce security or change any of the terms of the sanction;

   c. Impose a penal interest on the amount.

This is an indicative list and there may be additional consequences of an event of default under the various borrowing arrangements entered into by us and our Subsidiaries.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated in this section, as on the date of this Red Herring Prospectus, there are no outstanding (i) criminal proceedings (including matters which are at the FIR stage even if no cognizance has been taken by any court) involving our Company, our Subsidiaries, our Promoters and our Directors ("**Relevant Parties**") (ii) actions (including all penalties and show cause notices) taken by regulatory and, or, statutory authorities against the Relevant Parties; (iii) outstanding claims involving the Relevant Parties related to any direct and indirect taxes in a consolidated manner, provided however, where any claims involving any of the Relevant Parties exceed the respective Materiality Thresholds under (a) or (b) below (as applicable), individual disclosure of such matters has been included; (iv) other pending civil litigation or arbitration proceedings as determined to be material by our Board as per the Materiality Policy involving the Relevant Parties; or (v) any disciplinary action (including a penalty imposed) by SEBI or any of the Stock Exchanges against any of the Promoters in the five financial years preceding the date of the relevant offer document; or (vi) litigation involving our Group Companies which has a material impact on our Company. Further, except as stated in this section, there are no disciplinary actions, including penalties imposed by SEBI or the Stock Exchanges, against our Promoters in the last five Fiscals immediately preceding the date of this Red Herring Prospectus including any outstanding action.*

For the purposes of (iii) and (iv) above, in terms of the Materiality Policy adopted by our Board of Directors on December 5, 2024, any pending civil litigation / arbitration proceedings (other than litigations mentioned in points (i) to (iii) above) involving any of the Relevant Parties shall be considered "material" for the purposes of disclosure in the Offer Documents, if:

(a) *the aggregate monetary claim / dispute amount/ liability made by or against the Relevant Parties, in any such pending civil litigation / arbitration proceeding exceeds the lower of the following:*

(i) two percent of turnover, being ₹ 99.37 million as per the last restated consolidated financial information of our Company; or
(ii) two percent of net worth, being ₹64.16 million as per the last restated consolidated financial information of our Company; or
(iii) five percent of the average of absolute value of profit after tax, being ₹10.57 million as per the last three restated consolidated financial information of our Company.

For the purpose of (iii) above, it is clarified that the average of the absolute value of profit after tax is to be calculated by disregarding the 'sign' (positive or negative) that denotes such value.

Accordingly, ₹10.57 million being the lowest of the above criteria has been considered as the materiality threshold for the purpose of (a) above.

(b) *any monetary liability is not quantifiable or does not fulfil the threshold as specified in paragraphs (a) above, as applicable, but the outcome of which could, nonetheless, directly or indirectly, or together with similar other proceedings, have a material adverse effect on the business, operations, performance, results of operations, prospects, financial position or reputation of our Company.*

It is clarified that for the purposes of disclosures in this section, pre-litigation notices received by any Relevant Party from third parties (excluding those notices issued by statutory/regulatory/ governmental/ tax authorities or notices threatening initiation of criminal action), unless otherwise decided by the Board, shall not be considered as an outstanding litigation until such time Relevant Party, as the case may be, are impleaded as a party in the proceeding before any judicial/arbitral forum or any governmental authority

Further in terms of the Materiality Policy, creditors of our Company to whom amount due by our Company is equal to, or in excess of, 5% of the total trade payables of our Company i.e. ₹ 49.32 million as at the end of the latest financial period included in the Restated Consolidated Financial Information (i.e., as at August 31, 2024), would be considered as material creditors.

Unless stated to the contrary, the information provided below is as of the date of this Red Herring Prospectus. All terms defined herein in a particular litigation disclosure pertain to that litigation only.

<u>Litigation involving our Company</u>

Litigation filed against our Company

Outstanding criminal litigations against our Company

As on the date of this Red Herring Prospectus, there are no outstanding criminal litigations initiated against our Company.

Outstanding actions by statutory or regulatory authorities against our Company

As on the date of this Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities against our Company.

Other pending material litigation against our Company

In addition to the material pending litigations as disclosed under "*– Other pending material litigation against our Subsidiaries*", there is no other pending material litigation against our Company.

Litigation filed by our Company

Outstanding criminal litigations by our Company

As on the date of this Red Herring Prospectus, there are no outstanding criminal litigations initiated by our Company.

Other pending material litigation against our Company

As on the date of this Red Herring Prospectus, there are no outstanding material litigations initiated by our Company.

<u>Litigation involving our Promoters</u>

Litigation filed against our Promoters

Outstanding criminal litigation against our Promoters

As on the date of this Red Herring Prospectus, there are no outstanding criminal litigations initiated against our Promoters.

Outstanding actions by statutory or regulatory authorities against our Promoters

1. The Municipal Corporation of Greater Mumbai, through the office of the Assistant Municipal Commissioner issued a notice dated March 31, 2012 under section 53 of the Maharashtra Regional and Town Planning Act, 1966 ("**Town Planning Act**") on Late Kamlesh Kumar Goel, the father of our Promoters, Prayas Goel and Prerak Goel, on the ground that the construction work undertaken on the premises situated at Flat 1001, Eben Ezer, F. P. No. 93, Indra Narayan Chowk, Tagore Road, Santacruz, Mumbai 400 054 ("**Premises**") was not in accordance with the permission granted under the Town Planning Act and directed to restore the construction in the Premises to the original position within one month of the receipt of such notice. The Premises are currently jointly owned by our Promoters. In reply to the said notice, our Promoters, filed affidavits of evidence dated February 12, 2019 and October 5, 2019 before the Bombay City Civil Court at Dindoshi claiming that they have not carried out any construction or modification to the Premises and that the Premises are in the same condition as it was handed over to them by the builder. The matter is currently pending.

Other pending material litigation involving our Promoters

Except as disclosed in " *– Other pending material litigation against our Subsidiaries*" below, as on the date of this Red Herring Prospectus, there are no pending material litigation involving our Promoters.

Disciplinary action including penalty imposed by SEBI or stock exchanges against our Promoters in the last five financial years including outstanding action

As on the date of this Red Herring Prospectus, there are no disciplinary actions including penalties imposed by SEBI or the Stock Exchanges against our Promoters in the last five financial years.

Litigation by our Promoters

Outstanding criminal litigation by our Promoters

As on the date of this Red Herring Prospectus, there are no outstanding criminal litigations initiated by our Promoters.

Other pending material litigation by our Promoters

As on the date of this Red Herring Prospectus, there are no pending material litigations initiated by our Promoters.

<u>Litigation involving our Directors (other than our Promoters)</u>

Litigation against our Directors (other than our Promoters)

Outstanding criminal litigation against our Directors (other than our Promoters)

As on the date of this Red Herring Prospectus, there are no outstanding criminal litigations initiated against our Directors (other than our Promoters).

Outstanding actions by statutory or regulatory authorities against our Directors (other than our Promoters)

As on the date of this Red Herring Prospectus, there are no outstanding actions initiated by statutory or regulatory authorities against our Directors (other than our Promoters).

Other pending material litigation against our Directors (other than our Promoters)

Except as disclosed in " – *Other pending material litigation against our Subsidiaries*" below, as on the date of this Red Herring Prospectus, there are no pending material litigations initiated against our Directors (other than our Promoters).

Litigation by our Directors (other than our Promoters)

Outstanding criminal litigation by our Directors (other than our Promoters)

As on the date of this Red Herring Prospectus, there are no outstanding criminal litigations by our Directors (other than our Promoters).

Other pending material litigation by our Directors (other than our Promoters)

As on the date of this Red Herring Prospectus, there are no pending material litigations initiated by our Directors (other than our Promoters).

<u>Litigation involving our Subsidiaries</u>

Litigation against our Subsidiaries

Outstanding criminal litigation against our Subsidiaries

As on the date of this Red Herring Prospectus, there are no outstanding criminal litigations initiated against our Company.

Outstanding criminal litigation filed by our Subsidiaries

1. Our subsidiary, Rochem Separation Systems (India) Private Limited ("**RSSPL**") had filed an online complaint dated June 25, 2021 under Sections 406 and 420 and of the Indian Penal Code, 1860, against M/s. Regaal Resources Private Limited ("**Regaal**") before the Officer-in-Charge, Andheri Police Station, Mumbai for recovery of ₹ 3.40 million due in respect of supply of reverse osmosis plant by RSSPL to Regaal. Thereafter, Regaal has, in its reply dated August 5, 2021 claimed that there were inherent defects in the equipment supplied by RSSPL and even the personnel of RSSPL failed to make the plant operate at full capacity. The matter is currently pending.

Outstanding actions by statutory or regulatory authorities against our Subsidiaries

As on the date of this Red Herring Prospectus, there are no outstanding actions initiated by statutory or regulatory authorities against our Subsidiaries.

Other pending material litigation by our Subsidiaries

1. A suit for permanent injunction dated September 11, 2019 ("**Suit**") was filed by our Subsidiary Rochem Separation Systems (India) Private Limited ***("RSSPL")*** under section 29 Trade Marks Act, 1999 read with Section 15 of the Code of Civil Procedure, 1908, against Ion Exchange India Limited ("**Respondent**") in the High Court of Delhi ("**High Court**") in respect of the infringement of the registered trademarks of RSSPL, namely, 'DT DSK TRUBE', 'DISCTUBE', 'DISK TUBE" and "DT". It was alleged that the Respondent had inserted its own trademark as a prefix to the registered trademark of RSSPL resulting in deceptively similar trademarks associated with the same products and services as RSSPL. Thereafter, Ion Exchange Limited, filed an application under section 124 (1) (ii) of the Trademarks Act, 1999 read with section 151 of the Code of Civil Procedure, 1908, challenging the validity of RSSPL's trademark on the ground that they are generic and devoid of any distinct character. It was further claimed by the Respondent that RSSPL's trademarks were generic terms that could not be proprietary to anyone, and thus the use of generic terms along with its own registered trademark does not amount to trademark infringement. The High Court of Delhi, in its order dated October 16, 2019 directed Respondent to file its reply to the application within

three weeks along with the permission to file written statement along with the affidavit of admission of admission or denial. RSSPL has prayed for a compensation of up to ₹ 20.00 million for infringement of trademark rights and a permanent injunction against Ion Exchange limited to stop using these trademarks. Thereafter, RSSPL also issued a notice dated November 21, 2019 against Respondent to cease and desist from manufacturing/importing/soliciting/using/selling any products and services with bearing the mark identically or deceptively similar to the registered trademark of RSSPL, that is, "Rochem" in the ordinary course of business. It was alleged by RSSPL that the Respondent was using its registered trademark for packaging and on the invoices of filtering and purifying machinery. In its notice, RSSPL also requested the Respondent for destruction of all promotional material bearing the trademark in question along with a signed and stamped undertaking that it will not use the impugned trademark or any mark which is deceptively similar to any of RSSPL's registered trademarks. Thereafter, pursuant to letter dated December 4, 2019, the Respondent requested time for replying to our cease and desist notice. The High Court by way of its order dated December 7, 2022 held that the Respondent's use of trademark is permissible as they used it in a purely descriptive sense. RSSPL challenged the said order before the division bench of the High Court by way of an appeal dated February 27, 2023 ("**Appeal**"). Further, the High Court by way of its interim order dated May 8, 2023 ("**Interim Order**") stayed the Suit. The Respondent filed various commercial miscellaneous petitions ("**Petitions**") before the High Court of Bombay for cancellation of the trademarks in the name of RSSPL. The Appeal, Petitions and Suit are currently pending.

2. Our Subsidiary, Rochem Separation Systems (India) Private Limited ("**RSSPL**") has filed a suit dated September 16, 2022, before the High Court of Judicature at Bombay ("**High Court**"), against Nirtech Private Limited, Rohan Patil, Rajnish Kumar Ahluwalia and Rajesh Patil (the latter three being the promoters and directors of Nirtech Private Limited) (collectively, the "**Defendants**") claiming infringement of its copyright of technical drawings and damages of ₹ 30.00 million. Rohan Patil and Rajnish Kumar Ahluwalia were former employees of RSSPL, having worked with RSSPL for 8 and 20 years respectively. In June 2022, when there was a delay in supply of raw material by M/s. Maharashtra Forge and Fittings ("**Vendor**") an employee of RSSPL visited the Vendor's office where it was found that the finished versions of the flanges that were used by RSSPL were lying packed and ready to be dispatched on the premises of the vendor. Upon further enquiry, it was found that the drawings for the flanges were provided to the vendor by Nirtech Private Limited *via* email correspondence dated May 17, 2022 and which drawings were identical to the technical drawings created by the director of RSSPL, Prayas Goel on August 31, 2005 with just the name of RSSPL and the date having been changed. It is alleged by RSSPL that having been formerly employed with it, the defendants had access to the confidential and proprietary technical data / information, know-how, client and vendor information, all of which had been created by RSSPL by its in-house team in its natural course of business. RSSPL further claims that both Rohan Patil and Rajnish Kumar Ahluwalia were bound by confidentiality, pursuant to the 'appointment letter' dated July 20, 2005 ("**Appointment Letter**") and the 'Secrecy and Non-Disclosure Agreement' ("**NDA**") dated April 1, 2009 respectively. RSSPL further claims that as the said technical drawings and proprietary information were confidential information belonging to RSSPL and therefore use of the same by the Defendants amounted to infringement of copyright or to render their account evidencing profits made by selling wastewater treatment plant including the Plaintiff's proprietary work, and breach of confidence. RSSPL has therefore prayed for: (i) a permanent injunction against the Defendants and all its agents, employees, officers etc from making further use of RSSPL's proprietary information or a substantial reproduction thereof; (ii) a sum of ₹30 million by way of damages for infringement of copyright; (iii) a prohibition on the defendants from breaching the confidentiality obligations under the Appointment Letter and the NDA; (iv) interim injunction against the Defendants restraining them from using the Plaintiffs' drawings pending final hearing and final disposal of the suit and (v) appointment of a court receiver or other person as the court may deem fit to enter the premises of Nirtech Private Limited to determine existence of further infringing material for inspection, seizure and of all confidential information belonging to the RSSPL. Additionally, RSSPL has also filed an interim application dated September 16, 2022 ("**Interim Application**"), for interim injunction against the Defendants and their directors, servants, dealers, distributors, agents and / or any person claiming through and / or under the Defendants to restrain them from using the confidential information and original proprietary work of RSSPL. The High Court pursuant to its order dated March 30, 2023 ("**Order**") dismissed the Interim Application. Aggrieved by the Order, RSSPL filed an appeal dated June 9, 2023 before the High Court. The matter is currently pending.

3. Our Subsidiary, Rochem Separation Systems (India) Private Limited ("**RSSPL**") entered into an agreement of sale with M/s Renaissance Indus Infra Private Limited ("**Corporate Debtor**") for purchasing of certain land held by the Corporate Debtor. However, the Corporate Debtor failed to executed the conveyance deed in favor of the RSSPL to transfer to ownership of the land. Thereafter, the Corporate Debtor went into corporate insolvency resolution process and an interim resolution professional ("**IRP**") was appointed. RSSPL filed its financial claim of approximately ₹ 74.58 million before the IRP under the Regulation 8A of the Insolvency and Bankruptcy (Insolvency Resolution Process for Corporate Persons) Regulations, 2016. The IRP rejected the claim of RSSPL on the grounds that RSSPL cannot be entitled as a creditor of the Corporate Debtor as there is no debt owed to them. RSSPL filed a complain against the rejection of claim. The matter is currently pending.

Litigation by our Subsidiaries

Outstanding criminal litigation by our Subsidiaries

As on the date of this Red Herring Prospectus, there are no outstanding criminal litigations initiated by our Subsidiaries.

Other pending material litigation against our Subsidiaries

1. An application dated March 30, 2017 was filed by Anand Uttarkar before the principal bench of the National Green Tribunal ("**NGT**") against our Subsidiary, Rochem Separation Systems (India) Private Limited ("**RSSPL**"), the Municipal Corporation of the city of Pune, the Maharashtra Pollution Control Board and the Maharashtra Energy Development Agency for violations of provisions under the Solid Waste Management Rules, 2016 (erstwhile Municipal Solid Wastes (Handling and Management) Rules, 2000) ("**SWM Rules**") notified under the Environment (Protection) Act, 1986, Water (Prevention and Control of Pollution) Act, 1974 ("**Water Act, 1974**") and the Air (Prevention and Control of Pollution) Act, 1981 ("**Air Act, 1981**"). RSSPL had entered into a concession agreement dated November 18, 2010 with the Pune Municipal Corporation pursuant to which it was required to set up a waste to electricity plant ("**WTE Plant**"). It was alleged by the Plaintiffs that the said plant was unable to increase its capacity to the desired limit and also failed in generating electricity. Further, it was alleged that RSSPL illegally dumped municipal waste inside the premises of the plant which was continuously causing air and water pollution in the area. Despite receiving several termination notices from the Pune Municipal Corporation indicating the breaches committed by RSSPL, including non-renewal of its environmental clearances, its application to renew the project was authorized by the Maharashtra Pollution Control Board. The Plaintiffs claim that despite issuing letters to RSSPL detailing these issues and filing applications under the Right to Information Act, 2005 applications with the regulatory authorities included as respondents in the case, no response was received with respect to the matter. Post hearings from both the parties, NGT pursuant to order dated March 23, 2021 constituted an Independent Joint Committee ("**Committee**") to look into the matter. The Committee submitted its report dated November 29, 2021 which observed various non-compliances and environmental hazards caused by the operations of RSSPL. RSSPL filed an application indicating that Rochem Green Energy Private Limited ("**RGEPL**") is now a party to this litigation since the solid waste treatment business of RSSPL has been transferred to RGEPL pursuant to an agreement of transfer dated July 7, 2011, however currently, the distinction is still pending.

   Additionally, Harshvardhan Modak had filed a public interest litigation dated January 10, 2015 before the High Court of Judicature at Bombay against RSSPL, the Pune Municipal Corporation, the Municipal Commissioner of the Pune Municipal Corporation, Executive Engineer of the Maharashtra State Electrical Distribution Corporation Limited, Regional Officer, Pune of the Maharashtra Pollution Control Board and the Joint Municipal Commissioner of the Solid Waste Management Department of the Pune Municipal Corporation alleging that waste was being burnt by RSSPL resulting in damage to the environment and that the plant was being operated without obtaining due consents under the Water Act, 1974 and the Air Act, 1981. The matter was later transferred to the NGT.

   Similarly, Sandip Aphale has filed an application dated January 21, 2019 against the Maharashtra Pollution Control Board, Pune Bio Energy Systems Private Limited, the District Collector, Pune, the Ministry of Environment, Forest and Climate Change, the Pune Municipal Corporation, the Urban Development Department, the State of Maharashtra and RSSPL before the NGT, alleged that in lieu of the absence of a buffer zone around the waste processing facility, the environmental clearance granted to the RSSPL for its plant was in violation of the SWM Rules.

   Considering the common issue of violation of environmental norms by RSSPL, the NGT clubbed the applications filed by Anand Uttarkar, Harshvardhan Modak and Sandip Aphale and issued a common order dated March 3, 2022, in which it upheld the recommendations of the Committee and imposed a fine of ₹ 124.98 million on Rochem Green Energy Private Limited. Thereafter, the Maharashtra Pollution Control Board pursuant to its notice dated March 25, 2022 ("**MPCB Order**") requested RSSPL to deposit the said fine amount of ₹ 124.98 million within 30 days. Against the NGT order dated March 3, 2022, RSSPL filed an appeal dated April 6, 2022 under section 22 of the National Green Tribunal Act, 2010 before the Supreme Court of India challenging the MPCB Order on the grounds that RSSPL had not been given an adequate opportunity to submit its objections to the findings of the Committee and that the NGT had relied solely on the findings of the Committee without itself evaluating the merit of those findings. Moreover, RSSPL has also alleged in its appeal that the order of the NGT was ex facie illegal as the principal bench of the NGT had erroneously exercised jurisdiction because as per Rule 11 of the National Green Tribunal (Practices and Procedure) Rules, 2011, the matter fell within the jurisdiction of the western zone bench of NGT, Pune. The Supreme Court has, pursuant to its order dated April 29, 2022, granted permission to RSSPL to file an appeal, along with a stay on the MPCB Order to the extent that RSSPL was directed to deposit compensation. The matter is currently pending final disposal.

2. Gwalior Alcobrew Private Limited ("**Petitioner**") had filed a suit against the Company, Rochem Separation Systems (India) Private Limited, Promoters, our Non-Executive Nominee Director, Rajesh Pai, and Rochem Water Treatment GmbH, (collectively, "**Defendants**") claiming damages of approximately ₹ 114.06 million, with respect to breach of the terms of the purchase order dated October 14, 2016 ("**PO**") entered into by the petitioner with the Company,

pertaining to the manner of installation, commissioning etc. of the effluent treatment system and reverse osmosis system ("**ETP**") in terms of the purchase order dated executed with the Company, before the Court of the VII Additional District and Sessions Judge, District Court, Gwalior ("**Court**"). The matter was listed for hearing on July 19, 2022, the Company was required to file reply to the notice issued by the Petitioner, by September 9, 2022. Thereafter, the Defendants have in their written statement dated October 17, 2022 submitted that the Defendants, in their meeting dated April 5, 2019 with the Petitioner agreed to optimise the ETP free of cost and with no further demand for payments until the ETP was optimised. Accordingly, the minutes of the meeting dated April 5, 2019 constituted a new agreement between the Defendants and the Petitioner which superseded the PO. Accordingly, the defendants have prayed for dismissal of the suit filed by the Petitioner and an award for costs in favour of the Defendants. The Defendants filed an application before the Court to remove the names inter alia, of our Company, our Non-Executive Nominee Director, Rajesh Pai from the title of the suit. However, the application got rejected by the Court pursuant to order dated May 28, 2024. The matter is currently pending final disposal.

3. Ketav Consultant ("**Ketav**") issued a demand notice dated March 4, 2023 ("**Notice**") against our Subsidiary, Rochem Separation Systems (India) Private Limited ("**RSSPL**") for the alleged payment of unpaid amount of ₹ 17.57 million approximately along with an interest of 24.00% from the date of the bills owed by RSSPL to Ketav. Further, on July 1, 2023, Ketav issued a reminder notice to pay the unpaid amount. RSSPL replied to the Notice and denied all the claims and demands of Ketav. Thereafter, Ketav filed a demand notice (Form 3) dated February 13, 2024 ("**Demand Notice**") under the IBC, 2016 for the unpaid amount. RSSPL filed a reply to the Demand Notice on February 27, 2024 and rejected the claims on the grounds, *inter alia,* that (i) the Ketav failed to complete the projects in time and left some of the projects unattended and incomplete resulting in huge losses to RSSPL; (ii) the invoices and bills attached for the claim are time barred under the law of limitation; (iii) Ketav has concealed the details of the payments made by RSSPL to them. RSSPL prayed for withdrawn of the Demand Notice and refrain from threating the RSSPL by sending notices. Subsequently, Ketav has filed an application under Section 9 of the Insolvency and Bankruptcy Code, 2016, before the National Company Law Tribunal, Mumbai Bench, to initiate corporate insolvency resolution process and a copy of the same has been served to RSSPL.

4. The Union of India through Executive Engineer, PHED APWD, Prothrapur ("**Executive Engineer**") has served an arbitration notice dated October 24, 2024 ("**Notice**") against our Subsidiary, Rochem Separation Systems (India) Private Limited ("**RSSPL**") for breach of the terms of the contract entered into among the Executive Engineer and RSSPL dated July 7, 2007. The Executive Engineer has alleged payment of ₹ 102.19 million which includes loss of benefit for investment in the plant due to non-handing over the plant in running and operational condition since September 9, 2015, loss of interest on investment at the rate of 12% since September 9, 2015, payment of water charge to PBMC due to additional water supplied to the GB plant and the costs of the litigation and arbitration initiated by the Executive Engineer. The matter is currently pending hearing before the arbitrator.

Tax proceedings against our Company, Subsidiaries, Promoters and Directors

Set out below are details of claims relating to direct and indirect taxes involving our Company, Promoters, Subsidiaries and Directors:

Nature of case	Number of cases	Demand amount involved* (in ₹ million)
Our Company		
Direct tax	2	343.78
Indirect tax	1	1.64
Promoters		
Direct tax	Nil	Nil
Indirect tax	Nil	Nil
Directors (other than Promoters)		
Direct tax	Nil	Nil
Indirect tax	Nil	Nil
Subsidiaries		
Direct tax	3	18.79
Indirect tax	4	16.10

**As certified by Shah & Mantri, Chartered Accountants, by way of their certificate dated December 14, 2024.*

Litigation involving our Group Companies

There is no pending litigation involving our Group Companies as on the date of this Red Herring Prospectus, which will have a material impact on our Company.

Outstanding dues to creditors

As per the Materiality Policy, a creditor of our Company, shall be considered to be material ("**Material Creditors**") for the purpose of disclosure in this Red Herring Prospectus, if amounts due to such creditor by our Company is equal to, or in excess of, 5% of the total trade payables of our Company as at the end of the latest financial period in the Restated Consolidated Financial Information. Accordingly, a creditor has been considered 'material' by our Company if the amount due to such creditor is equal to or is in excess of 5% of the Company's consolidated trade payables i.e. ₹ 49.32 million as of August 31, 2024. The details of our outstanding dues to material creditors, micro, small and medium enterprises, and other creditors (including capital creditors), as of August 31, 2024, are as follows:

Particulars	Number of creditors	Amount outstanding# (in ₹ million)
Micro, small and medium enterprises*(1)	116	185.36
Material Creditor(s)	2	135.60
Other creditors(1)	566	665.52
Total	684	986.48

#As certified by Shah & Mantri, Chartered Accountants, by way of their certificate dated December 14, 2024.
**As defined under the Micro, Small and Medium Enterprises Development Act, 2006.*
Notes:
(1) Trade Payables of the Company include certain provision for expenses having aggregate value of ₹ 149.88 million out of which 7.51 million relates to Micro, Small and Medium Enterprises creditor and 142.37 million relates to other creditors, which may or may not be directly attributable to a specific creditor. All such provisions are considered as one creditor for Micro, Small and Medium Enterprises creditors and one creditor for other creditors. However, we have not considered the said creditor to compute its eligibility to become a material creditor.

For further details about outstanding dues to Material Creditors as on August 31, 2024, along with the name and amount involved for each such Material Creditor, see www.concordenviro.in/ipo.

It is clarified that such details available on our Company's website do not form a part of this Red Herring Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any source of information including our Company's website, would be doing so at their own risk.

Material Developments since the last balance sheet date

Except as disclosed in *"Management's Discussion and Analysis of Financial Condition and Results of Operations"* on page 409, there have been no material developments, since the date of the last financial statements disclosed in this Red Herring Prospectus, or any circumstances, which materially and adversely affect, or are likely to affect, in the next 12 months, our operations, value of our consolidated assets, our ability to pay off our liabilities, trading or profitability of our Company or the value of its assets or its ability to pay liabilities.

Other Confirmations

There are no findings/observations of any regulators that are material, and which need to be disclosed or non-disclosure of which may have bearing on the investment decision. Further, our Company has not received any findings/observations from SEBI pursuant to the Offer, as on date of this Red Herring Prospectus.

OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations and the applicable accounting standards, the term "group companies", for the purpose of identification and disclosure in the Offer Documents, includes (i) such companies (other than promoter(s) and subsidiary(ies)) with which the relevant issuer company had related party transactions, in accordance with Ind AS 24, during the period for which financial information is disclosed in the offer document, and (ii) any other companies considered material by the board of directors of the relevant issuer company.

Accordingly, for (i) above, all such companies (other than our Promoters and Subsidiaries) with which the Company had related party transactions during the period covered in the Restated Consolidated Financial Information included in the offer documents, as covered under the applicable accounting standards, shall be considered as 'group companies of the Company in terms of the SEBI ICDR Regulations.

Further, for (ii) above, the Board pursuant to the Materiality Policy adopted by way of a resolution dated December 5, 2024, has determined that a company (other than the companies covered under the schedule of related party transactions as per the Restated Consolidated Financial Information included in the offer document) shall be considered "material" and will be disclosed as a 'group company' in the offer documents, if it is a member of the Promoter Group (companies) in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, and the Company has entered into one or more transactions with such company during the last completed fiscal year (and relevant stub period), which individually or cumulatively exceeds 10% of the consolidated revenue from operations of the Company for the last completed Fiscal or stub period, if applicable as per the Restated Consolidated Financial Information. included in this Red Herring Prospectus.

Accordingly, in terms of the SEBI ICDR Regulations, the following companies are considered as Group Companies, as on the date of this Red Herring Prospectus.

- Concord Shipping Private Limited
- Rochem Green Energy Private Limited
- Roserve Enviro Private Limited
- Rochem India Private Limited
- Roserve Enviro FZE
- AF Holdings
- WHE Systems FZC

In accordance with the SEBI ICDR Regulations, the following financial information in relation to our Group Companies for the previous three financial years, extracted from their respective audited financial statements (as applicable) are available at the respective websites of the respective Group Companies of our Company:

a) reserves (excluding revaluation reserves);
b) sales;
c) profit after tax;
d) earnings per share;
e) diluted earnings per share; and
f) net asset value.

Details of our Group Companies

Our top five Group Companies in accordance with the SEBI ICDR Regulations, comprise of Roserve Enviro Private Limited, Roserve Enviro FZE, Rochem India Private Limited, WHE Systems FZE and Rochem Green Private Limited which are our largest unlisted Group Companies based on turnover in the last audited financial year.

Top 5 Group Companies

- **Roserve Enviro Private Limited**

  Registered Office

  The registered office of Roserve Enviro Private Limited is located at BL 28 Shalimar Bagh, New Delhi, - 110088, New Delhi, India.

Financial Performance

In accordance with the SEBI ICDR Regulations, details of reserves (excluding revaluation reserves), sales, profit after tax, earnings per share, diluted earnings per share and Net Asset Value, derived from the latest audited financial statements available on a standalone basis of Roserve Enviro Private Limited for the Fiscals 2024, 2023 and 2022, are available at www.roserve.in/financial-results/.

- **Roserve Enviro FZE**

  Registered Office

  The registered office of Roserve Enviro FZE is located at P.O. Box: 123685, SAIF Zone, Sharjah, U.A.E.

  Financial Performance

  In accordance with the SEBI ICDR Regulations, details of reserves (excluding revaluation reserves), sales, profit after tax, earnings per share, diluted earnings per share and net asset value, derived from the latest audited financial statements available on a standalone basis of Roserve Enviro FZE for the Fiscals 2024, 2023 and 2022, are available at www.concordenviro.in/financial-results/.

- **Rochem India Private Limited**

  Registered Office

  The registered office of Rochem India Private Limited is located at 101, HDIL Towers, Anant Kanekar Road, Bandra (East) Mumbai, 400051 – Maharashtra, India.

  Financial Performance

  In accordance with the SEBI ICDR Regulations, details of reserves (excluding revaluation reserves), sales, profit after tax, earnings per share, diluted earnings per share and Net Asset Value, derived from the latest audited financial statements available on a standalone basis of Rochem India Private Limited for the Fiscals 2024, 2023 and 2022, are available at www.rochemchemical.com/financial-results/.

- **WHE Systems FZC**

  Registered Office

  The registered office of WHE Systems FZC is located at 400 M2 Warehouse P6-053 Sharjah - U.A.E.

  Financial Performance

  In accordance with the SEBI ICDR Regulations, details of reserves (excluding revaluation reserves), sales, profit after tax, earnings per share, diluted earnings per share and Net Asset Value, derived from the latest audited financial statements available on a standalone basis of Concord Shipping Private Limited for the Fiscals 2024, 2023 and 2020, are available at www.concordenviro.in/financial-results/.

- **Rochem Green Energy Private Limited**

  Registered Office

  The registered office of Rochem Green Energy Private Limited is located at 101, HDIL Towers, Anant Kanekar Road, Bandra (East) Mumbai, 400051 – Maharashtra, India.

  Financial Performance

  In accordance with the SEBI ICDR Regulations, details of reserves (excluding revaluation reserves), sales, profit after tax, earnings per share, diluted earnings per share and Net Asset Value, derived from the latest audited financial statements available on a standalone basis of Rochem Green Energy Private Limited for the Fiscals 2024, 2023 and 2022, are available at www.concordenviro.in/financial-results/.

Other Group Companies

- **AF Holdings**

  Registered Office: 6th Floor, Two Tribeca, Tribeca Central, Trianon - 72261.

- **Concord Shipping Private Limited**

  Registered Office: The registered office of Concord Shipping Private Limited is located at 101 HDIL Towers, Anant Kanekar Marg, Bandra (East), Mumbai – 400051, Maharashtra, India.

Litigation which has a material impact on our Company

There are no pending litigations involving our Group Companies which will have a material impact on our Company.

Nature and extent of interest of Group Companies

Our Group Companies do not have any interest in the promotion of our Company. However, AF Holdings is a shareholder in our Company. For further details, please see "*Capital Structure*" on page 115.

Our Group Companies do not have any interest, directly or indirectly, in the properties acquired by our Company in the three years preceding the date of this Red Herring Prospectus or proposed to be acquired by our Company.

Our Group Companies are not interested, directly or indirectly, in any transactions for acquisition of land, construction of building or supply of machinery, with our Company.

Common pursuits

There are no common pursuits amongst our Group Companies and our Company. Further, our Promoters are directors on the Board of these Group Companies. While presently there is no conflict of interest, our Company will ensure necessary procedures and practices as permitted by laws and regulatory guidelines to address situations of conflict of interest as and when they arise. See "*Risk Factors – Some of our Directors and Promoters may have interest in entities, which are in businesses similar to ours and this may result in conflict of interest with us*" on page 86.

Related Business Transactions within the group and significance on the financial performance of our Company

Other than the transactions disclosed in the section "*Restated Consolidated Financial Information*" and "*Related Party Transactions*" on pages 327 and 408, respectively, there are no other business transactions between our Company and Group Companies which are significant to the financial performance of our Company.

Business interests or other interests

Except in the ordinary course of business and as disclosed in "*Related Party Transactions*" on page 408 our Group Companies do not have any business interest in our Company.

Except for the registered office located at 101, HDIL Towers, Anant Kanekar Marg, Bandra (East), Mumbai, Maharashtra- 400 051, which is leased to Rochem Green Energy Private Limited and Rochem India Private Limited, by our Group Company, Concord Shipping Private Limited and our Promoters being the promoters of Concord Shipping Private Limited, there are no conflict of interest between the Group Companies (including their respective directors) and any lessors/ owners of immovable properties (which are crucial for operations of the Company).

There are no conflict of interest between the Group Companies (including their respective directors) and any suppliers of raw materials and third party service providers (who are crucial for operations of the Company).

Other Confirmations

Our Group Companies do not have any securities listed on a stock exchange. Further, our Group Companies have not made any public or rights issue or composite issue of securities (as defined under the SEBI ICDR Regulations) in the three years preceding the date of this Red Herring Prospectus.

GOVERNMENT AND OTHER APPROVALS

Set out below is an indicative list of licenses, approvals, registrations, and permits obtained by our Company and our Material Subsidiaries which are considered material and necessary for the purpose of undertaking our business activities. Except as disclosed herein, we have obtained all material consents, licenses, registrations, permissions and approvals from various governmental, statutory and regulatory authorities, which are necessary for undertaking our Company's and Material Subsidiaries' current business activities and operations. Except as disclosed below, no further material approvals are required for carrying on the present business operations of our Company and Material Subsidiaries. In the event any of the approvals and licenses that are required for our business operations expire in the ordinary course, we make applications for their renewal from time to time. Unless otherwise stated, these approvals are valid as on the date of this Red Herring Prospectus. For details in connection with the regulatory and legal framework within which our Company operates, see "Key Regulations and Policies" on page 275.

For Offer related approvals, see "Other Regulatory and Statutory Disclosures" on page 477 and for incorporation details of our Company, see "History and Certain Corporate Matters" on page 281*. For details of the risks associated with a delay in obtaining, or not obtaining, the requisite material approvals, see, "Risk Factors – We require various regulatory approvals and licenses for the purpose of our business. Our inability to obtain, maintain or renew such regulatory approvals and licenses for the purpose of our business in a timely manner or at all, or to comply with the terms and conditions of our existing regulatory approvals and licenses, or maintaining the required filings and registers under such required laws, may have a material adverse effect on the continuity of our business and may impede our effective operations in the future."* on page 48.

We have also set out below (i) material approvals or renewals applied for but not received; and (ii) material approvals expired and renewal yet to be applied for.

1. Approvals relating to the Offer

For authorisations and consents in relation to the Offer, see the section titled *"Other Statutory and Regulatory Disclosures"* on page 477.

2. Incorporation details of our Company

For incorporation details of our Company, see *"History and Certain Corporate Matters"* on page 281.

3. Incorporation details of our Material Subsidiaries

For incorporation details of our Material Subsidiaries, see *"Our Subsidiaries and Joint Ventures"* on page 296.

4. Approvals in relation to our Company

(a) Tax related approvals

(i) The Permanent Account Number issued by the Income Tax Department, Government of India, under the Income-tax Act, 1961 is AAACC8962C.

(ii) The Tax Deduction Account Number issued by the Income Tax Department under the Income-tax Act, 1961 is MUMC14186E.

(iii) The goods and services tax registration number of our Company is 27AAACC8962C1ZP, issued by the Assistant Commissioners of State Tax pursuant to registration certificate dated July 1, 2022.

(iv) Central Excise Registration Certificate bearing number AAACC8962CXD001 issued by the Central Board of Excise and Customs dated July 21, 2008.

(v) Certificate of registration bearing number 27290500260P issued by the Professional Tax Office under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975 dated January 4, 2006.

(b) Labour and commercial approvals

(i) Certificate dated June 27, 2022, bearing registration number 820231406 / HE Ward / Commercial II, procured under the Maharashtra Shops and Establishment (Regulation of Employment and Conditions of Service) Act, 2017.

(ii) Certificate of Enrolment under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975 bearing reference number 99502016085P.

(iii) Registration for employees' provident fund issued by the Employees' Provident Fund Organization under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952.

(iv) Certificate of Importer-Exporter Code bearing reference number 0399019251 issued by the office of the Additional Director General of Foreign Trade, Ministry of Commerce and Industry, Government of India, under the Foreign Trade (Development and Regulation) Act, 1992.

(v) Certificate of registration issued under the Employees' State Insurance Act, 1948 by the Employees' State Insurance Corporation, dated November 4, 2022 bearing establishment code number 31001214090001099.

5. Approvals in relation to our Material Subsidiaries

Rochem Separation Systems (India) Private Limited

(a) Tax related approvals

(i) The Permanent Account Number issued by the Income Tax Department, Government of India, under the Income-tax Act is AABCR1955P.

(ii) The Tax Deduction Account Number issued by the Income Tax Department under the Income-tax Act, 1961 is MUMR16682B.

(iii) The goods and services tax registration number of Rochem Separation Systems (India) Private Limited is 27AABCR1955P1ZV.

(iv) Certificate of Importer-Exporter Code bearing reference number 0393040658 issued by the Office of the Additional Director General of Foreign Trade, Ministry of Commerce and Industry, Government of India, under the Foreign Trade (Development and Regulation) Act, 1992 and last modified on April 8, 2024.

(v) Central Excise Registration Certificate bearing number AABCR1955PXM001 issued by the Central Board of Excise and Customs dated February 4, 2005.

(vi) Registration as an employer issued by the Professional Tax Office under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975.

(b) Material Approvals in relation to our business operations

(i) Factory license dated March 27, 2019 issued by the Directorate of Industrial Safety and Health, Government of Maharashtra under the Maharashtra Factory Rules, 1963 and valid till December 31, 2026.

(ii) Certificate dated February 24, 2024 issued by EEPC India (formerly Engineering Export Promotion Council) bearing number 201/M06431/2021-22 for registration as a 'manufacturer exporter' and valid until March 31, 2025.

(iii) Consent to operate from the Maharashtra Pollution Control Board dated May 21, 2013 bearing Consent Number MPCB/SROT-II/TN-4467-13/04370 and valid till January 31, 2028.

(iv) Certificate of Approval dated October 1, 2024 by LRQA Limited in respect of ISO 9001:2015 certification for our management system, and valid till September 30, 2027.

(v) Consent to establish from the Maharashtra Pollution Control Board dated May 21, 2013 bearing consent number MPCB/SROT-II/TN-4467-13/04370 and valid till January 31, 2028.

(c) Labour and commercial approvals

(i) Registration dated April 28, 2005 under the Maharashtra Labour Welfare Board bearing Establishment Code Number MUM-17049.

(ii) Certificate from Employees' State Insurance Corporation dated February 16, 1998.

(iii) Registration under the Employees' Provident Funds and Miscellaneous Provision Act, 1952 dated July 2, 1997.

(iv) Certificate procured under the Maharashtra Shops and Establishment (Regulation of Employment and Conditions of Service) Act, 2017.

(v) Registration under the Employees Gratuity Scheme Trust pursuant to Gratuity Trust deed dated December 3, 1997.

(vi) Certificate of Enrolment dated May 19, 2006, under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975 bearing reference number PT/E/1/1/28/18/4175.

Concord Enviro FZE

(a) Material Approvals in relation to our business operations

(i) Commercial License No. 07601 dated November 25, 2023, issued for having activity as Trading in Water Treatment Products & related Items and valid till November 24, 2025.

(ii) Industrial License No. 14072 dated November 25, 2023, issued for having activity as Manufacturing, Testing and Assembling of Water Filter Plants and valid till November 24, 2025.

(iii) VAT Certificate registration No.100344156300003 dated January 1, 2018, issued for providing goods/services which satisfy the relevant legislative thresholds for registration.

(iv) Establishment Card No. 158629/6 dated February 20, 2024 issued for determining the employees of the Company and valid till February 19, 2027.

(v) Certificate of Registration for Corporate Tax No 103441563000001 dated June 26, 2024 issued by the Federal Tax Authority.

Blue Water Trading & Treatment FZE

(a) Material Approvals in relation to our business operations

(i) Commercial License No. 04119 dated March 14, 2024, issued for having activity as trading in water treatment equipment and valid till March 13, 2025.

(ii) Industrial License No.04769 dated March 14, 2024, issued for having activity as manufacturing of water filters and valid till March 13, 2025.

(iii) VAT Certificate registration No.100363149400003 dated January 1, 2018, issued for providing goods/services which satisfy the relevant legislative thresholds for registration.

(iv) Establishment Card No. 114389/6 dated May 4, 2023, issued for determining the employees of the Company and valid till May 4, 2026.

(v) Certificate of Registration for Corporate Tax No 100363149400001 dated June 1, 2023 issued by the Federal Tax Authority.

Concord Enviro SA De C.V., Mexico

(a) Material Approvals in relation to our business operations

(i) Tax Registration No.CEN090123VC3 dated January 23, 2009, issued for registration with tax authority.

(ii) Social security institute Registration No.Y46498211007 dated November 23, 2022, issued for registration as employer with social security institute.

(iii) Commercial license No. N-2022088191 dated December 15, 2022, issued for registration with commercial registry of Puebla.

(iv) National Registry of Foreign Investment Registration No.102651 dated April 19, 2013, issued for registration with National Registry of Foreign Investment.

6. Material approvals for which renewal applications have been made:

Nil

Except as stated in "– *Material approvals for which renewal applications have been made*", the above mentioned approvals are valid as on the date of this Red Herring Prospectus.

Intellectual property rights

For details, see "*Our Business – Intellectual Property*" on page 272 and for risks associated with our intellectual property, see "*Risk Factors – Our inability to keep our technical knowledge confidential and maintain, protect and enforce our intellectual property rights, could adversely affect our business, results of operations and financial condition. Further, if our products were found to be infringing on the intellectual property rights of a third-party, we could be required to cease selling the infringing products, causing us to lose future sales revenue from such products and face substantial liabilities for patent infringement*" on page 52.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

Corporate Approvals

Our Board of Directors has authorised the Offer, including Fresh Issue by the Company, pursuant to its resolution dated August 26, 2024 and by our Shareholders pursuant to a special resolution adopted at their meeting held on August 26, 2024, in accordance with Section 62(1)(c) of the Companies Act. Our Board has also taken the consent received from the Selling Shareholders dated August 26, 2024 to participate in the Offer for Sale, on record by way of its resolution dated August 26, 2024.

Our Board and IPO Committee have approved the Draft Red Herring Prospectus for filing with SEBI and the Stock Exchanges by way of their resolutions dated August 26, 2024 and August 27, 2024, respectively.

Our Board has approved this Red Herring Prospectus for filing with the RoC by way of their resolution dated December 14, 2024.

Consent by the Selling Shareholders

The Selling Shareholders has confirmed and approved its participation in the Offer for Sale in relation to the Offered Shares as follows:

Name of the Selling Shareholders	Number of Offered Shares of face value of ₹ 5 each (up to)	Date of authorisation	Date of consent	Percentage of pre-Offer Equity Share capital held by the Selling Shareholders on a fully diluted basis
AF Holdings	4,186,368	July 30, 2024	December 12, 2024	39.07
Prayas Goel	150,600	*Not applicable*	December 12, 2024	27.96
Prerak Goel	150,500	*Not applicable*	December 12, 2024	17.60
Pushpa Goel	92,420	*Not applicable*	December 12, 2024	9.14
Nidhi Goel	31,500	*Not applicable*	December 12, 2024	3.11
Namrata Goel	29,500	*Not applicable*	December 12, 2024	2.92

The Equity Shares being offered by the Selling Shareholders in the Offer for Sale have been held by it for a period of at least one year prior to the filing of this Red Herring Prospectus with SEBI, calculated in the manner as set out under Regulation 8 of the SEBI ICDR Regulations and are eligible for being offered in the Offer for Sale.

For details, see "*The Offer*" on page 99.

In-principle Listing Approvals

Our Company has received in-principle approvals from BSE and NSE for the listing of our Equity Shares pursuant to letters each dated November 19, 2024.

Directors associated with securities market

Except for Shiraz Homi Bugwadia, who is a director in O3 Capital Global Advisory Private Limited, which is a category I merchant banker, none of our Directors are, in any manner, associated with the securities market. Further, there is no outstanding action initiated by SEBI against any of our Directors in the past five years preceding the date of this Red Herring Prospectus.

Prohibition by SEBI, RBI or other Governmental Authorities

Our Company, Promoters, Directors, the members of the Promoter Group, the Selling Shareholders, the persons in control of our Company, are not prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

None of the companies with which our Promoters or Directors are associated with as promoters or directors have been debarred from accessing capital markets under any order or direction passed by SEBI or any other authorities.

Our Company, our Promoters, members of the Promoter Group or Directors have not been declared as Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by the RBI.

There are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares, as on the date of this Red Herring Prospectus.

Confirmation under Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Promoters, and members of Promoter Group and Selling Shareholders, severally and not jointly, confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent in force and applicable, as on the date of this Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with the eligibility criteria provided in Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

a) Our Company has net tangible assets of at least ₹30 million, calculated on a restated and consolidated basis, in each of the preceding three full years (of 12 months each), *i.e.*, as at and for the Financial Years 2024, 2023 and 2022, of which not more than 50% are held in monetary assets;

b) Our Company has an average operating profit of at least ₹150 million, calculated on a restated and consolidated basis, during the preceding three years (of 12 months each), *i.e.*, as at and for the Financial Years 2024, 2023 and 2022, with operating profit in each of these preceding three years;

c) Our Company has a net worth of at least ₹10 million in each of the preceding three full years (of 12 months each), *i.e.*, as at and for the Financial Years 2024, 2023 and 2022, calculated on a restated and consolidated basis; and

d) Our Company has not changed its name in the last one year prior to the date of this Red Herring Prospectus.

Our Company's net tangible assets, operating profit, net worth, monetary assets, as restated, as derived from the Restated Consolidated Financial Information, as at and for the Fiscals 2024, 2023 and 2022, is set forth below:

Derived from the Restated Consolidated Financial Information

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Net tangible assets[1] (A) *(in ₹ million)*	2,766.34	2,422.73	2,321.63
Operating profit[2] (B) *(in ₹ million)*	463.75	190.25	288.38
Net worth[3] (C) *(in ₹ million)*	3,225.54	2,809.61	2,685.45
Monetary assets, as restated[4] (D) *(in ₹ million)*	282.30	776.67	196.06
Monetary assets, as restated as a % of net tangible assets (E)=(D)/(A) (in %)	10.20%	32.06%	8.44%

(1)Net Tangible Assets means the sum of all net assets of the Group, excluding Intangible assets as defined in Indian Accounting Standard (Ind AS) 38 - Intangible assets, Right of use assets and Lease liabilities as defined in Ind AS 116 - Leases and Deferred tax assets (net) as defined in Ind AS 12 - Income Taxes.
(2)Operating Profit for means restated profit before tax and excludes finance cost and other income.
(3)Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, capital reserve, write-back of depreciation and amalgamation as on 31 March, 2024, 2023 and 2022.
(4)Monetary Assets excludes bank balances which are not readily available for utilisation by the Group (fixed deposit given as margin money to the bank for guarantee given by bank to government and other authorities on behalf of the Company and group entities and earmarked balances for CSR expenditure).

For further details, see "*Other Financial Information*" on page 407.

We are currently eligible to undertake the Offer as per Rule 19(2)(b) of the SCRR read with Regulations 6(1) of the SEBI ICDR Regulations. Accordingly, in terms of Regulation 32(1) of the SEBI ICDR Regulations we are required to allocate: (i) not more than 50% of the Offer to QIBs, 5% of which shall be allocated to Mutual Funds exclusively; (ii) not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders of which one-third shall be available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds shall be available for allocation to Bidders with an application size of more than ₹ 1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion; and (iii) not less than 35% of the Offer shall be available for allocation to RIBs, subject to valid Bids being received at or above the Offer Price.

Further, in accordance with the conditions specified in Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees in the Offer shall not be less than 1,000 failing which the entire application monies shall be refunded forthwith, in accordance with the SEBI ICDR Regulations and timelines specified under applicable laws.

Our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with conditions specified in Regulation 7(2) of the SEBI ICDR Regulations.

The details of compliance with Regulation 5 and Regulation 7(1) of the SEBI ICDR Regulations are as follows:

a. None of our Company, our Promoters, members of the Promoter Group, the Selling Shareholders and or our Directors are debarred from accessing the capital markets by the SEBI;

b. None of our Promoters or Directors are promoters or directors of companies which are debarred from accessing the capital markets by the SEBI;

c. None of our Company, our Promoters or Directors is a Wilful Defaulter or a Fraudulent Borrower;

d. None of our Promoters or Directors has been declared a fugitive economic offender (in accordance with Section 12 of the Fugitive Economic Offenders Act, 2018);

e. Except for options that may be granted pursuant to the ESOP 2022 Scheme, there are no outstanding convertible securities of our Company or any other right which would entitle any person with any option to receive Equity Shares of our Company as on the date of filing of this Red Herring Prospectus;

f. Our Company, along with the Registrar to the Offer, has entered into tripartite agreements dated June 25, 2022 and June 15, 2022 with NSDL and CDSL, respectively, for dematerialization of the Equity Shares;

g. The Equity Shares of our Company held by our Promoters and Selling Shareholders are in dematerialised form; and

h. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Red Herring Prospectus.

In accordance with Regulation 7(1)(e) of the SEBI ICDR Regulations, we have made firm arrangements through verifiable means of towards of 75% of the stated means of finance for the Project, excluding the Net Proceeds allocated towards the Project and through existing identifiable internal accruals. For further details, see *"Objects of the Offer"* on page 127.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Offer shall be not less than 1,000, failing which, the entire application money will be refunded forthwith. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, and our Company shall be liable to pay interest on the application money in accordance with applicable laws.

Each of the Selling Shareholders, severally and not jointly, confirms compliance with Regulation 8 of the SEBI ICDR Regulations.

DISCLAIMER CLAUSE OF 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, MOTILAL OSWAL INVESTMENT ADVISORS LIMITED AND EQUIRUS CAPITAL PRIVATE LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE

BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS AND THE SELLING SHAREHOLDERS IS RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THE DRAFT RED HERRING PROSPECTUS IN RELATION TO ITSELF FOR THE OFFERED SHARES, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDERS DISCHARGE THEIR RESPECTIVE RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS HAVE FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED AUGUST 27, 2024, IN THE FORMAT PRESCRIBED UNDER SCHEDULE V (FORM A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE DRAFT RED HERRING PROSPECTUS AND THIS RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS ANY IRREGULARITIES OR LAPSES IN THIS RED HERRING PROSPECTUS.

All legal requirements pertaining to the Offer will be complied with at the time of filing of this Red Herring Prospectus with 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 filing of the Prospectus with the RoC in terms of sections 26, 32, 33(1) and 33(2) of the Companies Act, 2013.

Disclaimer from our Company, Directors, and Book Running Lead Managers

Our Company, 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 https://www.concordenviro.in/ or the respective website of any of our Subsidiaries or Group Companies or members of the Promoter Group and affiliates (each as applicable) would be doing so at his or her own risk.

The Book Running Lead Managers accept no responsibility, save to the limited extent as provided in the Offer Agreement and as will be provided for in the Underwriting Agreement to be entered into between the Underwriters and our Company.

All information shall be made available by our Company, Selling Shareholders and the BRLMs to the public at large and investors and no selective or additional information would be made 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.

Bidders will be required to confirm and will be deemed to have represented to our Company and the Underwriters and each of their respective directors, trustees, partners, designated partners, officers, agents, affiliates, and representatives, as applicable, that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the 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 the Equity Shares. Our Company and the Underwriters and each of their respective directors, trustees, partners, designated partners, officers, agents, affiliates, and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, its Subsidiaries and the members of the Promoter Group and their directors and officers, group companies, affiliates or associates or third parties, as applicable, in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, its Subsidiaries, their respective group companies, affiliates or associates or third parties, as applicable, for which they have received, and may in the future receive, compensation. As used herein, the term 'affiliate' means any person or entity that controls or is controlled by or is under common control with another person or entity.

Disclaimer from the Selling Shareholders

The Selling Shareholders 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 https://www.concordenviro.in/, or the respective websites of our Promoter Group or any affiliate of our Company would be doing so at his or her own risk. The Selling Shareholders accept no responsibility for any statements made in this Red Herring Prospectus, other than those specifically made or confirmed by the Selling Shareholders in relation to themselves as a Selling Shareholder and their respective portion of the Offered Shares.

Bidders will be required to confirm and will be deemed to have represented to the Selling Shareholders and their representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. The Selling Shareholders and their representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

Neither the delivery of this Red Herring Prospectus nor the offer of the Equity Shares in the Offer shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or the Selling Shareholders since the date of this Red Herring Prospectus or that the information contained herein is correct as of any time subsequent to this date.

Disclaimer in respect of Jurisdiction

Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai, Maharashtra, India only.

The Offer is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, as amended, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, domestic 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 constitutional documents to hold and invest in equity shares, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) and pension funds, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, NBFC-SIs and permitted Non-Residents including FPIs and Eligible NRIs, AIFs, FVCIs (under Schedule I of the FEMA Non-debt Instruments Rules), and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to subscribe or purchase the Equity Shares.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law.

The Draft Red Herring Prospectus did not constitute an offer to sell or an invitation to subscribe to or purchase the Equity Shares in the Offer in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction including India. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which will comprise the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India. Any person who possesses the Draft Red Herring Prospectus, this Red Herring Prospectus or the Prospectus is required to keep themselves informed and observe and comply with to the extent applicable, any restrictions under the applicable legal requirements of any jurisdiction.

No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

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 has been filed with SEBI for its observations and this Red Herring Prospectus has been filed with the RoC, SEBI and Stock Exchanges. Accordingly, the Equity Shares represented hereby 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 offer or sale hereunder, shall, under any circumstances, create any implication that there has been no change in our affairs from the date hereof or that the information contained herein is correct as of anytime subsequent to this date. 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.

Eligibility and Transfer Restrictions

The Equity Shares offered in the Offer have not been and will not be registered, listed or otherwise qualified in any jurisdiction except India and may not be offered or sold to persons outside of India except in compliance with the applicable laws of each such jurisdiction. In particular, the **Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended, or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws.**

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Until the expiry of 40 days after the commencement of the Offer, an offer or sale of Equity Shares within the United States by a dealer (whether or not it is participating in the Offer) may violate the registration requirements of the U.S. Securities Act if such an offer for sale is made otherwise than in compliance with the available exemptions from registration under the U.S. Securities Act.

Disclaimer clause of BSE

As required, a copy of the Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of the Draft Red Herring Prospectus *vide* its in-principle approval letter dated November 19, 2024 is as follows:

"BSE Limited ("**the Exchange**") has given vide its letter dated November 19, 2024, 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 scrutinized 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 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."

Disclaimer clause of the NSE

As required, a copy of the Draft Red Herring Prospectus has been submitted to the NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of the Draft Red Herring Prospectus *vide* its in-principle approval letter dated November 19, 2024 is as follows:

"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/4379 dated November 19, 2024, permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever."

Listing

The Equity Shares issued through this Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Application will be made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares. BSE will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of this Red Herring Prospectus in accordance with applicable law.

Our Company shall ensure that all steps for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges are taken within three Working Days from the Bid/ Offer Closing Date or within such other period as may be prescribed by the SEBI.

If our Company does not Allot the Equity Shares within two Working Days from the Bid/Offer Closing Date or within such timeline as prescribed by SEBI, all amounts received in the Public Offer Accounts will be transferred to the Refund Account and it shall be utilised to repay, without interest, all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period, or such other rate as prescribed under applicable law. For avoidance of doubt, no liability to make any payment of interest or expenses shall accrue to the Selling Shareholders unless the delay in making any of the payments/refund hereunder or the delay in obtaining listing or trading approvals or any other approvals in relation to the Offer is caused solely by, and is directly attributable to, an act or omission of the Selling Shareholders and to the extent of the Offered Shares.

Consents

Consents in writing of the Selling Shareholders, our Directors, our Company Secretary and Compliance Officer, our Statutory Auditor, Legal Counsel to our Company as to Indian law, Bankers to our Company, the Book Running Lead Managers, the Registrar to the Offer, the Independent Chartered Accountant, the Chartered Engineer, the Project Management Consultant, the industry data provider have been obtained; and consents in writing of the Syndicate Members, Public Offer Bank, Escrow Collection Bank Refund Bank and Sponsor Banks, and Monitoring Agency to act in their respective capacities, will be obtained and filed along with a copy of this Red Herring Prospectus with the RoC as required under the Companies Act. Further, consents received prior to filing of the Draft Red Herring Prospectus have not been withdrawn up to the time of delivery of the Draft Red Herring Prospectus with SEBI.

Experts to the Offer

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

i. Our Company has received written consent dated December 13, 2024 from M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, to include their name as required under section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditor, and in respect of their examination report dated December 5, 2024 relating to the Restated Consolidated Financial Information included in this Red Herring Prospectus; and such consent has not been withdrawn as on the date of this Red Herring Prospectus. The term "experts" and "consent" thereof does not represent an "expert" or "consent" within the meaning under the U.S. Securities Act.

ii. Our Company has also received written consent dated December 5, 2024, from Parikh and Kulkarni Consulting Engineers Private Limited, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of Companies Act, 2013 to the extent and in its capacity as the project management consultant in respect of the Project Report.

iii. Our Company has also received written consent dated December 5, 2024, from A.M. Faroz & Associates, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of Companies Act, 2013 to the extent and in its capacity as the project management consultant in respect of the Project Report.

iv. Our Company has received written consent dated December 7, 2024 from Chaitali Roy, Chartered Engineer, to include her name as required under section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in her capacity as the chartered engineer in respect of information certified by her, as included in this Red Herring Prospectus; and such consent has not been withdrawn as on the date of this Red Herring

Prospectus in respect of information certified by them, and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

v. Our Company has received written consent dated December 13, 2024 from Shah & Mantri, Chartered Accountants, to include its name as required under section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in its capacity as the independent chartered accountant in respect of their statement of possible special tax benefits for our Company and our Material Subsidiary, Rochem Separation Systems (India) Private Limited, as included in this Red Herring Prospectus; and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

vi. Our Company has received written consent dated December 13, 2024 from InterGest México, statutory auditors for our Material Subsidiary, Concord Enviro SA De. C.V. Mexico to include its name as required under section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in respect of their statement of possible special tax benefits dated December 13, 2024, as included in this Red Herring Prospectus; and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

vii. Our Company has received written consent dated December 13, 2024 from UHY James, Chartered Accountants, statutory auditors for our Material Subsidiaries, Concord Enviro FZE and Blue Water Trading and Treatment FZE to include its name as required under section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in respect of their statement of special tax benefits dated December 13, 2024, as included in this Red Herring Prospectus; and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

viii. Our Company has received written consent dated August 26, 2024 from Martinho Ferrao & Associates, Practising Company Secretary, to include their name as required under Section 26 of the Companies Act, 2013 in this Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of Companies Act, 2013 in its capacity as an independent practising company secretary, in relation to their certificates, and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Particulars regarding capital issues by our Company and listed group companies, subsidiaries or associate entity during the last three years

Other than as disclosed in "*Capital Structure*" on page 115, our Company has not made any capital issues during the three years preceding the date of this Red Herring Prospectus. As on date of this Red Herring Prospectus, our Company does not have any listed group companies, subsidiaries or associate companies.

Commission and Brokerage paid on previous issues of the Equity Shares in the last five years

Since this is the initial public offer of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares for last five years by our Company.

Performance vis-à-vis objects – Public/ rights issue of our Company

Our Company has not undertaken a public or rights issue, as defined under the SEBI ICDR Regulation, in the five years preceding the date of this Red Herring Prospectus.

Performance vis-à-vis objects – Public/rights issue of our listed Subsidiaries/Promoters

As on the date of this Red Herring Prospectus, our Company does not have any listed Subsidiaries or Promoters.

Price information of past issues handled by the Book Running Lead Managers

Price information disclosed below is as per the respective designated stock exchanges as disclosed by the respective issuers at the time of their respective issues.

A. Motilal Oswal Investment Advisors Limited

1. Price information of past issues handled by Motilal Oswal Investment Advisors Limited (during the current Fiscal and two Fiscals preceding the current financial year):

Sr. No.	Issue name	Designated Stock Exchange	Issue size (₹ in million)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % 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.	Niva Bupa Health Insurance Company Limited	NSE	22,000.00	74.00	November 14, 2024	78.14	N.A.	N.A.	N.A.
2.	Acme Solar Holdings Limited (7)	NSE	29,000.00	289.00	November 13, 2024	251.00	+8.21% [4.20%]	N.A.	N.A.
3.	P N Gadgil Jewellers Limited	NSE	11,000.00	480.00	September 17, 2024	830.00	+61.14% [-1.76%]	N.A.	N.A.
4.	R K Swamy Limited (6)	BSE	4,235.60	288.00	March 12, 2024	252.00	-1.30% [+1.86%]	-6.70% [+4.11%]	-17.57% [+10.20%]
5.	Happy Forgings Limited	NSE	10,085.93	850.00	December 27, 2023	1000.00	+14.06% [-1.40%]	+4.44% [+2.04%]	+42.78% [+8.53%]
6.	Cello World Limited (5)	NSE	19,000.00	648.00	November 06, 2023	829.00	+21.92% [+7.44%]	+32.99% [+12.58%]	+40.57% [+15.78%]
7.	Updater Services Limited	BSE	6,400.00	300.00	October 04, 2023	299.90	-13.72% [-1.76%]	+9.05% [+10.80%]	6.77% [+12.92%]
8.	Sai Silks (Kalamandir) Limited	BSE	12,009.98	222.00	September 27, 2023	230.10	+8.09% [-4.49%]	+25.09% [+7.54%]	-12.30% [+10.15%]
9.	Rishabh Instruments Limited	NSE	4907.83	441.00	September 11, 2023	460.05	+20.12% [-1.53%]	+13.24% [+4.87%]	+5.94% [+12.49%]
10.	IKIO Lighting Limited	BSE	6,065.00	285.00	June 16, 2023	391.00	+44.77% [+4.22%]	+23.84% [+6.44%]	+23.86% [+9.73%]

Notes:

1. *The S&P CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index, depending upon the Designated Stock Exchange.*
2. *Price is taken from NSE or BSE, depending upon Designated Stock Exchange for the above calculations.*
3. *The 30th, 90th and 180th calendar day computation includes the listing day. If either of the 30th, 90th or 180th calendar days is a trading holiday, the previous trading day is considered for the computation. We have taken the issue price to calculate the % change in closing price as on 30th, 90th and 180th day. We have taken the closing price of the applicable benchmark index as on the listing day to calculate the % change in closing price of the benchmark as on 30th, 90th and 180th day.*
4. *Not applicable – Period not completed.*
5. *A discount of Rs. 61 per Equity Share was offered to eligible employees bidding in the employee reservation portion.*
6. *A discount of Rs. 27 per Equity Share was offered to eligible employees bidding in the employee reservation portion.*
7. *A discount of ₹ 27 per Equity Share was offered to Eligible Employees bidding in the employee reservation portion*

2. **Summary statement of price information of past issues handled by Motilal Oswal Investment Advisors Limited**:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ Mn.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			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%
2024-25	3	62,000.00	-	-	-	1	-	-	-	-	-	-	-	-
2023-24	7	62,704.34	-	-	2	-	1	4	-	-	1	-	2	4
2022-23	3	16,265.81	-	-	1	-	-	2	-	-	2	-	-	1

The information for each of the financial years is based on issues listed during such financial year.
Notes: Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available
Data for number of IPOs trading at premium/discount taken at closing price on NSE or BSE on the respective date, depending upon the Designated Stock Exchange

B. Equirus Capital Private Limited

1. **Price information of past issues handled by Equirus Capital Private Limited (during the current Fiscal and two Fiscals preceding the current financial year):**

Sr. No.	Issue Name	Issue Size (₹ Mn.)	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.	Zaggle Prepaid Ocean Services Limited$	5,633.77	164.00	September 22, 2023	164.00	+30.95% [-0.67%]	+34.39% [+7.50%].	+87.71% [+10.89%].
2.	Protean eGov Technologies Limited#	4,899.51	792.00[1]	November 13, 2023	792.00	+45.21% [+7.11%]	+73.18% [+10.26%]	+45.85% [+11.91%]
3.	Fedbank Financial Services Limited$	10,922.64	140.00[2]	November 30, 2023	138.00	-2.75% [+7.94%]	-12.39% [+10.26%]	-13.43% [+13.90%]
4.	Happy Forgings Limited$	10,085.93	850.00	December 27, 2023	1,000.00	+14.06% [-1.40%]	+4.44% [+2.04%]	+42.78% [+8.53%]
5.	Jyoti CNC Automation Limited$	10,000.00	331.00[3]	January 16, 2024	370.00	+78.07% [-0.87%]	+135.94% [+2.21%]	+265.79% [+11.21%]
6.	Capital Small Finance Bank Limited#	5,230.70	468.00	February 14, 2024	435.00	-25.25% [+1.77%]	-26.09% [+1.33%]	-31.44% [+10.98%]
7.	Dee Development Engineers Limited$	4,180.15	203.00[4]	June 26, 2024	339.00	+81.16% [+2.25%]	+47.44% [+8.67%]	N.A.
8.	Ecos (India) Mobility & Hospitality Limited$	6,012.00	334.00	September 04, 2024	390.00	+42.28% [+0.20%]	-0.51% [-3.66%]	N.A.
9.	Kross Limited$	5,000.00	240.00	September 16, 2024	240.00	-19.45% [-1.29%]	N.A.	N.A.
10.	Godavari Biorefineries Limited#	5,547.50	352.00	October 30, 2024	310.55	-0.16% [-1.12%]	N.A.	N.A.

Source: www.bseindia.com and www.nseindia.com for price information and prospectus/basis of allotment for issue details.
Notes:
1. *A discount of ₹75 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion of Protean eGov Technologies Limited IPO*

2. *A discount of ₹10 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion of Fedbank Financial Services Limited IPO*
3. *A discount of ₹15 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion of Jyoti CNC Automation Limited IPO*
4. *A discount of ₹19 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion of Dee Development Engineers Limited IPO*
5. *Price on Designated Stock Exchange of the respective Issuer is considered for all of the above calculations.*
6. *In the event any day falls on a holiday, the price/index of the immediately preceding trading day has been considered.*
7. *N.A. (Not Applicable) – Period not completed.*

#The S&P BSE SENSEX is considered as the Benchmark Index
$The S&P CNX NIFTY is considered as the Benchmark Index

2. Summary statement of price information of past issues handled by Equirus Capital Private Limited:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ in Million	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			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%
2024-2025*	4	20,739.65	-	-	2	1	1	-	-	-	-	-	-	-
2023-2024	8	61,882.55	-	1	1	2	2	2	-	1	2	3	2	-
2022-2023	5	28,975.05	-	1	1	-	1	2	-	1	1	1	2	-

**The information is as on the date of this Offer Document.*
This information for the financial years is based on issues listed during such financial year.

Track record of past issues handled by the Book Running Lead Managers

For details regarding the track record of the Book Running Lead Managers, as specified in the SEBI circular bearing reference number CIR/MIRSD/1/2012 *dated* January 10, 2012 issued by SEBI, please see the websites of the Book Running Lead Managers, as set forth in the table below:

Sr. No.	Name of Book Running Lead Managers	Website
1.	Motilal Oswal Investment Advisors Limited	www.motilaloswalgroup.com
2.	Equirus Capital Private Limited	www.equirus.com

For further details in relation to the BRLMs, see "*General Information*" on page 106.

Stock Market Data of Equity Shares

This being an initial public offer of Equity Shares of our Company, the Equity Shares are not listed on any stock exchange as of the date of this Red Herring Prospectus and accordingly, no stock market data is available for the Equity Shares.

Mechanism for redressal of Investor Grievances

The Registrar Agreement provides for the retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, subject to agreement with our Company for storage of such records for longer period, to enable the investors to approach the Registrar to the Offer for redressal of their grievances. The Registrar to the Offer shall obtain the required information from the Self Certified Syndicate Banks for addressing any clarifications or grievances of application supported by blocked amount Bidders.

All grievances in relation to the Bidding process, other than of Anchor Investors 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, Bid cum Application Form number, Bidder DP ID, Client ID, PAN, UPI ID, 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 the name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the Book Running Lead Managers where the Bid cum Application Form was submitted by the Anchor Investor.

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders. Our Company, the Selling Shareholders, the Book Running Lead Managers 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 applicable SEBI ICDR Regulations.

Investors can contact our Company Secretary and Compliance Officer, the BRLMs and/or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode. For all Offer related queries and for redressal of complaints, Bidders may also write to the BRLMs, in the manner provided below.

Pursuant to the SEBI ICDR Master Circular read with circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 (“**March 2021 Circular**”), amended by the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 (“**June 2021 Circular**”), each to the extent not rescinded by the SEBI ICDR Master Circular, SEBI has identified the need to put in place measures, in order to manage and handle investor issues arising out of the UPI Mechanism *inter alia* in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemic issues faced by Designated Intermediaries/SCSBs and failure to unblock funds in cases of partial allotment/non allotment within prescribed timelines and procedures.

In terms of SEBI ICDR Master Circular and subsequent circulars issued by the SEBI, as may be applicable and each to the extent not rescinded by the SEBI ICDR Master Circular, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned

SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, in terms of SEBI ICDR Master Circular read with the March 2021 Circular, and the June 2021 Circular, as amended by the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, each to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

Separately, pursuant to the SEBI ICDR Master Circular and the March 2021 Circular (each to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations), the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism, for public issues opening on or after May 1, 2021, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount; and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted/partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalization of the Basis of Allotment till the date of actual unblock

In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the Book Running Lead Managers shall compensate the investors at the rate higher of ₹100 or 15% per annum of the application amount for the period of such delay. Further, in terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the Book Running Lead Managers, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

Disposal of Investor Grievances by our Company

Our Company has obtained authentication on the SEBI SCORES platform and will comply with the SEBI master circular (SEBI/HO/OIAE/IGRD/P/CIR/2022/0150) dated November 7, 2022, the SEBI circular (SEBI/HO/OIAE/IGRD/CIR/P/2023/156) dated September 20, 2023 and the SEBI circular (SEBI/HO/OIAE/IGRD/CIR/P/2023/183) dated December 1, 2023 in relation to redressal of investor grievances through SCORES.

Our Company has not received any investor grievances in the last three Fiscals prior to the filing of this Red Herring Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of filing of this Red Herring Prospectus. Our Company estimates that the average time required by our Company or the Registrar to the Offer or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 7 days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Priyanka Aggarwal as the Company Secretary and Compliance Officer for the Offer, and she may be contacted in case of any pre-Offer or post-Offer related problems. For details, see "*General Information*" on page 106.

Our Company has also constituted a Stakeholders' Relationship Committee comprising of Prakash D. Shah, Prerak Goel and Kamal Sandeep Shanbhag as members, to review and redress shareholder and investor grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer and issue of duplicate shares. For further details, see "*Our Management*" on page 306.

As on the date of this Red Herring Prospectus, our Company does not have any listed subsidiaries. Further, as on the date of this Red Herring Prospectus, our Company does not have a corporate promoter.

The Selling Shareholders has, authorised the Company Secretary and Compliance Officer of our Company, and the Registrar to the Offer to redress, on its behalf, any complaints or investor grievances received from Bidders in respect of the Offered Shares.

Other confirmations

Any person connected with the Offer shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Offer, except for fees or commission for services rendered in relation to the Offer.

None of our Promoters, individual members of our Promoter Group, Directors appear in the list of directors of the struck-off companies issued by the registrar of companies / Ministry of Corporate Affairs. Further, none of the entities forming part of the Promoter Group and our Group Companies appear in the list of struck-off companies issued by the registrar of companies / Ministry of Corporate Affairs.

Exemption from complying with provisions of securities laws, if any, granted by SEBI

Our Company has not sought or received any exemption by SEBI from complying with any provisions of securities laws, as on the date of this Red Herring Prospectus.

SECTION VII - OFFER RELATED INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued, transferred and Allotted pursuant to the Offer shall be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, the SCRA, the SCRR, our Memorandum of Association and our Articles of Association, the SEBI Listing Regulations, the terms of this Red Herring Prospectus, the Prospectus, the abridged prospectus, the Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice 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 the SEBI, the Government of India, the Stock Exchanges, the RBI, the RoC and/or any 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.

The Offer

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders. The fees and expenses relating to the Offer shall be borne by each of our Company and the Selling Shareholders in the manner agreed to among our Company and the Selling Shareholders and in accordance with applicable law. The Selling Shareholders shall reimburse our Company for any expenses paid in relation to the Offer by the Company on behalf of the Selling Shareholders.

Ranking of the Equity Shares

The Equity Shares being issued, transferred and Allotted pursuant to the Offer shall be subject to the provisions of the Companies Act, 2013, the SEBI ICDR Regulations, the SEBI Listing Regulations, the SCRA, the SCRR, the Memorandum of Association and our Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares, including in respect of the right to receive dividend and voting. 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. For more information, see "*Description of Equity Shares and Terms of the Articles of Association*" on page *522*.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to our Shareholders in accordance with the provisions of Companies Act, our Memorandum of Association and our Articles of Association and provisions of the SEBI Listing Regulations and other applicable law. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable law. For more information, see "*Dividend Policy*" and "*Description of Equity Shares and Terms of the Articles of Association*" on pages 326 and *522*, respectively.

Face value, Offer Price, Floor Price and Price Band

The face value of each Equity Share is ₹ 5 and the price at the lower end of the Price Band is ₹ [●] per Equity Share ("**Floor Price**") and at the higher end of the Price Band is ₹ [●] per Equity Share ("**Cap Price**"). The Offer Price is ₹ [●] per Equity Share. The Anchor Investor Offer Price is ₹ [●] per Equity Share.

The Offer Price, Price Band and the minimum Bid Lot will be decided by our Company in consultation with the BRLMs and shall be advertised in all editions of Financial Express, an English national daily newspaper, all editions of Jansatta, a Hindi national daily newspaper all editions of Navshakti, Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located), each with wide circulation, and advertised at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges to upload on their respective websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price shall be pre-filled in the Bid cum Application Forms available at the website of the Stock Exchanges, on the basis of assessment of market demand for the Equity Shares offered by way of the Book Building Process.

The Offer Price shall be determined by our Company, in consultation with the BRLMs, after the Bid/Offer Closing Date.

At any given point of time, there shall be only one denomination of Equity Shares.

Compliance with Disclosure and Accounting Norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of Shareholders

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

- right to receive dividends, if declared;
- right to attend general meetings and exercise voting rights, unless prohibited by law;
- right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
- right to receive offers for rights Equity Shares and be allotted bonus Equity Shares, if announced;
- right to receive surplus on liquidation, subject to any statutory and preferential claim(s) being satisfied;
- right of free transferability, subject to applicable laws including any rules and regulations prescribed by the RBI and other applicable law; and
- such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations and our Articles of Association and other applicable laws.

For a detailed description of the main provisions of our Articles of Association relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see "*Description of Equity Shares and Terms of the Articles of Association*" on page *522*.

Allotment only in Dematerialised form

In terms of Section 29 of the Companies Act, 2013, and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, the following agreements have been signed among our Company, the respective Depositories and the Registrar to the Offer:

- tripartite agreement dated June 25, 2022, among our Company, NSDL and the Registrar to the Offer; and
- tripartite agreement dated June 15, 2022, among our Company, CDSL and the Registrar to the Offer.

For details in relation to the Basis of Allotment, see "*Offer Procedure*" beginning on page 501.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will be only in dematerialised form in multiples of [●] Equity Shares subject to a minimum Allotment of [●] Equity Shares. For details of basis of allotment, see "*Offer Procedure*" on page 501.

Joint Holders

Subject to the provisions contained in our Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they shall be deemed to hold the same as joint tenants with benefits of survivorship.

Jurisdiction

The courts of Mumbai, India will have exclusive jurisdiction in relation to the Offer.

Nomination Facility to Bidders

In accordance with Section 72 of the Companies Act, 2013, and the rules framed thereunder, 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 nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation. 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 and Corporate 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 our 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, interests, bonuses or other monies 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 dematerialised mode there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participants of the Bidder would prevail. If the Bidders wish to change the nomination, they are requested to inform their respective Depository Participants.

Bid/Offer Period

BID/OFFER OPENS ON	Thursday, December 19, 2024[(1)]
BID/OFFER CLOSES ON	Monday, December 23, 2024 [(2)]

[(1)] *Our Company may, in consultation with the BRLMs, consider participation by Anchor Investors. The Anchor Investor Bid/Offer Period shall be Wednesday, December 18, 2024, i.e., one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations.*

[(2)] *UPI mandate end time and date shall be 5:00 pm on the Bid / Offer Closing Date.*

An indicative timetable in respect of the Offer is disclosed below:

Event	Indicative Date
Bid/Offer Closing Date	Monday, December 23, 2024
Finalization of Basis of Allotment with the Designated Stock Exchange	On or about Tuesday, December 24, 2024
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA*	On or about Thursday, December 26, 2024
Allotment of Equity Shares/ Credit of Equity Shares to dematerialised accounts of Allottees	On or about Thursday, December 26, 2024
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about Friday, December 27, 2024

* *In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii)any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/partially allotted Bids, exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI ICDR Master Circular and the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 to the extent these have not been rescinded by the SEBI ICDR Master Circular, the SEBI RTA Master Circular, and SEBI RTA Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs and the relevant intermediaries, to the extent applicable.*

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no.

SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 (to the extent these have not been rescinded by the SEBI RTA Master Circular), and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation on our Company, the Selling Shareholders or the BRLMs.

While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges within three Working Days from the Bid / Offer Closing Date, or such other period as prescribed by the SEBI are taken, the timetable may be extended due to various factors, such as extension of the Bid / Offer Period by our Company in consultation with the BRLMs, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges, and delay in respect of final certificates from SCSBs. 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 confirms that they shall extend complete co-operation required by our Company and the BRLMs for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within three Working Days from the Bid / Offer Closing Date, or within such other period as prescribed by SEBI.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working Days from the Bid / Offer Closing Date or such other time as prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking, in the manner specified in the UPI Circulars, to the extent applicable, which for the avoidance of doubt, shall be deemed to be incorporated herein. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Any circulars or notifications from SEBI after the date of this Red Herring Prospectus may result in changes to the listing timelines. Further, the offer procedure is subject to change to any revised SEBI circulars to this effect.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in 'offshore transactions' in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the 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 BRLMs will be required to submit reports of compliance with listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Submission of Bids (Other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and revision in Bids	Only between 10.00 a.m. and 5.00 p.m. IST
Bid/Offer Closing Date*	
Submission of electronic applications (Online ASBA through 3-in-1 accounts) – For RIBs other than QIBs and NIBs	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through online channels like Internet Banking Mobile Banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹500,000)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Bid/Offer Period (except the Bid/Offer Closing Date)	

Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications where Bid Amount is more than ₹500,000	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/ Revision/cancellation of Bids	
Modification of Bids by QIBs and NIB categories and modification/cancellation of Bids by Retail Individual Bidders#	Only between 10.00 a.m. and up to 5.00 p.m. IST
Upward or downward revision of Bids or cancellation of Bids by RIBs	Only between 10.00 a.m. and up to 5.00 p.m. IST

#QIBs and Non-Institutional Bidder scan neither revise their bids downwards nor cancel/withdraw their bids.

** UPI mandate end time and date shall be at 05:00 p.m. on Bid/ Offer Closing Date.*

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSB's shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the Book Running Lead Managers and the RTA on a daily basis, as per the format prescribed in SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids. 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 or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

On the Bid/Offer Closing Date, the Bids shall be uploaded until:

i. 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, 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 Bidders.

On the Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received from Retail Individual Bidders 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 shall be processed only after the application monies are blocked in the ASBA Account and Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/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 Bid/Offer Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids and any revision in Bids will be accepted only during Monday to Friday (excluding any public holiday) during the Bid/ Offer Period. Bidders may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101-6 dated July 6, 2006 issued by BSE and NSE, respectively, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges.

In case of any discrepancy in the data entered in the electronic book *vis-a-vis* data contained in the physical Bid cum Application Form, for a particular Bidder, the details of the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

Our Company, in consultation with the BRLMs, reserve the right to revise the Price Band during the Bid/Offer Period, provided that the revised Cap Price shall be less than or equal to 120% of the revised Floor Price, the Floor Price shall not be less than the face value of the Equity Shares, and that 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. Provided that, the Cap Price of the Price Band shall be at least 105% of the Floor Price.

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

Minimum subscription

In the event our Company does not receive (i) a minimum subscription of 90% of the Fresh Issue on the Bid/Offer Closing Date, and (ii) a minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR, including through devolvement of Underwriters, as applicable, within sixty (60) days from the date of Bid Closing Date, or if the subscription level falls below the thresholds mentioned above after the Bid Closing Date, on account of withdrawal of applications or after technical rejections or any other reason, or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares being offered under this Red Herring Prospectus, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI circular bearing no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023. If there is a delay beyond four days or such time as may be prescribed, our Company and every Director of our Company who is an officer in default, to the extent applicable, shall pay interest as prescribed under applicable law.

The requirement for minimum subscription is not applicable to the Offer for Sale.

In the event of an undersubscription in the Offer, the Equity Shares will be Allotted in the following order:

i. such number of Equity Shares will first be Allotted by our Company such that 90% of the Fresh Issue portion is subscribed;

ii. upon achieving (i), all the Equity Shares offered for sale in the Offer for Sale by Selling Shareholders will be Allotted; and

iii. once Equity Shares have been Allotted as per (i) and (ii) above, such number of Equity Shares will be Allotted by our Company towards the balance 10% of the Fresh Issue portion.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall be not less than 1,000.

Arrangement for disposal of odd lots

Since the Equity Shares will be traded in dematerialised form only and the market lot for the Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

New Financial Instruments

Our Company is not issuing any new financial instruments through the Offer.

Restrictions on Transfer and Transmission of Equity Shares

Except for lock-in of the pre-Offer capital of our Company, the Minimum Promoters' Contribution and the Anchor Investor lock-in in the Offer as detailed in "*Capital Structure – Details of the Equity Shares to be locked-in for three years from the date of Allotment as Minimum Promoter's Contribution are set forth in the table below*:*" on page 123, and except as provided in the Articles of Association as detailed in "*Description of Equity Shares and Terms of the Articles of Association*" on page 522, there are no restrictions on transfers and transmission of Equity Shares and on their consolidation/splitting.

Option to receive Equity Shares in Dematerialized Form

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchanges.

Withdrawal of the Offer

The Offer shall be withdrawn in the event that 90% of the Fresh Issue portion of the Offer is not subscribed. Our Company in consultation with the BRLMs, reserves the right not to proceed with the entire or portion of the Offer for any reason at any time after the Bid / Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the same newspapers, in which the pre-Offer advertisements were published, within two days of the Bid/Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. Further, the Stock Exchanges shall be informed promptly in this regard by our Company and the BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank(s) to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. In the event of withdrawal of the Offer and subsequently, plans of a fresh offer by our Company, a fresh draft red herring prospectus will be submitted again to SEBI. Notwithstanding the foregoing, the Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment and within three Working Days or such other period as may be prescribed, and the final RoC approval of the Prospectus after it is filed with the RoC. If Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law.

OFFER STRUCTURE

Initial public offering of up to [●] Equity Shares bearing face value of ₹ 5 each for cash at a price of ₹ [●] per Equity Share aggregating to up to ₹ [●] million comprising a Fresh Issue of up to [●] Equity Shares aggregating up to ₹ 1,750.00 million and an Offer for Sale of up to 4,640,888 Equity Shares aggregating up to ₹ [●] million, by Selling Shareholders.

The Offer and Net Offer shall constitute [●] % and [●] %, respectively, of the post-Offer paid-up Equity Share Capital of our Company.

The Offer is being made through the Book Building Process, in compliance with Regulation 32(1) of the SEBI ICDR Regulations:

Particulars	QIBs(1)	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment/allocation* (2)	Not more than [●] Equity Shares	Not less than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and RIBs	Not less than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and Non- Institutional Bidders
Percentage of Offer Size available for Allotment/allocation	Not more than 50% of the Offer shall be available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Offer. ○ The allotment to each Non- Institutional Bidder shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be available for allocation out of which (a) one third of such portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹0.2 million and up to ₹1.00 million; and (b) two third of such portion available to Non- Institutional Bidders shall be reserved for applicants with application size of more than ₹1.00 million, provided that the unsubscribed portion in either the sub-categories mentioned above may be allocated to applicants in the other sub-category of Non-Institutional Bidders	Not less than 35% of the Offer
Basis of Allotment/ allocation if respective category is oversubscribed	Proportionate as follows (excluding the Anchor Investor Portion): a) up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and b) up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to 60% of the QIB Portion (of up to [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors of	The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: a) one third of the portion available to Non-Institutional Bidders being [●] Equity Shares are reserved for Bidders Biddings more than ₹0.20 million and up to ₹1.00 million; and b) two third of the portion available to Non-Institutional Bidders being [●] Equity Shares are reserved for Bidders Bidding more than ₹1.00 million.	The allotment to each RIB shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be Allotted on a proportionate basis. For further details, see "*Offer Procedure*" on page 501.

Particulars	QIBs[1]	Non-Institutional Bidders	Retail Individual Bidders
	which one-third shall be available for allocation to domestic Mutual Funds only, subject to valid Bids being received from Mutual Funds at or above the Anchor Investor Allocation Price	Provided that the unsubscribed portion in either of the categories specified in (a) or (b) above, may be allocated to Bidders in the other sub-category of Non- Institutional Portion in accordance with SEBI ICDR Regulations. For details, see "*Offer Procedure*" on page 501.	
Minimum Bid	[●] Equity Shares in multiples of [●] Equity Shares such that the Bid Amount exceeds ₹0.20 million	Such number of Equity Shares in multiples of [●] Equity Shares such that the Bid Amount exceeds ₹0.20 million	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer, (excluding the Anchor portion) subject to applicable limits to the Bidder	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer, (excluding the QIB portion) subject to limits applicable to the Bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹0.20 million
Mode of Bidding	Through ASBA process only (except Anchor Investors). In case of UPI Bidders, ASBA process will include the UPI Mechanism.		
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Mode of Allotment	Compulsorily in dematerialised form		
Allotment Lot	A minimum of [●] Equity Shares and in multiples of one Equity Share thereafter		
Trading Lot	One Equity Share		
Who can apply[4]	Public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, Mutual Funds, FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, FVCIs registered with SEBI, multilateral and bilateral development financial institutions, state industrial development corporation, insurance companies registered with IRDAI, provident fund (subject to applicable law) with minimum corpus of ₹250 million, pension fund with minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the GoI through resolution F. No.2/3/2005-DD-II dated November 23, 2005, the insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs, in accordance with applicable laws.	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions, societies, trusts, family offices and FPIs who are individuals, corporate bodies and family offices which are re-categorised as Category II FPIs and registered with SEBI.	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the karta)
Terms of Payment	**In case of Anchor Investors:** Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids[3]		

Particulars	QIBs[(1)]	Non-Institutional Bidders	Retail Individual Bidders
	In case of all other Bidders: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder or by the Sponsor Bank(s) through the UPI Mechanism (other than Anchor Investors) that is specified in the ASBA Form at the time of submission of the ASBA Form		

* *Assuming full subscription in the Offer.*

(1) *Our Company and the Selling Shareholders in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Offer Price, on a discretionary basis subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹100 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹50 million per Anchor Investor, and (iii) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million or part thereof will be permitted, subject to minimum allotment of ₹50 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹100 million. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors, which price shall be determined by our Company and the Selling Shareholders in consultation with the BRLMs.*

(2) *Subject to valid Bids being received at or above the Offer Price. The Offer is made in accordance with the Rule 19(2)(b) of the SCRR and is being made through the Book Building Process, in compliance with Regulation 6(1) of the SEBI ICDR Regulations.*

(3) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms, provided that any difference between the price at which Equity Shares are allocated to the Anchor Investors and the Anchor Investor Offer Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN. For details of terms of payment of applicable to Anchor Investors, see General Information Document available on the website of the Stock Exchanges and the BRLMs. Anchor Investors are not permitted to participate in the Offer through the ASBA process.*

(4) *In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder is required in the Bid cum Application Form and such First Bidder will be deemed to have signed on behalf of the joint holders.*
Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

(5) *Subject to valid bids being received at or above the Offer Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the BRLMs, and the Designated Stock Exchange, subject to applicable laws. In case of under-subscription in the Offer, after meeting the minimum subscription requirement of 90% of the Fresh Issue, the balance subscription in the Offer will be met in the following order of priority: (i) through the sale of Offered Shares being offered by the Selling Shareholders in the Offer for Sale; and (ii) through the issuance of balance part of the Fresh Issue. In the event of under-subscription in the Offer, Equity Shares shall be allocated in the manner specified in "Terms of the Offer" on page* 491.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see "*Terms of the Offer*" on page 491.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

The Bids by FPIs with certain structures as described under "*Offer Procedure - Bids by Foreign Portfolio Investors*" on page 507 and having same PAN will be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) will be proportionately distributed.

OFFER PROCEDURE

*All Bidders should read the General Information Document for Investing in Public Offers prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020, and the UPI Circulars (the "**General Information Document**") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer especially in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.*

Additionally, Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders/Applicants; (v) issuance of CAN and allotment in the ; (vi) general instructions (limited to instructions for completing the Bid Form); (vii) submission of Bid cum Application Form; (viii) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (ix) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (x) mode of unblocking intimation/making refunds, as applicable; (xi) Designated Date; (xii) interest in case of delay in allotment or refund; and (xiii) disposal of applications and electronic registration of bids.

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective till June 30, 2019.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). Subsequently, however, SEBI vide its Circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 had extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders ("**UPI Phase III**"), and modalities of the implementation of UPI Phase III has been notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, had introduced certain additional measures for streamlining the process of initial public issues and redressing investor grievances. Subsequently, the SEBI RTA Master Circular consolidated the aforementioned circulars (excluding SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023) and rescinded these circulars to the extent relevant for the RTAs. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories).In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in T+3 Circular shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and book running lead managers shall continue to coordinate with intermediaries involved in the said process.*

Furthermore, pursuant to SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, read with the SEBI ICDR Master Circular, has prescribed that all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism. Subsequently, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. The BRLMs shall, in their sole discretion, identify and fix the liability on such *intermediary or entity responsible for such delay in unblocking. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended by the SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.*

The BRLMs shall be the nodal entity for any issues arising out of public Issuance process.

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI Circular. No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and BRLMs shall continue to coordinate with intermediaries involved in the said process.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable).

In order to streamline the bidding process and to ensure the orderly development of securities market, the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Thereafter, all intermediaries / market infrastructure institutions shall ensure that appropriate systemic and procedural arrangements are made within three months from the date of issuance of SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022.

Our Company and the BRLMs are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Red Herring Prospectus and the Prospectus.

Further, our Company, the Selling Shareholders and the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in the Offer. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Red Herring Prospectus and the Prospectus.

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulations 31 and 32(1) of the SEBI ICDR Regulations, through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, 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-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the Net QIB Portion 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, subject to availability of Equity Shares in the respective categories, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders (out of which (i) one third shall be reserved for Bidders with Bids exceeding ₹0.20 million and up to ₹1.00 million, and (ii) two-thirds shall be reserved for Bidders with Bids exceeding ₹ 1.00 million provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders), and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Offer Price. Undersubscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories. In the event of under-subscription, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, the Allotment of Equity Shares shall be made towards subscription of the Fresh Issue.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including the DP ID, Client ID, PAN and UPI ID, for UPI Bidders using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, in compliance with applicable laws.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press releases dated June 25, 2021, September 17, 2021, March 30, 2022 and March 28, 2023.

Phased implementation of Unified Payments Interface

SEBI has issued UPI Circulars in relation to streamlining the process of public offer of *inter alia*, equity shares and convertibles by introducing an alternate payment mechanism using UPI. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019, or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase was applicable from July 1, 2019 and the continuation of this phase was extended until March 31, 2020 *vide* SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019. Under this phase, submission of the ASBA Form by UPI Bidders through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds was discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continued to be six Working Days during this phase. Further, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, this phase was extended till further notice.

Phase III: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, *vide* SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("**T+3 Notification**"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The Offer is being made under Phase III of the UPI (on a mandatory basis).

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one Working day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the applicable law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post–Offer BRLMs will be required to compensate the concerned investor.

Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. The Offer is being made under Phase III of the UPI Circulars. The Company will be required to appoint one of the

SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders using the UPI Mechanism.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such SCSBs make an application as prescribed in Annexure I of SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable). Such application shall be given only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹ 500,000, shall use UPI. Individual investors bidding under the Non-Institutional Portion bidding for more than ₹ 200,000 and up to ₹ 500,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

For further details, refer to the "*General Information Document*" available on the websites of the Stock Exchanges and the BRLMs.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at relevant Bidding Centres and at our Registered Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid/Offer Opening Date.

Copies of the Anchor Investor Application Form will be available with the BRLMs.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. UPI Bidders are mandatorily required to use the UPI Mechanism for submitting their bids to Designated Intermediaries and are allowed to use ASBA Process by way of ASBA Forms to submit their bids directly to SCSBs. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

All ASBA Bidders must provide either (i) bank account details and authorisation to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form; or (ii) the UPI ID (in case of UPI Bidders), as applicable, in the relevant space provided in the ASBA Form and the ASBA Form that does not contain such details are liable to be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable for rejection.

ASBA Bidders shall ensure that the Bids are made through ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub- Syndicate Members, Registered Brokers, RTAs or CDPs or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers. RIBs authorizing an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers and QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, Sub- Syndicate member(s), Registered Brokers, RTAs or CDPs. For Anchor Investors, the Anchor Investor Application Form will be available at the offices of the BRLMs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank, as applicable at the time of submitting the Bid. In order to ensure timely information to Bidders, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

The Sponsor Bank shall host a web portal for intermediaries (closed user group) from the date of Bid/Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

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, including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non- repatriation basis	White
Non-Residents including FPIs, Eligible NRIs applying on a repatriation basis, FVCIs and registered bilateral and multilateral institutions	Blue
Anchor Investors	White

* *Excluding electronic Bid cum Application Forms Notes:*

(1) *Electronic Bid cum Application forms and the abridged prospectus will also be available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com)*

(2) *Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLMs*

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Bid details in the electronic bidding system of the Stock Exchanges. For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds.

Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms (except Bid cum Application Forms submitted by UPI Bidders Bidding through the UPI Mechanism) to the respective SCSB where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank(s). Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

For ASBA Forms (other than UPI Bidders using UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis through API integration to enable the Sponsor Bank to initiate UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the Bankers to the Offer) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the Bankers to the Offer. The Sponsor Banks and the Bankers to the Offer shall provide the audit trail to the BRLMs for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send alerts as specified in SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable).

For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/ Offer Closing Date ("**Cut- Off Time**"). Accordingly, UPI Bidders Bidding through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

The Sponsor Bank will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLMs in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three way reconciliation with UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

The Sponsor Banks shall host a web portal for intermediaries (closed user group) from the date of Bid/Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

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 Offer.

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 is disclosed in this Red Herring Prospectus.

c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm for the RIBs and 4.00 pm for NIBs and QIBs on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

The Equity Shares Issued in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered, may not be issued or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold only outside the United States in 'offshore transactions' as defined in, and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such issues 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 issued or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Participation by Promoters and members of our Promoter Group of the Company, the BRLMs and the Syndicate Member(s) and the persons related to Promoters, Promoter Group, BRLMs and the Syndicate Members.

The BRLMs and the Syndicate Members shall not be allowed to purchase Equity Shares in the Offer in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLMs and the Syndicate Member(s) may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Member(s), shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither (i) the BRLMs or any associates of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs other than individuals, corporate bodies and family offices which are associate of the BRLMs or pension funds sponsored by entities which are associates of the BRLMs nor (ii) any "person related to the Promoters/ Promoter Group" shall apply in the Offer under the Anchor Investor Portion.

For the purposes of this section, a QIB who has any of the following rights shall be deemed to be a "person related to the Promoters/ Promoter Group": (a) rights under a shareholders' agreement or voting agreement entered into with the Promoters or Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board.

Except for Mutual Funds, AIFs or FPIs other than individuals, corporate bodies and family offices sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associates of the BRLMs, no BRLMs or its respective associates can apply in the Offer under the Anchor Investor Portion.

Further, an Anchor Investor shall be deemed to be an associate of the BRLMs, if: (a) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, amongst the Anchor Investor and the BRLMs.

Further, except for the sale of Equity Shares by the Selling Shareholders in the Offer, our Promoters and members of the Promoter Group shall not participate by applying for Equity Shares in the Offer.

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 Bid cum Application Form. Failing this, our Company in consultation with the BRLMs, reserve 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 NAV in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific 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 Eligible Non Resident Indians

Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their respective SCSB or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non- Resident External ("**NRE**") accounts (including UPI ID, if activated), or Foreign Currency Non-Resident ("**FCNR**") Accounts, and eligible NRI Bidders bidding on a non- repatriation basis by using Resident Forms should authorize their respective SCSB to block their Non-Resident Ordinary ("**NRO**") accounts or confirm or accept the UPI mandate request (in case of UPI Bidders using the UPI Mechanism) for the full Bid Amount, at the time of the submission of the Bid cum Application Form. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a 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). Participation by Eligible NRIs in the Offer shall be subject to the FEMA Rules. Only Bids accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment. By way of Press Note 1 (2021 Series) dated March 19, 2021, issued by the DPIIT, it has been clarified that an investment made by an Indian entity which is owned and controlled by NRIs on a non-repatriation basis, shall not be considered for calculation of indirect foreign investment. For details of investment by NRIs, please see the section titled "*Restrictions on Foreign Ownership of Indian Securities*" on page 521.

Eligible NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, Eligible NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE/NRO accounts.

In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company. The limits of investments by NRIs and OCIs has been increased from 10% to 12% of the paid-up equity share capital of the Company provided that the shareholding of each NRI or OCI in the Company shall not exceed 5% of the paid-up equity share capital on a fully dilutes basis or such other limit as may be stipulated by RBI in each case from time to time by passing a special resolution.

Bids by Hindu Undivided Families

Bids by Hindu Undivided Families or HUFs should be made 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 will be considered at par with Bids/Applications from individuals.

Bids by Foreign Portfolio Investors

In terms of applicable FEMA Rules and the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of our post-offer Equity Share capital on a fully diluted basis.

Further, in terms of the FEMA Non-debt Rules, the total holding by each FPI or an investor group shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates. In terms of the FEMA Non-Debt Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is 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. FPIs who wish to participate in the offer are advised to use the Bid cum Application Form for Non-Residents (blue in colour).

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for Offer procedure, as prescribed by SEBI from time to time.

A FPI may purchase or sell equity shares of an Indian company which is listed or to be listed on a recognized stock exchange in India, and/ or may purchase or sell securities other than equity instruments. FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may offer, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time. An FPI is required to ensure that the transfer of an offshore derivative instruments issued by or on behalf of it, is subject to (a) the transfer being made to persons which fulfil the criteria provided under Regulation 21(1) of the SEBI FPI Regulations (as mentioned above from points (i) to (iv)); and (b) prior consent of the FPI is obtained for such transfer, except in cases, where the persons to whom the offshore derivative instruments are to be transferred, are pre-approved by the FPI.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

An FPI issuing offshore derivate instruments is also required to ensure that any transfer of derivative instrument is made by, or on behalf of it subject to, *inter alia*, the following conditions:

a) Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids:

b) FPIs which utilise the multi-investment manager structure;

c) Offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and

d) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

The FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for non-residents. Further, Bids received from FPIs bearing the same PAN will be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants which were issued in November 2019 to facilitate implementation of SEBI (Foreign Portfolio Investors) Regulations, 2019 (such structure "**MIM Structure**") provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected.

In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure and indicate the names of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids will be rejected. Further, in the following cases, the bids by FPIs will not be considered as multiple Bids involving (i) the MIM Structure and indicating the name of their respective investment managers in such confirmation; (ii) offshore derivative instruments ("**ODI**") which have obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration; (iv) FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager; (v) multiple branches in different jurisdictions of foreign bank registered as FPIs; (vi) Government and Government related investors registered as Category I FPIs; and (vii) Entities registered as Collective Investment Scheme having multiple share classes.

Bids by SEBI registered Venture Capital Funds, Alternative Investment Funds and Foreign Venture Capital Investors

The SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Post the repeal of the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, venture capital funds which have not re-registered as AIFs under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. The SEBI FVCI Regulations prescribe the investment restrictions on FVCIs,

Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs or FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offering.

Category I and Category II AIFs cannot invest more than 25% of the investible funds in one investee company. However, large value funds for accredited investors of Category I AIFs and Category II AIFs may invest up to 50% of the investible funds in an investee company. A Category III AIF cannot invest more than 10% of the investible funds in one investee company. However, large value funds for accredited investors of Category III AIFs may invest up to 20% of the investible funds in an investee company. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking whose shares are proposed to be listed.

Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs 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 is required to be attached to the Bid cum Application Form, failing which our Company in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended, (the "**Banking Regulation Act**"), and the Master Directions – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the bank's own paid-up share capital and reserves, ,as per the last audited balance sheet or a subsequent balance sheet, whichever is less.. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid up share capital and reserves. A banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on investment 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 the RBI. A banking company would require a prior approval of the RBI to make (i) investment in excess of 30% of the paid-up share capital of the investee company, (ii) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (iii) 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 RBI (Financial Services provided by Banks) Directions, 2016, as amended. Bids by banking Companies should not exceed the investment limits prescribed for them under the applicable laws.

Bids by Self Certified Syndicate Banks

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars (Nos. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013) dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers, prescribed under Regulation 9 the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 **(IRDA Investment Regulations**), and are based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Bidders are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, as amended, are broadly set forth below:

- 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 or health insurer;

- 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 health insurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

- the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or health insurer 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.

* *The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹0.50 million or more but less than ₹2,500,000 million.*

Insurance companies participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI, from time to time, including the IRDAI Investment Regulations for specific investment limits applicable to them.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹250.00 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 in consultation with the BRLMs 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, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250.00 million (subject to applicable law) and pension funds with a minimum corpus of ₹ 250.00 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company in consultation with the BRLMs in their 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 subject to the terms and conditions that our Company in consultation with the BRLMs may deem fit.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditors, and (iii) such other approval as may be required by the Systemically Important NBFCs, are required to be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof. Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section the key terms for participation by Anchor Investors are provided below:

a) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLMs.

b) The Bid was required to be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 100 million. A Bid could not be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate bids by individual schemes of a Mutual Fund were aggregated to determine the minimum application size of ₹ 100 million..

c) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

d) Bidding for Anchor Investors opened one Working Day before the Bid/Offer Opening Date and will completed on the same day.

e) Our Company, in consultation with the BRLMs, finalised allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion was not less than:

- maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ 100.00 million;
- minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100.00 million but up to ₹ 2,500.00 million, subject to a minimum Allotment of ₹ 50.00 million per Anchor Investor; and
- in case of allocation above ₹ 2,500.00 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500.00 million and an additional 10 Anchor Investors for every additional ₹ 2,500.00 million , subject to minimum Allotment of ₹ 50.00 million per Anchor Investor.

f) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation will be made, is required to be made available in the public domain by the BRLMs before the Bid/Offer Opening Date, through intimation to the Stock Exchanges.

g) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

h) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price

i) 50% Equity Shares allotted to Anchor Investors shall be locked–in for a period of 90 days from the date of Allotment, whereas, the remaining 50% shall be locked-in for a period of 30 days from the date of Allotment.

j) Neither the BRLMs nor any associate of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs, other than individuals, corporate bodies and family offices which are associate of the BRLMs or pension funds sponsored by entities which are associates of the BRLMs nor any "person related to the Promoters or Promoter Group" could apply in the Offer under the Anchor Investor Portion.

k) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion were not considered multiple Bids

l) For more information, see the General Information Document.

In accordance with existing regulations issued by the RBI, OCBs cannot participate in the Offer.

The above information is given for the benefit of the Bidders. Our Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in the Draft Red Herring Prospectus, this Red Herring Prospectus and as will be specified in the Prospectus.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid. In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the BRLMs are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

General Instructions

Please note that QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual bidders can revise or withdraw their Bid(s) until the Bid/ Offer Closing Date. Anchor Investors are not allowed to withdraw or lower the size of their Bids after the Anchor Investor Bidding Date.

***Do's*:**

1. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press release dated June 25, 2021, September 17, 2021, March 30, 2022 and March 28, 2023.

2. Check if you are eligible to apply as per the terms of this Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

3. Ensure that you have Bid within the Price Band;

4. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;

5. Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number or UPI ID, as applicable) in the Bid cum Application Form if you are not an UPI Bidder Bidding through the UPI Mechanism in the Bid cum Application Form and if you are an RIB using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle) in the Bid cum Application Form;

6. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time. UPI Bidders using UPI Mechanism, may submit their ASBA Forms with Syndicate Member(s), Registered Brokers, RTAs or CDPs and should ensure that the ASBA Form contains the stamp of such Designated Intermediary;

7. 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. Ensure that you use only your own bank account linked UPI ID (only for UPI Bidders using the UPI Mechanism) to make an application in the Offer;

8. In case of joint Bids, ensure that first Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the first Bidder is included in the Bid cum Application Form;

9. Ensure that the signature of the first Bidder in case of joint Bids, is included in the Bid cum Application Forms;

10. Ensure that you request for and receive a stamped acknowledgement counterfoil or acknowledgment specifying the application number as a proof of having accepted Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

11. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;

12. Ensure that when applying in the Offer using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in the link available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 for SCSBs and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 for mobile applications or at such other websites as may be prescribed by SEBI from time to time;

13. UPI Bidders bidding in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID which is UPI 2.0 certified by NPCI (only for UPI Bidders using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

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. Retail Individual Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and not with any other Designated Intermediary;

16. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form or have otherwise provided an authorisation to the SCSB or Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

17. 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 no. MRD/DoP/Cir-20/2008 dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) 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;

18. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

19. 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;

20. Ensure that the category and the investor status is indicated in the Bid cum Application Form;

21. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;

22. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;

23. Since the Allotment will be in demat form only, ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, 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, PAN and UPI ID, if applicable, available in the Depository database;

24. UPI Bidders who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;

25. In case of QIBs and NIBs, ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in);

26. Anchor Investors should submit the Anchor Investor Application Forms to the BRLMs;

27. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank by 5:00 p.m. on the Bid/ Offer Closing Date;

28. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;

29. RIBs shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RIB may be deemed to have verified the attachment containing the application details of the RIB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form;

30. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and UPI Bidders Bidding through the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form,

is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in).

31. Ensure sufficient balance in the relevant ASBA account.

32. UPI Bidders bidding using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;

33. Ensure that Bids above ₹ 500,000 submitted by ASBA Bidders are uploaded only by the SCSBs;

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure ‘A’ to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don’ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;

3. Do not Bid for a Bid Amount exceeding ₹ 0.20 million (for Bids by Retail Individual Bidders)

4. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

5. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

6. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

7. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

8. Do not submit the Bid for an amount more than funds available in your ASBA account.

9. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;

10. In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;

11. If you are a RIB and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID;

12. Anchor Investors should not Bid through the ASBA process;

13. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

14. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

15. Do not submit the General Index Register (GIR) number instead of the PAN;

16. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;

17. 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;

18. 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);

19. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;

20. Do not submit your Bid after 5.00 pm on the Bid/Offer Closing Date;

21. If you are a QIB, do not submit your Bid after 5:00 pm on the QIB Bid/Offer Closing Date;

22. Do not Bid on another ASBA Form or the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

23. Do not Bid for Equity Shares in excess of what is specified for each category;

24. 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 applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of this Red Herring Prospectus;

25. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders can revise or withdraw their Bids on or before the Bid/Offer Closing Date;

26. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres;

27. If you are an RIB which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third-party bank account or third party linked bank account UPI ID;

28. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism;

29. Do not submit more than one Bid cum Application Form for each UPI ID in case of UPI Bidders Bidding through the UPI Mechanism;

30. Do not submit a Bid cum Application Form with a third-party UPI ID or using a third-party bank account (in case of Bids submitted by UPI Bidders using the UPI Mechanism);

31. In case of ASBA Bidders (other than 3-in-1 Bids), Syndicate Member(s) shall ensure that they do not upload any bids above ₹ 0.50 million;

32. UPI Bidders Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned in the list provided on the SEBI website is liable to be rejected;

33. Do not Bid if you are an OCB; and

34. The Bidder does not have sufficient balance in relevant ASBA account.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Grounds for Technical Rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders were requested to note that Bids could be rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;

2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;

3. Bids submitted on a plain paper;

4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;

5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);

6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

7. Bids submitted without the signature of the first Bidder or sole Bidder;

8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

9. ASBA Form by the RIBs by using third party bank accounts or using third party linked bank account UPI IDs;

10. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;

11. GIR number furnished instead of PAN;

12. Bids by RIBs with Bid Amount of a value of more than ₹ 200,000 (net of retail discount);

13. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

14. Bids accompanied by stock invest, money order, postal order or cash; and

15. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Offer Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchanges. On the Bid/Offer Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received from Retail Individual Investors, after taking into account the total number of Bids received up to closure of timings for acceptance of Bid-cum-Application Forms as stated herein and as informed to the Stock Exchanges.

Further, in case of any pre-Offer or post Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer. For details of our Company Secretary and Compliance Officer, please see the section titled "*General Information*" on page 106.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. Further, Investors shall be entitled to compensation in the manner specified in the March 2021 Circular in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

For helpline details of the BRLMs pursuant to the SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, please see the section titled "*General Information – Book Running Lead Managers*" on page 106.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLMs and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares through this Red Herring Prospectus and the Prospectus except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than 1% per cent of the Offer may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the Retail Individual Bidders and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Bidders Portion, and the remaining available shares, if any, shall be allotted on a proportionate basis. Not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders. The Equity Shares available for allocation to Non-Institutional Bidders under the Non- Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders. The allotment to each Non-Institutional Bidder shall not be less than the

Minimum NIB Application Size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares

Payment into Escrow Account(s) for Anchor Investors

Our Company, in consultation with the BRLMs, in their 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(s) should be drawn in favour of:

(a) In case of resident Anchor Investors: "CONCORD ENVIRO SYSTEMS LIMITED - Anchor R Account"

(b) In case of Non-Resident Anchor Investors: "CONCORD ENVIRO SYSTEMS LIMITED - Anchor NR Account"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, and the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing this Red Herring Prospectus with the RoC, publish a pre- Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in: (i) all editions of Financial Express, an English national daily newspaper; (ii) all editions of Jansatta, a Hindi daily newspaper; and (iii) all editions of Navshakti, a Marathi daily newspaper, Marathi being the regional language of Maharashtra, where our Registered Office is located, each with wide circulation.

Our Company shall, in the pre-Offer advertisement 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 X of the SEBI ICDR Regulations.

Allotment Advertisement

Our Company, the BRLMs and the Registrar to the Offer shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in: (i) all editions of Financial Express, an English national daily newspaper; (ii) all editions of Jansatta, a Hindi daily newspaper; and (iii) all editions of Navshakti, a Marathi daily newspaper, Marathi being the regional language of Maharashtra, where our Registered Office is located, each with wide circulation.

The allotment advertisement shall be uploaded on the websites of our Company, the BRLMs and the Registrar to the Offer, before 9:00 p.m. IST, on the date of receipt of the final listing and trading approval from all the Stock Exchanges where the Equity Shares are proposed to be listed, provided such final listing and trading approval from all the Stock Exchanges is received prior to 9:00 p.m. IST on that day. In an event, if final listing and trading approval from all the Stock Exchanges is received post 9:00 p.m. IST on the date of receipt of the final listing and trading approval from all the Stock Exchanges where the Equity Shares are proposed to be listed, then the allotment advertisement shall be uploaded on the websites of our Company, the BRLMs and the Registrar to the Offer, following the receipt of final listing and trading approval from all the Stock Exchanges.

The above information is given for the benefit of the Bidders/applicants. Our Company, and the members of the Syndicate are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Signing of the Underwriting Agreement and the RoC Filing

a) Our Company and the Underwriters intend to enter into an Underwriting Agreement on or immediately after the finalisation of the Offer Price but prior to the filing of Prospectus.

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, which is reproduced below:

"*Any person who—*

(a) *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*

(b) *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*

(c) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name shall be liable for action under Section 447.*"

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹ 1 million or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹ 1 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5 million or with both.

Undertakings by our Company

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors;

- 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 shall be taken within three Working Days of the Bid/Offer Closing Date or such other period as may be prescribed by the SEBI;

- if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and applicable law for the delayed period;

- it shall not issue any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to the Bidder for making a Bid in the Offer, and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Bid in the Offer;

- the funds required for making refunds to unsuccessful Bidders 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 applicant within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

- no further offer of the Equity Shares shall be made till the Equity Shares Issued 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.;

- Promoter's contribution, if any, shall be brought in advance before the Bid/ 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 our Company does not proceed with the Offer after the Bid/Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;

- that if our Company in consultation with the BRLMs withdraw the Offer after the Bid/Offer Closing Date, our Company shall be required to file a fresh draft Offer document with SEBI, in the event our Company subsequently decides to proceed with the Offer thereafter; and

- no further offer of Equity Shares shall be made until the Equity Shares issued or offered through this Red Herring Prospectus are listed or until the Bid monies are refunded/unblocked in the ASBA Accounts on account of non-listing, under-subscription etc.

Undertakings by the Selling Shareholders

The Selling Shareholders, severally and not jointly undertake the following:

- they are legal and beneficial owner of, and has clear and marketable title to, the Equity Shares which are offered by it pursuant to the Offer for Sale;

- the Offered Shares have been held by it for a period of at least one year prior to the date of filing of this Red Herring Prospectus with SEBI

- the Equity Shares offered for sale by the Selling Shareholders in the Offer are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations, are fully paid-up and are in dematerialised form;

- they shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to the Bidder for making a Bid in the Offer, and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Bid in the Offer;

- the Equity Shares being offered for sale by the Selling Shareholders pursuant to the Offer are free and clear of any pre-emptive rights, liens, mortgages, charges, pledges or any other encumbrances and shall be in dematerialized form at the time of transfer;

- they shall deposit its Equity Shares offered for sale in the Offer in an escrow demat in accordance with the share escrow agreement to be executed between the parties to such share escrow agreement;

- that they shall provide such reasonable assistance to our Company and the BRLMs in redressal of such investor grievances that pertain to the Equity Shares held by them and being offered pursuant to the Offer;

- they shall provide such reasonable support and cooperation to our Company and the BRLMs in relation to the Equity Shares offered by them in the Offer for Sale for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges; and

- they shall not have recourse to the proceeds of the Offer until final approval for trading of the Equity Shares from the Stock Exchanges has been received.

The decisions with respect to the Price Band, the minimum Bid lot, revision of Price Band, Offer Price, will be taken by our Company in consultation with the BRLMs, in accordance with applicable law.

Utilisation of Offer Proceeds

Our Company and the Selling Shareholders, severally and not jointly, specifically confirm that all monies received out of the Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Foreign investment is permitted (except in the prohibited sectors) in Indian companies, either through the automatic route or the approval route, depending upon the sector in which foreign investment is sought to be made. The Government of India makes policy announcements on FDI through press notes and press releases. The regulatory framework, over a period of time, thus, consists of acts, regulations, press notes, press releases, and clarifications among other amendments. The DPIIT (formerly Department of Industrial Policy & Promotion) issued the Consolidated FDI Policy Circular dated October 15, 2020, with effect from October 15, 2020 (the "**FDI Policy**"), which consolidates, subsumes and supersedes all previous press note, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular.

In terms of Press Note 3 of 2020, dated April 17, 2020 ("**Press Note**"), issued by the DPIIT, the FDI Policy and the FEMA (Non-debt Instruments) Rules has been amended to state that all investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. Further, in accordance with the amendment to the Companies (Share Capital and Debentures) Rules, 2014 pursuant to notification dated May 4, 2022 issued by Ministry of Corporate Affairs, a declaration shall be inserted in the share transfer form stipulating whether government approval shall be required to be obtained under Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares, as applicable. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Offer Period.

As per the FDI Policy, FDI in companies engaged in manufacturing, which is the sector in which our Company operates, is permitted up to 100% of the paid-up share capital of such company under the automatic route.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI Policy and such transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI. For details of the aggregate limit for investments by NRIs and FPIs in our Company, see "*Offer Procedure – Bids by Eligible NRIs*" and "*Offer Procedure – Bids by Foreign Portfolio Investors*" on page 507.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer. For further details, see "*Offer Procedure*" beginning on page 501.

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 Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this 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 - DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION

ARTICLES OF ASSOCIATION OF CONCORD ENVIRO SYSTEMS LIMITED

(*New set of Articles of Association adopted pursuant to a Special Resolution passed at the Extra-ordinary General Meeting held on August 26, 2024 in substitution of and to the exclusion of the previous Articles of Association*)

The Articles of Association of the Company comprise two parts, Part A and Part B. Till the time of listing and trading of the Equity Shares of the Company on any recognised stock exchange in India pursuant to an initial public offering of the Equity Shares of the Company, Part A and Part B shall, unless the context otherwise requires, co-exist with each other. Notwithstanding anything contained herein, in the event of any conflict between the provisions of Part A and Part B of these Articles, the provisions of Parts B of these Articles shall prevail. Upon the commencement of listing and trading of the Equity Shares of the Company on any recognised stock exchange in India pursuant to an initial public offering of the Equity Shares of the Company, Part B shall automatically stand deleted, not have any force and be deemed to be removed from the Articles of Association and the provisions of the Part A shall automatically come in effect and be in force, without any further corporate or other action by the Company, directors, or its shareholders.

PART A

I - APPLICABILITY OF TABLE F

1. The regulations as contained in Tables F of Schedule I of Companies Act 2013 shall apply to the Company only so far as they are not inconsistent with any of the provisions contained in these Articles or modification thereof or are not expressly or by implication excluded from these Articles.

II - DEFINITION AND INTERPRETATION

2. **Definitions and Interpretation**

2.1. **Definition.** In these Articles:

a) "**Act**" means the (Indian) Companies Act, 2013 the rules framed thereunder and any subsequent amendment or re-enactment thereof for the time being in force.

b) "**Articles**" or "**these Articles**" means the Articles of Association of the Company, as amended from time to time.

c) "**Associate Company**" shall have the meaning ascribed to it in Section 2(6) of the Companies Act, 2013.

d) "**Board**" or the "**Board of Directors**" means the board of directors of the Company as constituted from time to time.

e) "**Business**" means the business of providing environmental engineering solutions with focus on wastewater treatment and recycling, desalination and industrial solid waste management.

f) "**Business Day**" means a day, not being a Saturday or a Sunday or a public holiday, on which banks are open for business in Mumbai, India and Mauritius, in the context of a payment being made to or from a bank in a place other than Mumbai, India or Mauritius, in such other place;

g) "**Company**" means CONCORD ENVIRO SYSTEMS LIMITED.

h) "**Director**" means a director on the Board from time to time.

i) "**Employees Stock Option Plan**" or "**ESOP**" means any employee stock option plan as formulated by the Company and approved by the Board of the Company and applicable, inter alia, to the employees and to such other persons as are eligible, under applicable Law to receive such options.

j) "**Equity Securities**" means Equity Shares, preference shares, or any other security in the share capital of the Company, debentures or any note or debt security having or containing equity or profit participation features, or any option, warrant or other security or right which is directly or indirectly convertible into or exercisable or exchangeable for Equity Shares of the Company.

k) "**Equity Shares**" means the equity shares in the issued, subscribed and paid up equity share capital of the Company.

l) "**Financial Year**" means the financial year of the Company, commencing on April 1 every year and ending on March 31 of the following year, or such other financial year of the Company as the Company may from time to time legally designate as its financial year.

m) "**Government**" or "**Governmental Authority**" means any government, statutory authority, any department, agency or instrumentality of any government, any court, tribunal or arbitral tribunal, board and the governing body of any securities exchange or Stock Exchange(s).

n) "**INR**" means Indian Rupees, the currency and legal tender of the Republic of India, for the time being in force.

o) "**Law**" shall include all applicable statutes, enactments, acts of legislature, laws, ordinances, rules, bye-laws, regulations, guidelines, policies, directions, directives and orders of any Government, and applicable international treaties and regulations, in force at the relevant time.

p) "**Memorandum**" means the memorandum of association of the Company as originally framed or altered from time to time in accordance with the Agreement, the Subscription Agreement and the Act.

q) "**Month**" means English calendar month.

r) "**Office**" means the Registered Office for time being of the Company.

s) "**Person**" shall include an individual, proprietorship, Hindu undivided family, partnership, corporation, company, unincorporated organization or association, trust or other entity, whether incorporated or not.

t) "**Promoters**" shall mean Mr. Prayas Goel and Mr. Prerak Goel.

u) "**Proxy**" includes Attorney duly constituted under a Power of Attorney.

v) **Relative**" shall have the meaning ascribed to such term in Section 2 (77) of the Act.

w) "**Related Party(ies)**" shall have the meaning ascribed to such term as defined in Section 2 (76) of the Act.

x) "**Rules**" means any rule(s) made pursuant to section 469 of the Act or such other provisions pursuant to which the Central Government is empowered to make rules, and shall include such rules as may be enacted, re-enacted or amended from time to time.

y) "**Seal**" means the Common Seal of Company.

z) "**SEBI**" shall mean the Securities and Exchange Board of India, a body established under the provisions of the Securities and Exchange Board of India Act, 1992.

aa) "**SEBI Regulations**" means the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended or reenacted from time to time, including any rules or circulars issued thereunder.

bb) "**Shareholder**" means the duly registered holder from time to time of the Equity Securities of the Company.

cc) "**Stock Exchange**" means the National Stock Exchange, the BSE Limited or such other stock exchange approved by the Board.

dd) "**Subsidiaries**" means the subsidiaries of the Company.

ee) “**Tax**” or “**Taxation**” means , to the extent applicable, all forms of taxation, duties, levies imposts and social security charges, present and future, whether direct or indirect including without limitation corporate income tax, wage withholding tax, value added tax, customs and excise duties, capital gains tax, dividend withholding tax, dividend distribution tax, land taxes, environmental taxes and duties and any other type of taxes or duties payable by virtue of any applicable national, regional or local Law or regulation and levied by any Governmental Authority; together with any interest, penalties, surcharges or fines relating to them, due, payable, levied, imposed upon or claimed to be owed in any relevant jurisdiction.

2.2. **Interpretation**

a) “In writing and Written” includes printing, lithography and other modes of representing or reproducing words in a visible form.

b) Words importing the singular number include the plural number and vice versa.

c) Words importing the masculine gender include the feminine gender.

d) Reference to a Party shall include, such Party's legal heirs, executors, administrators, successors and permitted assigns and any Persons deriving title under it, as applicable.

e) References to the shareholding of any Shareholder in the Company shall (a) refer to the shareholding of such Shareholder computed on a Fully Diluted Basis, and (b) include the shareholding of such Shareholder's Affiliates holding any shares in the Company, if any.

f) The terms “hereto”, “hereof,” “herein,” “hereby” and derivative or similar words refer to these Articles and not to any particular clause, article or section of the Articles.

g) The word “including” herein shall always mean “including, without limitation”.

h) The phrases “ordinary course of business” and “ordinary course of business consistent with past practice” refer to the business and practice of the Company as conducted prior date of execution of the Agreement;

i) Whenever the Articles refer to a number of days, such number shall refer to calendar days, unless specifically provided otherwise.

j) Headings and captions are used for convenience only and shall not affect the interpretation of these Articles.

k) Unless the context otherwise requires, words and expression used in these presents shall bear the same meaning as in the Act, or any statutory modification thereof in force at the date when these regulation become binding on the Company.

III -PUBLIC COMPANY

3. **Public Company**

3.1. The Company is a public company within the meaning of Section 2(71) of the Companies Act, 2013 and accordingly:

“public company” means a company which-

a) is not a private company and

b) has a minimum paid-up share capital as may be prescribed

Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles.

3.2. The Company may at any time convert itself into a private company within the meaning of and subject to the provisions of the Act and Rules made thereunder.

IV - SHARE CAPITAL

4. Share Capital

4.1. **Authorised Capital.** The Authorised Share Capital of the Company will be as set out under the Memorandum of Association. The Company shall have the power to alter its share capital to the extent permissible under the Act including to increase or reduce the capital, to divide the share in capital for the time being into several class and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or any condition as may be determined in such manner as may be permitted by the Act or by these Articles and to consolidate or sub-divide the shares and to vary, modify for abrogate such rights, privileges, or conditions in such manner as may for the time being be permitted by the Act or these Articles. The Board shall have power to classify or reclassify the shares into different types.

4.2. **Alteration of Capital.** The Company may from time to time change the structure of the capital, alter in any way the conditions of its memorandum relating to capital in accordance with the provisions of section 61 of the Companies Act, 2013 for all or any of the following purposes:

a. To increase its authorised share capital by such amount as it thinks expedient;

b. To consolidate and divide all or any of its share capital into shares of larger amount than its existing shares, provided that no consolidation and division which results in changes in the voting percentage of shareholders shall take effect unless it is approved by the Tribunal on an application made in the prescribed manner;

c. To 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. To sub-divide its 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; and

e. To cancel any shares which at the date of the passing of the resolution, have not been taken or agreed to be taken by any persons and diminish the amount of its share capital by the amount of the shares so cancelled. Cancellation of shares in pursuance of this sub-clause shall not be deemed to be a reduction of the capital of the Company within the meaning of the Act.

4.3. **Kinds of Share Capital**. The Company may issue different kinds of Shares in accordance with these Articles and applicable provisions of the Act and Rules including shares with differential rights as to dividend, voting or otherwise in accordance with the Act and the Rules.

4.4. **Reduction.** The Company may (subject to the provisions of Sections 55 of the Act) from time to time, by Special Resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law:

a) Its share capital;

b) Any capital redemption reserve account; or

c) Any share premium account.

4.5. **Variation of Members rights.** If at any time the share capital of the Company is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the term of issue of the shares of that class) may, subject to the provisions of the Act and the applicable Rules, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of not less than ¾ (three-fourth) of the issued shares of that class or with the sanction of a Special Resolution passed at a separate meeting of the holders of the shares of that class.

V - ISSUE AND ALLOTMENT OF SECURITIES

5. **Further Issue of securities**:

(a) Where at any time, the Company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered—

(i) 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 by sending a letter of offer subject to the following conditions, namely:

a. the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than 15 (fifteen) days, or such lesser number of days as may be prescribed, and not exceeding 30 (thirty) days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;

b. the aforesaid offer 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 to in clause a. above shall contain a statement of this right;

c. 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 disadvantageous to the Shareholders and the Company;

(ii) to employees under a scheme of employees' stock option, subject to special resolution passed by the Company and subject to the Rules and such other conditions, as may be prescribed under Law; or

(iii) to any Persons, if it is authorised by a special resolution, whether or not those Persons include the Persons referred to in clause (i) or clause (ii) above, either for cash or for a consideration other than cash, at such price as may be determined in accordance with Law, subject to the compliance with the applicable provisions of the Act and any other conditions as may be prescribed under Law.

(b) The notice referred to in (a) (i) above shall be dispatched through registered post or speed post or through electronic mode to all the existing Shareholders at least 3 (three) days before the opening of the issue.

(c) Nothing in this Article shall apply to the increase of the subscribed capital of a Company 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 a general meeting.

(d) Notwithstanding anything contained (c) above, where any debentures have been issued or loan has been obtained from any Government by the Company, and if that Government considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion.

Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty days from the date of communication of such order, appeal to the competent authority which shall after hearing the company and the Government pass such order as it deems fit.

(e) Where the Government has, by an order made under sub-clause (d), directed that any debenture or loan or any part thereof shall be converted into shares in the Company and where no appeal has been preferred to the competent authority under (d) above or where such appeal has been dismissed, the Memorandum of Association of the Company shall, where such order has the effect of increasing the authorized Share Capital of the Company, be altered and the authorized share capital of the Company shall stand increased by an amount equal to the amount of the value of shares which such debentures or loans or part thereof has been converted into.

(f) The provisions contained in this Article shall be subject to the provisions of Section 42 and Section 62 of the Act, the Rules and the applicable provisions of the Act.

6. **Private Placement of Securities.** The Company may in accordance with provisions of the Act and the applicable Rules, issue further securities by way of a private placement of its securities.

7. **Power to Issue Redeemable Preference Shares.** Subject to and in accordance with the provisions of the Act and the Companies (Share Capital and Debentures) Rules, 2014, and subject to the provisions on which any Shares may have been issued, the Company shall have the power to issue preference Shares which are, or at the option of Company, liable to be redeemed within a period not exceeding 20 (twenty) years from the date of their issue, and the resolution authorising such issue shall prescribe the manner, terms and conditions of redemption.

8. Subject to the provisions of these Articles, the shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such person on such term and conditions and at such time as Directors think fit.

9. **Bonus Shares**: The Company is hereby permitted to issue fully paid-up bonus shares to its members in the manner as set out in Section 63 of the Act and Companies (Share Capital and Debentures) Rules, 2014. Bonus shares may be issued in lieu of dividends.

10. **Buy- back of Shares:** The Company is hereby permitted to purchase its own Shares or other specified Securities in accordance with the provision of Sections 68, 69 and 70 of the Companies Act, 2013 and other applicable provisions and applicable Rules. If and to the extent permitted by Law, the Company shall also have the power to re-issue the shares or securities so bought back.

The Company may pay commission (whether absolute or conditional) to any person in connection with the subscription or procurement of subscription to its Securities, as may be determined by the Board.

11. **Shares at the Disposal of the Board of Directors**

(a) Subject to the provisions of Section 62 and other applicable provisions of the Act, and these Articles, the shares in the Capital of the Company for the time being (including any shares forming part of any increased Capital of the Company) shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to Persons in such proportion and on such terms and conditions and either at a premium or at par or at discount (subject to compliance with Section 53 of the Act) at such time as they may, from time to time, think fit, to give to any person or persons the option or right to call for any shares either at par or premium or at a discount subject to the provisions of the Act during such time and for such consideration as the Directors think fit, and may issue and allot Shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid up shares. Provided that option or right to call shares shall not be given to any Person or Persons without the sanction of the Company in the Shareholders' Meeting.

VI - CALLS ON SHARES / DEBENTURES

12. **Calls on Shares/Debentures**

12.1. The Board of Director may subject to the provisions of Section 49 of the Act from time to time to make such calls as they think fit upon the members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times and each members shall pay the amount of every call so made on him to the person and at the time and place appointed by the Directors. A call may be made payable by installments.

12.2. A call shall be deemed to have been made at the time when the resolution of the Board authorizing such call was passed.

12.3. Joint-holder of shares shall be jointly as well as severally liable for calls made on shares held by them.

12.4. No call shall exceed one fourth of the nominal amount of a share and be made payable within one month after the last preceding call was payable.

12.5. Not less than fourteen days' notice on any call shall be given specifying the time and place of payment and to whom such call be paid.

12.6. The Board may, if they think fit, receive from any member willing to advance the same, all or any part of the monies uncalled upon any shares held by him even if no part of the amount is called up, and upon all or any of the monies so advanced may (until the same would, but for such advance, become presently payable) pay interest at such rate (not exceeding 12% per annum without the sanction of the Company in the general meeting) as may be agreed upon between the member paying the sum in advance and the Board. Moneys paid in advance of calls shall not, in respect thereof, confer a right to vote or to dividend or to participate in profits. The Directors may at any time repay the amount so advanced upon giving to such member 3 (three) Months' notice in writing. Provided that option or right to call of Shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.

13. **Payment in anticipation of call may carry interest**

(a) The Board may, if it thinks fit (subject to the provisions of Section 50 of the Act) agree to and receive from any Shareholder willing to advance the same, the whole or any part of the money due upon the shares held by him beyond the sums actually called up, and upon the amount so paid or satisfied in advance or so much thereof as 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 in respect of which such advance has been made, the Company may pay interest, as the Shareholder paying such sum in advance and the Board agree upon in accordance with the provisions of the Act, provided that the money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced.

(b) No Shareholder shall be entitled to voting rights in respect of the money (ies) so paid by him until the same would but for such payment, become presently payable.

(c) The provisions of these Articles shall mutatis mutandis apply to the calls on Debentures of the Company.

VII - SECURITIES CERTIFICATE

14. **Securities Certificate**

14.1. The Company shall issue its securities in dematerialized form.

14.2. Unless the conditions of issue of any shares or debentures provide otherwise, the Company shall, within (i) 2 (two) Months after the allotment of any of its shares; (ii) within 1 (one) Month from the date of receipt of transfer request from the Depository Participant or, as the case may be, of the intimation of transmission,. credit the shares to the holders demat accounts as the case may be in accordance with the provisions of the applicable laws for the time being in force.

14.3. In case the law permits issue physical issue of shares, every certificate shall be under the Seal of the Company and shall specify the share to which it relates and amount paid thereon, and shall bear signature of at least two directors of the Company, and the secretary of the company or any person authorized by the Board of Directors in this regard.

(a) If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deems adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate, within a period of 30 days from the receipt of such lodgement. Every certificate under the Articles shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rupees two for each certificate) as the Directors shall prescribe. Provided that, no fee shall be charged for issue of a new certificate in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

Provided that notwithstanding what is stated above the Directors shall comply with such rules or regulation or requirements of any Stock Exchange or the rules made under the Act or rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable thereof In this behalf.

The provision of this Article shall mutatis mutandis apply to debentures of the company.

14.4. In respect of share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery and certificate for all securities to one of several joint shall be sufficient delivery to all such security holders.

14.5. The Company shall observe rules and conditions as may be prescribed under the Act and the Companies (Shares and Debentures) Rules, 2014 for renewal of security certificates or issue of duplicate security certificates.

VIII - FORFEITURE OF SHARES

15. **Forfeiture of Shares**

15.1. If a member fails to pay any call within the time allowed by the Board of Directors at the time of making a call or subsequently, the Board may issue final notice naming a further date (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 if the calls remain unpaid till then, the shares may be subject to forfeiture without further notice. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

15.2. Forfeited shares may be restored to the holder thereof on payment of the call money in full, before the forfeited shares are sold to other member of members of the Company or otherwise disposed of.

15.3. Any shares so forfeited shall be deemed to be the property of the Company and may be sold, re-allotted or otherwise disposed of either to existing members or to any other person upon such terms and conditions and in such manner as the Board shall think fit.

15.4. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall notwithstanding the forfeiture, be liable to pay to the Company all moneys, which at the time of forfeiture were presently payable by him to the Company in respect of the share.

15.5. The Company may receive the consideration, if any, given for the shares on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of. The transfer thereupon shall be registered as the holder share shares.

15.6. 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. There shall be no forfeiture of unclaimed dividends before the claim becomes barred by applicable Law.

IX - TRANSFER OF SHARES

16. **General:** A common form of transfer should be used.

16.1. **Director's powers to refuse to register a transfer.** Subject to the provisions of Sections 58 and 59 of the Act, these Articles and other applicable provisions of the Act or any other Law for the time being in force, the Board may, refuse to register the transfer of, or the transmission by operation of law of the right to, any securities or interest of a Shareholder in the Company. The Company shall, within 30 (thirty) days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send a notice of refusal to the transferee and transferor or to the Person giving notice of such transmission, as the case may be, giving reasons for such refusal.

Provided that, registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other Person or Persons indebted to the Company on any account whatsoever except when the Company has a lien on the shares.

Subject to the applicable provisions of the Act and these Articles, the Directors shall have the absolute and uncontrolled discretion to refuse to register a Person entitled by transmission to any shares or his nominee as if he were the transferee named in any ordinary transfer presented for registration, and shall not be bound to give any reason for such refusal and in particular may also decline in respect of shares upon which the Company has a lien.

16.2. **Instrument of Transfer**

(a) The instrument of transfer of any Share shall be in writing and all the provisions of the Act shall be duly complied with in respect of all transfer of Shares and registration thereof. The Company shall use the form of transfer, as prescribed under the Act, in all cases. In case of transfer of Shares, where the Company has not issued any certificates and where the Shares are held in dematerialised form, the provisions of the Depositories Act shall apply.

In accordance with Section 56 of the Act, the Rules and such other conditions as may be prescribed under Law, every instrument of transfer of shares held in physical form shall be in writing. In case of transfer of shares where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act shall apply. The Company shall cause to be kept a register and index of members / beneficial owners in accordance with all applicable provisions of the Companies Act, 2013 and the Depositories Act, 1996 with details of shares held in physical and dematerialised forms in any medium as may be permitted by law including in any form of electronic medium. The Company shall be entitled to keep in any State or Country outside India a branch register of beneficial owners / Register of Members, resident in that State or Country. The Register and Index of Beneficial Owners maintained by a Depository under the Depositories Act, shall be deemed to be the Register and Index (if applicable) of Shareholders and Securityholders for the purposes of these Articles.

(b) (i) An application for the registration of a transfer of the shares in the Company may be made either by the transferor or the transferee within the time frame prescribed under the Act.

(ii) Where the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee in a prescribed manner and the transferee communicates no objection to the transfer within 2 (two) weeks from the receipt of the notice.

(b) No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document.

X - TRANSMISSION OF SHARES/ DEBENTURE

17. **Transmission of Shares/Debentures**

17.1. On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or the heir of the deceased or his legal representative shall be the persons recognized by the Company as having any title or interest in the shares/ debentures.

17.2. Nothing in these Articles, shall release the estate of a deceased joint holder from any liability in respect of any share/debenture which has been jointly held by him with other persons.

17.3. Any heir or successor being owner of the shares in consequence of the death of the member, upon such evidence being produced as may properly be required by the Board elect either (i) to register his or their names as the holders of the shares or (ii) to make arrangement to transfer of shares in the way as the deceased member could have made in accordance with the transfer clause of these Articles.

17.4. If the person or persons aforesaid shall elect to transfer the shares, he shall testify his election by executing a transfer of the share, in conformity with the transfer clause of these Articles.

17.5. A person becoming holder of share on such transmission, shall become member of the Company entitled to the same dividends and advantages as his predecessors would have otherwise enjoyed, but if he be a minor, lunatic or insolvent, he shall have no voting right.

17.6. The person so becoming entitled and willing to elect to be registered holder of the share shall deliver or send to the Company a notice in writing stating that he so elects.

17.7. The Board shall register his name in place of the deceased member.

17.8. If the persons aforesaid fails to elect either to be registered himself to transfer the share, the Board on having confirmation of the event of the death of the member shall serve a notice to person asking him to comply with the requirement within three months of the issue of the notice failing which Board may thereafter withhold payment of all dividends, bonuses or other money payable in respect of the share.

17.9. If nothing is done within three months, the Company shall issue a notice in the local newspaper asking the legal heirs or the legal representative of the deceased member whether to be registered as shareholders or to transfer the said shares in conformity with these Article three months thereafter, and if nothing is done within the said period, the shares shall be liable to forfeiture and the forfeiture clause of these Articles shall prevail. The forfeited shares may be re-issued to the member at the called up value of the shares and forfeited amount be transferred to the Capital Reserve Account or dealt with as the Board of Directors shall think fit.

17.10. The Company shall have a first and paramount lien on (i) every share, not being a fully paid share, for all moneys, whether presently payable or not, called or payable in respect of the share and (ii) on all shares, not being fully paid shares, standing in the name of any person, for all moneys, presently payable by him, provided that the Board of Directors may at any time declare any share to be wholly or in part exempt from the provisions of the clause.

17.11. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

17.12. For the purpose of enforcing such lien as aforesaid the Directors may sell the Shares subject thereto in such manner as they shall think fit, but no sale shall be made:

a) Unless a sum in respect of which the lien exists is presently payable; and

b) Until the expiration of seven days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists and 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 transmission, and default shall have been made by him in payment of the sum payable as aforesaid for seven days after such notice.

The residue, if any, shall be paid to the person entitled by transmission to the shares so sold at the date of the sale.

17.13. The fully paid up Shares shall be free from all lien and in the case of partly paid up Shares the Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such Shares.

18. **COMPANY'S LIEN:**

i. On shares:

(a) The Company shall have a first and paramount lien:

(i) on every share (not being a fully paid share), for all money (whether presently payable or not) called, or payable at a fixed time, in respect of that share;

Provided that the Board may, at any time, declare any shares wholly or in part to be exempt from the provisions of this Article.

(b) Company's lien, if any, on such partly paid shares, shall extend to all Dividends payable and bonuses declared from time to time in respect of such shares.

(c) Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares. The fully Paid up shares shall be free from all lien and that in case of partly paid shares, the Company's lien shall be restricted to money called or payable at a fixed time in respect of such shares.

(d) For the purpose of enforcing such lien, the Board may sell the shares, subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such shares and may authorise one of their Shareholders to execute and register the transfer thereof on behalf of and in the name of any purchaser. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

Provided that no sale shall be made:

(i) unless a sum in respect of which the lien exists is presently payable; or

(ii) until the expiration of 14 days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

The net proceeds of any such 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. 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.

(e) No Shareholder shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

ii. On Debentures:

(a) The Company shall have a first and paramount lien:

(i) on every Debenture (not being a fully paid Debenture), for all money (whether presently payable or not) called, or payable at a fixed time, in respect of that Debenture;

Provided that the Board may, at any time, declare any Debentures wholly or in part to be exempt from the provisions of this Article.

(b) Company's lien, if any, on the Debentures, shall extend to all interest and premium payable in respect of such Debentures.

(c) Unless otherwise agreed, the registration of a transfer of Debentures shall operate as a waiver of the Company's lien, if any, on such Debentures. The fully paid up Debentures shall be free from all lien and that in case of partly paid Debentures, the Company's lien shall be restricted to money called or payable at a fixed price in respect of such Debentures.

(d) For the purpose of enforcing such lien, the Board may sell the Debentures, subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such Debentures and may authorize the debenture trustee acting as trustee for the holders of Debentures or one of the holder of Debentures to execute and register the transfer thereof on behalf of and in the name of any purchaser. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the Debentures be affected by any irregularity or invalidity in the proceedings in reference to the sale.

Provided that no sale shall be made:

(i) unless a sum in respect of which the lien exists is presently payable; or

(ii) until the expiration of 14 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 Debenture or the Person entitled thereto by reason of his death or insolvency.

The net proceeds of any such 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. The residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the Debentures before the sale) be paid to the Person entitled to the Debentures at the date of the sale.

(e) No holder of Debentures shall exercise any voting right in respect of any Debentures registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

XI - GENERAL MEETING

19. General Meeting

19.1. An annual general meeting of the Shareholders of the Company shall be held within six (6) months of the end of each financial year of the Company subject to any extension provided by the registrar of companies. Subject to the foregoing, the Board or the Parties may convene an extraordinary general meeting of the Shareholders of the Company whenever they deem appropriate.

19.2. At least Twenty-one (21) days prior written notice of every general meeting of members shall be given to all Shareholders whose names appear on the register of members of the Company. A general meeting may be called after giving shorter notice than that specified above if consent, in writing or by electronic mode, is accorded thereto —

(i) in the case of an annual general meeting, by not less than ninty-five per cent. of the members entitled to vote thereat; and

(ii) in the case of any other general meeting, by members of the company majority in number of members entitled to vote and who represent 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 meeting; or

19.3. The notice of each general meeting of Shareholders shall include an agenda setting out the place, date and time and business proposed to be transacted at the meeting, together with copies of all relevant papers connected therewith and/or proposed to be placed before or tabled at the general meeting and not business shall be transacted at such meeting unless the same has been stated in the notice convening the meeting.

19.4. The Chairman of a general meeting of the Company shall not have any second or casting vote. The Chairman of the Board shall be the Chairman for all general meetings.

19.5. Any shareholder of the Company may appoint another Person as his proxy (and in case of a corporate shareholder, an authorized representative) to attend a meeting and vote thereat on such shareholder's behalf, provided that the power given to such proxy must be in writing.

19.6. <u>Quorum.</u> The quorum for a general Meeting of the Shareholders, shall be as provided under the Act.

XII - DIRECTORS

20. Directors

20.1. <u>Qualification Shares</u>. A Director shall not be required to hold any qualification shares.

20.2. A director shall not be disqualified by reason of his holding any other office or place of profit under the company other than those mentioned in Section 188 of the Companies Act, 2013 in conjunction with his office of director, except that of auditor and may be appointed thereto upon such terms as to remuneration, tenure of office, as the case may, with the previous consent of the Company, accorded by a special resolution.

20.3. Subject to the provisions of Section 188 of the Act, the Directors shall not be disqualified from contracting with the Company either as vendors, purchasers or otherwise, nor shall any such contract or arrangement entered into by or on behalf of the Company with any company or partnership in which any director so contracting being member or so interested, be liable to account to the Company for any profit realized by any such contract or arrangement by reason of such director holding that office or of the fiduciary relation thereby established but the nature of his interest must be disclosed by him at the meeting of the Board of Directors at which the contract or arrangement is determined on, if the interest then exists, or in any other case at the first meeting of the Board of directors after the acquisition of the interest. Provided, nevertheless that such Director shall be entitled to present at the meeting and to vote as Director in respect of the contract or arrangement in which he is so interested as aforesaid and if he does so, vote shall be counted. No general notice and no renewal thereof shall be of effect unless either it is given at a meeting of a Board or the director concerned takes reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given.

20.4. The payment of sitting fees shall be governed by the policy of the Company in this regard as may be in force from time to time.

20.5. The Board of directors may fix such remuneration to be paid to a Director of the Company as they think fit, subject to section 188 of the Act, if applicable.

20.6. In addition to the remuneration payable to them in pursuance of these Articles, the Directors may be paid all traveling, hotel and other expenses property incurred by them connection of the business of the Company as the Board may determine.

20.7. No director shall retire at any general meeting of the Company and subject to the provisions of the Act and these Articles, a Director shall continue to act as such until death, resignation and/or removal, as the case may be, unless tenure of employment is fixed by the Board in writing.

20.8. The Board of directors shall have powers to appoint the Directors nominated by any lending financial institution. Such director shall not be required to retire by rotation until the arrangement with the said financial institution continues.

20.9. The Board shall also have power to fill a casual vacancy in the Board. Such casual vacancy shall be filled up by the Board of Directors at a meeting of the Board. Any person 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 as aforesaid, but he shall then be eligible for election.

20.10. **Managing Director.** The Board may subject to provisions of the Act appoint any person to be the Managing Director of the Company and may fix the remuneration to be paid to him and to determine to power exercisable and duties to be performed by such Managing Director. Subject to applicable law, an individual may be appointed as the Managing Director and Chairman of the Company at the same time.

20.11. **Company Secretary.** A company secretary may be appointed upon such terms and conditions as may be fixed by the Board.

20.12. **Additional Director**. An additional director may be appointed by the Board, upon such terms and conditions as may be fixed by the Board.

XIII - PROCEEDINGS OF BOARD

21. **Proceedings of Board**

21.1. <u>Number of Board Meetings</u>. The Board shall meet at least four (4) times in every calendar year *provided that*, not more than 120 (one hundred and twenty) days shall intervene between 2 (two) consecutive Board meetings. Subject to applicable Law, a Board meeting may also be held by video conferencing and/or any other permitted means remote participation.

21.2. <u>Convening meetings of the Board</u>. Any Director may, and the secretary of Company, if so appointed, shall on the requisition of a Director, summon a meeting of the Board, in accordance with the notice and other requirements set out below in Article 21.3 (Notice for Board Meetings).

21.3. Notice for Board Meetings. A Board meeting may be called by a Director and 14 (fourteen) days' written notice of each meeting of the Board or a committee thereof shall be given to each of the Directors at the address notified from time to time by each of them, in writing to the Company, whether in India or abroad, ***provided that*** a meeting may be convened by a shorter notice with written consent (which may be signified by letter, facsimile or e-mail with receipt acknowledged) of all the Directors..

21.4. **Contents of the Notice**.

a) Every notice of a Board meeting of the Company and/ or the Subsidiaries shall set forth in full and sufficient detail each item of the business to be transacted thereat, and no item or business shall be transacted at such Board meeting, unless the same has been stated in full and in sufficient detail in the notice convening the meeting, except as otherwise consented to by all the Directors, or their respective alternate directors.

b) The draft resolutions and other documents for all matters to be considered at the Board meetings of the Company and/ or the Subsidiaries must be furnished to all the Directors along with the notice for such Board meeting.

21.5. Decisions of the Board.), A decision shall be said to have been made and/or a resolution passed at a meeting of the Board of the Company only if at a validly constituted meeting, such decisions are approved of by a majority of the Directors, present and voting at such Board meeting. In the event there is a vacancy on the Board and an individual has been designated to fill such vacancy, the first order of business shall be to fill such vacancy.

21.6. Chairman. Each meeting of the Board shall be chaired by the Chairman nominated by the Board. The Chairman shall not have a casting vote, to resolve a deadlock in voting. In the absence of the Chairman at any meeting, the Board shall elect one of their members to chair the meeting in question.

21.7. Resolution by circulation or written consent Except for those actions required by the Act to be determined at a meeting of the Board, all decisions of the Board may be taken by circular resolution. No resolution shall be deemed to have been duly passed by a Board of the Company and/ or the Subsidiaries, or a committee thereof by circulation or written consent, unless the resolution has been circulated in draft, together with the information required to make a fully-informed good faith decision with respect to such resolution, to all Directors, or to all members of the relevant committee, at their usual address (whether in India or abroad) or through electronic means, and has been approved, by majority of the Directors.

21.8. Removal/Resignation of Directors. The Company and the Shareholders shall not remove any nominee Director. Each Party entitled to nominate a Director shall have the right to require the removal of such nominee at any time and shall be entitled, to nominate another Person as the nominee Director in place of the Person removed. In the event of the resignation, retirement or vacation of office of the Director nominated by any Party, such Party shall be entitled to nominate another Person as Director in place of such Director and the Shareholders shall exercise their rights in such manner so as to cause the appointment of such Person as nominee Director to the Board of the Company.

XIV - BORROWING POWERS

22. Subject to section 179 of the Companies Act, 2013, the Board may from time to time at their discretion raise and borrow and may themselves lend and secure the payment of any sum or sums of money for the purpose of the Company.

23. The Board may raise or secure the repayment of such sum or sums in the manner and upon such terms and conditions in all respect as they deem fit and particular by creation of any mortgage or charge on the undertaking of the whole or any part of the property, or future, or uncalled capital of the Company or by the issue of bonds, redeemable debentures or denture-stock of the Company charged upon all or any part of the property of the Company both present and future including its uncalled capital for the time being.

24. All monies hundies, bills of exchange, notes belonging to the Company shall be deposited with one or more banks as the Board of Directors may decide, into an account to be opened in the name of the Company. Cheques on the banks shall be signed by one or more of the managing directors or working directors or by the members of the staff of the Company to whom the Board assign power of attorney or empower him/them by the Board resolution.

25. The Board of Directors are authorized to open accounts with in any bank in the name of the Company and operate upon those accounts and to invest the funds of the Company in Government or other securities of any kind whatsoever and to collect interest on the same from time to time and/or endorse, transfer or otherwise deal with securities of the company.

26. The Board of Director by proper resolutions shall have the power to do all or any of the acts mentioned in the Memorandum of Association subject to section 179 of the Act.

27. The Company shall comply with the provisions of the Act, or any statutory modification thereof for the time being in force and in particular in regard to the registration of particulars of mortgages and charges affecting the property of the Company or created by it, and to keeping a register of the Directors and to send to the Registrar of Companies an annual return, statutory returns and a summary of particulars relating thereto and notice of any increase of share capital, and copies of special resolutions.

28. 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.

29. Subject to applicable Law and these Articles, any debenture, debenture – stock, bonds, or other securities may be issued at 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.

XV - DISQUALIFICATIONS OF DIRECTORS

30. The office of a director shall become vacant:

30.1. If by notice in writing to the Company a Director resigns the office of director,

30.2. If a Director ceases to be a director by virtue of the Act or becomes disqualified in accordance with provisions of Section 164 of the Companies Act, 2013,

30.3. If a Director adjudged insolvent, found lunatic or of unsound mind or involved in such offence that tell upon him as committing an act moral turpitude in the eyes of law or does such act during discharge of his duties as director as tantamount to criminal breach of trust.

XVI - ACCOUNTS AND AUDIT

31. The Board of Director shall cause true account to be kept of the sums of money received and expended by the Company, all sales and purchases of goods by the Company and the matters in respect of which such receipt and expenditure take place and of the assets, credit and liabilities of the Company.

32. The books of accounts shall be kept the registered office of the Company or at such other place or places as the Board of the directors of the Company in writing decide and shall be open to inspection by the directors during business hours.

33. The Company may keep such books of account or other relevant papers in electronic mode in the manner as prescribed under the Companies (Accounts) Rules, 2014, if the Board so decides.

34. The Board shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulation the accounts, books and documents of the Company and any of them shall be open to the inspection by the members not being the Directors and no member (not being a Director) shall have any right of inspecting any account or books or document of the Company except as conferred by statute or authorized by the Board or by the Company in general meeting.

35. Once at least in every year the accounts of the Company shall be examined and the correctness of the Balance Sheet and Profit and Loss Account ascertained by one or more statutory auditor or auditors.

36. The Company shall, at the annual general meeting, appoint an individual or a firm as an auditor who shall hold office for such period as determined by the Board and the manner and procedure of selection of auditors shall

be as prescribed under Section 139 of the Companies Act, 2013 and other applicable provisions of the Act and the Companies (Audit and Auditors) Rules, 2014, provided that the Company shall place the matter relating to such appointment for ratification by members at every annual general meetings. Eligibility, qualifications, disqualification, powers, duties and removal of auditors shall be as prescribed under the Act and Companies (Audit and Auditors) Rules, 2014 as applicable to a public company.

37. The Company may at a general meeting remove any such auditor or all or any of such auditors and appoint in his or their places any other person or persons who have been nominated for appointment by any member of the Company and whose nomination has been given to the members of the Company not earlier than three months but at least fourteen days before the date of the meeting.

XVII - DIVIDENDS AND RESERVES

38. Subject to applicable Law, the Board may from time to time recommend and pay to the member such interim divided as will appear it to be justified by the profit of the Company and the final divided including interim dividend have to be approved by the general body meeting held thereafter, which shall be payable to such members whose names appear in the members register on the date of declaration at the general body meeting.

39. The general body can't declare dividend more than recommended by the Board.

40. The Board recommend any dividend, but before that set aside out of the profit of the Company such sum as it think proper as a reserves which shall at the discretion of the Board be applicable for any purpose to which the profit of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends and pending such application, may, at the discretion, either be employed in the business of the company or to be invested in such investments (other than shares of the Company) as the Board may from time to time, think fit.

41. The Board may also carry toward any profit which it may think prudent not to divide, with or without setting aside any profit as reserve, but such decision must be supported by cogent reasons recorded in the Boards resolution and must be approved by the members in a following general meeting.

42. Subject to the rights of the persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid in cash according to and in proportion to the amounts paid or credited as paid in respect whereof the dividend is to be paid but if and so long as there be any arrears in any of the calls of the shares in the Company, dividends may be declared according to the amount of the shares already paid and the amounts of dividends may be adjusted against arrears of such calls on the shares.

43. Except as otherwise provided in these Articles, all dividends shall be apportioned and paid proportionate to the amount paid or credited as paid on the shares as on the last day of the year but if any share is issued on terms providing that they shall rank for dividend as from a particular date such share shall rank for divided accordingly.

44. The Board may deduct from any divided payable to any member all sums of money, if any presently payable be him to the Company on account of calls or otherwise in relation to the share of the Company.

45. Every divided warrant may be sent by post to last registered address of the member entitled thereto and the receipt by the person whose name at the date of declaration of the dividend appears on the Register of Members as the owner of the share or in case of joint holder, the receipt by any one of such holders shall be a good discharge to the Company for all payments made in respect of such dividend.

46. **Right to unpaid or unclaimed dividend**

(a) If the Company has declared a Dividend but which has not been paid or the Dividend warrant in respect thereof has not been posted or sent within 30 (thirty) days from the date of declaration, transfer the total amount of dividend, which remained unpaid or unclaimed within 7 (seven) days from the date of expiry of the said period of 30 (thirty) days to a special account to be opened by the Company in that behalf in any scheduled bank or private sector bank.

(b) Any money so transferred to the unpaid Dividend account of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company to the Fund established under sub-section (1) of Section 125 of the Act, viz. "Investors Education and Protection Fund".

(c) No unpaid or unclaimed Dividend shall be forfeited by the Board before the claim becomes barred by Law and such forfeiture, if effected, shall be annulled in appropriate cases.

XVIII - THE SEAL

47. The Directors shall provide for the safe custody of the seal.

48. The seal of the Company shall not be affixed to any instrument except by authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least one Director and of the secretary or such other person as the Board may appoint for the purpose; and that one Director and the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

XIX - INDEMNITY

49. The Directors, manager, auditor, secretary and other officers for the time being of the Company and any trustees for the time being acting in relation to any affairs of the Company and the heirs, executors and administrators respectively shall be indemnified for the losses which any of them shall or may incur or sustain by reason of any act done or committed in or about the execution of their duty in their respective offices of trust (except such) (if any) as they shall incur or sustain by or through their own willful neglect or default respectively) and no such officer or trustee shall be answerable for the acts, receipts, neglects or defaults of any other officer or trustee or for joining in any receipt, for the sake of conformity or for the solvency or honesty of any bankers or other person with whom any money or effects belonging to the Company may be lodged or deposited for the safe custody or for any insufficiency or deficiency or any security upon which any money of the Company shall be invested or for any other loss or damages due to any such cause as aforesaid or which may happen in or about the execution of his office or trust unless the same shall happen through the willful neglect or default of such office or trustee. This Article is subject to section 197 of the Act.

50. Every officer or agent for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings whether civil or criminal, in which judgment is given favour or in which he is acquitted.

XX - SECRECY CLAUSE

51. Every Director, (except institutional/ex-officio Director) auditor, trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company shall, if so required by the Directors before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions and affairs of the Company and all matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions of these Articles.

52. No member shall be entitled to visit or inspect any works of the Company, without the permission of the Directors or to require discovery of or any information respecting any details of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process or any other matter which may relate to the conduct of the business of the Company and which, in opinion of the Director, it would be inexpedient in the interest of the Company to disclose.

PART B

XXI - APPLICABILITY OF TABLE F

1. The regulations as contained in Tables F of Schedule I to the Companies Act, 2013, shall not apply to the Company except in so far as the same are repeated, contained or expressly made applicable in these Articles.

XXII - DEFINITION AND INTERPRETATION

2. **Definitions and Interpretation**

2.1. **Definition.** In these Articles:

a) "**Act**" means the (Indian) Companies Act, 2013 the rules framed thereunder and any subsequent amendment or re-enactment thereof for the time being in force.

b) "**Action Plan**" means the plan made and mutually agreed between the Investor and the Promoters set out in schedule 5 of the Agreement, which sets out the specific environmental, social, labour, health and safety or security and environmental measures to be undertaken by the Company and the Subsidiaries, to enable the Business of the Company and/ or the Subsidiaries to be equipped, operated and undertaken in compliance with the Performance Standards and which shall be revised in accordance with Article 41.8 on an annual basis.

c) "**Addendum Agreement**" means the subscription cum addendum agreement dated 21 March, 2016 executed by and between the Investor, the Company and the Promoters.

d) "**Affiliate**" in relation to a Person:

(i) being a corporate entity, means any entity or Person, which controls, is controlled by, or is under the common control of such Person;

(ii) being an individual, means any entity or Person, which is controlled by such individual or a Relative of such individual;

(iii) in the case of the Investor, without prejudice to the generality of the foregoing, shall include its respective limited partners and any fund or investment vehicle owned, managed, advised, controlled or promoted by the Investor (as the case maybe) or by its respective Affiliates, investment managers or investment advisors;

For the avoidance of doubt, a Competitor shall, under no circumstances be capable of being classified as an Affiliate of any Party/Parties to any of the Transaction Documents.

e) "**Agreed ESOP**" shall have the meaning ascribed to it in Article 42.

f) "**Agreement**" or "**Shareholders Agreement**" means the shareholders agreement dated 07 August, 2015 executed by and between the Investor, the Company and the Promoters, as amended from time to time.

g) "**Applicable S&E Law**" means all applicable Laws and Consents of applicable Governmental Authorities setting standards/measures concerning environmental, social, labor, health and safety or security risks, including of the type specified in the Action Plan or imposing liability for the breach thereof..

h) "**Articles**" or "**these Articles**" means the Articles of Association of the Company, as amended from time to time.

i) "**Associate Company**" shall have the meaning ascribed to it in Section 2(6) of the Companies Act, 2013.

j) "**Board**" or the "**Board of Directors**" means the board of directors of the Company as constituted from time to time.

k) “**Business**” means the business of providing environmental engineering solutions with focus on wastewater treatment and recycling, desalination and industrial solid waste management.

l) “**Business Day**” means a day, not being a Saturday or a Sunday or a public holiday, on which banks are open for business in Mumbai, India and Mauritius, in the context of a payment being made to or from a bank in a place other than Mumbai, India or Mauritius, in such other place;

m) “**Business Plan**” shall have the meaning ascribed to it in Article 41.11.

n) “**Closing**” shall have the meaning ascribed to it in the Share Subscription Agreement.

o) “**Closing Date**” shall have the meaning ascribed to it in the Share Subscription Agreement.

p) “**Company**” means CONCORD ENVIRO SYSTEMS LIMITED.

q) “**Competitor**” means any Person (resident in any part of the world), other than a Financial Investor, who derives at least 20% of its revenues on a stand-alone or consolidated basis from a business which is the same as the Business of the Company and/ or the Subsidiaries, and where such revenues are equal to or more than 75% of the consolidated revenues of the Company and the Subsidiaries as reflected in the financial statements for Financial Year immediately preceding the date of determination.

r) “**Consent**” means any permit, permission, license, approval, authorization, consent, clearance, waiver, no objection certificate or other authorization of whatever nature and by whatever name called, which is required to be granted by any Person, including any Governmental Authority.

s) “**Control**” or “**Controlling**” shall include ownership or control (whether directly or indirectly) of more than 50% (fifty per cent) of the total voting securities (calculated on a Fully Diluted Basis), whether by shareholding or contract or otherwise or control of, or the power to control, policy decisions and/or the composition of the board of directors of the other entity.

t) “**Conversion Shares**” means the Equity Shares issued upon conversion of (i) Series A CCPS in the manner described in Articles 13 to 17; or (ii) Series A1 CCPS in the manner described in Articles 18 to 22, or (iii) Series A2 CCPS in the manner described in Article 23.4.

u) “**Corporate Action Event**” means any share split, bonus issue, stock dividend, consolidation, recapitalization or recombination affecting the Equity Securities and any other transaction having the effect of any of the foregoing.

v) “**Deed of Adherence**” means the deed of adherence in the form set forth in schedule 1 of the Agreement.

w) “**Director**” means a director on the Board from time to time.

x) “**Dividend**” includes bonus.

y) “**Draft Business Plan**” shall have the meaning ascribed to it in Article 41.11.

z) “**Employees Stock Option Plan**” or “**ESOP**” means any employee stock option plan (including the Agreed ESOP) as formulated by the Company and approved by the Board of the Company and applicable, inter alia, to the employees, including those in the Key Management Team of the Company and its Subsidiaries, if any, and to such other persons as are eligible, under applicable Law to receive such options. .

aa) “**Encumbrances**” means any mortgage, pledge, equitable interest, assignment by way of security, hypothecation, claim, security interest, title defect, title retention agreement, voting trust agreement, option, lien, charge, restriction or limitation of any nature whatsoever (including any restriction or limitation imposed by way of court orders, interim awards, injunctions or any similar order or ruling issued by a Governmental Authority or other judicial / quasi-judicial authority, including restriction on use, voting rights, transfer, receipt of income or exercise of any other attribute of ownership, right of set-off, any arrangement) the purpose of, or which has the effect of, granting security, or any other security interest of any kind whatsoever, or any agreement, whether conditional or otherwise.

bb) "**Equity Securities**" means Equity Shares, preference shares, including, but not limited to, Series A CCPS, Series A1 CCPS, Series A2 CCPS, any other security in the share capital of the Company, debentures or any note or debt security having or containing equity or profit participation features, or any option, warrant or other security or right which is directly or indirectly convertible into or exercisable or exchangeable for Equity Shares of the Company.

cc) "**Equity Shares**" means the equity shares in the issued, subscribed and paid up equity share capital of the Company.

dd) "**Exempted Issuances**" means any of the following: (i) any Equity Securities issued to the Company's officers, employees, directors and other service providers pursuant to any ESOP or any other stock option plan approved by the Board of the Company, including the Investor Nominee Director, if any; (ii) any Equity Securities actually issued upon the exercise of options or upon the conversion or exchange of convertible securities, including the Series A CCPS, Series A1 CCPS, Series A2 CCPS or warrants, in each case provided such issuance is pursuant to the terms of such option, convertible security or warrant; (iii) any Equity Securities issued pursuant to a transaction described in Article 17.8(b); (iv) any Equity Securities issued in an IPO; (v) any Equity Securities issued pursuant to a capital restructuring such as a merger, amalgamation, acquisition, etc.; and (vi) any Equity Securities issued to the Investor pursuant to the anti-dilution protection provisions set forth in Article 33.

ee) "**Exit Period**" means a period commencing on expiry of 60 (Sixty) months from the Closing Date and expiring after expiry of 84 (eighty four) months from the Closing Date.

ff) "**Fair Market Value**" means the equity valuation of the requisite Equity Securities determined by a Valuer and/ or a Third Valuer in accordance with the provisions of Section XXXIV of these Articles.

gg) "**Financial Investor**" means any asset management companies, private equity/venture capital entities (whether incorporated as limited liability partnerships, trusts or companies or otherwise), mutual funds, proprietary funds, financial institutions, banks (nationalized or otherwise and domestic or international) and foreign institutional investors who are normally engaged in the business of investing for purely financial returns, provided that where such Financial Investor is controlled by a Competitor or where such Financial Investor is in control of a Competitor, shall not be considered a **Financial Investor**.

hh) "**Financial Year**" means the financial year of the Company, commencing on April 1 every year and ending on March 31 of the following year, or such other financial year of the Company as the Company may from time to time legally designate as its financial year.

ii) "**Fully Diluted Basis**" means that the calculation of shareholding is to be made assuming that (i) all Equity Securities (whether or not by their terms then currently convertible, exercisable or exchangeable), and all outstanding commitments to issue Equity Shares, membership or ownership interests, at a future date whether or not due to the occurrence of an event or otherwise, have been so converted, exercised or exchanged, (ii) that all unallocated options reserved for issuance under any ESOP have been issued and exercised and (iii) all partly paid Equity Shares (if any) have been fully paid-up.

jj) "**Government**" or "**Governmental Authority**" means any government, statutory authority, any department, agency or instrumentality of any government, any court, tribunal or arbitral tribunal, board and the governing body of any securities exchange or Stock Exchange(s).

kk) "**Identified Terms**" means the following:

(i) Lock-in (Article 30.1);

(ii) Failure of the Promoters to purchase the Offered Securities within the Purchase Period in accordance with the provisions of Article 30.5 hereof;

(iii) Pre-emptive right of the Investor (Article 24);

(iv) Anti-Dilution (Article 33) except where such right of the Investor is incapable of being exercised as a result of applicable Law;

(v) No solicitation (Article 41.2);

(vi) Non-compete (Article 41.3);

(vii) Anti-corruption (Article 41.7);

(viii) Transactions with Prohibited Persons (Article 41.9);

(ix) OFAC (Article 41.12);

(x) Greenhouse Gas Audit (Article 41.13); and

(xi) Reserved Matters as stated in Article 38.

ll) "**INR**" means Indian Rupees, the currency and legal tender of the Republic of India, for the time being in force.

mm) "**Investment Amount**" means the aggregate of Subscription Amount and Purchase Amount and such other amount as may be invested by the Investor in the Company from time to time in accordance with the provisions of the Agreement.

nn) "**Investor**" shall mean AF Holdings.

oo) "**Investor Nominee Director**" shall have the meaning ascribed to such term in Article 39.1.

pp) "**Investor Shares**" means the aggregate of Subscription Shares and the Purchase Shares, and such other Equity Securities as may be subscribed to / purchased by the Investor in the Company from time to time.

qq) "**IPO**" means the initial public offering and listing of the Equity Shares of the Company on any Stock Exchange(s)

rr) "**IWWTC Share Purchase Agreement**" means the share purchase agreement executed simultaneously with the Agreement by the Company, India Waste Water Treatment Company and the Investor.

ss) "**Key Management Team**" means the management team of the Company consisting of the managing director, whole time director, chief executive officer, chief financial officer, company secretary, head of production and head of technology at any present or future plants of the Company and the Subsidiaries, as appointed from time to time, including any persons discharging the roles and powers substantially similar to the aforesaid persons, notwithstanding their designations or any other function head or departmental head and any other employee whose cost to the Company exceeds INR 40,00,000 (Indian Rupees Forty Lakhs only) per annum.

tt) "**Law**" shall include all applicable statutes, enactments, acts of legislature, laws, ordinances, rules, bye-laws, regulations, guidelines, policies, directions, directives and orders of any Government, and applicable international treaties and regulations, in force at the relevant time.

uu) "**Listing Date**" means the date of listing of the Equity Shares on a recognized stock exchange.

vv) "**Liquidation Event**" means the commencement of any proceedings for the liquidation, dissolution or winding up of the Company either through members' or creditors' voluntary winding-up process or a court directed winding-up process.

ww) "**Liquidity Event**" means any of the following events:

(i) any merger, amalgamation, consolidation, reconstitution, restructuring or similar transaction with or into another Person following which the Company's shareholders immediately post such transaction (or series of related transactions) hold less than 50% of the outstanding voting power of the Company on a Fully Diluted Basis or the surviving or acquiring entity; or

(ii) a transaction or series of related transactions in which a Person or group of affiliated Persons (other than an underwriter of the Company's Equity Shares), acquires Equity Securities from Shareholders representing more than 50% (fifty percent) of the outstanding voting power of the Company; or

(iii) sale, transfer or other disposition of assets and properties (including tangible and intangible assets) of the Company and/ or RSS where such assets and properties constitute more than 50% (fifty percent) of the value of all assets and properties (including tangible or intangible assets) of the Company and/ or RSS;

provided, however, that a transaction shall not constitute a Liquidity Event if its sole purpose is to change the jurisdiction of the Company's incorporation or to create a holding company that will be owned in substantially the same proportions by the Persons who held the Company's Shares immediately prior to such transaction.

Notwithstanding the foregoing, the treatment of any particular transaction or series of related transactions as a Liquidity Event may be waived by the vote or written consent of the Investor.

xx) "**Management Reports**" means the management internal reports summarizing progress against the annual budget, including (i) actual versus forecast financial results, (ii) actual versus forecast capital expenditure, and (iii) progress against business development targets, as well as noting any significant operational issues.

yy) "**Memorandum**" means the memorandum of association of the Company as originally framed or altered from time to time in accordance with the Agreement, the Subscription Agreement and the Act.

zz) "**Month**" means English calendar month.

aaa) "**Office**" means the Registered Office for time being of the Company.

bbb) "**Offer for Sale**" shall include any secondary offering by the Investor pursuant to or as part of an IPO and shall include the meaning assigned to it in the SEBI Regulations.

ccc) "**Performance Standards**" means International Finance Corporation's Performance Standards on Social and Environmental Sustainability, dated January 1, 2012, copies of which have been delivered to and receipt of which have been acknowledged by the Company and the Promoters.

ddd) "**Person**" shall include an individual, proprietorship, Hindu undivided family, partnership, corporation, company, unincorporated organization or association, trust or other entity, whether incorporated or not.

eee) "**Preference Holder**" shall have the meaning ascribed to it in Article 16.1.

fff) "**Promoters**" shall mean Mr. Prayas Goel and Mr. Prerak Goel.

ggg) "**Promoter Share Purchase Agreement**" means the share purchase agreement executed concurrently with the execution of the Agreement pursuant to which the Investor shall purchase from the Promoters Equity Shares as set forth therein.

hhh) "**Proxy**" includes Attorney duly constituted under a Power of Attorney.

iii) "**Purchase Amount**" means the aggregate consideration paid by the Investor under the IWWTC Share Purchase Agreement and the Promoter Share Purchase Agreement for the acquisition of the Purchase Shares.

jjj) "**Purchase Shares**" means 11,056 (eleven thousand and fifty six) fully paid-up Equity Shares of face value of INR 100 (Rupees One Hundred only) each purchased by the Investor from India Waster Water Treatment Company, and 695 (six hundred and ninety five) Equity Shares of face value of INR 100 (Rupees One Hundred only) each purchased by the Investor from Promoters in accordance with the terms of the IWWTC Share Purchase Agreement and the Promoter Share Purchase Agreement, respectively.

kkk) “**QIPO**” means an IPO (a) pursuant to which the Equity Shares of the Company are listed on any of the Stock Exchanges, and (b) which is managed and underwritten by one or more reputable investment banking firms of recognised standing in the market where the Equity Shares are to be offered, as agreed by the Investor;

lll) **Relative**” shall have the meaning ascribed to such term in Section 2 (77) of the Act.

mmm) “**Related Party(ies)**” shall have the meaning ascribed to such term as defined in Section 2 (76) of the Act.

nnn) “**Rules**” means any rule(s) made pursuant to section 469 of the Act or such other provisions pursuant to which the Central Government is empowered to make rules, and shall include such rules as may be enacted, re-enacted or amended from time to time.

ooo) “**Seal**” means the Common Seal of Company.

ppp) “**SEBI**” shall mean the Securities and Exchange Board of India, a body established under the provisions of the Securities and Exchange Board of India Act, 1992.

qqq) “**SEBI Regulations**” means the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended or reenacted from time to time, including any rules or circulars issued thereunder.

rrr) “**Second Addendum Agreement**” means the subscription cum addendum agreement dated 26 October, 2017 executed by and between the Investor, the Company and the Promoters.

sss) “**Series A CCPS**” means the Series A fully and compulsorily convertible, non-cumulative, preference shares of the Company, each having a face value of INR 1000 (Rupees One Thousand only), and carrying such terms and conditions set out in Articles 13 to 17 hereunder, in the Subscription Agreement and the Articles.

ttt) “**Series A1 CCPS**” means the Series A1 fully and compulsorily convertible, non-cumulative, preference shares of the Company, each having a face value of INR 1000 (Rupees One Thousand only), and carrying such terms and conditions as set out in Articles 18 to 22 hereunder and in the Addendum Agreement.

uuu) “**Series A2 CCPS**” means the Series A2 fully and compulsorily convertible, non-cumulative, preference shares of the Company, each having a face value of INR 1000 (Rupees One Thousand only), and carrying such terms and conditions as set out in Article 23 and in the Second Addendum Agreement.

vvv) “**Series A Original Issue Price**” shall have the meaning as set out in the Agreement.

www) “**Series A1 Original Issue Price**” shall have the meaning as set out in the Addendum Agreement.

xxx) “**Series A2 Original Issue Price**” has the meaning as set out in the Second Addendum Agreement.

yyy) “**Shareholder**” means the duly registered holder from time to time of the Equity Securities of the Company.

zzz) “**Stock Exchange**” means the National Stock Exchange, the BSE Limited or such other stock exchange approved by the Board.

aaaa) “**Subscription Amount**” shall have the meaning as set out in the Agreement.

bbbb) “**Subscription Agreement**” or “**SSA**” means the share subscription agreement executed concurrently with the execution of the Agreement pursuant to which the Company shall issue and allot such number of Series A CCPS to the Investor as set forth therein.

cccc) “**Subsidiaries**” means RSS, CBT, Reva, CES-FZE, BWTT and CES Mexico and shall include any future subsidiaries of the Company.

dddd) "**Tax**" or "**Taxation**" means , to the extent applicable, all forms of taxation, duties, levies imposts and social security charges, present and future, whether direct or indirect including without limitation corporate income tax, wage withholding tax, value added tax, customs and excise duties, capital gains tax, dividend withholding tax, dividend distribution tax, land taxes, environmental taxes and duties and any other type of taxes or duties payable by virtue of any applicable national, regional or local Law or regulation and levied by any Governmental Authority; together with any interest, penalties, surcharges or fines relating to them, due, payable, levied, imposed upon or claimed to be owed in any relevant jurisdiction.

eeee) "**Third Party**" means any Person other than the Parties to the Agreement or any Affiliates of any Parties to this Agreement.

ffff) "**Third Valuer**" shall have the meaning ascribed to the term in Article 82 below.

gggg) "**Tranche I Investment**" shall have the meaning ascribed to it in the Share Subscription Agreement.

hhhh) "**Tranche II Closing Date**" shall have the meaning ascribed to it in the Addendum Agreement.

iiii) "**Tranche III Closing Date**" has the meaning ascribed to it in the Second Addendum Agreement.

jjjj) "**Transaction Documents**" means and includes the Agreement, the Subscription Agreement, the disclosure letter, the Addendum Agreement, the Second Addendum Agreement, the IWWTC Share Purchase Agreement, the Promoter Share Purchase Agreement and these Articles.

kkkk) "**Transfer**" (including the terms "**Transferred by**", "**Transferring**" and "**Transferability**") means to directly or indirectly transfer, sell, assign, exchange, gift, dispose of in any manner, or subject to any Encumbrance, whether or not voluntarily, and whether by operation of law or otherwise.

llll) "**Valuer**" means any Big 4 Accounting Firm or any merchant banker ranked amongst the top 10 merchant bankers in India by Thomson Reuters immediately prior to the date of appointment, and appointed in accordance with the provisions of Section XXXIV of these Articles.

2.2. **Interpretation**

a) "In writing and Written" includes printing, lithography and other modes of representing or reproducing words in a visible form.

b) Words importing the singular number include the plural number and vice versa.

c) Words importing the masculine gender include the feminine gender.

d) Reference to a Party shall include, such Party's legal heirs, executors, administrators, successors and permitted assigns and any Persons deriving title under it, as applicable.

e) References to the shareholding of any Shareholder in the Company shall (a) refer to the shareholding of such Shareholder computed on a Fully Diluted Basis, and (b) include the shareholding of such Shareholder's Affiliates holding any shares in the Company, if any.

f) The terms "hereto", "hereof," "herein," "hereby" and derivative or similar words refer to these Articles and not to any particular clause, article or section of the Articles.

g) The word "including" herein shall always mean "including, without limitation".

h) The phrases "ordinary course of business" and "ordinary course of business consistent with past practice" refer to the business and practice of the Company as conducted prior date of execution of the Agreement;

i) Whenever the Articles refer to a number of days, such number shall refer to calendar days, unless specifically provided otherwise.

j) All accounting terms used herein and not expressly defined herein shall have the meanings given to them under Indian GAAP.

k) Headings and captions are used for convenience only and shall not affect the interpretation of these Articles.

l) Unless the context otherwise requires, words and expression used in these presents shall bear the same meaning as in the Act, or any statutory modification thereof in force at the date when these regulation become binding on the Company.

PUBLIC COMPANY

3. **Public Company**

3.1. The Company is a public company within the meaning of Section 2(71) of the Companies Act, 2013 and accordingly:

"public company" means a company which-

is not a private company and

has a minimum paid-up share capital as may be prescribed

Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles.

3.2. The Company may at any time convert itself into a private company within the meaning of and subject to the provisions of the Act and Rules made thereunder.

SHARE CAPITAL

4. **Share Capital**

4.1. **Authorised Capital.** The Authorised Share Capital of the Company is Rs. 42,50,00,000 (Indian Rupees Forty Two Crores Fifty Lakhs) divided into 4,00,00,000 (Four Crores) Equity Shares of INR 5 (Indian Rupees Five) each and 2,25,000 (Two Lakhs Twenty Five Thousand) Preference shares of INR 1000 (Indian Rupees Thousand) each. Subject to Article 38 (Reserved Matters), the Company shall have the power to alter its share capital to the extent permissible under the Act including to increase or reduce the capital, to divide the share in capital for the time being into several class and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or any condition as may be determined in such manner as may be permitted by the Act or by these Articles and to consolidate or sub-divide the shares and to vary, modify for abrogate such rights, privileges, or conditions in such manner as may for the time being be permitted by the Act or these Articles. The Board shall have power to classify or reclassify the shares into different types.

4.2. **Alteration of Capital.** Subject to Article 38 (Reserved Matters), the Company may from time to time change the structure of the capital, alter in any way the conditions of its memorandum relating to capital in accordance with the provisions of section 61 of the Companies Act, 2013 for all or any of the following purposes:

To increase its authorised share capital by such amount as it thinks expedient;

To consolidate and divide all or any of its share capital into shares of larger amount than its existing shares, provided that no consolidation and division which results in changes in the voting percentage of shareholders shall take effect unless it is approved by the Tribunal on an application made in the prescribed manner;

To convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid up shares of any denomination;

To sub-divide its 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; and

To cancel any shares which at the date of the passing of the resolution, have not been taken or agreed to be taken by any persons and diminish the amount of its share capital by the amount of the shares so cancelled. Cancellation of shares in pursuance of this sub-clause shall not be deemed to be a reduction of the capital of the Company within the meaning of the Act.

4.3. **Kinds of Share Capital**. The Company may issue different kinds of Shares in accordance with these Articles and applicable provisions of the Act and Rules including shares with differential rights as to dividend, voting or otherwise in accordance with the Act and the Rules.

4.4. **Reduction.** The Company may (subject to the provisions of Sections 55 of the Act) from time to time, by Special Resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law:

a) Its share capital;

b) Any capital redemption reserve account; or

c) Any share premium account.

4.5. **Variation of Members rights.** If at any time the share capital of the Company is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the term of issue of the shares of that class) may, subject to the provisions of the Act and the applicable Rules, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of not less than ¾ (three-fourth) of the issued shares of that class or with the sanction of a Special Resolution passed at a separate meeting of the holders of the shares of that class.

ISSUE AND ALLOTMENT OF SECURITIES

5. **Further Issue of securities**:

Where at any time, the Company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered—

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 by sending a letter of offer subject to the following conditions, namely:

the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than 15 (fifteen) days, or such lesser number of days as may be prescribed, and not exceeding 30 (thirty) days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;

the aforesaid offer 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 to in clause a. above shall contain a statement of this right;

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 disadvantageous to the Shareholders and the Company;

to employees under a scheme of employees' stock option, subject to special resolution passed by the Company and subject to the Rules and such other conditions, as may be prescribed under Law; or

to any Persons, if it is authorised by a special resolution, whether or not those Persons include the Persons referred to in clause (i) or clause (ii) above, either for cash or for a consideration other than cash, at such price as may be determined in accordance with Law, subject to the compliance with the applicable provisions of the Act and any other conditions as may be prescribed under Law.

The notice referred to in (a) (i) above shall be dispatched through registered post or speed post or through electronic mode to all the existing Shareholders at least 3 (three) days before the opening of the issue.

Nothing in this Article shall apply to the increase of the subscribed capital of a Company 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 a general meeting.

Notwithstanding anything contained (c) above, where any debentures have been issued or loan has been obtained from any Government by the Company, and if that Government considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion.

Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty days from the date of communication of such order, appeal to the competent authority which shall after hearing the company and the Government pass such order as it deems fit.

Where the Government has, by an order made under sub-clause (d), directed that any debenture or loan or any part thereof shall be converted into shares in the Company and where no appeal has been preferred to the competent authority under (d) above or where such appeal has been dismissed, the Memorandum of Association of the Company shall, where such order has the effect of increasing the authorized Share Capital of the Company, be altered and the authorized share capital of the Company shall stand increased by an amount equal to the amount of the value of shares which such debentures or loans or part thereof has been converted into.

The provisions contained in this Article shall be subject to the provisions of Section 42 and Section 62 of the Act, the Rules and the applicable provisions of the Act.

6. **Private Placement of Securities.** The Company may in accordance with provisions of the Act and the applicable Rules, issue further securities by way of a private placement of its securities.

7. **Power to Issue Redeemable Preference Shares.** Subject to and in accordance with the provisions of the Act and the Companies (Share Capital and Debentures) Rules, 2014, and subject to the provisions on which any Shares may have been issued, the Company shall have the power to issue preference Shares which are, or at the option of Company, liable to be redeemed within a period not exceeding 20 (twenty) years from the date of their issue, and the resolution authorising such issue shall prescribe the manner, terms and conditions of redemption.

8. Subject to the provisions of these Articles and Article 38 (Reserved Matters) and Article 24 (Pre-emptive Rights), the shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such person on such term and conditions and at such time as Directors think fit.

9. **Bonus Shares**: The Company is hereby permitted to issue fully paid-up bonus shares to its members in the manner as set out in Section 63 of the Act and Companies (Share Capital and Debentures) Rules, 2014. Bonus shares may be issued in lieu of dividends.

10. **Buy-back of shares:** The Company is hereby permitted to purchase its own Shares or other specified Securities in accordance with the provision of Sections 68, 69 and 70 of the Companies Act, 2013 and other applicable provisions and applicable Rules. If and to the extent permitted by Law, the Company shall also have the power to re-issue the shares or securities so bought back.

11. The Company may pay commission (whether absolute or conditional) to any person in connection with the subscription or procurement of subscription to its Securities, as may be determined by the Board.

12. **Shares at the Disposal of the Board of Directors**

Subject to the provisions of Section 62 and other applicable provisions of the Act, and these Articles, the shares in the Capital of the Company for the time being (including any shares forming part of any increased Capital of the Company) shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to Persons in such proportion and on such terms and conditions and either at a premium or at par or at discount (subject to compliance with Section 53 of the Act) at such time as they may, from time to time, think fit, to give to any person or persons the option or right to call for any shares either at par or premium or at a discount subject to the provisions of the Act during such time and for such consideration as the Directors think fit, and may issue and allot Shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid up shares. Provided that option or right to call shares shall not be given to any Person or Persons without the sanction of the Company in the Shareholders' Meeting.

II - TERMS OF SERIES A CCPS

13. **Status of CCPS**

14. Unless specifically agreed to by the Preference Holders, the Series A CCPS shall rank senior to the Equity Shares and other preference shares at all times and in all events.

15. **Voting Rights**

16. The voting rights in respect of the Series A CCPS shall be governed by Article 37.7.

17. **Term**

18. In the event that, for any reason whatsoever, the conversion of the Series A CCPS does not occur in the manner set forth herein, each Series A CCPS shall have a term of 20 (twenty) years.

19. **Dividends**

19.1. Subject to applicable Law, each holder of Series A CCPS (a "**Preference Holder**") shall be entitled to receive a dividend at the rate of 0.001% of the face value per annum on each Series A CCPS held by such holder, payable when, as and if declared by the Board of the Company. Except to any other Equity Security issued in future and which ranks higher in priority than the Series A CCPS, no dividend or distribution may be paid to, or set aside for any other Shareholder unless dividend hereunder is paid to the holders of Series A CCPS.

19.2. Further, subject to applicable Law, after the payment of the dividend specified above, any additional dividends shall be distributed to all Shareholders in proportion to the number of Equity Shares held by each Shareholder on a Fully Diluted Basis (which for the avoidance of doubt, includes the Investor assuming conversion of the Series A CCPS).

19.3. No dividend or distribution shall be paid on any share of any class or series of the Company if and to the extent that as a consequence of such dividend or distribution holders of Series A CCPS would be entitled to a dividend hereunder greater than the maximum amount permitted to be paid in respect of preference shares of an Indian company held by a non-resident under applicable Laws (including without limitation, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India), Regulations, 2000).

20. **Conversion of the Series A CCPS**.

20.1. Conversion Right. Each Preference Holder shall have the right to require the Company to convert all or a part of such Series A CCPS held by them into such number of fully paid Equity Shares equal to the Series A Original Issue Price divided by the Series A Conversion Price (as defined below) then in effect (the conversion ratio for the Series A CCPS is referred to herein as the "**Conversion Ratio**"), in accordance with the terms of the Agreement and Articles (the "**Conversion Right**") at any time before the conversion of the Series A CCPS is carried out under Article 17.2 below. The Conversion Ratio shall initially be 1:1, until adjusted in accordance with Article 17.8 and Article 33.2 (*Broad Based Anti-Dilution Protection*).

20.2. Mandatory Conversion. The Company shall mandatorily convert each Series A CCPS into Equity Shares at the Conversion Ratio then in effect upon the earlier of (i) immediately prior to the filing of a red herring prospectus in relation to any IPO (approved by the Investor) or any proposed QIPO, or (ii) the issuance of a Conversion Notice in terms of Article 17.3 below, or (iii) transfer of Offered Securities by the Investor to a Competitor in terms of Article 30.5 below. Notwithstanding the foregoing, each Series A CCPS shall mandatorily convert into Equity Shares at the Conversion Ratio then in effect one day prior to the expiry of the twentieth anniversary of the date on which the Series A CCPS were first issued by the Company.

20.3. Exercise of Conversion Right and procedure for conversion. A Preference Holder may exercise the Conversion Right by (a) delivering a written notice (a "**Conversion Notice**") to the Company of its intention to so convert Series A CCPS held by such Preference Holder into Equity Shares and (b) surrendering the relevant share certificates representing such Series A CCPS at the office of the Company together with the Conversion Notice. If the Equity Shares are to be issued in dematerialized form, the Preference Holder shall also provide standard information required to allow the Company to issue such shares in dematerialized form. The Conversion Notice shall specify the number of Series A CCPS that such Preference Holder elects to convert (such Series A CCPS referred to as the "**Relevant CCPS"**) and state therein the name or names of any nominee for such Preference Holder in which the certificate or certificates for Equity Shares are to be issued and whether or not such Equity Shares are to be issued in physical form or dematerialized form.

20.4. As soon as reasonably practicable, but in no event later than 7 (seven) Business Days from the date of the Conversion Notice, the Company shall take all necessary corporate actions and obtain all necessary Consents and issue the appropriate number of Equity Shares into which the Relevant CCPS are convertible at the Conversion Ratio then in effect. Not later than the 7th (seventh) Business Day from the date of the Conversion Notice, the Company shall deliver to such Preference Holder:

a) duly stamped and executed share certificates with respect to the Conversion Shares issued on conversion of the Relevant CCPS;

b) certified true copies of all filings necessary to effect and validate the issue of the Conversion Shares, including Form PAS-3;

c) certified true copy of the register of members of the Company showing the Preference Holder as the registered owner of the Conversion Shares;

d) duly acknowledged copies of all intimations and filings made by the Company with the RBI in respect of the conversion of the Series A CCPS and issue of Equity Shares in lieu thereof; and

e) in the event that the Preference Holder has requested in the Conversion Notice or otherwise in writing to the Company and has provided all required information to the Company to hold the converted Equity Shares in a dematerialized form, evidence that such Equity Shares have been deposited in the account of such Preference Holder or to the nominee or nominees of such Preference Holder previously identified to the Company in writing accompanied with a beneficiary position statement issued by the concerned depository.

20.5. Procedure for Mandatory Conversion. In the case of a mandatory conversion of Series A CCPS pursuant to Article 17.2, the Company shall take all necessary corporate and other actions and obtain all Consents on or prior to the date of conversion, and shall provide the documents/ information listed in Articles 17.4(a) to 17.4(e), to the Preference Holders on the date of conversion of the Series A CCPS.

20.6. No Fractional Shares. No fractional Conversion Shares shall be issued upon conversion of Series A CCPS. If the computation of the number of Conversion Shares to be issued, results in a fraction, then the number of Conversion Shares shall be rounded off to the nearest whole number.

20.7. Conversion Price. The "**Series A Conversion Price**" for the Series A CCPS shall initially be equal to the Series A Original Issue Price and, subject to applicable Law, shall be adjusted in accordance with Article 17.8 and Article 33.2 (*Broad Based Anti-Dilution Protection*). It is clarified that any adjustment of the Series A Conversion Price and Conversion Ratio shall not automatically result in conversion of the Series A CCPS. In the event of any adjustment to the Series A Conversion Price and the Conversion Ratio of the Series A CCPS, the Company, at its expense, shall promptly compute such adjustment and inform the holders of Series A CCPS of the details of such adjustment in writing. The Company shall upon the written request at any time of any Preference Holder furnish or cause to be furnished to such holder a certificate setting forth (A) such adjustment, (B) the Series A Conversion Price and Conversion Ratio at the time in effect, and (C) the number of Equity Shares and the amount, if any, that at the time would be received upon the conversion of Series A CCPS.

20.8. Conversion Price and Conversion Ratio Adjustments for Certain Dilutive Issuances, Splits and Combinations. The Series A Conversion Price and Conversion Ratio shall be subject to adjustment from time to time as follows:

a) Adjustments for Dilutive Issuances. If at any time after the Closing Date, the Company issues to any Person any Equity Securities (other than pursuant to an Exempted Issuance), at a price per security that is lower than the Series A Conversion Price in effect immediately prior to such issuance (a "**Dilutive Issuance**"), then the holders of Series A CCPS shall be entitled to a broad-based weighted average anti-dilution protection in accordance with Article 33.2. In such an event, the Company and the other Shareholders shall be bound to cooperate with the holders of Series A CCPS and the Company such that, the Company forthwith takes all necessary steps to adjust the Series A Conversion Price and Conversion Ratio in accordance with Article 33.2. Notwithstanding the foregoing, if the adjustment set forth in this Article 17.8(a) is not permitted to be made, in whole or in part, under applicable Law, the Parties agree to take all necessary acts to put the Preference Holders in the position that they would have been if such adjustment to the Series A Conversion Price had been made, including potentially the issuance of new Equity Shares to the Preference Holders, or an Affiliate or designated nominee of a Preference Holder, whereby the Preference Holders, or such Affiliate or designated nominee thereof, are not required to pay any additional amounts for the issuance of such new Equity Shares, if permitted by applicable Law.

b) In the event the Company should at any time or from time to time after the Closing Date fix a record date for the effectuation of a split or subdivision of the outstanding Equity Shares or the determination of holders of Equity Shares entitled to receive a dividend or other distribution payable in additional Equity Shares or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional Equity Shares (hereinafter referred to as "Equity Share Equivalents") without payment of any consideration by such holder for the additional Equity Shares or the Equity Share Equivalents (including the additional Equity Shares issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Series A Conversion Price and Conversion Ratio shall be appropriately decreased so that the number of Equity Shares issuable on conversion of each Series A CCPS shall be increased in proportion to such increase of the aggregate of Equity Shares outstanding and those issuable with respect to such Equity Share Equivalents.

c) If the number of Equity Shares outstanding at any time after the Closing Date is decreased by a combination or consolidation (reverse stock split) of the outstanding Equity Shares, then, following the record date of such combination or consolidation (reverse stock split), the Series A Conversion Price and Conversion Ratio shall be appropriately increased so that the number of Equity Shares issuable on conversion of each Series A CCPS shall be decreased in proportion to such decrease in outstanding Equity Shares.

d) Subject to the provisions of Clause 12.3 of the SSA, the Conversion Ratio of the Series A CCPS may be adjusted at the option of the Indemnified Party (as defined in the Share Subscription Agreement), on the basis of the Fair Market Value, such that the number of Conversion Shares increases to make good the Indemnity Amount (as defined hereinafter) payable to the Indemnified Party ("**Indemnity Conversion Ratio**"). Provided however that, in the event the Indemnifying Party pays the Indemnity Amount or part thereof, to the Indemnified Party, the Indemnity Conversion Ratio shall be readjusted such that the number of Conversion Shares is reduced to the extent of the Indemnity Amount (or part thereof), paid to the Indemnified Party. Provided further that, at the time of exit of the Investor in accordance with the terms of the Agreement and the Articles, if the value received by the Investor as a consequence of the exit ("**Exit Value**") and in respect of the Conversion Shares (reckoned as a result of the adjustment of the Conversion Ratio) is greater than the Indemnity Amount, the Investor shall transfer to the Promoters, such number of Investor Shares representing the difference between the Exit Value of the Conversion Shares and the Indemnity Amount. Any Tax liability associated with any such adjustment shall be borne by the Investor.

e) The Conversion Ratio of the Series A CCPS shall also be adjusted at the time of allocation / issuance of any Equity Shares pursuant to the Agreed ESOP by the Company, the intention being that upon allocation / issuance of Equity Securities under the Agreed ESOP, the Investor shall not be diluted and the Conversion Shares to be issued at the time of conversion are increased to the extent of Equity Securities allocated / issued under the Agreed ESOP.

f) The Conversion Ratio of the Series A CCPS shall be adjusted in respect of amounts receivable by CES-FZE, in accordance with the provisions of clause 3.5.8 (f) of the Agreement.

g) The Conversion Ratio of the Series A CCPS may be adjusted at the option of the holder of the Series A CCPS upon the occurrence of a Liquidity Event in accordance with the formula and illustration thereof as stated below:

Conversion Ratio =

[(Total no. of Equity Shares of the Company) * Investor's Proposed Shareholding – Existing Equity Shares held by the Investor) / (1 – Investor's Proposed Shareholding)

No. of Series A CCPS held by the Investor

Where,

Investor's Proposed Shareholding = (Investment Amount * 2) / Fair Market Value of the Company as on the date of conversion

h) The Conversion Ratio of the Series A CCPS may be adjusted at the option of the holder of the Series A CCPS upon the occurrence of a Liquidation Event in accordance with the formula and illustration thereof as stated below:

Conversion Ratio =

((Total no. of Equity Shares of the Company) * Investor's Proposed Shareholding – Existing Equity Shares held by the Investor) / (1 – Investor's Proposed Shareholding)

No. of Series A CCPS held by the Investor

Where,

Investor's Proposed Shareholding = (Investment Amount) / Total liquidation equity valuation of the Company as on the date of conversion

i) The adjustments under this Article 17.8 shall not be mutually exclusive.

20.9. Conversion Cost. The Company shall bear all expenses arising from the conversion of the Series A CCPS as set out in this Article 17, including *inter alia*, any stamp duty applicable on the issuance of share certificates subsequent to conversion of the Series A CCPS.

20.10. Other Distributions. In the event the Company declares a distribution payable in securities of other Persons, evidences of indebtedness issued by the Company or other Persons, assets (excluding cash dividends) or options or rights not referred to in Article 17.8(a) above, then, in each such case for the purpose of this Article 17.10, the Preference Holders shall be entitled to a proportionate share of any such distribution as though they were the holders of the number Equity Shares into which their Series A CCPS are convertible as of the record date fixed for the determination of the holders of Equity Shares entitled to receive such distribution.

20.11. Reservation of Equity Shares Issuable Upon Conversion. The Company shall at all times reserve and keep available out of its authorized but unissued Equity Shares, solely for the purpose of effecting the conversion of the Series A CCPS, such number of its Equity Shares as shall from time to time be sufficient to effect the conversion of all outstanding Series A CCPS; and if at any time the number of authorized but unissued Equity Shares shall not be sufficient to effect the conversion of all then outstanding Series A CCPS, in addition to such other remedies as shall be available to the Preference Holder, the Company shall take such corporate action as may be necessary to increase its authorized but unissued Equity Shares to such number of shares as shall be sufficient for such purposes, including, without limitation, to obtain the requisite shareholder approval of any necessary amendment to the Articles.

20.12. Waiver of Adjustment to Conversion Price. Notwithstanding anything herein to the contrary, any downward adjustment of the Series A Conversion Price may be waived, either prospectively or retroactively and either generally or in a particular instance, by the written consent or vote of the Investor. Any such waiver shall bind all future holders of Series A CCPS.

TERMS OF SERIES A1 CCPS

21. **Status of CCPS**

22. Unless specifically agreed to by the A1 Preference Holder in writing, the Series A1 CCPS shall rank senior to the Equity Shares and other preference shares at all times and in all events. It is hereby clarified that Series A1 CCPS shall rank *pari passu* with Series A CCPS at all times and in all events.

23. **Voting Rights**

24. The voting rights in respect of the Series A1 CCPS shall be governed by Article 37.7, as if each time the term "***Series A CCPS***" has been used in such Article 37.7 is replaced by the term "***Series A1 CCPS***".

25. **Term**

26. In the event that, for any reason whatsoever, the conversion of the Series A1 CCPS does not occur in the manner set forth herein, each Series A1 CCPS shall have a term of twenty (20) years.

27. **Dividends**

27.1. Subject to applicable Law, each holder of Series A1 CCPS (a "**A1 Preference Holder**") shall be entitled to receive a dividend at the rate of 0.001% of the face value per annum on each Series A1 CCPS held by such holder, payable when, as and if declared by the Board of the Company. Except to any other Equity Security issued in future and which ranks higher in priority than the Series A1 CCPS, no dividend or distribution may be paid to, or set aside for any other Shareholder unless dividend hereunder is paid to the holders of Series A1 CCPS.

27.2. Further, subject to applicable Law, after the payment of the dividend specified above, any additional dividends shall be distributed to all Shareholders in proportion to the number of Equity Shares held by each Shareholder on a Fully Diluted Basis (which for the avoidance of doubt, includes the Investor assuming conversion of the Series A1 CCPS).

27.3. No dividend or distribution shall be paid on any share of any class or series of the Company if and to the extent that as a consequence of such dividend or distribution holders of Series A1 CCPS would be entitled to a dividend hereunder greater than the maximum amount permitted to be paid in respect of preference shares of an Indian company held by a non-resident under applicable Laws (including without limitation, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India), Regulations, 2000).

28. **Conversion of the Series A1 CCPS.**

28.1. Conversion Right. Each A1 Preference Holder shall have the right to require the Company to convert all or a part of such Series A1 CCPS held by them into such number of fully paid Equity Shares equal to the Series A1 Original Issue Price divided by the Series A1 Conversion Price (as defined below) then in effect (the conversion ratio for the Series A1 CCPS is referred to herein as the "**A1 Conversion Ratio**"), in accordance with the terms of the Addendum Agreement and Articles (the "**A1 Conversion Right**") at any time before the conversion of the Series A1 CCPS is carried out under Article 22.2 below. The A1 Conversion Ratio shall initially be 1:1, until adjusted in accordance with Article 22.8 and Article 33.2 (*Broad Based Anti-Dilution Protection*).

28.2. Mandatory Conversion. The Company shall mandatorily convert each Series A1 CCPS into Equity Shares at the A1 Conversion Ratio then in effect upon the earlier of (i) immediately prior to the filing of a red herring prospectus in relation to any IPO (approved by the Investor) or any proposed QIPO, or (ii) the issuance of an A1 Conversion Notice in terms of Article 22.3 below or (iii) transfer of Offered Securities by the Investor to a Competitor in terms of Article 30.5 below. Notwithstanding the foregoing, each Series A1 CCPS shall mandatorily convert into Equity Shares at the A1 Conversion Ratio then in effect one day prior to the expiry of the twentieth anniversary of the date on which the Series A1 CCPS were first issued by the Company.

28.3. Exercise of A1 Conversion Right and procedure for conversion. An A1 Preference Holder may exercise the A1 Conversion Right by (a) delivering a written notice (a "**A1 Conversion Notice**") to the Company of its intention to so convert Series A1 CCPS held by such A1 Preference Holder into Equity Shares and (b) surrendering the relevant share certificates representing such Series A1 CCPS at the office of the Company together with the A1 Conversion Notice. If the Equity Shares are to be issued in dematerialized form, the A1 Preference Holder shall also provide standard information required to allow the Company to issue such shares in dematerialized form. The A1 Conversion Notice shall specify the number of Series A1 CCPS that such A1 Preference Holder elects to convert (such Series A1 CCPS referred to as the "**Relevant A1 CCPS**") and state therein the name or names of any nominee for such A1 Preference Holder in which the certificate or certificates for Equity Shares are to be issued and whether or not such Equity Shares are to be issued in physical form or dematerialized form.

28.4. As soon as reasonably practicable, but in no event later than 7 (seven) Business Days from the date of the A1 Conversion Notice, the Company shall take all necessary corporate actions and obtain all necessary Consents and issue the appropriate number of Equity Shares into which the Relevant A1 CCPS are convertible at the A1 Conversion Ratio then in effect. Not later than the 7th (seventh) Business Day from the date of the A1 Conversion Notice, the Company shall deliver to such A1 Preference Holder:

a) duly stamped and executed share certificates with respect to the A1 Conversion Shares issued on conversion of the Relevant A1 CCPS;

b) certified true copies of all filings necessary to effect and validate the issue of the A1 Conversion Shares, including Form PAS-3;

c) certified true copy of the register of members of the Company showing the A1 Preference Holder as the registered owner of the A1 Conversion Shares;

d) duly acknowledged copies of all intimations and filings made by the Company with the RBI in respect of the conversion of the Series A1 CCPS and issue of Equity Shares in lieu thereof; and

e) in the event that the A1 Preference Holder has requested in the A1 Conversion Notice or otherwise in writing to the Company and has provided all required information to the Company to hold the converted Equity Shares in a dematerialized form, evidence that such Equity Shares have been deposited in the account of such A1 Preference Holder or to the nominee or nominees of such A1 Preference Holder previously identified to the Company in writing accompanied with a beneficiary position statement issued by the concerned depository.

28.5. <u>Procedure for Mandatory Conversion</u>. In the case of a mandatory conversion of Series A1 CCPS pursuant to Article 22.2, the Company shall take all necessary corporate and other actions and obtain all Consents on or prior to the date of conversion, and shall provide the documents/ information listed in Articles 22.4(a) to 22.4(e), to the A1 Preference Holder on the date of conversion of the Series A1 CCPS.

28.6. <u>No Fractional Shares</u>. No fractional A1 Conversion Shares shall be issued upon conversion of Series A1 CCPS. If the computation of the number of A1 Conversion Shares to be issued, results in a fraction, then the number of A1 Conversion Shares shall be rounded down to the nearest whole number.

28.7. <u>Conversion Price</u>. The "**Series A1 Conversion Price**" for the Series A1 CCPS shall initially be equal to the Series A1 Original Issue Price and, subject to applicable Law, shall be adjusted in accordance with Article 22.8 below and Article 33.2 (*Broad Based Anti-Dilution Protection*). It is clarified that any adjustment of the Series A1 Conversion Price and A1 Conversion Ratio shall not automatically result in conversion of the Series A1 CCPS. In the event of any adjustment to the Series A1 Conversion Price and the A1 Conversion Ratio of the Series A1 CCPS, the Company, at its expense, shall promptly compute such adjustment and inform the holders of Series A1 CCPS of the details of such adjustment in writing. The Company shall upon the written request at any time of any A1 Preference Holder furnish or cause to be furnished to such holder a certificate setting forth (A) such adjustment, (B) the Series A1 Conversion Price and A1 Conversion Ratio at the time in effect, and (C) the number of Equity Shares and the amount, if any, of other property that at the time would be received upon the conversion of Series A1 CCPS.

28.8. <u>Conversion Price and Conversion Ratio Adjustments for Certain Dilutive Issuances, Splits and Combinations</u>. The Series A1 Conversion Price and A1 Conversion Ratio shall be subject to adjustment from time to time as follows:

a) <u>Adjustments for Dilutive Issuances</u>. If at any time after the Tranche II Closing Date, the Company issues to any Person any Equity Securities (other than pursuant to an Exempted Issuance), at a price per security that is lower than the Series A1 Conversion Price in effect immediately prior to such issuance (a "**A1 Dilutive Issuance**"), then the holders of Series A1 CCPS shall be entitled to a broad-based weighted average anti-dilution protection in accordance with Article 33.2. In such an event, the Company and the other Shareholders shall be bound to cooperate with the holders of Series A1 CCPS and the Company such that, the Company forthwith takes all necessary steps to adjust the Series A1 Conversion Price and A1 Conversion Ratio in accordance with Article33.2. Notwithstanding the foregoing, if the adjustment set forth in this Article 22.8(a) is not permitted to be made, in whole or in part, under applicable Law, the Parties agree to take all necessary acts to put the A1 Preference Holder in the position that they would have been if such adjustment to the Series A1 Conversion Price had been made, including potentially the issuance of new Equity Shares to the A1 Preference Holder, or an Affiliate or designated nominee of a A1 Preference Holder, whereby the A1 Preference Holder, or such Affiliate or designated nominee thereof, are not required to pay any additional amounts for the issuance of such new Equity Shares, if permitted by applicable Law.

b) In the event the Company should at any time or from time to time after the Tranche II Closing Date fix a record date for the effectuation of a split or subdivision of the outstanding Equity Shares or the determination of holders of Equity Shares entitled to receive a dividend or other distribution payable in additional Equity Shares or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional Equity Shares (hereinafter referred to as "**A1 Equity Share Equivalents**") without payment of any consideration by such holder for the additional Equity Shares or the A1 Equity Share Equivalents (including the additional Equity Shares issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Series A1 Conversion Price and A1 Conversion Ratio shall be appropriately decreased so that the number of Equity Shares issuable on conversion of each Series A1 CCPS shall be increased in proportion to such increase of the aggregate of Equity Shares outstanding and those issuable with respect to such A1 Equity Share Equivalents.

c) If the number of Equity Shares outstanding at any time after the Tranche II Closing Date is decreased by a combination or consolidation (reverse stock split) of the outstanding Equity Shares, then, following the record date of such combination or consolidation (reverse stock split), the Series A1 Conversion Price and A1 Conversion Ratio shall be appropriately increased so that the number of Equity Shares issuable on conversion of each Series A1 CCPS shall be decreased in proportion to such decrease in outstanding Equity Shares.

d) Subject to the provisions of clause 12.3 of the SSA, the A1 Conversion Ratio of the Series A1 CCPS may be adjusted at the option of the Indemnified Party, on the basis of the Fair Market Value, such that the number of A1 Conversion Shares increases to make good the Indemnity Amount (as defined in clause 12.2 of the SSA) payable to the Indemnified Party ("**A1 Indemnity Conversion Ratio**"). Provided however that, in the event the Indemnifying Party pays the Indemnity Amount or part thereof, to the Indemnified Party, the A1 Indemnity Conversion Ratio shall be readjusted such that the number of A1 Conversion Shares is reduced to the extent of the Indemnity Amount (or part thereof), paid to the Indemnified Party. Provided further that, at the time of exit of the Investor in accordance with the terms of the Agreement and the Articles, if the value received by the Investor as a consequence of the exit ("**A1 Exit Value**") and in respect of the A1 Conversion Shares (reckoned as a result of the adjustment of the A1 Conversion Ratio) is greater than the Indemnity Amount, the Investor shall transfer to the Promoters, such number of Investor Shares representing the difference between the A1 Exit Value of the A1 Conversion Shares and the Indemnity Amount. Any Tax liability associated with any such adjustment shall be borne by the Investor.

e) The A1 Conversion Ratio of the Series A1 CCPS shall also be adjusted at the time of allocation / issuance of any Equity Shares pursuant to the Agreed ESOP by the Company, the intention being that upon allocation / issuance of Equity Securities under the Agreed ESOP, the Investor shall not be diluted and the A1 Conversion Shares to be issued at the time of conversion are increased to the extent of Equity Securities allocated / issued under the Agreed ESOP.

f) The Conversion Ratio of the Series A1 CCPS shall be adjusted in respect of amounts receivable by CES-FZE, in accordance with the provisions of clause 3.5.8 (f) of the Agreement.

g) The A1 Conversion Ratio of the Series A1 CCPS may be adjusted at the option of the holder of the Series A1 CCPS upon the occurrence of a Liquidity Event in accordance with the formula and illustration thereof as stated below:

29. A1 Conversion Ratio =

[(Total no. of Equity Shares of the Company) * Investor's Proposed Shareholding – Existing Equity Shares held by the Investor] / (1 – Investor's Proposed Shareholding)

No. of Series A1 CCPS held by the Investor

30. Where,

31. Investor's Proposed Shareholding = (Investment Amount * 2) / Fair Market Value of the Company as on the date of conversion

a) The A1 Conversion Ratio of the Series A1 CCPS may be adjusted at the option of the holder of the Series A1 CCPS upon the occurrence of a Liquidation Event in accordance with the formula and illustration thereof as stated below:

32. A1 Conversion Ratio =

[(Total no. of Equity Shares of the Company) * Investor's Proposed Shareholding – Existing Equity Shares held by the Investor] / (1 – Investor's Proposed Shareholding)

No. of Series A1 CCPS held by the Investor

33. Where,

34. Investor's Proposed Shareholding = (Investment Amount) / Total liquidation equity valuation of the Company as on the date of conversion

a) The adjustments under this Article 22.8 shall not be mutually exclusive.

34.2. Conversion Cost. The Company shall bear all expenses arising from the conversion of the Series A1 CCPS as set out in this Article 22, including *inter alia*, any stamp duty applicable on the issuance of share certificates subsequent to conversion of the Series A1 CCPS.

34.3. Other Distributions. In the event the Company declares a distribution payable in securities of other Persons, evidences of indebtedness issued by the Company or other Persons, assets (excluding cash dividends) or options or rights not referred to in Article 22.8(a) above, then, in each such case for the purpose of this Article 22.10, the A1 Preference Holders shall be entitled to a proportionate share of any such distribution as though they were the holders of the number Equity Shares into which their Series A1 CCPS are convertible as of the record date fixed for the determination of the holders of Equity Shares entitled to receive such distribution.

34.4. Reservation of Equity Shares Issuable Upon Conversion. The Company shall at all times reserve and keep available out of its authorized but unissued Equity Shares, solely for the purpose of effecting the conversion of the Series A1 CCPS, such number of its Equity Shares as shall from time to time be sufficient to effect the conversion of all outstanding Series A1 CCPS; and if at any time the number of authorized but unissued Equity Shares shall not be sufficient to effect the conversion of all then outstanding Series A1 CCPS, in addition to such other remedies as shall be available to the A1 Preference Holder, the Company shall take such corporate action as may be necessary to increase its authorized but unissued Equity Shares to such number of shares as shall be sufficient for such purposes, including, without limitation, to obtain the requisite shareholder approval of any necessary amendment to the Articles.

34.5. Waiver of Adjustment to Conversion Price. Notwithstanding anything herein to the contrary, any downward adjustment of the Series A1 Conversion Price may be waived, either prospectively or retroactively and either generally or in a particular instance, by the written consent or vote of the Investor. Any such waiver shall bind all future holders of Series A1 CCPS.

TERMS OF SERIES A2 CCPS

35. Status of CCPS

Unless specifically agreed to by the A2 Preference Holder in writing, the Series A2 CCPS shall rank senior to the Equity Shares and other preference shares at all times and in all events. It is hereby clarified that Series A2 CCPS shall rank *pari passu* with Series A CCPS and the Series A1 CCPS at all times and in all events.

35.1. Voting Rights

The voting rights in respect of the Series A2 CCPS shall be governed by Article XXXVIII – 37.7, as if each time the term "***Series A CCPS***" has been used in such Article XXXVIII – 37.7 shall mean reference to the term "***Series A2 CCPS***" as well.

35.2. Term

In the event that, for any reason whatsoever, the conversion of the Series A2 CCPS does not occur in the manner set forth herein, each Series A2 CCPS shall have a term of twenty (20) years.

35.3. Dividends

23.3.1 Subject to applicable Law, each holder of Series A2 CCPS (a "**A2 Preference Holder**") shall be entitled to receive a dividend at the rate of 0.001% of the face value per annum on each Series A2 CCPS held by such holder, payable when, as and if declared by the Board of the Company. Except to any other Equity Security issued in future and which ranks higher in priority than the Series A2 CCPS, no dividend or distribution may be paid to, or set aside for any other Shareholder unless dividend hereunder is paid to the holders of Series A2 CCPS.

23.3.2 Further, subject to applicable Law, after the payment of the dividend specified above, any additional dividends shall be distributed to all Shareholders in proportion to the number of Equity Shares held by each Shareholder on a Fully Diluted Basis (which for the avoidance of doubt, includes the Investor assuming conversion of the Series A2 CCPS).

23.3.3 No dividend or distribution shall be paid on any share of any class or series of the Company if and to the extent that as a consequence of such dividend or distribution holders of Series A2 CCPS would be entitled to a dividend hereunder greater than the maximum amount permitted to be paid in respect of preference shares of an Indian company held by a non-resident under applicable Laws (including without limitation, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India), Regulations, 2000).

35.4. Conversion of the Series A2 CCPS.

23.4.1 Conversion Right. Each A2 Preference Holder shall have the right to require the Company to convert all or a part of such Series A2 CCPS held by them into such number of fully paid Equity Shares equal to the Series A2 Original Issue Price divided by the Series A2 Conversion Price (as defined below) then in effect (the conversion ratio for the Series A2 CCPS is referred to herein as the "**A2 Conversion Ratio**"), in accordance with the terms of these Articles (the "**A2 Conversion Right**") at any time before the conversion of the Series A2 CCPS is carried out under Article 22.4.2 below. The A2 Conversion Ratio shall initially be 1:1, until adjusted in accordance with Article 22.4.8 below and Article 33.

23.4.2 Mandatory Conversion. The Company shall mandatorily convert each Series A2 CCPS into Equity Shares at the A2 Conversion Ratio then in effect upon the earlier of (i) immediately prior to the filing of a red herring prospectus in relation to any IPO (approved by the Investor) or any proposed QIPO, or (ii) the issuance of an A2 Conversion Notice in terms of Article 23.4.3 below or (iii) transfer of Offered Securities by the Investor to a Competitor in terms of Article 30.5 below. Notwithstanding the foregoing, each Series A2 CCPS shall mandatorily convert into Equity Shares at the A2 Conversion Ratio then in effect one day prior to the expiry of the twentieth anniversary of the date on which the Series A2 CCPS were first issued by the Company.

23.4.3 Exercise of A2 Conversion Right and procedure for conversion. An A2 Preference Holder may exercise the A2 Conversion Right by (a) delivering a written notice (a "**A2 Conversion Notice**") to the Company of its intention to so convert Series A2 CCPS held by such A2 Preference Holder into Equity Shares and (b) surrendering the relevant share certificates representing such Series A2 CCPS at the office of the Company together with the A2 Conversion Notice. If the Equity Shares are to be issued in dematerialized form, the A2 Preference Holder shall also provide standard information required to allow the Company to issue such shares in dematerialized form. The A2 Conversion Notice shall specify the number of Series A2 CCPS that such A2 Preference Holder elects to convert (such Series A2 CCPS referred to as the "**Relevant A2 CCPS**") and state therein the name or names of any nominee for such A2 Preference Holder in which the certificate or certificates for Equity Shares are to be issued and whether or not such Equity Shares are to be issued in physical form or dematerialized form.

23.4.4 As soon as reasonably practicable, but in no event later than 7 (seven) Business Days from the date of the A2 Conversion Notice, the Company shall take all necessary corporate actions and obtain all necessary Consents and issue the appropriate number of Equity Shares into which the Relevant A2 CCPS are convertible at the A2 Conversion Ratio then in effect. Not later than the 7th (seventh) Business Day from the date of the A2 Conversion Notice, the Company shall deliver to such A2 Preference Holder:

a) duly stamped and executed share certificates with respect to the A2 Conversion Shares issued on conversion of the Relevant A2 CCPS;

b) certified true copies of all filings necessary to effect and validate the issue of the A2 Conversion Shares, including Form PAS-3;

c) certified true copy of the register of members of the Company showing the A2 Preference Holder as the registered owner of the A2 Conversion Shares;

d) duly acknowledged copies of all intimations and filings made by the Company with the RBI in respect of the conversion of the Series A2 CCPS and issue of Equity Shares in lieu thereof; and

e) in the event that the A2 Preference Holder has requested in the A2 Conversion Notice or otherwise in writing to the Company and has provided all required information to the Company to hold the converted Equity Shares in a dematerialized form, evidence that such Equity Shares have been deposited in the account of such A2 Preference Holder or to the nominee or nominees of such A2 Preference Holder previously identified to the Company in writing accompanied with a beneficiary position statement issued by the concerned depository.

23.4.5 Procedure for Mandatory Conversion. In the case of a mandatory conversion of Series A2 CCPS pursuant to Article 22.4.2 hereinabove, the Company shall take all necessary corporate and other actions and obtain all Consents on or prior to the date of conversion, and shall provide the documents/ information listed in sub-Articles (a), (b), (c), (d) and (e) of Article 22.4.5 to the A2 Preference Holder on the date of conversion of the Series A2 CCPS.

23.4.6 No Fractional Shares. No fractional A2 Conversion Shares shall be issued upon conversion of Series A2 CCPS. If the computation of the number of A2 Conversion Shares to be issued, results in a fraction, then the number of A2 Conversion Shares shall be rounded down to the nearest whole number.

23.4.7 Conversion Price. The "**Series A2 Conversion Price**" for the Series A2 CCPS shall initially be equal to the Series A2 Original Issue Price and, subject to applicable Law, shall be adjusted in accordance with Article 22.4.8 below and Article 33. It is clarified that any adjustment of the Series A2 Conversion Price and A2 Conversion Ratio shall not automatically result in conversion of the Series A2 CCPS. In the event of any adjustment to the Series A2 Conversion Price and the A2 Conversion Ratio of the Series A2 CCPS, the Company, at its expense, shall promptly compute such adjustment and inform the holders of Series A2 CCPS of the details of such adjustment in writing. The Company shall upon the written request at any time of any A2 Preference Holder furnish or cause to be furnished to such holder a certificate setting forth (A) such adjustment, (B) the Series A2 Conversion Price and A2 Conversion Ratio at the time in effect, and (C) the number of Equity Shares and the amount, if any, of other property that at the time would be received upon the conversion of Series A2 CCPS.

23.4.8 Conversion Price and Conversion Ratio Adjustments for Certain Dilutive Issuances, Splits and Combinations. The Series A2 Conversion Price and A2 Conversion Ratio shall be subject to adjustment from time to time as follows:

f) Adjustments for Dilutive Issuances. If at any time after the Tranche III Closing Date, the Company issues to any Person any Equity Securities (other than pursuant to an Exempted Issuance), at a price per security that is lower than the Series A2 Conversion Price in effect immediately prior to such issuance (**a "A2 Dilutive Issuance"**), then the holders of Series A2 CCPS shall be entitled to a broad-based weighted average anti-dilution protection in accordance with Article 33.2. In such an event, the Company and the other Shareholders shall be bound to cooperate with the holders of Series A2 CCPS and the Company such that, the Company forthwith takes all necessary steps to adjust the Series A2 Conversion Price and A2 Conversion Ratio in accordance with Article 33.2. Notwithstanding the foregoing, if the adjustment set forth in this Article 22.4.8 is not permitted to be made, in whole or in part, under applicable Law, the Parties shall take all necessary acts to put the A2 Preference Holder in the position that they would have been if such adjustment to the Series A2 Conversion Price had been made, including potentially the issuance of new Equity Shares to the A2 Preference Holder, or an Affiliate or designated nominee of a A2 Preference Holder, whereby the A2 Preference Holder, or such Affiliate or designated nominee thereof, are not required to pay any additional amounts for the issuance of such new Equity Shares, if permitted by applicable Law.

g) In the event the Company should at any time or from time to time after the Tranche III Closing Date fix a record date for the effectuation of a split or subdivision of the outstanding Equity Shares or the determination of holders of Equity Shares entitled to receive a dividend or other distribution payable in additional Equity Shares or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional Equity Shares (hereinafter referred to as "**A2 Equity Share Equivalents**") without payment of any consideration by such holder for the additional Equity Shares or the A2 Equity Share Equivalents (including the additional Equity Shares issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Series A2 Conversion Price and A2 Conversion

Ratio shall be appropriately decreased so that the number of Equity Shares issuable on conversion of each Series A2 CCPS shall be increased in proportion to such increase of the aggregate of Equity Shares outstanding and those issuable with respect to such A2 Equity Share Equivalents.

h) If the number of Equity Shares outstanding at any time after the Tranche III Closing Date is decreased by a combination or consolidation (reverse stock split) of the outstanding Equity Shares, then, following the record date of such combination or consolidation (reverse stock split), the Series A2 Conversion Price and A2 Conversion Ratio shall be appropriately increased so that the number of Equity Shares issuable on conversion of each Series A2 CCPS shall be decreased in proportion to such decrease in outstanding Equity Shares.

i) Subject to the provisions of Clause 12.3 of the SSA, the A2 Conversion Ratio of the Series A2 CCPS may be adjusted at the option of the Indemnified Party, on the basis of the Fair Market Value, such that the number of A2 Conversion Shares increases to make good the Indemnity Amount (as defined in Clause 12.2 of the SSA) payable to the Indemnified Party ("**A2 Indemnity Conversion Ratio**"). Provided however that, in the event the Indemnifying Party pays the Indemnity Amount or part thereof, to the Indemnified Party, the A2 Indemnity Conversion Ratio shall be readjusted such that the number of A2 Conversion Shares is reduced to the extent of the Indemnity Amount (or part thereof), paid to the Indemnified Party. Provided further that, at the time of exit of the Investor in accordance with the terms of the Agreement and the Articles, if the value received by the Investor as a consequence of the exit ("**A2 Exit Value**") and in respect of the A2 Conversion Shares (reckoned as a result of the adjustment of the A2 Conversion Ratio) is greater than the Indemnity Amount, the Investor shall transfer to the Promoters, such number of Investor Shares representing the difference between the A2 Exit Value of the A2 Conversion Shares and the Indemnity Amount. Any Tax liability associated with any such adjustment shall be borne by the Investor.

j) The A2 Conversion Ratio of the Series A2 CCPS shall also be adjusted at the time of allocation / issuance of any Equity Shares pursuant to the Agreed ESOP by the Company, the intention being that upon allocation / issuance of Equity Securities under the Agreed ESOP, the Investor shall not be diluted and the A2 Conversion Shares to be issued at the time of conversion are increased to the extent of Equity Securities allocated / issued under the Agreed ESOP.

k) The Conversion Ratio of the Series A2 CCPS shall be adjusted in respect of amounts receivable by CES-FZE, in accordance with the provisions of the Agreement.

l) The A2 Conversion Ratio of the Series A2 CCPS may be adjusted at the option of the holder of the Series A2 CCPS upon the occurrence of a Liquidity Event in accordance with the formula provided in Clause 3C (a) of the Agreement and Article 22A (c) of these Articles.

m) The A2 Conversion Ratio of the Series A2 CCPS may be adjusted at the option of the holder of the Series A2 CCPS upon the occurrence of a Liquidation Event in accordance with the formula provided in Clause 3C (b) of the Agreement and Article 22A (b) of these Articles.

n) The adjustments under this Article 22.4.8 shall not be mutually exclusive.

23.4.9 Conversion Cost. The Company shall bear all expenses arising from the conversion of the Series A2 CCPS as set out in this Article 22, including *inter alia*, any stamp duty applicable on the issuance of share certificates subsequent to conversion of the Series A2 CCPS.

23.4.10 Other Distributions. In the event the Company declares a distribution payable in securities of other Persons, evidences of indebtedness issued by the Company or other Persons, assets (excluding cash dividends) or options or rights not referred to in Article 22.4.8 (a) above, then, in each such case for the purpose of this Article 22.4.10, the A2 Preference Holders shall be entitled to a proportionate share of any such distribution as though they were the holders of the number Equity Shares into which their Series A2 CCPS are convertible as of the record date fixed for the determination of the holders of Equity Shares entitled to receive such distribution.

23.4.11 Reservation of Equity Shares issuable Upon Conversion. The Company shall at all times reserve and keep available out of its authorized but unissued Equity Shares, solely for the purpose of effecting the conversion of the Series A2 CCPS, such number of its Equity Shares as shall from time to time be sufficient to effect the conversion of all outstanding Series A2 CCPS; and if at any time the number of authorized but unissued Equity Shares shall not be sufficient to effect the conversion of all then outstanding Series A2 CCPS, in addition to such other remedies as shall be available to the A2 Preference Holder, the Company shall take such corporate action as may be necessary to increase its authorized but unissued Equity Shares to such number of shares as shall be sufficient for such purposes, including, without limitation, to obtain the requisite shareholder approval of any necessary amendment to the Articles.

23.4.12 Waiver of Adjustment to Conversion Price. Notwithstanding anything herein to the contrary, any downward adjustment of the Series A2 Conversion Price may be waived, either prospectively or retroactively and either generally or in a particular instance, by the written consent or vote of the Investor. Any such waiver shall bind all future holders of Series A2 CCPS.

22A. Notwithstanding anything contained in these Articles:

o) The Conversion Ratio of the combined Series A CCPS, Series A1 CCPS and Series A2 CCPS may be adjusted at the option of the holder of the CCPS upon the occurrence of a Liquidity Event in accordance with the formula and illustration thereof as stated below:

Conversion Ratio =

[(Total no. of Equity Shares of the Company) * Investor's Proposed Shareholding – Existing Equity Shares held by the Investor] / (1 – Investor's Proposed Shareholding)

No. of CCPS held by the Investor

Where,

Investor's Proposed Shareholding = (Investment Amount * 2) / Fair Market Value of the Company as on the date of conversion

p) The Conversion Ratio of the combined Series A CCPS, Series A1 CCPS and Series A2 CCPS may be adjusted at the option of the holder of the CCPS upon the occurrence of a Liquidation Event in accordance with the formula and illustration thereof as stated below:

Conversion Ratio =

[(Total no. of Equity Shares of the Company) * Investor's Proposed Shareholding – Existing Equity Shares held by the Investor] / (1 – Investor's Proposed Shareholding)

No. of CCPS held by the Investor

Where,

Investor's Proposed Shareholding = (Investment Amount) / Total liquidation equity valuation of the Company as on the date of conversion

q) The adjustments under this Article shall not be mutually exclusive.

PRE-EMPTIVE RIGHT OF THE INVESTOR

36. **Pre-emptive Right of the Investor**

36.1. The Shareholders shall have a pre-emptive right of subscription ("**Pre-Emptive Right**") in the event that the Company proposes to undertake any issuance of Equity Securities other than the Exempted Issuances (an "**Issuance**"). A Shareholder shall be entitled to apportion the Pre-Emptive Right hereby granted among itself and its Affiliates in such proportions as it deems appropriate, in which case the Affiliate of the Promoters shall be deemed to be a Promoter for the purposes of the Agreement and the Articles.

36.2. If undertaking an Issuance, the Company shall issue a written notice to the Shareholders ("**Issuance Notice**") setting forth in detail (a) the terms of the proposed issuance, including the proposed issuance price ("**Issuance Price**"), (b) the date of closing of the proposed Issuance (which shall not be less than thirty (30) days from the date of receipt of the Issuance Notice) and (c) the number of Equity Securities proposed to be issued (the "**New Securities**").

36.3. If a Shareholder wishes to exercise its Pre-emptive Right, then within 30 (thirty) Business Days from the delivery of the Issuance Notice, it/ he shall deliver a written notice to the Company, communicating its/ his intention to subscribe, at the price and on the terms specified in the Issuance Notice, up to that portion of such New Securities that equals the proportion that the number of Equity Securities held by such Shareholder (calculated on a Fully-Diluted Basis) bears to the total number of Equity Securities then outstanding (calculated on a Fully-Diluted Basis). In the event that a Shareholder (a "**Non-Participating Shareholder**") is unable to, or does not, for any reason whatsoever, (i) subscribe to its entitlement of the Issuance; and / or (ii) respond within 30 (thirty) Business Days from the delivery of Issuance Notice, then the other Shareholders (each a "**Participating Shareholder**") shall be entitled, by issue of a notice to the Company and the Non-Participating Shareholder, to subscribe either directly or through any of their Affiliates to the unsubscribed Equity Securities of the Issuance in proportion to their shareholding in the Company. In such case, the shareholding of the Non-Participating Shareholder in the Company shall stand diluted to the extent mentioned above.

36.4. If all New Securities that the Shareholder is entitled to obtain pursuant to Article 24.3 above are not elected to be obtained as provided in Article 24.3, then the Board of the Company may, subject to the prior written consent of the Investor, during the ninety (90) day period following the expiration of the period provided in Article 24.3 hereof, offer the remaining unsubscribed portion of such New Securities to any Person or Persons at a price not less than that, and upon terms no more favorable to the offeree than those, specified in the Issuance Notice. If the Company does not enter into an agreement for the issuance of the New Securities within such period, or if such agreement is not consummated within sixty (60) days of the execution thereof, the right provided hereunder shall be deemed to be revived and such New Securities shall not be offered unless first reoffered to the Investor in accordance with this Article 24.

CALLS ON SHARES / DEBENTURES

37. **Calls on Shares/Debentures**

37.1. The Board of Director may subject to the provisions of Section 49 of the Act from time to time to make such calls as they think fit upon the members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times and each members shall pay the amount of every call so made on him to the person and at the time and place appointed by the Directors. A call may be made payable by installments.

37.2. A call shall be deemed to have been made at the time when the resolution of the Board authorizing such call was passed.

37.3. Joint-holder of shares shall be jointly as well as severally liable for calls made on shares held by them.

37.4. No call shall exceed one fourth of the nominal amount of a share and be made payable within one month after the last preceding call was payable.

37.5. Not less than fourteen days' notice on any call shall be given specifying the time and place of payment and to whom such call be paid.

37.6. The Board may, if they think fit, receive from any member willing to advance the same, all or any part of the monies uncalled upon any shares held by him even if no part of the amount is called up, and upon all or any of the monies so advanced may (until the same would, but for such advance, become presently payable) pay interest at such rate (not exceeding 12% per annum without the sanction of the Company in the general meeting) as may be agreed upon between the member paying the sum in advance and the Board. Moneys paid in advance of calls shall not, in respect thereof, confer a right to vote or to dividend or to participate in profits. The Directors may at any time repay the amount so advanced upon giving to such member 3 (three) Months' notice in writing. Provided that option or right to call of Shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.

38. **Payment in anticipation of call may carry interest**

The Board may, if it thinks fit (subject to the provisions of Section 50 of the Act) agree to and receive from any Shareholder willing to advance the same, the whole or any part of the money due upon the shares held by him beyond the sums actually called up, and upon the amount so paid or satisfied in advance or so much thereof as 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 in respect of which such advance has been made, the Company may pay interest, as the Shareholder paying such sum in advance and the Board agree upon in accordance with the provisions of the Act, provided that the money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced.

No Shareholder shall be entitled to voting rights in respect of the money (ies) so paid by him until the same would but for such payment, become presently payable.

The provisions of these Articles shall mutatis mutandis apply to the calls on Debentures of the Company.

SECURITIES CERTIFICATE

39. **Securities Certificate**

39.1. The Company shall issue its securities in dematerialized form.

39.2. Unless the conditions of issue of any shares or debentures provide otherwise, t he Company shall, within (i) 2 (two) Months after the allotment of any of its shares; (ii) within 1 (one) Month from the date of receipt of transfer request from the Depository Participant or, as the case may be, of the intimation of transmission,. credit the shares to the holders demat accounts as the case may be in accordance with the provisions of the applicable laws for the time being in force.

39.3. In case the law permits issue physical issue of shares, every certificate shall be under the Seal of the Company and shall specify the share to which it relates and amount paid thereon, and shall bear signature of at least two directors of the Company, and the secretary of the company or any person authorized by the Board of Directors in this regard.

If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deems adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate, within a period of 30 days from the receipt of such lodgement. Every certificate under the Articles shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rupees two for each certificate) as the Directors shall prescribe. Provided that, no fee shall be charged for issue of a new certificate in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

39.4. Provided that notwithstanding what is stated above the Directors shall comply with such rules or regulation or requirements of any Stock Exchange or the rules made under the Act or rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable thereof In this behalf.

39.5. The provision of this Article shall mutatis mutandis apply to debentures of the company.

39.6. In respect of share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery and certificate for all securities to one of several joint shall be sufficient delivery to all such security holders.

39.7. The Company shall observe rules and conditions as may be prescribed under the Act and the Companies (Shares and Debentures) Rules, 2014 for renewal of security certificates or issue of duplicate security certificates.

FORFEITURE OF SHARES

40. **Forfeiture of Shares**

40.1. If a member fails to pay any call within the time allowed by the Board of Directors at the time of making a call or subsequently, the Board may issue final notice naming a further date (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 if the calls remain unpaid till then, the shares may be subject to forfeiture without further notice. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

40.2. Forfeited shares may be restored to the holder thereof on payment of the call money in full, before the forfeited shares are sold to other member of members of the Company or otherwise disposed of.

40.3. Any shares so forfeited shall be deemed to be the property of the Company and may be sold, re-allotted or otherwise disposed of either to existing members or to any other person upon such terms and conditions and in such manner as the Board shall think fit.

40.4. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall notwithstanding the forfeiture, be liable to pay to the Company all moneys, which at the time of forfeiture were presently payable by him to the Company in respect of the share.

40.5. The Company may receive the consideration, if any, given for the shares on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of. The transfer thereupon shall be registered as the holder share shares.

40.6. 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. There shall be no forfeiture of unclaimed dividends before the claim becomes barred by applicable Law.

TRANSFER OF SHARES

41. **General**Transfer of any Equity Securities by any Shareholder must comply with the provisions of Article 29 and Article 30 and the Company shall not record or register any Transfer that does not satisfy the provisions of Article 29 and Article 30. Any attempt by any Shareholder to Transfer its Equity Securities in contravention of the provisions contained herein shall be considered void and invalid**.** A common form of transfer should be used.

43. **Conditions on Transfers**

43.1. **Lock-in of Promoter Shares.**

Without limiting any other provision of these Articles, till the consummation of the exit of Investor in accordance with Article 43 of these Articles, the Promoters will not Transfer, or cause to be Transferred, any Equity Securities in the Company, or otherwise achieve or cause to be achieved any liquidity with respect to any Equity Securities of the Company held directly or indirectly by them in the Company and its Subsidiaries, without the prior written consent of the Investor. Should the Investor consent to such Transfer, the same shall be in accordance with and subject to the provisions of these Articles and the Agreement. Provided however that, in the event the Promoters desire to conduct an estate planning of their respective assets, they shall be permitted to Transfer up to 15% (fifteen percent) of their aggregate shareholding in the Company cumulatively to a trust for the benefit of the legal heirs of the Promoters, subject to the trustee of such trust executing a Deed of Adherence. Provided further that the Promoters shall also be permitted to transfer their shareholding in the Company during the lock-in period in the following circumstances:

a) Encumbrance for the purpose of availing any borrowings by the Company as part of the approved Business Plan and approved in accordance with the terms of the Agreement and the Articles;

b) a re-organization, consolidation, spin-off, merger, acquisition or other similar transaction by the Company and/or Subsidiaries approved in accordance with the terms of the Agreement and the Articles; and

c) any transmission of shares by operation of Law.

43.2. **Right of First Offer**.

a) Subject to Article 30.1 above (Lock-in of Promoter Shares) and Article 43.5 (Right of First Refusal) below, if any Shareholder ("**Transferring Party**") proposes to Transfer within 60 (sixty) months from the Closing Date, any or all of the Equity Securities held by such Transferring Party in the Company to a Third Party (other than a Competitor), then the Transferring Party shall first offer all but not less than all of the Equity Securities held by it ("**ROFO Securities**") to the other Shareholders ("**Non-Transferring Party**") (such a right being referred to as "**Right of First Offer**"). Such Right of First Offer shall be exercisable in the manner set out below. Any right/ action under this Article 30.2 to be exercised by the Promoters as a Non-Transferring Party shall be exercised by the Promoters as a block and not by each Promoter separately or independently.

b) The Transferring Party shall issue a written notice ("**ROFO Notice**") to the Non Transferring Party stating therein: (a) the name of the Transferring Party, (b) its/ his intention to sell the ROFO Securities, and (c) the number of Equity Securities held by the Transferring Party in the Company as on the date of such ROFO Notice.

c) Within a period of 60 (sixty) calendar days from the date of receipt of the ROFO Notice, the Non Transferring Party shall be entitled to respond to the ROFO Notice in writing (such notice, an "**Offer Response Notice**") indicating its acceptance, the price offered for such ROFO Securities ("**Offer Price**") and reasonable documentary evidence to display availability of, or accessibility to, requisite funds with the Non-Transferring Party for the purchase of ROFO Securities.

d) Within 15 (Fifteen) Business Days after receipt of the Offer Response Notice, the Transferring Party shall provide a written notice to the Non-Transferring Party, either accepting or rejecting the Offer Price ("**ROFO Acceptance Notice**"). If the ROFO Acceptance Notice is not provided within aforementioned time then the ROFO Notice shall be deemed to have been rejected. If the Offer Price is accepted, the Transferring Party shall consequently Transfer the ROFO Securities to the Non-Transferring Party within 90 (ninety) calendar days from the date of the ROFO Acceptance Notice. If the Non-Transferring Party has rejected the offer set forth in the ROFO Notice or if the Offer Price is rejected by the Transferring Party, the Transferring Party shall be entitled to Transfer the ROFO Securities to a Third Party within a period of 90 (ninety) calendar days from the date of Offer Response Notice of ROFO Acceptance Notice as the case may be ("**Offer Period**"), subject to the provisions of Article 30.3 (Tag-Along Right) and provided (i) the Transferring Party shall not offer the ROFO Securities to a Third Party at a price lesser than the Offer Price and/or on terms which are more favourable to the Third Party as compared to the terms offered by the Non-Transferring Party; and (ii) such Third Party buyer executes a Deed of Adherence agreeing to abide by the terms and conditions of the Agreement. For the avoidance of doubt, the Third Party referred to in this Article 30.2 shall not include a Competitor.

e) The Offer Period shall be extended to the extent required to obtain approval(s), required if any, under the applicable Law. The Transfer of the ROFO Securities as per applicable Law (including delivery of share certificates, etc.) and the payment of the Offer Price for the ROFO Securities shall occur simultaneously. The Transferring Party shall provide customary representations and warranties with respect to title of the ROFO Securities (including that the title is free from all Encumbrances) and authority to sell.

f) Each Party shall bear its own costs and expenses incurred in connection with the exercise of Right of First Offer provided to such Party under this Article 30.2. All stamp duty and other transfer Taxes in relation to the Transfer of the ROFO Securities to the Non Transferring Party (other than those in nature of capital gains tax) shall be borne by the Company.

g) In the event that such Transfer is not consummated within the Offer Period, the Transferring Party shall not be permitted to sell the ROFO Securities pursuant to this Article 30.2 without again complying with each of the requirements of this Article 30.2.

h) The Non Transferring Party shall be entitled to nominate any of its Affiliates, at its sole discretion, to acquire/ hold the ROFO Securities pursuant to the provisions of this Article 30.2.

43.3. **Tag Along Rights**.

a) If the Non-Transferring Party is the Investor and the Investor does not intend to exercise the Right of First Offer under Article 30.2 above ("**Non ROFO Exercising Party**") or does not respond to the ROFO Notice within a period of 60 (sixty) calendar days from the date of receipt of the ROFO Notice, the Transferring Party being the Promoters in this case, shall deliver a written notice to the Non ROFO Exercising Party ("**Sale Notice**") stating: (a) that it/ they intend to Transfer the ROFO Securities ("**Sale Securities**") to a Third Party (the "**Proposed Buyer**"); (b) the name of the Proposed Buyer; (c) the price and the key terms and conditions on which the Sale Securities are proposed to be Transferred to the Proposed Buyer; and (d) the number of Sale Securities proposed to be Transferred to the Proposed Buyer. Any right/ action under this Article 30.3 to be exercised by the Promoters shall be exercised by the Promoters as a block and not by each Promoter separately / independently.

b) Subject to the provisions of this Article 30.3, within a period of 15 (Fifteen) calendar days from the date of receipt of the Sale Notice ("**Tag Exercise Period**"), the Non ROFO Exercising Party ("**Tag Along Party**"), shall have the right (but not the obligation), ("**Tag Along Right**") to offer all or part of the Equity Securities held by the Tag Along Party to the Proposed Buyer ("**Tag Securities**") and at a price and on terms and conditions no less favourable than those offered to the Transferring Party by the Proposed Buyer by intimating the Transferring Party in writing ("**Tag Along Notice**"). The Parties agree that the Tag Along Right under this Article 30.3 is only a right of the Investor and shall not be available to the Promoters. The number of Tag Securities shall not exceed the product of the total number of Equity Securities held by the Tag Along Party on a Fully Diluted Basis and the fraction, the numerator of which shall be number of Sale Securities proposed to be transferred by the Transferring Party and the denominator of which shall be the total number of Equity Securities outstanding in the Company on a Fully Diluted Basis. Provided however that, where the Transferring Party is the Promoters (acting as block) and such Transfer results in a change of control, the Investor shall be entitled to Transfer all of their Equity Securities to the Proposed Buyer.

c) If the Tag Along Party has exercised its Tag Along Right by sending a Tag Along Notice to the Transferring Party, within the Tag Exercise Period, the Transferring Party shall intimate this to the Proposed Buyer. If the Proposed Buyer is willing to purchase all the Tag Securities, then the Transferring Party, the Tag Along Party and the Proposed Buyer shall complete the transfer of all the Sale Securities and Tag Securities, at the price and on the terms and conditions as mentioned in the Sale Notice. If, however, the Proposed Buyer cannot or is not willing to purchase all of the Tag Securities, then the Transferring Party shall not be entitled to transfer the Sale Securities to the Proposed Buyer and such Transferring Party shall be obligated to follow the procedure set out in Article 30.2 (Right of First Offer) and this Article 30.3 for any subsequent sale of any securities held by the Transferring Party.

d) In the event the Non ROFO Exercising Party does not exercise its Tag Along Right within the Tag Exercise Period, then the Transferring Party shall be entitled to Transfer all but not less than all of the Sale Securities to the Proposed Buyer on the terms set out in the Sale Notice, within a period of 90 (ninety) calendar days from the date of expiry of the Tag Exercise Period ("**Sale Period**"). The Sale Period shall be extended to the extent required to obtain approval(s), required if any, under the applicable Law.

e) In the event that the Transferring Party is unable to Transfer the Sale Securities within the Sale Period (including any period extended in accordance with Article 30.3(d)), then such Transferring Party shall be obligated to follow the procedure set out in Articles 30.2 and this Article 30.3 for any subsequent sale of any securities held by the Transferring Party.

43.4. Limitations to Rights of First Offer and Tag-Along Right. Notwithstanding the provisions of Articles 30.2 and 30.3, the Right of First Offer and the Tag-Along Right of the Investor shall not apply to any sale of Equity Securities to the public pursuant to an IPO (including a QIPO).

43.5. **Right of First Refusal**

a) In the event the Investor proposes to Transfer any Equity Securities of the Company to a Competitor within 60 (sixty) months from the Closing Date (in each case "**ROFR Sale Period**"), then the Investor shall give to the Promoters, a written notice of the Investor's intention to make the Transfer accompanied by the term sheet or letter of intent provided by the Competitor recording the proposed terms of such Transfer (the "**ROFR Notice**"). The ROFR Notice shall include (i) a description of the Equity Securities to be transferred (the "**Offered Securities**"), (ii) the name(s) and address(es) of the Competitor, and (iii) the purchase price proposed to be paid for the Offered Securities.

b) If the Promoters intend to purchase the Offered Securities, the Promoters may respond to the ROFR Notice indicating their acceptance to purchase the Offered Securities by themselves, along with reasonable documentary evidence to display availability of, or accessibility to, requisite funds with the Promoters for the purchase of Offered Securities ("**Exercise Notice**") within 30 (Thirty) calendar days of the receipt of the ROFR Notice ("**ROFR Exercise Period**").

c) Within 30 (thirty) calendar days from the date of dispatch of the Exercise Notice, ("**ROFR Confirmation Period**"), the Promoters shall have the right to provide to the Investor, confirmation of the Promoters' willingness to purchase the Offered Securities ("**ROFR Confirmation Notice**").

d) Within 60 (Sixty) calendar days of dispatch of the ROFR Confirmation Notice ("**Purchase Period**"), the Promoters shall be obligated to purchase the Offered Securities from the Investor and the Investor shall be obligated to Transfer the Offered Securities to the Promoters. Any transfer of the Offered Securities to the Promoters shall be completed within the Purchase Period. In case of failure of the Promoters to purchase the Offered Securities within the Purchase Period, the Investor shall have the right to either sell the Offered Securities in accordance with Article 30.5(e) hereinbelow, or trigger an Event of Default whereupon the Drag Right as provided under the provisions of Article 45.2 shall apply. If and only if the Offered Securities constitute all of the Equity Securities held by the Investor, then the Promoters shall have the right to purchase such Offered Securities through its nominee.

e) If (i) the Promoters do not deliver the Exercise Notice within the ROFR Exercise Period; or (ii) the Promoters do not deliver the ROFR Confirmation Notice within the ROFR Confirmation Period; or (iii) the Promoters deliver the ROFR Confirmation Notice, but fail to purchase the Offered Securities within the Purchase Period (either through themselves or through any Third Party or nominee), then the Investor shall have 90 (ninety) calendar days from the expiry of the ROFR Exercise Period or the Purchase Period, as the case may be ("**Free Sale Period**"), within which it can transfer the Offered Securities on the terms set out to the relevant transferee stated in the ROFR Notice.

f) Notwithstanding the above, if the Offered Securities are Transferred to a Competitor prior to expiry of 60 (sixty) months from the Closing Date, such Competitor shall not be entitled to exercise the following rights under the Agreement:

(i) Pre-emptive right (Article 24);

(ii) Reserved Matter in respect of any amendment to the Articles that may adversely affect the rights of such Competitor.

43.6. Transfer to Competitor. In case of any Transfer of Equity Securities by the Investor to a Competitor after the expiry of 60 (sixty) months from the Closing Date, the Competitor shall be entitled to all the rights (except rights relating to exit under Article 43) of the Investor under the Agreement.

43.7. Prior to the transfer of Offered Securities by the Investor to the Competitor in accordance with the provisions of Article 30.5, all the Offered Securities shall first automatically and mandatorily convert into Equity Shares of the Company in accordance with provisions of Article 17.2 and Article 17.5 and the Equity Shares into which the Offered Shares are converted shall then be transferred to the Competitor.

43.8. Transfer to Affiliates. The Investor shall be permitted to Transfer their Equity Securities to any of its Affiliates without complying with provisions of this Article 30, provided that such Affiliate executes the Deed of Adherence.

43.9. Consents. The purchase or sale/Transfer under this Article 30 shall be subject to the necessary Consents being obtained. The Company and the Transferring Party, shall each use their best endeavors to obtain the necessary Consents. Time periods specified in this Article 30 shall be extended by the time taken to obtain necessary Consents.

43.10. **Director's powers to refuse to register a transfer.** Subject to the provisions of Sections 58 and 59 of the Act, these Articles and other applicable provisions of the Act or any other Law for the time being in force, the Board may, refuse to register the transfer of, or the transmission by operation of law of the right to, any securities or interest of a Shareholder in the Company. The Company shall, within 30 (thirty) days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send a notice of refusal to the transferee and transferor or to the Person giving notice of such transmission, as the case may be, giving reasons for such refusal.

Provided that, registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other Person or Persons indebted to the Company on any account whatsoever except when the Company has a lien on the shares.

Subject to the applicable provisions of the Act and these Articles, the Directors shall have the absolute and uncontrolled discretion to refuse to register a Person entitled by transmission to any shares or his nominee as if he were the transferee named in any ordinary transfer presented for registration, and shall not be bound to give any reason for such refusal and in particular may also decline in respect of shares upon which the Company has a lien.

43.11. **Instrument of Transfer**

The instrument of transfer of any Share shall be in writing and all the provisions of the Act shall be duly complied with in respect of all transfer of Shares and registration thereof. The Company shall use the form of transfer, as prescribed under the Act, in all cases. In case of transfer of Shares, where the Company has not issued any certificates and where the Shares are held in dematerialised form, the provisions of the Depositories Act shall apply.

In accordance with Section 56 of the Act, the Rules and such other conditions as may be prescribed under Law, every instrument of transfer of shares held in physical form shall be in writing. In case of transfer of shares where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act shall apply. The Company shall cause to be kept a register and index of members / beneficial owners in accordance with all applicable provisions of the Companies Act, 2013 and the Depositories Act, 1996 with details of shares held in physical and dematerialised forms in any medium as may be permitted by law including in any form of electronic medium. The Company shall be entitled to keep in any State or Country outside India a branch register of beneficial owners / Register of Members, resident in that State or Country. The Register and Index of Beneficial Owners maintained by a Depository under the Depositories Act, shall be deemed to be the Register and Index (if applicable) of Shareholders and Securityholders for the purposes of these Articles.

(i) An application for the registration of a transfer of the shares in the Company may be made either by the transferor or the transferee within the time frame prescribed under the Act.

(ii) Where the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee in a prescribed manner and the transferee communicates no objection to the transfer within 2 (two) weeks from the receipt of the notice.

No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document.

TRANSMISSION OF SHARES/ DEBENTURE

44. **Transmission of Shares/Debentures**

44.1. On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or the heir of the deceased or his legal representative shall be the persons recognized by the Company as having any title or interest in the shares/ debentures.

44.2. Nothing in Article 17.1 above, shall release the estate of a deceased joint holder from any liability in respect of any share/debenture which has been jointly held by him with other persons.

44.3. Any heir or successor being owner of the shares in consequence of the death of the member, upon such evidence being produced as may properly be required by the Board elect either (i) to register his or their names as the holders of the shares or (ii) to make arrangement to transfer of shares in the way as the deceased member could have made in accordance with the transfer clause of these Articles.

44.4. If the person or persons aforesaid shall elect to transfer the shares, he shall testify his election by executing a transfer of the share, in conformity with the transfer clause of these Articles.

44.5. A person becoming holder of share on such transmission, shall become member of the Company entitled to the same dividends and advantages as his predecessors would have otherwise enjoyed, but if he be a minor, lunatic or insolvent, he shall have no voting right.

44.6. The person so becoming entitled and willing to elect to be registered holder of the share shall deliver or send to the Company a notice in writing stating that he so elects.

44.7. The Board shall register his name in place of the deceased member.

44.8. If the persons aforesaid fails to elect either to be registered himself to transfer the share, the Board on having confirmation of the event of the death of the member shall serve a notice to person asking him to comply with the requirement within three months of the issue of the notice failing which Board may thereafter withhold payment of all dividends, bonuses or other money payable in respect of the share.

44.9. If nothing is done within three months, the Company shall issue a notice in the local newspaper asking the legal heirs or the legal representative of the deceased member whether to be registered as shareholders or to transfer the said shares in conformity with these Article three months thereafter, and if nothing is done within the said period, the shares shall be liable to forfeiture and the forfeiture clause of these Articles shall prevail. The forfeited shares may be re-issued to the member at the called up value of the shares and forfeited amount be transferred to the Capital Reserve Account or dealt with as the Board of Directors shall think fit.

44.10. The Company shall have a first and paramount lien on (i) every share, not being a fully paid share, for all moneys, whether presently payable or not, called or payable in respect of the share and (ii) on all shares, not being fully paid shares, standing in the name of any person, for all moneys, presently payable by him, provided that the Board of Directors may at any time declare any share to be wholly or in part exempt from the provisions of the clause.

44.11. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

44.12. For the purpose of enforcing such lien as aforesaid the Directors may sell the Shares subject thereto in such manner as they shall think fit, but no sale shall be made:

a) Unless a sum in respect of which the lien exists is presently payable; and

b) Until the expiration of seven days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists and 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 transmission, and default shall have been made by him in payment of the sum payable as aforesaid for seven days after such notice.

44.13. The residue, if any, shall be paid to the person entitled by transmission to the shares so sold at the date of the sale.

44.14. The fully paid up Shares shall be free from all lien and in the case of partly paid up Shares the Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such Shares.

45. **COMPANY'S LIEN:**

On shares:

The Company shall have a first and paramount lien:

on every share (not being a fully paid share), for all money (whether presently payable or not) called, or payable at a fixed time, in respect of that share;

Provided that the Board may, at any time, declare any shares wholly or in part to be exempt from the provisions of this Article.

Company's lien, if any, on such partly paid shares, shall extend to all Dividends payable and bonuses declared from time to time in respect of such shares.

Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares. The fully Paid up shares shall be free from all lien and that in case of partly paid shares, the Company's lien shall be restricted to money called or payable at a fixed time in respect of such shares.

For the purpose of enforcing such lien, the Board may sell the shares, subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such shares and may authorise one of their Shareholders to execute and register the transfer thereof on behalf of and in the name of any purchaser. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

Provided that no sale shall be made:

unless a sum in respect of which the lien exists is presently payable; or

until the expiration of 14 days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

The net proceeds of any such 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. 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.

No Shareholder shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

On Debentures:

The Company shall have a first and paramount lien:

on every Debenture (not being a fully paid Debenture), for all money (whether presently payable or not) called, or payable at a fixed time, in respect of that Debenture;

Provided that the Board may, at any time, declare any Debentures wholly or in part to be exempt from the provisions of this Article.

Company's lien, if any, on the Debentures, shall extend to all interest and premium payable in respect of such Debentures.

Unless otherwise agreed, the registration of a transfer of Debentures shall operate as a waiver of the Company's lien, if any, on such Debentures. The fully paid up Debentures shall be free from all lien and that in case of partly paid Debentures, the Company's lien shall be restricted to money called or payable at a fixed price in respect of such Debentures.

For the purpose of enforcing such lien, the Board may sell the Debentures, subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such Debentures and may authorize the debenture trustee acting as trustee for the holders of Debentures or one of the holder of Debentures to execute and register the transfer thereof on behalf of and in the name of any purchaser. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the Debentures be affected by any irregularity or invalidity in the proceedings in reference to the sale.

Provided that no sale shall be made:

unless a sum in respect of which the lien exists is presently payable; or

until the expiration of 14 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 Debenture or the Person entitled thereto by reason of his death or insolvency.

The net proceeds of any such 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. The residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the Debentures before the sale) be paid to the Person entitled to the Debentures at the date of the sale.

No holder of Debentures shall exercise any voting right in respect of any Debentures registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

ANTI-DILUTION

46. **Anti-dilution**

46.1. Subject to Article 38 (Reserved Matters), if at any time after the Closing Date, the Company issues to any Third Party, any Equity Securities, at a price per share that is lower than the price at which the Investor subscribed to the Series A CCPS (such an event being referred to as a "**Dilution Event**"), then the Investor shall be entitled to a broad-based weighted average anti-dilution protection in accordance with this Article 33.2 below simultaneously with such Dilution Event or at such other time as may be indicated by the Investor at the Investor's sole option.

46.2. **Broad-Based Anti-Dilution Protection**

a) Relevant Calculations:

(i) Determine Anti-dilution Price (i.e., Broad Based Weighted Average Share Price) in the following manner:

<u>(OS immediately prior to the Dilution Event x Investor Price Per Share) + AC</u>

OS immediately following issuance

Where:

"**OS**" means the number of Equity Shares issued and outstanding on a Fully Diluted Basis,

"**Investor Price Per Share**" means the fraction, the numerator of which is the Investment Amount and the denominator of which is the total number of Investor Shares, and

"**AC**" means the aggregate consideration to be received by the Company in connection with the new issuance.

(ii) Determine number of Equity Shares that Investor would have received if the Investor had paid the Anti-dilution Price for the Equity Shares or Equity Securities convertible into Equity Shares subscribed by it, by dividing the aggregate consideration paid by Investor pursuant to the Share Subscription Agreement by the Anti-dilution Price.

(iii) The number of additional Equity Shares or instruments/ Equity Securities convertible into Equity Shares to be issued to the Investor (i.e., Additional Securities) shall equal the number of Equity Shares or instruments/ Equity Securities convertible into Equity Shares that Investor would have received as determined pursuant to II above minus the number of Equity Shares or instruments/ Equity Securities convertible into Equity Shares actually held by the Investor.

b) In performing the foregoing calculations, the following provisions shall be applicable:

(i) In a Dilution Event, in the case of the new issuance being for cash, the aggregate consideration shall be deemed to be the amount of cash paid therefor before deducting therefrom any discounts, commissions or placement fees payable by the Company to any underwriter or placement agent in connection with the issuance and sale thereof.

(ii) In a Dilution Event, in the case of the new issuance being for a consideration, in whole or in part other than cash, the consideration other than cash shall be deemed to be the Fair Market Value thereof.

(iii) In the case of the Dilution Event involving the issuance of options to purchase or rights to subscribe to Equity Shares, securities by their terms convertible into or exchangeable for Equity Shares, or options to purchase or rights to subscribe for such convertible or exchangeable securities (other than Equity Shares, options or other securities issued under any ESOP or Equity Shares, options or other securities issued upon the exercise thereof):

(A) the aggregate maximum number of Equity Shares deliverable upon exercise of such options to purchase, exercise of rights to subscribe for Equity Shares or conversion of or in exchange for any such convertible exchangeable securities, shall be deemed to have been issued at the time such options or rights were issued and for a consideration equal to the consideration (determined in the manner provided above), if any, received by the Company upon the issuance of such options or rights plus the exercise price provided in such options or rights for the Equity Shares covered thereby;

(B) on any increase in the number of shares or decrease in exercise price of Equity Shares deliverable upon exercise of any such options or rights or conversions of or exchanges for such securities, other than a change resulting from the anti-dilution provisions thereof, the Weighted Average Share Price shall be readjusted retroactively to give effect to such increase or decrease and additional Equity Shares shall be issued to the Investor;

(C) on any decrease in the number of shares or increase in exercise price of Equity Shares deliverable upon exercise of any such options or rights or conversions of or exchanges for such securities, the Weighted Average Share Price shall be readjusted retroactively to give effect to such decrease or increase; and

(D) no further adjustment shall be made as a result of the actual issuance of Equity Shares on the exercise of any such rights or options or any conversion or exchange of any such securities.

(iv) All references to Equity Shares shall be on a Fully Diluted Basis.

(v) All calculations of the Anti-dilution Price shall be made to the nearest one one-hundredth of a Rupee.

(vi) In the event that of the Additional Securities, determined in the manner provided above, being a fraction, such number shall be round up to the nearest whole share as follows:

(vii) in case the fraction is up to 0.49, then the number of shares to be issued shall be rounded off to the next lower number; and

(viii) in case the fraction is 0.5 or more, then the number of shares to be issued rounded off to the next higher number.

46.3. In such a Dilution Event, the Company shall forthwith take all necessary steps, at the sole option of the Investor, but subject to applicable Law, to (i) adjust the Conversion Ratio such that the number of Conversion Shares increases in accordance with calculation made pursuant to the broad-based weighted average anti-dilution protection in accordance with Article 33.2 above (*Broad Based Anti-Dilution Protection*); or (ii) issue additional Equity Shares or instruments/ Equity Securities convertible into Equity Shares to the Investor, either directly and/or to their respective nominees (as may be opted by the Investor), at such time as indicated by the Investor and for no additional consideration or consideration other than cash and if not permissible under applicable Law, at the lowest permissible consideration under applicable Law such that the Investor price per share is reduced to the price arrived at pursuant to the calculations made in accordance with Article 33.2 above.

46.4. In case of a Corporate Action Event, the Company shall forthwith take all necessary steps, at the sole option of the Investor, to (i) adjust the Conversion Ratio such that the number of Conversion Shares increases in accordance with calculation made pursuant to the broad-based weighted average anti-dilution protection in accordance with Article 33.2 above; and/or (ii) issue additional Equity Shares or instruments/ Equity Securities convertible into Equity Shares to the Investor, either directly and/or to their respective nominees (as may opted by the Investor), at such time as indicated by the Investor and for no additional consideration or consideration other than cash and if not permissible under applicable Law, at the lowest permissible consideration under applicable Law, the effect of which shall be such that there is no Dilution Event on account of such Corporate Action Event.

46.5. For the purposes of this Article 33, the Parties shall be bound to co-operate with each other. Further, if the adjustment as contemplated in this Article 33 cannot be undertaken due to applicable Law, then the Parties shall mutually discuss and agree on an alternative to achieve the adjustment as aforesaid including without limitation through the issuance of rights shares, bonus shares, etc. to the Investor or its nominee as the case may be.

46.6. Nothing contained in this Article 33 shall apply to the following categories of issuance of Equity Securities by the Company:

a) Equity Securities issued pursuant to any ESOP or options granted under such ESOP;

b) Equity Securities issued to the Investor and/or its nominees pursuant to this Article 33;

c) The issuance of Equity Securities in an IPO or QIPO;

d) Equity Shares issued upon conversion of the Series A CCPS into Equity Shares; and

e) Equity Securities issued to banks and/or financial institutions pursuant to any credit facilities availed after the date of the Agreement with the written consent of the Investor.

AFFILIATES

47. Notwithstanding any other provision of these Articles, but subject to execution of the Deed of Adherence, the Investor and/or its Affiliate/s may, at any time and from time to time during the subsistence of the Agreement, acquire any new Shares or other Equity Securities offered to them by the Company, the Promoters and/or the other Shareholders under the provisions of the Agreement and/or transfer any existing Shares or other Equity Securities of the Company held by them to one or more of their Affiliates.

INFORMATION, REPORTING, INSPECTION AND ACCOUNTING STANDARDS

48. **Information, Reporting, Inspection And Accounting Standards**

48.1. The Company shall provide to the Investor:

a) within 5 (five) Business Days from the last day of each month, copies of Management Reports;

b) within 150 (one hundred and fifty) calendar days following the closure of the preceding Financial Year, annual (audited) Financial Statements prepared in accordance with Indian GAAP;

c) within 30 (thirty) days after the end of each financial quarter, standalone unaudited Financial Statements for the Company and the Subsidiaries prepared in accordance with Indian GAAP;

d) within 45 (forty five) days after the end of each financial quarter, consolidated unaudited Financial Statements for the Company and the Subsidiaries prepared in accordance with Indian GAAP;

e) within 30 (thirty) days after the end of each financial quarter, internal quarterly income and cash flow statements for the Company and the Subsidiaries;

f) within 25 (twenty five) days after the end of each month, internal monthly MIS and marketing reports of the Company and the Subsidiaries in a format mutually agreed between the Promoters and the Investor prior to Closing.

g) any other material information including correspondence with the Company's and the Subsidiaries' auditors, material litigation, any relevant filings are made with regulatory agencies etc.; and

h) such other information and periodical reports as the Investor reasonably requires.

48.2. Upon the Investor giving the Company and/ or relevant Subsidiary at least 3 (three) days prior notice and at the cost of the Investor unless a specific material breach or a probable material breach is proposed to be investigated by the Investor, the Investor and its representatives may, during normal business days and hours, (i) inspect and examine and take copies of the Books and Records and Accounts kept by the Company, (ii) access/inspect all properties of the Company, including, but not limited to, the office premises of the Company; and (iii) discuss, consult and/or interview the Business, action plans, budgets and finances and other aspects related to the Company and the Subsidiaries with the Directors and/or the Key Management Team of the Company and the Subsidiaries. All information provided by the Company and/or its Subsidiaries under this Article 35 shall be deemed to be Confidential Information and shall be subject to confidentiality obligations under clause 28.1 of the Agreement.

48.3. The Company shall maintain a system of accounting established and administered in accordance with Indian GAAP, as appropriate and as applicable, consistently applied, and will set aside on its books all such proper reserves as shall be required by applicable Law.

REGISTRATION RIGHTS

49. **Registration Rights**

49.1. If any Equity Shares or other Equity Securities of the Company are listed or proposed to be listed on one or more stock exchanges overseas, then upon the request of the Investor, the Company shall take all such steps, do all such things, execute all such writings and make all regulatory applications and filings as may be required by Law for permitting or facilitating the unrestricted sale and distribution of the Equity Securities held by the Investor on such exchanges to the extent permissible by applicable Law, such that the Equity Securities held by the Investor are freely transferable on such stock exchanges ("**Registration Rights**").

49.2. The Investor shall be entitled to demand that (i) all or part of the Equity Securities held by the Investor be converted into American Depository Receipts or Global Depository Receipts as permissible under applicable Law; and (ii) the Company register the Equity Securities of the Company held by the Investor with appropriate and necessary regulatory authorities required in connection with such offering. Such registration shall be at the expense of the Company, to the extent permissible under Law. Such offerings will be subject to limitations recommended by an independent qualified advisor.

49.3. The Investor will be entitled to piggyback rights (to make an Offer for Sale simultaneously) in all primary offerings and all other secondary offerings of the Company in connection with the Registration Rights, and will, subject to applicable Law, pay such expenses incurred in all piggyback registrations and expenses toward any such offering pro rata to its participation.

GENERAL MEETING

50. **General Meeting**

50.1. An annual general meeting of the Shareholders of the Company shall be held within six (6) months of the end of each financial year of the Company subject to any extension provided by the registrar of companies. Subject to the foregoing, the Board or the Parties may convene an extraordinary general meeting of the Shareholders of the Company whenever they deem appropriate.

50.2. At least Twenty-one (21) days prior written notice of every general meeting of members shall be given to all Shareholders whose names appear on the register of members of the Company. A general meeting may be called after giving shorter notice than that specified above if consent, in writing or by electronic mode, is accorded thereto —

(i) in the case of an annual general meeting, by not less than ninty-five per cent. of the members entitled to vote thereat; and

(ii) in the case of any other general meeting, by members of the company majority in number of members entitled to vote and who represent 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 meeting; or

50.3. The notice of each general meeting of Shareholders shall include an agenda setting out the place, date and time and business proposed to be transacted at the meeting, together with copies of all relevant papers connected therewith and/or proposed to be placed before or tabled at the general meeting and not business shall be transacted at such meeting unless the same has been stated in the notice convening the meeting.

50.4. The Chairman of a general meeting of the Company shall not have any second or casting vote. The Chairman of the Board shall be the Chairman for all general meetings, unless the meeting is called by the Investor, in which case the Investor will appoint the Chairman for that meeting.

50.5. Any shareholder of the Company may appoint another Person as his proxy (and in case of a corporate shareholder, an authorized representative) to attend a meeting and vote thereat on such shareholder's behalf, provided that the power given to such proxy must be in writing.

50.6. Quorum. The quorum for a general Meeting of the Shareholders, shall be as provided under the Act and must include at least 1 (one) authorized representative of the Investor (unless waived by the Investor in writing) and an authorized representative of the Promoter, in order to constitute a valid quorum for the meeting. If on the date of the general meeting, a valid quorum is not present, the meeting shall automatically stand adjourned to the same day and time and at the same venue in the following week; *provided that* (A) no business or items not being part of the agenda of the original meeting shall be dealt with in such adjourned meeting; and (B) no business concerning any of the Reserved Matters shall be discussed or approved at such adjourned meeting unless such Reserved Matter has been approved in writing by the Investor and the Company has received such written approval prior to the meeting.

50.7. **Voting Rights available to the holders of Series A CCPS**.

a) With respect to voting rights exercised at any meeting of the Shareholders of the Company, the holders of Series A CCPS shall enjoy such voting rights available to the extent permissible pursuant to the Act, carry voting rights as if Series A CCPS have been fully converted into Equity Shares.

b) Each Series A CCPS shall entitle the holder to the number of votes equal to the number of Equity Shares into which such Series A CCPS could then be converted. To this effect, each Shareholder holding Shares with voting rights agrees that, if applicable Law does not permit any holder of Series A CCPS to exercise voting rights on all or any Shareholder matters submitted to the vote of the Shareholders of the Company (including the holders of Equity Shares) (the "**Non-Voting Preference Shares**"), then until the conversion of all such Non-Voting Preference Shares into Equity Shares, each Shareholder shall vote in accordance with the instructions of the holders of such Non-Voting Preference Shares at a general meeting of the Shareholders or provide proxies without instructions to the holders of the Non-Voting Preference Shares for the purposes of a general meeting of the Shareholders, in respect of such number of Equity Shares held by each of them such that a relevant percentage (the "**Relevant Percentage**") of the Equity Shares of the Company are voted in the manner required by the holders of the Non-Voting Preference Shares. For the purposes of this Article 37.7(b), the Relevant Percentage in relation to a holder of Non-Voting Preference Shares shall be equal to the percentage of Equity Shares in the Company that such Non-Voting Preference Shareholder would hold if such Non-Voting Preference Shareholder was to elect to convert its Series A CCPS into Equity Shares based on the then applicable Conversion Ratio for each Series A CCPS held by such holder. The obligation of the Shareholders to vote their Shares as aforesaid shall be pro-rated in accordance with their inter se shareholding in the Company.

c) Provisions of section 47 of the Act shall not apply to the Company and members shall vote in accordance with the provisions in these Articles.

ITEMS OF BUSINESS REQUIRING CONSENT OF THE INVESTOR

51. **Reserved Matters**

51.1. The Company shall, and each of the Shareholders shall, exercise or refrain from exercising all rights and powers available to it to procure that from the Closing Date, no resolution (whether of the Shareholders or the Directors, including committees of Board of the Company) or action constituting any of the matters set out in Article 38.6 (the "**Reserved Matters**") shall be passed or undertaken or occur with respect to the Company or any of the Subsidiaries (each a "**Group Company**") unless so approved in accordance with the provisions of this Article 38. Without prejudice to the foregoing, the Company shall, and each of the Shareholders shall, procure that resolutions passed in breach of this Article 38 (i.e. on any Reserved Matter on which the Investor Nominee Directors or any of the Investors have, pursuant to Articles 38.2, 38.3 and 38.4, not given their affirmative vote), shall not be effective. For the avoidance of doubt, it is clarified that the Promoters positive vote on all matters required to be undertaken by the Company and/or Subsidiaries shall be mandatory.

51.2. In respect of the Company:

a) a Reserved Matter which requires Board approval (under applicable Law, the Articles or any constitutive documents) shall not occur unless it has first been approved by the Board of the Company which shall include the affirmative vote of an Investor Nominee Director; and

b) a Reserved Matter which requires shareholder approval (under applicable Law, the Articles or any constitutive documents) shall not occur unless it has first been approved by the Shareholders which shall include the affirmative vote of the Investor.

51.3. In respect of a Group Company (other than the Company):

a) a Reserved Matter which requires Board approval (under applicable Law, the articles of association or any constitutive documents of such Group Company) shall not occur unless:

(i) in the case of a Group Company (in respect of which, the Investor has exercised its right to appoint directors), it has first been approved by the Board of such Group Company which shall include the affirmative vote of the director appointed by the Investor to the Board of such Group Company; and

(ii) in the case of a Group Company (in respect of which the Investor has not exercised its right to appoint directors), it has first been approved by the Board of such Group Company in accordance with the following procedure:

(A) such Reserved Matter shall not occur unless it has first been approved by the Board of such Group Company which shall include the affirmative vote of the director appointed by the Company to the Board of such Group Company;

(B) for the purposes of this Article 38.3(a)(ii), the director appointed by the Company to the Board of such Group Company shall, subject to applicable Law, the articles of association or any constitutive documents of such Group Company, be instructed to vote in accordance with the prior decision taken by the Board of the Company in respect of a relevant Reserved Matter which shall, for the avoidance of doubt, include the affirmative vote of an Investor Nominee Director; and

(C) if, due to any reason whatsoever, the director appointed by the Company to the Board of such Group Company is unable to vote at the Board meeting of such Group Company in respect of the Reserved Matter in accordance with such instructions, such director shall insist (subject to applicable Law, the articles of association or any constitutive documents of such Group Company), that the Reserved Matter be discussed at a general meeting of such Group Company, in which case the procedure set out in Article 38.3(b) shall be adhered to.

b) a Reserved Matter which requires shareholder approval (under applicable Law, the articles of association or any constitutive documents of the relevant Group Company) shall not occur unless it has first been approved by the shareholders of such Group Company (whether or not the Investor has appointed directors to the Board of such Group Company) which shall include the affirmative vote of the Company. For the purposes of this Article 38.3(b), the Company shall vote in accordance with the prior decision taken by the Board of the Company in respect of the relevant Reserved Matter which shall, for the avoidance of doubt, include the affirmative vote of an Investor Nominee Director.

51.4. For the purposes of this Article 38, a decision to be taken by the Board of the Company may be taken by way of a circular written resolution of the Board in lieu of a physical Board meeting, such resolution to include the affirmative vote of Investor Nominee Directors.

51.5. If any other provision of these Articles conflicts with the provisions of this Article38, the provisions of this Article 38 shall prevail and be given effect.

51.6. The following matters shall be the Reserved Matters in relation to the Company:

a) Any change to the name and/ or registered office of the Company and/ or the Subsidiaries;

b) Changes in the Articles and Memorandum of the Company and/ or the Subsidiaries;

c) Any substantial diversification, modernization, modification or expansion of the Business either through the Company and its Subsidiaries and/ or any new entity set up for such purpose;

d) Change in the shareholding pattern or capitalization structure of the Company and/ or the Subsidiaries, except to the extent permitted under the Transaction Documents;

e) Issuance of new Equity Securities by the Company and/ or the Subsidiaries;

f) Any change in terms of any Equity Securities by the Company and/ or the Subsidiaries that adversely affects the rights of the Investor;

g) Issuance of any debt securities by the Company and/ or the Subsidiaries;

h) Redemption, buyback (except as contemplated in the Agreement), reduction of capital or cancellation or reduction of any of the Equity Securities of the Company and/ or the Subsidiaries;

i) Formulation, adoption of, or change of, ESOP including with respect to Company and/ or the Subsidiaries except to the extent specifically contemplated under the Transaction Documents;

j) Creation of any Encumbrance on the securities of the Company and/ or the Subsidiaries or providing lenders with an option to acquire/ subscribe to Securities in the Company and/ or the Subsidiaries;

k) Distribution or payment of dividends other than in compliance with the dividend policy of the Company or any changes in the dividend policy of the Company;

l) Amending or terminating or agreeing to amend or terminate any material contracts or any arrangements, having a value in excess of INR 2,00,00,000 (Rupees Two Crores only);

m) Any Related Party transactions by the Company and/ or the Subsidiaries except for those undertaken in compliance with provisions of Article 41.1 and for the avoidance of doubt, including but not limited to loans, borrowings and investments in any form whatsoever, but specifically excluding any business transactions inter-se the Company, Reva, RSS, CES-FZE, BWTT and CES Mexico;

n) Any transactions with Affiliates of Promoters and/ or the Key Management Team, excluding payments of salaries under the respective employment agreements;

o) Making of a public offering of the shares of the Company, except as contemplated by the Agreement, including the size and timing of the issue, price of the shares and appointment of the investment bankers, legal advisors and any and all other intermediaries in connection with such a public offering;

p) Any borrowing, indebtedness, issuance, incurrence or guarantee by the Company or its Subsidiaries of any indebtedness or creation of Encumbrance in relation to assets of the Company, other than as contemplated in the Business Plan and in excess of an aggregate of INR 2,00,00,000 (Rupees two crores only), in any Financial Year;

q) Prepayment or repayment of any loans or borrowings not in accordance with the ordinary repayment schedule applicable with respect to such loans or borrowings;

r) Formation of subsidiaries or entering into joint ventures or any investments/ divestments by the Company and/ or any Subsidiary;

s) Formulation and approval of the Business Plan of the Company and/ or the Subsidiaries;

t) Any change to the Business Plan in excess of 5% of the relevant parameter or line item in the Business Plan;

u) Entering into contracts or any other arrangements which result in exclusivity or non-compete restriction or that restrict the ability of the Company to carry on Business in any part of the world;

v) Unless provided for in the Business Plan, capital expenditures in excess of INR 1,00,00,000 (Rupees One Crore only) per Financial Year;

w) Unless provided for in the Business Plan, disposal of Assets of the Company and/ or the Subsidiaries whose aggregate value exceeds 5% (five percent) of Company's / relevant Subsidiary's audited net asset value;

x) Any change in the number of directors/ members of the Boards of the Company and/ or the Subsidiaries other than as specifically contemplated in the Agreement;

y) Removal or appointment of independent Directors of the Company and/ or the Subsidiaries, if any;

z) Any change in the terms of appointment of any member of the Key Management Team or change in remuneration of any member of the Key Management Team by more than 15% (Fifteen percent) of his/ her prevailing cost to company;

aa) Appointment and dismissal of an employee (including a member of the Key Management Team) of the Company and/ or the Subsidiaries having CTC of more than INR 40,00,000 (Rupees forty lakhs only). "CTC", for the purposes of the preceding sub-clauses, shall mean the cost to company and include salary and any monetary or non-monetary remuneration/consideration (non-monetary remuneration being determined on the basis of the fair market value) received by the employee of the Company or the Subsidiaries;

bb) Change in the accounting policies employed by the Company except when so required by applicable Law, including, but not limited to, any change in the Financial Year of the Company;

cc) Appointment and removal of the internal auditor and statutory auditor of the Company and/ or the Subsidiaries except for reappointment of the existing internal auditor and/ or statutory auditor;

dd) Initiation or determination of any individual litigation or arbitration of a value in excess of INR 50,00,000 (Rupees fifty lakhs only) and cumulative value in excess of INR 1,00,00,000 (Rupees One Crore only);

ee) Any filings, actions or resolutions for winding up, liquidation, bankruptcy or insolvency of any of the Company and/ or the Subsidiaries;

ff) Any reorganization, consolidation, spin-off, merger, acquisition, Liquidity Event or other similar transaction by the Company and/ or the Subsidiaries;

gg) Surrendering any tax benefits that may be available to the Company;

hh) Selling, Encumbering, Transferring, licensing, alienating or otherwise disposing of any of the Company's/ Subsidiaries' Intellectual Property, or interests therein or contracting to do so, other than in the ordinary course of business or as contemplated by the Business Plan;

ii) Any change (including for the avoidance of doubt, any alteration, modification, deletion and/or substitution) to the visual representation and format of the existing Intellectual Property owned and/ or licensed by the Company, other than in the ordinary course of business or as contemplated by the Business Plan;

jj) Creation of any Encumbrance on any of the property or assets of the Company and/ or the Subsidiaries (except in the ordinary course of business or as contemplated by the Business Plan and, in any event, not exceeding in the aggregate, INR 2,00,00,000 (Rupees two crores only) during a Financial Year);

kk) Entering into any binding agreement to take any of the foregoing actions.

DIRECTORS

52. **Directors**

52.1. The Investor shall have the right to nominate and appoint (a) 2 (two) nominee Directors on the Board of Directors of the Company, provided however that such right shall be exercisable so long as the shareholding of the Investor is above or equal to, but does not fall below 10.00% (ten per cent) of the total paid-up share capital of the Company, on a fully diluted basis, and (b) 1 (one) nominee Director on the Board of Directors of the Company, provided however that such right shall be exercisable so long as the shareholding of the Investor is less 10% (ten per cent), but does not fall below 5.00% (five per cent) of the total paid-up share capital of the Company, on a fully diluted basis (such nominee directors hereinafter referred to as "Investor Nominee Director(s)").

52.2. Notwithstanding anything to the contrary that may be contained in these Articles, it is hereby clarified that the Investor's right to nominate the Investor Nominee Directors shall terminate on and from Listing Date.

52.3. The Promoters shall have the right to nominate and appoint (a) 3 (three) nominee Directors on the Board of Directors of the Company, provided however that such right shall be exercisable so long as the aggregate shareholding of the Promoters is above or equal to, but does not fall below 10.00% (ten per cent) of the total paid-up share capital of the Company, on a fully diluted basis, and (b) 1 (one) nominee Director on the Board of Directors of the Company, provided however that such right shall be exercisable so long as the aggregate shareholding of the Promoters is less 10% (ten per cent), but does not fall below 5.00% (five per cent) of the total paid-up share capital of the Company, on a fully diluted basis (such nominee directors hereinafter referred to as "Promoter Nominee Director(s)").

52.4. Notwithstanding anything to the contrary that may be contained in these Articles, it is hereby clarified that the Promoters' right to nominate the Promoter Nominee Directors shall terminate on and from the Listing Date.

52.5. The Board shall also contain such number of independent directors as may be required under the regulations prescribed by SEBI and other applicable law."

52.6. Qualification Shares. A Director shall not be required to hold any qualification shares.

52.7. Alternate Director. Any Party having the right to nominate a Director shall have the right to nominate an alternate Director to the nominee Director in accordance with the provisions of the Act. The Company and the Shareholders shall take all steps necessary to secure the appointment of the alternate Director. The alternate directors so appointed shall be entitled to attend the meetings of the Boards of the Company and vote in the event the nominee Director is unable to attend any meeting of the Boards of the Company. Any such alternate director shall be considered for the constitution of the quorum and shall be entitled to attend and vote at such meetings in place of the original director and generally to perform all functions of the original director in his absence.

52.8. Board Committees.

a) The Boards of the Company and/ or the Subsidiaries shall resolve to establish committees, which will have delegated responsibility for dealing with specific functions otherwise carried out by such Boards, including a compensation committee and audit committee.

b) The Investor shall have the right to pro-rata representation, as the Board(s) of the Company, on any committee formed by such Board.

c) Audit Committee. The audit committee shall be constituted in accordance with the provisions of the Act and shall carry out such functions as directed by the Board of the Company.

d) Compensation Committee. The compensation committee shall be constituted in accordance with the provisions of the Act and shall bear responsibility for reviewing and approving the **compensation** of the Key Management Team and other senior employees of the Company.

52.9. The nominee Directors shall be entitled to receive all notices, agenda (and all information and documents circulated to the Board(s) of the Company and the Shareholders in connection with meetings of the Board(s) of the Company and to attend all such meetings, shareholders meetings and meetings of any committees of the Board(s) and the shareholders of the Company.

52.10. Vacancies. If any Director resigns, vacates or is removed from office before his term expires, the resulting casual vacancy may be filled by a nominee of the Shareholder who originally nominated the Director vacating office, but any person so nominated, shall retain his office only so long as the vacating Director would have retained the same, if no vacancy had occurred.

52.11. **Liability of Investor Nominee Director**.

a) Non-Executive Director. The Investor Nominee Director will be a non-executive Director in accordance with the Act.

b) Not to be responsible for day to day management. The Promoters and the Company expressly agree and undertake that the Investor Nominee Director, so long as he is acting as non-executive director, shall not be in charge of, or responsible for the day-to-day management of the Company and shall not be deemed to be an “officer in default” as the term is defined in the Companies Act, 2013, and shall accordingly not be liable for any default or failure of the Company and/ or the Subsidiaries in complying with the provisions of any applicable law, subject to applicable law, including the Companies Act, 2013 and any regulations as may be notified by the Securities and Exchange Board of India, from time to time. The Promoters and Company expressly agree that the Investor Nominee Director shall not be identified as an occupier of any premises used by the Company or an employer of the employees of the Company

52.12. Subject to provisions of section 149 of the Companies Act, 2013 and until otherwise determined by the Company in General meeting, the number of directors shall be not less than two and not more than fifteen.

52.13. A director shall not be disqualified by reason of his holding any other office or place of profit under the company other than those mentioned in Section 188 of the Companies Act, 2013 in conjunction with his office of director, except that of auditor and may be appointed thereto upon such terms as to remuneration, tenure of office, as the case may, with the previous consent of the Company, accorded by a special resolution.

52.14. Subject to the provisions of Section 188 of the Act and Reserved Matters, the Directors shall not be disqualified from contracting with the Company either as vendors, purchasers or otherwise, nor shall any such contract or arrangement entered into by or on behalf of the Company with any company or partnership in which any director so contracting being member or so interested, be liable to account to the Company for any profit realized by any such contract or arrangement by reason of such director holding that office or of the fiduciary relation thereby established but the nature of his interest must be disclosed by him at the meeting of the Board of Directors at which the contract or arrangement is determined on, if the interest then exists, or in any other case at the first meeting of the Board of directors after the acquisition of the interest. Provided, nevertheless that such Director shall be entitled to present at the meeting and to vote as Director in respect of the contract or arrangement in which he is so interested as aforesaid and if he does so, vote shall be counted. No general notice and no renewal thereof shall be of effect unless either it is given at a meeting of a Board or the director concerned takes reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given.

52.15. The payment of sitting fees shall be governed by the policy of the Company in this regard as may be in force from time to time.

52.16. The Board of directors may fix such remuneration to be paid to a Director of the Company as they think fit, subject to section 188 of the Act, if applicable.

52.17. In addition to the remuneration payable to them in pursuance of these Articles, the Directors may be paid all traveling, hotel and other expenses property incurred by them connection of the business of the Company as the Board may determine.

52.18. No director shall retire at any general meeting of the Company and subject to the provisions of the Act and these Articles, a Director shall continue to act as such until death, resignation and/or removal, as the case may be, unless tenure of employment is fixed by the Board in writing.

52.19. The Board of directors shall have powers to appoint the Directors nominated by any lending financial institution. Such director shall not be required to retire by rotation until the arrangement with the said financial institution continues.

52.20. The Board shall also have power to fill a casual vacancy in the Board. Such casual vacancy shall be filled up by the Board of Directors at a meeting of the Board. Any person 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 as aforesaid, but he shall then be eligible for election.

52.21. **Managing Director.** Subject to Article 38 (Reserved Matters) and the Act, the Board may subject to provisions of the Act appoint any person to be the Managing Director of the Company and may fix the remuneration to be paid to him and to determine to power exercisable and duties to be performed by such Managing Director. An individual may be appointed as the Managing Director and Chairman of the Company at the same time.

52.22. **Company Secretary.** Subject to Article 38 (Reserved Matters) a company secretary may be appointed upon such terms and conditions as may be fixed by the Board.

52.23. **Additional Director**. Subject to Article 38 (Reserved Matters) an additional director may be appointed by the Board, upon such terms and conditions as may be fixed by the Board.

PROCEEDINGS OF BOARD

53. **Proceedings of Board**

53.1. Number of Board Meetings. The Board shall meet at least four (4) times in every calendar year *provided that*, not more than 120 (one hundred and twenty) days shall intervene between 2 (two) consecutive Board meetings. Subject to applicable Law, a Board meeting may also be held by video conferencing and/or any other permitted means remote participation.

53.2. Convening meetings of the Board. Any Director may, and the secretary of Company, if so appointed, shall on the requisition of a Director, summon a meeting of the Board, in accordance with the notice and other requirements set out below in Article 21.3 (Notice for Board Meetings).

53.3. Notice for Board Meetings. A Board meeting may be called by a Director and 14 (fourteen) days' written notice of each meeting of the Board or a committee thereof shall be given to each of the Directors at the address notified from time to time by each of them, in writing to the Company, whether in India or abroad, *provided that* a meeting may be convened by a shorter notice with written consent (which may be signified by letter, facsimile or e-mail with receipt acknowledged) of all the Directors..

53.4. **Contents of the Notice**.

a) Every notice of a Board meeting of the Company and/ or the Subsidiaries shall set forth in full and sufficient detail each item of the business to be transacted thereat, and no item or business shall be transacted at such Board meeting, unless the same has been stated in full and in sufficient detail in the notice convening the meeting, except as otherwise consented to by all the Directors, or their respective alternate directors.

b) The draft resolutions and other documents for all matters to be considered at the Board meetings of the Company and/ or the Subsidiaries must be furnished to all the Directors along with the notice for such Board meeting.

53.5. Quorum for Board meeting. Apart from the requirements of the Act, the presence of at least 1 (one) Investor Nominee Director, if any, and 1 (one) Promoter Nominee Director, personally or by way of video conference throughout the meetings of the Boards of the Company shall be required to constitute valid quorum. If the Investor Nominee Director, if any, or the Promoter Nominee Director, is not present at any meeting of the Board of the Company ("**Initial Meeting**") within 30 (thirty) minutes of the scheduled time, the meeting shall be adjourned to same day and time of the subsequent week, unless otherwise agreed by all the Directors, and if that day is not a Business Day to the immediately succeeding Business Day ("**First Adjourned Meeting**"). If an Investor Nominee Director or the Promoter Nominee Director is not present at such First Adjourned Meeting, within 30 (thirty) minutes of the scheduled time, then the meeting shall again be adjourned ("**Second Adjourned Meeting**") to the same day and time of the subsequent week, unless otherwise agreed by all the Directors, and if that day is not a Business Day to the immediately succeeding Business Day. If an Investor Nominee Director or the Promoter Nominee Director is not present at such Second Adjourned Meeting, the Directors present shall constitute valid quorum, provided that at least 2 (two) Directors are present. The agenda for the Initial Meeting shall be the agenda for the Adjourned Meeting, and material matters which are not specifically defined and stated in the agenda for the Initial Meeting shall in no event be taken up for discussion or approved at the Adjourned Meeting, it being understood and agreed by the Parties that any matters in respect of Reserved Matters shall in no event be discussed or approved by the Board of the Company and/ or the Subsidiaries without the presence of an Investor Nominee Director (and the approvals required by Article 38 (*Reserved Matters*)).

53.6. Decisions of the Board. Subject to Article 38 (*Reserved Matters*), a decision shall be said to have been made and/or a resolution passed at a meeting of the Board of the Company only if at a validly constituted meeting, such decisions are approved of by a majority of the Directors, present and voting at such Board meeting. In the event there is a vacancy on the Board and an individual has been designated to fill such vacancy, the first order of business shall be to fill such vacancy.

53.7. Chairman. Each meeting of the Board shall be chaired by the Chairman nominated by the Board. The Chairman shall not have a casting vote, to resolve a deadlock in voting. In the absence of the Chairman at any meeting, the Board shall elect one of their members to chair the meeting in question.

53.8. Resolution by circulation or written consent. Subject to Article 38 (Reserved Matters) and except for those actions required by the Act to be determined at a meeting of the Board, all decisions of the Board may be taken by circular resolution. No resolution shall be deemed to have been duly passed by a Board of the Company and/ or the Subsidiaries, or a committee thereof by circulation or written consent, unless the resolution has been circulated in draft, together with the information required to make a fully-informed good faith decision with respect to such resolution, to all Directors, or to all members of the relevant committee, at their usual address (whether in India or abroad) or through electronic means, and has been approved (subject to the Article 38 (*Reserved Matters*)), by majority of the Directors.

53.9. Removal/Resignation of Directors. The Company and the Shareholders shall not remove any nominee Director. Each Party entitled to nominate a Director shall have the right to require the removal of such nominee at any time and shall be entitled, to nominate another Person as the nominee Director in place of the Person removed. In the event of the resignation, retirement or vacation of office of the Director nominated by any Party, such Party shall be entitled to nominate another Person as Director in place of such Director and the Shareholders shall exercise their rights in such manner so as to cause the appointment of such Person as nominee Director to the Board of the Company.

COVENANTS BY THE PROMOTERS AND THE COMPANY

54. **Covenants by the Promoters and the Company**

54.1. Related Party Transactions. All the transactions, contracts, arrangements or understandings entered into or proposed to be entered into between the Company and its Related Parties shall be (i) on commercially justifiable terms and at an arms-length arrangement; and (ii) subject to the approval of the Investor as set forth in Article 38 (*Reserved Matters*).

54.2. **No Solicitation**.

54.3. On and from the Closing Date and until the Investor holds any Equity Securities in the Company ("**Limited Period**"), Promoters shall not and shall procure that their Affiliates shall not, whether directly or indirectly, by themselves or together with or through any Person, in any manner whatsoever, (whether in their own capacity or in conjunction with or on behalf of any Person) do or undertake or attempt to do or undertake any of the following activities:

a) propose to, canvass, solicit, entice away or attempt to canvass, solicit or entice away from the Company and/ or the Subsidiaries any of their customers, clients, franchisees, vendors, lessor, representative, agent, franchisees, business associates and/or employees ("**Restricted Persons**"), whether or not such Person would commit a breach of contract by reason of such act and or assist, influence, encourage or induce any of the foregoing action in any manner whatsoever;

b) provide any know-how or technical assistance to any Person (other than the Company and the Subsidiaries) in relation to the Business.

54.4. Non-compete. On and from the Closing Date and during the Limited Period, Promoters shall not and shall procure that their Affiliates shall not, whether directly or indirectly, by themselves or together with or through any Person, in any manner whatsoever (whether in their own capacity or in conjunction with or on behalf of any Person), do or undertake or attempt to do or undertake any of the following activities:

a) commence, establish, promote, finance, engage in, carry on, join in, participate in, manage, advise, operate, control, conduct, own, invest in or have an interest in any business, venture or Person which is competing or in competition with the Business of the Company and/ or the Subsidiaries in any manner whatsoever, including initiating any new activities or expansion related to the Business or any other business undertaken by the Company and/ or the Subsidiaries, through any Person, including any Person in which they have any interest. Nothing contained in this Article 41.3 shall apply to any investment made by the Promoters and/or their Affiliates in any listed business or venture or company provided that: (i) such investment is purely a financial investment and in no manner whatsoever can be deemed to be a strategic investment or one seeking or providing control over the business, venture or company; and (ii) such investment does not result in the Promoters and/or their Affiliates holding in aggregate, more than 5% (five percent) beneficial interest in such business competing with the whole or any part of the Business of the Company and/ or the Subsidiaries;

b) provide financial assistance, or technical, managerial or any other services (whether for consideration or free of charge), in any manner to, or be Affiliates with, any Competitor;

c) through Rochem Green Energy Private Limited ("**RGE**"), commence any other business that competes with the Business (including any new activities or expansion related to the Business), expand its waste-to-energy concession business and/ or waste management concession business or devote more than 3 (three) Business Days in a calendar month towards the business of RGE;

d) enter into any business, which is similar or identical to, or that competes with, the Business of the Company and/ or the Subsidiaries, or any business that the Company or its Subsidiaries may undertake, in any manner, anywhere in the world; and

e) for its own account or as agent, consultant, or shareholder of, or as owner of any equity or economic interest in, any other Person, engage or attempt to engage or assist any Competitor or other Person to engage in any business activity that is competitive with, or similar or identical to, the Business of the Company and/ or the Subsidiaries, or any business that the Company or its Subsidiaries may undertake, anywhere in the world.

54.5. Focus on Business and Activities of the Company. The Company and the Subsidiaries shall undertake the Business and such other businesses as may be approved by the Investor in accordance with Article 38 (Reserved Matters).

54.6. Management. The Promoters and the Key Management Team shall be in charge of the day-to-day management of the Company and the Subsidiaries.

54.7. Employees and Resources of the Company. Employees and resources of the Company and the Subsidiaries shall at all times be employed/ utilized only towards the Business and activities of the Company and/ or the Subsidiaries and shall at no instance be deployed or diverted towards carrying out any work/ activities for any Affiliate of the Promoters. The Company shall further enter into appropriate employment agreements with all the present and future members of its Key Management Team covering confidentiality, non-compete, non-solicitation, exclusivity and IP assignment obligations.

54.8. Anti-corruption. The Company and the Subsidiaries shall not violate the United States Foreign Corrupt Practices Act, 1977, the U.K. Bribery Act, 2010, Prevention of Corruption Act, 1988, Prevention of Money Laundering Act, 2002 or any other applicable anti-bribery or anti- corruption law, or promise, authorize or make any payment to, or otherwise contribute any item of value to, directly or indirectly, any officer, employee or any other person acting in an official capacity for any Government Entity, to any political party or official thereof or to any candidate for political office (individually and collectively, a "**Government Official**") or to any person under circumstances where such Company and/ or the Subsidiary knows or is aware of a high probability that all or a portion of such money or thing of value would be offered, given or promised, directly or indirectly, to any Government Official, for the purpose of:

a) influencing any act or decision of such Government Official in his official capacity; (ii) inducing such Government Official to do or omit to do any act in relation to his lawful duty; (iii) securing any improper advantage; or (iv) inducing such Government Official to influence or affect any act or decision of any Government Entity.

b) assisting the Company and/ or the Subsidiaries in obtaining or retaining business for or with, or directing business to the Company or the Subsidiaries.

54.9. The Company and the Subsidiaries shall maintain systems of internal accounting controls to ensure compliance with applicable anti-bribery or anti-corruption Laws. For the purpose of this Article, "**Government Entity**" means any government or any department, agency or instrumentality thereof, including, but not limited to, any entity or enterprise owned or controlled by a government, or a public international organization.

54.10. Action Plan. The Company and the Subsidiaries shall implement and comply with the Action Plan and undertake the Business of the Company and/ or the Subsidiaries in compliance with the Applicable S&E Law. The compliance with the Action Plan and the Applicable S&E Law shall be reviewed by a Third Party service provider appointed by the Investor on an annual basis. Based on the findings of such Third Party service provider, the Action Plan, as presently set out in Schedule 5 of the Agreement, shall be revised/ modified mutually by the Investor, the Company and the Promoters, if deemed necessary by such Third Party service provider, and the Company shall implement and comply with such revised/modified Action Plan, as the case may be, from time to time.

54.11. Transactions with Prohibited Persons. The Company and the Subsidiaries shall not:

a) enter into any transaction or engage in any activity prohibited by any resolution of the United Nations Security Council under Chapter VII of the United Nations Charter.

b) conduct business or enter into any transaction with, or transmit any funds through, a Shell Bank.

54.12. If any of the Companies, Subsidiaries and/or the Promoters become aware of any violation of Article 41.7 or this Article 41.9, such Person shall promptly within 7 (seven) Business Days from the date of becoming aware of such violation, notify the Investor in writing, and the Company and such other party shall cooperate in good faith with the Investor and its representatives in determining whether such a violation has occurred, and shall respond promptly and in reasonable detail to any notice from the Investor, and shall furnish documentary support for such response upon the Investor's request.

54.13. Insurance. The Company and the Subsidiaries shall obtain and maintain at all times (i) insurance policies customarily held by companies of the similar value/ size or similar business as the Company and the Subsidiaries (as applicable); (ii) where applicable, insurance policies which are in accordance with any insurance coverage requirements set out in a contract to which it is a party (or by which it is bound), including the directors' and officers' liability insurance as required to be obtained under the Share Subscription Agreement.

54.14. Business Plan. For each Financial Year, the Promoters along with the Key Management Team shall prepare and provide to the Investor at least 30 (thirty) days prior to the end of the previous Financial Year (i) an annual business plan, including, the profit and loss statement, balance sheet and cash flow statement, outlining expectations on the Company's as well as the Subsidiaries' financial performance and specifying, amongst other things, operational milestones, revenues originating from various existing and new segments, associated costs, capital expenditures, required financing, corporate overheads, labor costs, general and administrative expenses, production particulars, etc. ("**Draft Business Plan**") in a form satisfactory to the Investor and the Promoters and present it to the Board of the Company for approval. The form of the Draft Business Plan is attached in **SCHEDULE 6**. Upon the Board of the Company approving the Draft Business Plan for a Financial Year ("**Business Plan**"), a copy of the same shall be provided to the Investor and acknowledged by the Investor, and the Company and the Promoters shall adhere to the Business Plan.

54.15. OFAC.

a) The Company shall not directly or indirectly use the Subscription Amount or lend, contribute or otherwise make available the Subscription Amount to any subsidiary, joint venture partner or other person for the purpose of funding or facilitating any activities or business of or with any person towards any sales or operations in Cuba, Iran, Libya, Syria, Sudan, the Democratic People's Republic of Korea, Myanmar or any other country sanctioned by the Office of Foreign Assets Control of the U.S. Department of Treasury ("**OFAC**") or for the purpose of funding any operations or financing any investments in, or make any payments to, any person targeted by or subject to any sanctions administered by the OFAC, or by the U.S. Department of State, or any sanctions imposed by the European Union (including under Council Regulation (EC) No. 194/2008), the United Nations Security Council, Her Majesty's Treasury or any other relevant governmental entity and any activities sanctionable under the Comprehensive Iran Sanctions, Accountability, and Divestment Act of 2010, as amended or the Iran Sanctions Act, as amended (collectively, the "**Sanctions**").

b) The Company will use the Subscription Amount in accordance with the provisions of clause 10 of the SSA. The use of Subscription Amount will be in compliance with and will not result in the breach by the Company, the Subsidiaries, the Promoters, any officer, employee, director, agent, affiliate or person acting on behalf of the Company and/ or the Subsidiaries of the Sanctions; and the Company further covenants not to engage, directly or indirectly, in any other activities that would result in a violation of Sanctions by any person, including any person participating in the transaction.

54.16. Greenhouse Gas Audit. The Investor may require the Company and/ or the Subsidiaries to undergo a greenhouse gas audit annually, by a Third Party agency acceptable to the Investor. The Company shall, and the Promoters shall ensure that the Company and the Subsidiaries shall extend full cooperation and provide all necessary information and documents required for the conduct of such audit. All costs and expenses in relation to the conduct of such annual greenhouse gas audit shall be borne by the Company.

54.17. The Company shall, and the Promoters shall ensure that the Company and the Subsidiaries duly pay the requisite stamp duty on all agreements entered into by the Company and the Subsidiaries, if required and other than in the ordinary course of business.

ESOP

55. **ESOP**

56. The Investor and Promoters shall as soon as reasonably practicable after the Closing Date, jointly formulate an appropriate ESOP plan for the employees of the Company, which shall not result in the dilution of the Investor's shareholding, up to 3% (three percent) of the pre-money share capital of the Tranche I Investment ("**Agreed ESOP**"). The Company shall and the Promoters shall undertake all procedures, including but not limited to approving the necessary Board and Shareholder resolutions of the Company, creating a trust and transferring/ issuing the requisite number of Equity Shares to such Agreed ESOP trust to give effect to this covenant. Any issuance of Equity Securities to such Agreed ESOP trust beyond 3% (three percent) of the pre-money share capital of the Tranche I Investment will result in the dilution of all Shareholders.

EXIT

57. **Exit**

57.1. Within a period of 54 (fifty four) months from the Closing Date, (the "**QIPO Period**"), the Company and the Promoters shall utilize their best endeavours to provide the Investor an exit through the undertaking of a QIPO, in accordance with Article 43.2 below. If the Company is not able to successfully complete a QIPO or IPO within the QIPO Period, then the Company shall be obligated to provide alternative exit options to the Investor after the expiry of the QIPO Period, in the manner provided in this Article 43.

57.2. **QIPO**.

a) The Company shall determine the following matters in connection with the QIPO, which decision shall not be undertaken without obtaining the prior written consent of the Investor:

(i) whether the public offering shall be by a fresh issue of Equity Shares by the Company and/ or an offering of Equity Shares for sale by the Shareholders;

(ii) the quantum of Equity Shares comprised in the issue

(iii) the appointment of lead managers, merchant bankers, bankers, registrars, financial advisors, issue managers and other intermediaries.

b) In the event of an Offer for Sale, the Investor will be entitled to offer some or all of its shareholding for sale in the QIPO, subject to applicable law.

c) In any QIPO undertaken by the Company, the Promoter shall offer such number of Equity Securities as may be required to fulfill the lock-in requirements under applicable Law.

d) Except as otherwise directed by SEBI, for the purposes of a QIPO and subject to applicable Law, the Investor shall not be considered as a "promoter" of the Company and therefore the Equity Securities held by the Investor (including any Equity Shares held by it pursuant to conversion prior to a QIPO or IPO) shall not be subject to any lock-in conditions applicable to promoters, for and after the IPO.

e) The Parties jointly and severally undertake to do the following, in connection with the QIPO:

(i) The Promoters and the Investor undertake to exercise their voting rights (at the meetings of the Board of the Company and the Shareholders), and to cause the Board of the Company to take all steps necessary for the

Company to undertake a QIPO, including but not limited to, preparing and signing the relevant offer documents, providing all necessary information and documents necessary for preparing the offer document, obtaining all Consents and doing such further reasonable acts or deeds as may be necessary for undertaking a QIPO.

(ii) Ensure that the total offer of Equity Shares to the public shall constitute not less than such percentage (as prescribed under the applicable Law) of the total post issue paid-up share capital of the Company to comply with the listing requirements of the concerned Stock Exchanges and the concerned regulatory authority.

(iii) Provide all material information that is necessary to file the prospectus and other documents in relation to the QIPO, and ensure compliance with all Law including the Act, the SEBI Regulations, the listing agreement, etc.

(iv) All cost, fees and expenses in respect of the IPO will be borne by the Company and/ or the Selling Shareholders in the IPO, in the manner agreed in the offer agreement which will be executed in relation thereto and in accordance with applicable law.

f) The provisions of this Article 43.2 shall apply to any IPO of the Company.

57.3. **Buy-Back and Put Option**.

a) If the Company has been unable to complete a QIPO within the QIPO Period, then at any time within the Exit Period, the Investor shall have, at its own discretion, the right to require the Company to and/ or the Promoters to exercise any or a combination of the following rights, by issuing a notice to the Company and the Promoters, stating the right which it intends to exercise ("**Option Notice**") and the details of the Equity Securities with respect to which it intends to exercise its rights under this Article 43.3.

b) **Put Option**.

(i) The Investor shall have the right to require the Promoters to purchase all the Investor Shares by delivering the Option Notice ("**Put Option**"). The Company and the Promoters shall undertake all procedures and obtain all Consents necessary to effect the purchase by the Promoters of all the Investor Shares subject to the Option Notice, including obtaining the necessary Board and Shareholder resolutions of the Company. The price to be paid by the Promoters to the Investor shall be, subject to applicable Law, the higher of (i) the Fair Market Value of the Investor Shares; or (ii) 2 (two) times the aggregate of the Investment Amount including any cash/ accrual payments of interest or coupon already paid, on an INR basis ("**Put Option Price**"), provided that any Tax payable by the Investor on receipt of any consideration shall be borne entirely by the Investor.

(ii) The purchase of the Investor Shares by the Promoters shall be completed within 30 (thirty) Business Days from the date of delivery of the Put Notice.

57.4. **Drag Right**.

a) At any time during the Exit Period or thereafter, the Investor shall, by delivering the Option Notice, have the right to require the Company to appoint a reputed investment banker, as may be acceptable to the Investor, to facilitate the sale of the Investor Shares to a Third Party (including a Competitor) at a price and terms acceptable to the Investor. The fees and other expenses in relation to the appointment of the investment banker and the transaction shall be borne by the Company, provided that any Tax payable by the Investor for the sale of Investor Sale Securities (defined herein below) on receipt of any consideration shall be borne entirely by the Investor.

b) The Investor shall have the right to Transfer (i) all or any of the Investor Shares in case of a Transfer only by the Investor; and (ii) all (and not less than all) Investor Shares in case of exercise of rights under Article 43.4(c) below (in each case the "Investor Sale Securities") to such Third Party. The Company shall, and the Promoters shall cause the Company to undertake all procedures and obtain all Consents necessary to effect the sale and purchase by the Third Party of the Investor Sale Securities.

c) If the Third Party requires any additional shareholding to be Transferred to consummate the transaction, the Investor shall have the right to require the Promoters to offer such number of Equity Securities from their shareholding, at a price and on terms and conditions no less favourable than those offered to the Investor ("Drag Securities") as may be required to give effect to the Drag Right of the Investor (as defined below) and the Promoter shall, upon request by the Investor, be obligated to Transfer the Drag Securities to the Third Party, including a Competitor (the "Drag Purchaser"), along with the Investor Sale Securities. Provided however that if as a result of the Drag Right, the aggregate shareholding of the Promoters falls below 20% (twenty percent) on a Fully Diluted Basis, the Promoters shall have a right to require the Investor to ensure that the Drag Purchaser acquires all and not less than all Equity Securities held by the Promoters along with the Investor Sale Securities. This right of the Investor to require the Promoters to sell all or some of their Equity Securities to the Drag Purchaser shall be referred to as the "Drag Right" and shall be exercised in the manner set forth hereinafter.

d) In the event that the price offered by the Drag Purchaser for the Investor Shares is less than two (2) times the aggregate of the Investment Amount including any cash/accrual payments of interest or coupon already paid, on an INR basis, then the Promoters shall have the right to purchase the Investor Shares at such price offered by the Drag Purchaser. Within 75 (seventy-five) calendar days from the date of price offered by the Drag Purchaser, the Promoters shall issue a written notice to the Investor of them exercising their right to purchase the Investor Shares at the price offered by the Drag Purchaser along with reasonable documentary evidence to display availability of, or accessibility to, requisite funds with the Promoters for the purchase of Investor Shares. The Promoters shall purchase the Investor Shares at such price offered by the Drag Purchaser within 45 (forty-five) calendar days from the date of issuance of the written notice by the Promoters to the Investor as aforementioned.

e) If the Investor exercises the Drag Right, it shall issue a written notice ("Drag Notice") to the Promoters ("Dragged Sellers") calling upon them to Transfer the Drag Securities on date specified therein within 60 (sixty) days from the date of the Drag Notice (the "Drag Completion Date"). Subject to Article 43.4(c) above, the Dragged Sellers shall be bound and obligated to Transfer the Drag Securities specified in the Drag Notice to the Drag Purchaser simultaneously with a Transfer of the Investor Sale Securities on the Drag Completion Date. The distribution of the proceeds from the sale pursuant to the Drag Right shall be subject to the provisions of Article 44 below.

f) The Parties hereby covenant to take all steps necessary to give effect to the provisions of this Article 43.4 including the passing of all necessary resolutions and obtaining all necessary Consents.

57.5. The Parties agree and undertake that the obligation of the Company and the Promoters to provide an exit to the Investor in accordance with Article 43.4 above shall not be limited to the Exit Period.

LIQUIDATION PREFERENCE

58. **Liquidation Preference**

58.1. In case of a Liquidity Event or a Liquidation Event, the mechanism for distribution shall, subject to applicable Law, be in the manner as provided in this Article 44.

58.2. In case of a Liquidity Event, the proceeds shall be distributed in the following order of priority:

a) Firstly, to the Investor, until the Investor receives at least 2 (two) times of the Investment Amount, inclusive of any cash/accrual payments of interest or coupon already paid on INR basis;

b) Secondly, to the Promoters and other shareholders (if any), until the Promoters and other shareholders receive, on a per Equity Security basis and for the total number of Equity Securities held, an amount equivalent to what the Investor has received under (a) above on a per Equity Security basis;

c) Thirdly, amongst all Shareholders pro-rata to their shareholding in the Company.

58.3. In case of a Liquidation Event, the Investor shall be entitled to a liquidation preference for an amount which would be equal to the Investment Amount, inclusive of any cash/accrual payments of interest or coupon already paid, on an INR basis.

EVENT OF DEFUALT

59. **Event of Default**

59.1. (i) Any failure or breach by the Company and/ or Promoters to comply with any of the Identified Terms, or (ii) any fraud by the Promoters with respect to the Company, the Subsidiaries or the Investor shall, if capable of remedy, be remedied by the Company and/ or Promoters within 60 (Sixty) days from the date of receipt of a written notice (the 'written notice') from the Investor requesting the Company and/ or the Promoters to remedy such failure or breach. In the event such failure or breach is not remedied by the Company and/ or the Promoters within such aforesaid stipulated time, after receipt of the 'written notice', such failure or breach shall be considered as an event of default ("**Event of Default**").

59.2. On or any time after the occurrence of an Event of Default, the Investor may (in its sole and absolute discretion) (i) serve a notice in writing (a "**Default Notice**") on the Company and the Promoters, informing the Company and the Promoters that an Event of Default has occurred; and (ii) shall be entitled to, subject to applicable Law, exercise the Drag Right in accordance with Article 43.4, either through the Default Notice or under a separate written notice addressed to the Company and the Promoters, provided however that in the event that the Drag Right is not exercised within a period of 6 (Six) months from the date of establishment of the Event of Default, this right of the Investor shall lapse without prejudice to the rights of the Investor in terms of this Article 45, upon the occurrence of any subsequent Event of Default.

59.3. Notwithstanding anything to the contrary as may be contained in the Articles, upon occurrence of Event of Default in accordance with Article 30.5, there shall not be any remedy period available to the Promoters as stated in Article 45.1 and the right of the Promoters under Article 36.4(d) shall not be available to the Promoters in case of exercise of Drag Right by the Investor in accordance with Article 43.4.

FALL-OFF OF RIGHTS

60. Notwithstanding anything set out in these Articles, in the event the Investor's (calculated at all times, together with Affiliates) shareholding in the Company falls below 8% (eight per cent) on a Fully Diluted Basis, then all the rights available to the Investor (and its Affiliates) under the Agreement, except the information rights under Article 35 and Tag Along Right under Article 30.3, shall fall off and the Investor shall not have the right to exercise any other rights available to it under the Agreement. For the avoidance of doubt, the obligations of the Investor under the Agreement and the Articles shall survive even after the Investor's shareholding in the Company falls below 8% (eight per cent) on a Fully Diluted Basis. Further, subject to applicable law, the restrictions, undertakings and covenants under these Articles will be applicable unless otherwise consented to, or waived, as applicable, in writing, between the relevant parties.

BORROWING POWERS

61. Subject to section 179 of the Companies Act, 2013 and Article 38, Board may from time to time at their discretion raise and borrow and may themselves lend and secure the payment of any sum or sums of money for the purpose of the Company.

62. The Board may raise or secure the repayment of such sum or sums in the manner and upon such terms and conditions in all respect as they deem fit and particular by creation of any mortgage or charge on the undertaking of the whole or any part of the property, or future, or uncalled capital of the Company or by the issue of bonds, redeemable debentures or denture-stock of the Company charged upon all or any part of the property of the Company both present and future including its uncalled capital for the time being.

63. All monies hundies, bills of exchange, notes belonging to the Company shall be deposited with one or more banks as the Board of Directors may decide, into an account to be opened in the name of the Company. Cheques on the banks shall be signed by one or more of the managing directors or working directors or by the members of the staff of the Company to whom the Board assign power of attorney or empower him/them by the Board resolution.

64. The Board of Directors are authorized to open accounts with in any bank in the name of the Company and operate upon those accounts and to invest the funds of the Company in Government or other securities of any kind whatsoever and to collect interest on the same from time to time and/or endorse, transfer or otherwise deal with securities of the company.

65. The Board of Director by proper resolutions shall have the power to do all or any of the acts mentioned in the Memorandum of Association subject to section 179 of the Act.

66. The Company shall comply with the provisions of the Act, or any statutory modification thereof for the time being in force and in particular in regard to the registration of particulars of mortgages and charges affecting the property of the Company or created by it, and to keeping a register of the Directors and to send to the Registrar of Companies an annual return, statutory returns and a summary of particulars relating thereto and notice of any increase of share capital, and copies of special resolutions.

67. 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.

68. Subject to applicable Law and these Articles, any debenture, debenture – stock, bonds, or other securities may be issued at 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.

DISQUALIFICATIONS OF DIRECTORS

69. The office of a director shall become vacant:

69.1. If by notice in writing to the Company a Director resigns the office of director,

69.2. If a Director ceases to be a director by virtue of the Act or becomes disqualified in accordance with provisions of Section 164 of the Companies Act, 2013,

69.3. If a Director adjudged insolvent, found lunatic or of unsound mind or involved in such offence that tell upon him as committing an act moral turpitude in the eyes of law or does such act during discharge of his duties as director as tantamount to criminal breach of trust.

ACCOUNTS AND AUDIT

70. The Board of Director shall cause true account to be kept of the sums of money received and expended by the Company, all sales and purchases of goods by the Company and the matters in respect of which such receipt and expenditure take place and of the assets, credit and liabilities of the Company.

71. The books of accounts shall be kept the registered office of the Company or at such other place or places as the Board of the directors of the Company in writing decide and shall be open to inspection by the directors during business hours.

72. The Company may keep such books of account or other relevant papers in electronic mode in the manner as prescribed under the Companies (Accounts) Rules, 2014, if the Board so decides.

73. The Board shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulation the accounts, books and documents of the Company and any of them shall be open to the inspection by the members not being the Directors and no member (not being a Director) shall have any right of inspecting any account or books or document of the Company except as conferred by statute or authorized by the Board or by the Company in general meeting.

74. Once at least in every year the accounts of the Company shall be examined and the correctness of the Balance Sheet and Profit and Loss Account ascertained by one or more statutory auditor or auditors.

75. The Company shall, at the annual general meeting, appoint an individual or a firm as an auditor who shall hold office for such period as determined by the Board and the manner and procedure of selection of auditors shall be as prescribed under Section 139 of the Companies Act, 2013 and other applicable provisions of the Act and the Companies (Audit and Auditors) Rules, 2014, provided that the Company shall place the matter relating to such appointment for ratification by members at every annual general meetings. Eligibility, qualifications,

disqualification, powers, duties and removal of auditors shall be as prescribed under the Act and Companies (Audit and Auditors) Rules, 2014 as applicable to a public company.

76. The Company may at a general meeting remove any such auditor or all or any of such auditors and appoint in his or their places any other person or persons who have been nominated for appointment by any member of the Company and whose nomination has been given to the members of the Company not earlier than three months but at least fourteen days before the date of the meeting.

DIVIDENDS AND RESERVES

77. Subject to applicable Law, the Board may from time to time recommend and pay to the member such interim divided as will appear it to be justified by the profit of the Company and the final divided including interim dividend have to be approved by the general body meeting held thereafter, which shall be payable to such members whose names appear in the members register on the date of declaration at the general body meeting.

78. The general body can't declare dividend more than recommended by the Board.

79. The Board recommend any dividend, but before that set aside out of the profit of the Company such sum as it think proper as a reserves which shall at the discretion of the Board be applicable for any purpose to which the profit of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends and pending such application, may, at the discretion, either be employed in the business of the company or to be invested in such investments (other than shares of the Company) as the Board may from time to time, think fit.

80. The Board may also carry toward any profit which it may think prudent not to divide, with or without setting aside any profit as reserve, but such decision must be supported by cogent reasons recorded in the Boards resolution and must be approved by the members in a following general meeting.

81. Subject to the rights of the persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid in cash according to and in proportion to the amounts paid or credited as paid in respect whereof the dividend is to be paid but if and so long as there be any arrears in any of the calls of the shares in the Company, dividends may be declared according to the amount of the shares already paid and the amounts of dividends may be adjusted against arrears of such calls on the shares.

82. Except as otherwise provided in these Articles and the SHA, all dividends shall be apportioned and paid proportionate to the amount paid or credited as paid on the shares as on the last day of the year but if any share is issued on terms providing that they shall rank for dividend as from a particular date such share shall rank for divided accordingly.

83. The Board may deduct from any divided payable to any member all sums of money, if any presently payable be him to the Company on account of calls or otherwise in relation to the share of the Company.

84. Every divided warrant may be sent by post to last registered address of the member entitled thereto and the receipt by the person whose name at the date of declaration of the dividend appears on the Register of Members as the owner of the share or in case of joint holder, the receipt by any one of such holders shall be a good discharge to the Company for all payments made in respect of such dividend.

85. **Right to unpaid or unclaimed dividend**

If the Company has declared a Dividend but which has not been paid or the Dividend warrant in respect thereof has not been posted or sent within 30 (thirty) days from the date of declaration, transfer the total amount of dividend, which remained unpaid or unclaimed within 7 (seven) days from the date of expiry of the said period of 30 (thirty) days to a special account to be opened by the Company in that behalf in any scheduled bank or private sector bank.

Any money so transferred to the unpaid Dividend account of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company to the Fund established under sub-section (1) of Section 125 of the Act, viz. "Investors Education and Protection Fund".

No unpaid or unclaimed Dividend shall be forfeited by the Board before the claim becomes barred by Law and such forfeiture, if effected, shall be annulled in appropriate cases.

THE SEAL

86. The Directors shall provide for the safe custody of the seal.

87. The seal of the Company shall not be affixed to any instrument except by authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least one Director and of the secretary or such other person as the Board may appoint for the purpose; and that one Director and the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

INDEMNITY

88. The Company shall be bound by the indemnification provisions as provided under clause 19 of the Agreement.

89. The Directors, manager, auditor, secretary and other officers for the time being of the Company and any trustees for the time being acting in relation to any affairs of the Company and the heirs, executors and administrators respectively shall be indemnified for the losses which any of them shall or may incur or sustain by reason of any act done or committed in or about the execution of their duty in their respective offices of trust (except such) (if any) as they shall incur or sustain by or through their own willful neglect or default respectively) and no such officer or trustee shall be answerable for the acts, receipts, neglects or defaults of any other officer or trustee or for joining in any receipt, for the sake of conformity or for the solvency or honesty of any bankers or other person with whom any money or effects belonging to the Company may be lodged or deposited for the safe custody or for any insufficiency or deficiency or any security upon which any money of the Company shall be invested or for any other loss or damages due to any such cause as aforesaid or which may happen in or about the execution of his office or trust unless the same shall happen through the willful neglect or default of such office or trustee. This Article is subject to section 197 of the Act.

90. Every officer or agent for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings whether civil or criminal, in which judgment is given favour or in which he is acquitted.

FAIR MARKET VALUE OF SHARES

91. The Fair Market Value of the Equity Securities for the purposes of these Articles and the Agreement shall be determined by a Valuer appointed based on mutual agreement of the Investor and the Promoters at the relevant time, it being understood that the Investor and Promoters shall use their best endeavours to ensure such determination within 30 (Thirty) days of appointment of the Valuer.

92. If the Investor and the Promoters are unable to agree on a Valuer, then within 30 (Thirty) days of such disagreement, the Investor and the Promoters shall each appoint a Valuer.

93. The Shareholders shall ensure that each Valuer has such information relating to the Company as it reasonably requires for determination of the Fair Market Value.

94. For arriving at the Fair Market Value, each Valuer shall take into account all factors it considers to be relevant.

95. If the difference in Fair Market Value determined by each of the Valuers is 15% (fifteen percent) or less, the average of the Fair Market Value determined by each of the Valuers shall be taken as the Fair Market Value.

96. If the difference in Fair Market Value determined by each of the Valuers is more than 15% (fifteen percent), the two Valuers shall jointly appoint a third Valuer ("**Third Valuer**"), who shall review the findings of the two Valuers and independently determine the Fair Market Value it deems more accurate from amongst the two, taking into account the factors it considers to be relevant. Upon the Third Valuer's determination of the Fair Market Value, the Third Valuer shall set out the correct Fair Market Value in a certificate signed by him and issued to the Promoters and the Investor.

97. The Valuers and the Third Valuer (as the case may be) shall determine the Fair Market Value within 30 (thirty) days of their respective appointment and shall notify the Promoters and the Investor of their determination. Each party shall bear the fees of the respective Valuers appointed by them. The fees of the Third Valuer appointed under this Section XXXIV shall be paid by the Company.

98. Each of the Valuers and the Third Valuer shall act as an expert and not as an arbitrator.

SECRECY CLAUSE

99. Every Director, (except institutional/ex-officio Director) auditor, trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company shall, if so required by the

Directors before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions and affairs of the Company and all matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions of these Articles.

100. No member shall be entitled to visit or inspect any works of the Company, without the permission of the Directors or to require discovery of or any information respecting any details of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process or any other matter which may relate to the conduct of the business of the Company and which, in opinion of the Director, it would be inexpedient in the interest of the Company to disclose.

SECTION IX - OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company which are or may be deemed material have been entered or are to be entered into by our Company. These contracts and also the documents for inspection referred to hereunder, will be attached to the copy of this Red Herring Prospectus which will be filed with the RoC, and will also be available at the following web-link: www.concordenviro.in. Copies of the above-mentioned documents referred to hereunder, may be inspected at the Registered and Corporate Office between 10 a.m. and 5 p.m. on all Working Days and available at www.concordenviro.in/ipo from the date of this Red Herring Prospectus until the Bid/Offer Closing Date (except for such agreements executed after the Bid/Offer Closing Date).

Material contracts to the Offer

1. Offer agreement dated August 27, 2024 entered into among our Company, the Selling Shareholders and the BRLMs.

2. Registrar agreement dated August 26, 2024 entered into among our Company, the Selling Shareholders and the Registrar to the Offer.

3. Monitoring agency agreement dated December 13, 2024, entered into between our Company and the Monitoring Agency.

4. Cash escrow and sponsor bank agreement dated December 12, 2024, entered into among our Company, the Selling Shareholders, the BRLMs, the Syndicate Members, Banker(s) to the Offer, and the Registrar to the Offer.

5. Share escrow agreement dated December 12, 2024, entered into among our Company, the Selling Shareholders, and the Share Escrow Agent.

6. Syndicate agreement dated December 12, 2024, entered into among our Company, the Selling Shareholders, the Registrar, the BRLMs and Syndicate Members.

7. Underwriting agreement dated [●] entered into among our Company, the Selling Shareholders, the BRLMs, Syndicate Members and the Registrar to the Offer.

Material documents

1. Certified copies of the Memorandum of Association and the Articles of Association, as amended until date.

2. Certificate of incorporation dated July 1, 1999, issued by Registrar of Companies, Maharashtra at Mumbai.

3. Certificate of incorporation dated June 9, 2022, issued by the RoC, consequent to the change of name from ‘Concord Enviro Systems Private Limited’ to ‘Concord Enviro Systems Limited’, pursuant to conversion into a public limited company.

4. Memorandum of understanding dated August 18, 1999 executed between our Company, and Universal Blenders, a partnership firm constituted pursuant to partnership deed dated August 19, 1992, as amended.

5. Copies of the annual reports of the Company as of and for the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022.

6. Resolution dated August 26, 2024, passed by the Board authorising the Offer and other related matters.

7. Resolution dated August 26, 2024, passed by the Shareholders authorising the Fresh Issue and other related matters.

8. Resolution dated August 26, 2024 passed by the Board taking on record the Objects of the Offer.

9. Consent letters by the Selling Shareholders, as applicable, for participation in the Offer for Sale, as detailed in “*The Offer*” on page 99.

10. Resolution dated August 26, 2024 passed by the Board taking on record the consent received from the Selling Shareholders to participate in the Offer for Sale.

11. Resolution dated August 26, 2024 and August 27, 2024, passed by the Board and the IPO Committee, respectively, approving the Draft Red Herring Prospectus.

12. Resolution dated December 14, 2024 passed by the Board, approving this Red Herring Prospectus.

13. Consent letter dated December 6, 2024, issued by 1Lattice with respect to the report titled "*Waste & Wastewater Treatment Solutions*" dated December 6, 2024.

14. The examination report dated December 5, 2024 of the Statutory Auditor on the Restated Consolidated Financial Information.

15. The statement of possible special tax benefits dated December 13, 2024 for the Company and Material Subsidiaries.

16. Certificates dated December 13, 2024 from Shah & Mantri, Chartered Accountants, certifying (i) the statement of possible special tax benefits (under direct and indirect tax laws) together with the report available to the Company and the shareholders; and (ii) the statement of possible special tax benefits (under direct and indirect tax laws) together with the report available to Rochem Separation Systems (India) Private Limited and certificates dated December 14, 2024, certifying the (i) dividend distribution; (ii) identification/ disclosures regarding group companies and financial line items of group companies; (iii) Weighted average cost of acquisition per Equity Share for the Promoters and Selling Shareholders (including data on weighted average cost of acquisition of all Equity Shares transacted in the preceding one year, 18 months and three years from the date of this Red Herring Prospectus, Average cost of acquisition of Equity Shares of our Promoters and the Selling Shareholders, Details of price at which specified securities were acquired by the Promoters, members of the Promoter Group, Selling Shareholders and Shareholders with special rights in the last three years preceding the date of this Red Herring Prospectus); (iv) key financial and operational performance indicators; (v) outstanding dues to creditors and other small-scale undertakings; (vi) related party transactions (confirming the related party transactions entered into by the Company are at an arm's length and in accordance with applicable law); (vii) financial indebtedness; (viii) non-payment of statutory dues and contingent liabilities; (ix) ESOP 2022 Scheme; and (x) tax proceedings our Company, Subsidiaries, Promoters and Directors.

17. Vasai Project Report dated December 5, 2024, issued by Parikh and Kulkarni Consulting Engineers Private Limited.

18. U.A.E. Project Report dated December 5, 2024, issued by A.M. Faroz & Associates.

19. Our Company has received written consent dated December 13, 2024 from M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, to include their name as required under section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditor, and in respect of their examination report dated December 5, 2024 relating to the Restated Consolidated Financial Information included in this Red Herring Prospectus; and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

20. Our Company has also received written consent dated December 5, 2024, from Parikh and Kulkarni Consulting Engineers Private Limited, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of Companies Act, 2013 in respect of the Project Report.

21. Our Company has also received written consent dated December 5, 2024, from A.M. Faroz & Associates, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of Companies Act, 2013 in respect of the Project Report.

22. Written consent dated December 7, 2024 from Chaitali Roy, Chartered Engineer, to include his name as required under section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as the chartered engineer; and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

23. Written consent dated December 13, 2024 from Shah & Mantri, Independent Chartered Accountant, to include his/her name as required under Section 26 of the Companies Act, 2013 as an 'expert' as defined under Section 2(38) of Companies Act, 2013 in his/her capacity as the independent chartered accountant in respect of their Statement of Special Tax Benefits for our Company and our Material Subsidiary, Rochem Separation Systems

(India) Private Limited dated December 13, 2024, as included in this Red Herring Prospectus; and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

24. Consents of the BRLMs, the Registrar to the Offer, the Bankers to the Company, the Syndicate Members, Banker(s) to the Offer, Monitoring Agency, the legal counsels, Selling Shareholders, our Directors and the Company Secretary and Compliance Officer, to act in their respective capacities.

25. Written consent dated December 13, 2024 from InterGest México, statutory auditors for our Material Subsidiary, Concord Enviro SA De. C.V. Mexico to include its name as required under section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in respect of their statement of possible special tax benefits dated August 26, 2024, as included in this Red Herring Prospectus; and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

26. Written consent dated December 13, 2024 from UHY James, Chartered Accountants, statutory auditors for our Material Subsidiaries, Concord Enviro FZE and Blue Water Trading and Treatment FZE to include its name as required under section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in respect of their statement of special tax benefits dated August 26, 2024, as included in this Red Herring Prospectus; and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

27. Written consent dated December 5, 2024 from Parikh and Kulkarni Consulting Engineers Private Limited, to include their name as required under section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as the Project Management Consultant in respect of information certified by them, as included in this Red Herring Prospectus; and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

28. Industry report dated December 6, 2024, titled "*Water and Wastewater Treatment Solutions*", prepared by 1Lattice, paid and commissioned by our Company, which is available on the website of our Company at www.concordenviro.in/images/policy-pdf/industry-report.pdf.

29. Consent letter dated December 12, 2024 from AF Holdings authorising its participation in the Offer.

30. Consent letters each dated December 12, 2024 from the Promoter Selling Shareholders and the Promoter Group Selling Shareholders, authorising their participation in the Offer.

31. Tripartite agreement dated June 25, 2022, among our Company, NSDL and the Registrar to the Offer.

32. Tripartite agreement dated June 15, 2022, among our Company, CDSL and the Registrar to the Offer.

33. Shareholders' agreement dated August 7, 2015 entered among our Company, Prerak Goel, Prayas Goel and AF Holdings read with amendment agreement to the SHA dated October 3, 2015, subscription cum addendum agreement dated March 21, 2016, second subscription cum addendum agreement dated October 26, 2017, amendment agreement dated April 20, 2021, the amendment agreement dated June 23, 2022, and the Restated Amendment Agreement dated August 23, 2024.

34. Share Purchase Agreement dated August 6, 2015 entered into by our Company, AF Holdings and India Waste Water Treatment Company.

35. Share Purchase Agreement dated August 7, 2015 entered among our Company, Prerak Goel, Prayas Goel and AF Holdings.

36. Share Subscription Agreement dated August 7, 2015 entered into by our Company, Prerak Goel, Prayas Goel and AF Holdings read with amendment agreement to the SSA dated October 3, 2015, subscription cum amendment dated March 21, 2016, and second subscription cum amendment agreement dated October 26, 2017.

37. Valuation report dated August 6, 2015, issued by Baweja & Kaul, Chartered Accountants, in respect to the Share Purchase Agreement entered into by our Company, AF Holdings and India Waste Water Treatment Company.

38. Valuation report dated August 6, 2015, issued by Baweja & Kaul, Chartered Accountants, in respect to the Share Purchase Agreement entered into by our Company, Prerak Goel, Prayas Goel and AF Holdings.

39. Investment Agreement dated July 6, 2016 read with addendum dated January 9, 2020 between our Company, DCIF, Prayas Goel and Prerak Goel.

40. Shareholders' agreement dated December 1, 2021 between Concord Enviro FZE and Heinzl Holding UG.

41. Shareholders' Agreement dated October 6, 2016 between our Company, DCIF, Prayas Goel, Prerak Goel and Roserve Enviro Private Limited.

42. Restated Amendment Agreement to the Shareholders Agreement dated August 23, 2024, between our Company, Prerak Goel, Prayas Goel and AF Holdings.

43. 'Extension of Employment Agreement' dated October 1, 2022, between our Company and Prayas Goel and the Amendment to the Extension of Employment Agreement dated August 26, 2024, between our Company and Prayas Goel.

44. 'Extension of Employment Agreement' dated August 26, 2024, between our Company and Prerak Goel and the Amendment to the Extension of Employment Agreement dated August 26, 2024, between our Company and Prerak Goel.

45. Resolution dated August 26, 2024 passed by the Board and resolution dated August 26, 2024 passed by the shareholders of the Company in relation to remuneration and terms of employment of our Chairman and Managing Director, Prayas Goel.

46. Technology Transfer Agreement dated June 29, 2021, between Concord Enviro FZE and Rochem Water Treatment GmbH.

47. Resolution dated December 14, 2024 passed by the Audit Committee approving KPIs.

48. Due diligence certificate to SEBI from the BRLMs dated August 27, 2024.

49. In-principle listing approvals each dated November 19, 2024, from BSE and NSE.

50. SEBI interim observation letter dated September 23, 2024, issued by SEBI (Reference Number: SEBI/HO/CFD/DIL2/OW/P /2024/30106/1).

51. Final observation letter dated November 26, 2024, issued by SEBI (Reference Number: SEBI/HO/CFD/RAC-DIL2/P/OW/2024/36463/1).

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders, subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures, undertakings and statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Prayas Goel

Chairman and Managing Director

Place: Mumbai

Date: December 14, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures, undertakings and statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Prerak Goel

Executive Director

Place: Mumbai

Date: December 14, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures, undertakings and statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Prakash D. Shah

Independent Director

Place: Mumbai

Date: December 14, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures, undertakings and statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Shiraz Homi Bugwadia

Independent Director

Place: Mumbai

Date: December 14, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures, undertakings and statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Rajesh Pai

Non- Executive Nominee Director

Place: Mumbai

Date: December 14, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures, undertakings and statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Kamal Sandeep Shanbhag

Independent Director

Place: Mumbai

Date: December 14, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines or regulations issued by the Government of India or the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules framed or guidelines or regulations issued thereunder, as the case may be. I further certify that all the disclosures, undertakings and statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Sudarshan Gopinath Kamath

Chief Financial Officer

Place: Mumbai

Date: December 14, 2024

DECLARATION BY SELLING SHAREHOLDER

I, Prayas Goel, hereby confirm that all statements and undertakings specifically made or confirmed by me in this Red Herring Prospectus about and in relation to me as a Selling Shareholder and the Equity Shares offered by me through the Offer for Sale, are true and correct. I assume no responsibility for any other statements, including, any of the statements made by or relating to the Company or any other Selling Shareholder or any other person(s) in this Red Herring Prospectus.

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Name: Prayas Goel

Place: Mumbai

Date: December 14, 2024

DECLARATION BY SELLING SHAREHOLDER

I, Prerak Goel, hereby confirm that all statements and undertakings specifically made or confirmed by me in this Red Herring Prospectus about and in relation to me as a Selling Shareholder and the Equity Shares offered by me through the Offer for Sale, are true and correct. I assume no responsibility for any other statements, including, any of the statements made by or relating to the Company or any other Selling Shareholder or any other person(s) in this Red Herring Prospectus.

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Name: Prerak Goel

Place: Mumbai

Date: December 14, 2024

DECLARATION BY SELLING SHAREHOLDER

I, Pushpa Goel, hereby confirm that all statements and undertakings specifically made or confirmed by me in this Red Herring Prospectus about and in relation to me as a Selling Shareholder and the Equity Shares offered by me through the Offer for Sale, are true and correct. I assume no responsibility for any other statements, including, any of the statements made by or relating to the Company or any other Selling Shareholder or any other person(s) in this Red Herring Prospectus.

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Name: Pushpa Goel

Place: Mumbai

Date: December 14, 2024

DECLARATION BY SELLING SHAREHOLDER

I, Namrata Goel, hereby confirm that all statements and undertakings specifically made or confirmed by me in this Red Herring Prospectus about and in relation to me as a Selling Shareholder and the Equity Shares offered by me through the Offer for Sale, are true and correct. I assume no responsibility for any other statements, including, any of the statements made by or relating to the Company or any other Selling Shareholder or any other person(s) in this Red Herring Prospectus.

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Name: Namrata Goel

Place: Mumbai

Date: December 14, 2024

DECLARATION BY SELLING SHAREHOLDER

I, Nidhi Goel, hereby confirm that all statements and undertakings specifically made or confirmed by me in this Red Herring Prospectus about and in relation to me as a Selling Shareholder and the Equity Shares offered by me through the Offer for Sale, are true and correct. I assume no responsibility for any other statements, including, any of the statements made by or relating to the Company or any other Selling Shareholder or any other person(s) in this Red Herring Prospectus.

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Name: Nidhi Goel

Place: Mumbai

Date: December 14, 2024

DECLARATION BY SELLING SHAREHOLDER

AF Holdings, hereby confirms that all statements and undertakings specifically made or confirmed by us in this Red Herring Prospectus about and in relation to us as a Selling Shareholder and the Equity Shares offered by us through the Offer for Sale, are true and correct. We assume no responsibility for any other statements, including, any of the statements made by or relating to the Company or any other Selling Shareholder or any other person(s) in this Red Herring Prospectus.

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Name: Nandinee Boodhoo

Place: Mauritius

Date: December 14, 2024