**This Preliminary Placement Document relates to an issue made to Eligible QIBs under Chapter VI of the SEBI ICDR Regulations on a private placement basis and no offer is being made through this Preliminary Placement Document to the public or any other categories of investors. This Preliminary Placement Document is not an offer to sell securities in any jurisdiction where such offer or sale or subscription is not permitted. The information in this Preliminary Placement Document is not complete and may be changed.**

# NEOGEN CHEMICALS LIMITED

Neogen Chemicals Limited ("**Company**") was originally incorporated as "Neogen Chemicals Private Limited", a private limited company under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation dated March 7, 1989, issued by the Registrar of Companies, Mumbai, Maharashtra. The name of our Company was subsequently changed to "Neogen Chemicals Limited", upon conversion of our Company from a private limited to a public limited company, pursuant to a board resolution dated April 11, 1998, and a shareholders' resolution dated May 2, 1998, and a fresh certificate of incorporation was issued on July 2, 1998, by the Registrar of Companies, Mumbai, Maharashtra. For further details regarding changes in the name of our Company, see "***General Information***" on page 203.

**Registered and Corporate Office**: Office No. 1002, 10th Floor, Dev Corpora Building, opposite Cadbury Junction, Off Pokhran Road No 2, Khopat Thane West 400 601, Maharashtra, India

**Contact person**: Unnati Rajesh Kanani, Company Secretary and Compliance Officer | **Email**: investor@neogenchem.com
**Tel No.**: +91 22 2549 7300 | **Website:** www.neogenchem.com
**Corporate Identity Number**: L24200MH1989PLC050919

Issue of up to [●] equity shares of face value of ₹10 each ("**Equity Shares**") at a price of ₹[●] per Equity Share ("**Issue Price**"), including a premium of ₹[●] per Equity Share, aggregating up to ₹[●] crores ("**Issue**"). For further details, see "***Summary of the Issue***" on page 30.

**THE ISSUE IS BEING UNDERTAKEN IN RELIANCE UPON CHAPTER VI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED ("SEBI ICDR REGULATIONS"), SECTION 42 OF THE COMPANIES ACT, 2013, AS AMENDED ("COMPANIES ACT, 2013"), READ WITH RULE 14 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014, AS AMENDED ("PAS RULES"), AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER, EACH AS AMENDED FOR THE PURPOSE OF ACHIEVING MINIMUM PUBLIC SHAREHOLDING IN TERMS OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED ("SCRR").**

The Equity Shares of our Company are listed on National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**" and together with NSE, the "**Stock Exchanges**"). The closing prices of the Equity Shares on NSE and BSE as on September 10, 2026 were 2,388.90 and 2,386.55 per Equity Share, respectively. Our Company has received in-principle approvals pursuant to Regulation 28(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**") for listing of the Equity Shares to be issued pursuant to this Issue, from each of BSE and NSE on September 10, 2026. Our Company shall make applications to the Stock Exchanges for obtaining the final listing and trading approvals for the Equity Shares to be issued pursuant to this Issue. The Stock Exchanges assume no responsibility for the correctness of any statements made, opinions expressed, or reports contained herein. Admission of the Equity Shares to be issued pursuant to this Issue for trading on the Stock Exchanges should not be taken as an indication of the merits of our Company or the Equity Shares.

**OUR COMPANY HAS PREPARED THIS PRELIMINARY PLACEMENT DOCUMENT SOLELY FOR PROVIDING INFORMATION IN CONNECTION WITH THE PROPOSED ISSUE. THE ISSUE AND THE DISTRIBUTION OF THIS PRELIMINARY PLACEMENT DOCUMENT TO ELIGIBLE QIBs (AS DEFINED BELOW) IS BEING MADE IN RELIANCE UPON CHAPTER VI OF THE SEBI ICDR REGULATIONS, SECTION 42 OF THE COMPANIES ACT, 2013 READ WITH RULE 14 OF THE PAS RULES AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER. THIS PRELIMINARY PLACEMENT DOCUMENT SHALL BE CIRCULATED TO ONLY SUCH ELIGIBLE QIBs WHOSE NAMES ARE RECORDED BY OUR COMPANY, PRIOR TO MAKING AN INVITATION TO SUBSCRIBE TO THE EQUITY SHARES. THIS PRELIMINARY PLACEMENT DOCUMENT IS PERSONAL TO EACH PROSPECTIVE INVESTOR AND DOES NOT CONSTITUTE AN OFFER OR INVITATION OR SOLICITATION OF AN OFFER TO THE PUBLIC OR ANY OTHER PERSON OR CLASS OF INVESTORS WITHIN OR OUTSIDE INDIA OTHER THAN TO ELIGIBLE QIBs. YOU ARE NOT AUTHORIZED TO AND MAY NOT (1) DELIVER THIS PRELIMINARY PLACEMENT DOCUMENT TO ANY OTHER PERSON; OR (2) REPRODUCE THIS PRELIMINARY PLACEMENT DOCUMENT, IN ANY MANNER WHATSOEVER; OR (3) RELEASE ANY PUBLIC ADVERTISEMENTS OR UTILIZE ANY MEDIA, MARKETING OR DISTRIBUTION CHANNELS OR AGENTS TO INFORM THE PUBLIC AT LARGE ABOUT THE ISSUE. ANY DISTRIBUTION OR REPRODUCTION OF THIS PRELIMINARY PLACEMENT DOCUMENT IN WHOLE OR IN PART IS UNAUTHORIZED. FAILURE TO COMPLY WITH THIS INSTRUCTION MAY RESULT IN A VIOLATION OF THE SEBI ICDR REGULATIONS, THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER OR OTHER APPLICABLE LAWS OF INDIA AND OTHER JURISDICTIONS.**

**INVESTMENT IN EQUITY SHARES INVOLVES A HIGH DEGREE OF RISK AND PROSPECTIVE INVESTORS SHOULD NOT INVEST IN THE ISSUE UNLESS THEY ARE PREPARED TO TAKE THE RISK OF LOSING ALL OR PART OF THEIR INVESTMENT. PROSPECTIVE INVESTORS ARE ADVISED TO CAREFULLY READ "*RISK FACTORS*" ON PAGE 78 BEFORE MAKING AN INVESTMENT DECISION RELATING TO THE ISSUE. EACH PROSPECTIVE INVESTOR IS ADVISED TO CONDUCT ITS OWN DUE DILIGENCE ON US AND THE EQUITY SHARES AND CONSULT ITS OWN ADVISORS ABOUT THE PARTICULAR CONSEQUENCES OF AN INVESTMENT IN THE EQUITY SHARES BEING ISSUED PURSUANT TO THIS PRELIMINARY PLACEMENT DOCUMENT AND THE PLACEMENT DOCUMENT. IF YOU DO NOT UNDERSTAND THE CONTENTS OF THIS PRELIMINARY PLACEMENT DOCUMENT AND/OR THE PLACEMENT DOCUMENT, YOU SHOULD CONSULT AN AUTHORISED FINANCIAL ADVISOR AND/OR LEGAL ADVISOR.**

A copy of this Preliminary Placement Document (which includes disclosures prescribed under Form PAS-4) (*as defined hereinafter*) has been delivered to the Stock Exchanges and a copy of the Placement Document (which will include disclosures prescribed under Form PAS-4) will be delivered to the Stock Exchanges. Our Company shall also make the requisite filings with the RoC, within the stipulated period as required under the Companies Act, 2013 and PAS Rules. This Preliminary Placement Document has not been reviewed by the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India (the "**RBI**"), the Stock Exchanges, the RoC or any other listing or regulatory authority and is intended only for use by Eligible QIBs (*as defined herein*). This Preliminary Placement Document has not been and will not be filed as a prospectus with the RoC, will not be circulated or distributed to the public in India or any other jurisdiction, and will not constitute a public offer in India or any other jurisdiction. The placement of Equity Shares proposed to be made pursuant to this Preliminary Placement Document is meant solely for Eligible QIBs on a private placement basis and is not an offer to the public or to any other class of investors.

Invitations, offers and sales of the Equity Shares to be issued pursuant to this Issue shall only be made pursuant to this Preliminary Placement Document together with the Application Form, the Placement Document and the Confirmation of Allocation Note (*each as defined hereinafter*). For further details, please see "***Issue Procedure***" on page 150. The distribution of this Preliminary Placement Document or the disclosure of its contents without the prior consent of our Company to any person, other than Eligible QIBs to whom this Preliminary Placement Document is specifically addressed, and persons retained by such Eligible QIBs to advise them with respect to their purchase of Equity Shares is unauthorized and prohibited. Each prospective investor, by accepting delivery of this Preliminary Placement Document, agrees to observe the foregoing restrictions and make no copies of this Preliminary Placement Document or any documents referred to in this Preliminary Placement Document.

The information on the websites of our Company and Subsidiaries, as applicable, or any other website directly or indirectly linked to such websites, or the website of the Lead Managers (*as defined hereinafter*) or its affiliates, does not constitute nor form part of this Preliminary Placement Document and prospective investors should not rely on such information contained in, or available through, any such website for investment in this Issue.

The Equity Shares offered in the Issue have not been and will not be registered under the United States Securities Act of 1933, as amended ("**U.S. Securities Act**"), or the securities laws of any state of the United States, and may not be offered or sold in 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 any applicable state securities laws. Accordingly, the Equity Shares offered in the Issue are being offered 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 ("**Regulation S**") and the applicable laws of the jurisdictions where such offers and sales are made. See "***Selling Restrictions***" on page 167 for information about eligible offerees for the Issue and "***Transfer Restrictions and Purchaser Representations***" on page 175 for information about transfer restrictions that apply to the Equity Shares sold in the Issue.

This Preliminary Placement Document is dated September 10, 2026.

**LEAD MANAGERS**

| | | |
|---|---|---|
| **Inga Ventures Private Limited** | **IIFL Capital Services Limited *(formerly known as IIFL Securities Limited)*** | **Kotak Mahindra Capital Company Limited** |

TABLE OF CONTENTS

NOTICE TO INVESTORS ..... 1
REPRESENTATIONS BY INVESTORS ..... 4
OFFSHORE DERIVATIVE INSTRUMENTS ..... 11
DISCLAIMER CLAUSE OF THE STOCK EXCHANGES ..... 13
PRESENTATION OF FINANCIAL INFORMATION AND OTHER CONVENTIONS ..... 14
INDUSTRY AND MARKET DATA ..... 16
FORWARD-LOOKING STATEMENTS ..... 18
ENFORCEMENT OF CIVIL LIABILITIES ..... 20
EXCHANGE RATES ..... 21
DEFINITIONS AND ABBREVIATIONS ..... 23
SUMMARY OF THE ISSUE ..... 30
INDUSTRY OVERVIEW ..... 32
SUMMARY OF OUR BUSINESS ..... 59
SELECTED FINANCIAL INFORMATION ..... 72
RELATED PARTY TRANSACTIONS ..... 77
RISK FACTORS ..... 78
MARKET PRICE INFORMATION ..... 108
OBJECTS OF THE ISSUE AND USE OF ISSUE PROCEEDS ..... 110
CAPITALIZATION STATEMENT ..... 118
CAPITAL STRUCTURE ..... 119
DIVIDENDS ..... 129
BOARD OF DIRECTORS AND SENIOR MANAGEMENT ..... 131
ORGANIZATIONAL STRUCTURE ..... 142
SHAREHOLDING PATTERN OF OUR COMPANY ..... 144
ISSUE PROCEDURE ..... 150
PLACEMENT AND LOCK-UP ..... 165
SELLING RESTRICTIONS ..... 167
TRANSFER RESTRICTIONS AND PURCHASER REPRESENTATIONS ..... 175
THE SECURITIES MARKET OF INDIA ..... 178
DESCRIPTION OF THE EQUITY SHARES ..... 183
TAXATION ..... 188
LEGAL PROCEEDINGS AND OTHER INFORMATION ..... 195
AUDITORS ..... 201
FINANCIAL INFORMATION ..... 202
GENERAL INFORMATION ..... 203
DETAILS OF PROPOSED ALLOTTEES IN THE ISSUE ..... 205
DECLARATION ..... 206
SAMPLE APPLICATION FORM ..... 209

## NOTICE TO INVESTORS

Our Company has furnished and accepts full responsibility for all of the information contained in this Preliminary Placement Document and confirms that to the best of our knowledge and belief, having made all reasonable enquiries, this Preliminary Placement Document contains all information with respect to our Company, our Subsidiaries and our Joint Venture ("**we**" or "**us**" or "**are**") and the Equity Shares which our Company considers material in the context of the Issue. The statements contained in this Preliminary Placement Document relating to us and the Equity Shares are, in every material respect, true and accurate and not misleading. The opinions and intentions expressed in this Preliminary Placement Document with regard to us and the Equity Shares to be issued pursuant to the Issue are honestly held, have been reached after considering all relevant circumstances and are based on reasonable assumptions and information presently available to us. There are no other facts in relation to us and the Equity Shares to be issued pursuant to the Issue, the omission of which would, in the context of the Issue, make any statement in this Preliminary Placement Document misleading in any material respect. Further, our Company has made all reasonable enquiries to ascertain such facts and to verify the accuracy of all such information and statements. The information contained in this Preliminary Placement Document has been provided by our Company and other sources identified herein. Unless otherwise stated all information in this Preliminary Placement Document is provided as of the date of this Preliminary Placement Document and neither us nor the Lead Managers have any obligation to update such information to a later date.

This Preliminary Placement Document is being furnished on a confidential basis solely for the purpose of enabling a prospective investor to consider subscribing for the particular securities described herein. Distribution of this Preliminary Placement Document to any person other than the Eligible QIBs specified by the Lead Managers or their representatives, and those persons, if any, retained to advise such investor with respect thereto, is unauthorized, and any disclosure of its contents, without prior written consent of our Company, is prohibited. Any reproduction or distribution of this Preliminary Placement Document, in whole or in part, and any disclosure of its contents to any other person is prohibited. Each prospective investor, by accepting delivery of this Preliminary Placement Document, agrees to observe the foregoing restrictions and make no copies of this Preliminary Placement Document or any offering material in connection with the Equity Shares.

The information contained in this Preliminary Placement Document has been provided by our Company and/ or from other sources identified herein, as applicable. The Lead Managers have not separately verified all the information contained in this Preliminary Placement Document (financial, legal or otherwise). Accordingly, neither the Lead Managers nor any of their respective shareholders, employees, counsels, officers, directors, representatives, agents, associates or affiliates makes any express or implied representation, warranty or undertaking, and no responsibility or liability is accepted by the Lead Managers or by any of their respective shareholders, employees, counsels, officers, directors, representatives, agents, associates or affiliates as to the accuracy or completeness of the information contained in this Preliminary Placement Document or any other information supplied in connection with us or this Issue or distribution of this Preliminary Placement Document. Each person receiving this Preliminary Placement Document acknowledges that such person has not relied on either the Lead Managers or on any of their respective shareholders, employees, counsels, officers, directors, representatives, agents, associates or affiliates in connection with such person's investigation of the accuracy of such information or such person's investment decision, and each such person must rely on its own examination of our Company and our Subsidiaries and the merits and risks involved in investing in the Equity Shares issued pursuant to the Issue.

No person is authorized to give any information or to make any representation not contained in this Preliminary Placement Document and any information or representation not so contained must not be relied upon as having been authorized by or on behalf of our Company or the Lead Managers. The delivery of this Preliminary Placement Document at any time does not imply that the information contained in it is correct as on any time subsequent to its date.

**The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act, or the securities laws of any state of the United States, and may not be offered or sold in 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 any applicable state securities laws. Accordingly, the Equity Shares offered in the Issue are being offered and sold only outside the United States in "offshore transactions", as defined in and in reliance on Regulation S and the applicable laws of the jurisdictions where such offers and sales are made. For further details, see "*Selling Restrictions*" and "*Transfer Restrictions and Purchaser Representations*" on pages 167 and 175, respectively.**

**The Equity Shares to be issued pursuant to the Issue have not been approved, disapproved or recommended by any regulatory authority in any jurisdiction including SEBI, the United States Securities and Exchange Commission, any other federal or state authorities in the United States, the securities authorities of any non-United States jurisdiction or any other United States or non-United States regulatory authority. No authority has passed on or endorsed the merits of the Issue or the accuracy or adequacy of this Preliminary Placement Document. Any representation to the contrary is a criminal offence in certain jurisdictions.**

The Subscribers and purchasers of the Equity Shares offered in this Issue will be deemed to have made the representations, warranties, acknowledgments and agreements set forth in the sections "***Representations by Investors***" and "***Selling Restrictions***" and "***Transfer Restrictions and Purchaser Representations***" on pages 4, 167 and 175, respectively, of this Preliminary Placement Document.

The distribution of this Preliminary Placement Document or the disclosure of its contents without the prior consent of our Company to any person, other than Eligible QIBs, whose names are recorded by our Company prior to the invitation to subscribe to the Issue, in consultation with the Lead Managers, or its representatives, and those retained by Eligible QIBs to advise them with respect to their purchase of the Equity Shares, is unauthorized and prohibited. Each prospective investor, by accepting delivery of this Preliminary Placement Document, agrees to observe the foregoing restrictions and not further distribute or make any copies of this Preliminary Placement Document or any documents referred to in this Preliminary Placement Document. Any reproduction or distribution of this Preliminary Placement Document and the Placement Document, in whole or in part, and any disclosure of its contents to any other person is prohibited.

The distribution of this Preliminary Placement Document and the issue of the Equity Shares may be restricted by applicable laws in certain countries or jurisdictions. As such, this Preliminary Placement Document does not constitute, and may not be used for or in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized, or to any person to whom it is unlawful to make such offer or solicitation. In particular, no action has been taken by our Company and the Lead Managers which would permit an offering of the Equity Shares or distribution of this Preliminary Placement Document in any country or jurisdiction, other than India, where action for that purpose is required. Accordingly, the Equity Shares may not be offered or sold, directly or indirectly, and neither this Preliminary Placement Document nor any offering material in connection with the Equity Shares may be distributed or published in or from any country or jurisdiction except under circumstances that will result in compliance with any applicable rules and regulations of any such country or jurisdiction. For further details, see "***Selling Restrictions***" on page 167.

In making an investment decision, prospective investors must rely on their own examination of our Company and Subsidiaries and the terms of the Issue, including the merits and risks involved. Prospective investors should not construe the contents of this Preliminary Placement Document or the Placement Document as legal, tax, accounting or investment advice and should consult their own counsels and advisors as to business, legal, tax, accounting and related matters concerning the Issue. In addition, neither our Company nor the Lead Managers are making any representation to any investor, subscriber, offeree or purchaser of the Equity Shares regarding the legality or suitability of an investment in the Equity Shares by such investor, subscriber, offeree or purchaser under applicable laws or regulations. Prospective investors should conduct their own due diligence on the Equity Shares and our Company. If you do not understand the contents of this Preliminary Placement Document, you should consult an authorized financial advisor and/or legal advisor.

Each bidder, prospective investor, subscriber or purchaser of the Equity Shares in the Issue is deemed to have acknowledged, represented and agreed that it is an Eligible QIB and it is eligible to invest in India and in our Company under applicable law, including Chapter VI of the SEBI ICDR Regulations, Section 42 of the Companies Act, 2013 and Rule 14 of the PAS Rules and other applicable provisions of the Companies Act, 2013, and is not prohibited by SEBI or any other statutory, regulatory or judicial authority from buying, selling or dealing in securities, including the Equity Shares or otherwise accessing the capital markets in India. Each subscriber of the Equity Shares in the Issue also acknowledges that it has been afforded an opportunity to request from our Company and review information relating to our Company and the Equity Shares.

This Preliminary Placement Document does not purport to contain all the information that any Eligible QIB may require. Further, this Preliminary Placement Document has been prepared for information purposes to this Issue only and upon the express understanding that it will be used for the purposes set forth herein.

Neither the Company nor the Lead Managers undertake to update the Placement Document to reflect subsequent events after the date of the Placement Document and thus it should not be relied upon with respect to such subsequent events without first confirming the accuracy or completeness with the Company. Neither the delivery

of this Preliminary Placement Document nor any issue of Equity Shares made hereunder shall, under any circumstances, constitute a representation or create any implication that there has been no change in the affairs of the Company since the date hereof.

Our Company and the Lead Managers are not liable for any amendment or modification or change to applicable laws or regulations, which may occur after the date of the Placement Document. Eligible QIBs are advised to make their independent investigations and satisfy themselves that they are eligible to apply. Eligible QIBs are advised to ensure that any single application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Placement Document. Further, Eligible QIBs are required to satisfy themselves that their Bids would not ultimately result in triggering a tender offer under the SEBI Takeover Regulations and the Eligible QIB shall be solely responsible for compliance with the provisions of the SEBI Takeover Regulations, SEBI Insider Trading Regulations and other applicable laws, rules, regulations, guidelines and circulars.

The information available on or through our Company's website (www.neogenchem.com), or any website directly or indirectly linked to the website of our Company and Subsidiaries or the respective websites of the Lead Managers, or its respective affiliates, does not constitute or forms part of this Preliminary Placement Document and prospective investors should not rely on the information contained in or available through any such websites. This Preliminary Placement Document contains summaries of certain terms of certain documents, which are qualified in their entirety by the terms and conditions of such documents.

Our Company agrees to comply with any undertakings given by it from time to time in connection with the Equity Shares to the Stock Exchanges and without prejudice to the generality of foregoing, shall furnish to the Stock Exchanges all such information as the rules of the Stock Exchanges may require in connection with the listing of the Equity Shares on the Stock Exchanges.

## NOTICE TO INVESTORS IN CERTAIN OTHER JURISDICTIONS

This Preliminary Placement Document is not an offer to sell securities and is not soliciting an offer to subscribe to or buy securities in any jurisdiction where such offer, solicitation, sale or subscription is not permitted. For information relating to investors in certain other jurisdictions, see the sections "***Selling Restrictions***" and "***Transfer Restrictions and Purchaser Representations***" on pages 167 and 175, respectively.

## REPRESENTATIONS BY INVESTORS

All references to "you" and "your" in this section are to the prospective Bidders in the Issue. By Bidding and/ or subscribing to any Equity Shares under this Issue, you are deemed to have made the representations, warranties, acknowledgements and agreements set forth in the sections "***Notice to Investors***", "***Selling Restrictions***" and "***Transfer Restrictions and Purchaser Representations***" on pages 1, 167, and 175, respectively, and to have represented, warranted and acknowledged to and agreed with our Company and the Lead Managers as follows:

1. Your decision to subscribe to the Equity Shares to be issued pursuant to the Issue has not been made based on any information relating to our Company or Subsidiaries which is not set forth in this Preliminary Placement Document;

2. You are a "**Qualified Institutional Buyer**" as defined in Regulation 2(1)(ss) of the SEBI ICDR Regulations and not excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations, having a valid and existing registration under applicable laws and regulations of India, and undertake to (i) acquire, hold, manage or dispose of any Equity Shares that are Allotted (hereinafter defined) to you in accordance with Chapter VI of the SEBI ICDR Regulations, the Companies Act, 2013 and all other applicable laws; and (ii) comply with the SEBI Regulations, the Companies Act, 2013 and all other applicable laws in this relation, including any reporting obligations, making necessary filings, if any, in connection with the Issue or otherwise accessing capital markets;

3. You are eligible to invest in India under applicable laws, including the FEMA Rules (as defined hereinafter), and any notifications, circulars or clarifications issued thereunder, and have not been prohibited by SEBI, or any other regulatory authority, statutory authority or otherwise, from buying, selling or dealing in securities or otherwise accessing capital markets in India;

4. If you are not a resident of India, but a QIB, you are an Eligible FPI (and are not an individual, corporate body or a family office) having a valid and existing registration with SEBI under the applicable laws in India or a multilateral or bilateral development financial institution, and are eligible to invest in India under applicable laws, including the FEMA Rules, and any notifications, circulars or clarifications issued thereunder, and have not been prohibited by SEBI or any other regulatory authority, from buying, selling, dealing in securities or otherwise accessing the capital markets. Since FVCIs are not permitted to participate in the Issue, you confirm that you are not an FVCI. You will make all necessary filings with appropriate regulatory authorities, including the RBI, as required pursuant to applicable laws, in connection with the Issue;

5. You acknowledge that Eligible FPIs may invest in such number of Equity Shares such that the individual investment of the Eligible FPI or its investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than 50% or common control) in our Company does not exceed 10% of the post-Issue paid-up capital of our Company on a fully diluted basis;

6. You agree that our Company shall make necessary filings with the RoC (which shall include certain details such as your name, address and number of Equity Shares Allotted), in terms of Section 42 of the Companies Act, 2013 and Rule 14 of the PAS Rules, or other provisions of the Companies Act, 2013, and you consent to such disclosure being made by us. You will provide the information as required under the Companies Act, 2013 and the PAS Rules and other applicable regulations for record keeping by our Company, including your name, complete address, phone number, e-mail address, permanent account number and bank account details and such other details as may be prescribed or otherwise required even after the closure of the Issue;

7. If you are Allotted Equity Shares, you shall not, for a period of one year from the date of Allotment, sell the Equity Shares so acquired, except on the Stock Exchanges, in accordance with any other resale restrictions applicable to you. For more information, please see the sections "***Selling Restrictions***" and "***Transfer Restrictions and Purchaser Representations***" on pages 167 and 175, respectively;

8. You are outside the United States, and are subscribing the Equity Shares in an "offshore transaction", as defined in and in reliance on, Regulation S under the U.S. Securities Act and in compliance with the laws of all jurisdictions applicable to you;

9. You are not acquiring or subscribing for the Equity Shares as a result of any "directed selling efforts" (as defined in Regulation S of the U.S. Securities Act) and you understand and agree that offers and sales

are being made only outside the United States in "offshore transactions" as defined in, and in reliance on, Regulation S and the applicable laws of the jurisdiction where those offers and sales are made;

10. You understand and agree that the Equity Shares are transferrable only in accordance with the restrictions described under the sections "***Selling Restrictions***" on page 167 and you have made, or are deemed to have made, as applicable, the representations, warranties, acknowledgements, undertakings and agreements in "***Transfer Restrictions and Purchaser Representations***" on page 175 and you warrant that you will comply with such representations, warranties, acknowledgments and undertakings;

11. You understand that the Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws of the United States and unless so registered, may not be offered, sold or delivered within the United States, except in reliance on an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable U.S. state securities laws;

12. You are aware that the Equity Shares have not been and will not be registered through a prospectus under the Companies Act, 2013, the SEBI ICDR Regulations or under any other law in force in India and, no Equity Shares will be offered in India or overseas to the public or any members of the public in India or any other class of investors, other than Eligible QIBs. This Preliminary Placement Document (which includes disclosures prescribed under Form PAS-4) has not been reviewed or affirmed by the RBI, SEBI, the Stock Exchanges, the RoC or any other regulatory or listing authority and is intended only for use by Eligible QIBs and that this Preliminary Placement Document or the Placement Document will not be filed as a prospectus with the RoC under the Companies Act, 2013;

13. This Preliminary Placement Document has been filed, and the Placement Document will be filed, with the Stock Exchanges and this Preliminary Placement Document and the Placement Document, for record purposes only, will be displayed on the websites of our Company and the Stock Exchanges;

14. You are permitted to subscribe for and acquire the Equity Shares under the laws of all relevant jurisdictions applicable to you and that you have fully observed such laws and you have all necessary capacity and have obtained all necessary consents, approvals and authorizations, governmental and otherwise, as may be required and complied and shall comply with all necessary formalities to enable you to participate in the Issue and to perform your obligations in relation thereto (including without any limitation, in the case of any person on whose behalf you are acting, all necessary consents and authorizations to agree to the terms set out or referred to in this Preliminary Placement Document), and will honor such obligations;

15. You understand that the Equity Shares issued pursuant to the Issue shall be subject to the provisions of the Memorandum of Association and Articles of Association of our Company and will be credited as fully paid and will rank *pari passu* in all respects with the existing Equity Shares including the right to receive dividend, voting and other distributions declared;

16. You are aware that our Company, the Lead Managers or any of their respective shareholders, directors, officers, employees, counsels, representatives, agents, associates or affiliates are not making any recommendations to you or advising you regarding the suitability of any transactions it may enter into in connection with the Issue and your participation in the Issue is on the basis that you are not, and will not, up to the Allotment, be a client of the Lead Managers. The Lead Managers or any of its shareholders, directors, officers, employees, counsels, representatives, agents, associates or affiliates do not have any duties or responsibilities to you for providing the protection afforded to their clients or customers or for providing advice in relation to the Issue and are not in any way acting in any fiduciary capacity;

17. All statements other than statements of historical fact included in this Preliminary Placement Document, including, without limitation, those regarding our financial position, business strategy, plans and objectives of management for future operations (including development plans and objectives relating to our Company's business), are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause actual results to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding our Company's present and future business strategies and environment in which our Company will operate in the future. You should not place undue reliance on forward-looking statements, which speak only as at the date of this Preliminary Placement Document. Neither our Company nor the Lead Managers or any of its respective shareholders, directors, officers, employees, counsels, representatives,

agents, associates or affiliates assume any responsibility to update any of the forward-looking statements contained in this Preliminary Placement Document;

18. You are aware and understand that the Equity Shares are being offered only to Eligible QIBs on a private placement basis and are not being offered to the general public, or any other category other than Eligible QIBs, and the Allotment of the same shall be at the discretion of our Company, in consultation with the Lead Managers;

19. You have been provided a serially numbered copy of this Preliminary Placement Document, and have read it in its entirety, including in particular the "***Risk Factors***" on page 78;

20. In making your investment decision, you have (i) relied on your own examination of our Company and our Subsidiaries and the Equity Shares and the terms of the Issue, including the merits and risks involved, (ii) made your own assessment of our Company and our Subsidiaries and the Equity Shares and the terms of the Issue based solely on and in reliance of the information contained in this Preliminary Placement Document and no other disclosure or representation by our Company or any other party, (iii) consulted your own independent counsel and advisors (including tax advisors) or otherwise have satisfied yourself concerning, without limitation, the effects of local laws (including tax laws) and taxation matters, (iv) received all information that you believe is necessary or appropriate in order to make an investment decision in respect of our Company and our Subsidiaries and the Equity Shares, and (v) relied upon your own investigation and resources in deciding to invest in the Issue;

21. Neither our Company nor the Lead Managers or any of its respective shareholders, investors, directors, officers, employees, counsels, representatives, agents or affiliates, has provided you with any tax advice or otherwise made any representations regarding the tax consequences of purchase, ownership and disposal of the Equity Shares (including the Issue and the use of proceeds from the Equity Shares). You will obtain your own independent tax advice from a reputable service provider and will not rely on the Company, the Lead Managers or any of its respective shareholders, investors, directors, officers, employees, counsels, representatives, agents or affiliates, when evaluating the tax consequences in relation to the Equity Shares (including, in relation to the Issue and the use of proceeds from the Equity Shares). You waive, and agree not to assert any claim against us, either of the Lead Managers or any of its respective shareholders, investors, directors, officers, employees, counsels, representatives, agents or affiliates, with respect to the tax aspects of the Equity Shares or as a result of any tax audits by tax authorities, wherever situated;

22. You are a sophisticated investor and have such knowledge, sophistication and experience in financial, business and investment matters as to be capable of evaluating the merits and risks of an investment in the Equity Shares. You are experienced in investing in private placement transactions of securities of companies in a similar nature of business, similar stage of development and in similar jurisdictions. You and any accounts for which you are subscribing for the Equity Shares (i) are each able to bear the economic risk of your investment in the Equity Shares, (ii) will not look to our Company and/or the Lead Managers or any of their respective shareholders, directors, officers, employees, counsel, representatives, agents, associates or affiliates for all or part of any such loss or losses that may be suffered in connection with the Issue, including losses arising out of non-performance by our Company of any of its respective obligations or any breach of any representations and warranties by our Company, whether to you or otherwise, (iii) are able to sustain a complete loss on the investment in the Equity Shares, (iv) have no need for liquidity with respect to the investment in the Equity Shares, (v) have no reason to anticipate any change in your or their circumstances, financial or otherwise, which may cause or require any sale or distribution by you or them of all or any part of the Equity Shares; and (vi) are seeking to subscribe to the Equity Shares in the Issue for your own investment and not with a view to resell or distribute. You are aware that investment in Equity Shares involves a high degree of risk and that the Equity Shares are, therefore a speculative investment;

23. If you are acquiring the Equity Shares for one or more managed accounts, you represent and warrant that you are authorised in writing, by each such managed account to acquire such Equity Shares for each managed account and hereby make the representations, warranties, acknowledgements, undertakings and agreements herein for and on behalf of each such account, reading the reference to "you" to include such accounts;

24. You are not a 'promoter' (as defined under the Companies Act, 2013 and the SEBI ICDR Regulations) of our Company and are not a person related to our Promoters, in terms of Regulation 179 (1)(b) of the

SEBI ICDR Regulations, either directly or indirectly and your Bid does not directly or indirectly represent our 'Promoters', or 'Promoter Group' (as defined under the SEBI ICDR Regulations) of our Company or persons related to any of our Promoters;

25. You have no rights under a shareholders' agreement or voting agreement entered into with the Promoters or members of the Promoter Group, no veto rights or right to appoint any nominee director on the Board of Directors of our Company, other than the rights, if any, acquired in the capacity of a lender not holding any Equity Shares (a QIB who does not hold any Equity Shares and who has acquired the said rights in the capacity of a lender shall not be deemed to be a person related to our Promoters);

26. You will have no right to withdraw your Bid or revise your Bid downwards after the Issue Closing Date (as defined hereinafter);

27. You acknowledge that this Preliminary Placement Document does not, and the Placement Document shall not confer upon or provide you with any right of renunciation of the Equity Shares offered through the Issue in favour of any person;

28. You will make the payment for subscription to the Equity Shares pursuant to the Issue from your own bank account. In case of joint holders, the monies shall be paid from the bank account of the person whose name appears first in the Application Form;

29. You are eligible to Bid for and hold the Equity Shares so Allotted, together with any Equity Shares held by you prior to the Issue. Please note that submitting a Bid for Equity Shares should not be taken to be indicative of the number of Equity Shares that will be Allotted to a successful Bidder. Allotment of Equity Shares will be undertaken by our Company, in its absolute discretion, in consultation with the Lead Managers. Further, you confirm that your aggregate holding after the Allotment of the Equity Shares shall not exceed the level permissible as per any applicable regulation;

30. The Bid made by you would not result in triggering an open offer under the SEBI Takeover Regulations and you shall be solely responsible for compliance with all other applicable provisions of the SEBI Takeover Regulations;

31. The number of Equity Shares Allotted to you under the Issue, together with other Allottees that belong to the same group or are under common control as you, pursuant to the Allotment under the Issue shall not exceed 50.00% of the Issue. For the purposes of this representation:

    (i) Eligible QIBs 'belonging to the same group' shall mean entities where (a) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15% of the voting rights in the other; (b) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (c) there is a common director, excluding nominee and independent directors, among an Eligible QIB, its subsidiary or holding company and any other Eligible QIB; and

    (ii) 'Control' shall have the same meaning as is assigned to it by Regulation 2(1)(e) under the SEBI Takeover Regulations.

32. You are aware that (i) applications for in-principle approval, in terms of Regulation 28(1)(a) of the SEBI Listing Regulations, for listing and admission of the Equity Shares and for trading on the Stock Exchanges, were made and an in-principle approval has been received by our Company from each of the Stock Exchanges, and (ii) the application for the final listing and trading approval will be made only after Allotment. There can be no assurance that the final listing and trading approvals for listing of the Equity Shares will be obtained in time or at all. Neither our Company nor the Lead Managers nor any of its shareholders, directors, officers, employees, counsels, representatives, agents, associates or affiliates shall be responsible for any delay or non-receipt of such final listing and trading approvals or any loss arising from such delay or non-receipt;

33. You shall not undertake any trade in the Equity Shares credited to your beneficiary account with the Depository Participant until such time that the final listing and trading approvals for the Equity Shares are issued by the Stock Exchanges;

34. You are aware that in terms of the requirements of the Companies Act, 2013, upon Allocation, the Company will be required to disclose names and percentage of post-Issue shareholding of the proposed

Allottees in the Placement Document. However, disclosure of such details in relation to the proposed Allottees in the Placement Document will not guarantee Allotment to them, as Allotment in the Issue shall continue to be at the sole discretion of our Company, in consultation with the Lead Managers;

35. You are aware that the pre-Issue and post-Issue shareholding pattern of our Company, as required by the SEBI Listing Regulations, will be filed by our Company with the Stock Exchanges;

36. You are aware that if you together with any other Eligible QIBs belonging to the same group or under common control are Allotted more than 5% of the Equity Shares in the Issue, our Company shall be required to disclose your name and the number of the Equity Shares Allotted to you to the Stock Exchanges and the Stock Exchanges will make the same available on their website and you consent to such disclosures;

37. You are aware and understand that the Lead Managers has entered into a Placement Agreement with our Company, whereby the Lead Managers has, subject to the satisfaction of certain conditions set out therein, undertaken to use their reasonable efforts to seek to procure subscription for the Equity Shares on the terms and conditions set out therein;

38. The contents of this Preliminary Placement Document are exclusively the responsibility of our Company, and that neither the Lead Managers nor any person acting on its behalf, nor any of their shareholders, directors, officers, employees, representatives, agents, associates or affiliates or any of the counsels or advisors to the Issue has or shall have any liability for any information, representation or statement contained in this Preliminary Placement Document or any information previously published by or on behalf of our Company and will not be liable for your decision to participate in the Issue based on any information, representation or statement contained in this Preliminary Placement Document or otherwise. By participating in the Issue, you agree and confirm that the only information you are entitled to rely on, and on which you have relied in committing yourself to acquire the Equity Shares is contained in this Preliminary Placement Document, such information being all that you deem necessary to make an investment decision in respect of the Equity Shares, you have neither received nor relied on any other information, representations, warranties or statements made by or on behalf of the Lead Managers or our Company or any other person, including any view, statement, opinion or representation expressed in any research published or distributed by them, and the Lead Managers and their respective directors, officers, employees, counsels, advisors, representatives, agents, associates and affiliates will not be liable for your decision to accept an invitation to participate in the Issue based on any other information, representation, warranty, statement or opinion;

39. You understand that the Lead Managers or any of their respective affiliates do not have any obligation to purchase or acquire all or any part of the Equity Shares purchased by you in the Issue or to support any losses directly or indirectly sustained or incurred by you for any reason whatsoever in connection with the Issue, including the non-performance by our Company or any of our obligations or any breach of any representations or warranties by us, whether to you or otherwise;

40. You are subscribing to the Equity Shares to be issued pursuant to the Issue in accordance with applicable laws and by participating in this Issue, you are not in violation of any applicable law, including but not limited to the SEBI Insider Trading Regulations, the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003, as amended, and the Companies Act, 2013;

41. You agree that any dispute arising in connection with the Issue will be governed by and construed in accordance with the laws of Republic of India, and the courts in Mumbai, India shall have exclusive jurisdiction to settle any disputes which may arise out of or in connection with this Preliminary Placement Document and the Placement Document;

42. You are aware that in terms of the SEBI FPI Regulations and the FEMA Rules, the total holding by each FPI including its investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) shall be below 10% of the total paid-up equity share capital of our Company on a fully diluted basis and the total holdings of all FPIs put together shall not exceed the sectoral cap applicable to our Company (i.e. up to 100% under the automatic route). In terms of the FEMA Rules, for calculating the total holding of FPIs in a company, holding of all registered FPIs shall be included. Hence, Eligible FPIs may invest in such number of Equity Shares in this Issue such that (i) the individual investment of the FPI in our Company does not exceed

10% of the post-Issue paid-up Equity Share capital of our Company on a fully diluted basis; and (ii) the aggregate investment by FPIs in our Company does not exceed the sectoral cap applicable to our Company. In case the holding of an FPI together with its investor group increases to 10% or more of the total paid-up Equity Share capital, on a fully diluted basis, such FPI together with its investor group shall divest the excess holding within a period of five trading days from the date of settlement of the trades resulting in the breach. If however, such excess holding has not been divested within the specified period of five trading days, the entire shareholding of such FPI together with its investor group will be re-classified as FDI, subject to the conditions as specified by SEBI and the RBI in this regard and compliance by our Company and the investor with applicable reporting requirements and the FPI and its investor group will be prohibited from making any further portfolio investment in our Company under the SEBI FPI Regulations;

43. You confirm that you are eligible to invest and hold Equity shares of our Company and that neither is your investment as an entity of a country which shares land border with India nor is the beneficial owner of your investment situated in or a citizen of such country (where in each case, investment can only be through the Government approval route), and that your investment is in accordance with Consolidated FDI Policy, read along with the Press Note no. 3 (2020 series), dated April 17, 2020 issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, read with Press Note No. 2 (2026 Series), dated March 15, 2026 issued by the Department for Promotion of Industry and Internal Trade, Government of India and Rule 6 of the FEMA Rules;

44. You are aware that no offer or invitation of any securities can be made to a body corporate incorporated in, or a national of, a country which shares a land border with India, unless such body corporate or the national, as the case may be, has obtained Government approval under the FEMA Rules and attached the same with the Application Form;

45. You represent that you are not an affiliate of our Company or the Lead Managers or a person acting on behalf of such affiliate. However, affiliates of the Lead Managers, which are Eligible FPIs, may purchase, to the extent permissible under law, the Equity Shares in the Issue, and may issue Offshore Derivative Instruments in respect thereof. For further details, please see "***Offshore Derivative Instruments***" on page 11.

46. You confirm that, either (i) you have not participated in or attended any investor meetings or presentations by our Company or its agents ("**Company Presentations**") with regard to our Company or this Issue; or (ii) if you have participated in or attended any Company Presentations; (a) you understand and acknowledge that the Lead Managers may not have the knowledge of the statements that our Company or its agents may have made at such Company Presentations and are therefore unable to determine whether the information provided to you at such meetings or Company Presentations may have included any material misstatements or omissions, and, accordingly you acknowledge that the Lead Manager has advised you not to rely in any way on any such information that was provided to you at such meetings or Company Presentations, and (b) you confirm that, to the best of your knowledge, you have not been provided any material or price sensitive information relating to our Company that was not publicly available;

47. Each of the representations, warranties, acknowledgements and agreements set out above shall continue to be true and accurate at all times up to and including the Allotment, listing and commencement of trading of the Equity Shares in the Issue. You agree to indemnify and hold our Company and the Lead Managers and its respective affiliates and their respective directors, officers, employees and controlling persons harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach or alleged breach of the foregoing representations, warranties, acknowledgements, agreements and undertakings made by you in this Preliminary Placement Document. You agree that the indemnity set out in this paragraph shall survive the resale of the Equity Shares by, or on behalf of, the managed accounts;

48. It is agreed that if any such representations, warranties, acknowledgements, agreements and undertakings are no longer accurate, you will promptly notify our Company and the Lead Managers;

49. Our Company, the Lead Managers, its respective affiliates, directors, officers, employees and controlling persons and others will rely on the truth and accuracy of the foregoing representations, warranties, acknowledgements and undertakings, which are given to the Lead Managers on its own behalf and on

behalf of our Company and are irrevocable. You agree that the terms and provisions of the foregoing representations, warranties, acknowledgements and undertakings, shall inure to the benefit of and any document incorporating such acknowledgements, representations and agreements shall be enforceable by the Lead Managers and our Company, its respective permitted assigns, and the terms and provisions hereof shall be binding on our permitted assigns and permitted transferees; and

50. You agree that in terms of Section 42 of the Companies Act, 2013 and Rule 14 of the PAS Rules, we shall file the list of Eligible QIBs (to whom this Preliminary Placement Document will be circulated) along with other particulars including your name, complete address, phone number, e-mail address, permanent account number and bank account details, including such other details as may be prescribed or otherwise required even after the closure of the Issue with the RoC and SEBI within 30 days of circulation of this Preliminary Placement Document and other filings required under the Companies Act, 2013.

## OFFSHORE DERIVATIVE INSTRUMENTS

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, Eligible FPIs (including affiliates of the Lead Managers) who are registered as a Category I FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying, and all such offshore derivative instruments are referred to herein as "**P-Notes**") and persons who are eligible for registration as Category I FPIs can subscribe to or deal in such P-Notes provided that in the case of an entity that has an investment manager who is from the Financial Action Task Force member country, such investment manager shall not be required to be registered as a Category I FPI. The above-mentioned Category I FPIs may receive compensation from the purchasers of such instruments. In terms of Regulation 21 of SEBI FPI Regulations, such P-Notes may be issued only by such persons who are registered as Category I FPIs and they may be issued only to persons eligible for registration as Category I FPIs subject to exceptions provided in the SEBI FPI Regulations and compliance with 'know your client' requirements, as specified by SEBI and subject to compliance with such other conditions as may be specified by SEBI from time to time. An Eligible FPI shall also ensure that no transfer of any instrument referred to above is made to any person unless such FPIs are registered as Category I FPIs and such instrument is being transferred only to person eligible for registration as Category I FPIs subject to requisite consents being obtained in terms of Regulation 21 of SEBI FPI Regulations. P-Notes have not been, and are not being offered, or sold pursuant to this Preliminary Placement Document. This Preliminary Placement Document does not contain any information concerning P-Notes or the issuer(s) of any P-Notes, including any information regarding any risk factors relating thereto.

Subject to certain relaxations provided under Regulation 22(4) of the SEBI FPI Regulations, investment by a single FPI including its investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than 50% or common control) is not permitted to be 10% or above of our post-Issue Equity Share capital on a fully diluted basis. SEBI has, *vide* a circular dated May 30, 2024, issued the operational guidelines for FPIs, designated depository participants and eligible foreign investors ("**FPI Operational Guidelines**"), to facilitate implementation of the SEBI FPI Regulations. In terms of such FPI Operational Guidelines, the above-mentioned restrictions shall also apply to subscribers of P-Notes and two or more subscribers of P-Notes having common ownership, directly or indirectly, of more than 50% or common control shall be considered together as a single subscriber of the P-Notes. Further, in the event a prospective investor has investments as an FPI and as a subscriber of P-Notes, these investment restrictions shall apply on the aggregate of the FPI and P-Note investments held in the underlying Indian company. Further, in accordance with the Consolidated FDI Policy, read along with the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, read with Press Note No. 2 (2026 Series), dated March 15, 2026 issued by the DPIIT, and the related amendments to the FEMA Rules, investments made by an entity of a country, which shares land border with India, or investments where the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy. 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. These investment restrictions shall also apply to subscribers of P-Notes and Offshore Derivate Instruments.

Affiliates of the Lead Managers which are Eligible FPIs may purchase, to the extent permissible under law, the Equity Shares in the Issue, and may issue P-Notes in respect thereof. Any P-Notes that may be issued are not securities of our Company and do not constitute any obligation of, claims on or interests in our Company. Our Company has not participated in any offer of any P-Notes, or in the establishment of the terms of any P-Notes, or in the preparation of any disclosure related to any P-Notes. Any P-Notes that may be offered are issued by, and are the sole obligations of, third parties that are unrelated to our Company. Our Company and the Lead Managers do not make any recommendation as to any investment in P-Notes and do not accept any responsibility whatsoever in connection with any P-Notes. Any P-Notes that may be issued are not securities of the Lead Managers and does not constitute any obligations of or claims on the Lead Managers.

**Prospective investors interested in purchasing any P-Notes have the responsibility to obtain adequate disclosures from the issuer(s) of such P-Notes and the terms and conditions of any such P-Notes from the issuer(s) of such P-Notes. Neither SEBI nor any other regulatory authority has reviewed or approved any P-Notes or any disclosure related thereto. Prospective investors are urged to consult their own financial, legal, accounting and tax advisors regarding any contemplated investment in P-Notes, including whether P-Notes are issued in compliance with applicable laws and regulations. Please also see the "*Selling***

***Restrictions*" and "*Transfer Restrictions and Purchaser Representations*" beginning on the pages 167 and 175, respectively.**

## DISCLAIMER CLAUSE OF THE STOCK EXCHANGES

As required, a copy of this Preliminary Placement Document has been submitted to each of the Stock Exchanges and a copy of the Placement Document will be submitted to each of the Stock Exchanges.

The Stock Exchanges do not in any manner:

1. warrant, certify or endorse the correctness or completeness of the contents of this Preliminary Placement Document; or

2. warrant that the Equity Shares to be issued pursuant to this Issue will be listed or will continue to be listed on the Stock Exchanges; or

3. take any responsibility for the financial or other soundness of our Company, our Promoters, our management or any scheme or project of our Company.

It should not for any reason be deemed or construed to mean that this Preliminary Placement Document has been cleared or approved by the Stock Exchanges. Every person who desires to apply for or otherwise acquires any Equity Shares of our Company may do so pursuant to an independent inquiry, investigation and analysis and shall not have any claim against the Stock Exchanges 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.

## PRESENTATION OF FINANCIAL INFORMATION AND OTHER CONVENTIONS

### Certain Conventions

In this Preliminary Placement Document, unless otherwise specified or the context otherwise indicates or implies, references to 'you,' 'your', 'offeree', 'purchaser,' 'subscriber,' 'recipient,' 'investors,' 'prospective investors' and 'potential investor' are to the Eligible QIBs who are the prospective investors in the Issue, references to the 'Company', 'our Company', the 'Issuer' are to Neogen Chemicals Limited, on a standalone basis, and references to 'we', 'our' or 'us' are to Neogen Chemicals Limited, together with its Subsidiaries and Joint Venture on a consolidated basis.

In this Preliminary Placement Document, all references to:

- "Rupee(s)", "Rs." or "₹" or "INR" are to Indian Rupees, the official currency of the Republic of India; and
- "USD" or "U.S. Dollars" or "$" are to United States Dollars, the official currency of the United States of America.

Further, all references herein to the 'U.S.' or the 'United States' are to the United States of America and its territories and possessions. All references herein to "India" are to the Republic of India and its territories and possessions and the 'Government' or 'GoI' or the 'Central Government' or the 'State Government' are to the Government of India, central or state, as applicable.

References to the singular also refer to the plural and one gender also refers to any other gender, wherever applicable. Our Company has presented certain numerical information in this Preliminary Placement Document in "crore" units. In this Preliminary Placement Document, references to "lakhs" represents "1,00,000" and "Crore" represents "1,00,00,000".

Our financial statements for the three months ended June 30, 2026 and Fiscals 2026, 2025 and 2024 are prepared in crores and have been presented in this Preliminary Placement Document in crores unless stated otherwise. Where any figures that may have been sourced from third-party industry sources are expressed in denominations other than crores, such figures appear in this Preliminary Placement Document expressed in such denominations as provided in their respective sources.

Certain figures contained in this Preliminary Placement Document, including financial information and except for the information in the section "***Industry Overview***", have been subject to rounding adjustments. 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 figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Any such discrepancies between the totals and the sum of the amounts listed are due to rounding off adjustments. All figures in decimals have been rounded off to the second decimal. Our Company reports its financial statements in Indian Rupees.

Unless otherwise specified, all financial numbers in parenthesis represent negative figures.

### Page Numbers

Unless otherwise stated, all references to page numbers in this Preliminary Placement Document are to page numbers of this Preliminary Placement Document.

### Financial Data and Other Information

The fiscal year of our Company commences on April 1 of each calendar year and ends on March 31 of the succeeding calendar year, so, unless otherwise specified or if the context requires otherwise, all references to a particular 'Financial Year' or 'Fiscal' or 'FY' are to the twelve months ended on March 31 of that year.

The Audited Consolidated Financial Statements available on the websites as indicated in "***Financial Information***" on page 202 should be read along with the audit reports, respectively, and the Unaudited Consolidated Financial Results should be read along with its limited review report issued thereon. Further, our Unaudited Consolidated Financial Results are not necessarily indicative of results that may be expected for the full financial year or any future reporting period and are not comparable with the annual financials.

The Audited Consolidated Financial Statements of our Company together with its Subsidiaries and Joint Venture, are prepared in accordance with Ind AS as prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

In this Preliminary Placement Document, unless the context requires otherwise or unless stated otherwise, all financial information has been derived from the following financials respectively:

(i) financial information as at and for the year ended March 31, 2026 is derived from the Fiscal 2026 Audited Consolidated Financial Statements

(ii) financial information as at and for the year ended March 31, 2025 is derived from the Fiscal 2025 Audited Consolidated Financial Statements;

(iii) financial information as at and for the year ended March 31, 2024 is derived from the Fiscal 2024 Audited Consolidated Financial Statements; and

(iv) financial information as at and for the three months ended June 30, 2026 is derived from the Unaudited Consolidated Financial Results.

In addition, Ind AS differs from accounting principles with which prospective investors may be familiar in other countries, including generally accepted accounting principles followed in the U.S. ("**U.S. GAAP**") or International Financial Reporting Standards ("**IFRS**"). Our Company does not attempt to quantify the impact of U.S. GAAP or IFRS on the financial data included in this Preliminary Placement Document, nor does our Company provide a reconciliation of its Audited Consolidated Financial Statements to IFRS or U.S. GAAP. Accordingly, the degree to which the financial information is included from the Audited Consolidated Financial Statements and the Unaudited Consolidated Financial Results, prepared in accordance with Ind AS, will provide meaningful information is entirely dependent on the reader's familiarity with the respective Indian accounting policies and practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Preliminary Placement Document should accordingly be limited. Also see "***Risk Factors - This Preliminary Placement Document includes certain non-GAAP financial measures and certain other selected statistical information related to our operations and financial performance. These non-GAAP measures and statistical information may vary from any standard methodology that is applicable across the chemical industry, and therefore may not be comparable with financial or statistical information of similar nomenclature computed and presented by other companies***" on page 101.

**Non-GAAP financial measures**

Certain non-GAAP Measures and certain other statistical information relating to our operations and financial performance including Return on Equity, Return on Capital Employed, Net Capital Turnover Ratio, Revenue Growth, Gross Margin, Gross Margin Growth, EBITDA Margin, EBITDA Growth, PAT Margin, PAT Growth, PAT Margin, Debt-to Equity Ratio ("**Non-GAAP**"), have been included in this Preliminary Placement Document. These Non-GAAP financial measures are not defined under Ind AS and are not presented in accordance with Ind AS. We compute and disclose such Non-GAAP financial measures relating to our financial performance as we consider such information to be useful measures of our business and financial performance. These Non-GAAP Measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies. The presentation of these Non-GAAP financial measures is not intended to be considered in isolation or as a substitute for the financial statements included in this Preliminary Placement Document. Prospective investors should read this information in conjunction with the financial statements included in "***Financial Information***" starting on page 202.

Also see "***Risk Factors - This Preliminary Placement Document includes certain non-GAAP financial measures and certain other selected statistical information related to our operations and financial performance. These non-GAAP measures and statistical information may vary from any standard methodology that is applicable across the chemical industry, and therefore may not be comparable with financial or statistical information of similar nomenclature computed and presented by other companies***" on page 101.

## INDUSTRY AND MARKET DATA

Information regarding market position, growth rates, other industry data and certain industry forecasts pertaining to our business contained in this Preliminary Placement Document consists of estimates based on data reports compiled by government bodies, professional organizations, industry publications, data from other external sources and knowledge of the markets in which we compete.

Unless stated otherwise, statistical information, industry and market data used throughout this Preliminary Placement Document has been obtained from the report titled "*Indian Chemicals Industry Report*" issued on September 8, 2026, prepared by 1Lattice Technologies Private Limited ("**1Lattice**" and such report, the "**1Lattice Report**") which is a report exclusively commissioned and paid for by our Company and prepared and issued by 1Lattice pursuant to an engagement letter dated August 20, 2026, in connection with the Issue. 1Lattice is not related in any manner to our Company, our Promoters, our Directors, Key Managerial Personnel or Senior Management, our Subsidiaries or the Lead Managers.

Further, information regarding market position, growth rates, other industry data and certain industry forecasts pertaining to our business contained in this Preliminary Placement Document consists of estimates based on data reports compiled by government bodies, data from other external sources and knowledge of the markets in which we compete. 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. Accordingly, neither the accuracy nor completeness of information contained in the 1Lattice Report is guaranteed. The opinions expressed are not recommendation to buy, sell or hold an instrument. This data is subject to change and cannot be verified with complete certainty due to limitations on the availability and reliability of the raw data and other limitations and uncertainties inherent in any statistical survey. In many cases, there is no readily available external information (whether from trade or industry associations, government bodies or other organizations) to validate market-related analysis and estimates, so we have relied on internally developed estimates. While we believe our internal estimates to be reasonable, such estimates have not been verified by any independent sources, and neither we nor the Lead Managers can assure potential Investors as to their accuracy. While we have taken reasonable care in the reproduction of the information from the 1Lattice Report, neither we nor the Lead Managers have independently verified this market and industry data, nor do we or the Lead Managers make any representation regarding the accuracy or completeness of such data.

References to various segments in the 1Lattice Report and information derived therefrom are references to industry segments as per the presentation, analysis, and categorization used in the 1Lattice Report.

The extent to which the market and industry data used in this Preliminary Placement Document is meaningful depends solely on the reader's familiarity with and understanding of the methodologies used in compiling such data. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "***Risk Factors – Certain sections of this Preliminary Placement Document disclose information from the industry report which has been commissioned and paid for by us exclusively in connection with the Issue and any reliance on such information for making an investment decision in the Issue is subject to inherent risks***" on page 100. Further, neither our Company nor the Lead Managers have independently verified this data and make any representation regarding the correctness, accuracy and completeness of such data. Accordingly, must rely on their independent examination of, and should not place undue reliance on, or base their investment decisions solely on such information.

**Disclaimer of the 1Lattice Report**

The 1Lattice Report is subject to the following disclaimer:

"*The report has been prepared as a general summary of matters on the basis of our interpretation of the publicly available information, our experiences and the information provided to us from sources which we consider reliable and should not be treated as a substitute for a specific business advice concerning individual matters, situations or concerns. Procedures we have performed do not constitute an audit of the Company's historical financial statements nor do they constitute an examination of prospective financial statements.*

*We have taken utmost care to ensure accuracy and objectivity while developing the report. We believe that this study presents a true and fair view of the industry within the limitations of, among others, secondary statistics and primary research, and it does not purport to be exhaustive. The results that can be or are derived from these*

*findings are based on certain assumptions and parameters/conditions. As such, a blanket, generic use of the derived results or the methodology is not encouraged.*

*Accordingly, we express no opinion, warranty, representation or any other form of assurance on the historical or prospective financial statements, management representations. We have not carried out any financial, tax, environmental or accounting due diligence with respect to the Company.*

*Forecasts, estimates, predictions, and other forward-looking statements contained in this report are inherently uncertain because of changes in factors underlying their assumptions, or events or combinations of events that cannot be reasonably foreseen. Actual results and future events could differ materially from such forecasts, estimates, predictions, or such statements.*

*In making any decision regarding the transaction, the recipient should conduct its own investigation and analysis of all facts and information contained in the preliminary placement document and the placement document of which this report is a part, and the recipient must rely on its own examination and the terms of the transaction, as and when discussed. The recipients should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction"*

## FORWARD-LOOKING STATEMENTS

Certain statements contained in this Preliminary Placement Document that are not statements of historical fact constitute 'forward-looking statements'. Prospective investors can generally identify forward-looking statements by terminology such as 'aim', 'anticipate', 'believe', 'continue', 'could', 'can', 'estimate', 'expect', 'intend', 'likely', 'may', 'objective', 'plan', 'potential', 'project', 'pursue', 'seek', 'shall', 'should', 'will', 'would', or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements.

The forward-looking statements appear in a number of places throughout this Preliminary Placement Document and include statements regarding the intentions, beliefs or current expectations of our Company concerning, amongst other things, the expected results of operations, financial condition, liquidity, prospects, growth, strategies and dividend policy of our Company and the industry in which we operate. In addition, even if the result of operations, financial conditions, liquidity and dividend policy of our Company, and the development of the industry in which we operate, are consistent with the forward-looking statements contained in this Preliminary Placement Document, those results or developments may not be indicative of results or developments in subsequent periods.

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, planned projects, revenue and profitability (including, without limitation any financial or operating projections or forecasts), new business and other matters discussed in this Preliminary Placement Document that are not historical facts. These forward-looking statements in this Preliminary Placement Document (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. By their nature, market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains, losses or impact on net interest income and net income could materially differ from those that have been estimated, expressed or implied by such forward-looking statements or other projections.

Important risk factors that could cause actual results to differ materially from any of the forward-looking statements include, among others:

- We derive a significant portion of our revenue from the sale of organic chemicals including bromine compounds, organolithium compounds, advanced intermediaries, and CSM/CDMO business. Our revenue from sales of organic chemicals accounted for 77.38%, 85.21%, 85.62% and 78.75% of our revenue from operations in the three months ended June 30, 2026, and Fiscals 2026, 2025, and 2024, respectively. Any reduction in sales volume or demand for these products due to economic, regulatory, technological and environmental factors could adversely impact on our results of operations, profitability, cash flows and overall financial condition;

- We are reliant on certain end use industries including pharmaceuticals, agrochemicals, flavours and fragrances, electronic chemicals and semiconductors. Any adverse developments affecting these key end-use industries could have an adverse effect on our business, results of operations, financial condition and cash flows;

- Our operations involve certain risks arising from use, storage, and transportation of hazardous substances, and engagement in complex processes, which may expose us to the risk of industrial accidents that could result in personal injury, property damage, environmental harm, regulatory action, and adverse impact our business, financial condition, of operations, and prospects;

- We experienced a major fire incident at our Dahej Facility on March 5, 2025, causing operational disruption and asset losses. Any delay, dispute, or shortfall in recovering our net outstanding insurance claim receivable amounting to ₹185.85 crores as at July 24, 2026, may adversely affect our liquidity, cash flows, and financial condition; and

- We have historically been dependent on limited number of suppliers to supply us with the raw materials required for our business operations. Our top 10 suppliers accounted for 60.85%, 53.58%, 42.72% and 51.59% of our total raw material purchased during the three months ended June 30, 2026, and Fiscals 2026, 2025, and 2024, respectively. The loss of any critical supplier, or delays in the availability of these raw materials, could adversely impact our business operations, financial performance, results of operations, and cash flows;

Additional factors that could cause actual results, performance or achievements to differ materially include but are not limited to, those discussed under "***Risk Factors***", "***Industry Overview***" and "***Summary of our Business***" on pages 78, 32 and 59, respectively.

The forward-looking statements contained in this Preliminary Placement Document are based on the beliefs of, as well as the assumptions made by, and information currently available to, our management. Although we believe that the expectations reflected in such forward-looking statements are reasonable at this time, we cannot assure investors that such expectations will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materialize, or if any of our underlying assumptions prove to be incorrect, our actual results of operations, cash flows or financial condition could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent written and oral forward-looking statements attributable to us are expressly qualified in their entirety by reference to these cautionary statements.

In any event, these statements speak only as of the date of this Preliminary Placement Document or the respective dates indicated in this Preliminary Placement Document. Our Company and the Lead Managers expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained herein to reflect any changes whether as a result of new information, future events, changes in assumptions or changes in factors affecting these forward-looking statements or otherwise in our Company's expectations with regard thereto.

## ENFORCEMENT OF CIVIL LIABILITIES

Our Company is a public limited liability company incorporated under the laws of India. All of our Directors, Key Managerial Personnel and members of Senior Management named herein are residents of India. A significant portion of our assets are located in India. As a result, it may be difficult or may not be possible for the prospective investors outside India to affect service of process upon our Company or such persons in India, or to enforce judgments obtained against such parties outside India.

India is not a signatory to any international treaty in relation to the recognition or enforcement of foreign judgments. However, recognition and enforcement of foreign judgments and execution of a foreign judgment is provided for under Sections 13 and 44A respectively, of the Code of Civil Procedure, 1908, as amended ("**Civil Procedure Code**").

Section 13 of the Civil Procedure Code provides that a foreign judgment shall be conclusive regarding any matter directly adjudicated upon between the same parties or between parties under whom they or any of them claim litigating under the same title, except: (i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or a refusal to recognize the law of India in cases in which such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud, or (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. A foreign judgment which is conclusive under Section 13 of the Civil Procedure Code may be enforced either by a fresh suit upon the judgment or by proceedings in execution.

Section 44A of the Civil Procedure Code provides that a foreign judgment rendered by a superior court (within the meaning of that section) in any jurisdiction outside India which the Government has by notification declared to be a reciprocating territory, may be enforced in India by proceedings in execution as if the judgment had been rendered by a district court in India. However, Section 44A of the Civil Procedure Code is applicable only to monetary decrees not being in the nature of any amounts payable in respect of taxes or other charges of a like nature or in respect of a fine or other penalties and does not include arbitration awards.

Under Section 14 of the Civil Procedure Code, a court in India will, upon the production of any document purporting to be a certified copy of a foreign judgment, presume that the foreign judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record but such presumption may be displaced by proving want of jurisdiction.

Each of the United Kingdom of Great Britain and Northern Ireland, Republic of Singapore, Hong Kong and United Arab Emirates, amongst others, has been declared by the Government to be a reciprocating territory for the purposes of Section 44A of the Civil Procedure Code, but the United States of America has not been so declared. A foreign judgment of a court in a jurisdiction which is not a reciprocating territory may be enforced only by a new suit upon the foreign judgment and not by proceedings in execution. The suit must be brought in India within three years from the date of the foreign judgment in the same manner as any other suit filed to enforce a civil liability in India. Accordingly, a judgment of a court in the United States may be enforced only by a fresh suit upon the foreign judgment and not by proceedings in execution.

It is unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if it viewed the amount of damages awarded as excessive or inconsistent with public policy of India, and it is uncertain whether an Indian court would enforce foreign judgments that would contravene or violate Indian law. Further, any judgment or award denominated in a foreign currency would be converted into Rupees on the date of such judgment or award and not on the date of payment. A party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to repatriate outside India any amount recovered, pursuant to the execution of such foreign judgment, and we cannot assure that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approvals would be acceptable and additionally any such amount may be subject to income tax in accordance with applicable laws. Our Company and the Lead Managers cannot predict whether a suit brought in an Indian court will be disposed of in a timely manner or be subject to considerable delays.

## EXCHANGE RATES

Fluctuations in the exchange rate between the Rupee and foreign currencies will affect the foreign currency equivalent of the Rupee price of the Equity Shares on the Stock Exchanges. These fluctuations will also affect the conversion into foreign currencies of any cash dividends paid in Rupees on the Equity Shares.

The following tables set forth, for the periods indicated, information with respect to the exchange rates between the Rupee, the U.S. Dollar (in ₹ per US$), Euro (in ₹ per €) and Japanese Yen (in ₹ per ¥) based on the reference rates released by the RBI and Financial Benchmark India Private Limited ("**FBIL**"), which are available on the website of the RBI and FBIL. No representation is made that the Indian Rupee amounts actually represent such amounts in U.S. dollar, Euro or JPY or could have been or could be converted into USD, Euro or JPY at the rates indicated, any other rates, or at all.

**U.S.$**

*(₹ per US$)*

| Period | Period End[1] | Average[2] | High[3] | Low[4] |
|---|---|---|---|---|
| ***Fiscal***[5] | | | | |
| 2026 | 94.65 | 88.31 | 94.65 | 83.86 |
| 2025 | 85.58 | 84.57 | 87.59 | 83.07 |
| 2024 | 83.37 | 82.79 | 83.40 | 81.65 |
| ***Month ended***[5] | | | | |
| August 31, 2026 | 95.45 | 95.47 | 95.75 | 95.12 |
| July 31, 2026 | 95.37 | 95.82 | 96.54 | 94.73 |
| June 30, 2026 | 94.60 | 94.97 | 95.78 | 94.28 |
| May 31, 2026 | 95.38 | 95.60 | 96.84 | 94.44 |
| April 30, 2026 | 95.24 | 93.55 | 95.24 | 92.56 |
| March 31, 2026 | 94.65 | 92.76 | 94.65 | 91.45 |

*Source: www.rbi.org.in*

*Notes:*

*(1) The price for the period end refers to the price as on the last trading day of the respective Fiscal or monthly period*

*(2) Average of the official rate for each working day of the relevant period*

*(3) Maximum of the official rate for each working day of the relevant period*

*(4) Minimum of the official rate for each working day of the relevant period*

*(5) If the RBI reference rate is not available on a particular date due to a public holiday, exchange rates of the previous working day have been disclosed. The RBI reference rates are rounded off to two decimal places*

**Euro €**

*(₹ per €)*

| Period | Period End[1] | Average[2] | High[3] | Low[4] |
|---|---|---|---|---|
| ***Fiscal***[5] | | | | |
| 2026 | 109.01 | 102.46 | 110.23 | 92.39 |
| 2025 | 92.32 | 90.76 | 95.14 | 88.11 |
| 2024 | 90.22 | 89.80 | 92.45 | 87.07 |
| ***Month ended***[5] | | | | |
| August 31, 2026 | 110.61 | 110.60 | 111.97 | 109.72 |
| July 31, 2026 | 109.82 | 109.48 | 110.44 | 108.03 |
| June 30, 2026 | 107.72 | 109.47 | 111.26 | 107.36 |
| May 31, 2026 | 111.11 | 111.65 | 112.37 | 110.82 |
| April 30, 2026 | 111.07 | 109.37 | 111.07 | 107.26 |
| March 31, 2026 | 109.01 | 107.28 | 109.16 | 105.59 |

*Source: www.rbi.org.in*

*Notes:*

*(1) The price for the period end refers to the price as on the last trading day of the respective Fiscal or monthly period*

*(2) Average of the official rate for each working day of the relevant period*

*(3) Maximum of the official rate for each working day of the relevant period*

*(4) Minimum of the official rate for each working day of the relevant period*

*(5) If the RBI reference rate is not available on a particular date due to a public holiday, exchange rates of the previous working day have been disclosed. The RBI reference rates are rounded off to two decimal places*

**JPY ¥**

*(₹ per 100 ¥)*

| Period | Period End[1] | Average[2] | High[3] | Low[4] |
|---|---|---|---|---|
| ***Fiscal***[5] | | | | |
| 2026 | 59.25 | 58.65 | 60.66 | 56.29 |

| Period | Period End[1] | Average[2] | High[3] | Low[4] |
|---|---|---|---|---|
| 2025 | 56.75 | 55.52 | 59.88 | 51.62 |
| 2024 | 55.09 | 57.36 | 62.49 | 54.83 |
| ***Month ended***[5] | | | | |
| August 31, 2026 | 59.72 | 60.12 | 60.79 | 59.72 |
| July 31, 2026 | 59.46 | 58.98 | 59.46 | 58.22 |
| June 30, 2026 | 58.27 | 59.11 | 59.89 | 58.27 |
| May 31, 2026 | 59.89 | 60.47 | 60.94 | 59.89 |
| April 30, 2026 | 59.28 | 58.71 | 59.36 | 58.14 |
| March 31, 2026 | 59.25 | 58.49 | 59.26 | 57.99 |

*Source: www.rbi.org.in*

*Notes:*

*(1) The price for the period end refers to the price as on the last trading day of the respective Fiscal or monthly period*

*(2) Average of the official rate for each working day of the relevant period*

*(3) Maximum of the official rate for each working day of the relevant period*

*(4) Minimum of the official rate for each working day of the relevant period*

*(5) If the RBI reference rate is not available on a particular date due to a public holiday, exchange rates of the previous working day have been disclosed. The RBI reference rates are rounded off to two decimal places.*

## DEFINITIONS AND ABBREVIATIONS

Our Company has prepared this Preliminary Placement Document using certain definitions and abbreviations set forth below which you should consider while reading the information contained herein.

The following list of certain capitalized terms used in this Preliminary Placement Document is intended for the convenience of the reader/ prospective investor only and is not exhaustive.

The terms defined in this Preliminary Placement Document shall have the meaning set out herein, unless specified otherwise in the context thereof, and references to any statute or regulations or policies shall include amendments, rules, guidelines, circulars, clarifications, and notifications issued thereto, from time to time.

The words and expressions used in this Preliminary Placement Document but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, 2013, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder. Notwithstanding the foregoing, terms used in the sections "***Industry Overview***", "***Taxation***", "***Legal Proceedings and Other Information***" and "***Financial Information***" on pages 32, 188, 195 and 202, respectively, shall have the meaning given to such terms in such sections.

### Conventional or general terms

| Term | Description |
|---|---|
| "our Company" or "the Company" or "the Issuer" | Neogen Chemicals Limited, a company incorporated under the Companies Act, 1956, whose registered office is situated at Office no. 1002, 10th Floor, Dev Corpora Building, opposite Cadbury Junction, Off Pokhran Road No 2, Khopat Thane West 400 601, Maharashtra, India |
| "we", "us" or "our" | Unless the context otherwise indicates or implies, refers to our Company, our Subsidiaries and Joint Venture |

### Company related terms

| Term | Description |
|---|---|
| 1Lattice | Lattice Technologies Private Limited |
| 1Lattice Report | The report titled "*Indian Chemicals Industry Report*" dated September 8, 2026, commissioned and paid for by our Company and prepared and issued by 1Lattice |
| Articles of Association or Articles or AoA | The articles of association of our Company, as amended |
| Audit Committee | The committee of the Board of Directors constituted as our Company's audit committee in accordance with Regulation 18 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013. For details, see "***Board of Directors and Senior Management - Committees of our Board of Directors***" on page 136 |
| Audited Consolidated Financial Statements | Collectively, Fiscal 2026 Audited Consolidated Financial Statements, Fiscal 2025 Audited Consolidated Financial Statements and Fiscal 2024 Audited Consolidated Financial Statements |
| Auditors or Statutory Auditors | The statutory auditors of our Company, namely, Chandabhoy & Jassoobhoy, Chartered Accountants |
| Board or Board of Directors | The board of directors of our Company, as constituted from time to time, including a duly constituted committee thereof |
| Chief Financial Officer | The chief financial officer of our Company, namely, Gopikrishnan Sarathy |
| Company Secretary and Compliance Officer | The company secretary and compliance officer of our Company, namely, Unnati Rajesh Kanani |
| Corporate Social Responsibility Committee or CSR Committee | The corporate social responsibility committee of our Board of Directors. For details, see "***Board of Directors and Senior Management - Committees of our Board of Directors***" on page 136 |
| Director(s) | The director(s) on the Board of our Company, as may be appointed from time to time |
| ESOP Scheme | The Neogen Chemicals Employee Stock Option Scheme, 2024 |
| Equity Shares | The equity shares of our Company of face value of ₹10 each |
| FRCPS | Fully Redeemable Convertible Preference Shares |
| Fundraising Committee | The fundraising committee of our Board constituted to facilitate the process of the Issue, comprising Harin Haridas Kanani, Anurag Surana, Manoj Kumar Pati and Gopikrishnan Sarathy |
| Fiscal 2026 Audited Consolidated Financial Statements | Our audited consolidated financial statements of our Company together with its Subsidiaries and Joint Venture, for Fiscal 2026 comprising the consolidated balance sheet as at March 31, 2026, the consolidated statement of profit and loss (including other |

| Term | Description |
|---|---|
| | comprehensive income), the consolidated statement of cash flows and the consolidated statement of changes in equity for the year ended March 31, 2026 read along with the notes thereto, including a summary of material accounting policies and other explanatory information prepared in accordance with Ind AS |
| Fiscal 2025 Audited Consolidated Financial Statements | Our audited consolidated financial statements of our Company together with its Subsidiaries and Joint Venture, for Fiscal 2025 comprising the consolidated balance sheet as at March 31, 2025, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of cash flows and the consolidated statement of changes in equity for the year ended March 31, 2025 read along with the notes thereto, including a summary of material accounting policies and other explanatory information prepared in accordance with Ind AS |
| Fiscal 2024 Audited Consolidated Financial Statements | Our audited consolidated financial statements of our Company together with its Subsidiaries and Joint Venture, for Fiscal 2024 comprising the consolidated balance sheet as at March 31, 2024, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of cash flows and the consolidated statement of changes in equity for the year ended March 31, 2024 read along with the notes thereto, including a summary of material accounting policies and other explanatory information prepared in accordance with Ind AS |
| Independent Director(s) | Independent director(s) on our Board. For details, see "***Board of Directors and Senior Management***" on page 131 |
| Joint Venture | Being, Dhara Fine Chem Industries, a partnership firm |
| Key Managerial Personnel | Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations. For details, see "***Board of Directors and Senior Management***" on page 131 |
| Materiality Policy | A policy approved by the Fundraising Committee in accordance with the resolution passed by the Fundraising Committee on August 31, 2026, for identification of material litigation(s) for the purpose of disclosure of the same in this Preliminary Placement Document |
| Managing Director | The managing director of our Company, namely, Harin Haridas Kanani |
| Manufacturing Facility 1 | being the manufacturing facility operated by our Company, located at Plot No. 43/44, Trans - Thane Creek Industrial Area, Mahape, Navi Mumbai 400 710, Maharashtra, India |
| Manufacturing Facility 2 | being the manufacturing facility operated by our Company, located at Plot No. 526A, Off Padra Jambusar Road, Karakhadi, Padra, Vadodara 391 450, Gujarat, India |
| Manufacturing Facility 3 | being the manufacturing facility operated by our Company, located at Plot No. Z/109, Dahej SEZ, Lakhigam, Vagara, Bharuch 392 130, Gujarat, India |
| Manufacturing Facility 4 | being the manufacturing facility operated by our Company, located at 17-D, Phase 1, IDA, Patancheru 502 319, Sangareddy, Telangana, India |
| Manufacturing Facilities | Collectively, Manufacturing Facilities1, 2, 3 and 4 |
| Memorandum of Association or MoA | The memorandum of association of our Company, as amended |
| Non-Executive Non-Independent Director | Non- Executive Non-Independent director on our Board. For details, see "***Board of Directors and Senior Management***" on page 131 |
| Nomination and Remuneration Committee | The nomination and remuneration committee of our Board of Directors. For details, see "***Board of Directors and Senior Management - Committees of our Board of Directors***" on page 136 |
| OCPS | Optionally Convertible Preference Shares |
| Previous Statutory Auditors | Our Company's previous statutory auditors, namely, JMT & Associates, Chartered Accountants |
| Promoters | The promoters of our Company, namely (i) Haridas Kanani Family Trust (comprising of Beena Haridas Kanani and Harin Haridas Kanani as Trustees), (ii) Harin Haridas Kanani, (iii) Beena Kanani Family Trust (comprising of Haridas Thakarshi Kanani and Harin Haridas Kanani as Trustees), and (iv) Haridas Thakarshi Kanani |
| Promoter Group | The persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations |
| RCPS | Redeemable Convertible Preference Shares |
| Registered and Corporate Office | The registered office of our Company situated at Office No. 1002, 10th Floor, Dev Corpora Building, opposite Cadbury Junction, Off Pokhran Road No 2, Khopat Thane West 400 601, Maharashtra, India |
| Registrar of Companies or RoC | Registrar of Companies, Mumbai II at Navi Mumbai |
| Risk Management Committee | The risk management committee of our Board of Directors. For details, see "***Board of Directors and Senior Management - Committees of our Board of Directors***" on page 136 |

| Term | Description |
|---|---|
| Senior Management | Senior management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations. For details, see "***Board of Directors and Senior Management***" on page 131 |
| Shareholders | The shareholders of our Company, from time to time |
| Stakeholders Relationship Committee | The stakeholders' relationship committee of our Board. For details, see "***Board of Directors and Senior Management - Committees of our Board of Directors***" on page 136 |
| Subsidiary or Subsidiaries | Collectively, the wholly owned subsidiaries of our Company, namely, Neogen Ionics Limited and Neogen Chemicals Japan Corporation Limited and the step-down subsidiary of our Company, namely, Neogen Morita New Materials Limited |
| Unaudited Consolidated Financial Results | The unaudited consolidated financial results of our Company along with its Subsidiaries and Joint Venture for the three months ended June 30, 2026, in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the SEBI Listing Regulations |
| Whole-time Director | A whole-time director of our Company unless otherwise specified as disclosed in the section "***Board of Directors and Senior Management - Board of Directors***" on page 131 |

## Issue related terms

| Term | Description |
|---|---|
| Allocated/ Allocation | Allocation of Equity Shares in connection with the Issue, in consultation with the Lead Managers, following the determination of the Issue Price to Eligible QIBs on the basis of Application Forms and Application Amount submitted by them, in compliance with Chapter VI of the SEBI ICDR Regulations |
| Allot/ Allotment/ Allotted | Allotment and issue of Equity Shares pursuant to the Issue |
| Allottees | Eligible QIBs to whom Equity Shares are issued pursuant to the Issue |
| Application Amount | With respect to a Bidder shall mean the aggregate amount paid by such Bidder at the time of submitting a Bid in the Issue |
| Application Form | Form (including any revisions thereof) which will be submitted by the Eligible QIBs for registering a Bid in the Issue |
| Bid(s) | Indication of an Eligible QIB's interest, including all revisions and modifications of interest, as provided in the Application Form, to subscribe for the Equity Shares pursuant to the Issue. The term "Bidding" shall be construed accordingly |
| Bidder(s) or Investor(s) | Any prospective investor, being an Eligible QIB, who makes a Bid pursuant to the terms of this Preliminary Placement Document and the Application Form |
| CAN/ Confirmation of Allocation Note | Note, advice or intimation confirming Allocation of Equity Shares to such Successful Bidders after determination of the Issue Price |
| Closing Date | The date on which Allotment of Equity Shares pursuant to the Issue shall be made, i.e., on or about [●], 2026 |
| Designated Date | The date of credit of Equity Shares pursuant to the Issue to the Allottees' demat accounts, as applicable to the relevant Allottees |
| Eligible FPIs | FPIs that are eligible to participate in this Issue in terms of applicable laws, other than individuals, corporate bodies and family offices |
| Eligible QIBs | QIBs as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations which are eligible to participate in this Issue and which are (i) not, (a) excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations or (b) restricted from participating in the Issue under the applicable laws. However, FVCIs are not permitted to participate in the Issue<br>In addition, Eligible QIBs, outside the United States acquiring the Equity Shares in "offshore transactions" in reliance on Regulation S under the U.S. Securities Act are eligible to participate in the Issue |
| Escrow Account | Non-interest bearing, no-lien, current bank account without any cheques or overdraft facilities, opened in the name and style "Neogen Chemicals Limited- QIP- Escrow Account- 2026" with the Escrow Bank, subject to the terms of the Escrow Agreement into which the Application Amount payable by the Bidders in connection with the subscription to the Equity Shares pursuant to the Issue shall be deposited and from which refunds, if any, shall be remitted, as set out in the Application Form |
| Escrow Agreement | Agreement dated September 10, 2026, entered into by and amongst our Company, the Escrow Bank and the Lead Managers for collection of the Application Amounts and remitting refunds, if any, of the amounts collected, to the Bidders |
| Escrow Bank | Axis Bank Limited |

| Term | Description |
|---|---|
| Floor Price | Floor price of ₹2,189.73 for each Equity Share, calculated in accordance with Chapter VI of the SEBI ICDR Regulations. Our Company may offer a discount of not more than 5% on the Floor Price in accordance with the approval of the Shareholders accorded through a special resolution passed through an annual general meeting dated August 21, 2026 and in terms of Regulation 176(1) of the SEBI ICDR Regulations |
| Gross Proceeds | The gross proceeds of the Issue that will be available to our Company |
| Issue | The offer, issue and Allotment of up to [●] Equity Shares each at a price of ₹[●] per Equity Share, including a premium of ₹[●] per Equity Share, aggregating up to ₹[●] crores to Eligible QIBs, pursuant to Chapter VI of the SEBI ICDR Regulations and the applicable provisions of the Companies Act, 2013 and the rules made thereunder |
| Issue Closing Date | [●], 2026, the date after which our Company (or the Lead Managers on behalf of our Company) shall cease acceptance of Application Forms and the Application Amount |
| Issue Opening Date | September 10, 2026 the date on which our Company (or the Lead Managers on behalf of our Company) shall commence acceptance of the Application Forms and the Application Amount |
| Issue Period | Period between the Issue Opening Date and the Issue Closing Date, inclusive of both days during which Eligible QIBs can submit their Bids along with the Application Amount |
| Issue Price | A price per Equity Share of ₹[●], including a premium of ₹[●] per Equity Share |
| Issue Size | The issue of up to [●] Equity Shares aggregating up to ₹[●] crores |
| Lead Managers or LMs | Together, Inga Ventures Private Limited, IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*) and Kotak Mahindra Capital Company Limited |
| Monitoring Agency | CRISIL Ratings Limited |
| Monitoring Agency Agreement | The agreement dated August 31, 2026 entered into between our Company and the Monitoring Agency |
| Net Proceeds | The net proceeds from the Issue, after deducting fees, commissions and expenses of the Issue |
| Placement Agreement | Placement agreement dated September 10, 2026, by and among our Company and the Lead Managers |
| Placement Document | Placement document to be issued in accordance with Chapter VI of the SEBI ICDR Regulations and applicable provisions of the Companies Act, 2013 and the rules made thereunder |
| Preliminary Placement Document | This preliminary placement document cum application form, dated September 10, 2026 issued in accordance with Chapter VI of the SEBI ICDR Regulations and applicable provisions of the Companies Act, 2013 and the rules made thereunder |
| QIB/ Qualified Institutional Buyer | Qualified institutional buyer, as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations |
| QIP | Qualified institutions placement, being a private placement to Eligible QIBs under Chapter VI of the SEBI ICDR Regulations and applicable provisions of the Companies Act, 2013 read with the PAS Rules |
| Refund Amount | The aggregate amount to be returned to the Bidders who have not been Allocated Equity Shares for all or part of the Application Amount submitted by such Bidder pursuant to the Issue |
| Refund Intimation | The letter from our Company to relevant Bidders intimating them of the Refund Amount, if any, to be refunded to their respective bank accounts |
| Relevant Date | September 10, 2026, which is the date of the meeting in which the Fundraising Committee of our Board decided to open the Issue |
| Stock Exchanges | Together, NSE and BSE |
| Successful Bidders | The Bidders who have Bid at or above the Issue Price, duly paid the Application Amount along with the Application Form and who will be Allocated Equity Shares pursuant to the Issue |
| Working Day | Any day other than second and fourth Saturday of the relevant month or a Sunday or a public holiday or a day on which scheduled commercial banks are authorised or obligated by law to remain closed in Mumbai, India |

## Abbreviations

| Term | Description |
|---|---|
| Annual General Meeting or AGM | Annual general meeting |
| AIF(s) | Alternative investment funds, as defined and registered with SEBI under the SEBI AIF Regulations |
| BSE | BSE Limited |
| CAGR | Compounded Annual Growth Rate |

| Term | Description |
|---|---|
| Category I FPI | FPIs who are registered with SEBI as "Category I foreign portfolio investors" under the SEBI FPI Regulations |
| Category II FPI | FPIs who are registered with SEBI as "Category II foreign portfolio investors" under the SEBI FPI Regulations |
| CDSL | Central Depository Services (India) Limited |
| CIN | Corporate identification number |
| Civil Procedure Code | The Code of Civil Procedure, 1908 |
| Companies Act, 1956 | The erstwhile Companies Act, 1956 and the rules made thereunder |
| Companies Act, 2013 | Companies Act, 2013 read with the rules, regulations, clarifications and modifications thereunder |
| Consolidated FDI Policy | The consolidated FDI policy, effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time |
| COVID–19 | A public health emergency of international concern as declared by World Health Organization on January 30, 2020 and a pandemic on March 11, 2020 |
| CSR | Corporate social responsibility |
| Depositories Act | The Depositories Act, 1996 |
| Depository | A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 |
| Depository Participant | A depository participant as defined under the Depositories Act, 1996 |
| DIN | Director Identification Number |
| DPIIT | Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry (*formerly Department of Industrial Policy and Promotion*), GoI |
| EBIT | Earnings before interest and tax |
| EBITDA | Earnings before interest, taxes, depreciation, and amortization |
| EGM | Extraordinary general meeting |
| FBIL | Financial Benchmark India Private Limited |
| FDI | Foreign direct investment |
| FEMA | The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder |
| FEMA Rules | Foreign Exchange Management (Non-debt Instruments) Rules, 2019 |
| Financial Year/Fiscal | The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year |
| Form PAS-4 | Form PAS-4 as prescribed under the PAS Rules |
| FPIs | A foreign portfolio investor who has been registered under Chapter II of the SEBI FPI Regulations and shall be deemed to be an intermediary in terms of the provisions of the Securities and Exchange Board of India Act, 1992 |
| Fraudulent Borrower | An entity or person categorised as a fraudulent borrower by any bank or financial institution or consortium thereof, in terms of Regulation 2(1)(lll) of the SEBI ICDR Regulations |
| Fugitive Economic Offender | An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 |
| FVCI | Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI |
| GAAP | Generally accepted accounting principles |
| GoI | The Government of India |
| GST | Goods and Services Tax |
| ICAI | Institute of Chartered Accountants of India |
| IFRS | International Financial Reporting Standards |
| Income Tax Act | Income-tax Act, 2025 |
| Ind AS | The Indian Accounting Standards referred to in the Companies (Indian Accounting Standard) Rules, 2015, as amended |
| Ind As Rules | Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016 |
| Indian GAAP | Generally Accepted Accounting Principles in India |
| INR or ₹ or Rs. or Indian Rupees | Indian Rupee, the official currency of the Republic of India |
| IT | Information Technology |
| MCA | The Ministry of Corporate Affairs, GoI |
| MoU | Memorandum of understanding |
| Mutual Funds | Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 |
| N.A. or NA | Not Applicable |
| NAV | Net Asset Value |
| NEAT | National Exchange for Automated Trading |
| NR/ Non-resident | A person resident outside India, as defined under the FEMA and includes an NRI |

| Term | Description |
|---|---|
| NRI | Non-Resident Indian |
| NSDL | National Securities Depository Limited |
| NSE | National Stock Exchange of India Limited |
| ODI | Offshore Derivative Instruments |
| p.a. | Per annum |
| PAN | Permanent account number |
| PAS Rules | The Companies (Prospectus and Allotment of Securities) Rules, 2014 |
| RBI | The Reserve Bank of India |
| Regulation S | Regulation S under the U.S. Securities Act |
| Rs/Rupees/Indian Rupees/₹ | The legal currency of India |
| SCRA | Securities Contract (Regulation) Act, 1956 |
| SCRR | The Securities Contracts (Regulation) Rules, 1957 |
| SDD | System Driven Disclosures |
| SEBI | The Securities and Exchange Board of India constituted under the SEBI Act |
| SEBI Act | The Securities and Exchange Board of India Act, 1992 |
| SEBI AIF Regulations | Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012 |
| SEBI FPI Regulations | Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019 |
| 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 | 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, 1992 |
| SEBI SBEB Regulations | Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 |
| SEBI Takeover Regulations | The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 |
| U.S. GAAP | Generally Accepted Accounting Principles in the United States of America |
| U.S. Securities Act | The United States Securities Act of 1933, as amended |
| UPSI | Unpublished price sensitive information |
| US$/ USD/ US Dollar | United States Dollar, the official currency of the United States of America |
| USA/ U.S./ US/ United States | United States of America |
| VCF | Venture capital fund as defined and registered with SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the SEBI AIF Regulations, as the case may be |
| Wilful Defaulter | An entity or person categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in terms of Regulation 2(1)(lll) of the SEBI ICDR Regulations |

### Industry and business-related terms

| Term | Description |
|---|---|
| Bromine | A chemical element with symbol 'Br' |
| Brominating agent | A chemical compound capable of introducing bromine into a molecule |
| Bromination | A chemical reaction by which bromine is introduced to a compound or material |
| Bromine source | A compound or chemical which is a primary source of Bromine |
| Inorganic chemicals | Chemicals with an ionic bond |
| Lithium | A chemical element with symbol 'Li' |
| Lithium compounds | The specialty inorganic lithium-based chemical products of our Company |
| Lithium source | A compound or chemical which is a primary source of Lithium |
| Organic chemicals | Chemicals with a covalent bond. |
| Specialty chemicals | Those chemicals that impart different properties to a variety of products (i.e. the effect that specialty chemicals have varies based on the product) and have a high degree of value addition. |
| VAM | Vapour absorption machines |

### Key operating and financial information

| Term | Description |
|---|---|
| Debt-to- Equity Ratio | Debt-to-equity ratio measures the proportion of a company's total debt (excluding lease liability) relative to its shareholders' equity. |

| Term | Description |
|---|---|
| EBITDA | EBITDA provides information regarding the operational profitability of the business |
| EBITDA Growth | EBITDA growth measures the percentage increase in a company's core operating profit over time. |
| EBITDA Margin | EBITDA margin is an indicator of the operational efficiency of the business in comparison to the revenue from operations |
| Gross Margin | Gross margin measures the percentage of revenue that exceeds the direct costs associated with producing the goods or services sold |
| Gross Margin Growth | Gross margin growth measures the percentage increase in margin remaining after direct production costs over time. |
| Net Capital Turnover Ratio | The Net Capital Turnover Ratio measures how efficiently a company generates sales revenue relative to its net working capital |
| PAT | Profit after tax provides information regarding the overall profitability of the business |
| PAT Growth | PAT growth measures the percentage increase in a company's net profit after all expenses and taxes over time. |
| PAT Margin | Tracking PAT margin assists in tracking the margin profile of the business of the Company |
| Return on Capital Employed | Return on Capital Employed measures how efficiently a company generates operating profit relative to its total capital employed |
| Return on Equity | Return on Equity measures how efficiently a company generates net income relative to its shareholders' equity |
| Revenue from Operations | Revenue from operations is used by the management 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 |
| Revenue Growth | Revenue growth measures the percentage increase in a company's total sales over time. |

## SUMMARY OF THE ISSUE

The following is a general summary of the terms of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Preliminary Placement Document, including "***Risk Factors***", "***Objects of the Issue and Use of Issue Proceeds***", "***Issue Procedure***", "***Placement and Lock-up***" and "***Description of the Equity Shares***" on pages 78, 110, 150, 165 and 183, respectively.

| | |
|---|---|
| **Issuer** | Neogen Chemicals Limited |
| **Face value** | ₹10 per Equity Share |
| **Issue size** | Aggregating up to ₹[●] crores, comprising [●] Equity Shares of our Company*<br><br>A minimum of 10% of the Issue Size, i.e. at least [●] Equity Shares, shall be available for Allocation to Mutual Funds only, and the balance [●] Equity Shares shall be available for Allocation to all Eligible QIBs, including Mutual Funds.<br><br>In case of under-subscription in the portion available for Allocation only to Mutual Funds, such undersubscribed portion or part thereof may be Allotted to other Eligible QIBs.<br><br>**Subject to allotment of Equity Shares pursuant to the Issue* |
| **Floor Price** | ₹2,189.73 per Equity Share which has been calculated in accordance with Chapter VI of the SEBI ICDR Regulations<br><br>In terms of the SEBI ICDR Regulations, the Issue Price cannot be lower than the Floor Price. However, our Company may offer a discount of up to 5% on the Floor Price in accordance with the approval of the Shareholders accorded by way of a special resolution passed through annual general meeting dated August 21, 2026, and in terms of Regulation 176(1) of the SEBI ICDR Regulations |
| **Issue Price** | ₹[●] per Equity Share of our Company (including a premium of ₹[●] per Equity Share) |
| **Eligible Investors** | Eligible QIBs that are eligible to participate in the Issue and not excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations or restricted from participating in the Issue under the applicable laws including the SEBI ICDR Regulations. See "***Issue Procedure - Qualified Institutional Buyers***", "***Selling Restrictions***" and "***Transfer Restrictions and Purchaser Representations***" on pages, 155, 167 and 175, respectively<br><br>The list of Eligible QIBs to whom this Preliminary Placement Document and Application Form is delivered will be determined by our Company in consultation with the Lead Managers, at their sole discretion |
| **Date of Board Resolution approving the Issue** | July 24, 2026 |
| **Date of Shareholders' Resolution (through annual general meeting) approving the Issue** | August 21, 2026 |
| **Issue Procedure** | The Issue is being made only to Eligible QIBs in reliance of Section 42 of the Companies Act, 2013 read with Rule 14 of the PAS Rules, and other provisions of the Companies Act, 2013 and Chapter VI of the SEBI ICDR Regulations. For details, see "***Issue Procedure***" on page 150 |
| **Dividend** | Please see section "***Dividends***" and "***Description of the Equity Shares***" on pages 129 and 183, respectively |
| **Taxation** | Please see "***Taxation***" on page 188 |
| **Equity Shares issued, subscribed, fully paid up and outstanding prior to the Issue** | 27,381,674 Equity Shares of face value of ₹10 each |
| **Equity Shares issued, subscribed, fully paid up and outstanding immediately after the Issue** | [●] Equity Shares of face value of ₹10 each |
| **Listing** | Our Company has received in-principle approvals from BSE and NSE, each dated September 10, 2026 under Regulation 28(1)(a) of the SEBI Listing Regulations for the listing of the Equity Shares to be issued pursuant to the Issue |
| **Trading** | The trading of the Equity Shares would be in dematerialized form and only in the cash segment of each of the Stock Exchanges |

| | |
|---|---|
| | Our Company will make applications to the respective Stock Exchanges to obtain final listing and trading approvals for the Equity Shares, to be issued pursuant to this Issue, after Allotment and credit of Equity Shares to the beneficiary account with the Depository Participant, respectively |
| **Lock-up** | For details of the lock-up, see "***Placement and Lock-up***" on page 165 for a description of restrictions on our Company and Promoters in relation to Equity Shares |
| **Transferability Restrictions** | Equity Shares being Allotted pursuant to the Issue shall not be sold for a period of one year from the date of Allotment, except on the floor of the Stock Exchanges. Allotments made to VCFs, and AIFs in this Issue are subject to the rules and regulations that are applicable to each of them respectively, including in relation to lock-in requirement. Also see, "***Issue Procedure***", "***Selling Restrictions***" and "***Transfer Restrictions and Purchaser Representations***" on pages 150, 167 and 175, respectively |
| **Objects of the Issue and Use of Proceeds** | The gross proceeds of the Issue will aggregate to approximately ₹[●] crores. The net proceeds of the Issue, after deducting fees, commissions and expenses of the Issue, is expected to be approximately ₹[●] crores. See "***Objects of the Issue and Use of Proceeds***" on page 110 for information regarding the use of Net Proceeds from the Issue |
| **Risk Factors** | See "***Risk Factors***" on page 78 for a discussion of risks you should consider before deciding whether to subscribe to Equity Shares pursuant to this Issue |
| **Closing Date** | Allotment of the Equity Shares offered pursuant to the Issue is expected to be made on or about [●], 2026 |
| **Status, Ranking and Dividend** | Equity Shares being issued pursuant to the Issue shall be subject to the provisions of our Memorandum of Association and Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares, including rights in respect of voting rights and dividends<br><br>Our Shareholders (who hold Equity Shares as on record date) will be entitled to participate in dividends and other corporate benefits, if any, declared by our Company after the Closing Date, in compliance with the Companies Act, 2013, SEBI Listing Regulations and other applicable laws and regulations. Shareholders may attend and vote in Shareholders' meetings on the basis of one vote for every Equity Share held. See "***Dividends***" and "***Description of the Equity Shares***" on pages 129 and 183, respectively |
| **Security Codes for the Equity Shares** | **ISIN:** INE136S01016<br>**BSE Code/Symbol:** 542665/ NEOGEN<br>**NSE Code:** NEOGEN |

## INDUSTRY OVERVIEW

*Unless otherwise indicated, the information contained in this section has been derived from the report titled "Indian Chemicals Industry Report" prepared by 1Lattice Technologies Private Limited ("**1Lattice**" and such report, the "**1Lattice Report**"), commissioned and paid for by our Company for an agreed fee for the purposes of confirming our understanding of the industry exclusively in connection with the Issue. 1Lattice is not related in any manner to our Company. The data included in this section includes excerpts from the 1Lattice Report and may have been re-ordered by us for the purposes of presentation. There are no material parts, data or information, that have been left out or changed in any material manner.*

*The 1Lattice Report was prepared on the basis of information as of specific dates and opinions in the 1Lattice Report may be based on estimates, projections, forecasts and assumptions that may be as of such dates, which may no longer be current or reflect current trends. Further, forecasts, estimates, predictions, and other forward-looking statements contained in the 1Lattice Report are inherently uncertain because of changes in factors underlying their assumptions, or events or combinations of events that cannot be reasonably foreseen. Actual results and future events could differ materially from such forecasts, estimates, predictions, or such statements. Accordingly, investment decisions should not be based on such information. The 1Lattice Report is not a recommendation to invest or disinvest in any company covered in the report. The views expressed in the 1Lattice Report are that of 1Lattice. Prospective investors are advised not to unduly rely on the 1Lattice Report and should conduct their own investigation and analysis of all facts and information contained in this Preliminary Placement Document.*

*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. See "**Industry and Market Data**" and "**Risk Factors**" on pages 16 and 78, respectively.*

### 1. Macroeconomic and Industrial Growth Trends

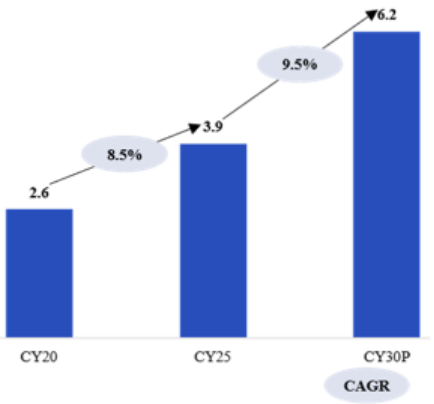
### 1.1. India is expected to remain among the fastest-growing major economies through CY30

Global real GDP grew 3.4% in CY25, with growth across major economies remaining varied. India recorded 7.6% real GDP growth, ahead of China (5.0%), the US (2.1%) and the UK (1.3%). India is projected to sustain ~6.5% annual growth through CY30, versus ~3.2% globally, reinforcing its position as one of the fastest-growing major economies. In nominal terms, India's GDP rose from ~US$ 2.6T in CY20 to US$ 3.9T in CY25 and is projected to reach ~US$ 6.2T by CY30, implying ~9.5% CAGR over CY25-30. This is expected to further increase India's share of global economic activity and strengthen the scale of its domestic economy.

**Fig. 1a: Real GDP growth across major economies**
(Y-o-Y growth %, CY20-30P)

| Top economies | USA | China | Germany | Japan | India | UK | World |
|---|---|---|---|---|---|---|---|
| CY20 | -2.1% | 2.3% | -4.1% | -4.3% | -5.8% | -10.0% | -2.7% |
| CY21 | 6.2% | 8.6% | 3.9% | 3.6% | 9.7% | 8.5% | 6.7% |
| CY22 | 2.5% | 3.1% | 1.8% | 1.3% | 7.6% | 5.1% | 3.8% |
| CY23 | 2.9% | 5.4% | -0.9% | 0.7% | 7.2% | 0.3% | 3.3% |
| CY24 | 2.8% | 5.0% | -0.5% | -0.2% | 7.1% | 1.1% | 3.4% |
| CY25 | 2.1% | 5.0% | 0.2% | 1.2% | 7.6% | 1.3% | 3.4% |
| CY26E | 2.3% | 4.4% | 0.8% | 0.7% | 6.5% | 0.8% | 3.1% |
| CY27P | 2.1% | 4.0% | 1.2% | 0.6% | 6.5% | 1.3% | 3.2% |
| CY28P | 2.1% | 4.0% | 1.2% | 0.6% | 6.5% | 1.6% | 3.2% |
| CY29P | 1.9% | 3.7% | 0.9% | 0.6% | 6.5% | 1.6% | 3.2% |
| CY30P | 1.8% | 3.3% | 0.7% | 0.6% | 6.5% | 1.5% | 3.1% |
| CAGR* CY20-25 | 3.3% | 5.4% | 0.9% | 1.3% | 7.8% | 3.2% | 4.1% |
| CAGR* CY25-30P | 2.0% | 3.9% | 1.0% | 0.6% | 6.5% | 1.4% | 3.2% |

**Fig. 1b: Nominal GDP growth - India**
(US$ T, CY20-30P)

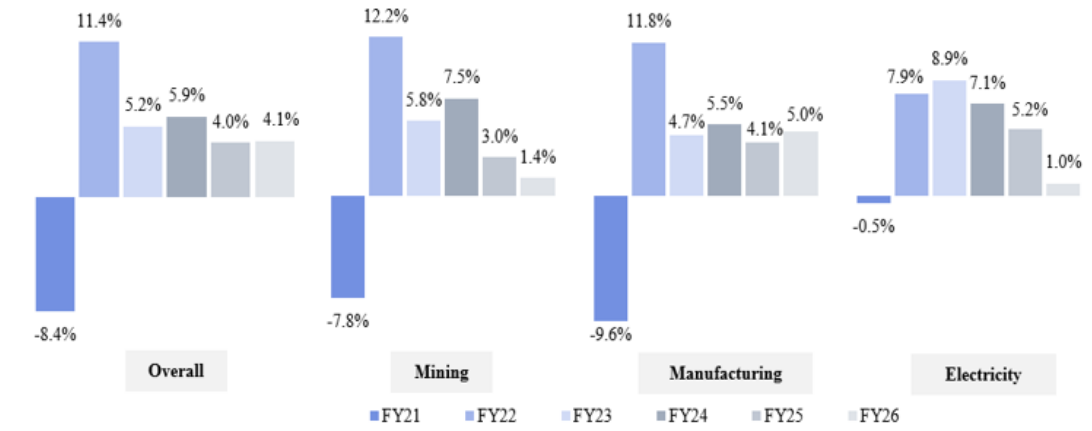



*Note(s): P - Projected, E – Estimated, CAGRs calculated are 1Lattice estimates; For India, the GDP from 2022 onward is based on GDP at market prices, with fiscal year 2022/23 as the base year*
*Source(s): International Monetary Fund (World Economic Outlook: April 2026), 1Lattice analysis*

### 1.2. India's industrial production grew by 4.1% in FY26, with manufacturing growth of 5.0% outpacing mining and electricity

India's industrial activity continued to expand, with IIP growth remaining positive from FY23-FY26 at 5.2%, 5.9%, 4.0% and 4.1%, respectively. Sustained growth has been supported by higher government capital expenditure, which increased from INR 9.5T in FY20 to INR 11.2T in FY26 (BE) and is budgeted at INR 12.2T in FY27.

**Fig. 2: India's IIP growth - Sector-wise**
(Y-o-Y growth %, FY21-26)




*Source(s): Ministry of Statistics and Programme Implementation (MoSPI), 1Lattice analysis*

Manufacturing emerged as the key driver, growing 5.0% in FY26 versus 1.4% for mining and 1.0% for electricity. Manufacturing Gross Value Added (GVA), which measures the value added by the manufacturing sector after deducting the cost of intermediate inputs from the value of its output, at current prices also increased at a 12.8% CAGR from INR 22.6T in FY20 to INR 46.5T in FY26, highlighting the sector's strengthening contribution to India's industrial economy and supporting the expansion of domestic electronics and technology manufacturing.

### 1.3. Policy support and supply-chain diversification are strengthening India's position as a global manufacturing hub

India's manufacturing ecosystem is being strengthened by a combination of policy support, supply-chain diversification, infrastructure development and investment facilitation, creating a favourable environment for sustained industrial growth.

- **China+1 strategy and global supply-chain diversification:** Post the pandemic, global manufacturers are increasingly adopting a China+1 strategy to diversify production and reduce supply-chain concentration risks, creating an opportunity for India to capture a larger share of global manufacturing. India's large domestic market, competitive labour costs, improving infrastructure and expanding industrial ecosystem further strengthen its attractiveness as an alternative manufacturing base. In addition, policies such as Foreign Entity of Concern (FEOC) restrictions in strategic supply chains are encouraging companies to diversify sourcing and manufacturing away from certain geographies, particularly across electric vehicles, batteries and critical minerals.

- **Make in India and Atmanirbhar Bharat:** Government initiatives focused on domestic manufacturing and self-reliance aim to strengthen local production capabilities, increase domestic value addition, reduce import dependence and position India as a competitive manufacturing hub across strategic and high-growth sectors.

- **Production Linked Incentive (PLI) schemes:** Introduced in 2020 across 14 sectors, the PLI programme provides incentives linked to incremental production and sales, encouraging investments, capacity expansion and scale across sectors including electronics, automobiles, pharmaceuticals, chemicals, telecommunications, IT hardware and textiles. The schemes have supported domestic manufacturing and deeper integration into global value chains, with cumulative investment exceeding INR 2.4T as of FY26, surpassing the original outlay of INR 2.0T.

- **EV and advanced battery manufacturing:** Government support through the FAME-II scheme with a total budgetary outlay of INR 115B, Production Linked Incentive (PLI) scheme for Advanced Chemistry Cell (ACC) batteries with an outlay of INR 181B to support 50 GWh of domestic ACC manufacturing capacity, and the PLI scheme for automobiles and auto components with an outlay of INR 259.4B, is accelerating domestic EV and battery manufacturing. As of May 31, 2026, beneficiaries under the PLI-ACC scheme had reported cumulative investments of approximately INR 51.8B, while the PLI-Auto scheme had attracted cumulative investment of approximately INR 443.3B as of March 31, 2026. These initiatives aim to build local battery-cell and component capacity, reduce import dependence and strengthen India's position in the global electric mobility and energy-storage value chain.

- **National Manufacturing Mission:** The National Manufacturing Mission seeks to accelerate manufacturing growth through policy support, technology adoption, workforce development, improved access to finance and greater integration with global value chains.

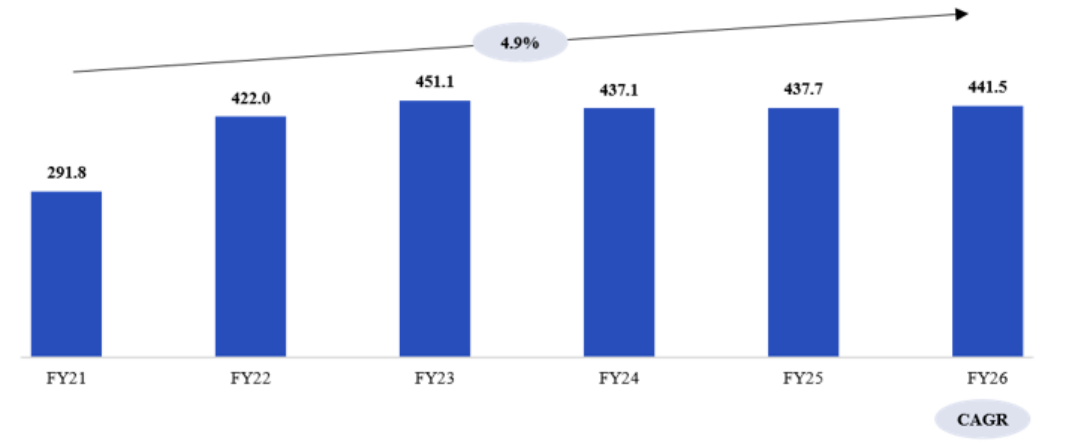
- **Integrated infrastructure and logistics development:** Initiatives such as PM Gati Shakti, the National Logistics Policy and industrial corridors are improving multimodal connectivity, logistics efficiency and access to industrial infrastructure, helping reduce supply-chain costs and enabling the development of integrated manufacturing clusters.

- **FDI liberalisation and investment facilitation:** Liberalised FDI policies and investment facilitation measures are attracting global manufacturers and enabling greater access to capital, technology, capabilities and international supply chains, supporting the expansion of India's domestic manufacturing base. Total FDI inflows reached US$ 94.5B in FY26, up from US$ 81.7B in FY21.

### 1.4. Rising exports and increasing investments across advanced manufacturing are creating new opportunities for India's chemical value chain

India's overall export base has expanded steadily, with exports increasing at a CAGR of 8.6% from US$ 291.8B in FY21 to US$ 441.5B in FY26, reflecting the country's growing integration with global markets and supply chains. This broader export momentum is being complemented by increasing investments across advanced manufacturing sectors, supported by government initiatives and deeper integration into global technology value chains. The semiconductor ecosystem has moved towards capacity creation, with 12 semiconductor projects approved to date, representing INR 1.6T of investments across fabrication, packaging and compound semiconductor facilities. Meanwhile, electronics manufacturing has scaled to ~INR 13T as of FY26, with electronics emerging as India's third-largest export category, highlighting the sector's growing global competitiveness. The expansion into higher-value segments such as AI-enabled data-centre components, 5G equipment and high-end networking gear is further strengthening India's position in global technology supply chains. This investment and export momentum is expected to drive demand for specialty chemicals, advanced materials, electronic-grade chemicals and coatings, creating opportunities for domestic chemical manufacturers to participate in emerging manufacturing value chains.

**Fig. 3: India's overall exports by value**
(US$ B, FY21-26)

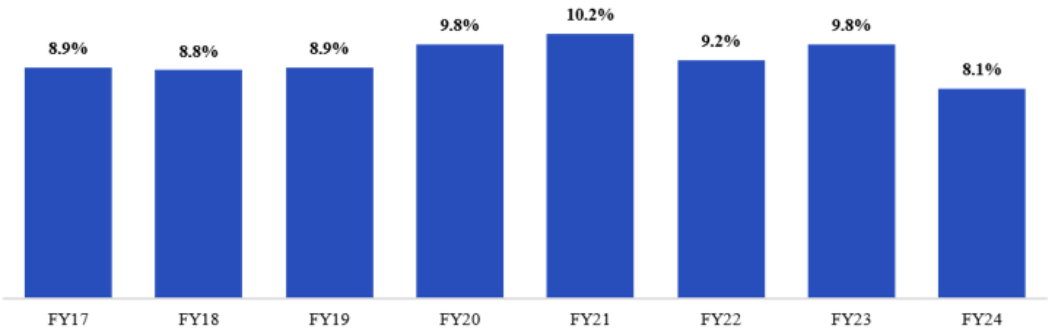



*Source(s): Department of Commerce, 1Lattice analysis*

### 1.5. India's manufacturing and supply-chain shift creates a multi-year growth opportunity for value-added chemicals

India's manufacturing expansion, rising domestic consumption and increasing integration with global supply chains are expected to drive sustained demand for chemicals across key downstream sectors. Growth in electronics, automotive, pharmaceuticals, textiles, construction, packaging and renewable energy is likely to increase demand for value-added and specialty chemicals, including performance materials, coatings, adhesives, additives and advanced intermediates. Chemicals and chemical products accounted for 8.1% of India's manufacturing GVA in FY24, underscoring the sector's significant contribution to India's manufacturing economy. Sector GVA grew at a 9.5% CAGR during FY19-FY24, reflecting continued expansion in the scale of chemical manufacturing in India.

**Fig. 4: Share of GVA of chemical & chemical products in GVA for manufacturing sector at current prices**
(%, FY17-24)




*Source(s): PIB, Department of Chemicals & Petrochemicals (DCPC), 1Lattice analysis*

On the export side, the China+1 strategy and global supply-chain diversification are encouraging multinational companies to diversify sourcing and manufacturing beyond China, creating opportunities for Indian chemical producers to strengthen their participation in global value chains. India's established manufacturing capabilities, skilled workforce, cost competitiveness and large domestic market provide a strong foundation to capture this opportunity. This structural shift is expected to support capacity expansion, greater investments in specialty chemicals and increased export opportunities, while the shift towards differentiated products could improve product mix and profitability.

*India's strong macroeconomic growth, manufacturing expansion, export momentum and policy support are strengthening its position in global supply chains and creating a favorable environment for industrial investment. This structural shift, alongside rising demand from advanced manufacturing and downstream sectors, is expected to drive sustained growth in value-added and specialty chemicals, supporting capacity expansion, export opportunities and improved product mix.*

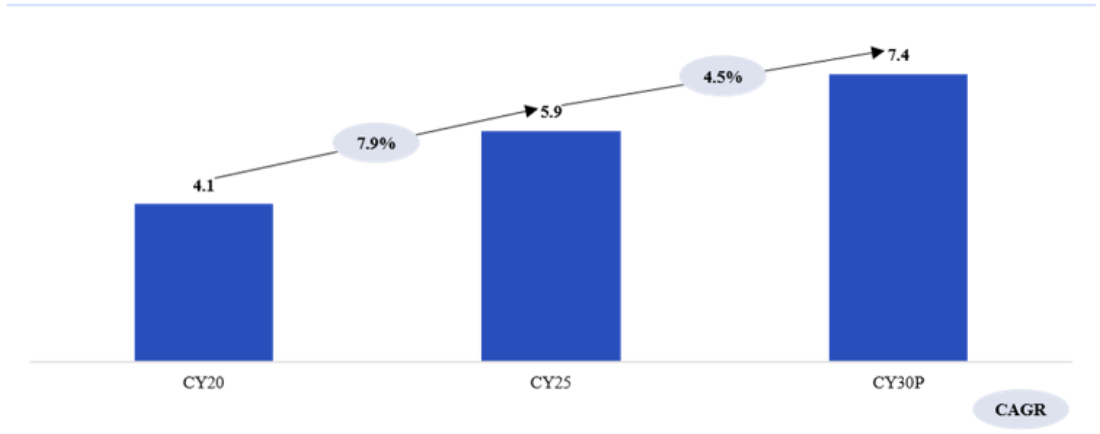
## 2. Global Chemicals Industry

### 2.1. Global chemicals market is expected to reach US$ 7.4T by CY30P, growing at a CAGR of 4.5%

The global chemicals market was valued at US$4.1T in CY20 and reached ~US$5.9T by CY25, representing a CAGR of 7.9% and projected to reach US$7.4T by CY30P, growing at a CAGR of 4.5%, supported by increasing demand across downstream industries and continued expansion of specialty and application-driven chemical products. The higher historical growth was partly driven by post-COVID recovery in chemical demand during CY21-CY22, alongside supply-chain disruptions and elevated chemical prices, which temporarily lifted industry revenues and market values. Growth is expected to moderate as markets normalise, with the longer-term trajectory increasingly supported by underlying demand across downstream industries and continued expansion of specialty and application-driven chemical products.

*Source(s): PIB, Department of Chemicals & Petrochemicals (DCPC), 1Lattice analysis*

**Fig. 5: Global chemicals market size**
(US$ T, CY20-30P)

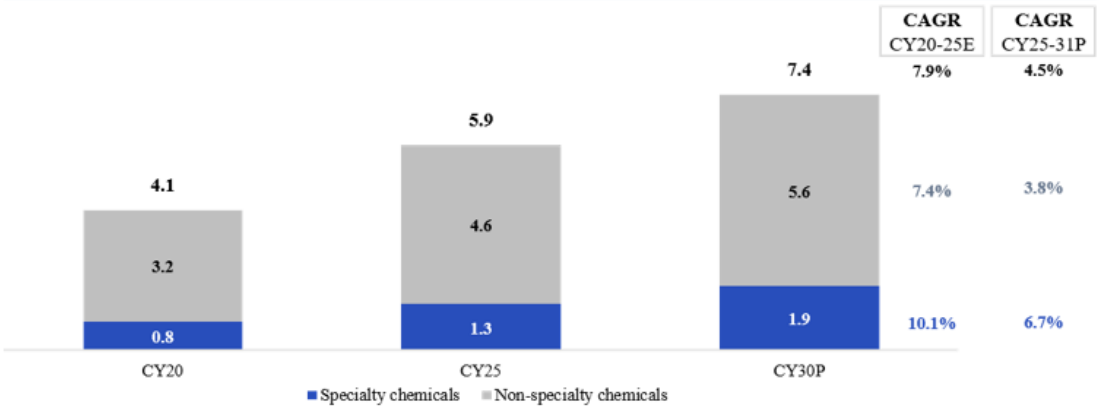



*Source(s): 1Lattice analysis*

While specialty chemicals grew from US$0.8T in CY20 to US$1.3T in CY25 and projected to grow at a 6.7% CAGR, over CY25-30, reaching US$1.9T by CY30P, while non-specialty chemicals are expected to increase to US$5.6T over the same period. As a result, specialty chemicals are expected to increase their share of the global chemicals market from ~22.5% in CY25 to 25.7% by CY30P, reflecting their relatively resilient growth within the broader chemicals industry.

*Source(s): 1Lattice analysis*

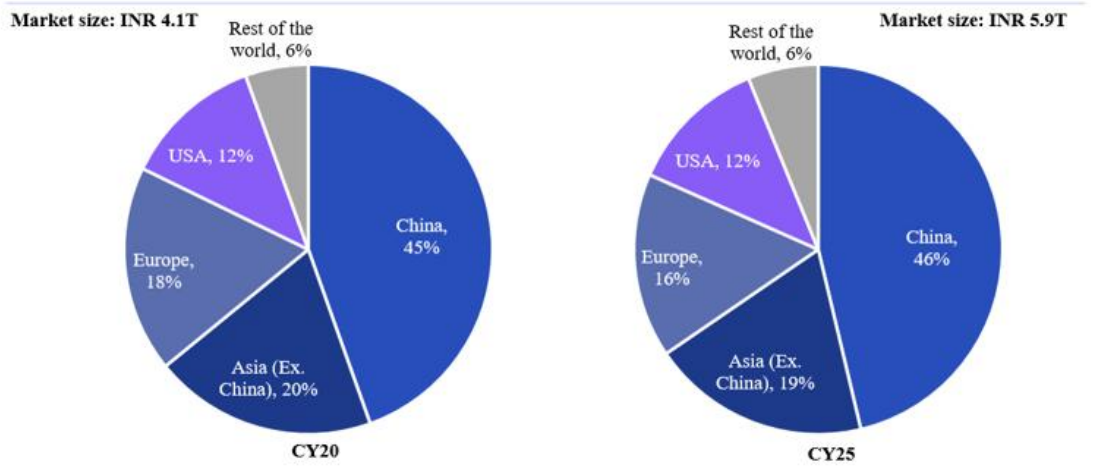
**Fig. 6: Global chemicals market size – By type**
(US$ T, CY20-30P)




*Source(s): 1Lattice analysis*

The global chemicals market is highly concentrated in China, which accounted for ~46% of the global market in CY25, followed by Asia at 19% and the Europe and USA at 16% and 12% respectively. While other regions collectively accounted for 6% of the market. The concentration of chemical consumption in China, Europe and the US reflects their large industrial bases and significant downstream demand across manufacturing and end-use industries.

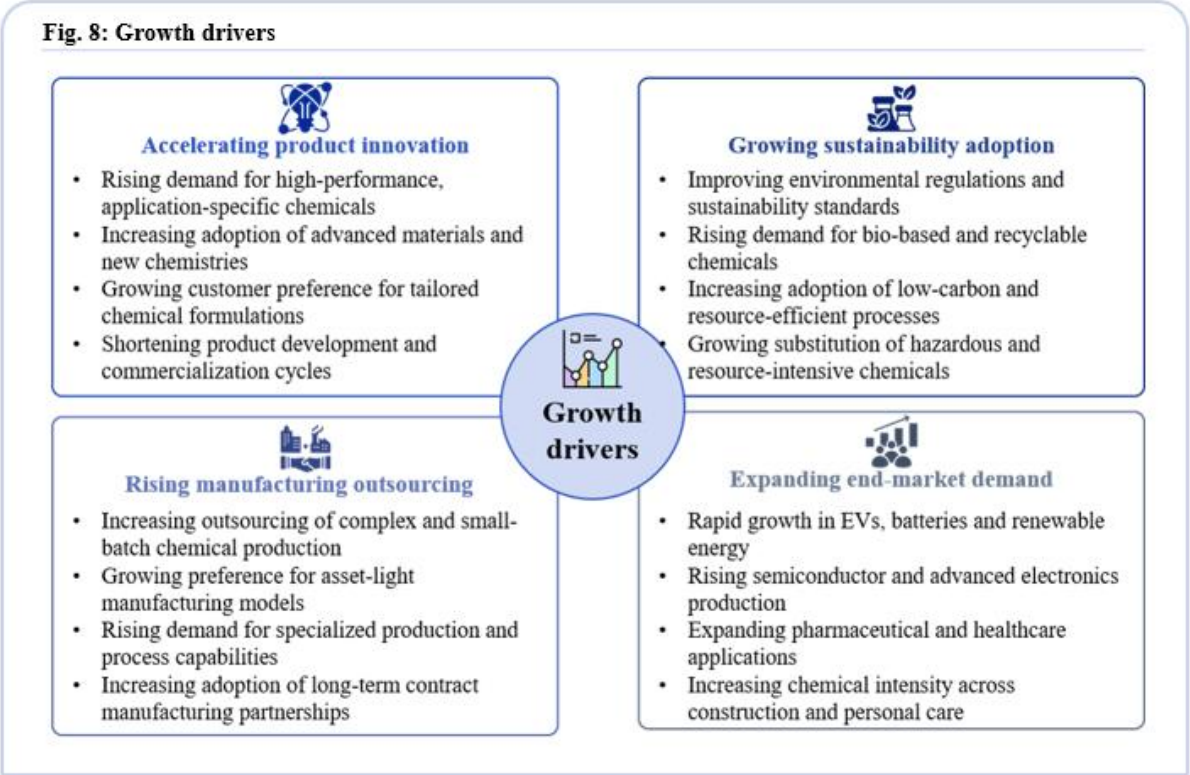
**Fig. 7: Global chemicals market size – By region**
(%, CY20-25)




*Source(s): 1Lattice analysis*

## 2.2. Structural shifts across innovation, sustainability, manufacturing models and end-use industries are broadening the global chemicals opportunity

The global chemicals industry is benefiting from a broadening demand base, increasing product complexity and continued investment across the chemical value chain. Rising regulatory and performance standards are encouraging manufacturers to upgrade processes and product portfolios, while greater integration across feedstocks, intermediates and downstream applications is creating opportunities for higher value addition. Increasing investment in manufacturing capacity, technology and supply-chain resilience is further supporting the industry's long-term expansion and enabling chemical producers to address increasingly specialised requirements.




### 2.3. The chemicals industry is evolving toward higher-value products, resilient supply chains and technology-enabled, customer-centric manufacturing

Global chemicals industry is undergoing a structural shift toward higher-value products and more specialized applications, supported by growing demand for performance chemicals across advanced end markets. At the same time, supply chain diversification and China+1 strategies are reshaping global manufacturing footprints as chemical producers and customers seek greater resilience and reduced geographic concentration. Digitalization and process optimization are gaining traction through AI, automation and advanced analytics to improve yields, quality, energy efficiency and asset utilization. In parallel, increasing R&D investment and custom manufacturing are enabling chemical producers to develop application-specific formulations and provide integrated solutions tailored to increasingly complex customer requirements.

**Fig. 9: Emerging trends**

| Key emerging trends | |
|---|---|
| **Shift to high-value chemicals** | • Specialty chemicals gaining share as chemical demand shifts toward performance-led applications<br>• Advanced polymers, additives & functional materials replacing conventional materials in demanding applications<br>• Electronics, EVs & healthcare increasing demand for higher-purity and higher-performance chemicals<br>• Application-specific formulations commanding higher value than standardized chemical products |
| **Supply chain diversification** | • China+1 sourcing accelerating as customers reduce reliance on concentrated Chinese supply chains<br>• India, Southeast Asia and the Middle East emerging as alternative chemical manufacturing hubs<br>• Global chemical players localizing production closer to end markets to reduce logistics & geopolitical exposure<br>• Customers increasingly adopting multi-source procurement for critical chemical inputs |
| **Digital process optimization** | • AI-enabled process control being deployed to optimize reaction conditions, yields and product quality<br>• Predictive maintenance reducing downtime across chemical manufacturing assets<br>• Digital twins and advanced analytics enabling faster plant optimization and capacity utilization<br>• Automation improving energy efficiency, throughput and consistency in chemical production |
| **R&D & custom manufacturing** | • Chemical producers increasingly co-developing formulations with downstream customers<br>• Rising demand for small-batch & complex chemistries that require specialized manufacturing capabilities<br>• Outsourced R&D moving beyond manufacturing toward process development, scale-up & commercialization<br>• Increasing customer preference for integrated R&D-to-production partners rather than standalone suppliers |

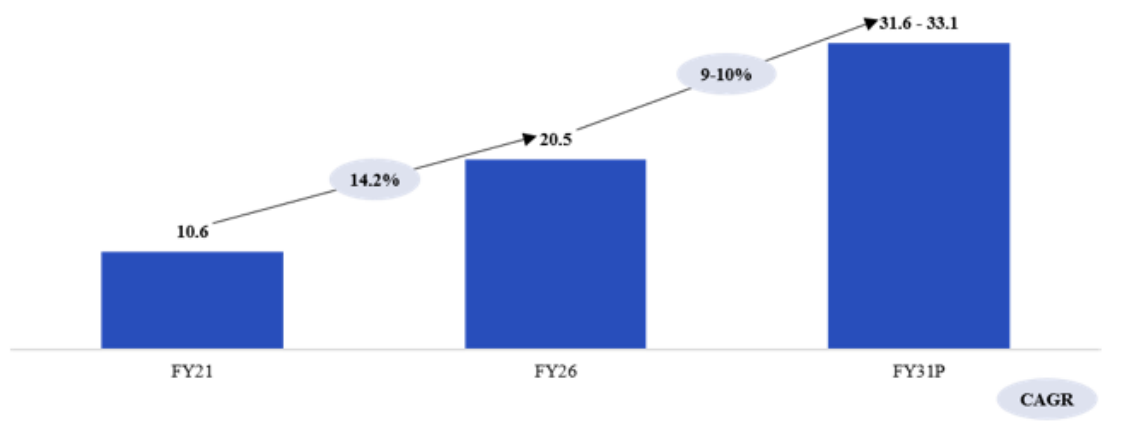
*The global specialty chemicals industry is structurally shifting toward more specialised, application-specific and outsourced manufacturing, while supply-chain diversification is creating opportunities for Indian manufacturers with strong chemical expertise and custom manufacturing capabilities.*

## 3. Indian Specialty Chemicals Industry

### 3.1. India's chemicals market to reach INR 31.6-33.1T by FY31P, growing at 9-10% CAGR

India's chemicals market is estimated to increase from INR 10.6T in FY21 to INR 20.5T in FY26, implying a 14.2% CAGR, and is projected to reach INR 31.6-33.1T by FY31P, representing a 9-10% CAGR. The higher FY21-FY26 growth partly reflects a low COVID-affected base in FY21, followed by a sharp recovery in chemical production and a rise in chemical prices during FY22. DCPC data show the value of chemical and chemical products output increasing by ~35% in FY22, while production of major chemicals increased from 11.2 MMT to 12.7 MMT, before growth normalised. The subsequent moderation to 9-10% CAGR through FY31P therefore represents a more normalised growth trajectory as the market scales, while continued expansion in domestic chemical consumption and increasing value addition support sustained market growth.

**Fig. 10: Indian chemicals market size**
(INR T, FY21-31P)

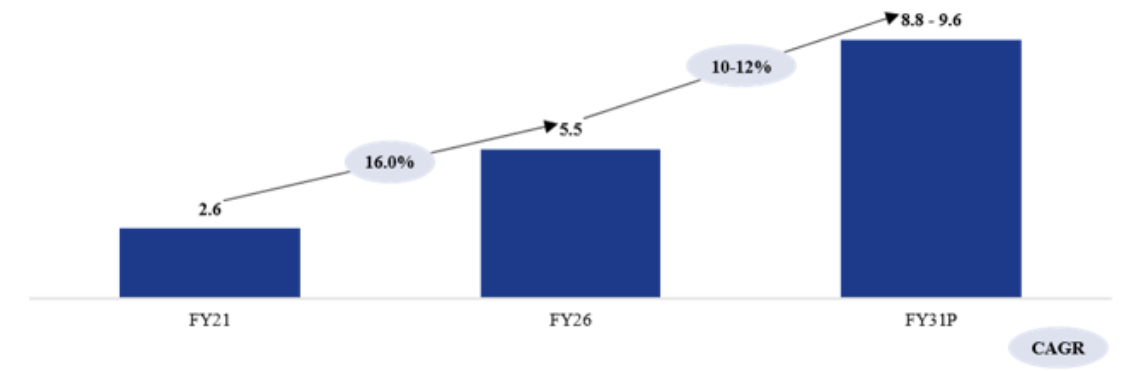



*Source(s): 1Lattice analysis*

### 3.2. Specialty chemicals to reach INR 8.8-9.6T by FY31P, growing at 10-12% CAGR

India's specialty chemicals market is estimated to increase from INR 2.6T in FY21 to INR 5.5T in FY26, implying a 16.0% CAGR, and is projected to reach INR 8.8-9.6T by FY31P, representing a 10-12% CAGR. Specialty chemicals are expected to maintain a faster growth trajectory than the overall chemicals market as manufacturers increasingly move toward products with greater value addition, tighter performance specifications and more specialised applications.

**Fig. 11: India's specialty chemicals market size**
(INR T, FY21-31P)




*Source(s): 1Lattice analysis*

Unlike relatively standardised chemical products, specialty chemicals are often differentiated by process expertise, formulation capabilities, product performance and customer-specific requirements, creating greater scope for value addition and stronger profitability. Growth is also supported by the increasing use of chemicals in complex formulations and technically demanding applications, which expands the scope for differentiated products and supports higher value creation across the chemical manufacturing chain.

### 3.3. Rising chemical intensity across pharma, agrochemicals, electronics and energy is expanding demand for specialty chemistries

Pharmaceuticals and life sciences represent a major demand pool for advanced intermediates and specialty chemicals, supported by expanding pharmaceutical manufacturing, increasing molecular complexity and greater outsourcing of chemical synthesis. Agrochemicals and crop protection similarly drive demand for specialty intermediates and performance chemicals, as increasing agricultural productivity requirements and product



*urce(s): 1Lattice analys*

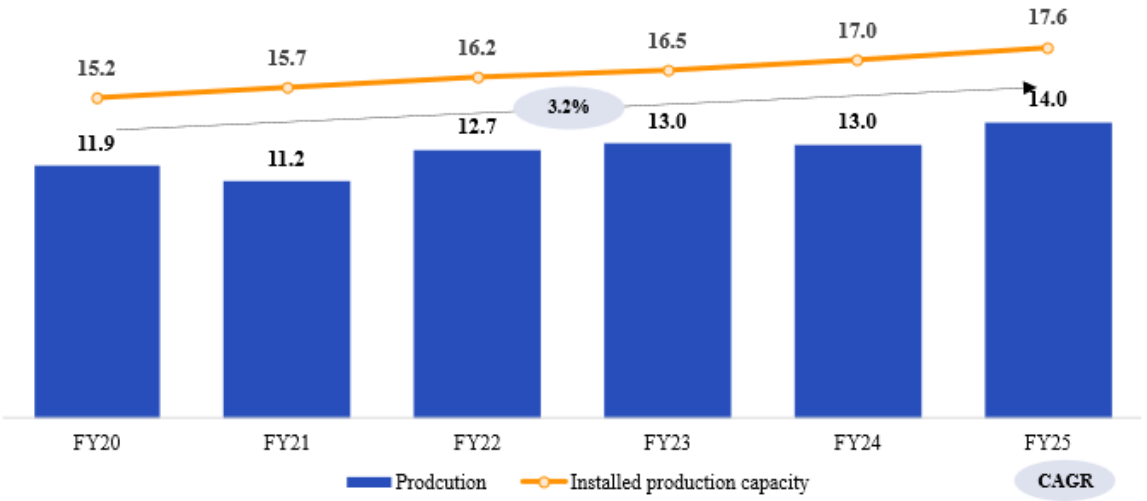
complexity support greater use of differentiated chemical inputs. Within these value chains, bromine-based intermediates are used across pharmaceutical and agrochemical synthesis, while other bromine derivatives find applications in flame retardants and water treatment, broadening their relevance across multiple end markets.

Electronics and semiconductors are emerging as high-growth applications for high-purity chemicals, specialty gases and advanced materials, as semiconductor and electronics manufacturing expands. At the same time, the growth of energy storage and electric vehicles is increasing the use of lithium-based chemicals across the battery value chain, from refined lithium materials and lithium salts to electrolyte salts, additives and battery-grade solvents used in cell manufacturing. Automotive and industrial applications continue to drive consumption of specialty polymers, coatings, adhesives and performance additives. Water treatment provides an additional recurring demand pool for inorganic and specialty chemicals, with the broader shift toward more complex, high-purity and application-specific products supporting growth in specialty chemical consumption.

### 3.4. India combines a large manufacturing base with established export capabilities, while significant headroom remains to deepen value addition

India ranks among the top 5 chemical producers and exporters in Asia and top 10 globally, with a manufacturing base spanning 80K+ chemical products. Installed capacity for major chemicals increased from 15.2 MMT in FY20 to 17.6 MMT in FY25, while production rose from 11.9 MMT to 14.0 MMT. The production mix remains concentrated in alkali chemicals (71.1%), followed by organic chemicals (15.7%), inorganic chemicals (8.6%), dyes & pigments (2.7%) and pesticides (2.1%), highlighting both the scale of India's base and scope for greater value addition.

**Fig. 12: Production & Installed capacity of chemicals - India**
(IMMT, FY20-25)



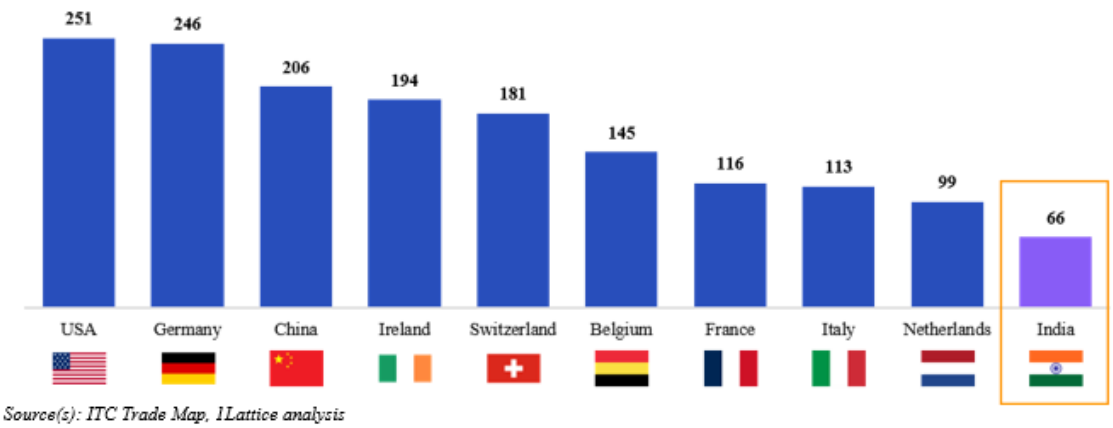

*Note(s): Petrochemicals are not included in this analysis*
*Source(s): Department of Chemicals & Petrochemicals (DCPC), 1Lattice analysis*

India ranked 10th globally in chemical exports in 2025, with stronger positions in specific categories, including 7th globally in organic chemical exports, representing 4.4% of global organic chemical exports, while also ranking among the leading exporters of dyes/dyestuffs and agrochemicals. India's large scientific and technical talent pool, established engineering capabilities and increasing emphasis on process development and technology also act as factors supporting the industry's progression toward more complex chemistries.



*ote(s): Petrochemicals are not included in this analysis*

**Fig. 13: Top 10 exporters of chemicals**
(US$ B, CY25)




*Source(s): ITC Trade Map, 1Lattice analysis*

The manufacturing base is reinforced by three operational PCPIRs in Gujarat, Andhra Pradesh and Odisha, covering 1,377 sq. km and 2,246 chemical units, alongside 10 Plastic Parks and 18 Centres of Excellence supporting downstream development, technology and R&D. At the same time, India's 3-3.5% share of global chemical value chains and net import position across several categories highlight substantial room for expansion. India's share of global chemical production is expected to reach 5-6% by 2030 and 10-12% by 2040, supported by greater investment in technology, R&D, feedstock security and manufacturing capabilities. The ongoing shift in global supply chains toward more diversified production locations further provides a favourable backdrop for India to increase its role in international chemical manufacturing.

### 3.5. India's diversified export base is offset by concentrated import dependence, creating significant scope for high-value chemical import substitution

India's chemical exports increased from US$32.9B in CY20 to US$41.9B in CY25, with the USA accounting for 13.1% of exports, followed by Brazil at 5.5%, and China at 5.0%. The destination mixes span North America, Europe, the Middle East and emerging markets, indicating that Indian chemical manufacturers have developed access to a broad set of international markets rather than relying on a concentrated export geography. India's strengths are particularly visible in organic chemicals, dyes and agrochemicals, while the expanding global focus on differentiated and technically complex products provides scope for Indian manufacturers to broaden their export portfolio.

**Fig. 14a: Total chemical exports from India**
(US$ B, CY20-25)

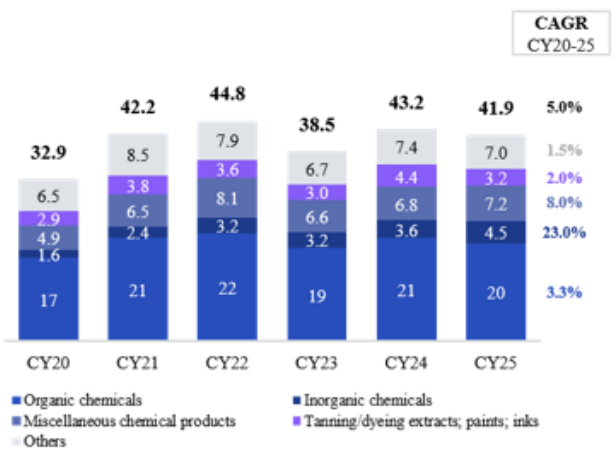
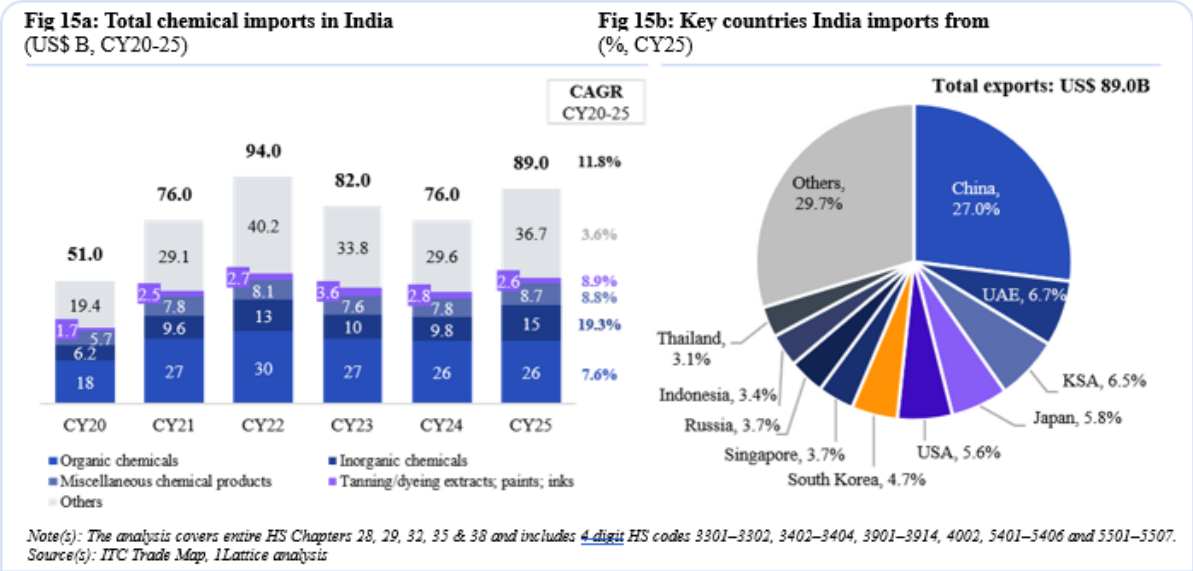



**Fig 14b: Key countries India exports to**
(%, CY25)

*Note(s): The analysis covers entire HS Chapters 28, 29, 32, 35 & 38 and includes 4-digit HS codes 3301–3302, 3402–3404, 3901–3914, 4002, 5401–5406 and 5501–5507.*
*Source(s): ITC Trade Map, 1Lattice analysis*

Chemical imports have grown more rapidly, increasing from US$ 51.0B in CY20 to US$ 89.0B in CY25, with China contributing 27.0%, followed by the UAE at 6.7%, Saudi Arabia at 6.5%, and Japan at 5.8% each. The

sourcing pattern reflects both the scale of India's domestic chemical demand and gaps in local supply across selected value chains, particularly petrochemical intermediates, organic and inorganic chemicals and higher-value products.




This trade profile points to a broader opportunity to increase domestic value addition across chemical value chains, rather than simply reducing imports of individual products. Addressing gaps in feedstock availability, technology, manufacturing scale and supporting infrastructure can enable greater local production of complex intermediates and specialty products. At the same time, India's established access to diverse export markets provides a platform for incremental capacity to serve both domestic demand and international customers, supporting deeper participation in global chemical value chains.

### 3.6. Import dependence in complex chemistries creates headroom for higher-value domestic manufacturing

India's import-substitution opportunity extends beyond basic chemicals into specialty intermediates and higher-value downstream products, where growing domestic demand is accompanied by gaps in local manufacturing capabilities. Key opportunities span petrochemical intermediates, specialty chemicals, paints and coatings, carbon black and polyester fibre, where greater domestic value addition can reduce reliance on imported inputs while strengthening India's position across global chemical value chains.

A further opportunity lies in emerging, technology-intensive chemistries, particularly battery chemicals and electronic chemicals, supported by the expansion of EVs, energy storage and semiconductor manufacturing. These applications require high product purity, specialized process chemistry and stringent quality specifications, creating opportunities for domestic manufacturers to develop capabilities in more complex and technically demanding products. Greater technology access, R&D and process scale-up will be important to building competitive local supply.

The resulting trade structure highlights a two-sided opportunity: expand India's established export strengths while localising higher-value chemistries currently sourced from overseas. Greater backward integration, domestic availability of feedstocks, technology development and production scale can help address current supply gaps, while investments in chemical clusters, logistics and R&D can enable manufacturers to move into more complex products. This creates scope not only for import substitution, but also for deeper participation in global specialty chemical value chains and higher-value chemical exports.

### 3.7. A strong manufacturing base and technical capabilities position India to capture higher-value chemical opportunities

India's competitive positioning is increasingly supported by scale, technical capabilities and a supportive investment environment, with established strengths across complex chemical synthesis and application-specific products. US$23.21B of cumulative chemical-sector FDI during 2000–2025 reflects sustained investor interest and supports capacity expansion and technology access. The combination of domestic manufacturing capabilities,

*ote(s): The analysis covers entire HS Chapters 28, 29, 32, 35 & 38 and includes 4 digit HS codes 3301–3302, 3402–3404, 3901–3914, 4002, 5401–5406 and 5501–5507.Source(s): ITC Trade Map, 1Lattice analysis*

global customer access and ongoing policy support provides a platform for Indian producers to move toward more complex chemistries, deepen value addition and expand their role in global specialty chemical value chains.

**Fig 16: India's competitive advantage**

| Key competitive advantages | |
|---|---|
| **Cost & Scale** | • **80,000+ chemical products** and **14.0 MMT** of major chemical production in FY25 provide a broad manufacturing bas<br>• **69.9 MMT** installed capacity and **83.8% utilisation** across chemicals and petrochemicals provide scale for downstrea value addition |
| **Chemical expertise** | • Established capabilities across **inorganic chemicals, advanced intermediates, agrochemicals and pharmaceutical chemicals**<br>• **2nd-largest global exporter of agrochemicals**, demonstrating established capabilities in application-specific chemistrie |
| **Scientific talent** | • **1.14M people** employed in the organised chemical and petrochemical sector in FY24 provide a sizeable technical workf<br>• Strong base of **scientists and engineers** supports synthesis, process development, scale-up and product customisation |
| **Custom manufacturing** | • Growing capabilities in **contract manufacturing and custom synthesis** for pharmaceutical, agrochemical and specialty chemical applications<br>• Flexible manufacturing enables production of **complex, application-specific intermediates** across diverse customer requirements |
| **Policy & infrastructure** | • **3 PCPIRs** spanning **1,377 sq. km and 2,246 chemical units**, providing integrated utilities, logistics and environmental infrastructure<br>• **10 Plastic Parks and 18 Centres of Excellence** support downstream manufacturing, technology development and R&D<br>• **Proposed Opex subsidy scheme** could stimulate **INR 650B** of additional investment and **INR 3.0T** of incremental turn over five years |
| **Global Specialty Hub** | • India has established capabilities in **specialty & advanced intermediates** serving pharmaceutical, agrochemical and em battery applications<br>• Global supply-chain diversification and India's existing manufacturing base create scope to expand its role in **specialised chemical intermediates** |

### 3.8. Emerging high-growth chemistries are creating new avenues for India's specialty chemicals industry

Beyond established chemical end markets, the expansion of technology-intensive industries is opening new avenues for Indian manufacturers in higher-value and specialised chemistries. Growth in electric mobility, renewable energy storage, semiconductors and advanced electronics is increasing the requirement for high-purity, application-specific chemical inputs, including lithium derivatives, electrolyte salts, battery-grade solvents, specialty gases and other advanced materials. These applications involve stringent purity, consistency and performance requirements, increasing the importance of specialised process capabilities, technology development and customer qualification.

Among these emerging areas, the lithium-ion battery value chain represents a particularly relevant opportunity, spanning lithium purification and derivatives through electrolyte salts, additives, solvents and finished electrolytes. The expansion of electric mobility and energy storage, alongside efforts to localise battery manufacturing and its upstream supply chain, is creating scope for Indian chemical manufacturers to extend their capabilities into these technically demanding, higher-value segments.

*India's specialty chemicals industry is poised for sustained expansion, supported by a growing domestic market, established manufacturing and technical capabilities, and increasing demand for higher-value chemistries, while import dependence and global supply-chain diversification create significant headroom for further domestic value addition and export growth.*

## 4. India's Lithium-Ion Battery Ecosystem and Clean Energy Transition

### 4.1. Global Energy Transition: Decarbonization and renewable deployment are accelerating the need for battery energy storage

The global energy transition is reshaping the power system through decarbonization, electrification and rapid deployment of renewable generation. Renewable power capacity reached 5,149GW globally in CY25, following a record 692GW of additions during the year, with renewables accounting for 85.6% of total new power capacity additions. The increasing share of variable sources such as solar and wind is creating a greater need for flexibility in power systems, particularly to balance generation with demand and improve grid reliability. As per International Energy Agency (IEA), global electricity demand is projected to increase from 28,200TWh in CY25 to 33,600TWh by CY30, representing an average annual growth rate of 3.6%, driven by industrial activity, electrification, cooling and data centres.

**Key implications for energy storage:**

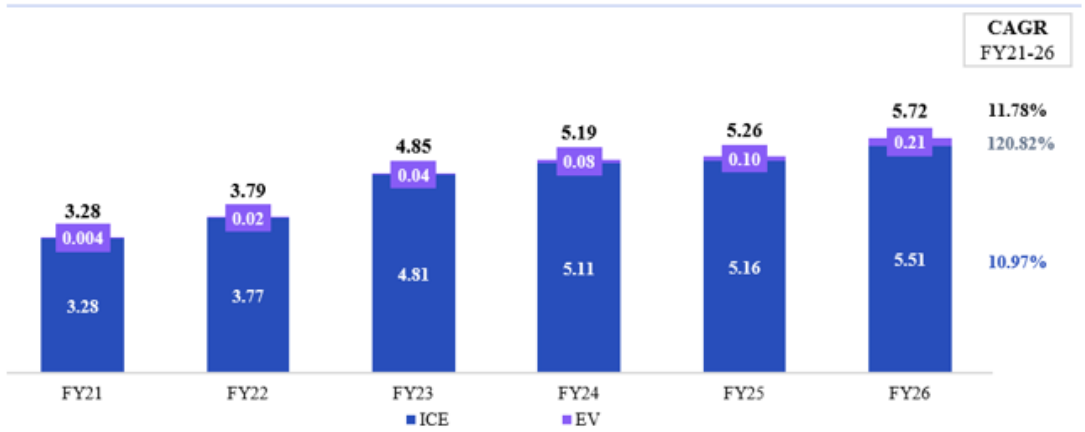
- **Rapid renewable deployment:** The continued addition of solar and wind capacity is increasing the need to shift electricity availability across time and manage variability in renewable generation.
- **Accelerating battery storage:** Global battery-storage additions reached 108GW in CY25, up 40% YoY, making battery storage the fastest-growing power technology; utility-scale systems accounted for most of the new capacity.
- **Long-term storage requirement:** Under the IEA's Net Zero Emissions scenario, global energy-storage capacity needs to increase sixfold to 1,500GW by CY30, with batteries accounting for around 1,200GW of capacity.
- **Increasing role of electrification:** As electricity becomes increasingly central to transport, industry and other energy uses, power systems require greater flexibility and storage capacity to accommodate changing demand patterns.

Together, these trends are establishing energy storage as an important component of the global transition toward lower-carbon and increasingly electrified energy systems, creating a structural foundation for continued expansion of battery-based storage.

### 4.2. Growth in India's vehicle market and rising electric vehicle adoption are building a scaled domestic demand base for India's lithium-ion battery ecosystem and clean energy transition

India is among the largest automotive markets globally and the largest two-wheeler market by annual volume. Domestic sales across two wheelers and four wheelers increased from 18.40M units in FY21 to 27.43M units in FY26, representing a CAGR of 8.31% over FY21-FY26. Alongside this expansion, electric vehicles have become an established part of the sales mix, with combined electric vehicle sales increasing from ~0.13M units in FY21 to ~2.51M units in FY26 at a CAGR of 79.73%. Growth in electric vehicle sales is expected to support increasing demand across the lithium-ion battery value chain, including cells, packs and associated battery components.

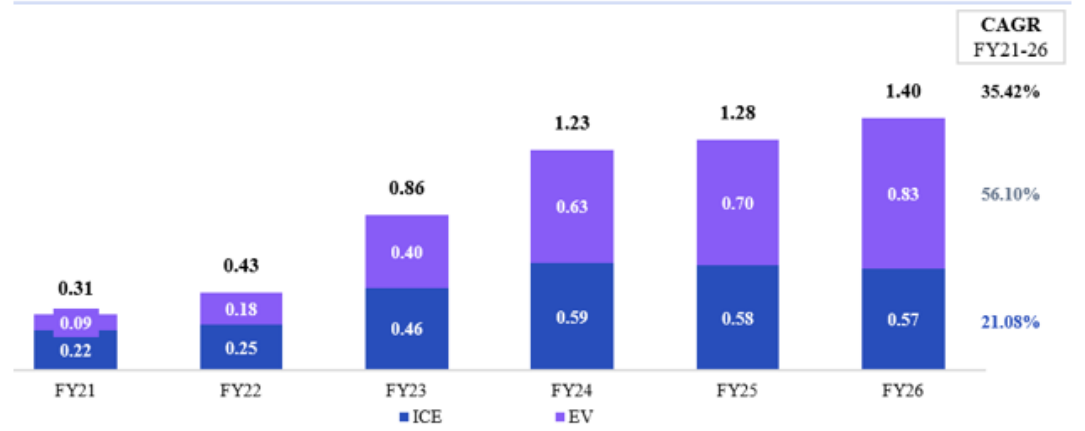
**Fig 17: India's four-wheeler sales by ICE and EV**
(M, FY21-26)




*Note(s): ICE - Internal combustion engine, EV – Electric vehicles*
*Source(s): VAHAN, SIAM, 1Lattice analysis*

Four-wheeler electric vehicle sales increased to ~0.21M units in FY26 from a nominal base in FY21, growing at a CAGR of 120.82% over FY21-FY26. Adoption is expected to continue widening as pack costs decline and public fast charging expands, and with electric vehicles at 3.67% of four-wheeler sales in FY26, the substantial majority of the segment remains available for conversion.

**Fig 18: India's three-wheeler sales by ICE and EV**
(M, FY21-26)



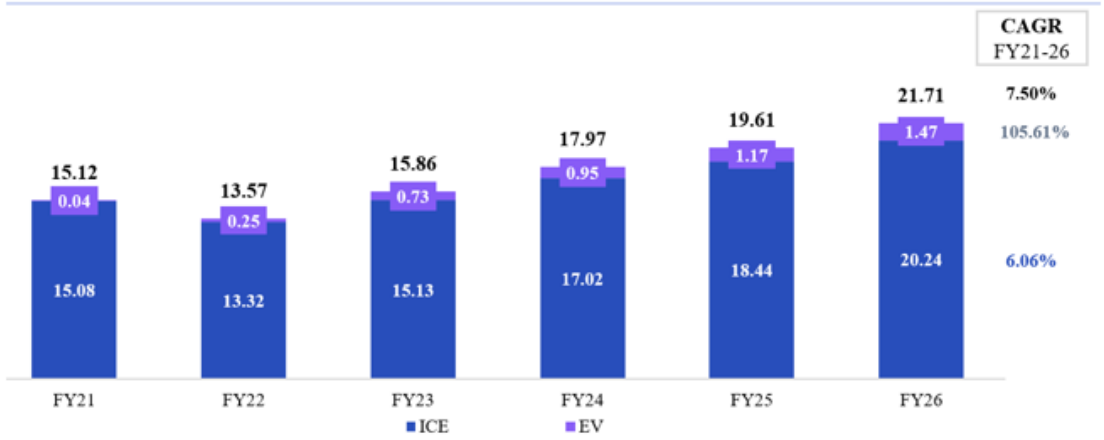

*Note(s): ICE - Internal combustion engine, EV – Electric vehicles*
*Source(s): VAHAN, SIAM, 1Lattice analysis*

Three-wheeler electric vehicle sales increased from ~0.09M units in FY21 to ~0.83M units in FY26, growing at a CAGR of 56.10% over FY21-FY26 and reaching 59.29% of three-wheeler sales, the highest electric penetration of any vehicle segment in India. The share is led by e-rickshaws, which dominate short-distance last-mile passenger movement and are found in dense clusters around metro stations, railway stations and market areas in major cities such as Delhi, Lucknow, Patna and Kolkata. Adoption is supported by low acquisition cost, minimal running expense against fuel-based alternatives and overnight charging at home or at neighbourhood charging points, which removes the need for organised infrastructure. Internal combustion volumes have plateaued at ~0.57M units since FY24 even as the segment expanded, indicating that incremental demand is now being met almost entirely by electric models.

Two-wheeler electric vehicle sales increased from ~0.04M units in FY21 to ~1.47M units in FY26, growing at a CAGR of 105.61% over FY21-FY26 and reaching 6.77% of two-wheeler sales. Adoption is supported by favourable ownership economics, as running cost savings typically recover the price premium within two to three years for an urban commuter, while daily usage patterns fall well within available range and home charging

reduces dependence on public infrastructure. Taken together, the two segments establish a visible and growing demand base for lithium-ion cells in India, providing the volume foundation on which domestic battery manufacturing, component localisation and the wider clean energy transition are expected to build.

**Fig 19: India's two-wheeler sales by ICE and EV**
(M, FY21-26)




*Note(s): ICE - Internal combustion engine, EV – Electric vehicles*
*Source(s): VAHAN, SIAM, 1Lattice analysis*

### 4.3. Battery technology is evolving from established lithium-ion chemistries toward more cost-efficient, high-performance and resource-diversified platforms

Battery technology has evolved from the commercialisation of lithium-ion batteries toward increasingly differentiated chemistries designed to improve energy density, cost, cycle life and resource efficiency. The shift from nickel-manganese-cobalt (NMC) to lithium iron phosphate (LFP) expanded lower-cost and longer-life applications , while also increasing electrolyte requirements to ~1.2-1.4 KTA, supporting demand for electrolyte salts, solvents and additives. Recent advances in lithium manganese iron phosphate (LMFP), advanced lithium-ion systems and sodium-ion batteries are broadening the technology landscape. Looking ahead, solid-state and lithium-metal batteries could enable further gains in energy density and safety, while also introducing new requirements for high-purity lithium materials, advanced electrolyte salts, additives, solvents and solid-electrolyte materials.

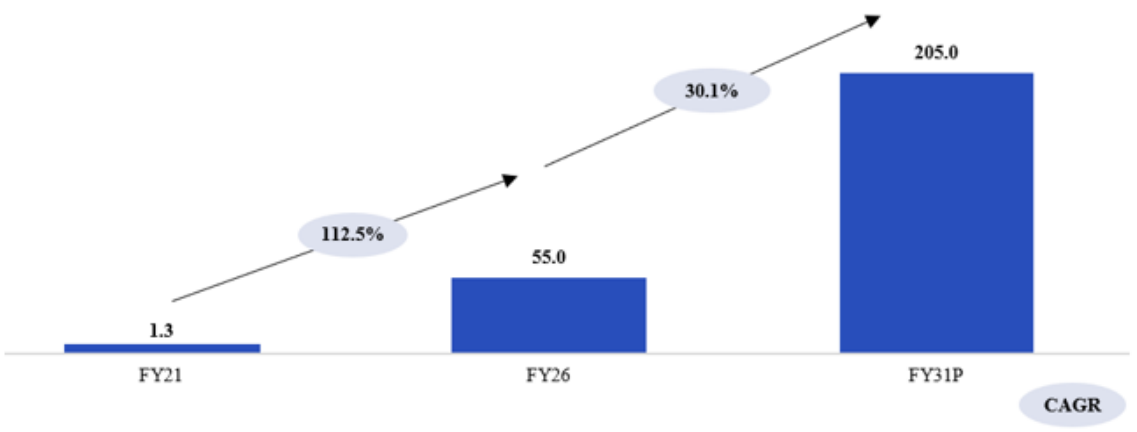
**Fig 20: Battery technology evolution**

| Timeline | Battery technology | Chemistry evolution | Current position / application | Changing chemical inputs / implications |
|---|---|---|---|---|
| 1985-2000 | Lithium-ion (Li-ion) | • **Lithium-based intercalation chemistry** | • Commercialised initially in consumer electronics<br>• Foundation for today's lithium-ion battery ecosystem | • Established demand for **lithium compounds, electrolyte salts, carbonate solvents & additives** |
| 2001-10 | Lithium nickel manganese cobalt oxide (NMC) | • **Nickel-manganese-cobalt cathodes** increased energy density and expanded lithium-ion into mobility applications | • Became important for **high-energy-density applications**, particularly EVs | • Increased demand for **lithium, nickel, manganese & cobalt compounds**, alongside advanced electrolyte systems |
| 2011-20 | Lithium iron phosphate (LFP) | • **Iron-phosphate cathodes** reduced reliance on nickel and cobalt while improving cost, cycle life and thermal stability | • Expanded strongly in **commercial vehicles and stationary storage** and subsequently wider EV adoption | • Increased relevance of **lithium carbonate & phosphate** based inputs, alongside electrolyte salts, solvents & additives |
| 2021-2025 | Advanced Li-ion | • **Cathode, anode** and **electrolyte** optimisation further improves performance | • Remains the dominant technology | • Greater demand for **high-purity lithium materials, advanced electrolyte salts, additives & solvents** |
| | Lithium manganese iron phosphate (LMFP) | • **Manganese** introduced into the LFP structure to raise energy density | • Progressing toward commercial adoption | • Increased **manganese requirements** |
| | Sodium-ion batteries | • Replaces lithium ions with **sodium ions** as the charge carrier | • Entering scale-up phase for selected applications | • Creates demand for **sodium-based electrolyte salts & compatible electrolyte systems** |
| 2026 & Beyond | Solid-state batteries | • Replaces conventional liquid electrolyte with a **solid ion-conducting electrolyte** | • Predominantly at **pilot / prototype stages**, with early commercialisation expected towards the end of the decade | • Potential demand for **high-purity lithium, lithium-metal inputs, solid electrolytes & specialised electrolyte materials** |
| | Lithium-metal batteries | • Replaces conventional graphite based anodes with **metallic lithium**, enabling higher theoretical energy density | | |

## 4.4. Overview of the lithium-ion battery market

India's lithium-ion battery (LIB) market is developing into a large-scale domestic industry, with battery demand, manufacturing capacity and the supporting supply chain expanding simultaneously. The market is moving beyond early-stage adoption towards broader commercial deployment, supported by increasing investments across cell manufacturing, battery packs and associated materials and components. This expansion is creating a growing addressable opportunity across the battery value chain and strengthening India's position as an emerging battery manufacturing hub.

**Fig 21: India's total LIB demand**
GWh, (FY21-31P)




*Source(s): 1Lattice analysis*

India's total lithium-ion battery demand is projected to increase from 55GWh in FY26 to 205GWh by FY31P, representing a CAGR of 30.1% and an almost 4x increase over the period. The expansion reflects the broadening application base for lithium-ion batteries, with electric mobility emerging as a key demand driver alongside the growing requirement for stationary energy storage and the development of domestic cell manufacturing capacity.

**Fig 22a: India's electrolyte demand by volume**
KT, (FY21-31P)

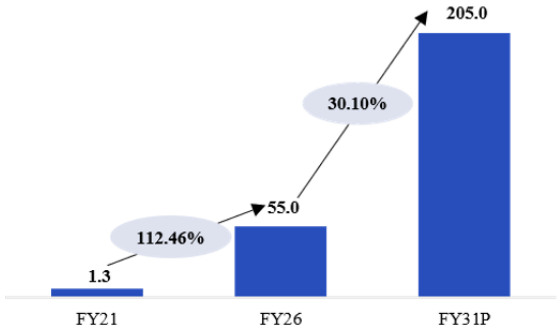
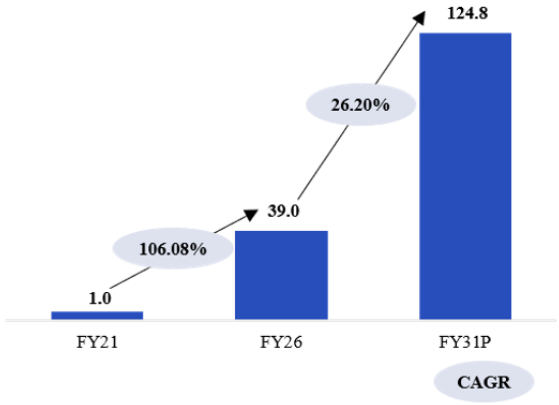



**Fig 22b: India's electrolyte demand by value**
INR B, (FY21-31P)




*Source(s):1Lattice analysis*

India's electrolyte demand is projected to grow from 55.0KT in FY26 to 205.0KT in FY31P, at a CAGR of 30.10%. In value terms, India's electrolyte market is projected to expand from INR 39.0B in FY26 to INR 124.8B in FY31P, at a CAGR of 26.20%. Electrolyte represents one of the fastest-growing segments within India's battery materials value chain.

**Fig 23a: India's lithium salt demand by volume**
KT, (FY21-31P)

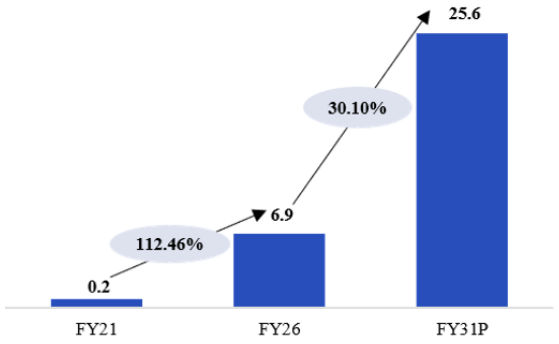
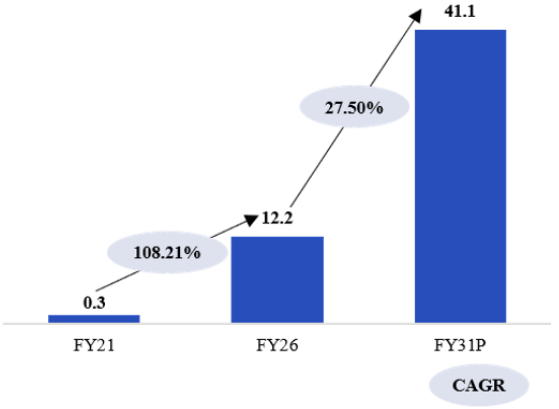



**Fig 23b: India's lithium salt demand by value**
INR B, (FY21-31P)




*Source(s):1Lattice analysis*

India's lithium salt demand is projected to grow from 6.9KT in FY26 to 25.6KT in FY31P, at a CAGR of 30.10%. In value terms, India's lithium salt market is projected to expand from INR 12.2B in FY26 to INR 41.1B in FY31P, at a CAGR of 27.50%. Lithium salt is a foundational input to electrolyte formulation, and its demand scales in line with the broader electrolyte opportunity.

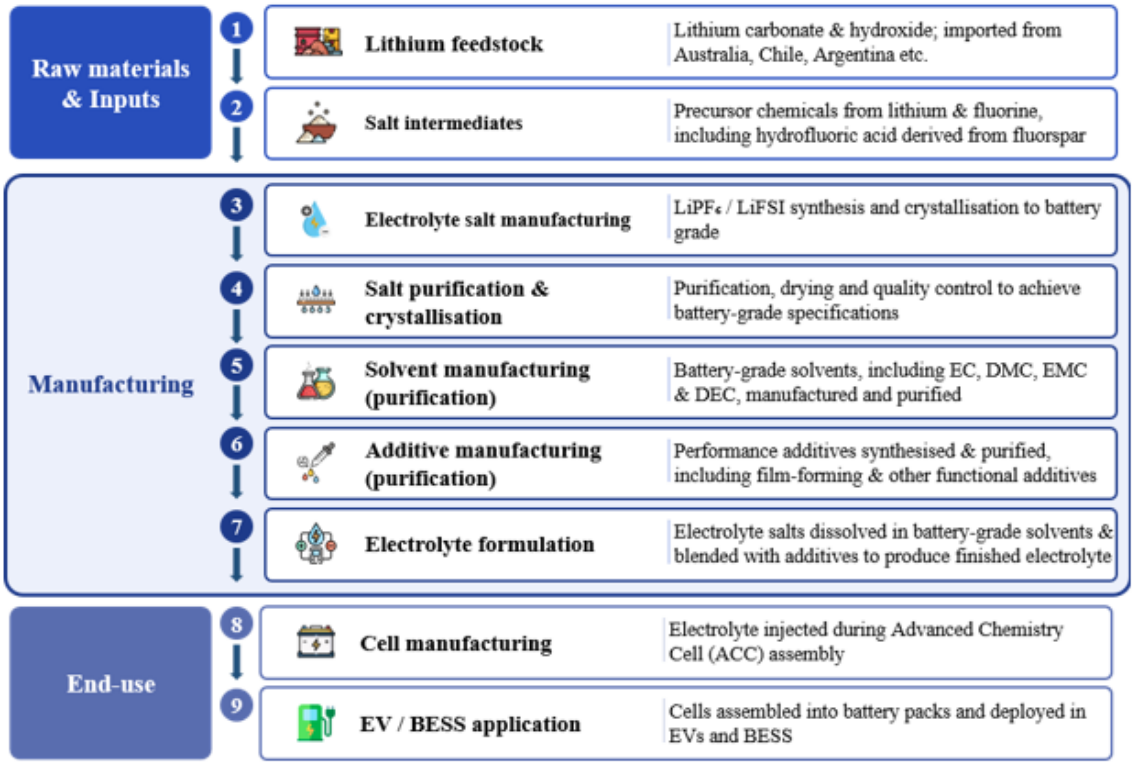
The faster projected growth in electrolyte and lithium salt demand relative to overall lithium-ion battery demand reflects the increasing localisation of India's battery manufacturing value chain. As domestic cell manufacturing scales, a larger proportion of battery capacity is expected to be supported by locally produced upstream and

midstream materials, expanding the addressable market for electrolytes and salts beyond the growth in battery demand alone. In addition, the quantity and composition of electrolyte materials required per unit of battery capacity can vary depending on cell chemistry, design and energy density. Consequently, changes in the projected mix of battery technologies and the progressive localisation of cell production can result in electrolyte and lithium salt demand growing at a different pace from aggregate battery demand.

### 4.5. India's electrolyte and electrolyte salt segment is a fast-growing midstream opportunity where domestic capacity has begun to scale to meet rising demand

Electrolytes and electrolyte salts are essential midstream components in the battery manufacturing ecosystem, facilitating the electrochemical processes through which Advanced Chemistry Cells (ACCs) store and release energy. India's domestic production is steadily building up to meet a requirement that is scaling rapidly with the transition to electric mobility and renewable energy storage.

**Fig 24: Overview of India electrolyte and electrolyte salt value chain**




India's total battery demand is projected to reach 205GWh by CY31. Electrolyte salt demand tracks this scale-up in domestic ACC manufacturing, which underpins the broader battery demand trajectory. Annual electrolyte salt requirement in India is projected to grow at a CAGR of ~13% through CY32. An estimated 20,000MTPA of electrolyte salts will be required by CY32 to support projected domestic cell manufacturing.

- **Chemistry-specific intensity:** Salt loading varies materially by cell chemistry, which makes the demand build-up sensitive to the chemistry mix India ultimately adopts.
  - **LFP cells**: ~ 0.1 kg/kWh of LiPF6 salt
  - **NMC811 cells**: ~ 0.06 kg/kWh of LiPF6 salt

Electrolytes are classified as electrochemically active materials that convert upstream refined inputs into a form used directly in cell assembly.

- **Global concentration:** The global supply chain for these materials is currently centred in China which produces 80-90% of worlds battery electrolytes, leading the conversion of refined inputs into specialised cell components; India is among a small group of producers, alongside Japan, USA and South Korea, building capability in LiPF6 production.

- **Upstream linkages:** Electrolyte production requires battery-grade lithium carbonate and lithium hydroxide, and India is building access to these inputs through partnerships with resource-rich nations such as Australia, Chile and Argentina.

- **Industrial clusters:** Integrated plug-and-play industrial clusters have been proposed to co-locate component units such as electrolytes near gigafactories, reducing logistics costs and streamlining the supply chain.

**Fig 25a: Salts installed vs planned capacity**
(MTPA, CY25-27)

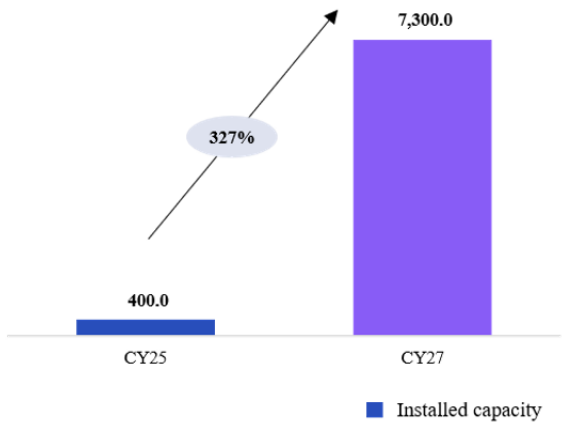
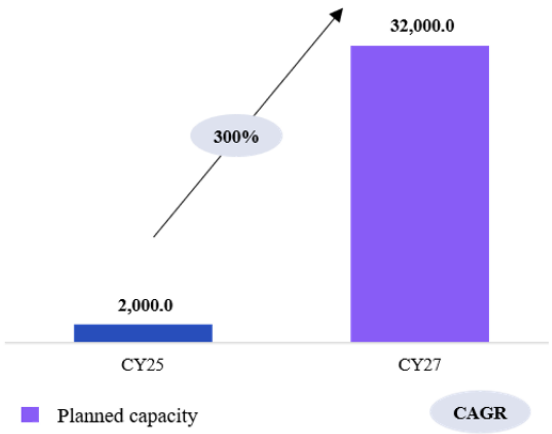



**Fig 25b: Electrolytes installed vs planned capacity**
(MTPA, CY25-27)




*Source(s): Ministry of Heavy Industries, 1Lattice analysis*

- **Current installed capacity:** India has a modest installed base of 400MTPA for electrolyte salts and 2,000MTPA for finished electrolytes as of CY25.

- **Total planned capacity:** Announced localisation plans are expected to take the total capacity to 7,300 MTPA for electrolyte salt and 32,000 MTPA for finished electrolyte, representing a significant increase over the current installed base.

- **Import reliance:** Local value addition in current ACC manufacturing stands at 25% to 30% and is expected to rise as electrolytes and other components are increasingly sourced domestically.

The currently installed and announced domestic electrolyte capacity is concentrated with Neogen, with the company accounting for the 2,000 MTPA of installed capacity and the 30,000 MTPA of planned capacity considered in the analysis. Similarly, Neogen's planned 5,500 MTPA capacity for lithium electrolyte salts represents approximately 55% of the 7,300 MTPA of planned electrolyte salt capacity additions, highlighting its significant share of the announced domestic capacity pipeline.

India's demand for electrolytes is expected to increase sharply between FY26 and FY31 as domestic ACC capacity is commissioned. Domestic capacity is also expected to scale over this period, with currently identified capacity of approximately 32,000 MTPA by FY31 equivalent to around 43% of projected domestic electrolyte demand, progressively narrowing the demand-supply gap. A similar trend is expected for electrolyte salts and additives, where identified domestic capacity of approximately 5,500 MTPA could meet around 59% of projected FY31 demand of 9,400 MTPA. While imports are expected to continue to meet a portion of domestic requirements, the planned capacity build-out across both segments is expected to increase local sourcing and support a progressive reduction in import dependence.

### 4.6. Rising electric vehicle adoption, renewable energy integration and rapid capacity build-out are the principal growth drivers for the sector

The growth in India's aggregate battery demand is driven by five reinforcing forces: electric vehicle adoption that is now established across segments, renewable capacity additions that require storage to firm up variable generation, a rapidly expanding domestic cell and pack manufacturing pipeline, continuing progress in cell chemistry and materials, and a structural shift towards localizing a value chain that remains substantially import dependent.

**Fig 26: Key growth drivers and industry trends shaping India's battery industry**

| Growth drivers | Description |
|---|---|
| Rising EV adoption | • EVs remain the largest source of battery demand, **driving sustained growth** in cell, pack and BESS manufacturing |
| Renewable energy integration | • **Growing solar and wind capacity** increases the need for storage to manage intermittency, peak demand and grid balancing |
| Increasing manufacturing investments | • India is building domestic **ACC capacity**, with installed, under construction and **announced capacity expanding rapidly** |
| Technology advancements | • Advances across LFP, NMC, sodium-ion, solid-state and other chemistries are **improving cost, safety and energy density** |
| Supply chain localization | • Policy and private investment **are driving localization** across minerals, components, cells, packs and recycling |

### 4.7. Entry into India's lithium-ion battery ecosystems governed by technical depth rather than capital alone, with capability built over extended development and validation timelines.

A combination of technical, operational and commercial factors determines the extent to which the sector remains accessible to new participants.

- **Significant R&D requirements:** Sustained capital expenditure in research and development is necessary to keep pace with rapid developments in cell chemistry and energy density, which places significant financial strain on new entrants seeking to achieve commercial viability.

- **Skilled and specialised personnel:** Developing and operating battery chemical processing and cell manufacturing facilities requires deep domain expertise in electrochemistry and process engineering, where talent shortages can delay operational commissioning for unestablished players.

- **Long customer qualification cycles:** Automotive and stationary energy storage original equipment manufacturers require extensive real-world validation and safety testing, which prolongs the gestation period before a prospective supplier can secure commercial off-take agreements.

- **Multiple specialised technologies required:** Cell production necessitates simultaneous expertise across distinct technical domains, including chemical processing, precision coating, and high-precision automation, increasing technical execution risk for single-capability entrants.

- **Integrated capabilities across the chain:** Established participants increasingly integrate intermediate processes, including lithium purification, lithium fluoride synthesis, electrolyte salt and solvent purification, and custom additive blending, making it difficult for non-integrated entrants to offer competitive cost structures.

- **Stringent quality and consistency standards:** Stringent performance and safety standards require zero-defect manufacturing precision across millions of cells, exposing new entrants without mature quality control systems to high scrap rates and warranty liabilities.

- **High capital and working capital intensity:** Establishing battery chemical and cell manufacturing capacity requires significant upfront investment in specialised equipment, high-purity processing infrastructure, quality-control systems and environmental management. The business can also require

substantial working capital due to inventory requirements for critical raw materials and extended customer qualification and payment cycles.

- **Raw material price volatility:** Battery material economics remain exposed to fluctuations in the prices of lithium and other key inputs. Sharp movements in raw material prices can affect inventory values, margins and customer pricing, requiring manufacturers to maintain disciplined sourcing, inventory management and pricing mechanisms.

- **Cost disadvantage versus established manufacturing hubs:** Indian manufacturers continue to compete with established battery material ecosystems, particularly China, which benefits from greater scale, integrated supply chains, established raw material processing infrastructure and a mature supplier base. Until domestic capacity and upstream integration deepen, relatively smaller production scale and dependence on imported inputs may result in cost disadvantages for Indian producers.

### 4.8. Policy support spans cell manufacturing, demand incentives, storage deployment and value chain localization

Government support for the sector operates across the entire value chain rather than at any single point, and aggregates to an outlay of approximately INR 18,100Cr across the principal central schemes. Production linked incentives anchor domestic cell manufacturing, purchase incentives sustain electric vehicle demand, viability gap funding and storage obligations create bankable demand for grid-scale systems, and mineral, tariff and circularity measures progressively deepen local value addition. Together these measures provide the demand visibility and cost support that domestic manufacturers require to commit capital at scale.

Policy support is also proposed to expand beyond cell manufacturing towards critical upstream and midstream battery components. India is considering an incentive programme of up to INR 13,000Cr (US$1.37B) to support domestic production across five key battery components: anode active materials, cathode active materials, electrolytes, separator films and copper foil. Most of these components are currently sourced from overseas, particularly China, reflecting gaps in India's domestic battery materials and component supply chain. The proposed scheme builds on the existing 50GWh Advanced Chemistry Cell (ACC) incentive programme, under which 40GWh of capacity had been awarded as of March 2026, and seeks to deepen localisation across the battery value chain. The expansion of policy support towards battery materials and components could accelerate domestic value addition, particularly across electrolytes and other specialised battery materials. This shift towards localised sourcing is also gaining traction globally , with the US One Big Beautiful Bill Act (OBBB) tying Section 45X tax credits for clean-energy manufacturing to supply chains that exclude Prohibited Foreign Entities (PFEs).

Fig 27: India's policy framework supporting the battery ecosystem

| | 1 EV purchase incentives | 2 Cell manufacturing incentives | 3 Battery energy storage | 4 Raw material security | 5 Domestic value addition |
|---|---|---|---|---|---|
| Governing policy | FAME-II → PM E-DRIVE | ACC PLI Scheme | BESS VGF + regulatory support | National Critical Mineral Mission | Cross-cutting localization |
| Outlay / target | • INR 11,500Cr (FY20-24)<br>• INR 11,900Cr to Mar'28 | • INR 18,100Cr outlay<br>• 50 GWh target capacity | • 43.2 GWh under VGF (13.2 + 30 GWh tranches) | • INR 16,300Cr outlay incl. INR 1,600Cr recycling | • Min. 20% local content under BESS VGF |
| Key measures | • EV purchase incentives<br>• E-bus support<br>• Charging infrastructure<br>• PLI-Auto: INR 25,938Cr | • 40 GWh awarded to 4 companies<br>• First 1 GWh commissioned<br>• 60% domestic value addition<br>• 5 GWh niche cells, FY27 | • Energy Storage Obligation<br>• ISTS waiver till Jun'28<br>• CEA: 2-hr storage at 10% of co-located solar capacity | • Critical mineral exploration<br>• Overseas resource tie-ups<br>• Duty removed: minerals (FY25) and battery machinery (FY26) | • Battery Waste Mgmt. Rules, 2022: EPR across the chain<br>• Chain: Minerals → Cells → Packs → BESS → Recycling |
| Nodal ministry | *Ministry of Heavy Industries* | *Ministry of Heavy Industries* | *Ministry of Power* | *Ministry of Mines* | *MHI, MoP and MoM* |

*India's lithium-ion battery ecosystem is moving from early-stage adoption toward large-scale domestic manufacturing, supported by scaling electric vehicle demand, renewable-linked storage requirements and policy support extending across cells, minerals and components. Electrolytes and electrolyte salts sit at the centre of this shift as fast-growing midstream segments, where technical depth, integrated capability and long customer qualification cycles favour established manufacturers positioned to support the localization of*

## 5. Company overview and financial benchmarking

### 5.1. Company overview

Neogen is an established manufacturer of specialty bromine derivatives in India and have been engaged in manufacturing bromine derivatives since 1991, they have been manufacturing specialty inorganic lithium salts since 1991 and have an installed manufacturing capacity of 2,000 MTPA for lithium compounds. Haridas Kanani established the first Bromine plant of India with Indigenous technology. Neogen Chemicals Limited is a specialty chemicals company with manufacturing capabilities across speciality bromine derivatives, speciality lithium derivatives and organolithium compounds, and is expanding into lithium-ion battery materials, including electrolytes, electrolyte salts and additives. With over three decades of experience, they are one of the oldest and most diverse manufacturers of specialty bromine and lithium derivates in India. Neogen Chemicals Limited is amongst the top three largest manufacturers by installed capacity of speciality bromine derivatives and speciality lithium derivatives in India as of FY26. Neogen is one of the largest Indian manufacturer of specialty lithium derivatives in Fiscal 2026 based on manufacturing capacity. It is also one of the oldest manufacturers of speciality bromine derivatives in India. Neogen is one the largest manufacturer of bromine derivatives in India in terms of volume in FY26. Its products serve pharmaceuticals, agrochemicals, engineering polymers, energy storage and other specialty chemical applications, where stringent purity requirements, specialised manufacturing processes and extensive customer qualification create relatively high entry barriers. Neogen manufacturing site has been approved by several leading pharmaceutical customers in India and internationally, reflecting Neogen's manufacturing and quality capabilities in manufacturing of Bromine derivatives

Organolithium represents a particularly specialised segment within Neogen Chemicals Limited's portfolio, requiring specialised manufacturing, handling, storage and transportation capabilities. Neogen Chemicals Limited is the only listed Indian manufacturer operating in the concentrated global organolithium market, which is served

by only seven significant industrial-scale manufacturers globally. Neogen's purification capabilities enable them to achieve purity levels of up to 99.9999% in high-purity gases, and is among the few organised manufacturers in India with such specialised high-purity manufacturing capabilities At the same time, India's expanding lithium-ion battery manufacturing ecosystem is creating demand for localised production of electrolytes and other battery materials. Neogen Chemicals Limited has one of the largest integrated manufacturing facility by installed capacity in India for lithium-ion battery electrolytes, based on manufacturing capacity, including its Pakhajan facility with planned capacity of approximately 302,000 MTPA of electrolytes and 5,500 MTPA of lithium electrolyte salts and additives.

Neogen is one of the largest manufacturer of specialty inorganic lithium salts in India based on manufacturing capacity in Fiscal 2026. Neogen is among the top five global manufacturers of specialty inorganic lithium compounds by production volume in Fiscal 2026, alongside manufacturers based in Japan, Korea, United Kingdom and China. Neogen Chemicals Limited was the first manufacturer in India to commercially supply lithium-ion battery electrolytes at commercial scale to a giga-scale lithium ion battery cell manufacturing facility. The Company is also one of three manufacturers outside China producing lithium-ion battery electrolyte lithium additives in India. Supported by its capabilities across specialised bromine and lithium chemistry, presence in the concentrated global organolithium market, high-purity gas manufacturing capabilities and expansion into large-scale battery-material manufacturing, Neogen Chemicals Limited is positioned to benefit from increasing demand for specialised chemicals and the localisation of India's lithium-ion battery supply chain.

## 5.2. Financial benchmarking

**Gujarat Fluorochemicals Limited**

The fluorochemicals business traces its origins to 1987, while the current Gujarat Fluorochemicals Limited was incorporated in 2018 and received the chemical business undertaking of the erstwhile Gujarat Fluorochemicals Limited pursuant to a demerger effective from April 1, 2019. The Company is an integrated fluorochemicals manufacturer with operations spanning fluoropolymers, fluorochemicals, specialty chemicals and battery materials, serving applications across automotive, chemicals, electronics, renewable energy and other industrial sectors.

**Archean Chemical Industries Limited**

Incorporated in 2009, Archean Chemical Industries Limited is a specialty marine chemicals company primarily engaged in the production of bromine and industrial salt. The Company operates an integrated production platform based on access to brine resources, with bromine constituting its specialty chemicals business and industrial salt serving chemical and industrial applications in domestic and international markets.

**Tatva Chintan Pharma Chem Limited**

Incorporated in 1996, Tatva Chintan Pharma Chem Limited is a specialty chemicals manufacturer with a diversified portfolio comprising structure directing agents, phase transfer catalysts, electrolyte salts and solutions, and pharmaceutical and agrochemical intermediates and other specialty chemicals. Its products cater to applications across sectors including automotive, pharmaceuticals, agrochemicals, refinery, paints and coatings and energy storage.

**Acutaas Chemicals Limited**

Founded in 2004 as Ami Organics Limited and renamed Acutaas Chemicals Limited in 2025, Acutaas Chemicals Limited is a specialty chemicals manufacturer serving pharmaceutical, semiconductor and battery-material applications. The Company has developed capabilities in advanced pharmaceutical intermediates and specialty chemicals, while expanding into higher-value applications including semiconductor chemicals and battery materials.

| Parameters | Company | FY24 | FY25 | FY26 | Q1 FY27 |
|---|---|---|---|---|---|
| **Total Income (INR Cr.)** | Neogen Chemicals Ltd. | 698.14 | 781.57 | 868.10 | 254.15 |
| | Gujarat Fluorochemicals Ltd. | 4795.00 | 4795.00 | 5038.00 | 1600.00 |
| | Archean Chemical Industries Ltd. | 1373.41 | 1078.30 | 1108.00 | 332.07 |
| | Tatva Chintan Pharma Chem Ltd. | 401.01 | 385.03 | 509.41 | 169.80 |
| | Acutaas Chemicals Ltd. | 724.97 | 1023.80 | 1380.95 | 331.48 |

| Parameters | Company | FY24 | FY25 | FY26 | Q1 FY27 |
|---|---|---|---|---|---|
| **Revenue from Operations (INR Cr.)** | Neogen Chemicals Ltd. | 690.67 | 777.56 | 861.96 | 250.29 |
| | Gujarat Fluorochemicals Ltd. | 4281.00 | 4737.00 | 4996.00 | 1588.00 |
| | Archean Chemical Industries Ltd. | 1330.09 | 1041.02 | 1081.05 | 315.93 |
| | Tatva Chintan Pharma Chem Ltd. | 393.50 | 382.71 | 505.86 | 167.10 |
| | Acutaas Chemicals Ltd. | 717.47 | 1006.68 | 1339.37 | 329.67 |
| **EBITDA (INR Cr.)** | Neogen Chemicals Ltd. | 110.05 | 136.32 | 137.29 | 48.23 |
| | Gujarat Fluorochemicals Ltd. | 955.00 | 1157.00 | 1291.00 | 428.00 |
| | Archean Chemical Industries Ltd. | 505.98 | 351.44 | 265.73 | 72.90 |
| | Tatva Chintan Pharma Chem Ltd. | 68.20 | 34.20 | 93.20 | 32.30 |
| | Acutaas Chemicals Ltd. | 128.50 | 232.10 | 480.40 | 75.00 |
| **EBITDA Margin (%)** | Neogen Chemicals Ltd. | 15.93% | 17.53% | 15.93% | 19.27% |
| | Gujarat Fluorochemicals Ltd. | 22.00% | 24.00% | 26.00% | 27.00% |
| | Archean Chemical Industries Ltd. | NA | 35.00% | 28.00% | NA |
| | Tatva Chintan Pharma Chem Ltd. | 17.30% | 8.90% | 18.40% | 19.00% |
| | Acutaas Chemicals Ltd. | 17.90% | 23.00% | 35.90% | 34.30% |
| **PAT (INR Cr.)** | Neogen Chemicals Ltd. | 35.65 | 34.83 | 28.75 | 17.11 |
| | Gujarat Fluorochemicals Ltd. | 435.00 | 517.00 | 572.00 | 219.00 |
| | Archean Chemical Industries Ltd. | 318.97 | 162.14 | 105.41 | 40.53 |
| | Tatva Chintan Pharma Chem Ltd. | 30.35 | 5.71 | 42.05 | 16.00 |
| | Acutaas Chemicals Ltd. | 48.71 | 160.42 | 356.37 | 74.99 |
| **PAT Margin (%)** | Neogen Chemicals Ltd. | 5.16% | 4.48% | 3.34% | 6.84% |
| | Gujarat Fluorochemicals Ltd. | 10.00% | 11.00% | 11.00% | 14.00% |
| | Archean Chemical Industries Ltd. | NA | 17.40% | 14.00% | NA |
| | Tatva Chintan Pharma Chem Ltd. | 7.70% | 1.50% | 8.30% | 9.60% |
| | Acutaas Chemicals Ltd. | 11.30% | 15.90% | 26.60% | 22.70% |
| **Return on Equity (%)** | Neogen Chemicals Ltd. | 5.74% | 4.50% | 3.58% | NA |
| | Gujarat Fluorochemicals Ltd. | 12.50% | 14.80% | 12.17% | 15.18% |
| | Archean Chemical Industries Ltd. | 20.54% | 10.31% | 7.96% | NA |
| | Tatva Chintan Pharma Chem Ltd. | 4.10% | 0.80% | 7.20% | NA |
| | Acutaas Chemicals Ltd. | 6.50% | 16.00% | 32.5% | NA |
| **Return on Capital Employed (%)** | Neogen Chemicals Ltd. | 8.05% | 8.21% | 5.38% | NA |
| | Gujarat Fluorochemicals Ltd. | 14.63% | 15.79% | 14.05% | 16.63% |
| | Archean Chemical Industries Ltd. | 24.09% | 12.48% | 9.46% | NA |
| | Tatva Chintan Pharma Chem Ltd. | 5.58% | -0.24% | NA | NA |
| | Acutaas Chemicals Ltd. | 10.80% | 16.80% | 39.3% | NA |
| **Debt-to-Equity Ratio** | Neogen Chemicals Ltd. | 0.52 | 0.72 | 1.63 | NA |
| | Gujarat Fluorochemicals Ltd. | 0.35 | 0.29 | NA | NA |
| | Archean Chemical Industries Ltd. | 0.00 | 0.03 | 0.13 | NA |
| | Tatva Chintan Pharma Chem Ltd. | 0.02 | 0.05 | 0.15 | NA |
| | Acutaas Chemicals Ltd. | 0.32 | 0.01 | NA | NA |
| **Net Capital Turnover Ratio** | Neogen Chemicals Ltd. | 2.69 | 2.90 | 3.60 | NA |
| | Gujarat Fluorochemicals Ltd. | NA | NA | NA | NA |
| | Archean Chemical Industries Ltd. | 2.30 | 2.00 | 7.77 | NA |
| | Tatva Chintan Pharma Chem Ltd. | 1.83 | 2.42 | NA | NA |
| | Acutaas Chemicals Ltd. | 3.41 | 1.79 | NA | NA |

*Note(s):*

1. *All figures are on consolidated basis unless otherwise specified.*
2. *For Archean Chemical Industries Ltd. EBITDA Margin, PAT Margin, RoE, RoCE, Debt-to-Equity ratio and Net Capital Turnover ratios are based on standalone figures.*
3. *For Tatva Chintan Pharma Chem Ltd. RoCE and Net Capital Turnover ratio is based on standalone figures.*
4. *For Acutaas Chemicals Ltd. RoE and RoCE are adjusted for Cash & Cash Equivalents, Exceptional Items and CWIP.*

## 6. Key threats and challenges to the industry

The specialty and advanced chemicals industry faces a combination of competitive, operational and technological challenges that may affect product realisations, capacity utilisation, operating margins and returns on capital employed.

- **Global Competition and Excess Capacity:** Increasing global production capacity and competition, particularly from Chinese manufacturers, may result in oversupply and pricing pressure across certain specialty chemical and advanced material product categories. This may adversely affect product realisations, operating margins and returns on recently commissioned capacities.

- **Raw Material Availability and Price Volatility:** Several specialty and advanced chemical value chains depend on critical raw materials and intermediates with concentrated global supply chains. Volatility in raw material prices, supply disruptions and changes in the availability of key inputs may affect input costs, working capital requirements, production continuity and profitability.

- **Technological Shifts and Product Obsolescence:** Rapid developments in end-use technologies, particularly battery chemistries and electrolyte formulations, may alter demand for specific chemical products and intermediates. Manufacturers may need to continuously invest in research and development and product innovation to maintain product relevance, while products linked to specific technologies may face slower adoption or obsolescence.

- **Customer Qualification and Capacity Utilisation;** Specialty and advanced chemicals often require extensive customer testing and qualification before commercial adoption. Delays in customer approvals or slower-than-anticipated demand ramp-up may result in a lag between capacity commissioning and commercial-scale utilisation, affecting asset utilisation and returns on capital employed.

- **Global Demand and Trade Disruptions:** The industry is exposed to global economic conditions and international supply chains. Changes in demand, customer destocking, tariffs, trade restrictions and geopolitical developments may affect export volumes, market access and product realisations.

- **Evolving Regulatory and Environmental Requirements:** Changes in environmental, chemical registration, product safety, hazardous-material and import/export regulations may require modifications to products, manufacturing processes or supply chains. Compliance with increasingly stringent requirements may increase operating and capital expenditure and, in certain cases, restrict the manufacture, use or sale of specific products.

- **Manufacturing and Process Safety Risks:** The manufacture of specialty and advanced chemicals may involve hazardous or reactive materials and complex production processes. Operational incidents, including fires, chemical leaks, equipment failures or other safety events, may result in production disruptions, asset damage, increased costs and potential liabilities.

## GLOSSARY OF ABBREVIATIONS USED

| S. No. | Abbreviation | Full Form |
|---|---|---|
| 1 | ACC | Advanced Chemistry Cell |
| 2 | AI | Artificial Intelligence |
| 3 | B | Billions |
| 4 | BE | Budget Estimate |
| 5 | BESS | Battery Energy Storage System |
| 6 | CAGR | Compound Annual Growth Rate |
| 7 | Cr | Crore |
| 8 | CY | Calendar Year |
| 9 | CY30P | Calendar Year 2030 Projected |
| 10 | DCPC | Department of Chemicals and Petrochemicals |
| 11 | DMC | Dimethyl Carbonate |
| 12 | DEC | Diethyl Carbonate |
| 13 | E | Estimate |
| 14 | EC | Ethylene Carbonate |
| 15 | EPR | Extended Producer Responsibility |
| 16 | EV | Electric Vehicle |
| 17 | FAME | Faster Adoption and Manufacturing of Electric Vehicles |
| 18 | FAME-II | Faster Adoption and Manufacturing of Electric Vehicles in India Phase II |

| S. No. | Abbreviation | Full Form |
|---|---|---|
| 19 | FDI | Foreign Direct Investment |
| 20 | FY | Financial Year |
| 21 | FY26E | Financial Year 2025-26 Estimate |
| 22 | FY31P | Financial Year 2030-31 Projected |
| 23 | GDP | Gross Domestic Product |
| 24 | GVA | Gross Value Added |
| 25 | GW | Gigawatt |
| 26 | GWh | Gigawatt-hour |
| 27 | HF | Hydrogen Fluoride |
| 28 | ICE | Internal Combustion Engine |
| 29 | IIP | Index of Industrial Production |
| 30 | INR | Indian Rupee |
| 31 | ISTS | Inter-State Transmission System |
| 32 | IT | Information Technology |
| 33 | KT | Thousand Metric Tonnes |
| 34 | kWh | Kilowatt-hour |
| 35 | LiFSI | Lithium Bis(fluorosulfonyl)imide |
| 36 | $LiPF_6$ | Lithium Hexafluorophosphate |
| 37 | LFP | Lithium Iron Phosphate |
| 38 | LIB | Lithium-Ion Battery |
| 39 | LMFP | Lithium Manganese Iron Phosphate |
| 40 | M | Million |
| 41 | MHI | Ministry of Heavy Industries |
| 42 | MMT | Million Metric Tonnes |
| 43 | MoM | Ministry of Mines |
| 44 | MoP | Ministry of Power |
| 45 | MTPA | Metric Tonnes Per Annum |
| 46 | NCMM | National Critical Mineral Mission |
| 47 | NMC | Nickel Manganese Cobalt |
| 48 | NMC811 | Nickel Manganese Cobalt 811 |
| 49 | P | Projected |
| 50 | PCPIR | Petroleum, Chemicals and Petrochemicals Investment Region |
| 51 | PCPIRs | Petroleum, Chemicals and Petrochemicals Investment Regions |
| 52 | PLI | Production Linked Incentive |
| 53 | PLI-ACC | Production Linked Incentive Scheme for Advanced Chemistry Cell Battery Storage |
| 54 | PLI-Auto | Production Linked Incentive Scheme for Automobile and Auto Components |
| 55 | PM | Prime Minister |
| 56 | PM E-DRIVE | PM Electric Drive Revolution in Innovative Vehicle Enhancement |
| 57 | R&D | Research and Development |
| 58 | T | Trillion |
| 59 | US | United States |
| 60 | US$ | United States Dollar |
| 61 | VGF | Viability Gap Funding |
| 62 | YoY | Year-on-Year |
| 63 | 5G | Fifth Generation Mobile Network Technology |

## SUMMARY OF OUR BUSINESS

*In this Preliminary Placement Document, unless the context otherwise indicates, requires or implies, any reference to "the Company" or "our Company" refers to Neogen Chemicals Limited, on a standalone basis, and any reference to "we", "us" or "our" is a reference to our Company, together with our Subsidiaries and Joint Venture, on a consolidated basis, as of and for the relevant years/period covered by the Audited Consolidated Financial Statements and Unaudited Consolidated Financial Results.*

*Some of the information in this section, including information with respect to our business plans and strategies, contain forward looking statements that involve risks and uncertainties. You should read "**Forward-Looking Statements**" on page 18 for a discussion of the risks and uncertainties related to those statements and also "**Risk Factors**" and "**Financial Information**" beginning on pages 78 and 202, respectively, for certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.*

*Our fiscal year ends on March 31 of each year. Accordingly, references to a "Fiscal" year are to the 12-month period ended March 31 of the relevant year. Unless otherwise indicated or the context otherwise requires, the financial information for Fiscals 2026, 2025 and 2024 included herein is derived from the Audited Consolidated Financial Statements and the financial information for the three months ended June 30, 2026 included herein is derived from the Unaudited Consolidated Financial Results. For further information, see "**Financial Information**" on page 202.*

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Indian Chemicals Industry Report" dated September 8, 2026 (the "**1Lattice Report**"), prepared and released by 1Lattice, appointed by us on August 21, 2026 and exclusively commissioned and paid for by us to enable the investors to understand the industry in which we operate in connection with this Issue. The data included herein includes excerpts from the 1Lattice Report and may have been reordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Issue), that have been left out or changed in any manner. Unless otherwise indicated, 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 Fiscal/period, as applicable. For more information, see "**Risk Factors – Certain sections of this Preliminary Placement Document disclose information from the industry report which has been commissioned and paid for by us exclusively in connection with the Issue and any reliance on such information for making an investment decision in the Issue is subject to inherent risks**" on page 100.*

### OVERVIEW

We are a global specialty chemical manufacturer with expertise across organic and inorganic chemicals, serving various end-use industries such as pharmaceuticals, battery chemicals, agrochemicals, aroma chemical, electronic-chemical, construction chemicals, specialty polymer and refrigerant for vapour absorption machine ("**VAM**"). With over three decades of experience, we are one of the oldest and most diverse manufacturers of specialty bromine and lithium derivates in India and amongst the top three largest Indian manufacturer by installed capacity of specialty bromine derivatives and specialty lithium derivatives as of Fiscal 2026. (*Source: 1Lattice*) We are also one of the largest Indian manufacturer of specialty lithium derivatives in Fiscal 2026 based on manufacturing capacity. (*Source: 1Lattice Report*)

We commenced our operations in the year 1991 as a manufacturer of specialty bromine and lithium compounds at our facility in Mahape, Navi Mumbai, Maharashtra. Over the years, we have grown from a single-site manufacturer of four products into a diversified specialty chemicals company with expertise across organic and inorganic chemicals, operating four Manufacturing Facilities and two dedicated R&D facilities, and serving customers across multiple end-user industries and geographies. We have a portfolio of 258 products registered with the Directory of World Chemical Producers, comprising of organic chemicals and inorganic chemicals, as of June 30, 2026.

*Our products*

We offer specialty chemical products mainly in two primary categories, namely (i) organic chemicals, and (ii) inorganic chemicals:

- ***Organic chemicals***: our product offering in this category comprises of three product sub-categories, (i) bromine compounds, (ii) organolithium compounds, and (iii) advanced intermediates and custom synthesis manufacturing ("**CSM**").

  (i) *Bromine compounds*: We are an established manufacturer of specialty bromine derivatives in India and have been engaged in manufacturing bromine derivatives since 1991. (*Source: 1Lattice Report*) We manufacture a broad range of over 200 bromine derivatives as on June 30, 2026, which are used across a range of end-use industries, including pharmaceuticals, agrochemicals, flavours and fragrances, dyes and polymers. Our manufacturing site has been approved by several leading pharmaceutical customers in India and internationally, reflecting our manufacturing and quality capabilities in manufacturing of Bromine derivatives. (*Source: 1Lattice Report*) We consume more than 4,000 metric tonnes per annum ("**MTPA**") of bromine and brominating agents in the manufacture of our bromine derivatives and have an aggregate installed reactor capacity of over 400,000 litres. Our broad product portfolio and manufacturing capabilities enable us to manufacture bromine derivatives across a range of applications and customer requirements.

  (ii) *Organolithium compounds*: We manufacture organolithium compounds, which are produced through reactions involving lithium metal and organic chemicals. These products are used as specialised reagents and catalysts across a range of applications, including pharmaceuticals, agrochemicals, semiconductors and specialty polymer. We entered this product category in 2023 through the acquisition of a manufacturing facility from a U.S. based company. Since entering this product category, we have increased our manufacturing capacity by more than 2.5 times over the last three Fiscals, and our expanded capacity is currently fully utilised. Our manufacturing capabilities in this product category have enabled us to receive approvals from customers across pharmaceutical, agrochemical, semiconductor and specialty polymer applications. We currently also export these products to customers in Europe, Japan and Republic of Korea. We are the only listed Indian manufacturer operating in the global organolithium market, which is highly concentrated and comprises only seven significant industrial-scale manufacturers globally. (*Source: 1Lattice Report*) We believe our presence across multiple end-use industries, customer approvals and export markets, together with our manufacturing capabilities and capacity expansion, positions us to participate in the growing market for these specialised products.

  (iii) *Advanced intermediates and CSM*: Our advanced intermediates and CSM business comprises the manufacture of complex and advanced intermediates using multi-step chemistry. We undertake multiple sequential chemical reactions, including bromination, chlorination, fluorination, Grignard reactions, Suzuki coupling, organolithium reactions and other specialised chemistries. Our manufacturing capabilities enable us to undertake processes involving up to six to seven stages of chemistry and manufacture advanced intermediates that are used in the later stages of the synthesis of pharmaceutical, agrochemical and specialty performance chemical products. Our advanced intermediates may be manufactured and supplied under a product model, where the products may be supplied to multiple customers, or under a CSM model, where products are manufactured for specific customers based on their requirements. Under our CSM model, we undertake custom synthesis and manufacturing for innovators, specialty generic pharmaceutical companies and performance chemical manufacturers, including customers in Europe, Japan and the United States. Our CSM business provides capabilities across various stages of the product development and manufacturing lifecycle, including process development, process optimisation, scale-up and commercial manufacturing. Our advanced intermediates and CSM business caters to customers across a range of end-use industries, including pharmaceuticals, agrochemicals, flavours and fragrances, semiconductors and refrigeration. Our ability to undertake complex, multi-step chemistry across different reaction types enables us to manufacture a diverse range of advanced intermediates and customised products based on customer-specific requirements. As part of this business, we also manufacture and purify specialty fluorinated gases, which are used in semiconductor, specialty polymer and other performance chemical applications. Our purification capabilities enable us to achieve purity levels of up to 99.9999% in high-purity gases, and we are among the few organised manufacturers in India with such specialised high-purity manufacturing capabilities (*Source: 1Lattice Report*), which are required for certain specialised applications, including semi-conductors.

- ***Inorganic chemicals***: our product offering in this category primarily comprise of two product sub-categories, namely, (i) specialty inorganic lithium derivatives (for non-battery applications), and (ii) lithium-ion battery materials business.

  (i) *Specialty inorganic lithium derivatives (for non-battery applications)*: We are the largest manufacturer of specialty inorganic lithium salts in India based on manufacturing capacity in Fiscal 2026. (*Source: 1Lattice Report*) We are among the top five global manufacturers of specialty inorganic lithium compounds by production volume in Fiscal 2026, alongside manufacturers based in Japan, Korea, United Kingdom and China. (*Source: 1Lattice Report*) We have been manufacturing specialty inorganic lithium salts since 1991 and have an installed manufacturing capacity of more than 2,000 MTPA for lithium compounds. (*Source: 1Lattice Report*) We have also been importing lithium carbonate into India for more than two decades. Our specialty inorganic lithium compounds are used across a range of industrial and pharmaceutical applications. These include lithium bromide, which is used as a cooling medium in vapour absorption cooling systems, including systems supplied to prominent customers in Japan and Republic of Korea. Vapour absorption cooling systems can provide an alternative to certain conventional cooling technologies that use refrigerants such as chlorofluorocarbons ("**CFCs**") and hydrochlorofluorocarbons ("**HCFCs**"), which have ozone-depleting properties and, in certain cases, high global warming potential. Our lithium-based compounds are also used as catalysts in polymer production and as raw materials and intermediates in the manufacture of pharmaceutical products.

  (ii) *Lithium-ion battery materials*: We manufacture electrolytes for lithium-ion batteries ("**LIBs**") and are the first manufacturer in India to commercially supply lithium-ion battery electrolytes at commercial scale to a giga-scale lithium-ion battery cell manufacturing facility. (*Source: 1Lattice Report*) We also manufacture electrolyte salts which are used for captive consumption and are also exported to customers in international markets. We are also one of three manufacturers outside China producing lithium-ion battery electrolyte lithium additives. (*Source: 1Lattice Report*) We commenced commercial production of electrolyte salts in March 2024 and of electrolytes in June 2024 at our Dahej facility and have supplied electrolytes to giga factory in India. Our existing manufacturing capacity is capable of supporting battery cell production of above 2 GWh.

  Electrolyte is a key component of LIBs and typically contributes to 8% to 10% of the cost of a battery cell and to 10% to 14% of its bill of materials ("**BOM**"). Electrolyte facilitates the movement of lithium ions between the cathode and anode during the charging and discharging of a battery and comprises lithium electrolyte salts, organic solvents, lithium additives and organic additives formulated to meet the specific requirements of different battery cell chemistries and applications. Local manufacture of electrolytes is important due to their relatively limited shelf-life ranging from one to three months and sensitivity to transportation and storage conditions, including the requirement for controlled temperatures and protection from direct contact with air and moisture. Local manufacturing enables battery cell manufacturers to reduce transportation-related risks and maintain product quality and consistency, which are critical for performance of battery. To cater to the anticipated growth in India's LIB manufacturing industry, we are in the process of establishing an additional electrolyte manufacturing facility in Pakhajan, Dahej PCPIR, Gujarat ("**PCPIR/ Pakhajan**"), with a planned capacity of over 30,000 MTPA, which is expected to support battery cell production of over 30 GWh. Further, we have one of the largest integrated manufacturing facility by installed capacity in India for lithium-ion battery electrolytes, based on manufacturing capacity, including our PCPIR facility, with planned capacity of over 32,000 MTPA of electrolytes and 5,500 MTPA of lithium electrolyte salts and additives. (*Source: 1Lattice Report*) We believe that our existing commercial-scale manufacturing experience, customer approvals and technology partnership with a Japanese company, provide us with experience and capabilities to support the qualification and supply requirements of domestic LIB cell manufacturers.

The table sets forth the revenue contribution from our business segments for the period/ year indicated:

| Products | For three months ended June 30, 2026 | | Fiscal | | | | | |
|---|---|---|---|---|---|---|---|---|
| | | | 2026 | | 2025 | | 2024 | |
| | Amount (₹ crores) | Percentage of revenue from operations (%) | Amount (₹ crores) | Percentage of revenue from operations (%) | Amount (₹ crores) | Percentage of revenue from operations (%) | Amount (₹ crores) | Percentage of revenue from operations (%) |
| Organic chemicals | 193.67 | 77.38 | 734.46 | 85.21 | 665.79 | 85.62 | 543.92 | 78.75 |
| Inorganic chemicals | 56.62 | 22.62 | 127.50 | 14.79 | 111.77 | 14.38 | 146.75 | 21.25 |
| **Total** | **250.29** | **100.00** | **861.96** | **100.00** | **777.56** | **100.00** | **690.67** | **100.00** |

*R&D and Manufacturing Facilities*

We place a strong emphasis on research and development ("**R&D**"), which enables us to address the requirements of our customers, pursue innovation, enhance existing products with emerging technologies, and optimize costs across our products through value engineering. Our R&D activities are focused on developing new products, chemistries and manufacturing processes across our bromine derivatives, lithium derivatives, advanced intermediates and organolithium compounds. Over the last 25 years, we have developed more than 250 product technologies through our in-house R&D and new product development capabilities. We have established two dedicated R&D units located in Mahape, Navi Mumbai, Maharashtra and Karakhadi, Vadodara, Gujarat. We focus on R&D to drive sustained growth and continue to deploy resources towards our R&D activities. As of June 30, 2026, our R&D team comprise 125 employees, including nine holders of doctorate degrees and other qualified professionals from diverse backgrounds in engineering, science, and technology. Our Managing Director is actively involved in overseeing the functioning of our R&D divisions and spends significant time in overseeing the R&D function. Our product portfolio has grown from 20 products in 2001 to 258 products as of three months ended June 30, 2026.

We operate four Manufacturing Facilities strategically located across Mahape (Maharashtra), Vadodara (Gujarat), Dahej (Gujarat) and Patancheru (Telangana), with an aggregate land area of over 225,480 sq. m. Our Manufacturing Facilities are equipped with dedicated infrastructure for the production of specialty chemicals and intermediates and are designed to support our diversified product portfolio. We have one of the largest integrated manufacturing facility by installed capacity in India for lithium-ion battery electrolyte, based on manufacturing capacity including the PCPIR facility with planned capacity of over 32,000 MTPA of electrolytes and 5,500 MTPA of lithium electrolyte salts and additives. (*Source: 1Lattice Report*) As of the three months ended June 30, 2026, our facilities have an aggregate installed capacity of 438 $m^3$ for organic chemicals, 39 $m^3$ for inorganic chemicals and 300 MTA of organolithium compounds at our Patancheru facility. The strategic location of our Manufacturing Facilities enables us to cater efficiently to customers across domestic and international markets while maintaining operational flexibility and supply chain efficiency.

Our Manufacturing Facilities are supported by robust quality, environmental, health and safety management systems and are certified under internationally recognized standards, including ISO 9001:2015, ISO 14001:2015, ISO 26000:2010, ISO 31000:2018, ISO 37001:2016, ISO 45001:2018 and ISO 20400:2017, from Bureau Veritas. Further, our Dahej and Karakhadi facilities have been certified for Good Manufacturing Practices for pharma industry by Société Générale de Surveillance SA, supporting our focus on quality and regulatory compliance. We have implemented stringent quality control and quality assurance protocols across our manufacturing operations, with dedicated quality control and quality assurance teams monitoring the entire manufacturing process from initial testing stage to final product inspection. In addition, our Manufacturing Facilities operate with a focus on sustainable manufacturing practices, including zero liquid discharge initiatives, renewable energy, efficient resource utilization and adherence to stringent environmental, health and safety standards.

The table below sets forth the details about our Manufacturing Facilities:

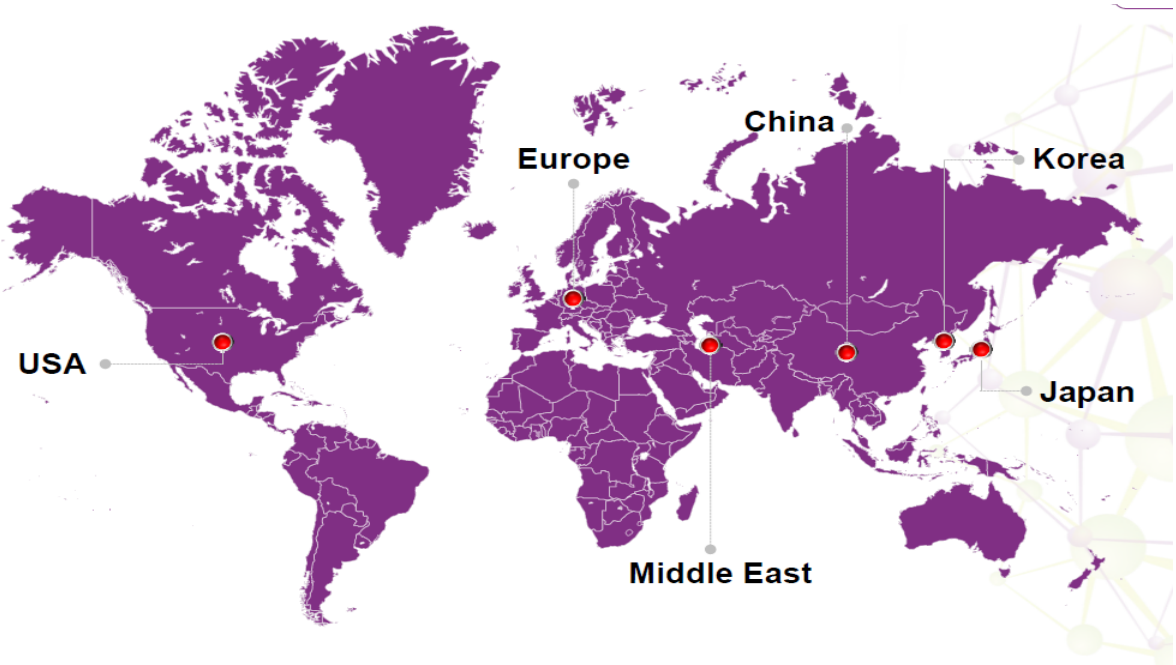
| Facility | Products manufactured | Facility overview |
|---|---|---|
| Mahape, Navi Mumbai, Maharashtra Manufacturing Facility 1 | Speciality bromine and lithium derivatives, advance intermediates including CSM | |

| Facility | | Products manufactured | Facility overview |
|---|---|---|---|
| Karakhadi, Vadodara, Gujarat | Manufacturing Facility 2 | Speciality bromine, advance intermediates including CSM | |
| Dahej SEZ, Bharuch, Gujarat* | Manufacturing Facility 3 | Speciality bromine and lithium derivatives, advance intermediates including CSM | |
| Patancheru, Hyderabad, Telangana | Manufacturing Facility 4 | Organolithium compounds | |

* *Following the fire incident at Dahej plant in March 2025, the capacity is unavailable. A replacement plant of the same capacity is currently under construction and is expected to be commissioned by H1 F.Y. 2026-27.*

*Key markets*

We have a well-established presence in both domestic and international markets, supported by our manufacturing and operations in India. In addition to serving customers across key end-use industries within India, we export 30% of total sale our products as of June 30, 2026. In Fiscal 2026, we have served customers across 27 countries (including India) spanning diverse industries in Republic of Korea, Europe, China, Japan, Middle East and USA, among others, enabling us to diversify our revenue base and mitigate any geographic concentration risk. Our global footprint demonstrates our ability to engage and manage international supply chains and strategically access global markets.




*Our Promoters and Management*

Our Promoters have a cumulative experience of more than five decades in the field of chemical engineering and have been instrumental in the growth of our business. Our Promoter and Managing Director, Harin Kanani, has experience in specialty chemical industry. He also holds a doctorate in chemical engineering from the University

of Maryland and has also been the primary author on manuscripts in the field of chemical engineering. Our Chairman Emeritus, Haridas Kanani, has experience in chemical engineering and provides valuable guidance and mentorship to our Company. He established the first Bromine plant of India with Indigenous technology. (*Source: 1Lattice Report*) His leadership has been instrumental in transforming the business operations and increase the growth of the operations and he brings to our Company his vision and leadership which we believe has been instrumental in transforming our business operations. Our Chairman, Anurag Surana, has experience in the specialty chemicals industry, specialty and fine chemicals business and has extensive experience in the field of agrochemicals. He has previously served in companies such as PI Industries Limited. Our Board is supported by our Key Managerial Personnel and Senior Management, who have diverse experience in finance, operations, human resource management and supply chain management.

*Key financial and operational performance metrics*

We have established a track record of consistent revenue growth and profitability. The following table sets forth certain of our financial information for the three months ended June 30, 2026 and Fiscals 2026, 2025 and 2024:

(*₹ in crore, unless otherwise stated*)

| Particulars | Three months ended June 30, 2026 | Fiscal 2026 | Fiscal 2025 | Fiscal 2024 |
|---|---|---|---|---|
| Revenue from Operations | 250.29 | 861.96 | 777.56 | 690.67 |
| Revenue Growth | 34.04% | 10.85% | 12.58% | 0.65% |
| Gross Margin | 46.55% | 45.88% | 45.59% | 44.62% |
| Gross Margin Growth | 37.11% | 11.57% | 15.03% | 3.53% |
| EBITDA | 48.23 | 137.29 | 136.32 | 110.05 |
| EBITDA Margin | 19.27% | 15.93% | 17.53% | 15.93% |
| EBITDA Growth | 53.06% | 0.71% | 23.87% | (1.41)% |
| PAT | 17.11 | 28.75 | 34.83 | 35.65 |
| PAT Margin | 6.84% | 3.34% | 4.48% | 5.16% |
| PAT Growth | 66.76% | (17.46)% | (2.30)% | (28.66)% |
| Debt-to- Equity Ratio | N.A. | 1.63 | 0.72 | 0.52 |
| Return on Equity | N.A. | 3.58% | 4.50% | 5.74% |
| Return on Capital Employed | N.A. | 5.38% | 8.21% | 8.05% |
| Net Capital Turnover Ratio | N.A. | 3.60 | 2.90 | 2.69 |

**STRENGTHS**

***We are one of the largest manufacturers of bromine derivatives in India in terms of volume in Fiscal 2026***

We are a specialty chemical manufacturer, with both domestic and global presence and hold the following leadership positions in bromine derivates:

- We are one of the oldest and most diverse manufacturer of specialty bromine derivatives in India and amongst the top three largest Indian manufacturer by installed capacity of specialty bromine derivatives in Fiscal 2026; and

- We are amongst the few organised manufacturers in India with specialised high-purity manufacturing capabilities that enable us to achieve purity levels of up to 99.9999% for speciality organic gases.

(*Source: 1Lattice Report*)

Over the last three decades of operational history, we have developed significant expertise in bromine chemistry and have established a broad portfolio of more than 200 organic products. Our product portfolio includes a diverse range of organic and inorganic bromine derivatives serving customers across pharmaceutical, agrochemical, flavours and fragrances, dyes and other performance chemical applications.

Our scale of operations is supported by our consumption of more than 4,000 MTPA of bromine and brominating agents and an aggregate installed reactor capacity of over 400,000 litres. Our manufacturing capabilities enable us to undertake a broad range of bromination reactions and manufacture products with varying levels of complexity and specifications. We believe our scale, manufacturing infrastructure and experience in bromine chemistry provide us with operating and process know-how that would require significant time and investment to replicate. We operate four Manufacturing Facilities strategically located across Mahape (Maharashtra), Vadodara (Gujarat), Dahej (Gujarat) and Patancheru (Telangana), with an aggregate land area of over 225,480 sq. m. Our

Manufacturing Facilities are equipped with dedicated infrastructure for the production of specialty chemicals and intermediates and are designed to support our diversified product portfolio.

Our broad product portfolio enables us to address diverse customer requirements across multiple applications and end-use industries. In Fiscal 2026, we have served customers in 27 countries for our bromine derivative products. The geographic diversification of our export revenues enables us to mitigate concentration risks, optimise pricing opportunities across markets and maintain a balanced mix of domestic and international sales. We have developed relationships with customers across India and international markets, and our Manufacturing Facilities have been approved by several leading pharmaceutical customers in India and overseas. Such customer approvals involve meeting customer-specific requirements relating to product quality, consistency, manufacturing processes and supply capabilities, and support our ability to serve customers with stringent quality requirements. Our presence across multiple end-use industries also enables us to diversify our customer and application base.

Our organics chemicals manufacturing segment is further segmented into three sub-categories, namely, (a) bromine compounds; (ii) organolithium compounds; and (iii) advanced intermediates and CSM.

Our bromine and organolithium chemistry capabilities further support our CSM activities, under which we develop and manufacture customised multi-stage and multi-chemistry products for specific customer requirements. Organolithium represents a particularly specialised segment within our portfolio, which requires specialised manufacturing, handling, storage and transportation capabilities. (*Source: 1Lattice Report*) Our ability to combine established bromine and multi-stage chemistry with process development, process optimisation and commercial-scale manufacturing enables us to participate across different stages of the product development and manufacturing lifecycle. This also provides opportunities to develop higher-value and more complex bromine derivatives and deepen our engagement with customers.

***Diversified product portfolio serving varied end-user industries, resulting in a de-risked business model***

We commenced operations in the year 1991 with the manufacture of four products, namely, lithium bromide, n-propyl bromide, potassium bromide and meta-phenoxy benzaldehyde. Since commencement of our manufacturing operations, we have progressively expanded and diversified our product portfolio. As of June 30, 2026, we had manufactured an aggregate of 258 products, comprising organic chemicals and inorganic chemicals

Our business is categorized into two product categories, namely, (i) organic chemicals; and (ii) inorganic chemicals.

We have developed a broad and diversified product portfolio comprising products which enable us to serve across diverse end-use application industries such as pharmaceuticals, battery chemicals, agrochemicals, aroma chemical, electronic-chemical, construction chemicals, specialty polymer and refrigerant for VAM. We further leverage our decades of experience to cater to the specialised and niche requirements of customers across diverse industries and geographies. We have consistently diversified our product portfolio with increasing complexities in terms of multi-step unit operations and processes. Our extensive product portfolio allows us to address varied customer requirements across applications, thereby broadening our customer base and enhancing our ability to establish and maintain long-term relationships with customers and position ourselves as a preferred supplier.

Our sustained focus on R&D and product development has enabled us to expand our product portfolio from 20 products in 2001 to 258 products as of June 30, 2026. Our diverse product portfolio has enabled us to cater to multiple sectors such as pharmaceuticals, agrochemicals, engineering polymers, energy storage and other specialty chemical application-based industries, where stringent purity requirements, specialised manufacturing processes and extensive customer qualification create relatively high entry barriers. (*Source: 1Lattce Report*). Over our three decades of operational history, we have leveraged our early-mover advantage to establish global leadership positions in select niche molecules characterised by high technical complexity, stringent regulatory oversight and significant barriers to entry. These barriers are reinforced by the limited number of global manufacturers with the requisite technical expertise, manufacturing capabilities and regulatory compliance to produce such niche molecules at commercial scale.

Our operational scale and export-oriented capabilities enable us to serve a broad base of customers across multiple international markets, with a substantial portion of our revenues derived from exports. In Fiscal 2026, we have served customers in over 27 countries including Europe, China, Republic of Korea, Japan, USA and Middle East. The geographic diversification of our export revenues enables us to mitigate concentration risks, optimise pricing opportunities across markets and maintain a balanced mix of domestic and international sales. The following table

provides a split of Revenue from Operations between our domestic sales and exports for the period/ years indicated:

| Categories | Three months ended June 30, 2026 | | Fiscal 2026 | | Fiscal 2025 | | Fiscal 2024 | |
|---|---|---|---|---|---|---|---|---|
| | Amount (in ₹ crores) | Percentage of Revenue from Operations | Amount (in ₹ crores) | Percentage of Revenue from Operations | Amount (in ₹ crores) | Percentage of Revenue from Operations | Amount (in ₹ crores) | Percentage of Revenue from Operations |
| Revenue from domestic sales | 175.24 | 70.01% | 616.11 | 71.48% | 559.19 | 71.92% | 501.84 | 72.66% |
| Revenue from exports | 75.05 | 29.99% | 245.85 | 28.52% | 218.37 | 28.08% | 188.83 | 27.34% |
| **Total** | **250.29** | **100.00%** | **861.96** | **100.00%** | **777.56** | **100.00%** | **690.67** | **100.00%** |

Further, the diversity of our product portfolio demonstrate our technical capabilities, manufacturing expertise and ability to undertake the development and manufacture of products with varying specifications and application requirements. Our experience across a wide range of products also enables us to leverage our technical capabilities and customer relationships to develop and manufacture new products and address evolving customer requirements and strengthen our competitive position. Our diversification strategy has effectively mitigated the impact of the declining share of any particular industry in our overall revenue mix and strengthened the balance of our overall product mix. Our diversified industry exposure reduces reliance on any single sector, enhances resilience against any sector-specific downturns and ensures long-term stability

***Strategically located Manufacturing Facilities***

We have manufacturing facilities in several strategic locations in India that enable us to meet customer demand domestically and globally. Our manufacturing facilities are equipped with dedicated infrastructure for the production of specialty chemicals and intermediates and are designed to support our diversified product portfolio.

We operate four Manufacturing Facilities strategically located across Mahape (Maharashtra), Vadodara (Gujarat), Dahej (Gujarat) and Patancheru (Telangana). Our Manufacturing Facilities are spread over 225,480 sq. m. Our Manufacturing Facilities are strategically located in proximity to our customers, enabling us to meet their needs in a time and cost-efficient manner. The geographic diversification enhances our ability to efficiently cater to domestic demand while supporting our growing export business across key international markets. The locational advantage of our Manufacturing Facilities helps in reducing logistical costs, improves our order turnaround times and helps in enhancing supply chain resilience.

The following table sets forth the details of our Manufacturing Facilities:

| Facility | | Facility overview | Products manufactured | Certifications of Manufacturing Facilities |
|---|---|---|---|---|
| Mahape, Navi Mumbai, Maharashtra | Manufacturing Facility 1 | | Speciality bromine and lithium derivatives, advance intermediates including CSM | ISO 9001:2015, ISO 26000:2010, ISO 31000:2018, ISO 37001:2016 from Bureau Veritas |
| Karakhadi, Vadodara, Gujarat | Manufacturing Facility 2 | | Speciality bromine, advance intermediates including CSM | ISO 9001:2015, ISO 14001:2015, ISO 45001:2018, ISO 26000:2010, ISO 31000:2018, ISO 37001:2016 from Bureau Veritas |

| Facility | | Facility overview | Products manufactured | Certifications of Manufacturing Facilities |
|---|---|---|---|---|
| Dahej SEZ, Bharuch, Gujarat* | Manufacturing Facility 3 | | Speciality bromine and lithium derivatives, advance intermediates including CSM | ISO 9001:2015, ISO 14001:2015, ISO 45001: 2018, ISO 26000:2010, ISO 31000:2018, ISO 37001:2016 ISO 20400:2017 from Bureau Veritas and also, GMP (Good Manufacturing Practices) certified by SGS |
| Patancheru, Hyderabad,Telangana | Manufacturing Facility 4 | | Organolithium compounds | ISO 9001:2015, ISO 14001: 2015, ISO 45001: 2018 from Bureau Veritas |

** Following the fire incident at Dahej plant in March 2025, the current capacity is unavailable. However, construction for a replacement plant of the same capacity is completed and expected to be operational by H1 FY 2027.*

Our Manufacturing Facilities support the manufacturing of a diversified portfolio of specialty chemicals and intermediates across multiple end-use industries. Our facilities are equipped with dedicated production infrastructure that enable us to manufacture products with varying specifications, purity requirements and production volumes, supporting both established products portfolio and new product development. Our manufacturing capabilities include reaction capabilities to handle corrosive and toxic chemicals such as bromine, anhydrous hydrogen fluoride and others and distillation processes, enabling us to manufacture products across our product categories.

Further, we focus on continuously enhancing scale, operational efficiency and technological capabilities at our Manufacturing Facilities. And consistently expanded our manufacturing infrastructure through both greenfield and brownfield investments and acquisitions. We have completed reconstruction, on a brownfield basis at our existing Dahej site, of our manufacturing facility following the fire incident at our Dahej plant in March 2025, with commercial production expected to commence shortly, restoring our previous capacity at that site of 258 $m^3$ (organic chemicals reactor capacity) and 30 $m^3$ (inorganic chemicals tonnage capacity). Further, we are in the process of setting up a new manufacturing facility at Pakhajan, Dahej.

We have also implemented stringent quality control and quality assurance protocols across our manufacturing operations, with dedicated quality control and quality assurance teams monitoring the entire manufacturing process from initial testing stage to final product inspection. In addition, our Manufacturing Facilities operate with a focus on sustainable manufacturing practices, including zero liquid discharge initiatives, renewable energy, efficient resource utilization and adherence to stringent environmental, health and safety standards.

***Diversified customer-base with robust customer relationships***

Our product portfolio has a wide range of applications that enables us to cater to diverse customer base across a wide array of end-use industries such as pharmaceutical, agrochemical, aroma chemical, electronic-chemical, construction chemicals, specialty polymer and refrigerant for VAM, reflecting our market reach and diverse customer engagement. In Fiscal 2026, we have supplied our products to customers in 27 countries.

We have developed long-term relationships with many of our customers, which has helped us grow and expand over the years. Our customer relationships are led primarily by our ability to develop innovative processes and meet stringent quality and technical specifications. As a result, we have a history of high customer retention and have been manufacturing products for certain customers for decades.

The following table sets forth the Revenue from Operations contributed by our top customer, top five and top 10 customers, for the periods/years indicated:

*(₹ in crore)*

| Customers | Three months ended June 30, 2026 | | Fiscal 2026 | | Fiscal 2025 | | Fiscal 2024 | |
|---|---|---|---|---|---|---|---|---|
| | Revenue from Operations | As a % of Revenue from Operations | Revenue from Operations | As a % of Revenue from Operations | Revenue from Operations | As a % of Revenue from Operations | Revenue from Operations | As a % of Revenue from Operations |
| Top customer | 19.35 | 7.73% | 85.56 | 9.93% | 53.67 | 6.90% | 40.63 | 5.88% |
| Top five customers | 71.60 | 28.61% | 165.75 | 19.23% | 147.95 | 19.03% | 156.85 | 22.71% |
| Top 10 customers | 99.36 | 39.70% | 247.39 | 28.70% | 242.45 | 31.18% | 245.23 | 35.51% |

We believe that our ability to attract and retain a diversified customer base is supported by our technical capabilities, regulatory compliance track record, consistent quality standards, and long operating history across derivatives industry. We complement our customer relationships through active engagement across product development, process improvement and capacity planning.

***Robust R&D capabilities, driving product innovation to address customised customer requirements***

Our focus on innovation through R&D has been instrumental in the growth of our business. Our specialty chemicals are key raw materials across various application industries, and we have continuously diversified our product portfolio to address the changing needs of the customers and applications. As of June 30, 2026, we had a portfolio of over 258 specialty chemical products which enables us to cater to existing and will enable us to cater to new customers and markets.

We have two dedicated R&D facilities, located in Karakhadi, Vadodara, Gujarat and Mahape, Maharashtra. As of June 30, 2026, our R&D team comprise of 125 professionals, constituting around 13.38% of our total workforce including nine holders of doctorate degrees and other qualified professionals from diverse backgrounds in engineering, science, and technology. Our R&D laboratory is equipped to undertake various chemicals reactions and processes such as bromination, chlorination, fluorination, Grignard reactions, Suzuki coupling, organolithium reactions and other specialised chemistries. Our R&D activities are focused on supporting our contract development and manufacturing organization ("**CDMO**") and custom synthesis business, as well as the development and optimisation of battery materials such as electrolyte salts and additives. Our R&D capabilities have enabled us to develop and commercialise customised products and technologies in bromine derivatives, lithium derivatives, advanced intermediates and organolithium compounds. In addition, our R&D laboratory has developed technologies for electrolyte salts, additives and intermediates, including materials relevant to sodium-ion battery technologies, thereby strengthening our ability to address evolving customer requirements and emerging applications.

We undertake R&D activities for lithium-ion battery electrolytes and develop electrolyte formulations for different customer cell requirements. Our R&D team has undertaken several joint development projects with customers to develop electrolyte formulations for battery cell technologies. Certain electrolytes developed through these joint development programmes are currently being used at commercial scale and have received the requisite safety and other applicable approvals.

Our electrolyte R&D activities are supported by the licensed technology partnership under a composition services agreement, pursuant to which we receive technical support in relation to electrolyte compositions and formulations. This enables us to leverage the Japanese company's experience in electrolyte technology while developing formulations suited to the specific requirements of our customers and their cell chemistries.

Our R&D laboratory currently serves more than 20 domestic customers for their electrolyte development and R&D requirements. Through these engagements, we work with customers during the development, testing and qualification stages and develop electrolyte formulations based on their specific cell chemistry, performance and application requirements.

In addition to electrolyte formulations, our R&D team has developed in-house technologies for electrolyte salts, electrolyte additives and their intermediates. We are also undertaking development activities for materials relevant to emerging battery technologies, including sodium-ion batteries. These R&D capabilities enable us to develop a broader portfolio of battery materials and support our ability to respond to evolving requirements across the battery materials industry.

Our R&D facilities are certified under various quality, environmental and safety management standards such as ISO 9001:2015, ISO 14001:2015, ISO 26000:2010, ISO 31000:2018, ISO 37001:2016, ISO 45001:2018 and ISO 20400:2017 from Bureau Veritas, as on the date of this Preliminary Placement Document. The table sets forth our R&D expenditure for the period/ years indicated:

*(₹ in crore)*

| Particular | Three months ended June 30, 2026 | | Fiscal 2026 | | Fiscal 2025 | | Fiscal 2024 | |
|---|---|---|---|---|---|---|---|---|
| | Amount | % of Revenue from Operations | Amount | % of Revenue from Operations | Amount | % of Revenue from Operations | Amount | % of Revenue from Operations |
| R&D expenditure | 6.95 | 2.78% | 16.12 | 1.87% | 1.15 | 0.15% | 3.49 | 0.51% |

Our Managing Director, Harin Kanani is involved in the R&D initiatives under guidance of our Chairman Emeritus, Haridas Thakarshi Kanani. Further, since the commencement of our dedicated R&D department in December 2001, our product portfolio has grown from around 20 products in 2001 to 258 products as of June 30, 2026 (excluding the products developed under CSM and battery materials).

We have leveraged our R&D capabilities to manufacture and supply a range of new product offerings to cater to industries, including pharmaceuticals, battery chemicals, agrochemicals, aroma chemical, electronic-chemical, construction chemicals, specialty polymer and refrigerant for VAM.

***Experienced Promoters and senior management team overseeing consistent financial growth***

We benefit from the leadership of our Promoters and an experienced senior management team with deep domain expertise across, complex chemistry, regulatory compliance and commercial operations.

Our promoters, Haridas Thakarshi Kanani and Harin Haridas Kanani, have a cumulative experience of more than five decades. Harin Haridas Kanani, our Promoter and Managing Director, is a chemical engineer and alumni of the Indian Institute of Technology, Bombay. He has also completed his Ph.D. in chemical engineering from the University of Maryland, College Park, USA. He has experience in specialty chemicals industry. He has driven operational growth and expansion across manufacturing, quality systems, marketing, purchase and business management, and has contributed to building our compliant manufacturing platform serving regulated global markets.

Haridas Kanani, our Chairman Emeritus, is a qualified chemical engineer from Indian Institute of Technology, Bombay with more than three decades of experience in the specialty chemicals industry and provides valuable guidance and mentorship to our Company. He established the first bromine plant of India with indigenous technology. (*Source: 1Lattice Report*) He has been associated with our Company across strategic, commercial and leadership roles. His vision and leadership have been instrumental in expanding our business operations and guidance to our R&D department to develop innovative products.

Our Board of Directors is supported by Key Managerial Personnel and Senior Management with experience across finance, operations, human resources management and supply chain management.

We have established a track record of strong financial performance with consistent revenue growth and profitability, which has allowed us to generate sustained revenue and profit growth in the last three fiscals. Our Revenue from Operations has grown at a CAGR of 11.71% between Fiscal 2024 and Fiscal 2026. The following table sets forth certain of our financial information for the periods/ years indicated:

*(₹ in crore)*

| Particulars | Three months ended June 30, 2026 | Fiscal 2026 | Fiscal 2025 | Fiscal 2024 |
|---|---|---|---|---|
| Revenue from Operations | 250.29 | 861.96 | 777.56 | 690.67 |
| Restated Profit after Tax for the period/ year | 17.11 | 28.75 | 34.83 | 35.65 |
| Return on Equity | N.A. | 3.58% | 4.50% | 5.74% |
| Return on Capital Employed | N.A. | 5.38% | 8.21% | 8.05% |

## OUR STRATEGIES

***Leverage our experience to capitalise on growth opportunities in the battery chemicals market***

As per the 1Lattice Report, pursuant to the Production Linked Incentive ("**PLI**") Scheme for advanced chemistry cell ("**ACC**") batteries, the Government of India has approved an outlay of ₹18,100 crores to support the establishment of 50 GWh of ACC manufacturing capacity in India. A PLI scheme for battery components has also been proposed, which, if implemented, is intended to deepen localisation across the battery value chain. (*Source: 1Lattice Report*)

We believe that the localisation requirements under the PLI scheme, together with the scale of announced and under-development ACC manufacturing capacity in India, may result in increased domestic demand for electrolyte and lithium salts from domestic cell manufacturers. Our Company's existing manufacturing facilities, product portfolio and customer relationships in the electrolyte and lithium salt segments are intended to be leveraged to pursue such opportunities. Further, our R&D laboratory currently serves more than 20 domestic customers for their electrolyte development and R&D requirements

Through our subsidiary, Neogen Ionics Limited, we have commissioned 2,000 MT of electrolyte manufacturing capacity at Dahej SEZ and 200 MTPA of lithium electrolyte salts/ additive capacity (with trial production ongoing for the remaining planned capacity aggregating to 2,300 MTPA for the lithium electrolyte salts/ additive capacity). Our Company is additionally developing further capacity at Dahej SEZ and at a new site at Pakhajan, Dahej PCPIR, which upon completion is intended to bring aggregate planned capacity to 30,000 MT of electrolyte and 3,000 MT of lithium electrolyte salts and additives. Additionally, we are the first manufacturer in India to commercially supply lithium-ion battery electrolytes at commercial scale to a giga-scale battery manufacturing facility. (*Source: 1Lattice Report*) We believe that this additional capacity will help us further leverage our capabilities to capitalise on the growing opportunities in the battery chemical market.

Our Company has entered into a licensing arrangement with a Japanese company for electrolyte manufacturing technology that is expected to enable us to manufacture electrolytes with a capacity of 30,000 MTPA, which we estimate could support over 30 GWh of battery production upon completion, and has executed a joint venture with Morita Investment for electrolyte salt business, which includes a committed equity contribution. Our Company believes such partnerships provide it with technology access and financial support for the scale-up of its battery chemicals capacities.

***Expanding CSM capabilities to support business growth and increase wallet share***

We believe that our CSM business enables us to enter into long-term contracts with assured margins and product off-take, thereby strengthening repeat business as year-on-year repeatability is established with these customers. Under our CSM offering, products are developed and customised for specific customers, with process know-how and technical specifications developed in-house, serving end-user industries including pharmaceuticals, agrochemicals, semi-conductors, speciality materials, flavours and fragrances. We aim to increase the size and scale of our CSM business over the next few years.

We have identified growing contribution from custom synthesis as one of the drivers of our overall business growth, and our strategy specifically includes enhancing our focus on CSM and advanced intermediates through portfolio expansion. We believe this business is underpinned by:

- *Established regulated-market compliance credentials*: Our Manufacturing Facilities are certified to quality and environment, health and safety management standards, including ISO 9001:2015, ISO 14001:2015, ISO 26000:2010, ISO 31000:2018, ISO 37001:2016, ISO 45001:2018 and ISO 20400:2017, from Bureau Veritas, and we have implemented current good manufacturing practices as prescribed by the US FDA, as applicable for intermediates, at our Dahej facility. We believe these certifications are important to servicing customers in regulated markets under long-term CSM arrangements.

- *Sustained R&D-led product development*: Since the commissioning of our dedicated R&D units in 2001, our product portfolio has grown from 20 products to 258 products as of Q1 Fiscal 2027, supported by two dedicated R&D facilities. We believe this sustained investment in R&D underpins our ability to develop and scale new molecules for CSM customers.

- *Established customer relationships across regulated industries*: Our customers include companies across the pharmaceutical, engineering, battery chemicals, agrochemical industries, and our reach extends to customers

in the United States, Europe, the Middle East, China, Republic of Korea and Japan, with export sales comprising 30% of our revenue in Q1 Fiscal 2027.

Further, we intend to increase our focus on our custom synthesis business by augmenting the share of our business with innovator companies.

***Strategic capacity expansion through brownfield investment***

Over the years, we have strategically expanded and enhanced our manufacturing capabilities to meet the demand of our expanding customer base. Our initiatives include both greenfield and brownfield expansions. We operate four Manufacturing Facilities strategically located across Mahape (Maharashtra), Vadodara (Gujarat), Dahej (Gujarat) and Patancheru (Telangana).

We intend to enhance our manufacturing capabilities at existing Manufacturing Facilities and set up new manufacturing facilities to cater to sectors. Presently, we are in the process of setting up a new manufacturing facility at Pakhajan, Dahej for battery materials business through our wholly-owned subsidiary Neogen Ionics Limited. Further, we optimise utilisation of our existing manufacturing capacity in the near term to evaluate further capacity additions through organic investment or inorganic opportunities, based on the composition and scale of our product pipeline and customer demand at that time. We intend to continue optimising our manufacturing capacity across our existing facilities. Our capital expenditure for Fiscals 2026, 2025 and 2024 was ₹555.72 crore, ₹317.71 crore and ₹302.77 crore.

We have also expanded our Patancheru facility, which we acquired in May 2023 pursuant to our acquisition of Buli Chemicals India Private Limited, which was subsequently merged with our Company in Fiscal 2025. At this facility, we increased active manufacturing capacity from 120 MT per annum to 300 MT per annum during Fiscal 2025. We also completed reconstruction, on a brownfield basis at our existing Dahej site, of our manufacturing facility following the fire incident at our Dahej plant in March 2025, with commercial production expected to commence shortly, restoring our previous capacity at that site of 258 $m^3$ (organic chemicals reactor capacity) and 30 $m^3$ (inorganic chemicals tonnage capacity).

To cater to the growing demand, we intend to establish processes for better utilisation of our existing manufacturing units in the near term and evaluate further capacity additions through organic investment or inorganic opportunities. We also intend to continue investing in our quality systems, laboratory infrastructure and documentation capabilities to maintain the compliance standards required by our regulated market customers across inspection cycles.

***Expanding our presence in the semiconductor chemicals market to tap into high-growth applications industry***

We believe the semiconductor industry represents a high-growth, high-value end-user segment for our specialty chemicals capabilities, and we intend to expand our presence in this segment as part of our broader strategy to diversify into adjacent, high-end complex chemistries.

As part of our advanced intermediates and CSM business, we manufacture and purify specialty fluorinated organic gases, which we are able to purify to a purity level of up to 99.9999%, for application in the semiconductor industry, specialty polymers and other performance chemicals. We believe our existing multi-stage chemistry capabilities for combining reactions such as bromination, chlorination, fluorination, grignard reaction, suzuki coupling and organolithium reactions, together with our established R&D infrastructure comprising two dedicated R&D facilities and a 125-member team including nine PhD holders, provide us with a foundation to develop and scale high-purity chemistries required for semiconductor applications, an industry that we believe carries stringent purity, consistency and qualification requirements and consequently high barriers to entry.

We intend to leverage our existing capabilities in high-purity chemistries, multi-stage synthesis and in-house research and development, together with our established customer relationships, to scale our semiconductor-grade product offerings.

## SELECTED FINANCIAL INFORMATION

*The following tables set out the selected financial information as extracted from and should be read in conjunction with our Unaudited Consolidated Financial Results and our Audited Consolidated Financial Statements and presented in "**Financial Information**" on page 202.*

*Our Financial Year or Fiscal ends on March 31 of each year, and references to a particular Financial Year or Fiscal are to the twelve-month period ended March 31 of that year.*

*Unless the context requires otherwise, the financial information corresponding to (i) Fiscal 2026 has been extracted from the Fiscal 2026 Audited Consolidated Financial Statements, (ii) Fiscal 2025 has been extracted from Fiscal 2025 Audited Consolidated Financial Statements, and (iii) Fiscal 2024 has been extracted from Fiscal 2024 Audited Consolidated Financial Statements.*

## SUMMARY OF AUDITED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

*(₹ in crore unless otherwise stated)*

| Particulars | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **ASSETS** | | | |
| **(1) Non-Current Assets** | | | |
| (a) Property, plant and equipment | 410.14 | 373.64 | 480.37 |
| (b) Right of Use assets | 64.02 | 29.27 | 14.10 |
| (c) Capital work-in-progress | 857.12 | 156.19 | 108.91 |
| (d) Intangible assets | 0.64 | 0.94 | 1.15 |
| (e) **Financial Assets** | | | |
| (i). Investments | 0.45 | 0.45 | 0.45 |
| (ii). Loans | 0.29 | 0.27 | - |
| (iii). Other financial assets | 34.26 | 13.84 | 10.78 |
| (f) Non current tax assets (Net) | - | - | 0.09 |
| (g) Other non-current assets | 142.44 | 172.88 | 61.89 |
| **Total Non Current Assets** | **1,509.36** | **747.48** | **677.74** |
| **(2) Current Assets** | | | |
| (a) Inventories | 568.23 | 309.13 | 382.44 |
| (b) **Financial Assets** | | | |
| (i). Trade receivables | 380.36 | 200.22 | 281.69 |
| (ii). Cash and cash equivalents | 4.94 | 4.96 | 12.23 |
| (iii). Bank balances other than (ii) above | 0.01 | 0.00 | 0.26 |
| (iv). Loans | 0.35 | 0.39 | 0.68 |
| (v). Other financial assets | 286.24 | 441.05 | 69.83 |
| (c) Other current assets | 152.38 | 44.08 | 36.53 |
| **Total Current Assets** | **1,392.51** | **999.83** | **783.66** |
| **Total Assets** | **2,901.87** | **1,747.31** | **1,461.40** |
| **EQUITY AND LIABILITIES** | | | |
| **(1) Equity** | | | |
| (a) Equity share capital | 26.38 | 26.38 | 26.38 |
| (b) Other equity | 789.87 | 763.01 | 733.91 |
| **Total Equity** | **816.25** | **789.39** | **760.29** |
| **(2) Liabilities** | | | |
| **(A) Non-Current Liabilities** | | | |
| (a) Financial liabilities | | | |
| (i). Borrowings | 819.15 | 170.10 | 124.23 |
| (ii). Lease Liabilities | 48.93 | 23.81 | 13.45 |
| (iii). Other financial liabilities | 5.23 | 2.10 | 3.65 |
| (b) Long term provisions | 12.62 | 11.10 | 9.07 |
| (c) Deferred tax liabilities (Net) | 12.02 | 17.41 | 23.73 |
| **Total Non-Current Liabilities** | **897.95** | **224.52** | **174.14** |
| **(B) Current Liabilities** | | | |
| (a) **Financial Liabilities** | | | |
| (i). Borrowings | 510.74 | 395.94 | 269.30 |
| (ii). Lease Liabilities | 16.27 | 6.89 | 1.94 |
| (iii). Trade payables | | | |
| (a) **total** outstanding dues of micro and small enterprises | 13.79 | 2.25 | 3.41 |
| (b) total **outstanding** dues of creditors other than micro and small enterprises | 428.35 | 260.94 | 141.19 |
| (iv). Other financial liabilities | 178.09 | 35.55 | 88.22 |
| (b) Other **current** liabilities | 30.46 | 20.41 | 18.14 |
| (c) Short **term** provisions | 4.41 | 4.21 | 1.31 |
| (d) Current tax **liabilities** (net) | 5.56 | 7.21 | 3.46 |
| **Total Current Liabilities** | **1,187.67** | **733.40** | **526.97** |
| **Total Liablities** | **2,085.62** | **957.92** | **701.11** |
| **Total Equity And Liabilities** | **2,901.87** | **1,747.31** | **1,461.40** |

## SUMMARY OF AUDITED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

*(₹ in crore unless otherwise stated)*

| Particulars | For the Year ended March 31, 2026 | For the Year ended March 31, 2025 | For the Year ended March 31, 2024 |
|---|---|---|---|
| **I. INCOME** | | | |
| Revenue from operations | 861.96 | 777.56 | 690.67 |
| Other income | 6.14 | 4.01 | 7.47 |
| **TOTAL INCOME** | **868.10** | **781.57** | **698.14** |
| **II. EXPENSES** | | | |
| Cost of materials consumed | 638.09 | 506.08 | 474.59 |
| Changes in inventories of finished goods, work-in-progress and stock-in-trade | (171.64) | (83.02) | (92.10) |
| Employee benefits expense | 90.08 | 64.84 | 62.00 |
| Finance costs | 75.11 | 48.50 | 42.06 |
| Depreciation and amortisation expense | 27.52 | 27.79 | 22.87 |
| Other expenses | 168.14 | 153.34 | 136.13 |
| **TOTAL EXPENSES** | **827.30** | **717.53** | **645.55** |
| **III.** Share in Profit of Associates | 0.28 | 0.20 | 0.18 |
| **IV. Profit/(loss) before exceptional items and taxes (I-II+III)** | **41.08** | **64.24** | **52.77** |
| **V.** Exceptional items (Gain)/ Loss | - | 14.08 | - |
| **VI. Profit/(loss) before tax (IV-V)** | **41.08** | **50.16** | **52.77** |
| **VII. Tax Expenses** | | | |
| – Current tax | 17.86 | 19.92 | 12.24 |
| – Deferred tax | (5.41) | (5.21) | 4.88 |
| – Tax Adjustment pertaining to previous year | (0.12) | 0.62 | - |
| **VIII. Profit/ (Loss) for the year (VI-VII)** | **28.75** | **34.83** | **35.65** |
| **IX. Other Comprehensive Income** | | | |
| (A) Items that will not be reclassified to profit or loss | | | |
| – Gain/(Loss) on remeasurement of defined benefit plans | 1.00 | (0.56) | (0.80) |
| – Income tax (expense)/ income relating to items that will not be reclassified to profit or loss | (0.23) | 0.12 | 0.20 |
| (B) Items that will be reclassified to profit or loss | | | |
| – Exchange differences in translating the financial statements of a foreign operation | (0.00) | - | - |
| **Total Other Comprehensive Income/(Loss) for the Year net of tax** | **0.77** | **(0.44)** | **(0.60)** |
| **X. Total comprehensive income for the year (VIII+IX)** | **29.52** | **34.39** | **35.05** |
| **XI. Earnings per equity share (face value ₹ 10 each)** | | | |
| – Basic (₹) | 10.90 | 13.20 | 13.96 |
| – Diluted (₹) | 10.90 | 13.20 | 13.96 |

## SUMMARY OF AUDITED CONSOLIDATED STATEMENT OF CASH FLOWS

*(₹ in crore unless otherwise stated)*

| Particulars | For the year ended March 31, 2026 | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|---|
| **A. Cash Flow from Operating Activities** | | | |
| Net Profit before tax | **41.08** | **50.16** | **52.77** |
| **Adjustments for:** | | | |
| Depreciation and amortization of expense | 27.52 | 27.79 | 22.87 |
| Sundry balances written off | 0.18 | 0.88 | - |
| Allowance for doubtful debts and advances | 3.72 | 1.79 | - |
| Finance Costs | 75.11 | 48.50 | 42.06 |
| Unrealized exchange (gain) / Loss | 1.82 | 1.82 | (1.04) |
| Exceptional items (gain) / loss | - | 14.08 | - |
| Employees share based payment expenses | 0.77 | - | - |
| (Profit) / Loss on property, plant and equipment and intangible assets sold / discarded (net) | 0.02 | - | - |
| (Profit) / loss on sale of Investments | (0.96) | - | - |
| Interest income | (4.12) | (1.48) | (7.31) |
| **Operating Profit before Working Capital changes** | **145.14** | **143.54** | **109.35** |
| Adjustments for : | | | |
| (Increase) / Decrease in Inventories | (259.15) | (120.17) | (89.47) |
| (Increase) / Decrease in trade and other receivables | (183.14) | 78.66 | (104.28) |
| (Increase) / Decrease in current loans and advances and other current financial assets | (4.19) | 29.15 | (36.21) |
| (Increase) / Decrease in non current loans and advances and other non current financial assets | (1.12) | (2.87) | (3.31) |
| (Increase) / Decrease in other current assets | (108.30) | (7.55) | 17.88 |
| (Increase) / Decrease in other non-current assets | 1.90 | 18.33 | 3.15 |
| Increase / (Decrease) in Trade and other Payables | 177.08 | 113.24 | (10.89) |
| Increase / (Decrease) in other non-current financial liabilities | 3.13 | (1.55) | (0.12) |
| Increase / (Decrease) in other non-current liabilities | 2.53 | 0.35 | 9.13 |
| Increase / (Decrease) in other current financial liabilities | 3.81 | (43.00) | 75.81 |
| Increase / (Decrease) in other current liabilities | 10.50 | 0.15 | 9.55 |
| **Cash generated from/ (used) in operation before tax** | **(211.81)** | **208.28** | **(19.40)** |
| Income tax (paid) / refund (Net) | (19.67) | (12.30) | (9.75) |
| **Net Cash generated from/(used) in operation after tax (A)** | **(231.48)** | **195.98** | **(29.15)** |
| **B. Cash Flow from Investing Activities** | | | |
| Payments for acquisition of Property, Plant and Equipment (including CWIP) | (555.71) | (317.67) | (302.76) |
| Payments towards Intangible assets | (0.01) | (0.04) | (0.01) |
| Proceeds from Sale of Property, Plant and Equipment | - | 0.48 | - |
| Insurance Claim received against loss of Property, Plant and Equipment | 140.00 | - | - |
| Investments in Fixed Deposits (net) | 1.03 | (0.45) | - |
| Investments in Mutual Funds | (175.00) | - | - |
| Proceeds from Sales of Mutual Funds | 175.96 | - | - |
| Loans and inter corporate deposit returned | - | - | 76.36 |
| Investment in subsidiaries/Joint Venture | - | - | 3.52 |
| Interest Received | 3.47 | 1.09 | 7.31 |
| **Net Cash flow used in investing activities (B)** | **(410.26)** | **(316.59)** | **(215.58)** |
| **C. Cash Flow from Financing Activities** | | | |
| Purchase of shares of Neogen Chemicals Limited from Secondary market for ESOP purpose | (0.79) | - | - |
| Proceeds from issue of equity instruments of the Company | - | - | 246.65 |
| Proceeds from borrowings | 834.91 | 244.31 | 66.62 |
| Repayment of borrowings | (67.08) | (71.80) | (35.29) |
| Payments for Lease liabilities | (13.48) | (6.32) | 8.09 |
| Dividend paid to shareholders of company | (2.64) | (5.28) | (7.48) |
| Finance cost | (109.21) | (47.84) | (42.06) |
| **Net Cash flow generated from / (used ) in financing activities (C)** | **641.71** | **113.07** | **236.53** |
| **Net increase / (decrease) in cash and cash equivalents (A+B+C)** | **(0.02)** | **(7.56)** | **(8.20)** |

| Particulars | For the year ended March 31, 2026 | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|---|
| Cash on Hand | 0.23 | 0.20 | 0.19 |
| Cash at Bank | 4.73 | 12.30 | 20.51 |
| **Cash and Cash Equivalents at the beginning of the year** | **4.96** | **12.50** | **20.70** |
| Cash on Hand | 0.32 | 0.23 | 0.20 |
| Cash at Bank | 4.62 | 4.73 | 12.30 |
| **Cash and Cash Equivalents at the end of the year** | **4.94** | **4.96** | **12.50** |

## RELATED PARTY TRANSACTIONS

For details of the related party transactions during: (i) Fiscal 2026; (ii) Fiscal 2025; and (iii) Fiscal 2024, as per the requirements in accordance with Indian Accounting Standard ("**Ind AS**") notified under the Ind AS Rules read with Section 133 of the Companies Act, 2013, see the Audited Consolidated Financial Statements, which has been incorporated in this Preliminary Placement Document through the links set out in the section "***Financial Information***" on page 202.

## RISK FACTORS

*An investment in our Equity Shares involve a high degree of risk. Prospective investors should carefully consider the risks and uncertainties described below as well as other information in this Preliminary Placement Document before making an investment decision in the Issue. If any one or a combination of the risks described below actually occurs, our business, prospects, financial condition, results of operations and cash flows could be seriously affected, the trading price of our Equity Shares could decline and you may lose all or part of your investment. Unless specified in the risk factors below, we are not in a position to quantify the financial implications of any of the risks mentioned below. We have described the risks and uncertainties that our management believes are material but these risks and uncertainties may not be the only risks relevant to us, the Equity Shares, or the industry in which we operate in. The risks set out in this Preliminary Placement Document are not exhaustive or complete, and additional risks and uncertainties not presently known to us, or which we currently deem to be immaterial, may arise or may become material, as the case may be, in the future. This section should be read together with the sections, "**Summary of our Business**", "**Industry Overview**" and "**Financial Information**" beginning on pages 59, 32 and 202, respectively of this Preliminary Placement Document and other financial information included in this Preliminary Placement Document. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Issue including the merits and risks involved. Prospective investors should consult their own tax, financial and legal advisors about the particular consequences to them of an investment in the Issue.*

*This Preliminary Placement Document contains forward-looking statements that involve risks and uncertainties. Prospective investors should carefully consider the following risk factors as well as other information included in this Preliminary Placement Document prior to making any decision as to whether or not to invest in our Issue. For further details, see, "**Forward Looking Statements**" on page 18 of this Preliminary Placement Document. Any potential investor in, and purchaser of our Equity Shares should pay particular attention to the fact that we are governed in India by a legal and regulatory environment which in some material respects may be different from that which prevails in other countries.*

*Unless otherwise stated, references in this section to "we", "us", or "our" (including in the context of any financial or operational information) are to "our Company" refers to Neogen Chemicals Limited and our Subsidiaries, on a consolidated basis.*

*Our financial year ends on March 31 of each year. Accordingly, references to a "Fiscal" year are to the 12-month period ended March 31 of the relevant year. Unless otherwise indicated or the context otherwise requires, the financial information for Fiscals 2026, 2025 and 2024 included herein is derived from the Audited Consolidated Financial Statements and the financial information for the three months ended June 30, 2026 included herein is derived from the Unaudited Consolidated Financial Results. For further information, see "**Financial Information**" on page 202.*

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Indian Chemicals Industry Report" dated September 8, 2026 (the "**1Lattice Report**"), prepared and released by 1Lattice, appointed by us on August 31, 2026 and exclusively commissioned and paid for by us in connection with this Issue. The data included herein includes excerpts from the 1Lattice Report and may have been reordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Issue), that have been left out or changed in any manner. Unless otherwise indicated, 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 Fiscal/period, as applicable. For more information, see "**Risk Factors – Certain sections of this Preliminary Placement Document disclose information from the industry report which has been commissioned and paid for by us exclusively in connection with the Issue and any reliance on such information for making an investment decision in the Issue is subject to inherent risks**" on page 100.*

### Risks in relation our Company and its business

1. ***We derive a significant portion of our revenue from the sale of organic chemicals including bromine compounds, organolithium compounds, advanced intermediaries, and CSM/CDMO business. Our revenue from sales of organic chemicals accounted for 77.38%, 85.21%, 85.62% and 78.75% of our revenue from operations in the three months ended June 30, 2026, and Fiscals 2026, 2025, and 2024, respectively. Any reduction in sales volume or demand for these products due to economic, regulatory,***

***technological and environmental factors could adversely impact on our results of operations, profitability, cash flows and overall financial condition.***

We derive a substantial portion of our revenue from the sale of organic chemicals including bromine compounds, organolithium compounds, advanced intermediaries, and CSM/CDMO business. Therefore, our business is highly sensitive to market dynamics affecting this specific product category. Our revenue from operations depends on the underlying demand within key end-use sectors, including pharmaceuticals, agrochemicals, flavours and fragrance, engineering and other speciality applications. Demand across these end-use sectors is vulnerable to economic cycles, raw material price volatility, global supply chain disruptions, customer formulation shifts, and intense market competition.

In addition, our product portfolio remains exposed to evolving regulatory restrictions and technological advancements. For instance, tightening environmental norms on bromine related products or shifts in energy storage technologies impacting specific lithium salts could shift our customers' preference towards alternative materials. Any inability to adapt our product offerings to changing customer requirements, technological transitions, or regulatory standards could materially and adversely affect our cash flows, results of operations, and business prospects.

The table below sets forth the details of revenue from organic chemicals and inorganic chemicals for the three months ended June 30, 2026, and Fiscals 2026, 2025 and 2024:

| Products | For three months ended June 30, 2026 | | Fiscal | | | | | |
|---|---|---|---|---|---|---|---|---|
| | | | 2026 | | 2025 | | 2024 | |
| | Amount (₹ crores) | Percentage of revenue from operations (%) | Amount (₹ crores) | Percentage of revenue from operations (%) | Amount (₹ crores) | Percentage of revenue from operations (%) | Amount (₹ crores) | Percentage of revenue from operations (%) |
| Organic chemicals | 193.67 | 77.38 | 734.46 | 85.21 | 665.79 | 85.62 | 543.92 | 78.75 |
| Inorganic chemicals | 56.62 | 22.62 | 127.50 | 14.79 | 111.77 | 14.38 | 146.75 | 21.25 |
| **Total** | **250.29** | **100.00** | **861.96** | **100.00** | **777.56** | **100.00** | **690.67** | **100.00** |

If we fail to innovate, improve our manufacturing processes, resource recovery and recycling efficiencies, or adapt to evolving regulatory and environmental standards, our products and manufacturing processes may become less competitive or cost-effective. As a result, we may lose market share to competitors or alternative materials that better meet customer or regulatory requirements, which could materially and adversely impact our business, financial condition, and results of operations.

Our reliance on key end-use industries, including pharmaceuticals, agrochemicals, flavours and fragrance, electronic chemicals and semiconductors expose us to fluctuations in demand across these industries. Any downturn, technological shift, or regulatory change across these sectors could reduce demand for our products. Further, the market price of our primary inputs, including bromine source and lithium source, fluctuate based on global supply-demand dynamics and geopolitical factors. If we are unable to pass raw material cost increases on to our customers in a timely manner, or if we face raw material supply constraints, our operating margins and profitability could be compressed, adversely affecting our business, financial condition, cash flows, and results of operations. See, "- ***We are reliant on certain end use industries including pharmaceuticals, agrochemicals, flavours and fragrances, electronic chemicals and semiconductors. Any adverse developments affecting these key end-use industries could have an adverse effect on our business, results of operations, financial condition and cash flows***" on page 79.

Although we have not witnessed any material decline in the sales volume of our organic chemicals in the three months ended June 30, 2026, and Fiscals 2026, 2025 and 2024, any decrease in revenue or margins from our organic chemicals business in the future, may have a material adverse effect on our business, cash flows, results of operations, and financial position.

***2. We are reliant on certain end use industries including pharmaceuticals, agrochemicals, flavours and fragrances, electronic chemicals and semiconductors. Any adverse developments affecting these key end-use industries could have an adverse effect on our business, results of operations, financial condition and cash flows.***

We cater to various end-use industries such as pharmaceuticals, agrochemicals, electronic chemicals and semiconductors. Consequently, our revenues are dependent on these end-use industries that use our products as an input. Accordingly, our business and financial performance are dependent on the demand for products manufactured by our customers and the growth, development and regulatory environment of the end-use industries in which our customers operate. A reduction in demand in any of these end-use industries, whether on account of macroeconomic conditions, industry-specific factors, changes in customer requirements, regulatory developments or otherwise, may consequently result in a reduction in demand for our products.

Factors affecting any of end-use industries general, or any of our customers in particular, could have a cascading adverse effect on our business, cash flow, financial condition and results of operations. Such factors include, but are not limited to, the following:

a. cyclicality of the industry or seasonality of sectoral demand for our customers' products, which may cause our manufacturing capacities to be underutilised during specific periods;

b. change in any registration requirements or non-renewal of registrations or imposition of a regulatory ban, or trade sanctions imposed in any jurisdiction where we operate or sell our products or any such restrictions affecting the end-use industries;

c. changes in laws, regulations, product approval requirements, environmental standards or manufacturing requirements applicable to our customers or their products, which may increase their costs of operations, delay product launches or approvals, restrict the manufacture, sale or use of certain products or result in the suspension, cancellation or non-renewal of registrations or approvals;

d. imposition of global tariffs or trade barriers impacting any of the end-use industries or markets we cater to, including import or export restrictions, quotas, anti-dumping measures and other trade restrictions, as well as geopolitical conflicts or disruptions which may affect the manufacturing locations, sourcing arrangements and supply chains of our customers;

e. regulatory issues faced by these end-use industries in India and internationally, including reductions in production volumes, capacity utilisation or capital expenditure by our customers;

f. prohibitions/ limitations on usage of any chemicals or products made by our end-user industries; and

g. changes in technology or consumer tastes and requirements that alter demands for our products in the end-use industries.

Demand in these end-use industries may be subject to fluctuations and periods of cyclical or volatile demand. For instance, demand for products used in the semiconductor and electronic chemicals industries may be affected by semiconductor industry cycles, changes in semiconductor manufacturers' capital expenditure, inventory levels, capacity additions, technology transitions and demand for downstream electronic products. Similarly, demand from the pharmaceutical and agrochemical industries may be affected by changes in healthcare and agricultural expenditure, product launches, regulatory approvals, patent expiries, crop patterns, agricultural commodity prices and regulatory restrictions affecting particular products or active ingredients.

In addition, our customers may defer or reduce purchases from us during periods of lower demand or elevated inventory levels, including as part of inventory correction or destocking cycles. Our customers may also modify their manufacturing processes, formulations or product portfolios, adopt alternative chemicals or technologies, relocate or expand their manufacturing operations, or change their sourcing strategies, any of which could reduce their requirements for our products. In relation to our CSM/CDMO business, demand may also be affected by delays in product development, scale-up or commercialisation by our customers, failure of customer products to obtain requisite regulatory approvals, or changes in the timing or scope of customer projects.

The demand for our products may also be affected by broader macroeconomic and geopolitical conditions, including inflation, interest rates, economic slowdowns, geopolitical conflicts, disruptions to global supply chains, changes in international trade policies, tariffs and other trade restrictions. These factors may adversely affect our customers' production volumes, capital expenditure and procurement requirements, or result in customers seeking to reduce costs or diversify their supplier base.

Further, our manufacturing facilities and production processes are designed to manufacture specific products and product categories. A significant reduction in demand for particular products or end-use industries may therefore result in under-utilisation of our manufacturing capacities. Our ability to redeploy such capacities towards

products serving other end-use industries may be limited by technical requirements, customer qualification requirements, regulatory requirements, product development timelines and other factors. Any under-utilisation of our manufacturing capacities could adversely affect our manufacturing costs, operating margins and profitability.

While we seek to diversify our customer base and end-use industries, there can be no assurance that such diversification will be achieved or that demand from one end-use industry will offset any decline in demand from another end-use industry. Further, demand from different end-use industries may be correlated and may decline concurrently during periods of adverse macroeconomic or industry conditions.

For any of the above reasons or for any other reason whatsoever, in the event sales in any of these sectors were to substantially decrease, our business, financial condition and results of operations could consequently be adversely affected.

***3. Our operations involve certain risks arising from use, storage, and transportation of hazardous substances, and engagement in complex processes, which may expose us to the risk of industrial accidents that could result in personal injury, property damage, environmental harm, regulatory action, and adverse impact our business, financial condition, of operations, and prospects.***

Our Company manufactures bromine-based compounds, lithium salts and other specialty chemical compounds such as chlorine, fluorine and iodine-based compounds, and, consequently, our Manufacturing Facilities utilises various hazardous and inflammable industrial chemicals such as bromine, inorganic acids such as hydrobromic acid, hydrochloric acid and hydrofluoric acid, flammable organic solvents, brominating and chlorinating agents and other corrosive raw materials. Despite compliance requisite safety requirements and standards, we operate under risks associated with handling of such hazardous and undertaking complex chemistries, such as possibility for leakages and ruptures from containers, and the discharge or release of toxic or hazardous substances, which in turn may cause personal injury, property damage and environmental contamination.

In the event of occurrence of any such accidents, our business operations may be interrupted. Any of these occurrences may result in the shutdown of one or more of our Manufacturing Facilities and expose us to civil liability and / or criminal adjudication which could have an adverse effect on our business, cash flows, financial condition and results of operations. Further, such occurrences may result in the termination of our approvals for handling and dealing with such hazardous substances or penalties thereunder. Moreover, certain environmental laws impose strict liability for accidents and damages resulting from hazardous substances and any failure to comply with such laws may lead to closure, penalties, fines and imprisonment. While there have been no instances of non-compliance with regulatory and safety standards in three months ended June 30, 2026 and the Fiscal 2026, Fiscal 2025 and Fiscal 2024, we cannot assure you that such non-compliances will not occur in the future. Further, any unanticipated regulatory or other developments, future environmental and regulatory related expenditures may vary substantially from those currently anticipated. Any disruption in the of our existing Manufacturing Facilities due to any the foregoing risks could adversely affect our business, financial condition, results of operation and prospects.

***4. We experienced a major fire incident at our Dahej Facility on March 5, 2025, causing operational disruption and asset losses. Any delay, dispute, or shortfall in recovering our net outstanding insurance claim receivable amounting to ₹185.85 crores as at July 24, 2026, may adversely affect our liquidity, cash flows, and financial condition.***

On March 5, 2025, a fire incident occurred at the multi-purpose plant, tank farms, and warehouse at our Dahej Facility, resulting in physical damage to our property, plant, and equipment and inventory, as well as business interruption. For Fiscal 2025, we recognized a loss of ₹362.90 crores and recorded an insurance claim receivable of ₹348.82 crores based on management estimates, policy terms, and evaluation reports by independent surveyors and expert practitioners. As of July 2026, we have received cumulative insurance proceeds amounting to ₹155.00 crores along with salvage realizations of ₹9.38 crores and incurred claimed additional expenses of ₹1.41 crores resulting in a net claim receivable of ₹185.85 crores as at July 24, 2026.

Our ongoing working capital and liquidity remain contingent on the timely recovery of this balance insurance claim. There can be no assurance that our insurers will process, approve, or disburse the remaining claim amount in a timely manner or at all. Final claim assessments remain subject to insurer verification, policy limits, and applicable deductibles. Any downward revision, disallowance, or delay in settlement could require us to recognise an additional loss or impairment and adversely affect our profitability, liquidity and financial condition. Further, there can be no assurance that the insurance proceeds ultimately received by us will be sufficient to fully compensate us for the losses, costs and expenses arising from the fire incident, including property damage,

inventory losses, business interruption and other consequential costs. Any dispute with our insurers regarding the quantum, admissibility or settlement of our insurance claim could result in prolonged proceedings and additional costs.

The fire incident resulted in the unavailability of the affected manufacturing capacity at our Dahej Facility. While we are in the process of constructing a replacement facility for the affected capacity and, there can be no assurance that the replacement facility will be completed, commissioned and achieve the expected production levels within the currently anticipated timelines or at the estimated cost. Until the affected capacity is completely restored, we may continue to incur additional costs, including costs associated with alternative or temporary manufacturing arrangements, and may experience limitations in our ability to manufacture certain products at the affected facility.

Further, any delay in restoring the Dahej Facility, customer order cancellations, increased future insurance premiums, or any regulatory or environmental inquiries arising from the incident may adversely affect our business, results of operations, financial condition and cash flows. Any investigation, claim, proceeding or action by governmental or regulatory authorities or other third parties in connection with the fire incident could also result in additional costs, liabilities, penalties or restrictions on our operations.

While our operations have continued through our other manufacturing facilities and alternative manufacturing arrangements, there can be no assurance that such arrangements will be sufficient to fully mitigate the impact of the unavailability of the Dahej Facility or that we will not experience additional costs, production constraints or delays in fulfilling customer requirements as a result thereof.

Accordingly, any shortfall or delay in recovery of our outstanding insurance claim, delay or cost overruns in completing and commissioning the replacement facility, or any prolonged impact of the unavailability of the Dahej Facility on our operations or customer relationships could have a material adverse effect on our business, results of operations, financial condition and cash flows.

5. ***We have historically been dependent on limited number of suppliers to supply us with the raw materials required for our business operations. Our top 10 suppliers accounted for 60.85%, 53.58%, 42.72% and 51.59% of our total raw material purchased during the three months ended June 30, 2026, and Fiscals 2026, 2025, and 2024, respectively. The loss of any critical supplier, or delays in the availability of these raw materials, could adversely impact our business operations, financial performance, results of operations, and cash flows.***

We have historically been dependent on a limited number of suppliers for uninterrupted supply of key inputs required like bromine source, lithium source, inorganic acids and organic raw materials such as organic acids, alcohols and aromatics to our Manufacturing Facilities. Our suppliers are engaged with us primarily through purchase orders, short term or annual agreements. Our contracts and purchase orders with suppliers typically do not contain any provision for indemnification against any losses suffered by us or any recourse for us in case of delay of supply. Accordingly, our suppliers may not perform their obligations in a timely manner or at all, resulting in possible delays to our production schedule and adversely affecting our output, and may require us to transition our work to other suppliers. For details see "-***We have not entered into any long-term contracts with our suppliers from whom we procure raw materials required for our manufacturing operations and any delay, interruption or reduction in the supply of raw materials or volatility in the prices of raw materials, may adversely affect our business, results of operations, financial condition and cash flows***" on page 86.

The table below sets forth our details of purchase from our top supplier, top five suppliers and top 10 suppliers as a percentage of total raw materials purchased for the periods indicated below:

| Particulars | For three months ended June 30, 2026 | | Fiscal 2026 | | Fiscal 2025 | | Fiscal 2024 | |
|---|---|---|---|---|---|---|---|---|
| | Amount (₹ crores) | Percentage of total raw material purchased (%) | Amount (₹ crores) | Percentage of total raw material purchased (%) | Amount (₹ crores) | Percentage of total raw material purchased (%) | Amount (₹ crores) | Percentage of total raw material purchased (%) |
| Purchase of raw material from the top supplier* | 32.33 | 13.62 | 97.90 | 13.51 | 55.58 | 10.63 | 38.35 | 8.12 |

| Particulars | For three months ended June 30, 2026 | | Fiscal 2026 | | Fiscal 2025 | | Fiscal 2024 | |
|---|---|---|---|---|---|---|---|---|
| | Amount (₹ crores) | Percentage of total raw material purchased (%) | Amount (₹ crores) | Percentage of total raw material purchased (%) | Amount (₹ crores) | Percentage of total raw material purchased (%) | Amount (₹ crores) | Percentage of total raw material purchased (%) |
| Purchase of raw material from the top five suppliers* | 103.35 | 43.54 | 319.27 | 44.07 | 150.91 | 28.87 | 158.19 | 33.48 |
| Purchase of raw material from top 10 suppliers*$ | 144.45 | 60.85 | 388.13 | 53.58 | 223.29 | 42.72 | 243.73 | 51.59 |

* *Our top, top five and top 10 suppliers have not remained the same and have changed between Fiscals and periods.*

$ *in view of confidentiality obligations and absence of consents, names of suppliers have not been disclosed. We confirm that such anonymised references correspond to our top ten suppliers for the relevant periods, as applicable.*

The continuity of our operations is dependent, in part, on maintaining relationships with our key raw material suppliers and their ability to meet our requirements. Any failure by such suppliers to deliver raw materials in the necessary quantities, adhere to delivery schedules or agreed terms or meet specified quality standards and technical specifications may adversely affect our production processes and our ability to deliver products on time and at the desired level of quality.

If any of our major suppliers cease to do business with us, materially reduce the quantity of raw materials supplied to us or are otherwise unable to meet our requirements, we may be required to identify and engage alternative suppliers. While we may find alternative suppliers for our raw materials, there can be no assurance that such suppliers will be available in a timely manner or will be able to supply raw materials in the required quantities, at commercially acceptable terms or in accordance with our required quality standards and technical specifications. Any resulting interruption or delay in the supply of raw materials could disrupt our production schedules, affect our ability to fulfil customer orders or execute our turnkey integrated paint solutions projects, and adversely affect our customer relationships. Although we have not faced significant disruptions in the procurement of raw materials in the three months ended June 30, 2026, and the last three Fiscals, there can be no assurance that we will procure the quantities and quality of raw materials commensurate with our requirements in the future.

While we endeavour to mitigate supply chain risks by negotiating favourable terms and maintaining diversified supplier relationships, a concentration of procurement among a limited number of suppliers may amplify these risks, and we may not always be able to replace terminated or non-performing suppliers in a timely or cost-efficient manner. Further, any disruption in the supply chain, escalation in input material costs, or inability to secure adequate and timely supplies could materially and adversely impact our profitability and overall financial condition.

***6. We have significant working capital requirements. If we experience insufficient cash flows to fund our working capital requirements, there may be an adverse effect on our business, cash flows and results of operations.***

Our business requires significant working capital, including financing the purchase of raw materials like Bromine source, Lithium source, inorganic acids and organic raw materials such as organic acids, alcohols and aromatics and other raw materials and the development and manufacturing of our products before payment is received from our customers. Factors including unforeseen delays, cost overruns, unanticipated expenses, regulatory changes and economic conditions could result in increases in our trade receivables and/or write-offs of trade receivables and may also require us to avail short-term borrowings in the future.

Set forth below are certain of our financial metrics for the respective periods:

| Particulars | Fiscal 2026 | Fiscal 2025 | Fiscal 2024 |
|---|---|---|---|
| Total current assets (*in ₹ crores*) | 1,392.51 | 999.83 | 783.66 |
| Total current liabilities (*in ₹ crores*) | 1,187.67 | 733.40 | 526.97 |
| Net working capital (*in ₹ crores*)^ | 506.45 | 246.16 | 519.53 |
| Inventory holding days* | 186.00 | 162.00 | 178.00 |
| Trade receivable days** | 123.00 | 113.00 | 132.00 |
| Trade payable days*** | 149.00 | 96.00 | 80.00 |

| Particulars | Fiscal 2026 | Fiscal 2025 | Fiscal 2024 |
|---|---|---|---|
| Net working capital cycle**** | 214.00 | 116.00 | 275.00 |

**Inventory holding days calculated as average inventories divided by revenue multiplied by 365 days for the full year.*
***Trade receivables days = Average trade receivables divided by revenue from operations multiplied by 365 days for the full year.*
****Trade payable days = Average trade payables divided by revenue multiplied by 365 days for the full year.*
*^ Net working capital = closing Inventories+ trade receivables - trade payable.*
*****Net working capital cycle= Net working capital divided by revenue multiplied by 365 days for the full year.*

Continued increases in our working capital requirements may have an adverse effect on our results of operations, cash flows and financial condition. Our sources of additional financing, if we need to draw on them to meet our working capital needs, may include the incurrence of debt, the issue of equity or debt securities or a combination of both. If we do incur debt in the future, our interest and debt repayment obligations will increase, which may adversely affect our profitability and cash flows. We may also become subject to restrictive covenants in our financing agreements, which could limit our ability to access cash flows from operations and undertake certain types of transactions. See " - ***We had total outstanding borrowings of ₹1,529.41 crores as on July 31, 2026, and an inability to comply with repayment and other covenants in our financing agreements could adversely affect our business and financial condition***" on page 85. Further, any issuance of equity would dilute existing shareholders' shareholding, our earnings per Equity Share and your interest in our Company. Such occurrences could adversely impact the market price of our Equity Shares.

Our ability to obtain financing on favorable terms, if at all, will depend on various 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. In addition, our cost and availability of funds is dependent on our credit ratings. In the past there has been a downgrading of our credit rating by CRISIL from CRISIL A/Negative to CRISIL A-/Negative for our long -term borrowings, from CRISIL A1 to CRISIL A2+ for our short term borrowings and from CRISIL A/Negative to CRISIL A-/Negative for the non-convertible debentures issued by us, on account of delays in the completion of capex projects, and a slower-than-anticipated ramp-up of operational capacities. Further, as of July 2026, our Subsidiary, Neogen Ionics Limited, was assigned a credit rating of CRISIL BBB+/Negative for long term credit facilities. For further details see "-***Any downgrade in our credit ratings could increase our borrowing costs, affect our ability to obtain financing, and adversely affect our business, results of operations and financial condition.***"

While there have been no instances of rejection of our application for financing facilities in the three months ended June 30, 2026, and Fiscals 2026, 2025 and 2024, if our credit ratings are further downgraded in the future, interest rates for our future borrowings may increase, adversely affecting our ability to borrow and renew maturing debt on competitive terms. We cannot assure you that we will be able to obtain additional financing in the future on acceptable terms, in a timely manner or at all, to meet our working capital needs. Our inability to do so may adversely affect our expansion plans, business, financial condition and results of operations.

***7. If we do not enhance our existing technologies or successfully develop new technologies for manufacturing high value bromine and lithium derivatives, electronic chemicals, and battery materials, in a timely manner, our products and offerings may become obsolete or uncompetitive over time.***

The specialty chemicals market is constantly evolving, on account of technological advancements, evolving regulatory standards, and changing customer specifications. As part of our business strategy, we are leveraging our experience to capitalise on growth opportunities in the battery chemicals market, expanding CSM capabilities to support business growth and increase wallet share, undertaking strategic capacity expansion through brownfield investment and expanding our presence in the semiconductor chemicals market to tap into high-growth applications industry. We intend to continue to enhance our technical capabilities, which can be capital intensive and require significant time to be built. However, we cannot assure you that we will be able to identify, enhance, adapt to or acquire new technologies, or that the technologies we identify for adoption will meet our customers' needs. Any failure to do so may make our techniques and services obsolete, which could significantly reduce demand for our products and harm our business and prospects.

In addition, to develop and market our new technologies successfully, we must accurately assess and meet customers' needs, make significant capital expenditures, optimize the process of development and manufacturing to predict and control costs, hire, train and retain the necessary personnel, obtain required regulatory clearances or approvals, increase customer awareness and acceptance of our products, provide high-quality products in a timely manner, price our products competitively and effectively integrate customer feedback into our business planning.

Advanced sectors such as battery materials and electronic chemicals are particularly exposed to rapid innovation and technological shifts, including potential shifts in underlying battery chemistries or manufacturing standards. If we fail to anticipate market trends, fail to optimize our scale-up processes, or incorrectly predict customer demand for these high-value products, our investments in R&D may not yield expected returns, rendering our offerings uncompetitive or obsolete. For details see "***- Our R&D efforts are critical for product development and portfolio expansion which is crucial for our competitiveness and future growth, and any failure to advance these efforts in a timely and cost-effective manner could adversely affect our business, financial condition, cash flows, and results of operations. Further, our investments in new products may not be successful and may be less profitable or may be loss-making***" on page 88. If we fail to create demand for or incorrectly predict customer demand for new technologies, our future business, results of operations, financial condition and prospects could be materially and adversely affected.

***8. We procure a portion of our raw material requirements from suppliers in various countries. Further, we have a substantial reliance on sourcing raw materials for our business on China. Any disruption in the supply of raw materials from China or other countries, or changes in trade relations, export restrictions, laws, regulations or other government policies affecting imports from such countries, could require us to source such raw materials from alternative suppliers, potentially at higher costs or on less favourable terms, and could materially and adversely affect our business, results of operations, financial condition and cash flows.***

We source the raw materials required for our operational activities from both domestic and foreign suppliers, including key international markets such as China. We could face disruptions in the supply of raw materials that we import due to factors including the disruption of global supply chain operations, trade, currency fluctuations, increases in import duties and other taxes (including pursuant to changing global tariff structures) and the imposition of new rules, regulations and directives. In the event of a disruption in our supply chain, we cannot assure you that we will be able to find alternate sources of supply of raw materials within the domestic market in a timely and cost-efficient manner, or at all.

Further, we are exposed to risks related to our imports from China especially for our organic and inorganic materials business. We are exposed to risks including geopolitical tensions, trade disputes, diplomatic conflicts, tariff impositions, or regulatory changes in respect of imports from China. We may be exposed to risks associated with potential negative publicity arising from importing from China. If we are unable to address these risks, or adapt to evolving market conditions, our business, results of operations, financial condition and cash flows could be adversely affected. While we have not experienced any such instance of disruptions in the supply of raw materials in the three months ended June 30, 2026 and last three Fiscals, we cannot assure you that this will fully mitigate supply chain risks or prevent disruptions to our operations, which in turn could adversely affect our business, results of operations, financial condition and cash flows.

***9. We had total outstanding borrowings of ₹1,529.41 crores as on July 31, 2026, and an inability to comply with repayment and other covenants in our financing agreements could adversely affect our business and financial condition.***

As of July 31, 2026, we had total outstanding borrowings of ₹1,529.41 crores. The table below sets forth certain information on our total borrowings, debt to equity ratio, finance cost and interest coverage ratio as of the period/Fiscals stated:

*(₹ in crores, except ratio)*

| Particulars | For the three months ended June 30, 2026 (Unaudited) | For the financial years ended | | |
|---|---|---|---|---|
| | | March 31, 2026 (Audited) | March 31, 2025 (Audited) | March 31, 2024 (Audited) |
| Profit After Tax (A) | 17.11 | 28.75 | 34.83 | 35.65 |
| Taxes (B) | 6.17 | 12.33 | 15.33 | 17.12 |
| Depreciation and Amortization (C) | 8.20 | 27.52 | 27.79 | 22.87 |
| Finance Cost (D) | 20.81 | 75.11 | 48.50 | 42.06 |
| Adjusted Profit* (E = A+B+C+D) | 52.29 | 143.71 | 126.45 | 117.70 |
| Finance Cost (F) | 20.81 | 75.11 | 48.50 | 42.06 |
| Interest Coverage Ratio (E/F) | 2.12 | 1.55 | 2.32 | 2.25 |

* *Adjusted profit = Profit after tax+ Taxes+ Depreciation and Amortization + Finance cost.*

Certain of our financing agreements contain restrictive covenants, including but not limited to, the requirements that we obtain consents from our lenders prior to undertaking certain matters including altering our capital structure, changing the shareholding in our Company, declare dividends, effecting any scheme of amalgamation or reconstruction, changing the management or ownership, effecting a change in control / controlling interest of the Company, amending the constitutional documents of our Company. In terms of the security, we are required to create mortgages, charge over our movable and immovable properties or assets or receivables and inventories belonging to us. Any delay or default in creating security may allow lenders to enforce their remedies, including accelerating repayment of the outstanding loans which could adversely impact our operations and cash flows.

Additionally, we are required to, among others, maintain certain financial ratios. There can be no assurance that we will be able to comply with these financial or other covenants at all times or that we will be able to obtain consents necessary to take the actions that we believe are required to operate and grow our business.

While we have received all relevant consents required for the purposes of this Issue and have complied with these covenants, a failure to comply with such covenants in the future may restrict or delay certain actions or initiatives that we may propose to take from time to time. While there have been no such instances in the three months ended June 30, 2026 and Fiscals 2026, 2025 and 2024, some of our lenders may recall all or part of amounts borrowed by us on short or no notice. Such recalls on borrowed amounts may be contingent upon happening of an event beyond our control and there can be no assurance that we will be able to persuade our lenders to give us extensions or to refrain from exercising such recalls which may adversely affect our operations and cash flows.

***10. Our revenue from exports constituted 29.99%, 28.52%, 28.08% and 27.34% of our revenue from operations, for the three months ended June 30, 2026 and Fiscal 2026, Fiscal 2025 and Fiscal 2024, respectively. Any adverse changes in our key export markets or regulations impacting the export of our products may materially and adversely affect our business, financial condition, and results of operations. Further, our inability to diversify into new export markets may affect our business and results of operations***

Our revenue from exports were 29.99%, 28.52%, 28.08% and 27.34% of our revenue from operations for the three months ended June 30, 2026, and Fiscal 2026, Fiscal 2025 and Fiscal 2024, respectively. United States, Europe, Middle East, China, Japan and South Korea comprised majority of our export revenues of our revenue from operations over the three months ended June 30, 2026 and Fiscal 2026, 2025 and 2024, respectively. Set forth below are details of our Revenue from Exports for the applicable periods:

| Categories | Three months ended June 30, 2026 | | Fiscal 2026 | | Fiscal 2025 | | Fiscal 2024 | |
|---|---|---|---|---|---|---|---|---|
| | Amount (in ₹ crore) | Percentage of Revenue from Operations | Amount (in ₹ crore) | Percentage of Revenue from Operations | Amount (in ₹ crore) | Percentage of Revenue from Operations | Amount (in ₹ crore) | Percentage of Revenue from Operations |
| Revenue from domestic sales | 175.24 | 70.01% | 616.11 | 71.48% | 559.19 | 71.92% | 501.84 | 72.66% |
| Revenue from exports | 75.05 | 29.99% | 245.85 | 28.52% | 218.37 | 28.08% | 188.83 | 27.34% |
| **Total** | **250.29** | **100.00%** | **861.96** | **100.00%** | **777.56** | **100.00%** | **690.67** | **100.00%** |

Our inability to meaningfully diversify our geographical presence may expose us to region-specific risks and limit our growth potential. Our international operations expose us to country-specific and global risks, including foreign demand fluctuations, geopolitical instability, supply chain disruptions and natural disasters. We are subject to complex local laws governing trade, corporate structure, labor, health, safety, environmental standards, and taxes; non-compliance or regulatory changes could materially and adversely affect our operations and financial results. Additionally, foreign exchange rate volatility against the Indian Rupee, particularly USD and Euro could reduce export revenues and profit margins. We also face risks related to customer, third-party misconduct, differing accounting standards, adverse tax outcomes, and difficulty enforcing contractual rights abroad. Any of these factors could materially and adversely affect our ability to service international customers, disrupt our supply chain, and impact our business, financial condition, and results of operations.

***11. We have not entered into any long-term contracts with our suppliers from whom we procure raw materials required for our manufacturing operations and any delay, interruption or reduction in the supply of raw materials or volatility in the prices of raw materials, may adversely affect our business, results of operations, financial condition and cash flows***

Our key raw materials for products include Bromine source, Lithium source, inorganic acids and organic raw materials such as organic acids, alcohols and aromatics. We typically procure these raw materials through purchase orders and do not enter into any long-term agreements with our suppliers. In the absence of long-term agreements, we cannot assure you that we will be able to continue to obtain adequate or continuous supplies of our raw materials, in a timely manner or at all, in the future. The table below sets forth details of our cost of materials consumed, expressed as a percentage of our total expenses for the period indicated:

| Particulars | For three months ended June 30, 2026 | | Fiscal | | | | | |
|---|---|---|---|---|---|---|---|---|
| | | | 2026 | | 2025 | | 2024 | |
| | Amount (₹ crores) | Percentage of total expenses (%) | Amount (₹ crores) | Percentage of total expenses (%) | Amount (₹ crores) | Percentage of total expenses (%) | Amount (₹ crores) | Percentage of total expenses (%) |
| Cost of material consumed | 180.03 | 77.91 | 638.09 | 77.13 | 506.08 | 70.53 | 474.59 | 73.52 |

Any reduction or interruption in the supply of raw materials, and our inability to find alternate sources for such raw materials, may have an adverse effect on our ability to manufacture products in a timely and cost-effective manner. The deterioration of the financial condition or business prospects of our suppliers could also affect their ability to meet our requirements. We cannot assure you that a particular supplier will continue to supply the required raw materials to us in the future, in the desired quantities or at all, or that we would be able procure the raw materials from alternate sources in a timely manner and at acceptable cost. We may also be required to replace a supplier if its products do not meet our quality standards or if a supplier unexpectedly discontinues operations due to reasons beyond its or our control, including financing constraints caused by credit market conditions. While we have not experienced any interruptions in the supply of raw materials in the three months ended June 30, 2026 and last three Fiscals, we cannot assure you that such instances will not arise in the future. Further, in the event of an increase in the price of our key raw materials, we cannot assure you that we will be able to pass on such increase in cost to our customers, which may affect our margins.

***12. We are subject to strict quality requirements and are consequently required to incur significant expenses to maintain our product quality. Any failure to comply with such quality standards may lead to cancellation of existing and future orders which may adversely affect our reputation, financial conditions, cash flows and results of operations.***

We synthesize and undertake contract manufacturing of specialty chemicals for multinational companies based in Europe and Japan. In custom synthesis the know-how and technical specifications are developed in-house and the product is made exclusively for a specific customer, whereas in contract manufacturing the know-how and the technical specifications are provided by the customer.

The contracts with our customers for custom synthesis and contract manufacturing require us to strictly adhere to the know-how and technical specifications mentioned therein. Failure to adhere to the know-how and technical specifications mentioned in our contracts may lead to cancellation of existing and future orders or expose us to warranty claims. Any such occurrence on account of errors and omission could result in damage to our reputation and loss of customers, which could adversely affect our business, operations, our cash flows and financial condition. While the average rate of rejection of products for the three months ended June 30, 2026 and Fiscals 2026, 2025 and 2024 was 0.42%, we cannot assure you that we will be able maintain such low rates of rejection.

Our customers regularly audit and inspect our Manufacturing Facilities, processes and practices to ensure that our services meet their standards in the process of development and manufacturing of our products and we are typically subject to stringent quality standards and specifications in this regard. While we have not experienced material issues in such audits and inspections of our Manufacturing Facilities in the three months ended June 30, 2026 and last three Fiscals, any such issues may render us in breach of various quality standards and specifications stipulated in our supply agreements with customers. Failure to meet quality and standards of our products and processes can have serious consequences including rejection of the product, requiring us to incur additional cost, which is not typically passed on to the customer, to replace the rejected product, and loss of customer which could have adverse effect on our reputation, business and our financial condition.

Further, generally in our contracts, time is of the essence and contain provisions which may attract payment of penalty to the customer in the event there is a delay in delivery of products. Failure to adhere to contractually

agreed timelines could make us liable to pay penalty or liquidated damages which may adversely cash flows, affect our financial conditions and results of operation.

***13. Our R&D efforts are critical for product development and portfolio expansion which is crucial for our competitiveness and future growth, and any failure to advance these efforts in a timely and cost-effective manner could adversely affect our business, financial condition, cash flows, and results of operations. Further, our investments in new products may not be successful and may be less profitable or may be loss-making***

The Specialty Chemicals industry is characterised by technological advancements, introduction of innovative products, price fluctuations and intense competition. Our future results of operations depend, to a significant degree, on our ability to successfully develop new products and continue our product portfolio expansion in a timely and cost-effective manner. In addition, our business is dependent on our R&D capabilities to assist our customers on their projects including development of their products. From time to time, based on customer requirements, we may have to spend time, resources and costs on developing products suited to the desired outcome. As of June 30, 2026, we had a portfolio of over 258 specialty chemical products which enables us to cater to existing and will enable us to cater to new customers and markets. Set out below are our R&D expenditure during the three months ended June 30, 2026 and for Fiscals 2026, 2025 and 2024:

| Particular | Three months ended June 30, 2026 | | Fiscal 2026 | | Fiscal 2025 | | Fiscal 2024 | |
|---|---|---|---|---|---|---|---|---|
| | Amount | % of Revenue from Operations | Amount | % of Revenue from Operations | Amount | % of Revenue from Operations | Amount | % of Revenue from Operations |
| R&D expenditure | 6.95 | 2.78% | 16.12 | 1.87% | 1.15 | 0.15% | 3.49 | 0.51% |

There is often a lengthy period between commencing these development initiatives and bringing new or improved products in the market. Delay in any part of the process, our inability to obtain necessary regulatory approvals for our products or the failure of a product to be successful at any stage and therefore not reaching the market could adversely affect our business, our results of operations and our cash flows. We may or may not be able to take our R&D innovations through the different testing stages without repeating our R&D efforts or incurring additional amounts towards such research. There can be no assurance that our expenditure on R&D activities will yield results of substantial commercial value or commercially viable products may be developed or launched as a result of such R&D activities.

***14. Non-compliance with stringent safety, health, environmental and labour laws and other applicable regulations in India and in other jurisdictions, may adversely affect our business, results of operations, cash flows and financial condition. Further, we may not be able to or maintain our statutory and regulatory permits and approvals required to operate our business.***

Our manufacturing, processing, storage, handling, transportation, and sale of organolithium and bromine compounds are subject to environmental, health, and safety laws in India and key export markets, including the European Union, the Middle East, and the United States, and any failure to comply with such laws or obtain required approvals could materially and adversely affect our business, financial condition, cash flows, and results of operations. Our products which include organolithium compounds and bromine derivatives are corrosive, toxic, and designated hazardous substances under the the 'Manufacture, Storage and Import of Hazardous Chemical Rules, 1989', as amended and our manufacturing activities are placed in the 'Red' or 'high risk' category in India.

In the European Union, we are subject to the EU REACH Regulation (EC No 1907/2006) for mandatory chemical registration and the EU CLP Regulation (EC No 1272/2008) for classification of our products as being hazardous. Further, in the US, our products, would require a certification under Toxic Substances Control Act (15 U.S.C. Section 2601), a safety compliance certificate by Occupational Safety and Health Administration under Hazard Communication Standard (HCS) (29 CFR 1910.1200) and need to be reported with the relevant authorities under the Emergency Planning and Community Right-to-Know Act (42 U.S.C. Section 11001) which designates bromine as an extremely hazardous substance.

Securing, renewing, and maintaining these certifications is expensive, time-consuming, and subject to administrative delays or tightening global standards. Non-compliance with the minimum standards of certification could expose us to administrative proceedings, monetary penalties, operational delays or revocation of import certificates. Evolving regulatory landscape may also compel us to incur elevated capital expenditures to install

new or upgrade existing abatement systems or effluent treatment facilities. While no instances of material non-compliance, license suspensions, or regulatory penalties have occurred in the three months ended June 30, 2026, and Fiscals 2026, 2025, and 2024, we cannot assure you that such instances will not arise in the future or that may adversely affect our business, results of operations, cash flows and financial condition.

***15. Our Registered and Corporate Office and manufacturing facilities are not located on land owned by us and we have only leasehold rights. In the event we lose or are unable to renew such leasehold rights, our business, results of operations, financial condition and cash flows may be adversely affected.***

Our Registered and Corporate Office and our Manufacturing Facilities are not located on land owned by us. The table below sets forth the details of the key properties leased by our Company:

| Manufacturing Facility | Nature of holding | Area (in sq. mtrs.) | Lease validity |
|---|---|---|---|
| ***Manufacturing Facility 1***<br>Plot No. 43/44, Trans Thane Creek Industrial Area, TTC MIDC, Village Mahape, Navi Mumbai 400 710, Maharashtra | Leasehold | 4,045 | January 31, 2067 |
| ***Manufacturing Facility 2***<br>Plot No. 526A, Off Padra Jambusar Road, Village Karakhadi, Padra, Vadodara 391 450, Gujarat | Owned | 161,874 | N.A. |
| ***Manufacturing Facility 3***<br>Plot No. Z/109, Dahej SEZ Village Lakhigam, Vagara, Bharuch 392 130, Gujarat | Leasehold | 43,374 | May 12, 2055 |
| ***Manufacturing Facility 4***<br>17-D, Phase 1, IDA, Sangareddy District, Patancheru 502 319, Telangana | Leasehold | 16,187 | March 31, 2037 |
| ***Registered and Corporate Office***<br>1002, Dev Corpora, Cadbury Junction, Eastern Express Highway, Pokhran Road no. 2, Khopat, Thane West 400 601, India | Leasehold | 10,836 | September 30, 2027 |

Our Registered and Corporate Office is located at 1002, Dev Corpora, Cadbury Junction, Eastern Express Highway, Pokhran Road no. 2, Khopat, Thane West 400 601, India. Our Registered and Corporate Office is held on a leasehold basis, pursuant to lease agreements valid until September 30, 2027. Further, as on the date of this Preliminary Placement Document, we have four (4) factories to assist us with the efficient distribution and production of our products and manage our operations, the lease/license agreements of which are renewed from time to time, in the ordinary course of business.

The termination of our lease agreements, or our failure to renew such agreements, on favourable conditions and in a timely manner, or at all, could require us to vacate such premises at short notice, which could adversely affect our business, results of operations, cash flows and financial condition. While we intend to renew the abovementioned arrangements, we cannot assure you that we will be able to renew any such arrangements when the term of the original arrangement expires, on similar terms or terms reasonable for us or obtain any consent required under these arrangements in a timely manner or at all. In the event that we are required to vacate our current premises, we would be required to make alternative arrangements, and we cannot assure that the new arrangements will be on commercially acceptable terms. While we have not faced any premature termination of existing lease agreements in the three months ended June 30, 2026, and Fiscals 2026, 2025 and 2024, that led to any adverse effect on our business or operations, we cannot assure you that such instances will not occur in the future.

Unless such documents are adequately stamped or duly registered, such documents may be rendered inadmissible as evidence in a court in India or may not be authenticated by any public officer and the same may attract penalty as prescribed under applicable law or may impact our ability to enforce these agreements legally, which may result in an adverse effect on the continuance of our operations and business.

***16. Unplanned slowdowns or shutdowns in our manufacturing operations could adversely affect our business, results of operations, financial condition and cash flows***

Our business depends on the efficient operation of our Manufacturing Facilities, which are subject to risks such as equipment breakdowns, industrial accidents, severe weather, natural disasters, infectious disease outbreaks, and workforce productivity issues. We may also face protests at existing or new sites. Any of these events could disrupt production, cause significant delays, and require substantial repairs. Also see "-***We experienced a major***

***fire incident at our Dahej Facility on March 5, 2025, causing operational disruption and asset losses. Any delay, dispute, or shortfall in recovering our net outstanding insurance claim receivable amounting to ₹185.85 crores as at July 24, 2026, may adversely affect our liquidity, cash flows, and financial condition***" on page 81.

Furthermore, our operations require a significant and continuous supply of power and fuel. Any shortages or interruptions can impair production quality and timelines, delay or prevent deliveries, and harm our reputation and customer relationships. A prolonged outage could trigger slowdowns or shutdowns, increase costs, and result in the loss of work-in-progress. For details see "- ***We have power and fuel requirements and any disruption to power sources could increase our production costs and adversely affect our business and results of operations***" on page 93.

Other than a fire incident at our Dahej Facility, resulting in physical damage to our property, plant, and equipment and inventory, we have not experienced any unplanned slowdowns or shutdowns that materially affected our operations in the three months ended June 30, 2026, and last three Fiscals, we cannot assure you that such disruptions will not occur in the future. If we cannot respond to such disruptions effectively and promptly, we may fail to meet customer requirements or breach contractual obligations, which could have a material adverse effect on our business, financial condition, cash flows and results of operations.

***17. We are dependent on a Japanese company, in certain aspects of our business, and we pay a license fee to them under the License Agreement (defined below). Any adverse change in our relationship with the Japanese company could have an adverse impact on our business, reputation, financial condition and results of operations***

We are dependent on a Japanese company in various aspects of our business, including product innovations, product design, technologies for manufacturing and related technical knowhow, among others. We have entered into a license agreement dated April 14, 2023 ("**License Agreement**") with a Japanese company for the use of technical information to practice the production of certain electrolyte material in the manufacturing facility established in consultation with a Japanese company. Under the terms of the License Agreement we obtained the license from a Japanese company for the proprietary and confidential manufacturing technology, for making electrolyte solutions at one of manufacturing facilities with a maximum planned capacity of 30,000 MT per annum The License Agreement is effective perpetually unless terminated by either party with a prior written notice of 60 days. However, the Japanese company may terminate the License Agreement immediately if our Company is adjudged bankrupt or insolvent or is put or decides to go into dissolution or liquidation or is placed in any other comparable situation or change in control of our Company. Any such termination could prevent us from using the technology granted as part of the License Agreement, which in turn would adversely impact our business and operations.

Further, if any material adverse change occurs in the business of the Japanese company or if the Japanese company ceases to provide its inputs for our business operations, our business and results of operations may be adversely affected. Further, there is no assurance in case of termination, the License Agreement will be renewed with the same or favourable commercial terms or at all, once it is terminated by the Japanese company in accordance with the License Agreement.

***18. We have experienced delays and cost overruns in our ongoing projects, which may continue to affect our development schedules and financial estimates. Any prolonged execution or further escalation in budgets could adversely impact our business, commercial operations, and cash flows.***

In the past we have experienced delays and cost overruns for our key projects, causing our cumulative project cost baseline to escalate from an original estimate of ₹1,504.51 crores to a revised estimate of ₹1,795.16 crores, with ₹878.54 crores incurred till March 31, 2026. The Dahej - Phase 1 expansion project has faced a cost escalation from ₹339.32 crores to ₹428.40 crores, with its commissioning timeline extended from May 15, 2026, to February 15, 2027. Similarly, the estimated cost for the Pakhajan - Phase 2 manufacturing project has increased from ₹1,165.19 crores to ₹1,366.76 crores, while its expected date of completed has moved from April 1, 2026, to March 31, 2027. These operational delays and cost variances are primarily attributable to the following factors:

- Necessary design optimisations, technology upgrades based on process engineering requirements, and changing execution schedules for critical process equipment and supporting utilities;
- Increased procurement and logistics costs alongside foreign exchange fluctuations directly impacting the acquisition of imported plant and capital goods;and

- Unanticipated capital allocations required for additional environmental, safety, and utility infrastructure frameworks.

Delays in completion and commercial operations increase our financing costs, prolong project overheads, and defer our ability to generate revenue. There can be no assurance that our revised timelines will be met or that further cost overruns will not occur, which could strain our working capital and lower our business, commercial operations, and cash flows.

***19. We are exposed to foreign currency exchange risks, particularly in relation to the U.S. Dollar, which may adversely affect our financial condition and results of operations.***

We derive a significant portion of our revenue from operations from exports outside India and import key raw materials integral to our manufacturing operations including Bromine source, Lithium source, and organic raw materials. For the three months ended June 30, 2026, and for Fiscals 2026, 2025 and 2024, our revenue generated from exports outside India aggregated to ₹75.05 crores, ₹245.85 crores, ₹218.37 crores, and ₹188.83 crores, constituting 29.99%, 28.52%, 28.08%, and 27.34% of our revenue from operations, respectively.

As we expect a substantial portion of our revenue from operations and procurement costs to continue being denominated in foreign currencies, our financial results remain exposed to volatility in exchange rates between the Indian Rupee and these foreign currencies. Although we enter into forward contracts to hedge certain foreign currency exposures, such hedging arrangements may not enable us to fully or effectively mitigate the impact of adverse currency movements. To the extent our foreign currency exposure remains unhedged, any sharp devaluation of the Indian Rupee or adverse exchange rate fluctuations could result in foreign exchange losses, adversely affecting our profitability, liquidity, cash flows, and financial condition.

***20. Conflict of interest may arise out of common business undertaken by our Company, Promoters and our Joint Venture, Dhara Fine Chem Industries***

Our Joint Venture, Dhara Fine Chem Industries, a partnership firm in which our Company holds 90% stake, undertakes certain job work for our Company. However, it is also authorised to carry similar activities as those conducted by our Company. There can be no assurance that it will not compete with our business or any future business that we may undertake or that the interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our reputation, business, results of operations and financial conditions.

***21. The auditor's report issued in relation to the Fiscal 2026 Audited Consolidated Financial Statements contains emphasis of matter.***

The auditor's report on our Fiscals 2026 Audited Consolidated Financial Statements include certain emphasis of matter. While these matters do not modify the auditors' opinion, they highlight specific financial statement items or disclosures that require particular attention. The auditor's report contains the following emphasis of matters:

*"The Consolidated Financial Results with regard to incident of Fire at Dahej SEZ Plant of the Company on March 5, 2025. This incident led to damage of certain property, plant and equipment, inventory and it also interrupted business. The Company intimated insurance company about the fire incident and submitted loss estimate to the Insurance Company. The Company appointed Independent Surveyor for ascertaining the Loss caused by Fire and the claim that the Company is entitled from the Insurance Company vis-a-vis its insurance policy. The Company simultaneously appointed Independent Chartered Accountant Firm seeking opinion on accounting treatment for the Loss caused and the Claim made to the Insurance Company. Based on the Independent Surveyor's Report and Independent Chartered Accountant Firm's Opinion:*

1. *the Company had recognised Loss caused by fire as Rs 362.90 crores and Insurance Claim receivable from Insurance Company as Rs. 348.82 crores; and*

2. *the aforementioned losses of Rs.362.90 crores and corresponding insurance claim credit of Rs 348.82 crores has been presented on a net basis of Rs 13.56 crores under "Exceptional Items" in these consolidated financial results for the quarter and year ended March 31, 2025."*

While these matters do not modify the auditors' opinion, they highlight specific financial statement items or disclosures that require particular attention. There can be no assurance that any similar matters prescribed under the Companies (Auditor's Report) Order, 2020, or any qualifications, reservations, adverse remarks, will not form

part of our financial statements for the future fiscal periods, which could subject us to additional liabilities due to which our reputation and financial condition may be adversely affected.

***22. We are dependent on third party transportation and logistics service providers. Any increase in the charges of these entities could adversely affect our business, financial condition and results of operations.***

Pursuant to certain of our arrangements with our customers, we are required to pay the freight costs for the products we sell. In addition, we may have to pay for transportation costs through road and sea, in relation to the delivery of some of the raw materials and other inputs to our Manufacturing Facilities. 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, financial condition and results of operations.

If we cannot fully offset any increase in freight costs, through increase 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, financial condition and results of operations. We may be responsible for the transport of our products and accordingly be exposed to the risk of theft, accidents and/or loss of our products in transit. While there have been no material instances of theft, accident or loss of our products in transit in the three months ended June 30, 2026 and last three Fiscals, we cannot assure you that such incidents will not occur in future. Any such acts could result in serious liability claims (for which we may not be adequately insured) which could have an adverse effect on our business, financial condition and results of operations

***23. We are dependent permanent employees and on contract labour for our business and operations, and any disruption to the supply of such labour for our production facilities or our inability to control the composition and cost of our contract labour could adversely affect our operations.***

Our business is human capital intensive and requires the continuous availability of a large workforce, including engineers, supervisors, skilled and semi-skilled employees. As of June 30, 2026, we had 934 employees and more than 459 contract workers. Further, from time to time, depending on production requirements, we also engage daily wage or casual workers for certain non-specialised or time-bound production activities. The availability of such workers depends on local supply and demand conditions, and any shortage or increased costs of engaging such labour may adversely impact our project timelines and expenses.

Our workforce also includes personnel that we engage through independent contractors. We enter into arrangements with contractors in order to recruit contract labourers as per our requirements for a fixed period of time based on our business needs. There is no assurance that we may be able to renew these arrangements on a timely basis or even be able to renew these arrangements, at all. Further, if a contractor fails to perform its obligations satisfactorily or within the prescribed time periods or terminates its arrangements with us, we may be unable to deliver our products within the intended timeframe, at the intended cost, or at all. We may not be able to make alternative arrangements with independent contractors or recruit independent contractors to deliver our commitments to our customers. If we are unable to recruit contract labourers or keep our arrangements with our existing contractors, we may be required to incur additional cost or time to deliver our products to appropriate quality standards in a manner consistent with our business objective. This may result in reduced profits or losses for us. The table below sets forth details of our cost of engaging contract labourers for the periods indicated:

| Particulars | For three months ended June 30, 2026 | Fiscal 2026 | Fiscal 2025 | Fiscal 2024 |
|---|---|---|---|---|
| Total contract labour expenses (₹ in crores) | 2.98 | 12.08 | 16.49 | 16.63 |
| Percentage of total expenses (%) | 1.29 | 1.46 | 2.30 | 2.58 |
| Percentage of Revenue (%) | 1.19 | 1.40 | 2.12 | 2.41 |

Although, no instances have occurred in relation to material default or delay by such independent contractors in three months ended June 30, 2026 and Fiscals 2026, 2025 and 2024 that have had any material impact on our prospects, business and results of operations, we cannot assure that the services rendered by such independent contractors shall continue to be satisfactory or match our requirements for quality.

The Government of India has recently notified (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 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. We are subject to the laws and regulations in India governing employees, including in relation to minimum wage and maximum working hours, overtime, working conditions, hiring and termination of employees, contract labour and work permits. Further, any upward revision of wages that may be required by the state government or central government to be paid to such contract labourers would increase our costs and may adversely affect the business and results of our operations.

Further, while we have not had any instances of strikes, lockouts or labour disputes in the past, we cannot assure you that we shall not experience any strikes or lockouts on account of labour disputes in the future. Such events could disrupt our operations and may have a material adverse effect on our business, financial condition and results of operations. In addition, we also may face protests from local citizens at our existing facilities or while setting up new facilities, which may delay or halt our operations.

***24. We have power and fuel requirements and any disruption to power sources could increase our production costs and adversely affect our business and results of operations.***

Our Manufacturing Facilities require a continuous and reliable supply of electricity, particularly given the energy-intensive nature of production of organic and non-organic chemicals involving multi-step processing operations. To ensure operational continuity and manage energy costs, we rely on power sourced through the local state power grid and captive energy from solar panels in certain Manufacturing Facilities.

Our energy consumption costs represent a key component of the production costs for our operations and business. The table below sets forth our expenses for power and fuel for the periods indicated:

| Particulars | For three months ended June 30, 2026 | Fiscal 2026 | Fiscal 2025 | Fiscal 2024 |
|---|---|---|---|---|
| Power and fuel (₹ *in crores*) | 5.97 | 17.34 | 31.83 | 31.91 |
| Power and fuel as a percentage of revenue from operations (%) | 2.39 | 2.01 | 4.09 | 4.62 |

Any significant increase in the cost of electricity and fuel may have an unexpected increase in our production costs. Further, frequent shutdowns lead to increased costs associated with restarting production and corresponding loss of production, any of which would adversely affect our business, results of operations, profitability and margins, cash flows and financial condition. While we have not experienced any major interruptions to our power, and fuel in the three months ending June 30, 2026, and Fiscals 2026, 2025 and 2024, we cannot assure you that interruptions would not occur due to any events unforeseen by us.

Further, captive power generation is subject to regulatory approvals, compliance with environmental norms, fuel availability, and evolving state and central power regulations. Any change in applicable laws, including restrictions on open access, cross-subsidy surcharges, wheeling charges, or changes in the definition or eligibility criteria for captive consumption, could adversely affect the economic viability of such arrangements. Additionally, delays in regulatory approvals, disputes with distribution companies, or adverse policy changes may impact our ability to procure or utilize captive power as planned.

Operational risks associated with captive power include plant breakdowns, fuel supply disruptions, equipment failures, maintenance shutdowns, and lower-than-expected generation efficiency. Any prolonged interruption in captive power supply may require us to procure electricity from the grid or alternative sources at higher tariffs, which could increase our operating costs and affect margins. Further, fluctuations in fuel prices, including coal, gas, or other energy inputs (as applicable), may impact the cost-effectiveness of captive generation.

Captive power projects also involve significant capital investment and ongoing maintenance expenditure. If actual utilization levels fall below anticipated capacity, or if regulatory or commercial conditions change, we may not achieve expected returns on such investments. Any material disruption, regulatory constraint, or cost escalation relating to our captive power arrangements could adversely affect our manufacturing operations, financial condition, cash flows and results of operations.

While our power, fuel and water charges have decreased consistently during Fiscals 2026, 2025 and 2024 and we have entered into long-term agreements with our power, fuel and water suppliers, any further increase in power, water or fuel costs, or any disruption in our electricity supply arrangements, could adversely affect our operations and reduce our profitability. Further, any increase in the per-unit cost of electricity, fuel or water supplied by the relevant state authorities or third-party suppliers where our manufacturing facilities are located, would increase

our operating costs. Such increases in operating costs, along with any associated production disruptions, restart costs or loss of production, could adversely affect our business, results of operations, profitability, margins, cash flows and financial condition.

***25. We have witnessed negative cash flow from operating activities in the past. Any negative cash flow in the future would adversely affect our cash flow requirements, which may adversely affect our ability to operate our business and our financial condition***

The following table sets forth certain information relating to our cash flows for the periods indicated:

*(₹ in crores)*

| Particulars | For | | |
|---|---|---|---|
| | Fisal 2026 | Fiscal 2025 | Fiscal 2024 |
| Net cash flow/(used) from/in operating activities | (231.48) | 195.98 | (29.15) |

Negative cash flows from operating activities over extended periods, or significant negative cash flows in the short term, could materially and adversely impact our ability to operate our business and implement our growth plans. As a result, our cash flows, business, future financial performance and results of operations could be materially and adversely affected.

***26. We have entered into transactions with related parties. These or any future related party transactions may potentially involve conflict of interest and there can be no assurance that we could not have achieved better terms, had such arrangements been entered into with unrelated parties.***

We have entered into various transactions with related parties. The details of our related party transactions in relation to our sales for the periods indicated are provided below:

| Particulars | Three months ended June 30, 2026 | Fiscal 2026 | Fiscal 2025 | Fiscal 2024 |
|---|---|---|---|---|
| Sum of related party transactions (₹ *crores*) | - | 0.21 | 0.56 | - |
| Revenue from operations (₹ *crores*) | 250.29 | 861.96 | 777.56 | 690.67 |
| Sum of related party transactions as a percentage of our revenue from operations *(%)* | N.A. | 0.02 | 0.07 | N.A. |

Further, loan from related party consists of unsecured inter-corporate deposit from a company over which the Director, Harin Haridas Kanani, has significant influence or control being, Cadamba Solutions Private Limited, carrying rate of interest at 9.85% per annum.

The details of inter-corporate debt received from Cadamba Solutions Private Limited for the periods indicated are provided below:

*(in ₹ crores)*

| Particulars | Three months ended June 30, 2026 | Fiscal 2026 | Fiscal 2025 | Fiscal 2024 |
|---|---|---|---|---|
| Inter-corporate debt received from Cadamba Solutions Private Limited | 10.00 | 59.20 | N.A. | N.A. |

We cannot assure you that such transactions, individually or in the aggregate, will always be in the best interests of our minority shareholders and will not have an adverse effect on our business, results of operations, financial condition and cash flows.

***27. Our Promoters have provided personal guarantees for loan facilities obtained by us, and any failure or default by us to repay such loans could trigger repayment obligations on our Promoter, which may impact our Promoter's ability to effectively service their obligations as our Promoters and thereby, adversely impact our business and operations***

As of June 30, 2026, majority of our secured and unsecured loans are backed by personal guarantees provided by our Promoters. Any default or failure by us to repay our loans in a timely manner or at all could trigger repayment obligations on the part of our Promoter in respect of such loans. This, in turn, could have an impact on their ability to effectively service their obligations as Promoter of our Company, thereby having an adverse effect on our business, results of operation and financial condition. Further, in the event that our Promoter revokes or terminates such guarantees, our lenders for such facilities may ask for alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our business prospects, financial condition, results of operations and cash flows. If the guarantees are invoked or if the repayment of loan is accelerated or the lender enforces any of the restrictive covenants or exercise their options under the relevant debt financing arrangement the ability of our Company to continue its business operations could be adversely affected, carrying our operations and use of assets may be hampered significantly and the lender may demand the repayment of the entire outstanding amount and this in turn may also affect our further borrowing abilities.

***28. There have been instances of delays in annual filings and certain of our corporate records not being traceable***

There are corporate records such as form filings filed with RoC, challans, among others, that are not traceable which include *inter alia* (i) Form 2; (ii) Form MGT-14; (iii) Form DIR 12; (iv) Form 23; (v) letter of offer; (vi) letter of acceptance; (vii) Form 1B; and (viii) list of allottees. While we endure to undertake appropriate record keeping practices, we cannot assure that there will not be any instances in future of filings being untraceable. Further, there have been instances where our annual filings have been delayed, we cannot assure you that there will be no such delays in the future.

Although no legal proceedings or regulatory actions have been initiated or are pending against us in relation to such untraceable form filings/ corporate records, if we are subject to any such liability, it could adversely affect our reputation, financial condition, cash flows and results of operations. Further, while we understand that the issuances, allotments and transfers were undertaken in a valid manner in terms of applicable law and our Articles of Association, there can be no assurance that the corporate records and form filings which we have not been able to locate will be available in the future, or that the regulatory filings were made in accordance with applicable law or at all or in a timely manner.

***29. We rely significantly on our information technology systems for our business and operations and any failure, inadequacy or security breach in such systems could adversely affect our business, results of operation and reputation.***

Our Company extensively utilizes technology across its operations, employing platforms for various functions like software for managing inventory and resources and for employee management. Usage of such information technology systems are critical to our ability to manage our billing functions, supply chain management and in turn, to maximize efficiencies and optimize costs. Our IT systems enable us to coordinate our operations, from planning and new orders and routing, customer delivery, invoicing, and decision support.

Despite these advancements, our Company faces significant risks associated with our information technology systems. Potential disruptions, failures, or infiltrations, whether due to natural disasters, cyberattacks, or system integration issues, could lead to breakdowns or data breaches. These breaches could expose sensitive customer or employee data, potentially violating data security laws and resulting in penalties. The dependence on third-party vendors for crucial operations, cloud services, and online payment channels exposes our Company to additional risks. They are vulnerable to vendors' inability to fulfil obligations, operational errors, fraudulent activities, or inadequate business continuity and data security systems.

Further, we are associated with the risk of security and privacy breaches due to the usage of electronic payment methods and the gathering of personal information from customers. Although we rely on firewalls, web content filtering, encryption, and authentication technologies among other security measures, unauthorised use of, or improper access to, our networks, computer systems, or services might possibly compromise the security of such sensitive information of customers. We may not be able to predict breaches or put adequate prevention measures in place. We are unable to guarantee that any security measures we implement will be successful in preventing these actions. In order to prevent security breaches or to deal with the consequences of such breaches, we might need to expend resources to protect our business against such security breaches. While there have been no instances of breaches of our data in three months ended June 30, 2026, and the last three Fiscals, we cannot guarantee that our integrity of data collected by us, or our information systems may not be infringed in the future.

If people are able to circumvent our security measures or otherwise gain access to the confidential information that we collect, they may be able to destroy or steal valuable information or otherwise disrupt our operations. We may become subject to claims for alleged fraudulent transactions arising out of the actual or alleged theft of personal information in relation to their mode of payments such as debit or credit card, and we may also be subject to lawsuits or other proceedings relating to these types of incidents.

Any such claim or proceeding could cause us to incur significant unplanned expenses, which may have an adverse impact on our financial condition, results of operations and cash flows. Further, adverse publicity resulting from these allegations could significantly harm our reputation and may have a material adverse effect on us. Our information technology framework policy emphasizes the identification and classification of information assets, supported by an information security function and role-based access controls. It also implements comprehensive measures encompassing personnel security, physical security, maker-checker principles, audit trails, mobile financial services security, social media risk mitigation, regulatory compliance, and prompt response to cyber threats, reinforcing confidentiality through strict access protocols, segregation, and immediate reporting of breaches to regulatory authorities. However, we cannot assure you that our security measures and operational procedures may be adequate to address such challenges and may lead to undetected cyber incidents and potential customer loss due to cybersecurity breaches.

As our technology infrastructure expands and evolves, we face escalating risks related to performance and security. Third-party developed components could introduce incompatibilities, service failures, or vulnerabilities, impacting the stability and security of their platforms, products, and services; and continuous enhancement of technology poses challenges to maintaining stable and secure operations, potentially affecting their business and reputation.

***30. We require certain approvals, permits and licenses in the ordinary course of business, and any failure or delay to obtain or renew them or to comply with their conditions in the future may adversely affect our operations.***

We are governed by various laws and regulations for our business and operations. We are required, and will continue to be required, to obtain and hold relevant licenses, approvals and permits at the local, state and central government levels for doing our business. Additionally, we may need to apply for renewal of certain approvals, licenses and permits, which expire or seek fresh approvals/licenses/permits, from time to time, as and when required in the ordinary course of our business. There can be no assurance that the relevant authorities will issue such licenses, permits or approvals in the timeframe anticipated by us or at all. There can be no guarantee that we will be able to obtain or renew all such approvals in a timely manner or at all. Our failure to renew, maintain or obtain the required licenses, permits or approvals within the requisite time may result in the interruption of our operations and may have a material adverse effect on our business, financial condition and results of operations.

Our permits, licenses and approvals are subject to several conditions, some of which could be onerous and we cannot assure you that we shall be able to continuously meet such conditions or be able to prove compliance with such conditions to statutory authorities, which may lead to cancellation, revocation or suspension of relevant permits, licenses or approvals. The loss of approvals, licenses and permits may cause disruptions in our business operations and may cause us to undertake significant expenditure to rectify non-compliance or denial of approvals, including relocation of facilities. Further, we cannot assure you that penalties under applicable laws would not be imposed on us in the event of non-compliance or alleged non-compliance with any of the terms or conditions thereof, or pursuant to any regulatory action.

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

We believe that the insurance coverage we maintain is reasonably adequate to cover the normal risks associated with the operation of our businesses. The following table sets forth our details of values of our key component of fixed assets and working capital and insurance coverage for the periods indicated:

*(₹ in crore)*

| Particulars | Three months ended June 30, 2026 | Fiscal 2026 | Fiscal 2025 | Fiscal 2024 |
|---|---|---|---|---|
| Gross block of Tangible assets | 2,143.56 | 1,847.28 | 792.54 | 911.90 |
| Total Insurance coverage | 3,449.87 | 3,343.24 | 3,028.92 | 1,224.84 |

| Particulars | Three months ended June 30, 2026 | Fiscal 2026 | Fiscal 2025 | Fiscal 2024 |
|---|---|---|---|---|
| Insurance coverage percentage on an overall basis (Total Insurance coverage /Gross block of Intangible assets) | 161% | 181% | 382% | 134% |

** Tangible assets =Gross block of Property plant and equipment + CWIP + Leased assets + Inventories + Cash*

Our insurance policies, however, may not provide adequate coverage in certain circumstances, such as the pandemics, losses or damages caused by infectious or contagious disease, credit loss, loss of profit and are subject to certain deductibles, exclusions and limits on coverage. Even if we have insurance for the incident giving rise to the loss, we may be required to pay a significant deductible on any claim for recovery of such a loss, or the amount of the loss may exceed our coverage for the loss. We cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have obtained sufficient insurance to cover all potential losses. See "- ***We experienced a major fire incident at our Dahej Facility on March 5, 2025, causing operational disruption and asset losses. Any delay, dispute, or shortfall in recovering our net outstanding insurance claim receivable amounting to ₹185.85 crores as at July 24, 2026, may adversely affect our liquidity, cash flows, and financial condition***" on page 81.

In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, or at acceptable cost, or at all. While there have been no such instances in the three months ended June 30, 2026 and Fiscals 2026, 2025 and 2024, to the extent that we suffer loss or damage, or successful assertion of one or more large claims against us for events for which we are not insured, or for which we did not obtain or maintain insurance, or which is not covered by insurance, exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, financial condition and cash flows could be adversely affected.

***32. The implementation of the schemes such as the Production Linked Incentive ("PLI") Scheme for Pharmaceuticals introduces risks and challenges to our business operations and financial performance.***

Under the PLI scheme, we are required to achieve committed threshold capital investments within specified timelines and generate prescribed minimum incremental sales of eligible pharmaceutical products over a multi-year tenure. Achieving these targets depends on accurate demand forecasting, optimal capacity utilization, and disciplined raw material and inventory management. Any failure or delay in meeting investment thresholds, achieving sales targets, or maintaining production schedules could result in the reduction, forfeiture, or clawback of incentive payouts under the PLI scheme.

Additionally, relying on anticipated PLI incentive payouts to support capital expenditures or working capital needs exposes us to cash flow and liquidity risks, as disbursements remain subject to verification audits, compliance checks, and administrative delays. Managing ongoing operational expenses, debt obligations, and committed expansion costs while awaiting incentive realization is essential to maintaining financial stability. While there have been no such instances in the three months ended June 30, 2026, and Fiscals 2026, 2025 and 2024, any failure to meet scheme commitments, non-disbursement or delayed receipt of incentives could result in financial losses, strain our liquidity, and materially and adversely affect our business, financial condition, cash flows, and results of operations.

***33. Our Company and its Subsidiaries, are involved in certain legal and regulatory proceedings, primarily arising in the ordinary course of business. Any adverse decision in such proceedings may have a material adverse effect on our business, financial condition, cash flows and results of operations.***

There are outstanding legal and regulatory proceedings involving our Company, and Subsidiaries, which are pending at different levels of adjudication before various courts, tribunals and other authorities. Such proceedings could divert the management's time and attention and consume financial resources in their defence or prosecution. Any unfavourable decision in connection with such proceedings, individually or in the aggregate, could adversely affect our reputation, business, financial condition and results of operations. The summary of such outstanding legal proceedings as on the date of this Preliminary Placement Document is set out below:

| Category of individuals/ entities | Criminal proceedings | Tax | Statutory or regulatory actions | Material pending civil proceedings | Economic offences | Aggregate amount involved* *(in ₹ Crore)* |
|---|---|---|---|---|---|---|
| **Company** | | | | | | |
| By our Company | - | N.A. | N.A. | 1 | N.A. | 1.70 |
| Against our Company | - | 10 | - | - | - | 21.53 |
| **Subsidiaries** | | | | | | |
| By our Subsidiaries | - | N.A. | N.A. | - | N.A. | - |
| Against our Subsidiaries | - | 2 | - | - | - | - |

**To the extent quantifiable*

### 34. *We have certain contingent liabilities, which if they materialize, may adversely affect our business, financial condition, cash flows and results of operations.*

As at March 31, 2026, our contingent liabilities as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets were as follows:

*(in ₹ cross)*

| Particulars | As at March 31, 2026 |
|---|---|
| Disputed income tax liabilities | - |
| Disputed GST and customs liabilities | 13.35 |
| Letter of credit and bank guarantees | 22.82 |
| Duty payable under Manufacturing and Other Operations in Warehouse scheme(1) | 34.89 |
| Custom duty and GST payable on goods lost in fire(2) | 85.63 |
| **Total** | **156.69** |

(1) *Group has registered the Pakhajan site as bonded warehouse under Manufacturing and Other Operations in Warehouse (MOOWR) scheme. The group has imported certain capital goods under the Manufacturing and Other Operations in Warehouse scheme, where customs duties and IGST are deferred. These duties become payable only if the goods are cleared for domestic consumption.*

(2) *During the previous year, Fiscal 2025, a fire incident at the group's manufacturing facility situated in the Dahej Special Economic Zone (SEZ), Gujarat, resulted in damage to certain inventories and assets. The damaged inventories and assets were subsequently disposed of as scrap. Under the applicable provisions governing SEZ units, customs duty and GST may be payable on goods procured without payment of duties/taxes and subsequently cleared into the Domestic Tariff Area (DTA). The applicability and amount of such duties and taxes, if any, in respect of the fire-damaged inventories and assets sold as scrap are subject to assessment and determination by the relevant authorities. The group's assets and inventories are comprehensively insured, including coverage for the applicable customs duty and GST component. Accordingly, in the event that any duty or GST liability is determined to be payable by the relevant authorities in respect of the fire-damaged goods, the group expects recovery of such amount under the insurance policy, subject to acceptance and settlement of the claim by the insurer. Pending final determination, the estimated amount of duty and GST exposure has been disclosed as a contingent liability. No provision has been recognized in the financial statements as the obligation is not considered probable as of the reporting date.*

If a significant portion of these liabilities materialize, it could have an adverse effect on our business, cash flows, financial condition and results of operations.

### 35. *Any downgrade in our credit ratings could increase our borrowing costs, affect our ability to obtain financing, and adversely affect our business, results of operations and financial condition.*

The cost and availability of capital depends in part on our short-term and long-term credit ratings. Credit ratings reflect the opinions of ratings agencies on our financial strength, operating performance, strategic position and ability to meet our obligations. In the past there has been a downgrading of our credit rating by CRISIL from CRISIL A/Negative to CRISIL A-/Negative for our long -term borrowings, from CRISIL A1 to CRISIL A2+ for our short term borrowings and from CRISIL A/Negative to CRISIL A-/Negative for the non-convertible debentures issued by us, on account of delays in the completion of capex projects, and a slower-than-anticipated ramp-up of operational capacities. Further, as of July 2026, our Subsidiary, Neogen Ionics Limited, was assigned a credit rating of CRISIL BBB+/Negative for long term credit facilities. Any further downgrade in our credit ratings could increase borrowing costs, result in an event of default under certain of our financing arrangements and adversely affect our access to capital and debt markets, which could in turn adversely affect our interest margins, our business, results of operations, financial condition and cash flows. Any incremental downgrade in our credit ratings could result in a recall of existing facilities, increase the probability that our lenders impose additional terms and conditions to any financing or refinancing arrangements we enter into in the future, impair

our future issuances of debt and equity, and our ability to raise new capital on a competitive basis, which may adversely affect our business, results of operations and financial condition.

In addition, our borrowing costs and our access to debt capital markets depend significantly on the credit ratings of India. There can be no assurance that India's credit ratings will not be revised or changed by the credit rating agency or any of the other global rating agencies.

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely affect the Company's ratings or terms on which the Company is able to finance future capital expenditure. This could have an adverse effect on our ability to fund our growth on favourable terms or at all and consequently adversely affect our business and financial performance and the price of the Equity Shares. For details see "-***Any adverse change in India's sovereign credit rating by an international rating agency could adversely affect our business and results of operations***" on page 104.

***36. Certain of our Directors, our Promoters, members of our Promoter Group, Key Managerial Personnel and Senior Managerial Personnel may have interests other than reimbursement of expenses incurred and normal remuneration or benefits in our Company.***

Our Promoters, our Executive Directors, Key Managerial Personnel and Senior Management may be deemed to be interested in our Company to the extent of their shareholding in our Company and any benefits arising on account of such shareholding. While we enter into related party transactions at arm's length basis, there can be no assurance that we could not have obtained better terms from a third party.

***37. We are dependent on our senior management team, and Key Managerial Personnel, and the loss of, or our inability to hire, retain, train, and motivate qualified personnel could adversely affect our business, results of operations, and financial condition.***

As of June 30, 2026, we employed 934 permanent employees of which eight are the members of our Senior Management and Key Managerial Personnel. Our ability to compete depends upon our ability to attract, motivate, and retain qualified personnel. We believe that the inputs and experience of our Senior Management and Key Managerial Personnel are valuable for the growth and development of business and operations and the strategic directions taken by our Company. We cannot assure you that we will be able to retain such members of our management or find adequate replacements in a timely manner, or at all.

The following table sets forth our attrition rates for the periods indicated:

| Particulars | For three months ended June 30, 2026 | For the year ended March 31, 2026 | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|---|---|
| Number of Key Managerial Personnel and Senior Managerial Personnel | 8 | 8 | 8 | 8 |
| Attrition Rate(1) (Key Managerial Personnel including Senior Managerial Personnel) (%) | 0.00 | 0.00 | 12.50 | 0.00 |
| ***Total staff*** | 934 | 905 | 779 | 712 |
| Total staff employed (excluding Key Managerial Personnel and Senior Managerial Personnel) | 926 | 897 | 771 | 704 |
| Attrition Rate(1) (total staff employed excluding Key Managerial Personnel and Senior Managerial Personnel) (%) | 4.45 | 14.87 | 18.85 | 23.47 |

*(1) Attrition rate for a particular category is calculated as total number of employees who have resigned in that particular category during the period divided by average number of employees of that particular category as on the last day of the stated period.*

*# Not annualized*

We may require a long period of time to hire and train replacement personnel when experienced or skilled personnel terminate their employment with our Company. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting employees that our business requires. While there have been no such instances in the three months ended June 30, 2026 and Fiscals

2026, 2025 and 2024, the loss of the services of such persons may have an adverse effect on our business, our results of operations and our cash flows.

The continued operations and growth of our business is dependent upon our ability to attract and retain personnel. Competition for qualified personnel with relevant industry expertise in India is intense. A loss of the services of our key personnel may adversely affect our business, results of operations, cash flows and financial condition.

***38. Certain sections of this Preliminary Placement Document disclose information from the industry report which has been commissioned and paid for by us exclusively in connection with the Issue and any reliance on such information for making an investment decision in the Issue is subject to inherent risks.***

Certain sections of this Preliminary Placement Document include information based on, or derived from the 1Lattice Report, which has been prepared by 1Lattice. The 1Lattice Report has been commissioned and paid for by us for the purposes of confirming our understanding of the industry and has been prepared in connection with the Issue. Given the scope and extent of the 1Lattice Report, disclosures are limited to certain excerpts and the 1Lattice Report has not been reproduced in its entirety in this Preliminary Placement Document. There are no parts, data or information (which may be relevant for the proposed issue), that have been left out or changed in any manner. However, the 1Lattice Report is prepared based on information as of specific dates and may no longer be current or reflect current trends. Certain information in the 1Lattice Report is subject to limitations and is also based on estimates, projections, forecasts and assumptions. Investors should not place undue reliance on or base their investment decision solely on this information.

You should consult your own advisors and undertake an independent assessment of information in this Preliminary Placement Document based on, or derived from, the Industry Report before making any investment decision regarding the Issue. For further details, see "***Summary of our Business***" and "***Industry Overview***" on pages 59 and 42, respectively.

**Risks in relation to the Issue and the objects of the Issue**

***39. Our funding requirements and proposed deployment of Net Proceeds are based on management estimates and have not been appraised by any bank or financial institution and our management will have broad discretion over the use of the Net Proceed.***

We intend to utilize portions of the Net Proceeds towards (i) Repayment/ pre-payment, in full or part, of certain borrowings availed by our Company; (ii) Funding our working capital requirements and (ii) general corporate purposes as described in the section titled "***Objects of the Issue and Use of Proceeds***" on page 110. As on the date of this Preliminary Placement Document, our funding requirements are based on management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to changes in external circumstances or costs, or in other financial condition, business or strategy, as discussed further below.

We may have to revise our funding requirement on account of various factors, such as financial and market conditions, interest rate fluctuations and other external factors, which may not be within the control of our management. This may also entail rescheduling of the proposed deployment of the Net Proceeds at the discretion of our management, subject to compliance with applicable laws. Further, in the event, the Net Proceeds are not utilized (in full or in part) for the objects of the Issue due to any reason, including (i) market conditions outside the control of our Company; and (ii) any other economic, business and commercial considerations, the remaining Net Proceeds shall be utilized in subsequent periods in such manner as may be determined by our Company, in accordance with applicable laws. Our management estimates may differ from the value that would have been determined by third party appraisals, which may require us to reschedule or reallocate our expenditure, subject to applicable laws, and may have an adverse impact on our business, financial condition, results of operations and cash flows. Accordingly, investors in the Equity Shares will be relying on the judgment of our management regarding the application of the Net Proceeds

***40. Any variation in the utilisation of the Net Proceeds or in the terms of any contract as disclosed in this Preliminary Placement Document and Placement Document would be subject to certain compliance requirements, including prior shareholders' approval.***

We propose to utilise the Net Proceeds for funding expenditure towards (i) repayment/ pre-payment, in full or part, of certain borrowings availed by our Company and (ii) funding our working capital requirements, and the balance is proposed to be utilised for general corporate purposes.

For further information of the proposed objects of the Issue, please see the section entitled "***Objects of the Issue and Use of Issue Proceeds***" on page 110. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. However, in the event we propose to alter the utilisation of the Net Proceeds from the purposes stated in this Placement Document, we may be required to obtain approval of our Board of Directors and make appropriate disclosures to stock exchanges in accordance with the SEBI Listing Regulations, including Regulation 32 relating to monitoring of utilisation of issues proceeds, and other applicable laws. Any delay in obtaining the necessary internal approvals, or in making such disclosures, may adversely affect our ability to deploy the Net Proceeds in a timely manner.

Further, any reallocation of the Net Proceeds may impact the timing of the implementation of the stated objects of the Issue. In addition, changes in utilisation may be monitored by the Audit Committee, and variations, if any, may be required to be reported to stock exchanges as part of our quarterly filings. We cannot assure you that any such proposed variation will receive the requisite approvals in a timely manner, or at all, which may restrict our financial flexibility and adversely affect our business, operations, and results of operations.

***41. This Preliminary Placement Document includes certain non-GAAP financial measures and certain other selected statistical information related to our operations and financial performance. These non-GAAP measures and statistical information may vary from any standard methodology that is applicable across the chemical industry, and therefore may not be comparable with financial or statistical information of similar nomenclature computed and presented by other companies.***

Certain non-GAAP financial measures such as Return on Equity, Return on Capital Employed, Net Capital Turnover Ratio, Revenue Growth, Gross Margin, Gross Margin Growth, EBITDA Margin, EBITDA Growth, PAT Margin, PAT Growth, PAT Margin, Debt-to Equity Ratio ("**Non-GAAP Measures**") and certain other statistical information relating to our operations and financial performance have been included in this section and elsewhere in this Preliminary Placement Document. Such Non-GAAP Measures are a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period 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, IFRS or US GAAP. In addition, these Non-GAAP Measures and other statistical information relating to our operations and financial performance are not standardized terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. In addition, these are not standardized terms, hence a direct comparison of these measures between companies may not be possible. Other companies may calculate Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. We compute and disclose such Non-GAAP Measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by power infrastructure sector companies, many of which provide such Non-GAAP financial measures and other statistical and operational information when reporting their financial results.

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

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

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

Under the Companies Act, a company incorporated in India must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by shareholders of such company.

However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interests in our Company may be reduced.

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

While our declaration of dividends is at the discretion of our Board and subject to Shareholders' approval, and the amount of our future dividend payments, if any, will depend on our future earnings, cash flows, financial condition, working capital requirements, capital expenditures, applicable Indian legal restrictions and other factors. There can be no assurance that we will declare and pay dividends in the future. We may 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. Additionally, in the future, we may be restricted by the terms of our financing agreements in making dividend payments unless otherwise agreed with our lender.

***45. There may be less information available about companies listed on Indian securities markets than companies listed on securities markets in other countries.***

There may be less publicly available information about Indian public companies, including our Company, than is regularly disclosed by public companies in other countries with more mature securities markets. There is a difference between the level of regulation and monitoring of the Indian securities markets and the activities of investors, brokers and other participants in those markets, and that of markets in other more developed economies. In India, while there are certain regulations and guidelines on disclosure requirements, insider trading and other matters, there may be less publicly available information about Indian companies than is regularly made available by public companies in many developed economies. As a result, you may have access to less information about our business, results of operations and financial condition, and those of our competitors that are listed on the Stock Exchanges, on an ongoing basis, than you may in the case of companies subject to the reporting requirements of certain other countries.

***46. Fluctuations in foreign exchange rates could have an adverse effect on the value of the Equity Shares, independent of our operating results.***

The Equity Shares are quoted in Rupees on the Stock Exchanges. Any dividends declared on the Equity Shares will be paid in Rupees and may thereafter be converted into foreign currency for repatriation by investors outside India. In addition, any adverse movement in exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares, may reduce the Net Proceeds received by shareholders. Further, any adverse movement in exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, including delays arising from regulatory approvals or procedural requirements, may reduce the net proceeds realised by shareholders. Foreign exchange rates have experienced significant fluctuations in the past and may continue to do so in the future, which may adversely affect the value of the Equity Shares and investor returns, independent of our operating performance.

***47. Your ability to acquire and sell Equity Shares offered in the Issue is restricted by the distribution, solicitation and transfer restrictions set forth in this Preliminary Placement Document; you will be prohibited from selling any of the Equity Shares subscribed in this Issue other than on a recognised Indian stock exchange for a period of one year from the date of the allotment of the Equity Shares.***

No actions have been taken to permit an offering of the Equity Shares offered in the Issue in any jurisdiction, except for India. As such, your ability to acquire Equity Shares offered in the Issue is restricted by the distribution and solicitation restrictions set forth in "***Selling Restrictions***" on page 167. Further, the Equity Shares offered in

the Issue are subject to restrictions on transferability and resale. Pursuant to the SEBI ICDR Regulations, QIBs will be prohibited from selling any of the Equity Shares subscribed in this Issue other than on a recognised Indian stock exchange for a period of one year from the date of the allotment of the Equity Shares. For further information, see "***Transfer Restrictions and Purchaser Representations***" on page 175. You are required to inform yourself on, and observe, these restrictions. Our Company and its representatives and agents will not be obligated to recognise any acquisition, transfer or resale of the Equity Shares offered in the Issue made other than in compliance with applicable law.

***48. Bidders to the Issue are not allowed to withdraw or revise their Bids downwards after the Issue Closing Date.***

In accordance with the SEBI ICDR Regulations, Bidders in the Issue are not allowed to withdraw or revise their Bids downwards after the Issue Closing Date. The Allotment of Equity Shares in this Issue and the credit of such Equity Shares to the Bidder's demat account with the depository participant could take approximately seven days and up to ten days from the Issue Closing Date. However, there is no assurance that material adverse changes in the international or national monetary, financial, political or economic conditions or other events in the nature of force majeure, material adverse changes in our business, results of operation or financial condition, or other events affecting the Bidder's decision to invest in the Equity Shares, would not arise between the Issue Closing Date and the date of Allotment of Equity Shares in the Issue. Occurrence of any such events after the Issue Closing Date could also impact the market price of the Equity Shares. The Bidders shall not have the right to withdraw or revise their Bids downwards in the event of any such occurrence. Our Company may complete the Allotment of the Equity Shares even if such events may limit the Bidders' ability to sell the Equity Shares after the Issue or cause the trading price of the Equity Shares to decline. Further, Investors will be subject to market risks until the Equity Shares credited to the investor's demat account are listed and permitted to trade.

**External risks**

***49. Our business is substantially affected by prevailing economic, political and other prevailing conditions in India.***

We are incorporated in and substantially all our operations are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- any increase in Indian interest rates or inflation;
- any exchange rate fluctuations;
- any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian consumers and Indian corporates;
- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- occurrence of natural or man-made disasters;
- outbreak of an infectious disease such as COVID-19;
- prevailing regional or global economic conditions, including in India's principal export markets;
- any downgrading of India's debt rating by a domestic or international rating agency;
- civil unrest, acts of violence, terrorist attacks, regional conflicts or situations or war, including any further escalation of the conflict in the Middle East;

- financial instability in financial markets; and
- other significant regulatory or economic developments in or affecting India or its construction sector.

Moreover, a fall in the purchasing power of our customers, for any reason whatsoever, including rising consumer inflation, availability of financing to our customers, changing governmental policies and a slowdown in economic growth may have an adverse effect on our customers' income, savings and could in turn negatively affect their demand for our products. For example, in 2016, the Reserve Bank of India and the Ministry of Finance of the Government of India introduced demonetization policies, leading to a short-term decrease in liquidity of cash in India, which had in turn negatively affected consumer spending. Although there have been minimal short-term effects on our day-to-day business, the medium-term and long-term effects of demonetization on our business are uncertain and we cannot accurately predict the effect thereof on our business, results of operations, financial condition and prospects.

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

The price of the Equity Shares will be subject to a daily circuit breaker imposed on listed companies by all stock exchanges in India, which does not allow transactions beyond a certain level of volatility in the price of the Equity Shares. This circuit breaker operates indepex`ndently of the index-based market-wide circuit breakers generally imposed by the SEBI on Indian stock exchanges. The percentage limit on the Company's circuit breaker is set by the stock exchanges based, amongst others, on the historical volatility in the price and trading volume of the Equity Shares. The stock exchanges are not required to, and do not, inform us of the percentage limit of the circuit breaker from time to time, and may change it without the Company's knowledge. This circuit breaker effectively limits upward and downward movements in the price of the Equity Shares. As a result, shareholders' ability to sell the Equity Shares, or the price at which they can sell the Equity Shares, may be adversely affected at a particular point in time.

***51. After this Issue, the price of our Equity Shares may be volatile, and you may not be able to sell the Equity Shares at or above the Issue Price.***

The Issue Price will be determined by us in consultation with the Lead Managers, based on Bids received in compliance with Chapter VI of the SEBI Regulations and the provisions of the Companies Act, and it may not necessarily be indicative of the market price of the Equity Shares after this Issue is completed. We cannot provide assurance that you will be able to resell the Equity Shares profitably. We cannot assure that an active trading market for the Equity Shares can be sustained post the Issue or that the trading price of the Equity Shares will correspond to the historically traded price. The trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian financial services industry and the perception in the market about investments in the financial service industry, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint venture, or capital commitments. In addition, if the stock markets in general experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us.

***52. Any adverse change in India's sovereign credit rating by an international rating agency could adversely affect our business and results of operations.***

Our borrowing costs and our access to the debt capital markets depend significantly on the sovereign credit ratings of India. India's sovereign debt rating could be downgraded due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. Set forth below are India's sovereign debt rating from certain credit rating agencies.

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available, including raising any overseas additional financing. A downgrading of India's credit ratings may occur, for example, upon a change of government tax or fiscal policy, which are outside

our control. This could have an adverse effect on our ability to fund our growth on favorable terms or at all, and consequently adversely affect our business, cash flows and financial performance and trading price of the Equity Shares.

***53. Our Equity Shares are quoted in Indian Rupees in India and investors may be subject to potential losses arising out of exchange rate risk on the Indian Rupee and risks associated with the conversion of Indian Rupee proceeds into foreign currency***

Investors are subject to currency fluctuation risk and convertibility risk since our Equity Shares are quoted in Indian Rupees on the Indian stock exchanges on which they are listed. Dividends on the Equity Shares will also be paid in Indian Rupees and subsequently may need to be converted into the relevant foreign currency for repatriation. Any adverse movement in exchange rates during the time it takes to undertake such conversion may reduce the net dividend to investors. In addition, foreign investors that seek to sell Equity Shares will have to obtain approval from the RBI, unless the sale is made on a stock exchange or in connection with an offer made under regulations regarding takeovers. Any adverse movement in exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares, may reduce the net proceeds received by shareholders. The volatility of the Indian Rupee against other currencies may subject investors who convert funds into Indian Rupees to purchase our Equity Shares to currency fluctuation risks.

***54. Conditions in the Indian securities market may affect the price or liquidity of the Equity Shares.***

The Indian securities markets are smaller and more volatile than securities markets in more developed economies. The Indian stock exchanges have in the past experienced substantial fluctuations in the prices of listed securities. The governing bodies of the Indian stock exchanges have from time to time imposed restrictions on trading in certain securities, limitations on price movements and margin requirements. The market price of the Equity Shares may decline or fluctuate significantly due to a number of factors, some of which may be beyond our control, including:

- actual or anticipated fluctuations in our operating results;
- announcements about our earnings that are not in line with analyst expectations;
- the public's reaction to our press releases, other public announcements and filings with the regulator;
- significant liability claims, complaints from our customers, shortages or interruptions in the availability of raw materials, or reports of incidents of tampering of raw materials;
- changes in senior management or key personnel;
- macroeconomic conditions in India;
- fluctuations of exchange rates;
- the operating and stock price performance of comparable companies;
- changes in our shareholder base;
- changes in our dividend policy;
- issuances, exchanges or sales, or expected issuances, exchanges or sales;
- changes in accounting standards, policies, guidance, interpretations or principles; and
- changes in the regulatory and legal environment in which we operate;

Any of these factors may result in large and sudden changes in the volume and trading price of the Equity Shares. We cannot assure you that you will be able to resell your Equity Shares at or above the Issue Price. We cannot assure you that an active trading market for the Equity Shares will be sustained after this Issue, or that the price at which the Equity Shares have historically traded will correspond to the price at which the Equity Shares will trade in the market subsequent to this Issue.

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

Our Company is a company incorporated under the laws of India and all of our Directors are located in India. All our assets, our Key Managerial Personnel and officers are also located in India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce judgments obtained against such parties outside India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if that court was of the view that the amount of damages awarded was excessive or inconsistent with public policy, or if judgments are in breach or contrary to Indian law. In addition, a party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to execute such a judgment or to repatriate outside India any amounts recovered.

Recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Code of Civil Procedure, 1908. India is not party to any international treaty in relation to the recognition or enforcement of foreign judgments. India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, such as the United Kingdom, United Arab Emirates, Singapore and Hong Kong. To be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements established in the Indian Code of Civil Procedure, 1908. The CPC only permits the enforcement and execution of monetary decrees in the reciprocating jurisdiction, not being any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India, including the United States, cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether predicated solely upon the general laws of the non-reciprocating territory, would not be directly enforceable in India. The party in whose favour a final foreign judgment in a non-reciprocating territory is rendered may bring a fresh suit in a competent court in India based on the final judgment within three years of obtaining such final judgment. However, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or that an Indian court would enforce foreign judgments if it viewed the amount of damages as excessive or inconsistent with the public policy in India. Further, there is no assurance that a suit brought in an Indian court in relation to a foreign judgment will be disposed of in a timely manner. In addition, any person seeking to enforce a foreign judgment in India is required to obtain the prior approval of the RBI to repatriate any amount recovered, and we cannot assure that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approval would be acceptable. Such amount may also be subject to income tax in accordance with applicable law.

***56. Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the 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**"). 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 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, read with Press Note No. 2 (2026 Series), dated March 15, 2026 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.

***57. Investors can be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares or dividend paid thereon.***

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares held as investments in an Indian company are generally taxable in India. A securities transaction tax ("**STT**") is levied both at the time of transfer and acquisition of the equity shares (unless exempted under a prescribed notification), and the STT is collected by an Indian stock exchange on which equity shares are sold. Any capital gain realized on the sale of listed equity shares on a recognized stock exchange held for more than 12 months immediately preceding the date of transfer will be subject to long term capital gains in India at the specified rates depending on certain factors, such as whether the sale is undertaken on or off the recognized stock exchanges, the quantum of gains, and any available treaty relief. Such long-term capital gains exceeding ₹1,25,000 arising from the sale of listed equity shares on the stock exchange are subject to tax at the rate of 12.5% (plus applicable surcharge and cess) subject to, inter alia, payment of STT. Further any capital gains realized on the sale of listed equity shares of an Indian company, held for more than 12 months, which are sold using any platform other than a recognized stock exchange and on which no STT has been paid, will also be subject to long term capital gains tax in India at the rate of 12.5% (plus applicable surcharge and cess).Further, any capital gains realized on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short term capital gains tax in India at the rate of 20.00% (plus applicable surcharge and cess), subject to STT being paid at the time of sale of such shares. Otherwise, such gains will be taxed at the applicable rates.

Capital gains arising from the sale of the Equity Shares will not be chargeable to tax in India in cases where relief from such taxation in India is provided under a treaty between India and the country of which the seller is resident and the seller is entitled to avail benefits thereunder, subject to certain conditions. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

Additionally, any dividend distributed by a domestic company is subject to tax in the hands of the investor at the applicable rate. Further, we are required to withhold tax on such dividends distributed at the applicable rate. Non-resident shareholders may claim benefit of the applicable tax treaty, subject to satisfaction of certain conditions. We 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 from such dividend. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning Equity Shares.

***58. Rights of shareholders under Indian law may be more limited or differ from those available in other jurisdictions.***

Indian legal principles governing corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from the laws applicable in other jurisdictions. The corporate affairs of our Company are governed by the Companies Act, the rules made thereunder, regulations issued by SEBI and other relevant authorities, as well as our Memorandum of Association and Articles of Association. Consequently, shareholders' rights including in relation to class actions, voting rights (which are proportionate to the paid-up equity shareholding under the Companies Act), and the ability to assert claims—may be more limited or differ in scope when compared to those available to shareholders of corporations in certain other countries. As a result, investors may face greater difficulty in asserting their rights as shareholders of an Indian company.

## MARKET PRICE INFORMATION

As on the date of this Preliminary Placement Document, 27,381,674 Equity Shares have been issued, subscribed and are fully paid up. The face value of our Equity Shares is ₹10 per equity share. The Equity Shares are listed and are available for trading on NSE and BSE. The Equity Shares have been listed on the BSE and NSE since May 8, 2019. The Equity Shares are listed and traded on NSE under the symbol NEOGEN and BSE under the scrip code 542665.

As on September 10, 2026, the closing price of the Equity Shares on BSE and NSE were ₹2,386.55 and ₹2,388.90 per Equity Share, respectively. The tables below set out, for the periods indicated, the high, low and average closing prices and the trading turnover on NSE and BSE for our Equity Shares.

A. The following tables set out the reported high, low and average of the closing prices of our Equity Shares on NSE and BSE and number of Equity Shares traded on the days on which such high and low prices were recorded and the total trading turnover for the Fiscals 2026, 2025 and 2024.

**NSE**

| Fiscal | High (₹) | Date of high | No. of Equity Shares traded on date of high (in number) | Total Turnover of Equity Shares traded on date of high (₹ in crore) | Low (₹) | Date of low | No. of Equity Shares traded on date of low (in number) | Total Turnover of Equity Shares traded on date of low (₹ in crore) | Average price for the year (₹) | Total Volume of Equity Shares traded in the Fiscals (in number) | Total Turnover of Equity Shares traded in the Fiscals (₹ in crore) |
|---|---|---|---|---|---|---|---|---|---|---|---|
| Fiscal 2026 | 1,797.00 | June 3, 2025 | 161,438 | 28.04 | 966.70 | December 10, 2025 | 538,821 | 54.93 | 1,423.93 | 27,849,419 | 3,476.04 |
| Fiscal 2025 | 2,420.00 | December 10, 2024 | 86,422 | 20.40 | 1,197.05 | April 1, 2024 | 25,471 | 3.12 | 1,777.63 | 20,285,812 | 3,742.82 |
| Fiscal 2024 | 1,859.30 | October 5, 2023 | 114,635 | 20.84 | 1,176.00 | March 28, 2024 | 59,098 | 7.12 | 1,536.28 | 13,686,997 | 2,151.40 |

*(Source: www.nseindia.com)*

1. *High, low and average prices are based on the daily closing prices.*
2. *In the case of a year, average represents the average of the closing prices of all trading days of each year presented.*

**BSE**

| Fiscal | High (₹) | Date of high | No. of Equity Shares traded on date of high (in number) | Total Turnover of Equity Shares traded on date of high (₹ in crore) | Low (₹) | Date of low | No. of Equity Shares traded on date of low (in number) | Total Turnover of Equity Shares traded on date of low (₹ in crore) | Average price for the year (₹) | Total Volume of Equity Shares traded in the Fiscals (in number) | Total Turnover of Equity Shares traded in the Fiscals (₹ in crore) |
|---|---|---|---|---|---|---|---|---|---|---|---|
| Fiscal 2026 | 1,788.00 | June 3, 2025 | 16,571 | 2.87 | 978 | December 9, 2025 | 5,140 | 0.50 | 1,423.82 | 1,812,622 | 230.21 |
| Fiscal 2025 | 2,414.90 | December 10, 2024 | 5,083 | 1.19 | 1,200.00 | April 1, 2024 | 1,171 | 0.14 | 1,777.07 | 1,419,720 | 256.06 |
| Fiscal 2024 | 1,851.05 | October 5, 2023 | 10,557 | 1.92 | 1,148.80 | March 27, 2024 | 7,929 | 0.95 | 1,536.19 | 1,053,224 | 163.77 |

*(Source: www.bseindia.com)*

1. *High, low and average prices are based on the daily closing prices.*
2. *In the case of a year, average represents the average of the closing prices of all trading days of each year presented.*

B. The following tables set out the reported high and low closing prices of our Equity Shares recorded on NSE and BSE and the number of Equity Shares traded on the days on which such high and low prices were recorded and the volume of Equity Shares traded in each of the last six months.

**NSE**

| Month | High (₹) | Date of high | No. of Equity Shares traded on date of high (in number) | Total Turnover of Equity Shares traded on date of high (₹ in crore) | Low (₹) | Date of low | No. of Equity Shares traded on date of low (in number) | Total Turnover of Equity Shares traded on date of low (₹ in crore) | Average price for the month (₹) | Equity Shares traded in the month | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | | Volume (in number) | Turnover (₹ in crore) |
| March 2026 | 1,501.00 | March 10, 2026 | 99,504 | 14.44 | 1,101.20 | March 30, 2026 | 113,507 | 12.97 | 1,333.06 | 1,838,013 | 246.12 |
| April 2026 | 1,720.00 | April 24,2026 | 212,540 | 35.62 | 1,124.10 | April 1, 2026 | 77,849 | 9.21 | 1,460.22 | 2,503,961 | 386.92 |
| May 2026 | 1,887.00 | May 29, 2026 | 203,571 | 37.83 | 1,547.00 | May 19, 2026 | 146,282 | 23.11 | 1,712.09 | 1,984,027 | 344.12 |
| June 2026 | 2,090.00 | June 16, 2026 | 49,157 | 10.13 | 1,752.00 | June 2, 2026 | 262,830 | 47.47 | 1,942.61 | 3,164,874 | 619.07 |
| July 2026 | 2,374.00 | July 16, 2026 | 271,904 | 63.42 | 1,920.00 | July, 8 2026 | 50,918 | 9.96 | 2,077.73 | 3,131,537 | 668.17 |
| August 2026 | 2,483.90 | August 18, 2026 | 1,415,053 | 338.22 | 1,984.60 | August 06, 2026 | 69,468 | 14.08 | 2,161.90 | 4,595,974 | 1,028.96 |

*(Source: www.nseindia.com)*

1. *High, low and average prices are based on the daily closing prices.*
2. *In the case of a year, average represents the average of the closing prices of all trading days of each month presented.*
3. *If the market price information is not available on a particular date due to a public holiday, market price information of the previous working day have been disclosed.*

**BSE**

| Month | High (₹) | Date of high | No. of Equity Shares traded on date of high (in number) | Total Turnover of Equity Shares traded on date of high (₹ in crore) | Low (₹) | Date of low | No. of Equity Shares traded on date of low (in number) | Total Turnover of Equity Shares traded on date of low (₹ in crore) | Average price for the month (₹) | Equity Shares traded in the month | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | | Volume (in number) | Turnover (₹ in crore) |
| March 2026 | 1,500.00 | March 10, 2026 | 4,647 | 0.67 | 1,104.80 | March 30, 2026 | 6,820 | 0.78 | 1,333.61 | 87,713 | 11.77 |
| April 2026 | 1,720.35 | April 24, 2026 | 8,935 | 1.49 | 1,133.70 | April 1,2026 | 2,574 | 0.30 | 1,459.92 | 103,006 | 16.06 |
| May 2026 | 1,885.00 | May 29, 2026 | 9,434 | 1.75 | 1,549.70 | May 19, 2026 | 5,577 | 0.88 | 1,713.39 | 104,574 | 18.13 |
| June 2026 | 2,099.75 | June 17, 2026 | 12,862 | 2.51 | 1,751.70 | June 2, 2026 | 280,526 | 50.13 | 1,941.80 | 428,628 | 79.25 |
| July 2026 | 2,370.00 | July 16, 2026 | 12,954 | 3.01 | 1,935.15 | July 8, 2026 | 1,445 | 0.28 | 2,078.82 | 126,323 | 26.92 |
| August 2026 | 2,482.70 | August 18, 2026 | 43,005 | 102.66 | 1,990.30 | August 06, 2026 | 4,598 | 0.93 | 2,162.47 | 193,130 | 42.89 |

*(Source: www.bseindia.com)*

1. *High, low and average prices are based on the daily closing prices.*
2. *In the case of a year, average represents the average of the closing prices of all trading days of each month presented.*
3. *If the market price information is not available on a particular date due to a public holiday, market price information of the previous working day have been disclosed.*

C. The following table sets forth the market price of our Equity Shares on NSE and BSE on July 24, 2026, the first working day following the approval of the Board of Directors for the Issue.

| NSE | | | | | | BSE | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| Open (₹) | High (₹) | Low (₹) | Close (₹) | Number of Equity Shares traded (in number) | Turnover (₹ in crore) | Open (₹) | High (₹) | Low (₹) | Close (₹) | Number of Equity Shares traded (in number) | Turnover (₹ in crore) |
| 2,080.00 | 2,121.90 | 2,025.00 | 2,062.80 | 54,018 | 11.13 | 2,096.65 | 2,105.40 | 2,030.80 | 2,063.35 | 2,074 | 0.42 |

*(Source: www.nseindia.com and www.bseindia.com)*

## OBJECTS OF THE ISSUE AND USE OF ISSUE PROCEEDS

The Issue is being undertaken in accordance with Chapter VI of SEBI ICDR Regulations and Sections 42 and 62 of the Companies Act, 2013 including the rules made thereunder, to the extent applicable.

The total gross proceeds from the Issue shall aggregate up to ₹[●] crores ("**Gross Proceeds**"). Subject to compliance with applicable laws, the net proceeds from the Issue, after deducting fees, commission and expenses of the Issue (of approximately ₹[●] crores) shall be approximately ₹[●] crores ("**Net Proceeds**").

**Purpose of the Issue**

Subject to compliance with applicable laws and regulations, we propose to utilize the Net Proceeds for:

(i) Repayment/ pre-payment, in full or part, of certain borrowings availed by our Company;
(ii) Funding our long-term working capital requirements; and
(iii) General corporate purposes.

Collectively referred to hereinafter as the "**Objects**".

***Utilization of Net Proceeds***

The Net Proceeds are proposed to be used in accordance with the details provided in the following table:

| Sr. No. | Particulars | Amount which will be financed from Net Proceed (₹ in crores)^ |
|---|---|---|
| 1. | Repayment/ pre-payment, in full or part, of certain borrowings availed by our Company | [●] |
| 2. | Funding our long-term working capital requirements | [●] |
| 3. | General corporate purposes(1)(2) | [●] |
| **Total Net Proceeds** | | [●] |

(1) *The amount to be utilized for general corporate purposes alone shall not exceed 25% of the Gross Proceeds. To be determined upon finalization of the Issue Price and updated in the Placement Document.*
(2) *Subject to finalization of Issue Size.*

The main objects clause and objects incidental or ancillary to the main objects clause, as set out in Memorandum of Association, of our Company, as applicable, enable us to undertake (i) the existing activities; and (ii) the activities proposed to be funded from the Net Proceeds.

***Proposed schedule of implementation and deployment of Net Proceeds***

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 crores)*

| Sr. No. | Particulars | Amount to be funded from Net Proceeds | Estimated deployment of Net Proceeds in Fiscal 2027 | Estimated deployment of Net Proceeds in Fiscal 2028 |
|---|---|---|---|---|
| 1. | Repayment/ pre-payment, in full or part, of certain borrowings availed by our Company | [●] | [●] | [●] |
| 2. | Funding our long-term working capital requirements | [●] | [●] | [●] |
| 3. | General corporate purposes(1) | [●] | [●] | [●] |
| | **Net Proceeds**(1) | [●] | [●] | [●] |

(1) *To be determined upon finalization of the Issue Price and updated in the Placement Document. The amount to be utilized for general corporate purposes alone shall not exceed 25% of the Gross Proceeds.*

The above requirements of funds are based on our current business plan, internal management estimates based on the prevailing market conditions, other external commercial and technical factors including interest rates, and exchange rate fluctuations which may be subject to change in the future. However, such fund requirements and proposed deployment of Net Proceeds have not been appraised by any external/independent agency or any bank or financial institution.We may have to revise our funding requirements and deployment on account of a variety of factors such as our business and strategy, our financial and market condition, and other external factors such as

changes in the business environment and interest or exchange rate fluctuations, which may not be within the control of our management and obtaining necessary approvals/ consents, as applicable, in accordance with applicable law. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws. The breakdown of the Net Proceeds as set-out above, is subject to change basis the final Issue size, including by way of any downward revisions in the breakdown between the various objects of the Issue. Our Fund-Raising Committee by its resolution dated [●], 2026 has approved the utilisation of the Net Proceeds for the above-mentioned objects, in accordance with the schedule of deployment and implementation.

In the event that the estimated utilization of the Net Proceeds and Issue related expenses in a scheduled financial year is not achieved, for the reasons mentioned above, the same shall be utilized in the next financial year or if required, the amount scheduled for deployment in a specific financial year may be utilized in an earlier financial year, as may be determined by our Company, in accordance with applicable laws.

Subject to compliance with applicable laws, in case of any variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed from internal accruals, additional equity and/or debt arrangements or by surplus funds available in respect of the other purposes for which funds are being raised in the Issue.

**Details of the Object**

1. ***Repayment/ pre-payment, in full or part, of certain borrowings availed by our Company***

Our Company has entered into various borrowing arrangements, including borrowings that are term loans, fund based and non-fund based working capital facilities from various banks, non-banking financial companies, financial institutions and other entities. As of July 31, 2026, we had total outstanding borrowings (fund based and non-fund based) of ₹796.28 crores (excluding accrued interest).

Our Company intends to utilize an aggregate amount of ₹[●] crores from the Net Proceeds towards repayment/prepayment of all or a portion of certain outstanding borrowings availed by our Company. We have obtained necessary consents, wherever required, from the lenders as per the requirements and restrictive covenants contained under the financing documentation of the borrowing arrangements. Further, pursuant to the terms of the borrowing arrangements, prepayment of certain indebtedness may attract prepayment charges or penalties as prescribed by the respective lender. We have and will also take such provisions into consideration while deciding repayment and/ or pre-payment of loans from the Net Proceeds. We believe that such repayment/ prepayment will help reduce our outstanding indebtedness and debt servicing costs and improve our debt-to-equity ratio. In addition, we believe that this would improve our ability to raise further resources in the future to fund potential business development and growth opportunities. The selection of borrowings proposed to be prepaid or repaid amongst our borrowing arrangements will be based on various factors, including (i) maturity profile and the remaining tenor of the loan, (ii) cost of the borrowing, including applicable interest rates, (iii) 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, or relating to the terms of repayment, (iv) levy of any prepayment penalties and the quantum thereof, (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.

**Utilization of loans by our Company**

The following table sets forth details of the indicative list of borrowings availed by our Company, which were outstanding as on July 31, 2026, which are proposed to be prepaid or prepaid, all or in part, from the Net Proceeds:

| Sr. no | Name of the lender | Nature of borrowing | Date of sanction letter/ loan arrangement / debenture trust deed | Sanctioned amount as of July 31, 2026 (₹ in crores) | Principal amount outstanding as on July 31, 2026 (₹ in crores) | Interest rate per annum (in %) of borrowings as of July 31, 2026 | Re-payment debt / schedule / tenor | Prepayment penalty | Purpose for which disbursed loan amount was used |
|---|---|---|---|---|---|---|---|---|---|
| 1. | Vivriti Capital | Term loan | March 28, 2026 | 20.00 | 17.39 | 12% p.a. fixed | 24 equal monthly instalments | 2% p.a. after 12 months upto 18 months and after that at 1% p.a. | For working capital expenses, supporting cash flow mismatch and supporting capital expenditure requirements |
| 2. | HDFC Bank Limited | Term loan | March 4, 2021 | 40.00 | 14.00 | As mutually agreed from time to time | 7 years including 2 year moratorium | 2% of outstanding term loan | Capex at Dahej plant |
| 3. | HDFC Bank Limited | Term loan | September 12, 2019 | 55.00 | 5.50 | As mutually agreed from time to time | 7 years including 2 year moratorium | | |
| 4. | Bandhan Bank Limited | Term loan | September 8, 2025 | 25.00 | 19.85 | 8.50% (EBR rate + 3.00% Spread) | 7 years including 1 year moratorium | Nil | Maintenance and general capex within the next 12 months |
| 5. | Axis Bank Limited | Term loan | January 12, 2026 | 16.24 | 12.50 | Repo rate + 2.75% Spread | 7 years including 2 year moratorium | 1% if prepaid through other bank borrowing and NIL otherwise | For capex in existing Vadodara facility |
| 6. | Non-Convertible Debentures | NCD | August 6, 2025 | 200.00 | 200.00 | 10.50% p.a. payable monthly^ | 30 months (maturing on February 12, 2028) | Call and Put options available after the end of 24 months and repayable at par. Prepayment penalty of 1% applicable on prepayment before 24 months | Capital expenditure, repayment of secured and unsecured loans, and general and corporate purposes |
| **Total** | | | | **356.24** | **269.24** | | | | |

*^A step- up interest of 0.50% p.a.is further applicable to the coupon rate due to downgrade in our credit rating with effect from. July 17, 2026. For risk of any downgrade of our credit ratings for our long term and short-term borrowings please see "**Risk Factor - 35. Any downgrade in our credit ratings could increase our borrowing costs, affect our ability to obtain financing, and adversely affect our business, results of operations and financial condition"** on page 98.*

## 2. Funding of our long-term working capital requirements

Our business is working capital intensive and we fund a majority of our working capital gap in the ordinary course of business from internal accruals and financing from various banks and financial institutions. As on July 31, 2026 we had sanctioned working capital facilities aggregating ₹487.69 crores of which ₹456.00 crores is outstanding. As we continue to expand our operations, we anticipate that our working capital requirements will continue to increase and we will need additional working capital to support our incremental business requirements and funding future growth and strategic initiatives.

We propose to utilise ₹[●] crores and ₹[●] crores in Fiscal 2027 and Fiscal 2028, respectively, from the Net Proceeds to fund the long-term working capital requirements of our Company. The balance portion of our long-term working capital requirement will be arranged from existing equity, internal accruals and borrowings from banks and financial institutions.

*Existing working capital*

The details of our Company's working capital as for Fiscal 2026, Fiscal 2025 and Fiscal 2024 and the source of funding, derived from the audited standalone financial statements, are provided in the table below:

*(₹ in crores)*

| Particulars | As at the Fiscal ended | | |
|---|---|---|---|
| | **March 31, 2026** | **March 31, 2025** | **March 31, 2024** |
| **A. Non-current and current assets** | | | |
| (a) Trade receivables | 356.74 | 199.05 | 267.89 |
| (b) Inventories | 551.65 | 306.21 | 373.28 |
| (c) Other non-current financials assets | 29.23 | 13.39 | 8.64 |
| (d) Other non- current assets | 0.20 | 0.36 | 3.22 |
| (e) Other current financials assets | 87.69 | 199.42 | 131.58 |
| (f) Other current assets | 82.71 | 26.30 | 21.42 |
| **Total non-current and current assets** | **1,108.22** | **744.73** | **806.03** |
| | | | |
| **B. Non-current liabilities and current liabilities** | | | |
| (a) Trade payables | 422.50 | 255.15 | 140.44 |
| (b) Other non current financials liabilities | 2.37 | 2.10 | 3.65 |
| (c) Long term provisions | 11.57 | 10.49 | 8.30 |
| (d) Deferred tax liabilities (net) | 19.79 | 21.39 | 26.16 |
| (e) Other current financials liabilities | 29.71 | 11.22 | 23.72 |
| (f) Other current liabilities | 28.51 | 19.75 | 17.26 |
| (g) Short term provisions | 4.09 | 3.83 | 1.18 |
| (h) Current tax Liabilities (net) | 5.53 | 7.14 | 3.46 |
| **Total non-current and current liabilities** | **524.08** | **331.07** | **224.17** |
| | | | |
| **Net working capital (A-B) (₹ in crores)** | **584.14** | **413.66** | **581.86** |
| | | | |
| **Means of finance** | | | |
| Cash credit | 111.53 | 190.23 | 113.86 |
| Working capital loan | 241.00 | 162.00 | 118.64 |
| Buyers credit | 2.46 | - | - |
| **Total borrowing** | **354.99** | **352.23** | **232.50** |
| | | | |
| Internal accrual | 229.14 | 61.43 | 349.36 |
| **Grand total** | **584.14** | **413.66** | **581.86** |

*As certified by Chandabhoy & Jassoobhoy, Chartered Accountants by a certificate dated September 10, 2026.*

*Notes:*

*a. Total non-current assets and current assets do not include property, plant and equipment, right to use assets, capital work in progress, other intangible assets, intangible assets under development, investment in subsidiaries and associates, cash and cash equivalent, current investment, capital advances and insurance claim receivable.*

*b. Total non-current liabilities and current liabilities do not include borrowings and creditors for capital expenditure.*

**Holding levels and justifications for holding period levels derived from our audited standalone financial information**

Further, set forth below are the details of the holding levels (in days) as at March 31, 2026, March 31, 2025, and March 31, 2024:

| Particulars | Fiscal Year | | |
|---|---|---|---|
| | 2026 | 2025 | 2024 |
| **A. Current assets days** | | | |
| (a) Trade receivables days | 119 | 110 | 117 |
| (b) Inventory days | 183 | 160 | 175 |
| (c) Other non-current financials assets | 9 | 5 | 4 |
| (d) Other non-current assets | 0 | 1 | 2 |
| (e) Other current financial assets | 61 | 78 | 43 |
| (f) Other current assets | 23 | 11 | 20 |
| **Total non-current and current assets** | **395** | **365** | **361** |
| | | | |
| **B. Non-current liabilities and current liabilities** | | | |
| (a) Trade payable days | 145 | 93 | 78 |
| (b) Other current liabilities | 38 | 38 | 34 |
| (c) Other non-current financials liabilities | 1 | 1 | 2 |
| (d) Long term provisions | 5 | 4 | 3 |
| (e) Deferred tax liabilities (net) | 9 | 11 | 12 |
| (f) Other current financials liabilities | 9 | 8 | 9 |
| (g) Other current liabilities | 10 | 9 | 5 |
| (h) Short term provisions | 2 | 1 | 1 |
| (i) Current tax Liabilities (net) | 3 | 2 | 1 |
| **Total non-current and current liabilities days** | **222** | **167** | **145** |

*As certified by Chandabhoy & Jassoobhoy, Chartered Accountants by a certificate dated September 10, 2026.*

*Notes:*

1) *Trade receivables days: (average trade receivables/ revenue) * 365*
2) *Inventory days: (average inventory/ revenue) * 365*
3) *Other non-current financials assets days: (average other non-current financials assets/revenue) * 365*
4) *Other non-current assets days: (average other non-current assets (excluding capital advance)/revenue) * 365*
5) *Other current financials assets days: (average other current financials assets/revenue) * 365*
6) *Other current assets days: (average other current assets/revenue) * 365*
7) *Other non-current financials liabilities days: (average other non-current financials liabilities/revenue) * 365*
8) *Long-term provisions days: (average long-term provisions/revenue) * 365*
9) *Deferred tax liabilities (net) days: (average deferred tax liabilities (net)/revenue) * 365*
10) *Other current financials liabilities days: (average other current financials liabilities (excluding capital creditors)/revenue) * 365*
11) *Other current liabilities days: (average other current liabilities/revenue) * 365*
12) *Short-term provisions days: (average short-term provisions/revenue) * 365*
13) *Current tax liabilities (net) days: (average current tax liabilities (net)/revenue) * 365*

**Justifications for holding period levels**

The working capital projections made by our Company are based on certain key assumptions, as set out below:

| Particulars | Assumptions and justifications |
|---|---|
| **A. Non-current assets and current assets** | |
| (a) Trade receivables | Our Company is operating in export and domestic geographies. We expect to continue trade receivable days in the similar range i.e. 120 days in Fiscal 2027 as against 119 days in Fiscal 2026. |
| (b) Inventories | Inventory levels of our Company depend mainly on the operating model adopted by our Company and the international commercial terms. The main raw materials used by our Company are bromine, lithium, solvents and other consumables which are required to always be kept in inventory so as to avoid any hindrance in the production process. The stock level used to be high because of disturbances caused by the fire incident last year and consequent job work undertaken. Therefore, our Company estimates that the inventory holding period to improve to 175 days in Fiscal 2027 as against 183 days in Fiscal 2026. |
| (c) Other non-current financials assets | Other non-current financial assets include fixed deposits and security deposits. Our Company has estimated other non-current financial assets for Fiscal 2027 of ₹25.89 crores reflecting a holding period of 9 days, which is the same as that of Fiscal 2026. |
| (d) Other current financials assets | Other current financial assets include contract assets, interest accrued on fixed deposits, security deposit. Our Company has estimated other current financial assets for the Fiscal 2027 of ₹172.60 crores reflecting a holding period of 60 days, as compared to 61 days of Fiscal 2026. |
| (e) Other current assets | Other current assets include prepaid expense, balances with government authorities. Our Company has estimated other current assets for Fiscal 2027 of ₹31.64 crores reflecting a holding period of 11 days, as compared to 23 days of Fiscal 2026. |

| Particulars | Assumptions and justifications |
|---|---|
| **B. Non-current liabilities and current liabilities** | |
| (a) Trade payables | Trade payable includes supplier finance arrangement. Our Company, estimates that the trade payable holding period is likely to reduce to 90 days in Fiscal 2027 as against 145 days in Fiscal 2026. |
| (b) Other non-current financials liabilities | Other non-current financial liabilities include employee benefit payable and other payables. Our Company has estimated other non-current financial liabilities for Fiscal 2027 of ₹2.28 crores reflecting a holding period of 1 day, which is broadly in line with 1 day for Fiscal 2026. |
| (c) Long term provisions | Long term provisions include provision for gratuity and leave encashment. Our Company has estimated long term provisions for the Fiscal 2027 of ₹11.51 crores reflecting a holding period of 4 days, which is broadly in line with 4 days of Fiscal 2026. |
| (d) Deferred tax liabilities (net) | Our Company has estimated deferred tax liabilities for the Fiscal 2027 of ₹17.26 crores reflecting a holding period of 6 days, which is broadly in line with 9 days of Fiscal 2026. |
| (e) Other current financials liabilities | Other current financial liabilities include employee benefits payable, retention amount, interest accrued but not due on borrowings, security deposits, derivative liability for forwards contracts, deferred revenue income, other payables. Our Company has estimated other current financial liabilities for the Fiscal 2027 of ₹11.51 crores reflecting a holding period of 4 days, which is broadly in line with 9 days of Fiscal 2026. |
| (f) Other current liabilities | Other current liabilities include advance from customers and statutory due payable. Our Company has estimated other current liabilities for the Fiscal 2027 of ₹17.26 crores reflecting a holding period of 6 days, which is broadly in line with 10 days of Fiscal 2026. |
| (g) Short term provisions | Short term provisions include provision for gratuity and leave encashment. Our Company has estimated short term liabilities for the Fiscal 2027 of ₹2.88 crores reflecting a holding period of 1 day, which is broadly in line with 2 days of Fiscal 2026. |
| (h) Current tax liabilities (net) | Our Company has estimated current tax liabilities (net) for the Fiscal 2027 of ₹8.63 crores reflecting a holding period of 3 days, which is broadly in line with 3 days of Fiscal 2026. |

**Expected working capital requirements**

On the basis of existing working capital requirement and holding levels for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024 the estimated working capital requirements and proposed funding pattern for Fiscal 2027 and Fiscal 2028 are set forth below:

*(₹ in crores)*

| Sl. No. | Particulars | Estimated Amount as on March 31, 2027 | Estimated Amount as on March 31, 2028 |
|---|---|---|---|
| 1. | **Working capital requirements** | **747.95** | **793.97** |
| 2. | Net Proceeds from the Issue | [●] | [●] |
| 3. | Short term borrowings and internal accruals and equity | [●] | [●] |

Our Company proposes utilizing ₹[●] crores of the Net Proceeds in Fiscals 2027 and Fiscal 2028, towards our incremental working capital requirements. Accordingly, our Fundraising Committee, pursuant to its resolution dated [●], has approved the estimation of the working capital requirements for Fiscal 2027 and 2028 and the holding period thereof respectively. The remaining portion of our working capital requirement shall be met from short-term borrowings, internal accruals and equity.

**3. General corporate purposes**

Our Company proposes to deploy the balance Net Proceeds, aggregating to ₹[●] crore, towards general corporate purposes as approved by our management from time to time, subject to such utilization not exceeding 25% of the Gross Proceeds, in compliance with applicable laws. The general corporate purposes for which our Company proposes to utilise the Net Proceeds include strategic initiatives, security deposit on lease, marketing, advertising expenditures and business development expenses, expansion of facilities, payment of salaries and allowances, rent, administration, insurance, repairs and maintenance, payment of taxes, duties and meeting expenses incurred by our Company in the ordinary course of business. In addition to the above, our Company may utilise the Net Proceeds towards other expenditure (in the ordinary course of business) considered expedient and as approved periodically by the Board or a duly constituted committee thereof, subject to compliance with necessary provisions of the Companies Act or other applicable laws.

Our Company's management shall have flexibility in utilizing surplus amounts, if any, in accordance with applicable law. The quantum of utilization of funds towards each of the above purposes will be determined by our

Board, based on the amount actually available under this head and the business requirements of our Company, from time to time, subject to compliance with applicable law.

**Interim use of Net Proceeds**

Pending utilization of the Net Proceeds our Company shall invest such proceeds in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934 or to temporarily invest the funds in creditworthy instruments, including money market / liquid / overnight mutual funds, as approved by the Board and/or a duly authorized committee of the Board, from time to time, and in accordance with applicable laws. Provided that, in accordance with applicable laws, we undertake to not utilize the proceeds from the Issue unless Allotment is made and the corresponding return of Allotment is filed with the RoC and final listing and trading approvals are received from each of the Stock Exchanges.

**Monitoring of utilization of funds**

Our Company has appointed CRISIL Ratings Limited as the monitoring agency, a credit rating agency registered with SEBI, in accordance with Regulation 173A of the SEBI ICDR Regulations for monitoring the utilization of Gross Proceeds as the size of our Issue exceeds ₹100 crore. The report of the Monitoring Agency shall be placed before the Audit Committee on a quarterly basis, upon its receipt, until such time as the Gross Proceeds have been utilized in full. The Board of Directors and the management of our Company will provide their comments on the findings of the Monitoring Agency as specified in Schedule XI of the SEBI Regulations. Such report, along with the comments (if any) of the Monitoring Agency shall be submitted to the Stock Exchanges within 45 days from the end of each quarter or such other period as may be specified under applicable law and uploaded on the website of our Company at https://neogenchem.com/corporate-governance/.

Pursuant to Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Gross Proceeds.

On an annual basis, our Company shall (i) prepare a statement of funds utilized for purposes other than those stated in this Preliminary Placement Document and place it before the Audit Committee and make other disclosures as may be required until such time as the Gross Proceeds remain unutilized; and (ii) disclose every year, the utilization of the Gross Proceeds during that year in its annual report. Such disclosure shall be made only until such time that all the Gross Proceeds have been utilized in full.

Further, 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 indicating (i) deviations, if any, in the actual utilization of the proceeds of the Issue from the Objects as stated above; and (ii) details of category wise variations in the actual utilization of the proceeds of the Issue from the Objects as stated above or the Objects for which the Gross Proceeds were raised, have been achieved. This information will also be published on our website and our Company shall furnish an explanation for the deviations and category-wise variations in the director's report in its annual report, after placing the same before the Audit Committee.

**Other confirmations**

The Net Proceeds shall be kept by our Company in a separate bank account with a scheduled bank and shall be utilized as approved by our Board and / or a duly authorized committee of our Board, from time to time only for such purposes, as permitted under the Companies Act, prescribed Objects as disclosed above and other applicable laws.

Any variation in the planned use of the Net Proceeds will be undertaken in accordance with applicable law, including compliance with requirements for prior shareholders' approval, where required.

Subject to applicable laws, our Board shall determine the quantum of Net Proceeds to be deployed by our Company from the Issue, depending on business opportunities or requirements of our Company from time to time.

Neither our Promoters nor our Directors are making any contribution either as a part of the Issue or separately in furtherance of the use of the Net Proceeds. Further, neither our Promoters nor our Directors shall receive any proceeds from the Issue, whether directly or indirectly. Since the Issue is only made to Eligible QIBs, our Promoters, Directors, Key Managerial Personnel or Senior Management are not eligible to subscribe to the Issue.

There are no material existing or anticipated transactions in relation to the utilization of the Net Proceeds entered into or to be entered into by our Company with our Promoters, Promoter Group, Directors, Key Managerial Personnel and/or Senior Management. Since, the Proceeds of the Issue are proposed to be utilised towards the purposes set forth above, and not for implementing any specific project, the following disclosure requirements under Schedule VII of the SEBI ICDR Regulations are not applicable: (i) break-up of cost of the project, (ii) means of financing such project, and (iii) proposed deployment status of the proceeds at each stage of the project.

In accordance with applicable laws, we undertake to not utilize proceeds from the Issue unless Allotment is made and the corresponding return of Allotment is filed with the RoC and final listing and trading approvals are received from each of the Stock Exchanges, whichever is later.

## CAPITALIZATION STATEMENT

The following table sets forth our capitalization and total borrowings on a consolidated basis as of March 31, 2026, which is derived from Fiscal 2026 Audited Consolidated Financial Statement and adjusted to give effect to the receipt of the Gross Proceeds of the Issue.

This table should be read in conjunction with "***Risk Factors***" on page 78 and other financial information contained in the "***Financial Information***" on page 202.

*(₹ in crore, unless otherwise stated)*

| Particulars | Pre-Issue (as at March 31, 2026)[1] | As adjusted for the Issue[1] [2]# |
|---|---|---|
| **1. Borrowing** | | |
| Current Borrowings **(I)** | 360.24 | [●] |
| Non-Current Borrowings **(II)** | 819.15 | [●] |
| Current maturities of borrowings- non-current **(III)** | 150.50 | [●] |
| | | |
| **Total Debt (IV = I + II + III)** | 1,329.89 | [●] |
| | | |
| **2. EQUITY** | | |
| Equity share capital[2] **(V)** | 26.38 | [●] |
| Other Equity (VI) | 789.87 | [●] |
| | | |
| **Total Equity[2] (VII = V + VI)** | 816.25 | [●] |
| | | |
| **3. Total Capitalisation (IV + VII)** | 2,146.14 | [●] |
| | | |
| **4. Ratio: Non-current borrowings (including current maturities) /Total Equity (VIII=(II+III)/VII)** | 1.19 | [●] |
| | | |
| **5. Ratio: Total borrowings/ Total Equity (IX = IV/ VII)** | 1.63 | [●] |

*# To be determined upon finalisation of the Issue Price. The securities premium account after the Issue is calculated on the basis of Gross Proceeds. Adjustments do not include Issue related expenses.*

*Note:*

*(1) These terms shall carry the meaning as per Schedule III to the Companies Act, 2013 (as amended).*

*(2) In April 2026, the company has made a preferential issue of 10,00,000 number of equity shares of face value Rs 10 each at a premium of Rs.1600 per share aggregating to Rs.161.00 crores.*

For details of the authorised, issued and subscribed capital and the paid-up capital of our Company, please see "***Capital Structure***" on page 119.

## CAPITAL STRUCTURE

The share capital of our Company as at the date of this Preliminary Placement Document is set out below:

| | Particulars | Aggregate value (*in* ₹) |
|---|---|---|
| **A** | **AUTHORIZED SHARE CAPITAL** | |
| | 9,00,26,000 Equity Shares of face value of ₹10 each<br>10,00,000 Preference Shares of ₹100 each | 1,00,02,60,000 |
| | | |
| **B** | **ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE** | |
| | 2,73,81,674 Equity Shares of face value of ₹10 each | 27,38,16,740 |
| | | |
| **C** | **PRESENT ISSUE IN TERMS OF THIS PRELIMINARY PLACEMENT DOCUMENT** | |
| | Up to [●] Equity Shares aggregating up to ₹[●][(1)(2)] | [●] |
| | | |
| | **ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE** | |
| | [●] Equity Shares of face value of ₹10 each aggregating up to ₹[●][(2)] | [●] |
| | | |
| | **SECURITIES PREMIUM ACCOUNT** | |
| | Before the Issue (as of the date of this Preliminary Placement Document) (*in*₹ *crores*) | 681.20 |
| | After the Issue[(2)(3)] | [●] |

(1) *The Issue has been authorized by the Board of Directors pursuant to its resolution dated July 24, 2026, and the Shareholders pursuant to a special resolution dated August 21, 2026.*

(2) *To be determined upon finalization of the Issue Price.*

(3) *The securities premium account after the Issue is calculated on the basis of gross proceeds of the Issue. Adjustments do not include Issue related expenses.*

### Equity Share capital history of our Company

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

[*The remainder of this page has been intentionally left blank*]

| Date of allotment | Nature of allotment | Details of allottees/ shareholders and Equity Shares allotted | | Number of Equity Shares allotted | Face value per Equity Share (₹) | Issue price per Equity Share (₹) | Nature of consideration | Cumulative number of Equity Shares |
|---|---|---|---|---|---|---|---|---|
| March 7, 1989[(1)^] | Initial subscription to the Memorandum of Association | Name of the allottee | Number of equity shares allotted | 10 | 100 | 100 | Cash | 10 |
| | | Haridas Thakarshi Kanani | 5 | | | | | |
| | | Beena Haridas Kanani | 5 | | | | | |
| January 31, 1990^ | Rights issue | Name of the allottee | Number of equity shares allotted | 1,600 | 100 | 100 | Cash | 1,610 |
| | | Haridas Thakarshi Kanani | 700 | | | | | |
| | | Beena Haridas Kanani | 900 | | | | | |
| July 24, 1990^ | Rights issue | Name of the allottee | Number of equity shares allotted | 2,830 | 100 | 100 | Cash | 4,440 |
| | | Haridas Thakarshi Kanani | 1,830 | | | | | |
| | | Beena Haridas Kanani | 350 | | | | | |
| | | Harin Haridas Kanani | 400 | | | | | |
| | | Pallika Haridas Kanani | 250 | | | | | |
| March 30, 1991^ | Rights issue | Name of the allottee | Number of equity shares allotted | 5,560 | 100 | 100 | Cash | 10,000 |
| | | Haridas Thakarshi Kanani | 5,010 | | | | | |
| | | Harin Haridas Kanani | 300 | | | | | |
| | | Pallika Haridas Kanani | 250 | | | | | |
| September 26, 1994^ | Bonus issue | Name of the allottee | Number of equity shares allotted | 20,000 | 100 | N.A. | Other than cash | 30,000 |
| | | Haridas Thakarshi Kanani | 5,090 | | | | | |
| | | Beena Haridas Kanani | 2,492 | | | | | |

| Date of allotment | Nature of allotment | Details of allottees/ shareholders and Equity Shares allotted | | Number of Equity Shares allotted | Face value per Equity Share (₹) | Issue price per Equity Share (₹) | Nature of consideration | Cumulative number of Equity Shares |
|---|---|---|---|---|---|---|---|---|
| | | Harin Haridas Kanani | 1,390 | | | | | |
| | | Pallika Haridas Kanani | 990 | | | | | |
| | | Khorshed J. Ghadiali | 2 | | | | | |
| | | Dilip Jasani | 2 | | | | | |
| | | Rajesh Patel (HUF) | 2 | | | | | |
| | | Jeet Bookseller | 2 | | | | | |
| | | Raksha P. Bookseller | 2 | | | | | |
| | | Sudhir Arvindan | 2 | | | | | |
| | | Pandit Arvindan | 2 | | | | | |
| | | Radha Arvindan | 2 | | | | | |
| | | Smita Desai | 2 | | | | | |
| | | Hemant Desai | 2 | | | | | |
| | | Virendra B. Reshamwala | 2 | | | | | |
| | | Kirti Shah | 2 | | | | | |
| | | Mohit Shah | 2 | | | | | |
| | | Nainesh Shah | 2 | | | | | |
| | | Vimal Shah | 2 | | | | | |
| | | Ishwarlal Reshmwala | 2 | | | | | |
| | | Rajesh Patel | 2 | | | | | |
| | | Pratosh Gandhi | 2 | | | | | |
| | | Haridas Thakarshi Kanani (HUF) | 2 | | | | | |
| March 23, 1996 | Rights issue | Name of the allottee | Number of equity shares allotted | 4,000 | 100 | 100 | Cash | 34,000 |
| | | Beena Haridas Kanani | 2,912 | | | | | |
| | | Harin Haridas Kanani | 973 | | | | | |
| | | Pallika Haridas Kanani | 115 | | | | | |
| March 31, 1997 | Conversion of 1,500 debentures to Equity Shares[(2)] | Name of the allottee | Number of equity shares allotted | 15,000 | 100 | N.A. | Other than cash | 49,000 |
| | | Haridas Thakarshi Kanani | 8,300 | | | | | |
| | | Beena Haridas Kanani | 3,350 | | | | | |
| | | Harin Haridas Kanani | 1,950 | | | | | |

| Date of allotment | Nature of allotment | Details of allottees/ shareholders and Equity Shares allotted | | Number of Equity Shares allotted | Face value per Equity Share (₹) | Issue price per Equity Share (₹) | Nature of consideration | Cumulative number of Equity Shares |
|---|---|---|---|---|---|---|---|---|
| | | Pallika Haridas Kanani | 1,400 | | | | | |
| Pursuant to a resolution passed by our Board and Shareholders on April 11, 1998 and May 2, 1998, respectively, our Company sub-divided the face value of its equity shares from ₹100 each to ₹10 each. Accordingly, the issued and paid-up equity share capital of our Company was sub-divided from 49,000 equity shares of ₹100 each to 490,000 Equity Shares of ₹10 each | | | | | | | | |
| November 1, 2003^ | Rights issue | Name of the allottee | Number of equity shares allotted | 2,60,000 | 10 | 10 | Cash | 7,50,000 |
| | | Haridas Thakarshi Kanani | 2,24,080 | | | | | |
| | | Beena Haridas Kanani | 20,000 | | | | | |
| | | Harin Haridas Kanani | 9,920 | | | | | |
| | | Pallika Haridas Kanani | 6,000 | | | | | |
| March 31, 2005 | Rights issue | | | 1,20,000 | 10 | 10 | Cash | 8,70,000 |
| | | Name of the allottee | Number of equity shares allotted | | | | | |
| | | Haridas Thakarshi Kanani | 80,000 | | | | | |
| | | Beena Haridas Kanani | 40,000 | | | | | |
| March 31, 2006 | Rights issue | | | 1,30,000 | 10 | 10 | Cash | 10,00,000 |
| | | Name of the allottee | Number of equity shares allotted | | | | | |
| | | Haridas Thakarshi Kanani | 86,000 | | | | | |
| | | Beena Haridas Kanani | 40,000 | | | | | |
| | | Pallika Haridas Kanani | 4,000 | | | | | |
| March 27, 2008 | Rights issue | | | 5,00,000 | 10 | 10 | Cash | 15,00,000 |
| | | Name of the allottee | Number of equity shares allotted | | | | | |
| | | Haridas Thakarshi Kanani | 3,49,990 | | | | | |
| | | Harin Haridas Kanani | 50,000 | | | | | |
| | | Beena Haridas Kanani | 65,000 | | | | | |

| Date of allotment | Nature of allotment | Details of allottees/ shareholders and Equity Shares allotted | Number of Equity Shares allotted | Face value per Equity Share (₹) | Issue price per Equity Share (₹) | Nature of consideration | Cumulative number of Equity Shares |
|---|---|---|---|---|---|---|---|
| | | Pallika Haridas Kanani 35,000<br>Sanjay Mehta 10 | | | | | |
| November 26, 2010 | Rights issue | Name of the allottee / Number of equity shares allotted<br>Haridas Thakarshi Kanani 7,00,000<br>Beena Haridas Kanani 1,50,000<br>Harin Haridas Kanani 1,00,000<br>Pallika Haridas Kanani 50,000 | 10,00,000 | 10 | 10 | Cash | 25,00,000 |
| September 25, 2012 | Bonus issue | Name of the allottee / Number of equity shares allotted<br>Haridas Thakarshi Kanani 13,99,976<br>Beena Haridas Kanani 3,00,000<br>Haren Haridas Kanani 2,00,000<br>Pallika Haridas Kanani 1,00,000<br>B.B. Reshamwala 8<br>B.T. Kaushal 8<br>Sanjay Mehta 8 | 20,00,000 | 10 | N.A. | Other than cash | 45,00,000 |
| March 14, 2016 | Bonus issue | Name of the allottee / Number of equity shares allotted<br>Haridas Thakarshi Kanani 1,08,49,752<br>Beena Haridas Kanani 23,25,000<br>Harin Haridas Kanani 15,50,000<br>Pallika Haridas Kanani 7,75,000<br>Bharat B. Reshamwala 62<br>Sanjay Mehta 62 | 1,55,00,000 | 10 | N.A. | N.A. | 2,00,00,000 |

| Date of allotment | Nature of allotment | Details of allottees/ shareholders and Equity Shares allotted | | Number of Equity Shares allotted | Face value per Equity Share (₹) | Issue price per Equity Share (₹) | Nature of consideration | Cumulative number of Equity Shares |
|---|---|---|---|---|---|---|---|---|
| | | Hitesh Reshamwala | 62 | | | | | |
| | | Shyamsunder Upadhyay | 62 | | | | | |
| September 8, 2018 | Conversion of 10% OCPS into Equity Shares | Name of the allottee | Number of equity shares allotted | 78,793 | 10 | 193.86 | Cash | 2,00,78,793 |
| | | Beena Kanani | 6,061 | | | | | |
| | | Pragna Jawahar Thacker and Jawahar Mangalji Thacker | 6,061 | | | | | |
| | | Dhruv H. Reshamwala and Heena H. Reshamwala, | 6,061 | | | | | |
| | | Repeat Purchase India Private Limited | 6,061 | | | | | |
| | | Kalpana Mehta | 6,061 | | | | | |
| | | Rajendra V. Paleja and Pinank R. Paleja | 6,061 | | | | | |
| | | Pinank R. Paleja and Amita P. Paleja | 6,061 | | | | | |
| | | Anjoo A. Bajaj and Ashok M. Bajaj | 6,061 | | | | | |
| | | Chandrakant B. Reshamwala and Nayana C. Reshamwala | 6,061 | | | | | |
| | | Nayana C. Reshamwala and Chandrakant B. Reshamwala | 6,061 | | | | | |
| | | Sanjay N. Mehta (HUF) | 6,061 | | | | | |
| | | Khorshed Jimmy Ghadiali and Jimmy Hirji Ghadiali | 6,061 | | | | | |
| | | Kalpana H. Mehta and Himanshu M. Mehta | 6,061 | | | | | |
| May 4, 2019 | Allotment due to initial public offering | 32,55,813 Equity Shares of face value of ₹10 each | | 32,55,813 | 10 | 215 | Cash | 2,33,34,606 |

| Date of allotment | Nature of allotment | Details of allottees/ shareholders and Equity Shares allotted | | Number of Equity Shares allotted | Face value per Equity Share (₹) | Issue price per Equity Share (₹) | Nature of consideration | Cumulative number of Equity Shares |
|---|---|---|---|---|---|---|---|---|
| January 6, 2022 | Preferential issue of Equity Shares | Name of the allottee | Number of equity shares allotted | 16,04,710 | 10 | 1,402.12 | Cash | 2,49,39,316 |
| | | SBI Magnum Children Benefit Fund Investment Plan | 1,07,000 | | | | | |
| | | SBI Large and Midcap Fund | 4,63,565 | | | | | |
| | | Axis Regular Saver Fund | 7,133 | | | | | |
| | | Axis Flexi Cap Fund | 1,90,188 | | | | | |
| | | Axis Small Cap Fund | 1,90,188 | | | | | |
| | | Axis Special Situations Fund | 1,83,056 | | | | | |
| | | Plutus Wealth Management LLP | 2,85,280 | | | | | |
| | | White Oak India Equity Fund IV | 1,06,980 | | | | | |
| | | White Oak India Select Equity Fund | 71,320 | | | | | |
| November 1, 2023 | Preferential issue of Equity Shares | Name of the allottee | Number of equity shares allotted | 14,42,358 | 10 | 1,754.07 | Cash | 2,63,81,674 |
| | | SBI Large and Midcap Fund | 2,85,051 | | | | | |
| | | SBI Contra Fund | 2,22,340 | | | | | |
| | | SBI Equity Savings Fund | 62,711 | | | | | |
| | | Quant Small Cap Fund | 4,27,577 | | | | | |
| | | Tata India Tax Saving Fund | 1,99,536 | | | | | |
| | | India Acorn Fund Limited | 85,515 | | | | | |
| | | Ashoka India Equity Investment Trust PLC | 57,010 | | | | | |
| | | Invesco India Small Cap Fund | 57,010 | | | | | |
| | | Alchemy Long term Ventures Fund | 45,608 | | | | | |

| Date of allotment | Nature of allotment | Details of allottees/ shareholders and Equity Shares allotted | | Number of Equity Shares allotted | Face value per Equity Share (₹) | Issue price per Equity Share (₹) | Nature of consideration | Cumulative number of Equity Shares |
|---|---|---|---|---|---|---|---|---|
| April 18, 2026 | Preferential issue of Equity Shares | Name of the allottee | Number of equity shares allotted | 10,00,000 | 10 | 1,610.00 | Cash | 27,381,674 |
| | | Cadamba Solutions Private Limited | 10,00,000 | | | | | |

^ *Our Company is unable to locate the relevant ROC filings for the said allotment or the annual returns filed by our Company for the year. Further, certain annual returns contain inadvertent errors. Consequently, our Company has relied on the register of members and the relevant board and/or shareholder minutes and financial statements in this regard. For further information, please see "**Risk Factors**" on page 78.*

(1) *Our Company was incorporated on March 7, 1989, and the date of subscription to the Memorandum of Association was March 7, 1989, and the allotment of equity shares pursuant to such subscription was taken on record by our Board on March 18, 1989.*

Except as stated in "- ***Equity Share Capital History of our Company***" above, our Company has not made any allotment of Equity Shares in the one year immediately preceding the date of this Preliminary Placement Document, including for consideration other than cash, or made any allotment of Equity Shares pursuant to a preferential issue, private placement or a rights issue.

**Preference share capital history of our Company**

Our Company does not have any outstanding preference share capital as on the date of this Preliminary Placement Document.

**Employee Stock Option Scheme**

*Neogen Chemicals Employee Stock Option Scheme 2024 ("**NCL ESOP Scheme 2024**")*

Pursuant to the resolution of our Board dated August 7, 2024, and the resolution of our shareholders dated September 27, 2024, our Company instituted the NCL ESOP Scheme 2024 to provide for the grant of options to the employees of our Company who met the eligibility criteria under the NCL ESOP Scheme 2024. The NCL ESOP Scheme 2024 shall be administered by the NRC Committee which shall act as a Compensation Committee in consultation with our Board through the trust route where the Neogen Chemicals Limited Employees Welfare Trust may acquire the Equity Shares: (i) by direct allotment from our Company; and/or (ii) from secondary acquisition from the market, as may be applicable.

NCL ESOP Scheme 2024 is in compliance with the SEBI SBEB & SE Regulations. All options under the NCL ESOP Scheme 2024 that have been granted till the date of this Preliminary Placement Document have been granted only to employees of our Company and such options have been granted in compliance with Companies Act, 2013 and SEBI SBEB & SE Regulations. The details of the stock options outstanding under the NCL ESOP Scheme 2024 as of the date of this Preliminary Placement Document are as follows:

| Particulars | |
|---|---|
| Total number of options under the NCL ESOP Scheme 2024 | 250,000 |
| Total number of options granted under the NCL ESOP Scheme 2024 | 86,600 |
| Total number of options vested under the NCL ESOP Scheme 2024 | 4,590 |
| Total number of options exercised under the NCL ESOP Scheme 2024 | 240 |
| Total number of options cancelled or forfeited under the NCL ESOP Scheme 2024 | 19,930 |
| Total number of options yet to be exercised under the NCL ESOP Scheme 2024 | 66,430 |

*As certified by Chandabhoy & Jassoobhoy, Chartered Accountants by way of their certificate dated September 10, 2026.*

**Proposed Allottees in the Issue**

In compliance with the requirements of Chapter VI of the SEBI ICDR Regulations, Allotment shall be made by our Company, in consultation with the Lead Managers, to Eligible QIBs only, on a discretionary basis.

The names of the proposed Allottees, assuming that the Equity Shares are Allotted to them pursuant to the Issue, and the percentage of post-Issue share capital that may be held by them, see "***Details of Proposed Allottees in the Issue***" on page 205.

**Pre-Issue and post-Issue shareholding pattern**

The pre-Issue and post-Issue shareholding pattern of our Company is set forth below:

| Sr. No. | Category | Pre-Issue^ | | Post-Issue* | |
|---|---|---|---|---|---|
| | | No. of Equity Shares held | % of share holding | No. of Equity Shares held | % of share holding |
| A. | Promoters' holding** | | | | |
| 1. | Indian | | | | |
| | Individuals/Hindu undivided family | 3,749,989 | 13.70 | [●] | [●] |
| | Trusts | 8,416,750 | 30.74 | [●] | [●] |
| | Any other (Body Corporate) | 1,350,000 | 4.93 | [●] | [●] |
| | Sub-total (A)(1) | 13,516,739 | 49.37 | [●] | [●] |
| 2. | Foreign | | | | |
| | Individuals (non-resident individuals/foreign individuals) | 998,000 | 3.64 | [●] | [●] |
| | Sub-total (A)(2) | 998,000 | 3.64 | [●] | [●] |
| | **Total shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)** | 14,514,739 | 53.01 | [●] | [●] |
| B. | **Public Shareholder** | | | | |
| 1. | Institutions (domestic) | | | | |
| | Mutual Funds | 3,401,606 | 12.42 | [●] | [●] |
| | Alternate Investment Funds | 976,446 | 3.57 | [●] | [●] |
| | Insurance Companies | 297,793 | 1.09 | [●] | [●] |
| | **Sub-total (B)(1)** | **4,675,845** | **17.08** | [●] | [●] |
| 2. | **Institutions (foreign)** | | | [●] | [●] |
| | Foreign portfolio investors category I | 1,024,258 | 3.74 | [●] | [●] |
| | Foreign portfolio investors category II | 34,072 | 0.12 | [●] | [●] |
| | **Sub-total (B)(2)** | **1,058,330** | **3.86** | [●] | [●] |
| 3. | **Central Government/State Government(B)(3)** | | | | |
| 4. | Non-institutions | | | | |
| | Directors and their relatives (excluding independent directors and nominee directors) | 350,380 | 1.28 | [●] | [●] |
| | Resident individuals holding nominal share capital up to ₹200,000 | 4,359,427 | 15.92 | [●] | [●] |
| | Resident individuals holding nominal share capital in excess of ₹200,000 | 963,199 | 3.52 | [●] | [●] |
| | Non-Resident Indians (NRIs) | 255,486 | 0.93 | [●] | [●] |
| | Bodies Corporate | 723,375 | 2.64 | [●] | [●] |
| | **Any Other (specify)** | | | [●] | [●] |
| | Clearing Members | 126,632 | 0.46 | [●] | [●] |
| | HUFs | 172,165 | 0.63 | [●] | [●] |
| | Trusts | 1,379 | 0.01 | [●] | [●] |
| | LLPs | 180,717 | 0.66 | [●] | [●] |
| | **Sub-Total (B)(4)** | **7,132,760** | **26.05** | [●] | [●] |
| | Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)+(B)(4) | **12,866,935** | **46.99** | [●] | [●] |

| Sr. No. | Category | Pre-Issue^ | | Post-Issue* | |
|---|---|---|---|---|---|
| | | No. of Equity Shares held | % of share holding | No. of Equity Shares held | % of share holding |
| | **GRAND TOTAL** | **27,381,674** | **100** | [●] | [●] |

^ *Based on beneficiary position data of our Company as on September 4, 2026.*

* *Note: The post-Issue shareholding pattern will be filled in before filing of the Placement Document with the Stock Exchanges.*

** *Includes shareholding of the members of the Promoter Group.*

**Other confirmations**

The Promoters, the Directors, the Key Managerial Personnel and members of the Senior Management of our Company do not intend to participate in the Issue. Since, the Issue is only made to Eligible QIBs, our Promoters, Directors, Key Managerial Personnel or members of Senior Management are not eligible to subscribe in the Issue.

There will be no change in control of our Company pursuant to the Issue.

Our Equity Shares have been listed for a period of at least one year prior to the date of issuance of the postal ballot notice to our Shareholders, seeking approval of our Shareholders for this Issue.

There are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into the Equity Shares as on the date of this Preliminary Placement Document.

Our Company shall not make any subsequent qualified institutions placement until the expiry of two weeks from the date of this Issue. Further, Equity Shares allotted pursuant to this Issue cannot be sold by the Allottee(s) for a period of one year from the date of allotment, except on recognised stock exchanges in India.

Our Company is in compliance with and shall continue, post this Issue, to be in compliance with the minimum public shareholding requirements set out under the applicable provisions of the SEBI Listing Regulations and applicable provisions of the Securities Contracts (Regulation) Rules, 1957, as amended.

There is only one denomination of the Equity Shares of our Company.

## DIVIDENDS

The declaration and payment of dividends on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of our Articles of Association and the applicable laws including Companies Act, 2013 together with the applicable rules issued thereunder. Our Board may also, from time to time, declare interim dividends. For further information, see "***Description of the Equity Shares***" on page 183.

The dividend distribution policy of our Company was approved and adopted by our Board on October 10, 2020. We may retain all our future earnings, if any, for use in the operations and expansion of our business. The dividend, if any, will depend on a number of factors, including but not limited to our Company's cash balances/ surplus available, overall financial position, present and future profitability and growth outlook, present and future cash flows from operations, present and future cash requirements for operations/ expansion as well as for investment, present and future economic and/ or political environment, present and future events having or likely to have an impact on the operations of our Company or on the demand for our Company's products /services, any other factor(s) that the shareholders and the board of directors may deem relevant and appropriate.

Further, our shareholders may not expect dividend in certain circumstances including growth opportunities which require our Company to allocate a significant amount of capital, in the event of a higher working capital requirement for business operations or otherwise, inadequacy of cash flow available for distribution, inadequacy or absence of profits, utilization of surplus cash for buyback of securities or setting off previous year losses, prohibition to declare dividend by any regulatory body and other factors which may be considered relevant by the Board.

In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities.

We have declared and paid dividends on the Equity Shares in Fiscals 2026, 2025 and 2024, as applicable. Also, our Board had recommended a final dividend of ₹1.00 per Equity Share in its meeting dated May 16, 2026, for Fiscal 2026, which is approved in the Shareholder's meeting dated August 21, 2026 and the payment was made on August 27, 2026. Further, no interim dividend was declared between the period from April 1, 2026, until the date of this Preliminary Placement Document. Details of the dividend declared in the last three Fiscals are included below:

| Particulars | From July 1, 2026 till the date of this PPD | For three months period ended June 30, 2026 | Fiscal 2026 | Fiscal 2025 | Fiscal 2024 |
|---|---|---|---|---|---|
| Number of equity shares at year/period ended | 27,381,674 | 27,381,674 | 26,381,674 | 26,381,674 | 26,381,674 |
| Face value per equity share (in ₹) | 10 | 10 | 10 | 10 | 10 |
| Interim dividend per equity share (in ₹) | Nil | Nil | Nil | Nil | Nil |
| Final dividend per equity share (in ₹) | Nil | Nil | 1 | 1 | 2 |
| Dividend declared and paid (in ₹ crores) | Nil | Nil | 2.74^ | 2.64 | 5.28 |
| Rate of dividend (%) | Nil | Nil | 10 | 10 | 20 |
| Mode of payment | N.A. | N.A. | Cash | Cash | Cash |

*^ On April 18, 2026, the Company made a preferential allotment of 10,00,000 Equity Shares. The dividend declared and paid for Fiscal 2026 was on 27,381,674 Equity Shares.*

The Equity Shares to be issued in connection with this Issue shall qualify for all dividends, including interim dividend, if any, that is declared in respect of the fiscal in which they have been allotted. For further information, please see the section entitled "***Description of the Equity Shares***" on page 183.

Investors are cautioned not to rely on past dividends as an indication of the future performance of our Company or for an investment in the Equity Shares offered in the Issue. The amounts paid as dividends in the past are not necessarily indicative of the dividend distribution policy of our Company or dividend amounts, if any, in the future. There is no guarantee that any dividends will be declared or paid in the future or that the amount thereof will not be decreased. The form, frequency and amount of future dividends declared by our Company will depend on a number of internal and external factors, including, but not limited to, the factors set out in the Dividend

Distribution Policy and such other factors that the Board may deem relevant in its discretion, subject to the approval of our Shareholders. For details, please see, "***Risk Factors – Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements***" on page 102.

## BOARD OF DIRECTORS AND SENIOR MANAGEMENT

### Board of Directors

The composition of our Board is governed by the provisions of the Companies Act, 2013, the rules prescribed thereunder, the SEBI Listing Regulations and the Articles of Association of our Company. In accordance with the Companies Act, 2013 and our Articles of Association, our Company shall not have less than three Directors and not more than 15 Directors. As on the date of this Preliminary Placement Document, our Company has eight Directors, comprising one Chairman Non-Executive and Non-Independent Director, one Managing Director, one Whole-time Director, one Executive Director, and four Non-Executive Independent Directors, including one-woman Non-Executive Independent Director.

Our Board composition is in compliance with Companies Act, 2013 and the SEBI Listing Regulations.

The following table sets forth the profile of our Board as on the date of this Preliminary Placement Document:

| Name, current term, address, occupation, date of birth, age, DIN and nationality | Designation |
|---|---|
| **Anurag Surana**<br><br>*Current term:* Director since May 15, 2017, liable to retire by rotation<br><br>*Address:* 1204 Magnolias, Golf Course Road, Sector 42, Chakarpur, Gurugram 122 002, Haryana, India<br><br>*Occupation:* Business<br><br>*Date of birth:* January 22, 1965<br><br>*Age:* 61 years<br><br>*DIN:* 00006665<br><br>*Nationality:* Indian | Chairman and Non-Executive and Non-Independent Director |
| **Harin Haridas Kanani**<br><br>*Current term:* Five years with effect from July 22, 2022, liable to retire by rotation<br><br>*Address:* B-1004, Savoy Building, Raheja Garden, LBS Road, Wagle Estate, Thane 400 604, Maharashtra India<br><br>*Occupation:* Business<br><br>*Date of birth:* October 18, 1976<br><br>*Age:* 49 years<br><br>*DIN:* 05136947<br><br>*Nationality:* Indian | Managing Director |
| **Shyamsunder Radheshyam Upadhyay**<br><br>*Current term:* Three years with effect from October 1, 2025, liable to retire by rotation<br><br>*Address:* Flat No. 103, Harmony Highland Residency, Kolshet Road, Dhokali, Thane 400 607, Maharashtra, India<br><br>*Occupation:* Service<br><br>*Date of birth:* September 30, 1953<br><br>*Age:* 72 years | Whole-time Director |

| Name, current term, address, occupation, date of birth, age, DIN and nationality | Designation |
|---|---|
| *DIN:* 07274873<br><br>*Nationality:* Indian | |
| **Triplicane Commandoor Narsimhan Sai Krishnan**<br><br>*Current term:* Five years with effect from October 1, 2025, liable to retire by rotation<br><br>*Address:* Tower C-4501, Oberoi Sky City, Dattapada Road, Off. Western Express Road, Borivali (E), Mumbai 400 066, Maharashtra, India<br><br>*Occupation:* Service<br><br>*Date of birth:* July 16, 1969<br><br>*Age:* 57 years<br><br>*DIN:* 10498119<br><br>*Nationality:* Indian | Executive Director |
| **Avi K. Sabavala**<br><br>*Current term:* Five years with effect from October 6, 2023 , not liable to retire by rotation<br><br>*Address:* 4, Asopalav Park, near Manjalpur Samsan, Manjalpur, Vadodara 390 011, Gujarat, India<br><br>*Occupation:* Professional<br><br>*Date of birth:* January 27, 1958<br><br>*Age:* 68 years<br><br>*DIN:* 08246256<br><br>*Nationality:* Indian | Non-Executive Independent Director |
| **Ranjan Kumar Malik**<br><br>*Current term:* Five years with effect from October 6, 2023 , not liable to retire by rotation<br><br>*Address:* B-201, Ascona, Raheja Garden LBS Marg, Opposite Hotel Tip-Top Plaza, Thane West, Thane 400 604, Maharashtra India<br><br>*Occupation:* Professional<br><br>*Date of birth:* October 30, 1949<br><br>*Age:* 76 years<br><br>*DIN:* 08221989<br><br>*Nationality:* Indian | Non-Executive Independent Director |
| **Rajeshkumar Babulal Shah**<br><br>*Current term:* Five years with effect from August 7, 2024 not liable to retire by rotation<br><br>*Address:* A-203, Nilamber Bellissimo, Spring County, Vasna Bhayli road, Bhayli, Vadodara 391 410, Gujarat, India | Non-Executive Independent Director |

| Name, current term, address, occupation, date of birth, age, DIN and nationality | Designation |
|---|---|
| *Occupation:* Business Consultant<br><br>*Date of birth:* March 27, 1959<br><br>*Age:* 67 years<br><br>*DIN:* 10729851<br><br>*Nationality:* Indian | |
| **Manoj Kumar Pati**<br><br>*Current term:* Three years with effect from October 26, 2024, not liable to retire by rotation<br><br>*Address:* Satyam Height C.H.S.L., flat number 102, plot number 66, Sector-20, Kopar Khaime Thane, Navi Mumbai 400 709, Maharashtra, India<br><br>*Occupation:* Professional<br><br>*Date of birth:* May 4, 1980<br><br>*Age:* 46 years<br><br>*DIN:* 06971840<br><br>*Nationality:* Indian | Non-Executive Independent Director |

Pursuant to Board and Nomination and Remuneration Committee resolutions, each dated August 2, 2025, Haridas Kanani has been conferred with an honorary title of 'Chairman Emeritus' with effect from October 1, 2025, and in capacity of a technical advisor of our Company. For the advisory services rendered by him, he is entitled to an aggregate amount not exceeding ₹0.75 crore.

**Brief Profiles of our Directors**

**Anurag Surana** is a Chairman and Non-Executive and Non-Independent Director of our Company. He has been on the Board of our Company since May 15, 2017.

**Harin Haridas Kanani** is the Managing Director of our Company. He has been on the Board of our Company since July 15, 2013.

**Shyamsunder Radheshyam Upadhyay** is a Whole-time Director of our Company. He has been on the Board of our Company since July 27, 2015.

**Triplicane Commandoor Narsimhan Sai Krishnan** is an Executive Director of our Company. He has been on the Board of our Company since October 1, 2025. He is also the Executive Director (Operations) of our Company.

**Avi K. Sabavala** is a Non-Executive Independent Director of our Company. She has been on the Board of our Company since October 6, 2018.

**Ranjan Kumar Malik** is a Non-Executive Independent Director of our Company. He has been on the Board of our Company since October 6, 2018.

**Rajeshkumar Babulal Shah** is a Non-Executive Independent Director of our Company. He has been on the Board of our Company since August 7, 2024.

**Manoj Kumar Pati** is a Non-Executive Independent Director of our Company. He has been on the Board of our Company since October 26, 2024.

**Borrowing powers of the Board**

Pursuant to our Articles of Association and the shareholders' resolution and board resolution dated September 5, 2023 and August 5, 2023, respectively, and in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder, our Board is authorised to borrow any sum or sums of money from time to time as it may consider fit for the purpose of the business of the Company from any one or more banks, financial institutions, and other persons, firms, bodies corporate, notwithstanding that the monies to be so borrowed together with monies already borrowed by the Company from the Company's Bankers (apart from the temporary loans obtained or to be obtained from the Company's Bankers' in the ordinary course of business) may at any time exceed the aggregate of the paid-up capital of the Company, free reserves and securities premium account, (that is to say, reserves not set apart for any specific purpose), provided, however, that the total amount so borrowed by the Company and outstanding at any one time shall not exceed the sum of ₹1,000 crores.

**Interests of our Directors**

All of our Directors may be deemed to be interested to the extent of (i) sitting fees, if any, payable to them for attending meetings of our Board and committees of our Board and other remuneration or commission, if any, payable or reimbursement of expenses to them under our Articles of Association or to the extent of the remuneration payable to them in the capacity of them being a Key Managerial Personnel of our Company; (ii) Equity Shares (together with any dividend and other distributions in respect of Equity Shares), if any, already held by them, their relatives, or held by the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue. For details, please see "***Shareholding of our Directors***" below.; (iii) transactions entered into in the ordinary course of business with companies or firms in which our Directors hold directorships or far interested; and (iv) their directorship on the board of directors of, and/or their shareholding in our Company, as applicable.

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 as a member by any person either to induce such director to become, or to help such director to qualify as a Director, or otherwise for services rendered by him/her or by the firm or company in which he/she is interested, in connection with the promotion or formation of our Company.

None of our Directors have any interest in any property acquired or proposed to be acquired of our Company or by our Company.

*Loans to Directors*

No loans have been availed by our Directors from our Company.

*Interest in promotion of our Company*

Except for Harin Haridas Kanani, who is one of our Promoters and our Managing Director, none of our Directors are interested in the promotion of our Company. Further, none of the Directors were interested in the formation of our Company.

*Business interest*

Except as stated in the "***Related Party Transactions***" on page 77, our Directors do not have any other business interest in our Company.

**Relationship between our Directors, Key Managerial Personnel and Senior Management**

None of our Directors, Key Managerial Personnel and Senior Management, are related to each other:

**Shareholding of Directors in our Company**

Our Articles of Association do not require our Directors to hold any qualification shares.

The following table sets forth details of shareholding of our Directors in our Company as at June 30, 2026:

| Name of Directors | No. of Equity Shares | Percentage (%) |
|---|---|---|
| Anurag Surana | 225,000 | 0.82 |
| Harin Haridas Kanani | 3,338,250 | 12.19 |
| Shyamsunder Radheshyam Upadhyay | 80 | Negligible |
| Triplicane Commandoor Narsimhan Sai Krishnan | 300 | Negligible |
| Avi K. Sabavala | Nil | N.A. |
| Ranjan Kumar Malik | Nil | N.A. |
| Rajeshkumar Babulal Shah | 300 | Negligible |
| Manoj Kumar Pati | Nil | N.A. |
| **Total** | **3,563,930** | **13.01** |

**Terms of appointment of our Managing Director, Executive Director and Whole-time Director**

1. **Harin Haridas Kanani**

   Pursuant to a resolution dated July 18, 2022, passed by our Board and a resolution dated September 28, 2022, passed by our Shareholders, Harin Haridas Kanani was re-appointed as the Managing Director of our Company for a period of five years with effect from July 22, 2022, liable to retire by rotation.

   The terms of appointment of Harin Haridas Kanani as the Managing Director of our Company was approved pursuant to resolution dated July 18, 2022, passed by our Board and a resolution dated September 28, 2022, passed by our Shareholders, to include an annual remuneration of ₹0.83 crores with effect from April 1, 2022, together with annual increments as decided by the Board, allowance, perquisites, reimbursement of medical expenses and bonus payable as per the policy of the Company from time to time.

2. **Shyamsunder Radheshyam Upadhyay**

   Pursuant to a resolution dated August 2, 2025, passed by our Board and a resolution dated September 26, 2025, passed by our Shareholders, Shyamsunder Radheshyam Upadhyay was designated as the Whole-time Director of our Company for a period of three years from October 1, 2025, to September 30, 2028, liable to retire by rotation.

   Pursuant to a resolution dated August 2, 2025, passed by our Board and a special resolution dated September 26, 2025, passed by our Shareholders, the terms of appointment of Shyamsunder Radheshyam Upadhyay as the Whole-time Director of our Company was revised to include an annual remuneration not exceeding ₹1.50 crores with effect from April 1, 2025.

3. **Triplicane Commandoor Narsimhan Sai Krishnan**

   Pursuant to a resolution dated August 2, 2025, passed by our Board and a resolution dated September 26, 2025, passed by our Shareholders, Triplicane Commandoor Narsimhan Sai Krishnan was designated as the Executive Director of our Company for a period of five years from October 1, 2025 to September 30, 2030, liable to retire by rotation.

   Pursuant to a resolution dated August 2, 2025, passed by our Board and a special resolution dated September 26, 2025, passed by our Shareholders, the terms of appointment of Triplicane Commandoor Narsimhan Sai Krishnan as the Whole-time Director of our Company was revised to include an annual remuneration not exceeding ₹2.25 crores with effect from October 1, 2025.

**Remuneration of Managing Director, Executive Director and Whole-time Director**

The following table sets forth the compensation of our Managing Director and Whole-time Directors for Fiscals 2026, 2025 and 2024:

*(in ₹ crores)*

| Name of the Director | Total remuneration | | | |
|---|---|---|---|---|
| | From April 1, 2026^ | Fiscal 2026 | Fiscal 2025 | Fiscal 2024 |
| Harin Haridas Kanani* | 0.49 | 1.50 | 1.50 | 1.25 |

| Name of the Director | Total remuneration | | | |
|---|---|---|---|---|
| | From April 1, 2026^ | Fiscal 2026 | Fiscal 2025 | Fiscal 2024 |
| Shyamsunder Radheshyam Upadhyay | 0.45 | 1.45 | 1.25 | 0.91 |
| Triplicane Commandoor Narsimhan Sai Krishnan$ | 0.68 | 1.11 | N.A. | N.A. |

^ *For the period from April 1, 2026, up till July 31, 2026.*
*$ TCN Sai Krishnan was appointed as an Executive Director with effect from October 1, 2025.*

**Remuneration of Non-Executive Directors and Non-Independent Director and Independent Directors**

The following table sets forth the sitting fee paid by our Company to our Non-Executive and Non-Independent Directors and Non-Executive Independent Directors from April 1, 2026, and Fiscals 2026, 2025 and 2024:

*(in ₹ crore)*

| Name of the Director | Total sitting fees and commission | | | |
|---|---|---|---|---|
| | From April 1, 2026^ | Fiscal 2026 | Fiscal 2025 | Fiscal 2024 |
| ***Non-Executive and Non-Independent Director*** | | | | |
| Anurag Surana | Nil | Nil | Nil | Nil |
| ***Non- Executive Independent Directors*** | | | | |
| Manoj Kumar Pati* | 0.02 | 0.26 | 0.02 | NA* |
| Avi K. Sabavala | 0.02 | 0.11 | 0.05 | 0.05 |
| Ranjan Kumar Malik | 0.02 | 0.11 | 0.04 | 0.03 |
| Rajeshkumar Babulal Shah** | 0.02 | 0.24 | 0.02 | NA** |

* *Manoj Kumar Pati was appointed as a Non-Executive Independent Director of our Company with effect from October 26, 2024.*
** *Rajeshkumar Babulal Shah was appointed as a Non-Executive Independent Director of our Company with effect from August 7, 2024.*
^ *For the period from April 1, 2026, up till July 31, 2026.*

Pursuant to a resolution dated May 13, 2023, passed by our Board, each Non-Executive Independent Director and Non-Executive Director is entitled to a sitting fee of ₹50,000.00 for attending each meeting of our Board and a sitting fee of ₹15,000.00 for attending each meeting of the other committees of our Board.

Pursuant to a resolution dated August 2, 2025, passed by our Board, commission shall be paid to the Non-Executive Directors of the Company, commencing from Fiscal 2026 and in all subsequent fiscals provided that the overall amount of commission to be paid to all the existing or then existing Non-Executive Directors together shall not exceed 1% of the profits of the Company for that financial year, computed in accordance with the provisions of Section 198 of the Companies Act or the overall limits as may be prescribed under Section 197 of the Companies Act, 2013, as amended from time to time, whichever is higher and on such other terms and conditions as may be decided by the Board on recommendation received from Nomination and Remuneration Committee.

**Corporate Governance**

As on the date of this Preliminary Placement Document, we have eight Directors, comprising one Chairman and Non-Executive and Non-Independent Director, one Managing Director, one Whole-time Director, one Executive Director, and four Non-executive Independent Directors, including one-woman Non-Executive Independent Director. The present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act, 2013 and the SEBI Listing Regulations.

***Committees of our Board of Directors***

Our Company has constituted the following five committees in terms of the SEBI Listing Regulations and the Companies Act, 2013, each of which functions in accordance with the relevant provisions of the Companies Act, 2013 and the SEBI Listing Regulations, as applicable:

(i) Audit Committee;

(ii) Nomination and Remuneration Committee;

(iii) Stakeholders' Relationship Committee;

(iv) Corporate Social Responsibility Committee; and

(v) Risk Management Committee.

The details of these committees are as follows:

**A. Audit Committee**

The members of the Audit Committee are:

| Name of the member | Position on the Board | Position in the Committee |
|---|---|---|
| Manoj Kumar Pati | Non-Executive and Independent Director | Chairperson |
| Ranjan Kumar Malik | Non-Executive and Independent Director | Member |
| Harin Haridas Kanani | Managing Director | Member |
| Avi K. Sabavala | Non-Executive and Independent Director | Member |

**B. Nomination and Remuneration Committee**

The members of the Nomination and Remuneration Committee are:

| Name of the member | Position on the Board | Position in the Committee |
|---|---|---|
| Manoj Kumar Pati | Non-Executive and Independent Director | Chairperson |
| Ranjan Kumar Malik | Non-Executive and Independent Director | Member |
| Anurag Surana | Chairman and Non-Executive and Non-Independent Director | Member |
| Rajeshkumar Babulal Shah | Non-Executive and Independent Director | Member |

**C. Stakeholders' Relationship Committee**

The members of the Stakeholders' Relationship Committee are:

| Name of the member | Position on the Board | Position in the Committee |
|---|---|---|
| Ranjan Kumar Malik | Non-Executive and Independent Director | Chairperson |
| Harin Haridas Kanani | Managing Director | Member |
| Shyamsunder Radheshyam Upadhyay | Whole-time Director | Member |

**D. Corporate Social Responsibility Committee**

The members of the Corporate Social Responsibility Committee are:

| Name of the member | Position on the Board | Position in the Committee |
|---|---|---|
| Harin Haridas Kanani | Managing Director | Chairperson |
| Anurag Surana | Chairman and Non-Executive and Non-Independent Director | Member |
| Avi K. Sabavala | Non-Executive and Independent Director | Member |

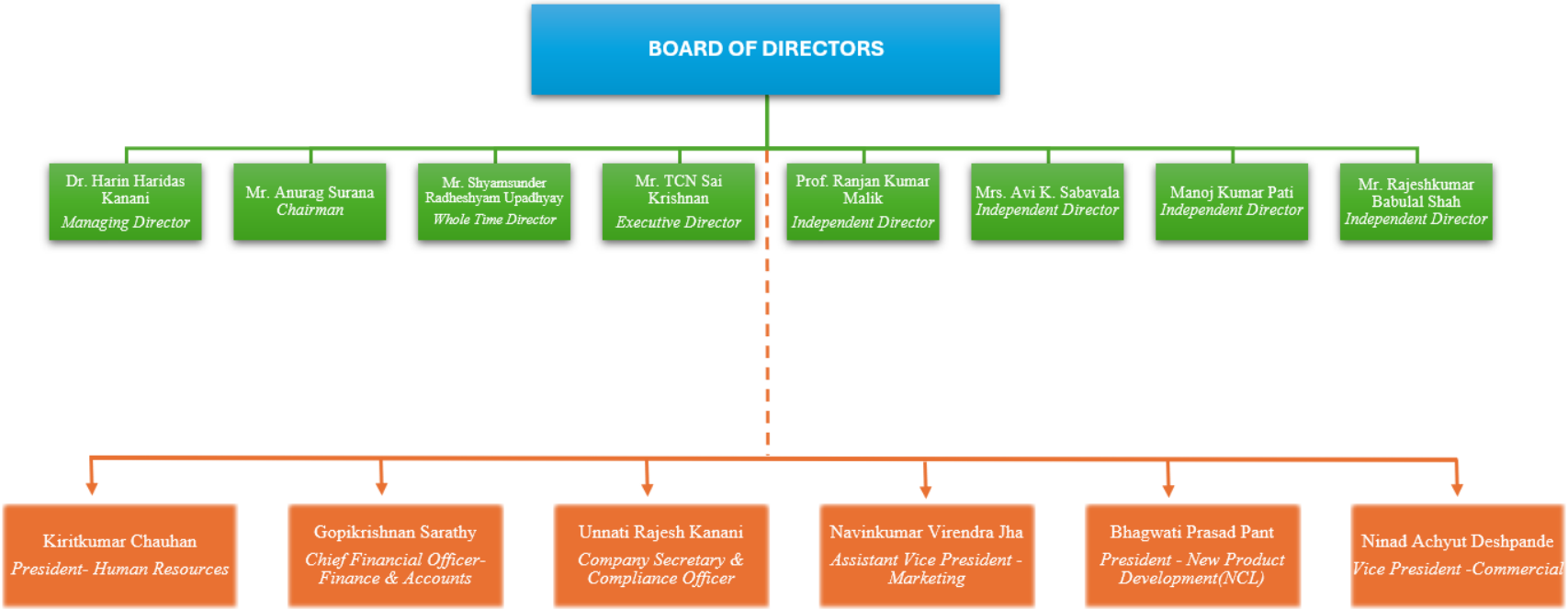
**E. Risk Management Committee**

The members of the Risk Management Committee are:

| Name of the member | Position on the Board | Position in the Committee |
|---|---|---|
| Anurag Surana | Chairman and Non-Executive and Non-Independent Director | Chairperson |

| Name of the member | Position on the Board | Position in the Committee |
|---|---|---|
| Harin Haridas Kanani | Managing Director | Member |
| Rajeshkumar Babulal Shah | Non-Executive and Independent Director | Member |
| Gopikrishnan Sarathy | Chief Financial Officer | Member |

**Management Organization Structure**



**Key Managerial Personnel and Senior Management**

The following table sets forth the details of our Key Managerial Personnel, other than Harin Haridas Kanani, our Managing Director and Shyamsunder Radheshyam Upadhyay, our Whole-time Director and Triplicane Commandor Narsimhan Sai Krishnan, our Executive Director:

*Key Managerial Personnel*

| Sr. No. | Name | Designation |
|---|---|---|
| 1. | Unnati Rajesh Kanani | Company Secretary and Compliance Officer |
| 2. | Gopikrishnan Sarathy | Chief Financial Officer |

**Brief Profiles of the Key Managerial Personnel**

**Unnati Rajesh Kanani** is the Company Secretary and Compliance Officer of our Company. She has been associated with our Company since November 18, 2019.

**Gopikrishnan Sarathy** is the Chief Financial Officer of our Company. He has been associated with our Company since October 26, 2024.

*Senior Management*

In addition to our Key Managerial Personnel (other than members of the Board), whose details are provided in "***Key Managerial Personnel***" above, the details of our Senior Management are set forth below.

| Sr. No. | Name | Designation |
|---|---|---|
| 1. | Bhagwati Prasad Pant | President- New Product Development |
| 2. | Kiritkumar Chauhan | President – Human Resources |
| 3. | Navinkumar Virendra Jha | Assistant Vice President – Marketing |
| 4. | Ninad Achyut Deshpande | Vice President – Commercial |

**Brief Profiles of the Senior Management**

**Bhagwati Prasad Pant** is the President – New Product Development of our Company. He has been associated with our Company since October 26, 2023, pursuant to an appointment letter dated August 28, 2023.

**Kiritkumar Chauhan** is the President – Human Resources of our Company. He has been associated with our Company since 2019 and was appointed as the Vice President – Human Resources, pursuant to an appointment letter dated December 18, 2019.

**Navinkumar Virendra Jha** is the Assistant Vice President- Marketing of our Company. He has been associated with our Company since January 10, 2018, pursuant to an appointment letter dated January 6, 2018.

**Ninad Achyut Deshpande** is the Vice President – Commercial of our Company. He has been associated with our Company since 2019 and was appointed as General Manager – Commercial, pursuant to an appointment letter dated September 21, 2019.

All our Key Managerial Personnel and members of Senior Management are permanent employees of our Company.

None of our Key Managerial Personnel or members of Senior Management are related to each other or to the Directors of our Company.

**Shareholding of Key Managerial Personnel and Senior Management**

Other than as disclosed below and Harin Haridas Kanani, our Managing Director and Shyamsunder Radheshyam Upadhyay, our Whole-time Director, and Triplicane Commandor Narsimhan Sai Krishnan, our Executive Director who hold Equity Shares of our Company, none of our Key Managerial Personnel and Senior Management hold any Equity Shares in our Company:

*(in ₹ crore)*

| Particulars | No. of Equity Shares | Percentage (%) |
|---|---|---|
| Bhagwati Prasad Pant | 300 | 0.01 |

| Particulars | No. of Equity Shares | Percentage (%) |
|---|---|---|
| Navinkumar Virendra Jha | 107 | 0.01 |
| **Total** | 407 | 0.02 |

**Interest of Key Managerial Personnel and Senior Management**

Except to the extent of the remuneration, benefits, interest of receiving dividends on the Equity Shares, or the ESOPs granted to the Key Managerial Personnel and Senior Management, reimbursement of expenses incurred in the ordinary course of business, our Key Managerial Personnel and Senior Management are not interested in our Company.

None of the Key Managerial Personnel and Senior Management are party to any bonus or profit-sharing plan of our Company.

**Policy on disclosures and internal procedure for prevention of insider trading**

SEBI Insider Trading Regulations applies to us and our employees and requires us to formulate and implement a code of practices and procedures for fair disclosure of unpublished price sensitive information and a code of conduct to regulate, monitor and report trading by designated persons. Our Company has implemented a code of conduct for regulating, monitoring and reporting of trades and prevention of insider trading in accordance with the SEBI Insider Trading Regulations, in terms of which, Company Secretary, acts as the Compliance Officer of our Company under the aforesaid code of conduct for the prevention of insider trading.

**Other confirmations**

Except as otherwise stated above in "***– Interests of our Directors***" and "***– Interest of Key Managerial Personnel and Senior Management***", on pages 134 and 141, respectively, none of our Promoters or Directors or Key Managerial Personnel and Senior Management have any financial or other material interest in the Issue and there is no effect of such interest in so far as it is different from the interests of other persons.

Neither our Company nor our Promoters or Directors have been identified as Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters and fraudulent borrowers issued by the RBI.

None of our Promoters or Directors have been declared as Fugitive Economic Offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.

Neither our Company, nor our Directors or Promoters have been debarred from accessing capital markets under any order or direction made by SEBI.

None of the Directors of the companies with which they are or were associated as promoters, directors or persons in control have been debarred from accessing the capital market under any order or direction passed by SEBI or any other governmental authority.

None of the Directors, Promoters or Key Managerial Personnel and Senior Management of our Company intends to subscribe to the Issue.

**Related Party Transactions**

For details of related party transactions entered into by our Company with Directors, Promoters or Key Managerial Personnel and Senior Management, please see "***Related Party Transactions***" on page 77.

## ORGANIZATIONAL STRUCTURE

### Corporate history

Our Company was originally incorporated as "Neogen Chemicals Private Limited", a private limited company under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation dated March 7, 1989, issued by the Registrar of Companies, Mumbai, Maharashtra. The name of our Company was subsequently changed to "Neogen Chemicals Limited", upon conversion of our Company from a private limited to a public limited company, pursuant to a board resolution dated April 11, 1998, and a shareholders' resolution dated May 2, 1998, and a fresh certificate of incorporation was issued on July 2, 1998, by the Registrar of Companies, Mumbai, Maharashtra.

As on the date of this Preliminary Placement Document our Company's Registered and Corporate Office is situated at Office No. 1002, 10th floor, Dev Corpora Building, Opposite Cadbury Company, Pokhran Road, No. 2, Khopat, Thane West, 400 601 Maharashtra, India. The CIN of our Company is L24200MH1989PLC050919. For further details of our Company, see "***General Information***" on page 203.

The Equity Shares have been listed on the BSE and NSE since May 8, 2019.

### Subsidiaries

As on the date of this Preliminary Placement Document, our Company has two wholly-owned Subsidiaries, i.e., Neogen Ionics Limited, incorporated in India and Neogen Chemicals Japan Corporation Limited, incorporated in Japan. Further our Company has one step- down subsidiary, Neogen Morita New Materials Limited, incorporated in India. For further details, see "***Financial Information***" on page 202.

Our Company does not have any identifiable material subsidiary in accordance with the SEBI Listing Regulations for Fiscals 2026, 2025 and 2024.

### Holding Company

As on the date of this Preliminary Placement Document, our Company does not have a holding company.

### Associate companies

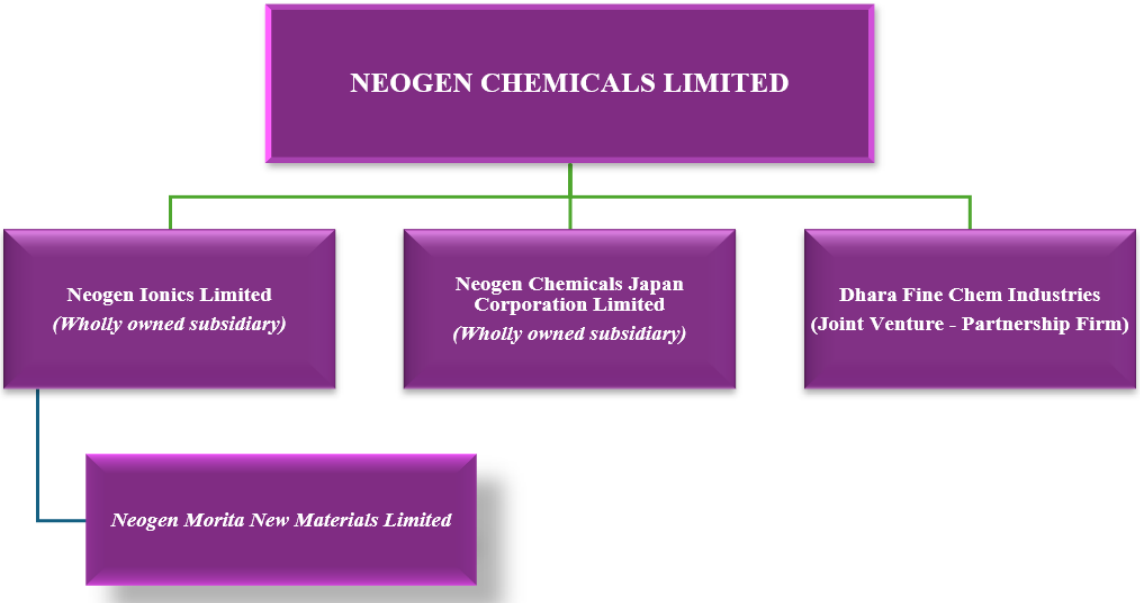
As of the date of this Preliminary Placement Document, our Company does not have any associate companies.

### Joint venture

As of the date of this Preliminary Placement Document, our Company has one joint venture i.e., Dhara Fine Chem Industries, partnership firm.

### Organizational Structure

The organizational structure of our Company as on the date of this Preliminary Placement Document is as follows:


NEOGEN CHEMICALS LIMITED
Neogen Ionics Limited
(Wholly owned subsidiary)
Neogen Chemicals Japan Corporation Limited
(Wholly owned subsidiary)
Dhara Fine Chem Industries
(Joint Venture - Partnership Firm)
Neogen Morita New Materials Limited

## SHAREHOLDING PATTERN OF OUR COMPANY

The shareholding pattern of our Company, as on September 4, 2026, is set forth below:

**Summary statement holding of Specified securities: w**

| 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 Equity Shares underlying outstanding convertible securities (including Warrants, ESOPs) (X) | Total number of shares on fully diluted basis (including warrants, ESOP, convertible securities etc.) (XI)=(VII+X) | Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XII)= (VII)+(X) As a % of (A+B+C2) | Number of locked in Equity Shares (XIII) | | Number of Equity Shares pledged or otherwise encumbered (XIV) | | Non-disposal undertaking (XV) | | Other encumbrances, if any (XVI) | | Total Number of Shares encumbered (XVII) = (XIV+XV+XVI) | | Number of Equity Shares held in dematerialized form (XIII) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | Number of voting rights | | | Total as a % of (A+B+C) | | | | | | | | | | | | | | |
| | | | | | | | | Class eg: Equity Shares | Class eg: Others | Total | | | | | Number (a) | As a % of total Shares held (b) | Number (a) | As a % of total Shares held (b) | Number (a) | As a % of total Shares held (b) | Number (a) | As a % of total Shares held (b) | Number (a) | As a % of total Shares held (b) | |
| (A) | Promoters and Promoter Group | 16 | 14,514,739 | - | - | 14,514,739 | 53.009 | 14,514,739 | 0 | 14,514,739 | 53.009 | 0 | 14,514,739 | 53.009 | 1,000,000 | 6.8895 | 3,338,250 | 22.999 | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | 14,514,739 |
| (B) | Public | 68,386 | 12,866,935 | - | - | 12,866,935 | 46.991 | 12,866,935 | 0 | 12,866,935 | 46.991 | 0 | 12,866,935 | 46.991 | 0 | 0 | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | 12,866,935 |
| (C) | Non-Promoter Non-Public | | | - | - | | | | 0 | | | 0 | | | | 0 | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | - |
| (C1) | Shares underlying depository receipts | 0 | 0 | - | - | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | 0 |
| (C2) | Shares held by employee trusts | 0 | 0 | - | - | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | 0 |
| | **Total** | **68,402** | **27,381,674** | **-** | **-** | **27,381,674** | **100** | **27,381,674** | **0** | **27,381,674** | **100** | **0** | **27,381,674** | **100** | **1,000,000** | **3.652** | **3,338,250** | **12.1915** | **N.A.** | **N.A.** | **N.A.** | **N.A.** | **N.A.** | **N.A.** | **27,381,674** |

## Statement showing shareholding pattern of our Promoters and Promoter Group:

| Sr. No. | Category and name of the Shareholder (I) | Entity type i.e. promoter OR promoter group entity (except promoter) | No. of shareholders (II) | No. of fully paid up equity shares held (III) | No. of Partly paid-up equity shares held (IV) | No. of shares underlying Depository Receipts (V) | Total Nos. shares held (VI = III+IV+V) | Shareholding % calculated as per SCRR 1957 As a % of (A+B+C2) (VII) | No of voting Rights held in each class of securities (VIII) No of voting Rights | | | Total as a % of Total voting rights | No of shares underlying outstanding convertible Securities (including warrants, ESOPs) (IX) | Total no of shares on fully diluted basis (including warrants, ESOP, Convertible Securities etc.) (X)=(VI+IX) | Total Shareholding as a % assuming full Conversion of convertible securities( as a % of diluted share capital) (XI) =(VI)+(IX) as a % of A+B+C2 | Number of locked in shares (XII) | | Number of shares pledged or otherwise encumbered (XIII) | | Non-disposal undertaking (XIV) | | Other encumbrances, if any (XV) | | Total number of shares encumbered (XVI=XIII+XIV+XV) | | Number of equity shares held in dematerialized Form (XVII) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | Class X | Class Y | Total | | | | | No.(a) | As a % of Total shares held (b) | No.(a) | As a % of Total shares held (b) | No.(a) | As a % of total shares held (b) | No.(a) | As a % of total shares held (b) | No.(a) | As a % of total shares held (b) | |
| **1** | **Indian** | | | | | | | | | | | | | | | | | | | | | | | | | |
| (a) | Individuals/HUFs | | 14 | 12,166,739 | 0 | 0 | 12,166,739 | 44.4339 | 12,166,739 | 0 | 12,166,739 | 44.4339 | 0 | 12,166,739 | 44.4339 | 0 | 0 | 3,338,250 | 27.4375 | | | | | | | 12,166,739 |
| (b) | Central Govt./State Govt. | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | | | | | | 0 |
| (c) | Financial Institutions/Banks | | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | | | | | | 0 |
| (d) | Any Other(specify) | | 1 | 1,350,000 | 0 | 0 | 1,350,000 | 4.9303 | 1,350,000 | 0 | 1,350,000 | 4.9303 | 0 | 1,350,000 | 4.9303 | 1,000,000 | 74.0741 | 0 | 0 | | | | | | | 1,350,000 |
| (d-1) | Corporate Bodies | | 1 | 1,350,000 | 0 | 0 | 1,350,000 | 4.9303 | 1,350,000 | 0 | 1,350,000 | 4.9303 | 0 | 1,350,000 | 4.9303 | 1,000,000 | 74.0741 | 0 | 0 | | | | | | | 1,350,000 |
| (d-2) | Directors | | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | Sub Total (A)(1) | | 15 | 13,516,739 | 0 | 0 | 13,516,739 | 49.3642 | 13,516,739 | 0 | 13,516,739 | 49.3642 | 0 | 13,516,739 | 49.3642 | 1,000,000 | 7.3982 | 3,338,250 | 24.6972 | | | | | | | 13,516,739 |
| **2** | **Foreign** | | | | | | | | | | | | | | | | | | | - | - | - | - | - | - | |
| (a) | Individuals(NRI/Foreign Individuals) | | 1 | 998,000 | 0 | 0 | 998,000 | 3.6448 | 998,000 | 0 | 998,000 | 3.6448 | 0 | 998,000 | 3.6448 | 0 | 0 | 0 | 0 | | | | | | | 998,000 |
| (b) | Government | | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (c) | Institutions | | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (d) | Foreign Portfolio Investor | | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (e) | Any Other(specify) | | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | Sub Total (A)(2) | | 1 | 998,000 | 0 | 0 | 998,000 | 3.6448 | 998,000 | 0 | 998,000 | 3.6448 | 0 | 998,000 | 3.6448 | 0 | 0 | 0 | 0 | | | | | | | 998,000 |
| | **Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)** | | **16** | **14,514,739** | **0** | **0** | **14,514,739** | **53.009** | **14,514,739** | **0** | **14,514,739** | **53.009** | **0** | **14,514,739** | **53.009** | **1,000,000** | **6.8895** | **3,338,250** | **22.999** | | | | | | | **14,514,739** |

## Statement showing Shareholding Pattern of the Public Shareholder:

| Sr. No. | Category & Name of the shareholder (I) | Nos. of shareholders II) | No. of fully paid up equity shares held (III) | No. of Partly paid-up equity shares held (IV) | No. of shares underlying Depository Receipts (V) | Total Nos. shares held (VI = III+IV+V) | Shareholding % calculate as per SCRR 1957 As a % of (A+B+C2) (VII) | No of voting Rights held in each class of securities (VIII) | | | | No of shares underlying outstanding convertible Securities (including warrants, ESOPs) (IX) | Total no of shares on fully diluted basis (including warrants, ESOP, Convertible Securities etc.) (X)=(VI+IX) | Total Shareholding as a % assuming full Conversion of convertible securities( as a % of diluted share capital) (XI) =(VI)+(IX) as a % of A+B+C2 | Number of Locked in shares (XII) | | Number of shares pledged or otherwise encumbered (XIII) | | Non-disposal undertaking (XIV) | | Other encumbrances, if any (XV) | | Total number of shares encumbered (XVI=XIII+XIV+XV) | | Number of equity shares held in dematerialized Form (XVII) | Sub-categorization of shares (XVIII) Shareholding (No. of shares) under | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | No of voting Rights | | | Total as a % of Total voting rights | | | | No.(a) | As a % of Total shares held (b) | No.(a) | As a % of Total shares held (b) | No.(a) | As a % of Total shares held (b) | No.(a) | As a % of Total shares held (b) | No.(a) | As a % of Total shares held (b) | | Sub-category (i) | Sub-category (ii) | Sub-category(iii) |
| | | | | | | | | Class X | Class Y | Total | | | | | | | | | | | | | | | | | | | |
| **1** | **Institutions (Domestic)** | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (a) | Mutual Funds | 13 | 3,401,606 | 0 | 0 | 3,401,606 | 12.4229 | 3,401,606 | 0 | 3,401,606 | 12.4229 | 0 | 3,401,606 | 12.4229 | 0 | 0 | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | 3,401,606 | 0 | 0 | 0 |
| (b) | Venture Capital Funds | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (c) | Alternate Investment Funds | 16 | 976446 | 0 | 0 | 976,446 | 3.5661 | 976,446 | 0 | 976,446 | 3.5661 | 0 | 976,446 | 3.5661 | 0 | 0 | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | 976,446 | 0 | 0 | 0 |
| (d) | Banks | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (e) | Insurance Companies | 2 | 297793 | 0 | 0 | 297,793 | 1.0876 | 297,793 | 0 | 297,793 | 1.0876 | 0 | 297,793 | 1.0876 | 0 | 0 | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | 297,793 | 0 | 0 | 0 |
| (f) | Provident Funds / Pension Funds | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (g) | Asset Reconstruction Companies | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (h) | Sovereign Wealth Funds | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (i) | NBFCs registered with RBI | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (j) | Other Financial Institutions | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (k) | Any other (specify) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | Sub Total (B)(1) | 31 | 4675845 | 0 | 0 | 4,675,845 | 17.0765 | 4,675,845 | 0 | 4,675,845 | 17.0765 | 0 | 4,675,845 | 17.0765 | 0 | 0 | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | 4,675,845 | 0 | 0 | 0 |
| **2** | **Institutions (Foreign)** | | | | | | | | | | | | | | | | | | - | - | - | - | - | - | | | | |
| (a) | Foreign Direct Investment | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (b) | Foreign Venture Capital Investors | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (c) | Sovereign Wealth Funds | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (d) | Foreign Portfolio Investors Category I | 25 | 1024258 | 0 | 0 | 1,024,258 | 3.7407 | 1,024,258 | 0 | 1,024,258 | 3.7407 | 0 | 1,024,258 | 3.7407 | 0 | 0 | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | 1,024,258 | 0 | 0 | 0 |
| (e) | Foreign Portfolio Investors Category II | 5 | 34072 | 0 | 0 | 34,072 | 0.1244 | 34072 | 0 | 34,072 | 0.1244 | 0 | 34,072 | 0.1244 | 0 | 0 | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | 34,072 | 0 | 0 | 0 |

| Sr. No. | Category & Name of the shareholder (I) | Nos. of shareholders II) | No. of fully paid up equity shares held (III) | No. of Partly paid-up equity shares held (IV) | No. of shares underlying Depository Receipts (V) | Total Nos. shares held (VI = III+IV+V) | Shareholding % calculate as per SCRR 1957 As a % of (A+B+C2) (VII) | No of voting Rights held in each class of securities (VIII) | | | | No of shares underlying outstanding convertible Securities (including warrants, ESOPs) (IX) | Total no of shares on fully diluted basis (including warrants, ESOP, Convertible Securities etc.) (X)=(VI+IX) | Total Shareholding as a % assuming full Conversion of convertible securities( as a % of diluted share capital) (XI) =(VI)+(IX) as a % of A+B+C2 | Number of Locked in shares (XII) | | Number of shares pledged or otherwise encumbered (XIII) | | Non-disposal undertaking (XIV) | | Other encumbrances, if any (XV) | | Total number of shares encumbered (XVI=XIII+XIV+XV) | | Number of equity shares held in dematerialized Form (XVII) | Sub-categorization of shares (XVIII) Shareholding (No. of shares) under | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | No of voting Rights | | | Total as a % of Total voting rights | | | | No.(a) | As a % of Total shares held (b) | No.(a) | As a % of Total shares held (b) | No.(a) | As a % of Total shares held (b) | No.(a) | As a % of Total shares held (b) | No.(a) | As a % of Total shares held (b) | | Sub-category (i) | Sub-category (ii) | Sub-category(iii) |
| | | | | | | | | Class X | Class Y | Total | | | | | | | | | | | | | | | | | | |
| (f) | Overseas Depositories (holding DRs) (balancing figure) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (g) | Any other (specify) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | Sub Total (B)(2) | 30 | 1,058,330 | 0 | 0 | 1,058,330 | 3.8651 | 1,058,330 | 0 | 1,058,330 | 3.8651 | 0 | 1,058,330 | 3.8651 | 0 | 0 | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | 1,058,330 | 0 | 0 | 0 |
| **3** | **Central Government/State Government(s)** | | | | | | | | | | | | | | | | | | - | - | - | - | - | - | | | | |
| (a) | Central Government / President of India | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (b) | State Government / Governor | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (c) | Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | Sub Total (B)(3) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| **4** | **Non-Institutions** | | | | | | | | | | | | | | | | | | - | - | - | - | - | - | | | | |
| (a) | Associate companies / Subsidiaries | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (b) | Directors and their relatives (excluding independent directors and nominee directors) | 4 | 350,380 | 0 | 0 | 350,380 | 1.2796 | 350,380 | 0 | 350,380 | 1.2796 | 0 | 350,380 | 1.2796 | 0 | 0 | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | 350,380 | 0 | 0 | 0 |
| (c) | Key Managerial Personnel | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (d) | Relatives of promoters (other than immediate relatives of promoters disclosed under Promoter and Promoter Group category) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (e) | Trusts where any person belonging to Promoter | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |

| Sr. No. | Category & Name of the shareholder (I) | Nos. of shareholders II) | No. of fully paid up equity shares held (III) | No. of Partly paid-up equity shares held (IV) | No. of shares underlying Depository Receipts (V) | Total Nos. shares held (VI = III+IV+V) | Shareholding % calculate as per SCRR 1957 As a % of (A+B+C2) (VII) | No of voting Rights held in each class of securities (VIII) | | | | No of shares underlying outstanding convertible Securities (including warrants, ESOPs) (IX) | Total no of shares on fully diluted basis (including warrants, ESOP, Convertible Securities etc.) (X)=(VI+IX) | Total Shareholding as a % assuming full Conversion of convertible securities( as a % of diluted share capital) (XI) =(VI)+(IX) as a % of A+B+C2 | Number of Locked in shares (XII) | | Number of shares pledged or otherwise encumbered (XIII) | | Non-disposal undertaking (XIV) | | Other encumbrances, if any (XV) | | Total number of shares encumbered (XVI=XIII+XIV+XV) | | Number of equity shares held in dematerialized Form (XVII) | Sub-categorization of shares (XVIII) Shareholding (No. of shares) under | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | No of voting Rights | | | Total as a % of Total voting rights | | | | No.(a) | As a % of Total shares held (b) | No.(a) | As a % of Total shares held (b) | No.(a) | As a % of Total shares held (b) | No.(a) | As a % of Total shares held (b) | No.(a) | As a % of Total shares held (b) | | Sub-category (i) | Sub-category (ii) | Sub-category(iii) |
| | | | | | | | | Class X | Class Y | Total | | | | | | | | | | | | | | | | | | |
| | and Promoter Group category is trustee, beneficiary, or author of the trust. | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (f) | Investor Education and Protection Fund (IEPF) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (g) | Resident Individuals holding nominal share capital up to Rs. 2 lakhs | 64,717 | 4,359,427 | 0 | 0 | 4,359,427 | 15.921 | 4,359,427 | 0 | 4,359,427 | 15.921 | 0 | 4,359,427 | 15.921 | 0 | 0 | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | 4,359,427 | 0 | 0 | 0 |
| (h) | Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs | 12 | 963,199 | 0 | 0 | 963,199 | 3.5177 | 963,199 | 0 | 963,199 | 3.5177 | 0 | 963,199 | 3.5177 | 0 | 0 | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | 963,199 | 0 | 0 | 0 |
| (i) | Non Resident Indians (NRIs) | 2015 | 255,486 | 0 | 0 | 255,486 | 0.9331 | 255,486 | 0 | 255,486 | 0.9331 | 0 | 255,486 | 0.9331 | 0 | 0 | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | 255,486 | 0 | 0 | 0 |
| (j) | Foreign Nationals | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (k) | Foreign Companies | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (l) | Bodies Corporate | 447 | 723,375 | 0 | 0 | 723,375 | 2.6418 | 723,375 | 0 | 723,375 | 2.6418 | 0 | 723,375 | 2.6418 | 0 | 0 | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | 723,375 | 0 | 0 | 0 |
| (m) | Any Other (specify) | 1,130 | 480,893 | 0 | 0 | 480,893 | 1.7563 | 480,893 | 0 | 480,893 | 1.7563 | 0 | 480,893 | 1.7563 | 0 | 0 | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | 480,893 | 0 | 0 | 0 |
| (m-2) | Hindu Undivided Family (Huf) | 1,059 | 172,165 | 0 | 0 | 172,165 | 0.6288 | 172,165 | 0 | 172,165 | 0.6288 | 0 | 172,165 | 0.6288 | 0 | 0 | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | 172,165 | 0 | 0 | 0 |
| (m-3) | Clearing members | 22 | 126,632 | 0 | 0 | 126,632 | 0.4625 | 126,632 | 0 | 126,632 | 0.4625 | 0 | 126,632 | 0.4625 | 0 | 0 | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | 126,632 | 0 | 0 | 0 |
| (m-4) | Unclaimed or suspense or escrow account | | | | | | | | | | | | | | | - | - | - | - | - | - | - | - | - | | - | - | - |
| | Sub Total (B)(4) | 68,325 | 7,132,760 | 0 | 0 | 7,132,760 | 26.0494 | 7,132,760 | 0 | 7,132,760 | 26.0494 | 0 | 7,132,760 | 26.0494 | 0 | 0 | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | 7,132,760 | 0 | 0 | 0 |
| | Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)+(B)(4) | 68,386 | 12,866,935 | 0 | 0 | 12,866,935 | 46.991 | 12,866,935 | 0 | 12,866,935 | 46.991 | 0 | 12,866,935 | 46.991 | 0 | 0 | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | 12,866,935 | 0 | 0 | 0 |

**Statement showing shareholding pattern of the Non Promoter-Non Public shareholder:**

| Sr. No. | Category & Name of the shareholder (I) | Nos. of share holders (II) | No. of fully paid up equity shares held (III) | No. of Partly paid-up equity shares held (IV) | No. of shares underlying Depository Receipts (V) | Total Nos. shares held (VI = III+IV+V) | Shareholding % calculate as per SCRR 1957 As a % of (A+B+C2) (VII) | No of voting Rights held in each class of securities (VIII) | | | | No of shares underlying outstanding convertible Securities (including warrants, ESOPs, etc.) (IX) | Total no of shares on fully diluted basis (including warrants, ESOP, Convertible Securities etc.) (X)=(VI+IX) | Total Shareholding as a % assuming full Conversion of convertible securities(as a % of diluted share capital) (XI) =(VI)+(IX) as a % of A+B+C2 | Number of locked in shares (XII) | | Number of shares pledged or otherwise encumbered (XIII) | | Non-disposal undertaking (XIV) | | Other encumbrances, if any (XV) | | Total number of shares encumbered (XVI=XIII+XIV+XV) | | Number of equity shares held in dematerialized form (XVII) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | No of voting Rights | | | Total as a % of Total voting rights | | | | | | | | | | | | | | |
| | | | | | | | | Class X | Class Y | Total | | | | | No.(a) | As a % of total shares held (b) | No.(a) | As a % of Total shares held (b) | No.(a) | As a % of total shares held (b) | No.(a) | As a % of total share s held (b) | No.(a) | As a % of total shares held (b) | |
| 1 | **Custodian/ DR Holder** | 0 | 0 | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 | 0 | 0.00 | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | 0 |
| | Sub Total (C)(1) | 0 | 0 | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 | 0 | 0.00 | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | 0 |
| 2 | **Employee Benefit Trust (under SEBI (Share Based Employee Benefit) Regulations, 2014)** | 0 | 0 | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 | 0 | 0.00 | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | 0 |
| | Sub Total (C)(2) | 0 | 0 | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 | 0 | 0.00 | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | 0 |
| | Total Non-Promoter-Non Public Shareholding (C) = (C)(1)+(C)(2) | 0 | 0 | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 | 0 | 0.00 | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | 0 |

## ISSUE PROCEDURE

*The following is a summary intended to present a general outline of the procedure relating to the Bidding application, payment of Application Amount, Allocation and Allotment of the Equity Shares pursuant to the Issue. The procedure followed in the Issue may differ from the one mentioned below and investors are assumed to have apprised themselves of the same from our Company or the Lead Managers. Bidders that apply in the Issue will be required to confirm and will be deemed to have represented to our Company, the Lead Managers and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Investors are advised to inform themselves of any restrictions or limitations that may be applicable to them. Also see "**Selling Restrictions**" and "**Transfer Restrictions and Purchaser Representations**" on pages 167 and 175, respectively.*

*Our Company, the Lead Managers and their respective directors, shareholders, employees, counsels, officers, agents, advisors, affiliates and representatives are not liable for any amendment or modification or change to applicable laws or regulations, which may occur after the date of this Preliminary Placement Document. Eligible QIBs are advised to make their independent investigations and satisfy themselves that they are eligible to apply. Eligible QIBs are advised to ensure that any single Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Preliminary Placement Document. Further, Eligible QIBs are required to satisfy themselves that their Bids would not ultimately result in triggering an open offer under the SEBI Takeover Regulations and shall be solely responsible for compliance with all the applicable provisions of the SEBI Takeover Regulations, the SEBI Insider Trading Regulations, and other applicable laws.*

**Qualified Institutions Placement**

**THE ISSUE IS MEANT ONLY FOR ELIGIBLE QIBs ON A PRIVATE PLACEMENT BASIS AND IS NOT AN OFFER TO THE PUBLIC OR TO ANY OTHER CLASS OF INVESTORS.**

This Preliminary Placement Document and the Placement Document have not been, and will not be, filed as a prospectus with the RoC and, no Equity Shares will be offered in India or overseas to the public or any members of the public or any other class of investors, other than Eligible QIBs.

The Issue is being made to Eligible QIBs in reliance upon Chapter VI of the SEBI ICDR Regulations and Sections 42 and 62 and other applicable provisions of the Companies Act, 2013 and rules thereunder, through the mechanism of a qualified institutions placement ("**QIP**"). Under Chapter VI of the SEBI ICDR Regulations and Sections 42 and 62 of the Companies Act, 2013 read with Rule 14 of the PAS Rules, our Company, being a listed company in India may issue Equity Shares to Eligible QIBs on a private placement basis, provided that certain conditions are met by our Company. Some of these conditions are set out below:

- the Shareholders have passed a special resolution approving the Issue. Such special resolution must *inter alia* specify (a) that the allotment of Equity Shares is proposed to be made pursuant to the QIP and (b) the Relevant Date;

- the explanatory statement to the notice to the Shareholders for convening the general meeting must disclose, among other things, the particulars of the Issue, including the date of passing the board resolution, the kind of securities being offered and the price at which they are offered, amount which our Company intends to raise by way of such securities and the material terms of raising such securities, proposed Issue schedule, the purpose or objects of the Issue, the contribution made by the Promoters or Directors either as part of the Issue or separately in furtherance of the objects, and the basis or justification for the price (including premium, if any) at which the offer or invitation is being made;

- under Regulation 172(1)(b) of the SEBI ICDR Regulations, the Equity Shares of the same class of our Company, which are proposed to be allotted through the QIP, are listed on the Stock Exchanges, for a period of at least one year prior to the date of issuance of notice to our Shareholders for convening the meeting to adopt the above-mentioned special resolution. This is not applicable to such companies who propose to undertake a qualified institutions placement for complying with the minimum public shareholding requirements specified in the Securities Contracts (Regulation) Rules, 1957;

- invitation to apply in the Issue must be made through a private placement offer cum application form (i.e., this Preliminary Placement Document) and an application form serially numbered and addressed

specifically to the Eligible QIBs to whom the Issue is made either in writing or in electronic mode, within 30 days of recording the name of such person in accordance with applicable law;

- our Company shall have completed allotments with respect to any earlier offer or invitation made by our Company or shall have withdrawn or abandoned any such invitation or offer, however, our Company may, at any time, make more than one issue of securities to such class of identified persons as may be prescribed under applicable law;

- our Company shall not make any subsequent QIP until the expiry of two weeks from the date of this Issue;

- an offer to Eligible QIBs will not be subject to a limit of 200 persons. Prior to circulating the private placement offer cum application form (i.e., this Preliminary Placement Document and Application Form), our Company shall prepare and record a list of Eligible QIBs to whom the Issue will be made. The offer must be made only to such Eligible QIBs whose names are recorded by our Company prior to the invitation to subscribe;

- our Company acknowledges that the offering of securities by issue of public advertisements or utilisation of any media, marketing or distribution channels or agents to inform the public about the Issue is prohibited;

- in accordance with the SEBI ICDR Regulations, Equity Shares will be issued and Allotment shall be made only in dematerialized form to the Allottees;

- the individual Promoters and Directors of our Company are not Fugitive Economic Offenders under Section 12 of the Fugitive Economic Offenders Act, 2018 and are not declared as Wilful Defaulters; and

- the Promoter or Directors are not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 1, 2016.

At least 10% of the Equity Shares issued to Eligible QIBs shall be available for Allocation to Mutual Funds, provided that, if this portion or any part thereof to be allotted to Mutual Funds remains unsubscribed, it may be allotted to other Eligible QIBs.

Bidders are not allowed to withdraw or revise downwards their Bids after the Issue Closing Date.

Bidders were required to make certain representations, warranties and undertakings in order to participate in the Issue. Bidders are deemed to have represented to us and the Lead Managers in order to participate in the Issue that they are outside the United States and subscribing to the Equity Shares in an "offshore transaction" as defined in, and in reliance on, Regulation S, and the applicable laws of the jurisdictions where those offers and sales are made. For details, see sections "***Representations by Investors***", "***Selling Restrictions***" and "***Transfer Restrictions and Purchaser Representations***" beginning on pages 4, 167 and 175, respectively of this Preliminary Placement Document.

Additionally, there is a minimum pricing requirement under the SEBI ICDR Regulations. The Floor Price of the Equity Shares issued under this Issue shall not be less than the average of the weekly high and low of the closing prices of the Equity Shares of the same class quoted on the stock exchanges during the two weeks preceding the Relevant Date as calculated in accordance with Chapter VI of the SEBI ICDR Regulations. The "Relevant Date" referred to above in case of allotment of Equity Shares means the date of the meeting in which the Board decides to open the Issue and "stock exchange" means any of the recognized stock exchanges on which the Equity Shares of the same class are listed and on which the highest trading volume in such Equity Shares has been recorded during the two weeks immediately preceding the Relevant Date. Further, in accordance with the approval of the Board through a resolution dated July 24, 2026 and Shareholders through a special resolution passed through annual general meeting dated August 21, 2026, our Company may offer a discount of not more than 5% on the Floor Price in accordance with the SEBI ICDR Regulations. The Issue Price shall be subject to appropriate adjustments, if our Company makes any alteration to its share capital as per the provisions under Regulation 176(4) of the SEBI ICDR Regulations.

The Equity Shares will be Allotted within 365 days from the date of the Shareholders' resolution approving the QIP and within 60 days from the date of receipt of Application Amount from the Successful Bidders failing which

our Company shall refund the Application Amount in accordance with applicable laws. For details of Allotment, see "***– Pricing and Allocation – Designated Date and Allotment of Equity Shares***" on page 163 below.

The Equity Shares issued pursuant to the QIP must be issued on the basis of this Preliminary Placement Document and the Placement Document. This Preliminary Placement Document and the Placement Document shall contain all material information required under applicable law including the information specified in Schedule VII of SEBI ICDR Regulations and the requirements prescribed under the PAS Rules and Form PAS-4. This Preliminary Placement Document and the Placement Document are private documents provided to only select investors through serially numbered copies and are required to be placed on the website of the concerned Stock Exchanges and our Company with a disclaimer to the effect that it is in connection with an Issue to Eligible QIBs and no offer is being made to the public or to any other category of investors. Please note that if you do not receive a serially numbered copy of this Preliminary Placement Document or a Placement Document addressed to you, you may not rely on this Preliminary Placement Document or Placement Document uploaded on the website of the Stock Exchanges or our Company for making an application to subscribe to Equity Shares pursuant to this Issue. Even if such documentation were to come into the possession of any person other than the intended recipient, no offer or invitation to offer shall be deemed to have been made to such person and any application that does not comply with this requirement shall be treated as invalid.

This Issue was authorized and approved by our Board of Directors on July 24, 2026, and approved by our Shareholders by way of a special resolution passed through annual general meeting dated on August 21, 2026.

The minimum number of Allottees with respect to a QIP shall be atleast:

- two, where the issue size is less than or equal to ₹250 crore; and
- five, where the issue size is greater than ₹250 crore.

No single Allottee shall be Allotted more than 50% of the Issue Size.

Eligible QIBs that belong to the same group or that are under common control shall be deemed to be a single Allottee for the purpose of the Issue. For details of what constitutes "same group" or "common control", see "***Bid Process – Application Form***" below.

Equity Shares being Allotted pursuant to the Issue shall not be sold for a period of one year from the date of Allotment, except on floor of a recognised stock exchange. In addition, purchasers of the Equity Shares Allotted pursuant to the Issue shall comply with the resale restrictions set forth in the sections titled, "***Selling Restrictions***" and "***Transfer Restrictions and Purchaser Representations***" on pages 167 and 175, respectively.

Allotments made to VCFs and AIFs in the Issue are subject to the rules and regulations that are applicable to them, including in relation to lock-in requirements. VCFs and AIFs should independently consult their own counsel and advisors as to investment in the Equity Shares and related matters concerning the Issue.

**The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where those offers and sales are made.**

**The Equity Shares issued pursuant to this Issue 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.**

See "***Selling Restrictions***" on page 167 for information about eligible offerees for the Issue and "***Transfer Restrictions and Purchaser Representations***" on page 175 for information about transfer restrictions that apply to the Equity Shares sold in the Issue.

Our Company has filed a copy of this Preliminary Placement Document and will file a copy of the Placement Document with each of the Stock Exchanges. Our Company has received in-principle approvals from each of the Stock Exchanges under Regulation 28(1)(a) of the SEBI Listing Regulations for the listing of the Equity Shares

pursuant to the Issue on BSE and NSE, each dated September 10, 2026.We shall also make the requisite filings with the RoC within the stipulated period as required under the Companies Act, 2013 and the PAS Rules.

**Issue Procedure**

1. On the Issue Opening Date, our Company in consultation with the Lead Managers shall circulate serially numbered copies of this Preliminary Placement Document and the serially numbered Application Form, either in electronic or physical form, to Eligible QIBs and the Application Form will be specifically addressed to each such Eligible QIB. In terms of Section 42(3) of the Companies Act, 2013, our Company shall maintain records of the Eligible QIBs in the form and manner as prescribed under the PAS Rules, to whom this Preliminary Placement Document and the serially numbered Application Form will be dispatched or circulated. Our Company will make the requisite filings with the RoC within the stipulated time periods as required under the Companies Act, 2013 and the PAS Rules. The list of Eligible QIBs to whom this Preliminary Placement Document and Application Form is delivered shall be determined by our Company in consultation with Lead Managers, at its sole discretion.

2. **Unless a serially numbered Preliminary Placement Document along with the serially numbered Application Form, which includes the details of the bank account wherein the Application Amount is to be deposited, is addressed to a particular QIB, no invitation to make an offer to subscribe shall be deemed to have been made to such QIB.** Even if such documentation were to come into the possession of any person other than the intended recipient, no offer or invitation to offer shall be deemed to have been made to such person and any application that does not comply with this requirement shall be treated as invalid.

3. Eligible QIBs may submit the Application Form, including any revisions thereof along with the Application Amount and a copy of the PAN card or PAN allotment letter, during the Issue Period to the Lead Managers.

4. The Application Form may be signed physically or digitally, if required under applicable law in the relevant jurisdiction applicable to each Eligible QIB and as permitted under such applicable law. An Eligible QIB may submit an unsigned copy of the Application Form, as long as the Application Amount is paid along with submission of the Application Form within the Issue Period. Once a duly filled Application Form is submitted by an Eligible QIB, whether signed or not, and the Bid Amount has been transferred to the Escrow Account, such Application Form constitutes an irrevocable offer and cannot be withdrawn or revised downwards after the Issue Closing Date. In case Bids are being made on behalf of the Eligible QIB and this Application Form is unsigned, it shall be assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Bid Amount to the Escrow Account, on behalf of the Eligible QIB is authorised to do so.

5. Bidders will be required to indicate the following in the Application Form:

   - full official name of the Bidder to whom Equity Shares are to be Allotted, complete address, e-mail id, PAN details (if applicable), phone number and bank account details;
   - number of Equity Shares Bid for;
   - price at which they are agreeable to subscribe for the Equity Shares and the aggregate Application Amount for the number of Equity Shares Bid for;
   - it has agreed to all the representations, warranties, acknowledgements and agreements set forth in or incorporated by reference in the Application Form, which will include, but will not be limited to, the representations, warranties, acknowledgements and agreements set forth in the "***Notice to Investors***", "***Representations by Investors***", "***Issue Procedure***", "***Selling Restrictions***" and "***Transfer Restrictions and Purchaser Representations***" beginning on pages 1, 4, 150, 167 and 175, respectively, which will be incorporated by reference;
   - details of the beneficiary account maintained with a depository participant to which the Equity Shares should be credited pursuant to this Issue;
   - details of the Equity Shares held by the Bidder in our Company prior to the Issue;

- it has agreed to certain other representations set forth in the Application Form and this Preliminary Placement Document; and

***Note*****:** *Eligible FPIs are required to indicate their SEBI FPI registration number in the Application Form. The Bids made by the asset management companies or custodian of Mutual Funds shall specifically state the names of the concerned schemes for which the 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 for which the Bid has been made. Application by various schemes or funds of a Mutual Fund will be treated as one application from the Mutual Fund. Bidders are advised to ensure that any single Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law.*

6. Each Bidder shall be required to make the entire payment of the Application Amount for the Equity Shares Bid for, along with the Application Form, only through electronic transfer to the Escrow Account opened in the name of "Neogen Chemicals Limited- QIP- Escrow Account- 2026" with the Escrow Bank. within the Issue Period as specified in the Application Form sent to the respective Bidders. No payment shall be made by Bidders in cash. Please note that any payment of Application Amount for the Equity Shares shall be made from the bank accounts of the relevant Bidders and our Company shall keep a record of the bank account from where such payment has been received. Application Amount payable on Equity Shares to be held by joint holders shall be paid from the bank account of the person whose name appears first in the Application Form. Pending Allotment and the filing of return of Allotment by our Company with the RoC or receipt of final listing and trading approval from the Stock Exchanges, whichever is later, Application Amount received for subscription of the Equity Shares shall be kept by our Company in a separate bank account with a scheduled bank and shall be utilised only for the purposes permitted under the Companies Act, 2013. Notwithstanding the above, in the event, among others, a Bidder is not Allocated Equity Shares in the Issue, or the number of Equity Shares Allocated to the Bidder is lower than the number of Equity Shares applied for through the Application Form and towards which Application Amount has been paid by such Bidder, or the Application Amount is in excess of the amount equivalent to the product of the Equity Shares that have been Allocated to the Bidder and the Issue Price, or any Eligible QIB lowers or withdraws their Bid after submission of the Application Form but on or prior to the Issue Closing Date, the excess Application Amount will be refunded to the same bank account from which it was remitted, in the form and manner set out in "**– *Refunds***" below.

7. Once a duly completed Application Form is submitted by a Bidder, whether signed or not and the Application Amount is transferred to the Escrow Account, such Application Form constitutes an irrevocable offer and the Bid cannot be withdrawn or revised downwards after the Issue Closing Date. In case of upward revision before the Issue Closing Date, an additional amount shall be required to be deposited towards the Application Amount in the Escrow Account along with the submission of such revised Bid. In case of Bids being made on behalf of the Eligible QIB where the Application Form is unsigned, it shall be assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Application Amount to the Escrow Account, on behalf of the Eligible QIB is authorised to do so. The Issue Closing Date shall be notified to the Stock Exchanges and the Eligible QIBs shall be deemed to have been given notice of such date after receipt of the Application Form.

8. The Eligible QIBs acknowledge that in accordance with the requirements of the Companies Act, 2013, upon Allocation, the Bank will be required to disclose the names of proposed Allottees and the percentage of their post Issue shareholding in the Placement Document and consents to such disclosure, if any Equity Shares are allocated to it.

9. The Bids made by asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the 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 for which the Bid has been made. Application by various schemes or funds of a Mutual Fund will be treated as one application from the Mutual Fund. Bidders are advised to ensure that any single Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable laws.

10. Upon receipt of the duly completed Application Form and the Application Amount in the Escrow Account, after the Issue Closing Date, our Company shall, in consultation with the Lead Managers

determine the final terms, including the Issue Price, the number of the Equity Shares to be Allocated to each Successful Bidder and the Successful Bidders to whom such Equity Shares shall be Allocated pursuant to the Issue. Upon such determination, the Lead Managers, on behalf of the Company, will send the serially numbered CAN to the Eligible QIBs who have been Allocated the Equity Shares. The dispatch of a CAN, and the Placement Document (when dispatched) to a Successful Bidder shall be deemed a valid, binding and irrevocable contract for the Successful Bidders to subscribe to the Equity Shares Allocated to such Successful Bidders at an aggregate price equivalent to the product of the Issue Price and Equity Shares Allocated to such Successful Bidders. The CAN shall contain details such as the number of Equity Shares Allocated to the Successful Bidders, Issue Price, refund details in case of partial refunds and the aggregate amount received towards the Equity Shares Allocated. **Please note that the Allocation will be at the absolute discretion of our Company in consultation with the Lead Managers.**

11. Upon determination of the Issue Price and the issuance of CAN and before Allotment of Equity Shares to the Successful Bidders, the Lead Managers, shall, on our behalf, send a serially numbered Placement Document, either in electronic form or through physical delivery, to each of the Successful Bidders who have been Allocated Equity Shares pursuant to dispatch of a serially numbered CAN.

12. Upon dispatch of serially numbered Placement Document, our Company shall Allot Equity Shares as per the details in the CANs sent to the Successful Bidders. We will inform the Stock Exchanges of the details of the Allotment.

13. After passing the resolution for Allotment and prior to crediting the Equity Shares into the beneficiary account of the Successful Bidders maintained by the depository participant, as specified in the records of the depositories or as indicated in their respective Application Form, our Company shall apply to the Stock Exchanges for listing approvals in respect of the Equity Shares Allotted pursuant to the Issue.

14. After receipt of the listing approvals of the Stock Exchanges, our Company shall credit the Equity Shares Allotted pursuant to this Issue into the beneficiary accounts of the respective Allottees.

15. Our Company will then apply for the final trading approvals from the Stock Exchanges.

16. The Equity Shares that would have been credited to the beneficiary account with the Depository Participant of the Eligible QIBs shall be eligible for trading on the Stock Exchanges only upon the receipt of final trading and listing approvals from the Stock Exchanges.

17. As per applicable law, the Stock Exchanges will notify the final listing and trading approvals, which are ordinarily available on their websites, and our Company may communicate the receipt of the listing and trading approvals to those Eligible QIBs to whom the Equity Shares have been Allotted. Our Company and the Lead Managers shall not be responsible for any delay or non-receipt of the communication of the final trading and listing permissions from the Stock Exchanges or any loss arising from such delay or non-receipt. Investors are advised to apprise themselves of the status of the receipt of the permissions from the Stock Exchanges or our Company.

18. The Bidder represents that it is outside the United States and is subscribing to the Equity Shares in an "offshore transaction" as defined in, and in reliance on, Regulation S, and the applicable laws of the jurisdictions where those offers and sales are made. It has read and understood, and by making a Bid for the Equity Shares through the Application Forms and pursuant to the terms of this Preliminary Placement Document, will be deemed to have made the representations, warranties and agreements made under the sections entitled "***Notice to Investors***", "***Representations by Investors***", "***Selling Restrictions***" and "***Transfer Restrictions and Purchaser Representations***" on pages 1, 4, 167 and 175, respectively.

**Qualified Institutional Buyers**

Only Eligible QIBs are eligible to invest in the Equity Shares pursuant to the Issue, provided that with respect to FPIs, only Eligible FPIs applying under Schedule II of the FEMA Rules, or a multilateral or bilateral development financial institution eligible to invest in India under the applicable laws, will be considered as Eligible QIBs. FVCIs and non-resident multinational and bilateral development financial institutions are not permitted to participate in the Issue. Currently, QIBs, who are eligible to participate in the Issue (not being excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations) and also as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations, are set forth below:

- Mutual Funds, venture capital funds and alternate investment funds and foreign venture capital investor registered with SEBI;
- foreign portfolio investor other than individuals, corporate bodies and family offices;
- insurance companies registered with the Insurance Regulatory and Development Authority of India;
- 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;
- multilateral and bilateral development financial institutions;
- pension funds with minimum corpus of ₹25 crores 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;
- provident funds with minimum corpus of ₹25 crores;
- public financial institutions as defined under section 2(72) of the Companies Act, 2013;
- scheduled commercial banks;
- state industrial development corporations;
- the National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government published in the Gazette of India;
- systemically important non-banking financial companies; and
- accredited investors as defined in clause (ab) of sub-regulation (1) of regulation 2 of the SEBI AIF Regulations, for the limited purpose of their investment in angel funds registered with the Board, under the SEBI AIF Regulations.

**Eligible FPIs are permitted to participate through the portfolio investment scheme under Schedule II of FEMA Rules, in this Issue. Eligible FPIs are permitted to participate in the Issue subject to compliance with all applicable laws and conditions and restrictions which may be specified by the Government from time to time, and such that the shareholding of the FPIs do not exceed specified limits as prescribed under applicable laws in this regard. Other eligible non-resident QIBs shall participate in the Issue under Schedule I of the FEMA Rules. FVCIs are not permitted to participate in this Issue.**

**Please note that participation by non-residents in this Issue is restricted to participation by Eligible FPIs under Schedule II of the FEMA Rules, subject to the limits prescribed under the SEBI FPI Regulations and the FEMA Rules. Further, AIFs or VCFs whose sponsor and manager are not Indian owned and controlled in terms of the FEMA Rules are not permitted to participate in this Issue.**

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than 50% or common control) is not permitted to be 10% or above of our post-Issue Equity Share capital of our Company. Further, in terms of the FEMA Rules, the total holding by each FPI including its investor group shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis. Hence, Eligible FPIs may invest in such number of Equity Shares in the Issue such that (i) the individual investment of the FPI in our Company does not exceed 10% of the post-Issue paid-up capital of our Company on a fully diluted basis, and (ii) the aggregate investment by FPIs in our Company does not exceed the sectoral cap applicable to our Company on a fully diluted basis. In case the holding of an FPI including its investor group increases to 10% or more of the total post- Issue paid-up equity capital, on a fully diluted basis, the FPI including its investor group is required to divest the excess holding within five trading days from the date of settlement of the trades resulting in the breach. In the event that such divestment of excess holding is not done, within the above prescribed time period, the total investment made by such FPI together with its investor group will be re-classified as FDI as per procedure specified by SEBI and the FPI and its investor group will be prohibited from making any further portfolio investment in our Company under the SEBI FPI Regulations. However, in accordance with Regulation 22(4) of the SEBI FPI Regulations, the

FPIs who are: (a) appropriately regulated public retail funds; (b) public retail funds where the majority is owned by appropriately regulated public retail fund on look through basis; or (c) public retail funds and investment managers of such foreign portfolio investors are appropriately regulated, the aggregation of the investment limits of such FPIs having common control, shall not be applicable. Further, the aggregate limit of all FPIs investments, with effect from April 1, 2020, is up to the sectoral cap applicable to the sector in which our Company operates. The existing aggregate investment limit for FPIs in our Company is 100% of the paid up capital of our Company.

Two or more subscribers of ODIs having a common beneficial owner shall be considered together as a single subscriber of the ODI. In the event an investor has investments as an FPI and as a subscriber of ODIs, these investment restrictions shall apply on the aggregate of the FPI and ODI investments held in the underlying company.

Pursuant to the SEBI Circular dated April 5, 2018 (Circular No: IMD/FPIC/CIR/P/2018/61), our Company has appointed NSDL as the designated depository to monitor the level of FPI/NRI shareholding in our Company on a daily basis and once the aggregate foreign investment of a company reaches a cut-off point, which is 3% below the overall limit a red flag shall be activated. SEBI however, pursuant to its Circular dated May 17, 2018 (circular No: SEBI/HO/IMD/FPIC/CIR/P/2018/81), directed that this system of monitoring foreign investment limits in Indian listed companies be made operational with effect from June 1, 2018. The depository is then required to inform the Stock Exchanges about the activation of the red flag. The Stock Exchanges are then required to issue the necessary circulars/ public notifications on their respective websites. Once a red flag is activated, the FPIs must trade cautiously, because in the event that there is a breach of the sectoral cap, the FPIs will be under an obligation to disinvest the excess holding within five trading days from the date of settlement of the trades. Eligible FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. For a description of the restrictions applicable to the offer and sale of the Equity Shares in the Issue in certain jurisdictions, see ***"Selling Restrictions"*** and ***"Transfer Restrictions and Purchaser Representations"*** on pages 167 and 175, respectively.

**Restriction on Allotment**

Under Regulation 179(2)(b) of the SEBI ICDR Regulations, no Allotment shall be made pursuant to the Issue, either directly or indirectly, to any QIB being, Promoter, or any person related to the Promoter. QIBs which have all or any of the following rights shall be deemed to be persons related to the Promoter:

- rights under a shareholders' agreement or voting agreement entered into with the Promoter or members of the Promoter Group;
- veto rights; or
- a right to appoint any nominee director on the Board.

Provided, however, that a QIB which does not hold any Equity Shares in our Company and which has acquired the aforesaid rights in the capacity of a lender shall not be deemed to be related to the Promoter.

**Our Company and the Lead Managers and any of their respective shareholders, employees, counsels, officers, directors, advisors, representatives, agents or affiliates are not liable for any amendment or modification or change to applicable laws or regulations, which may occur after the date of this Preliminary Placement Document. Eligible QIBs are advised to make their independent investigations and satisfy themselves that they are eligible to apply. Eligible QIBs are advised to ensure that any single application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Preliminary Placement Document. Further, Eligible QIBs are required to satisfy themselves that their Bids would not ultimately result in triggering an open offer under the SEBI Takeover Regulations and ensure compliance with applicable laws.**

**A minimum of 10% of the Equity Shares offered in the Issue shall be Allotted to Mutual Funds. In case of undersubscription in such portion, such portion or part thereof may be Allotted to other Eligible QIBs.**

***Note:*** *Affiliates or associates of the Lead Managers who are Eligible QIBs may participate in the Issue in compliance with applicable laws.*

**Bid Process**

***Application Form***

Eligible QIBs shall only use the serially numbered Application Forms (which are addressed to them) supplied by our Company and the Lead Managers in either electronic form or by physical delivery for the purpose of making a Bid (including revision of a Bid) in terms of this Preliminary Placement Document. The Application Form may be signed physically or digitally, if required under applicable law in the relevant jurisdiction applicable to each Eligible QIB and as permitted under such applicable law. An Eligible QIB may submit an unsigned copy of the Application Form, as long as the Application Amount is paid along with submission of the Application Form within the Issue Period, and in such case, it shall be assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Application Amount to the Escrow Account, on behalf of the Eligible QIB is authorised to do so. An Eligible QIB may submit an unsigned copy of the Application Form, as long as the Application Amount is paid along with submission of the Application Form within the Issue Period, and in such case, it shall be assumed that the person submitting the Application Form and providing necessary instructions for transfer of the application amount to the Escrow Account, on behalf of the Eligible QIB is authorised to do so.

By making a Bid (including the revision thereof) for Equity Shares through Application Forms and pursuant to the terms of this Preliminary Placement Document, the Eligible QIB will be deemed to have made the following representations, warranties, acknowledgements and undertakings given or made under the sections "***Notice to Investors***", "***Representations by Investors***", "***Selling Restrictions***" and "***Transfer Restrictions and Purchaser Representations***" on pages 1, 4, 167 and 175, respectively:

- The Eligible QIB confirms that it is a QIB in terms of Regulation 2(1)(ss) of the SEBI ICDR Regulations and is not excluded under Regulation 179(2)(b) of the SEBI ICDR Regulations, has a valid and existing registration under the applicable laws in India (as applicable) and is eligible to participate in this Issue;

- The Eligible QIB confirms that it is not a Promoter and is not a person related to the Promoters, either directly or indirectly and its Application Form does not directly or indirectly represent the Promoter or Promoter Group or persons related to the Promoters;

- The Eligible QIB confirms and consents to its name and percentage of post-Issue shareholding (assuming full subscription in the Issue) will be included as a 'proposed allottee' in the Issue in the Placement Document;

- The Eligible QIB confirms that it has no rights under a shareholders' agreement or voting agreement with the Promoters or members of the Promoter Group, no veto rights or right to appoint any nominee director on the Board other than those acquired in the capacity of a lender which shall not be deemed to be a person related to the Promoters;

- The Eligible QIB acknowledges that it has no right to withdraw or revise its Bid downwards after the Issue Closing Date;

- The Eligible QIB confirms that if Equity Shares are Allotted through this Issue, it shall not, for a period of one year from Allotment, sell such Equity Shares otherwise than on the floor of the Stock Exchanges;

- The Eligible QIB confirms that the QIB is eligible to Bid and hold Equity Shares so Allotted together with any Equity Shares held by it prior to the Issue, if any. The QIB further confirms that the holding of the QIB, does not and shall not, exceed the level permissible as per any applicable regulations applicable to the QIB;

- The Eligible QIB confirms that in the event it is resident outside India, it is an Eligible FPI, having a valid and existing registration with SEBI under the applicable laws in India or a multilateral or bilateral development financial institution, and is eligible to invest in India under applicable law, including the FEMA Rules, as amended, and any notifications, circulars or clarifications issued thereunder, and has not been prohibited by SEBI or any other regulatory authority, from buying, selling, dealing in securities or otherwise accessing the capital markets and is not an FVCI or a non-resident multilateral or bilateral development financial institution;

- The Eligible QIB confirms that its Bids would not ultimately result in triggering an open offer under the SEBI Takeover Regulations;

- The Eligible QIB agrees that it will make payment of its Application Amount along with submission of the Application Form within the Issue Period. Each Eligible QIB agrees that once a duly filled Application Form is submitted by it, whether signed or not, and the Application Amount has been transferred to the Escrow Account, such Application Form constitutes an irrevocable offer and cannot be withdrawn or revised downwards after the Issue Closing Date;

- The Eligible QIB agrees that although the Application Amount is required to be paid by it along with the Application Form within the Issue Period in terms of provisions of the Companies Act, 2013 and rules made thereunder, our Company reserves the right to Allocate and Allot Equity Shares pursuant to this Issue on a discretionary basis in consultation with the Lead Managers. The Eligible QIB further acknowledges and agrees that the payment of Application Amount does not guarantee Allocation and/or Allotment of Equity Shares Bid for in full or in part;

- The Eligible QIB acknowledges that in terms of the requirements of the Companies Act, 2013, upon Allocation, our Company will be required to disclose the names of proposed Allottees and the percentage of their post-Issue shareholding in the Placement Document and consents to such disclosure, if any Equity Shares are Allocated to it. However, the Eligible QIB further acknowledges and agrees that the disclosure of such details in relation to it in the Placement Document will not guarantee Allotment to it, as Allotment in the Issue shall continue to be at the sole discretion of our Company, in consultation with the Lead Managers;

- The Eligible QIB confirms that the number of Equity Shares Allotted to it pursuant to the Issue, together with other Allottees that belong to the same group or are under common control, shall not exceed 50% of the Issue. For the purposes of this representation:

  a. QIBs "belonging to the same group" shall mean entities where (a) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15% of the voting rights in the other; (b) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (c) there is a common director, excluding nominee and independent directors, amongst an Eligible QIB, its subsidiary(ies) or holding company and any other QIB; and

  b. 'Control' shall have the same meaning as is assigned to it by Regulation 2(1)(e) of the SEBI Takeover Regulations;

  c. The Eligible QIB confirms that it is outside the United States, and is subscribing to the Equity Shares in an "offshore transaction" as defined in, and in reliance on, Regulation S, and the applicable laws of the jurisdictions where those offers and sales are made, and it has agreed to other representations as set forth in the Application Form;

  d. An Eligible QIB confirms that it has agreed to certain other representations set forth in the section "***Representations by Investors***" and "***Transfer Restrictions and Purchaser Representations***" on pages 4 and 175, respectively.

- The Eligible QIB confirms that it, individually or together with its investor group, is not restricted from making further investments in our Company through the portfolio investment route, in terms of Regulation 22(3) of the SEBI FPI Regulations;

- The Eligible QIB acknowledges that no Allotment shall be made to them if the price at which they have Bid for in this Issue is lower than the Issue Price; and

- The Eligible QIBs confirm that they shall not undertake any trade in the Equity Shares credited to its beneficiary account maintained with the Depository Participant until such time that the final listing and trading approvals for the Equity Shares are issued by the Stock Exchanges.

You are eligible to invest and hold the Equity Shares of our Company in accordance with Press Note no. 3 (2020 series), dated April 17, 2020 issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India read with Press Note No. 2 (2026 Series), dated March 15, 2026,

issued by the DPIIT and the FDI Policy, wherein if the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, foreign direct investments can only be made through the Government approval route, as prescribed in the FEMA Rules. You confirm that no government approval is required under the FEMA Rules, as mandated under the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended.

**ELIGIBLE QIBS MUST PROVIDE THEIR NAME, COMPLETE ADDRESS, PHONE NUMBER, EMAIL ID, BANK ACCOUNT DETAILS, BENEFICIARY ACCOUNT DETAILS, PAN, DEPOSITORY PARTICIPANT'S NAME, DEPOSITORY PARTICIPANT IDENTIFICATION NUMBER AND BENEFICIARY ACCOUNT NUMBER IN THE APPLICATION FORM. ELIGIBLE QIBS MUST ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THEIR BENEFICIARY ACCOUNT IS HELD.**

**IF SO REQUIRED BY THE LEAD MANAGERS, THE ELIGIBLE QIBs SUBMITTING A BID, ALONG WITH THE APPLICATION FORM, WILL ALSO HAVE TO SUBMIT REQUISITE DOCUMENT(S) TO THE LEAD MANAGERS TO EVIDENCE THEIR STATUS AS A "QIB" AS DEFINED HEREINABOVE.**

**IF SO REQUIRED BY THE LEAD MANAGERS, ESCROW BANK OR ANY STATUTORY OR REGULATORY AUTHORITY IN THIS REGARD, INCLUDING AFTER ISSUE CLOSURE, THE ELIGIBLE QIBs SUBMITTING A BID AND/OR BEING ALLOTTED EQUITY SHARES IN THE ISSUE, WILL ALSO HAVE TO SUBMIT REQUISITE DOCUMENT(S) TO FULFILL THE KNOW YOUR CUSTOMER (KYC) NORMS.**

Demographic details such as address and bank account will be obtained from the Depositories as per the Depository Participant account details given above. However, for the purposes of refund of all or part of the Application Amount submitted by the Bidder, the bank details as mentioned in the Application Form from which the Application Amount shall be remitted for the Equity Shares applied for in the Issue, will be considered.

The submission of an Application Form and payment of the Application Amount pursuant to the Application Form by a Bidder shall be deemed a valid, binding and irrevocable offer for such Bidder to pay the entire amounts for the Equity Shares that may be Allotted to such Bidder and shall become a binding contract on a Successful Bidder upon issuance of the CAN and the Placement Document (when dispatched) by our Company (by itself or through the Lead Managers) in favour of the Successful Bidder.

***Submission of Application Form***

All Application Forms must be duly completed with information including the number of Equity Shares applied for along with payment and a copy of the PAN card or PAN allotment letter. Additionally, the Application Form will include details of the Escrow Account into which the Application Amount will have to be deposited. The Application Amount shall be deposited in the Escrow Account as is specified in the Application Form and the Application Form shall be submitted to the Lead Managers either through electronic form or through physical delivery at either of the following addresses:

**Inga Ventures Private Limited**
1229, Hubtown Solaris, N.S. Phadke Marg, opposite Telli Galli, Andheri (East) Mumbai 400 069 Maharashtra, India
**Contact person:** Kavita Shah
**E-mail:** neogen.qip@ingaventures.com
**Telephone:** +91 22 6854 0808

**IIFL Capital Services Limited *(formerly known as IIFL Securities Limited)***
24th Floor, One Lodha Place, Senapati Bapat Marg Lower Parel (West), Mumbai, Maharashtra, India
**Contact person:** Mukesh Garg/ Goshan Yadav
**E-mail:** neogen.qip@iiflcap.com
**Telephone:** +91 22 4646 4728

**Kotak Mahindra Capital Company Limited**
27 BKC, Plot No. C-27
"G" Block, Bandra Kurla Complex
Bandra (East), Mumbai 400 051, Maharashtra, India
**Contact person:** Ganesh Rane
**E-mail:** neogen.qip@kotak.com
**Telephone:** +91 22 4336 0000

The Application Form may be signed physically or digitally, if required under applicable law in the relevant jurisdiction applicable to each Eligible QIB and as permitted under such applicable law. An Eligible QIB may

submit an unsigned copy of the Application Form, as long as the Application Amount is paid along with submission of the Application Form within the Issue Period. Once a duly completed Application Form is submitted by a Bidder, whether signed or not, and the Application Amount is transferred to the Escrow Account, such application constitutes an irrevocable offer and the Bid cannot be withdrawn or revised downwards after the Issue Closing Date. In case of an upward revision before the Issue Closing Date, an additional amount shall be required to be deposited towards the Application Amount in the Escrow Account along with the submission of such revised Bid. In case Bids are being made on behalf of the Eligible QIB and the Application Form is unsigned, it shall be assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Application Amount to the Escrow Account, on behalf of the Eligible QIB is authorised to do so. The Issue Closing Date shall be notified to the Stock Exchanges and the Eligible QIBs shall be deemed to have been given notice of such date after receipt of the Application Form.

The Lead Managers shall not be required to provide any written acknowledgement of the receipt of the Application Form and the Application Amount.

All Bidders submitting a Bid in the Issue, shall pay the entire Application Amount along with the submission of the Application Form within the Issue Period.

**Payment of Application Amount**

Our Company has opened the Escrow Account in the name of "Neogen Chemicals Limited- QIP- Escrow Account- 2026" with Axis Bank Limited, our Escrow Bank, in terms of the Escrow Agreement. Bidders will be required to deposit the entire Application Amount payable for the Equity Shares along with submission of the Application Form and during the Issue Period submitted by it in accordance with the applicable laws.

Payments are to be made only through electronic fund transfer from their own bank account.

**Note: Payments are to be made only through electronic fund transfer. Payments made through cash, demand draft or cheques are liable to be rejected. Further, if the payment is not made favouring the Escrow Account, the Application Form is liable to be cancelled and rejected.**

If the payment is not made favouring the "Neogen Chemicals Limited- QIP- Escrow Account- 2026" within the Issue Period stipulated in the Application Form, the Application Form of the QIB is liable to be cancelled.

Pending Allotment, our Company undertakes to utilise the amount deposited in "Neogen Chemicals Limited- QIP- Escrow Account- 2026" only for the purposes of (i) adjustment against Allotment of Equity Shares in the Issue; or (ii) refund of Application Amount if our Company is not able to Allot Equity Shares in the Issue. Notwithstanding the above, in the event a Bidder is not Allocated Equity Shares in the Issue, or the number of Equity Shares Allocated to a Bidder, is lower than the number of Equity Shares applied for through the Application Form and towards which Application Amount has been paid by such Bidder, or the application amount has been arrived at using an indicative price higher than the Issue Price, or any Bidder lowers or withdraws their Bid after submission of the Application Form but prior to the Issue Closing Date, the excess Application Amount will be refunded to the same bank account from which Application Amount was remitted, in the form and manner set out in "– ***Refunds***" below.

***Permanent Account Number or PAN***

Each Bidder should mention its PAN allotted under the Income Tax Act in the Application Form. Applications without this information will be considered incomplete and are liable to be rejected. Bidders should not submit the GIR number instead of the PAN as the Application Form is liable to be rejected on this ground.

***Bank Account Details***

Each Bidder shall mention the details of the bank account from which the payment of Application Amount has been made along with confirmation that such payment has been made from such account.

**Pricing and Allocation**

***Build-up of the Book***

The Eligible QIBs shall submit their Bids (including any revision thereof) through the Application Forms within the Issue Period to the Lead Managers. Such Bids cannot be withdrawn or revised downwards after the Issue Closing Date. The book shall be maintained by the Lead Managers.

***Price Discovery and Allocation***

Our Company, in consultation with the Lead Managers, shall determine the Issue Price, which shall be at or above the Floor Price. There is a minimum pricing requirement under the SEBI ICDR Regulations. The Floor Price shall not be less than the average of the weekly high and low of the closing prices of the Equity Shares quoted on the Stock Exchanges during the two weeks preceding the Relevant Date. However, our Company may offer a discount of not more than 5% on the Floor Price in terms of Regulation 176(1) of the SEBI ICDR Regulations as approved by our Shareholders pursuant to a special resolution passed through annual general meeting dated August 21, 2026.

The "Relevant Date" referred to above will be the date of the meeting in which the Board (or a duly constituted committee thereof) decides to open the Issue and "stock exchange" means any of the recognized stock exchanges in India on which the Equity Shares are listed and on which the highest trading volume in such Equity Shares has been recorded during the two weeks immediately preceding the Relevant Date. After finalization of the Issue Price, our Company shall update this Preliminary Placement Document with the Issue details and file the Placement Document with the Stock Exchanges.

***Method of Allocation***

Our Company shall determine the Allocation in consultation with the Lead Managers on a discretionary basis and in compliance with Chapter VI of the SEBI ICDR Regulations.

Bids received from the Eligible QIBs at or above the Issue Price shall be grouped together to determine the total demand. The Allocation to all such Eligible QIBs will be made at the Issue Price. Allocation to Mutual Funds for up to a minimum of 10% of the Issue Size shall be undertaken subject to valid Bids being received at or above the Issue Price.

In case of cancellations or default by the Bidders, our Company in consultation with the Lead Managers has the right to reallocate the Equity Shares at the Issue Price among existing or new Bidders at their sole and absolute discretion subject to the applicable laws.

**THE DECISION OF OUR COMPANY IN CONSULTATION WITH THE LEAD MANAGERS IN RESPECT OF ALLOCATION SHALL BE FINAL AND BINDING ON ALL ELIGIBLE QIBS. ELIGIBLE QIBS MAY NOTE THAT ALLOCATION OF EQUITY SHARES IS AT THE SOLE AND ABSOLUTE DISCRETION OF OUR COMPANY, IN CONSULTATION WITH THE LEAD MANAGERS AND ELIGIBLE QIBS MAY NOT RECEIVE ANY ALLOCATION EVEN IF THEY HAVE SUBMITTED VALID APPLICATION FORMS AND PAID THE ENTIRE APPLICATION AMOUNT AT OR ABOVE THE ISSUE PRICE. NEITHER OUR COMPANY NOR THE LEAD MANAGERS ARE OBLIGED TO ASSIGN ANY REASON FOR ANY NON-ALLOCATION.**

**Confirmation of Allotment Notice or CAN**

Based on receipt of the serially numbered Application Forms and Application Amount, our Company, in consultation with the Lead Managers, in their sole and absolute discretion, shall decide the Successful Bidders to whom the serially numbered CAN shall be dispatched, pursuant to which the details of the Equity Shares Allocated to them, the Issue Price, the Application Amount paid and Refund Amount, if any, shall be notified to such Successful Bidders. Additionally, the CAN will include the probable Designated Date, being the date of credit of the Equity Shares to the Bidders' account, as applicable to the respective Bidder.

The Successful Bidders would also be sent a serially numbered Placement Document (which will include the names of the proposed Allottees along with the percentage of their post-Issue Shareholding in our Company) either in electronic form or by physical delivery.

The dispatch of the serially numbered CAN and the Placement Document (when dispatched), to the Eligible QIBs shall be deemed a valid, binding and irrevocable contract for the QIB to subscribe to the Equity Shares Allocated to such Successful Bidders at an aggregate price equivalent to the product of the Issue Price and Equity Shares Allocated to such Successful Bidders. Subsequently, our Board (or a duly constituted committee thereof) will approve the Allotment of the Equity Shares to the Allottees in consultation with the Lead Managers.

**Eligible QIBs are advised to instruct their Depository Participant to accept the Equity Shares that may be Allotted to them pursuant to the Issue.**

By submitting the Application Form, the Eligible QIB would have deemed to have made the representations and warranties as specified in "***Notice to Investors***" on page 1 and further that such Eligible QIB shall not undertake any trade on the Equity Shares credited to its Depository Participant account pursuant to the Issue until such time as the final listing and trading approval is issued by the Stock Exchanges.

***Designated Date and Allotment of Equity Shares***

Subject to the satisfaction of the terms and conditions of the Placement Agreement, Our Company will ensure that the Allotment of Equity Shares is completed by the Designated Date provided in the respective CANs.

In accordance with SEBI ICDR Regulations, the Equity Shares in the Issue will be issued and Allotment shall be made only in dematerialised form to the Allottees. Allottees will have the option to re-materialise the Equity Shares, if they so desire, as per the provisions of the Companies Act, 2013 and the Depositories Act. However, transfer of securities of listed companies in physical form is not permitted pursuant to Regulation 40 of the SEBI Listing Regulations.

Our Company, at its sole discretion, reserve the right to cancel the Issue at any time up to Allotment without assigning any reason whatsoever. Following the Allotment of the Equity Shares pursuant to the Issue and credit of Equity Shares into the QIBs' beneficiary accounts maintained with the Depository Participant, our Company will apply for final listing and trading approvals to the Stock Exchanges and post receipt of the listing approvals from the Stock Exchanges, our Company shall credit the Equity Shares into the beneficiary accounts of the Eligible QIBs.

Pursuant to a circular dated March 5, 2010 issued by the SEBI, Stock Exchanges are required to make available on their websites the details of those Allottees in Issue who have been allotted more than 5% of the Equity Shares offered in the Issue, viz, the names of the Allottees, and number of Equity Shares Allotted to each of them, pre and post Issue shareholding pattern of our Company along with the Placement Document. Our Company shall make the requisite filings with the RoC within the stipulated period as required under the Companies Act, 2013 and the PAS Rules. Further, as required in terms of the PAS Rules, names of the proposed Allottees and the percentage of their post-Issue shareholding in our Company is required to be disclosed in the Placement Document.

Following the credit of Equity Shares into the Successful Bidders' beneficiary accounts with the Depository Participants, our Company will apply for the final listing and trading approvals from the Stock Exchanges.

The Escrow Bank shall release the monies lying to the credit of the Escrow Account to our Company upon receipt of notice from the Lead Managers and the trading and listing approvals of the Stock Exchanges for Equity Shares offered in the Issue and after filing return of Allotment under Form PAS-3 with the RoC.

After finalization of the Issue Price, our Company shall update this Preliminary Placement Document with the Issue details and file the same with the Stock Exchanges as the Placement Document, which will include names of the proposed Allottees and the percentage of their post-Issue shareholding in our Company.

**Refunds**

In the event that the number of Equity Shares Allocated to a Bidder is lower than the number of Equity Shares applied for through the Application Form and towards which Application Amount has been paid by such Bidder, or the Application Amount paid by a Bidder is in excess of the amount equivalent to the product of the Equity Shares that have been Allocated to such Bidder and the Issue Price, or a Bidder withdraws the Application Form prior to the Issue Closing Date, or the Issue is cancelled prior to Allocation, the excess Application Amount paid by such Bidder will be refunded to the same bank account from which the Application Amount was remitted, in the form and manner set out in the Refund Intimation/CAN (as applicable). The Refund Amount will be transferred to the relevant Bidders within two Working Days from the date of issuance of the CAN.

In the event that Equity Shares have been Allocated to Successful Bidders and our Company is unable to issue and Allot the Equity Shares offered in the Issue within 60 days from the date of receipt of the Application Amount, or the Issue is cancelled post Allocation, or where our Company has Allotted the Equity Shares but final listing and trading approvals are refused by the Stock Exchanges, our Company shall repay the Application Amount within 15 days from expiry of 60 days or such other time period as applicable under applicable law, failing which

our Company shall repay that money with interest at such rate and in such manner as prescribed under the Companies Act, 2013.

In accordance with the SEBI ICDR Regulations, Equity Shares will be issued and Allotment shall be made only in dematerialized form to the Allottees. Allottees will have the option to re-materialise the Equity Shares, if they so desire, as per the provisions of the Companies Act, 2013, the Depositories Act and other applicable laws.

We, at our sole discretion, reserve the right to cancel the Issue at any time up to Allotment without assigning any reason whatsoever. Following the Allotment and credit of Equity Shares into the Eligible QIBs' Depository Participant accounts, we will apply for final trading and listing approvals from the Stock Exchanges. In the event of any delay in the Allotment or credit of Equity Shares, or receipt of trading or listing approvals or cancellation of the Issue, no interest or penalty would be payable by us.

**Other Instructions**

***Submission of Documents***

A physical copy of the Application Form and relevant documents as required to be provided along with the Application Form shall be submitted with the Company/Lead Manangers as soon as practicable.

***Right to Reject Applications***

Our Company, in consultation with the Lead Managers, may reject Bids, in part or in full, without assigning any reason whatsoever. The decision of our Company in consultation with the Lead Managers in relation to the rejection of Bids shall be final and binding. In the event the Bid is rejected by our Company, the Application Amount paid by the bidder shall be refunded to the same bank account from which the Application Amount was remitted by such Bidder. For details see " - ***Bid Process***" on page 158 and " - ***Refunds***" above. Our Company, at its sole discretion, reserves the right to cancel the Issue at any time up to Allotment without assigning any reason whatsoever.

***Equity Shares in Dematerialised form with NSDL or CDSL***

The Allotment of the Equity Shares in this Issue shall be only in dematerialised form (i.e., not in physical certificates but be fungible and be represented by the statement issued through the electronic mode).

An Eligible QIB applying for Equity Shares to be issued pursuant to the Issue must have at least one beneficiary account with a Depository Participant of either NSDL or CDSL prior to making the Bid. Equity Shares Allotted to a successful QIB will be credited in electronic form directly to the specified beneficiary account (with the Depository Participant) of the QIB, as indicated in the Application Form.

Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchanges have electronic connectivity with NSDL and CDSL.

The trading of the Equity Shares to be issued pursuant to the Issue would be in dematerialised form only for all QIBs in the demat segment of the respective Stock Exchanges.

Our Company and the Lead Managers will not be responsible or liable for the delay in the credit of Equity Shares to be issued pursuant to the Issue due to errors in the Application Form or otherwise on the part of the QIBs.

**Release of Funds to our Company**

The Escrow Bank shall not release the monies lying to the credit of the "Neogen Chemicals Limited- QIP- Escrow Account- 2026" to our Company until receipt of notice from the Lead Managers, the trading and listing approvals of the Stock Exchanges for Equity Shares offered in the Issue and filing of return of Allotment under Form PAS-3 with the RoC.

## PLACEMENT AND LOCK-UP

### Placement Agreement

The Lead Managers and our Company have entered into the Placement Agreement dated September 10, 2026 ("**Placement Agreement**"), pursuant to which the Lead Managers have agreed, subject to certain conditions, to manage the Issue and to act as the placement agent in connection with the Issue and to use their reasonable efforts to place the Equity Shares with Eligible QIBs to subscribe to such number of our Equity Shares as may be agreed among our Company and the Lead Managers, pursuant to Chapter VI of the SEBI ICDR Regulations, Section 42 and 62 of the Companies Act, 2013 read with Rule 14 of the PAS Rules, and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.

The Placement Agreement contains customary representations and warranties, as well as indemnity from our Company and the Issue is subject to the satisfaction of certain conditions and subject to the termination of the Placement Agreement in accordance with the terms contained therein.

Applications shall be made to list the Equity Shares issued pursuant to this Issue and admit them to trading on the Stock Exchanges. No assurance can be given as to the liquidity or sustainability of the trading market for such Equity Shares, the ability of holders of the Equity Shares to sell their Equity Shares or the price at which holders of the Equity Shares will be able to sell their Equity Shares.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act, or the securities laws of any state of the United States and may not be offered or sold in 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 any applicable state securities laws. Accordingly, the Equity Shares offered in the Issue are being offered and sold only outside the United States in "offshore transactions", as defined in, and in reliance on, Regulation S and the applicable laws of the jurisdictions where such offers and sales are made. See "***Selling Restrictions***" on page 167 for information about eligible offerees for the Issue and "***Transfer Restrictions and Purchaser Representations***" on page 175 for information about transfer restrictions that apply to the Equity Shares sold in the Issue.

Each Eligible QIB confirms that it is outside the United States, and is subscribing to the Equity Shares in an "offshore transaction" as defined in, and in reliance on, Regulation S, and the applicable laws of the jurisdiction where those offers and sales are made, and it has agreed to representations set forth in the Application Form. For further details, see "***Selling Restrictions***" and "***Transfer Restrictions and Purchaser Representations***" on pages 167 and 175, respectively.

This Preliminary Placement Document has not been and will not be filed as a prospectus with the Registrar of Companies, and no Equity Shares will be offered in India or overseas to the public or any members of the public in India or any other class of investors, other than Eligible QIBs.

### Relationship with the Lead Managers

In connection with the Issue, the Lead Managers (or their affiliates) may, for their own account, subscribe to the Equity Shares or enter into asset swaps, credit derivatives or other derivative transactions relating to the Equity Shares to be issued pursuant to the Issue at the same time as the offer and sale of the Equity Shares or in secondary market transactions. As a result of such transactions, the Lead Managers may hold long or short positions in the Equity Shares. These transactions may comprise a substantial portion of the Issue and no specific disclosure will be made of such positions. Affiliates of the Lead Managers may purchase Equity Shares. See "***Offshore Derivative Instruments***" and "***Representations by Investors***" on pages 11 and 4, respectively.

From time to time, the Lead Managers and their respective affiliates and associates may engage in transactions with and perform services for our Company, our Subsidiaries, or its affiliates and the Shareholders in the ordinary course of business and have engaged, or may in the future engage, in commercial banking, investment banking and other banking transactions with our Company, its affiliates or shareholders, for which they have received compensation and may in the future receive compensation.

### Lock-up

In terms of the Placement Agreement, our Company agrees ,subject to the exceptions set out below, our Company shall not for a period from the date hereof up to 60 days after the Closing Date without the prior written consent of the Lead Managers: (a) purchase, lend, sell, issue, offer, contract to issue, offer any option or contract to

purchase, purchase any option or contract to issue, grant any option, right or warrant to purchase, or otherwise transfer or dispose of, directly or indirectly, any Equity Shares, or any securities convertible into or exercisable or exchangeable for Equity Share; (b) enter into any swap or other agreement that transfers, directly or indirectly, in whole or in part, any of the economic consequences of ownership of Equity Shares; or (c) publicly announce any intention to enter into any transaction described in (a) or (b) above, whether any such transaction described in (a) or (b) above is to be settled by delivery of Equity Shares, or such other securities, in cash or otherwise. (c)deposit Equity Shares with any other depositary in connection with a depositary receipt facility; or (d) enter into any transaction (including a transaction involving derivatives) having an economic effect similar to that of an issue, offer, sale or deposit of the Equity Shares in any depository receipt facility; (e) publicly announce any intention to enter into any transaction falling within (a) to (d) above or enter into any transaction (including a transaction involving derivatives) having an economic effect similar to that of an issue or offer or deposit of Equity Shares in any depositary receipt facility or publicly announce any intention to enter into any transaction falling within (a) to (d) above. Provided that, the foregoing restriction shall not be applicable to the (i) the issuance of the Issue Shares pursuant to the Issue; and (ii) any transaction required by law or an order of a court of law or a statutory authority. Further, the foregoing lock-up restrictions shall not apply to: (iii) the issuance of Equity Shares upon the exercise, conversion or vesting of any options, restricted stock units or other awards granted, or securities issued, prior to the date of this PPD under any employee stock option plan or other employee benefit scheme of our Company; (iv) the grant of options, restricted stock units or other awards, and the issuance of Equity Shares upon the exercise or vesting thereof, under any employee stock option plan or other employee benefit scheme of our Company, provided that the recipients of such grants (other than independent directors) execute a lock-up undertaking on terms substantially similar to those contained herein for the balance of the lock-up period; and.

**Promoter's Lock-up**

In terms of the Placement Agreement, our Company acknowledges that each Promoter has undertaken that it will not for a period of 60 days ("**Lock- up Period**") from the date of Allotment under the Issue, without the prior written consent of the Lead Managers, directly or indirectly: (a) sell, lend, contract to sell any option or contract to sell, grant any option, right or warrant to purchase, lend or otherwise transfer or dispose of, directly or indirectly, any Equity Shares, or any securities convertible into or exercisable or exchangeable for Equity Shares or publicly announce an intention with respect to any of the foregoing; (b) enter into any swap or other agreement that transfers, directly or indirectly, in whole or in part, any of the economic consequences of ownership of Equity Shares or any securities convertible into or exercisable or exchangeable for Equity Shares; (c) sell, lend, contract to sell any option or contract to sell, grant any option, right or warrant to purchase, lend or otherwise transfer or dispose of, directly or indirectly, any shares or interest in an entity which holds any Equity Shares; or (d) publicly announce any intention to enter into any transaction whether any such transaction described in (a), (b) or (c) above is to be settled by delivery of Equity Shares, or such other securities, in cash or otherwise, or enter into any transaction (including a transaction involving derivatives) having an economic effect similar to that of an issue or offer or deposit of Equity Shares in any depositary receipt facility or publicly announce any intention to enter into any transaction falling within (a) to (c) above. Provided however that, the foregoing restriction shall restrictions will not apply to (i) any inter group transfer made to any member of Promoter Group, subject to transferee complying with the restrictions on transfer of Promoter Shares until the expiry of the Lock-up Period (ii) any sale, transfer or disposition of any of Equity Shares held by the Promoter in consultation with all the Placement Agents, to the extent such sale, transfer or disposition is required by applicable law, and (iii) pursuant to the scheme of amalgamation approved by the Board of Directors of the Company.The Promoter lock-up undertaking ("**Lock-up Letter**") shall be substantially in the form as prescribed in the Placement Agreement and shall be delivered to the Lead Managers on or prior to the date of the Placement Agreement and shall be in full force and effect on the Closing Date.

## SELLING RESTRICTIONS

*The distribution of this Preliminary Placement Document and the offer, sale or delivery of the Equity Shares in this Issue is restricted by law in certain jurisdictions. Therefore, persons who may come into possession of this Preliminary Placement Document are advised to consult with their own legal advisors as to what restrictions may be applicable to them and to observe such restrictions. This Preliminary Placement Document may not be used for the purpose of an offer or invitation in any circumstances in which such offer or invitation is not authorised.*

### General

The Issue is being made only to Eligible QIBs through a QIP, in reliance upon Chapter VI of the SEBI ICDR Regulations and the Companies Act.

The distribution of this Preliminary Placement Document and the offer and sale of the Equity Shares offered in the Issue is restricted by law in certain jurisdictions. This Preliminary Placement Document may not be used for the purpose of an offer or invitation in any circumstances in which such offer or invitation is not authorised. No action has been taken or will be taken that would permit a public offering of the Equity Shares to occur in any jurisdiction other than India, or the possession, circulation or distribution of this Preliminary Placement Document or any other material relating to our Company or the Equity Shares in any jurisdiction where action for such purpose is required. Accordingly, the Equity Shares may not be offered or sold, directly or indirectly, and neither this Preliminary Placement Document nor any offering materials or advertisements in connection with the Equity Shares may be distributed or published in or from any country or jurisdiction except under circumstances that will result in compliance with any applicable rules and regulations of any such country or jurisdiction. The Issue will be made in compliance with the applicable SEBI ICDR Regulations, Section 42 and 62 of the Companies Act, 2013 read with Rule 14 of the PAS Rules and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. Each purchaser of the Equity Shares in the Issue will be deemed to have made acknowledgments and agreements as described under the sections entitled "***Notice to Investors***", "***Representations by Investors***" and "***Transfer Restrictions and Purchaser Representations***" on pages 1, 4 and 175.

### Republic of India

This Preliminary Placement Document may not be distributed directly or indirectly in India or to residents of India and any Equity Shares may not be offered or sold directly or indirectly in India to, or for the account or benefit of, any resident of India except as permitted by applicable Indian laws and regulations, under which an offer is strictly on a private and confidential basis and is limited to Eligible QIBs and is not an offer to the public. This Preliminary Placement Document has not been and will not be filed as a prospectus with the RoC and will not be circulated or distributed to the public in India or any other jurisdiction and will not constitute a public offer in India or any other jurisdiction.

### Australia

This Preliminary Placement Document is not a disclosure document or a prospectus under Chapter 6D.2 of the Corporations Act 2001 (Cth) ("**Corporations Act**") and has not been lodged with the Australian Securities and Investments Commission and it does not purport to include the information required of a disclosure document under Chapter 6D.2 of the Corporations Act.

No offer will be made under this Preliminary Placement Document to investors to whom disclosure is required to be made under Chapter 6D of the Corporations Act. Each purchaser of the Equity Shares offered in the Issue in Australia shall be deemed to represent and warrant that it is either a "sophisticated investor" or a "professional investor" and that not it is not a "retail client" within the meaning of those terms in the Corporations Act.

The Equity Shares acquired in the Issue in Australia must not be offered for sale in Australia in the period of 12 months after the date of the Allotment, except in circumstances where disclosure to investors under Chapter 6D of the Corporations Act would not be required pursuant to an exemption under Section 708 of the Corporations Act or otherwise or where the offer is pursuant to a disclosure document that complies with Chapter 6D of the Corporations Act. Each purchaser of the Equity Shares offered in the Issue in Australia shall be deemed to undertake to our Company that it will not, for a period of 12 months from the date of issue of the Equity Shares, offer, transfer, assign or otherwise alienate those Equity Shares to investors in Australia except in circumstances where disclosure to investors is not required under Chapter 6D.2 of the Corporations Act or where or where the offer is pursuant to a disclosure document that complies with Chapter 6D of the Corporations Act.

No financial product advice is provided in this Preliminary Placement Document and nothing in this Preliminary Placement Document should be taken to constitute a recommendation or statement of opinion that is intended to influence a person or persons in making a decision to invest in the Equity Shares offered in the Issue.

This Preliminary Placement Document does not take into account the objectives, financial situation or needs of any particular person. Before acting on the information contained in this Preliminary Placement Document, or making a decision to invest in the Equity Shares offered in the Issue, prospective investors should seek professional advice as to whether investing in the Equity Shares is appropriate in light of their own circumstances.

None of the Book Running Lead Managers or any of their respective affiliates is the holder of an Australian Financial Services Licence.

**Bahrain**

All marketing and offering of the Equity Shares in the Issue has been made and will be made outside the Kingdom of Bahrain. This Preliminary Placement Document and the Equity Shares offered in the Issue have not been registered, filed, approved or licensed by the Central Bank of Bahrain ("**CBB**"), the Bahrain Bourse, the Ministry of Industry, Commerce and Tourism ("**MOICT**") or any other relevant licensing authorities in the Kingdom of Bahrain.

The CBB, the Bahrain Bourse and the MOICT of the Kingdom of Bahrain takes no responsibility for the accuracy of the statements and information contained in this Preliminary Placement Document, nor shall they have any liability to any person, investor or otherwise for any loss or damage resulting from reliance on any statements or information contained herein. This Preliminary Placement Document is only intended for Accredited Investors as defined by the CBB and the Equity Shares offered by way of private placement may only be offered in minimum subscriptions of USD 100,000 (or equivalent in other currencies). No invitation to the public in the Kingdom of Bahrain to subscribe to the Equity Shares is being made and this Preliminary Placement Document will not be issued to, passed to, or made available to the public generally in the Kingdom of Bahrain. The CBB has not reviewed, nor has it approved this Preliminary Placement Document and any related offering documents or the marketing thereof in the Kingdom of Bahrain. The CBB is not and will not be responsible for the performance of the Equity Shares.

**British Virgin Islands**

The Equity Shares are not being, and may not be offered to the public or to any person in the British Virgin Islands for purchase or subscription by or on our behalf. The Equity Shares may be offered to companies incorporated under the BVI Business Companies Act, 2004 (British Virgin Islands) (each a "**BVI Company**"), but only where the offer will be made to, and received by, the relevant BVI Company entirely outside of the British Virgin Islands. This Preliminary Placement Document has not been, and will not be, registered with the Financial Services Commission of the British Virgin Islands. No registered prospectus has been or will be prepared in respect of the Equity Shares for the purposes of the Securities and Investment Business Act, 2010 or the Public Issuers Code of the British Virgin Islands.

**Cayman Islands**

No offer or invitation to subscribe for Equity Shares may be made to the public in the Cayman Islands to subscribe for any of the Equity Shares but an invitation or offer may be made to sophisticated persons (as defined in the Cayman Islands Securities Investment Business Law (the "**SIBL**"), high net worth persons (as defined in the SIBL) or otherwise in accordance with the SIBL. This Preliminary Placement Document does not constitute an invitation or offer to the public in the Cayman Islands of the Equity Shares, whether by way of sale or subscription. The Equity Shares are not being offered or sold, and will not be offered or sold, directly or indirectly, to the public in the Cayman Islands.

**Dubai International Financial Centre**

This Preliminary Placement Document relates to an Exempt Offer in accordance with the Markets Rules Module of the Dubai Financial Services Authority ("**DFSA**") Rulebook. This Preliminary Placement Document is intended for distribution only to persons of a type specified in the Markets Rules Module. It must not be delivered to, or relied on by, any other person. The DFSA has no responsibility for reviewing or verifying any documents

in connection with Exempt Offers. The DFSA has not approved this Preliminary Placement Document nor taken steps to verify the information set forth herein and has no responsibility for this Preliminary Placement Document. The securities to which this Preliminary Placement Document relates may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the securities offered should conduct their own due diligence on the securities. If you do not understand the contents of this Preliminary Placement Document you should consult an authorized financial advisor.

In relation to its use in the DIFC, this Preliminary Placement Document is strictly private and confidential and is being distributed to a limited number of investors and must not be provided to any person other than the original recipient, and may not be reproduced or used for any other purpose. The interests in the securities may not be offered or sold directly or indirectly to the public in the DIFC.

**European Economic Area**

In relation to each Member State of the European Economic Area (each a "Relevant State"), an offer to the public of any Equity Shares in the Issue may not be made in that Relevant State, except if the Equity Shares are offered to the public in that Relevant State at any time under the following exemptions under the Prospectus Regulation (EU) 2017/1129 (and any amendment thereto) (the "Prospectus Regulation"):

- to any legal entity that is a qualified investor, as defined in the Prospectus Regulation;
- to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation) subject to obtaining the prior consent of the Book Running Lead Managers for any such offer;
- or in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of Equity Shares shall result in a requirement for the publication by the Company or the Book Running Lead Managers of a prospectus pursuant to Article 3 of the Prospectus Regulation.

For the purposes of this section, the expression an "offer of Equity Shares to the public" in relation to any Equity Shares in any Relevant State means a communication to persons in any form and by any means presenting sufficient information on the terms of the offer and the Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Equity Shares.

Each person in a Relevant State who acquires Equity Shares in the Issue or to whom any offer is made shall be deemed to have represented that it is a "qualified investor" as defined in the Prospectus Regulation.

In the case of any Equity Shares being offered to a financial intermediary, as that term is used in Article 5 of the Prospectus Regulation, such financial intermediary will also be deemed to have represented, acknowledged and agreed that the Equity Shares subscribed for or acquired by it in the Issue have not been subscribed for or acquired on a non-discretionary basis on behalf of, nor have they been subscribed for or acquired with a view to their offer or resale to persons in circumstances which may give rise to an offer of any Equity Shares to the public other than their offer or resale in a Relevant State to qualified investors (as so defined) or in circumstances in which the prior consent of the Book Running Lead Managers have been obtained to each such proposed offer or resale.

Our Company, the Book Running Lead Managers and their respective affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements.

**Hong Kong**

The Equity Shares have not been offered or sold and will not be offered or sold in Hong Kong, by means of any document, other than (a) to "professional investors" as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**") and any rules made under the SFO; or (b) in other circumstances which do not result in the document being a "prospectus" as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong (the "**C(WUMP)O**") or which do not constitute an offer to the public within the meaning of the C(WUMP)O.

No advertisement, invitation or document relating to the Equity Shares, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the

securities laws of Hong Kong) other than with respect to Equity Shares which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the SFO and any rules made under the SFO has been or will be issued, whether in Hong Kong or elsewhere.

Any offer of the Equity Shares will be personal to the person to whom relevant offer documents are delivered, and a subscription for the Equity Shares will only be accepted from such person. No person who has received a copy of the Preliminary Placement Document may issue, circulate or distribute the Preliminary Placement Document in Hong Kong or make or give a copy of the Preliminary Placement Document to any other person. No person allotted Equity Shares may sell, or offer to sell, such Shares to the public in Hong Kong within six months following the date of issue of such Equity Shares.

**Japan**

The Equity Shares offered hereby have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended, the "**Financial Instruments and Exchange Act**"). The Preliminary Placement Document is not an offer of shares for sale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used in the Preliminary Placement Document means any person resident in Japan, including any corporation or entity organized under the laws of Japan) or to others for reoffer or resale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Act and other relevant laws and regulations of Japan.

**Mauritius**

The public of the republic of Mauritius is not invited to subscribe for the interests offered hereby. This memorandum relates to a private placement and does not constitute an offer to the public in Mauritius to subscribe for the interests offered hereby. the interests are only being offered to a limited number of sophisticated investors meeting the eligibility criteria. no regulatory approval has been sought for the offer in Mauritius and it must be distinctly understood that the Mauritius financial services commission does not accept any responsibility for the financial soundness of or any representations made in connection with the issue. The memorandum is for the use only of the named addressee and should not be given or shown to any other person.

**New Zealand**

This Preliminary Placement Document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "**FMA Act**"). The Equity Shares offered in the Issue may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who: (a) is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act; (b) meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act; (c) is large within the meaning of clause 39 of Schedule 1 of the FMC Act; (d) is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or (e) is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

**Qatar (excluding the Qatar Financial Centre)**

This Preliminary Placement Document did not, and was not intended to, constitute an invitation or an offer of securities in the State of Qatar (including the Qatar Financial Centre) and accordingly should not be construed as such. The Equity Shares have not been, and shall not be, offered, sold or delivered at any time, directly or indirectly, in the State of Qatar. Any offering of the Equity Shares shall not constitute a public offer of securities in the State of Qatar.

By receiving this document, the person or entity to whom it has been provided to understands, acknowledges and agrees that: (a) neither this Preliminary Placement Document nor the Equity Shares have been registered, considered, authorised or approved by the Qatar Central Bank, the Qatar Financial Markets Authority, the Qatar Financial Centre Regulatory Authority or any other authority or agency in the State of Qatar; (b) neither the Company nor the Book Running Lead Managers are authorised or licensed by the Qatar Central Bank, the Qatar Financial Markets Authority, the Qatar Financial Centre Regulatory Authority, or any other authority or agency in the State of Qatar, to market or sell the Equity Shares within the State of Qatar; (c) this Preliminary Placement Document may not be provided to any person other than the original recipient and is not for general circulation in the State of Qatar; and (d) no agreement relating to the sale of the Equity Shares shall be consummated within the State of Qatar.

No marketing of the Equity Shares has been or will be made from within the State of Qatar and no subscription to the Equity Shares may or will be consummated within the State of Qatar. Any applications to invest in the Equity Shares shall be received from outside of Qatar. This Preliminary Placement Document shall not form the basis of, or be relied on in connection with, any contract in Qatar. The persons representing the Book Running Lead Managers are, by distributing this document, not advising individuals resident in the State of Qatar as to the appropriateness of investing in or purchasing or selling securities or other financial products. Nothing contained in this Preliminary Placement Document is intended to constitute investment, legal, tax, accounting or other professional advice in, or in respect of, the State of Qatar.

**Qatar and Qatar Financial Centre**

Nothing in this Preliminary Placement Document is intended to constitute, shall be treated as constituting or shall be deemed to constitute, any offer or sale of securities in the State of Qatar or in the Qatar Financial Centre or the inward marketing of securities or an attempt to do business, as a bank, an investment company or otherwise in the State of Qatar or in the Qatar Financial Centre other than in compliance with any laws applicable in the State of Qatar or in the Qatar Financial Centre governing the issue, offering and sale of securities under the laws of the State of Qatar and the Qatar Financial Centre.

This Preliminary Placement Document and any underlying instruments or securities have not been and will not be filed with, reviewed or approved by the Qatar Central Bank, the Qatar Financial Markets Authority, the Qatar Exchange or any other relevant Qatar governmental body or securities exchange. The Company has not been authorised or licenced by any Qatari governmental body or regulator to market, offer or sell the Equity Shares in the State of Qatar or in the Qatar Financial Centre.

This Preliminary Placement Document is strictly private and confidential. This Preliminary Placement Document is provided on an exclusive basis to the specifically intended recipient of such document, upon that person's request and initiative, and for the recipient's personal use only. It is being distributed to a limited number of qualified investors and must not be provided to any person other than the original recipient. It is not for general circulation in the State of Qatar or the Qatar Financial Centre and may not be reproduced or used for any other purpose. Any distribution of this document by the recipient to third parties in the State of Qatar or the Qatar Financial Centre is not authorised and shall be at the liability of such recipient.

Recourse against the Company and/or its affiliates may be limited or difficult and may have to be pursued in a jurisdiction outside the State of Qatar and/or the Qatar Financial Centre.

**Saudi Arabia**

This Preliminary Placement Document may not be distributed in the Kingdom of Saudi Arabia except to such persons as are permitted under the Rules on the Offer of Securities and Continuing Obligations issued by the Capital Market Authority ("**CMA**"). The CMA does not make any representation as to the accuracy or completeness of this Preliminary Placement Document and expressly disclaims any liability whatsoever for any loss arising from, or incurred in reliance upon, any part of this Preliminary Placement Document. Prospective investors of the Equity Shares offered hereby should conduct their own due diligence on the accuracy of the information relating to the Equity Shares. If you do not understand the contents of this Preliminary Placement Document, you should consult an authorised financial adviser.

**Singapore**

This Preliminary Placement Document has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this Preliminary Placement Document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of Equity Shares may not be circulated or distributed, nor may the Equity Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the "**SFA**"), (ii) to a relevant person pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275 of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Equity Shares are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

i. a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole

business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or

ii. a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities (as defined in Section 239(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Equity Shares pursuant to an offer made under Section 275 of the SFA except:

(a) to an institutional investor or to a relevant person defined in Section 275(2) of the SFA, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;

(b) where no consideration is or will be given for the transfer;

(c) where the transfer is by operation of law;

(d) as specified in Section 276(7) of the SFA; or

(e) as specified in Regulation 32 of the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005 of Singapore.

**Notification under Sections 309B(1)(a) and 309B(1)(c) of the SFA: We have determined, and hereby notify all relevant persons (as defined in Section 309A of the SFA) that the Equity Shares are: (A) prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and (B) Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment: Notice on Recommendations on Investment Products).**

**Sultanate of Oman**

The information contained in this Preliminary Placement Document does not constitute a public offer of securities in Oman as contemplated by the Oman Commercial Companies Law (Sultani Decree 18/2019, as amended) or Article 3 of the Capital Market Authority Law (Sultani Decree 80/98, as amended). This Preliminary Placement Document will only be made available to investors in Oman in accordance with the provisions of Article 139 of the Executive Regulations of the Capital Markets Law (Capital Markets Law Decision No. 1/2009, as amended) (the "**Executive Regulations**") by an entity duly licenced by the Capital Market Authority of Oman to market non-Omani securities in Oman.

This Preliminary Placement Document is strictly private and confidential. It is being provided to a limited number of sophisticated investors solely to enable them to decide whether or not to invest in the Equity Shares outside of Oman, upon the terms and subject to the restrictions set out herein and may not be reproduced or used for any other purpose or provided to any person other than the original recipient. Additionally, this Preliminary Placement Document is not intended to lead to the making of any contract within the territory or under the laws of Oman.

This Preliminary Placement Document has not been (and will not be) filed with the Capital Market Authority of Oman (except in accordance with Article 139 of the Executive Regulations) or any other regulatory authority in Oman and the Capital Market Authority of Oman neither assumes responsibility for the accuracy and adequacy of the statements and information contained in this Preliminary Placement Document nor shall have any liability to any person for damage or loss resulting from reliance on any statements or information contained herein.

**Switzerland**

The Equity Shares may not be publicly offered, directly or indirectly, in Switzerland within the meaning of the Swiss Financial Services Act ("**FinSA**") and no application has or will be made to admit the Equity Shares to trading on any trading venue (exchange or multilateral trading facility) in Switzerland. Neither this Preliminary Placement Document nor any other offering or marketing material relating to the Equity Shares constitutes a prospectus pursuant to the FinSA, and neither this Preliminary Placement Document nor any other offering or marketing material relating to the Equity Shares may be publicly distributed or otherwise made publicly available in Switzerland.

The Equity Shares may, however, be offered in Switzerland to professional clients within the meaning of the FinSA, without any public offer and only to investors who do not purchase the Equity Shares with the intention

to distribute them to the public. The investors will be individually approached from time to time. This Preliminary Placement Document may only be used by those investors to whom it has been handed out in connection with the Issue described herein and may neither directly nor indirectly be distributed or made available to other persons without our express consent.

**United Arab Emirates (excluding the Dubai International Financial Centre)**

This Preliminary Placement Document does not constitute or contain an offer of securities to the general public in the UAE. No offering, marketing, promotion, advertising or distribution (together, "Promotion") of this document or the Equity Shares may be made to the general public in the United Arab Emirates (the "**UAE**") unless: (a) such Promotion has been approved by the UAE Securities and Commodities Authority (the "**SCA**") and is made in accordance with the laws and regulations of the UAE, including SCA Board of Directors' Chairman Decision no. (3/R.M.) of 2017 (the "**Promotion and Introduction Regulations**"), and is made by an entity duly licensed to conduct such Promotion activities in the UAE; or (b) such Promotion is conducted by way of private placement made: (i) only to "Qualified Investors" (excluding "**High Net Worth Individuals**") (as such terms are defined in the Promotion and Introduction Regulations); or (ii) otherwise in accordance with the laws and regulations of the UAE; or (c) such Promotion is carried out by way of reverse solicitation only upon an initiative made in writing by an investor in the UAE. None of the SCA, the UAE Central Bank, the UAE Ministry of Economy or any other regulatory authority in the UAE has reviewed or approved the contents of this document nor does any such entity accept any liability for the contents of this document.

**United Kingdom**

No Equity Shares have been offered or will be offered pursuant to the Offer to the public in the United Kingdom, except that the Equity Shares may be offered to the public in the United Kingdom at any time:

a. where (i) the offer is conditional on the admission of the Equity Shares to trading on the London Stock Exchange plc's main market (in reliance on the exception in paragraph 6(a) of Schedule 1 of the POATR) or (ii) the Equity Shares being offered are at the time of the offer already admitted to trading on London Stock Exchange plc's main market (in reliance on the exception in paragraph 6(b) of Schedule 1 of the POATR);

b. to any legal entity which is a qualified investor as defined in paragraph 15 of Schedule 1 of the POATR;

c. to fewer than 150 natural or legal persons (other than qualified investors as defined in paragraph 15 of Schedule 1 of the POATR), subject to obtaining the prior consent of Lead Managers for any such offer; or

d. in any other circumstances falling within Part 1 of Schedule 1 of the POATR.

For the purposes of this provision, the expression an "offer to the public" in relation to the Equity Shares in the United Kingdom means the communication to any person which presents sufficient information on: (a) the Shares to be offered; and (b) the terms on which they are to be offered, to enable an investor to decide to buy or subscribe for the Shares and the expression "POATR" means the Public Offers and Admissions to Trading Regulations 2024.

In the United Kingdom, this Preliminary Placement Document is only addressed to and directed to persons (i) who have professional experience in matters relating to investments falling within Article 19 paragraph 5 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"), (ii) who are high net worth entities falling within Article 49 paragraph 2(a) through (d) of the Order, or (iii) other persons to whom it may otherwise lawfully be communicated (all such persons together being referred to as "Relevant Persons"). The securities described herein are only available in the United Kingdom to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities in the United Kingdom will be engaged in only with, Relevant Persons. Any person in the United Kingdom who is not a Relevant Person should not act or rely on this Preliminary Placement Document or any of its contents.

**United States of America**

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. The Equity Shares are being offered and sold only outside the United States in "offshore transactions" as defined in, and in reliance on,

Regulation S and the applicable laws of the jurisdictions where those offers and sales are made. For further information, see "***Transfer Restrictions and Purchaser Representations***" on page 175.

**Other Jurisdictions**

The distribution of this Preliminary Placement Document and the offer and sale of the Equity Shares may be restricted by law in certain jurisdictions. Persons into whose possession this Preliminary Placement Document comes are required to inform themselves about, and to observe, any such restrictions to the extent applicable.

## TRANSFER RESTRICTIONS AND PURCHASER REPRESENTATIONS

*Due to the following restrictions, investors are advised to consult legal counsel prior to purchasing Equity Shares or making any resale, pledge or transfer of Equity Shares.*

Pursuant to Chapter VI of the SEBI ICDR Regulations, any resale of Equity Shares Allotted in the Issue is not permitted for a period of one year from the date of Allotment, except on the Stock Exchanges. Investors are advised to consult their legal counsel prior to making any offer, resale, pledge, or transfer of our Equity Shares, except if resale of the Equity Shares is by way of a regular sale on the Stock Exchanges. In addition to the above, Allotments made to Eligible QIBs, including VCFs and AIFs, in the Issue may be subject to lock-in requirements, if any, under the rules and regulations that are applicable to them. For more information, see "***Selling Restrictions***" on page 167.

Additionally, in accordance with the FDI Policy, read along with the Press note no. 3 (2020 Series), dated April 17, 2020, issued by the Department for Promotion of Industry and Internal Trade, Government of India read with Press Note No. 2 (2026 Series), dated March 15, 2026 issued by the Department for Promotion of Industry and Internal Trade and the related amendments to the FEMA Rules, wherein if the beneficial owner of the Securities is situated in or is a citizen of a country which shares land border with India, foreign direct investments can only be made through the Government approval route, as prescribed in the FEMA Rules. Further, the Bidders need to confirm that no government approval is required under the FEMA Rules, as mandated under the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended. Additional transfer restrictions applicable to the Equity Shares are listed below:

### Transfer Restrictions and Purchaser Representations

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered or sold in 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 any applicable state securities laws. The Equity Shares offered in the Issue are being offered and sold only outside the United States in "offshore transactions" as defined in and in reliance on Regulation S and in accordance with the applicable laws of the jurisdictions where such offers and sales are made.

By accepting delivery of this Preliminary Placement Document, submitting a bid to purchase the Equity Shares and/or accepting delivery of Equity Shares, you will be deemed to have represented and agreed as follows:

- It is authorised to consummate the purchase of the Equity Shares in compliance with all applicable laws and regulations and will comply with all laws, regulations and restrictions (including the selling restrictions contained in this Preliminary Placement Document) which may be applicable in its jurisdiction and it has obtained or will obtain any consent, approval or authorization required for it to purchase and accept delivery of Equity Shares, and it acknowledges and agrees that none of our Company or the Lead Managers and their affiliates shall have any responsibility in this regard.

- It acknowledges (or if it is a broker-dealer acting on behalf of a customer, its customer has confirmed to it that such customer acknowledges) that the Equity Shares are being issued in "offshore transactions" as defined in, and in reliance on, Regulation S, and such Equity Shares have not been and will not be registered under the U.S. Securities Act.

- It certifies that either (A) it is, or at the time the Equity Shares are purchased will be, the beneficial owner of the Equity Shares and is located outside the United States (within the meaning of Regulation S), and it has not purchased the Equity Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of the Equity Shares or an economic interest therein to any person in the United States, or (B) it is a broker-dealer acting on behalf of its customer and its customer has confirmed to it that (i) such customer is, or at the time the Equity Shares are purchased will be, the beneficial owner of the Equity Shares, (ii) such customer is located outside the United States (within the meaning of Regulation S), and (iii) such customer has not purchased the Equity Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of the Equity Shares or an economic interest therein to any person in the United States.

- It is aware of the restrictions of the offer, sale and resale of the Equity Shares pursuant to Regulation S.

- It agrees (or it is a broker-deal acting on behalf of a customer that has confirmed to it that such customer

agrees) that neither it, nor any of its affiliates, nor any person acting on its behalf, will make any "directed selling efforts" as defined in Regulation S. It acknowledges and agrees that it is not purchasing any Equity Shares as a result of any "directed selling efforts" as defined in Regulation S

- It understands and agrees (or if it is a broker-dealer acting on behalf of a customer, its customer has confirmed to it that such customer understands and agrees) that the Equity Shares are being offered in a transaction not involving any public offering in the United States within the meaning of the U.S. Securities Act, that the Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and that if in the future it decides to offer, resell, pledge or otherwise transfer any of the Equity Shares, such Equity Shares may be offered, resold, pledged or otherwise transferred in compliance with the U.S. Securities Act and other applicable securities laws only outside the United States in a transaction complying with the provisions of Rule 903 or Rule 904 of Regulation S or in a transaction otherwise exempt from the registration requirements of the U.S. Securities Act and, in each case, in accordance with all applicable securities laws of the states of the United States and any other jurisdictions in which such offers or sales are made.

- It is a sophisticated investor and has such knowledge and experience in financial, business and investments as to be capable of evaluating the merits and risks of the investment in the Equity Shares. It is experienced in investing in private placement transactions of securities of companies in a similar stage of development and in similar jurisdictions. It and any accounts for which it is subscribing to the Equity Shares (i) are each able to bear the economic risk of the investment in the Equity Shares, (ii) will not look to our Company or the Lead Managers for all or part of any such loss or losses that may be suffered, (iii) are able to sustain a complete loss on the investment in the Equity Shares, (iv) is seeking to subscribe to the Equity Shares in this Issue for investment purposes and not with a view to resell or distribute them and it has no reason to anticipate any change in its circumstances, financial or otherwise, which may cause or require any sale or distribution by it of all or any part of the Equity Shares, (v) have no need for liquidity with respect to the investment in the Equity Shares, and (vi) have no reason to anticipate any change in its or their circumstances, financial or otherwise, which may cause or require any sale or distribution by it or them of all or any part of the Equity Shares. It acknowledges that an investment in the Equity Shares involves a high degree of risk and that the Equity Shares are, therefore, a speculative investment. It is seeking to subscribe to the Equity Shares in this Issue for its own investment and not with a view to distribution.

- It has been provided access to this Preliminary Placement Document and will be provided access to the Placement Document which it has read in its entirety.

- It agrees to indemnify and hold our Company and the Lead Managers harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations and warranties. It will not hold our Company or the Lead Managers liable with respect to its investment in the Equity Shares. It agrees that the indemnity set forth in this paragraph shall survive the resale of the Equity Shares.

- Where it is subscribing to the Equity Shares for one or more managed accounts, it represents and warrants that it is authorised in writing, by each such managed account to subscribe to the Equity Shares for each managed account and to make (and it hereby makes) the acknowledgements and agreements herein for and on behalf of each such account, reading the reference to "it" to include such accounts.

- It agrees that any resale or other transfer, or attempted resale or other transfer, of the Equity Shares made other than in compliance with the above-stated restrictions shall not be recognised by our Company.

It acknowledges that our Company and the Lead Managers and their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations or agreements is no longer accurate, it will promptly notify our Company and the Lead Managers. It agrees that the terms and provisions of the foregoing acknowledgements, representations and agreements shall inure to the benefit of and any document incorporating such acknowledgements, representations and agreements shall be enforceable by our Company, its successors and its permitted assigns, and the terms and provisions hereof shall be binding on its permitted successors in title, permitted assigns and permitted transferees. It understands that these acknowledgments, representations and undertakings are required in connection with United States securities laws and irrevocably authorizes our Company to produce these acknowledgments, representations and undertakings (or any document incorporating

them) to any interested party in any administrative or legal proceedings or official enquiry with respect to the matters covered herein.

## THE SECURITIES MARKET OF INDIA

*The information in this section has been extracted from documents available on the website of SEBI and the Stock Exchanges and has not been prepared or independently verified by our Company or the Lead Managers or any of their respective affiliates or advisors. Investors are advised to consult their legal counsel prior to purchasing Equity Shares or making any resale, pledge or transfer of the Equity Shares.*

### The Indian Securities Market

India has a long history of organized securities trading. In 1875, the first stock exchange was established in Mumbai. BSE and NSE are the significant stock exchanges in terms of the number of listed companies, market capitalization and trading activity.

### Indian Stock Exchanges

Indian stock exchanges are regulated primarily by SEBI, as well as by the Government of India acting through the Ministry of Finance, Capital Markets Division, under the Securities Contracts (Regulation) Act, 1956 ("**SCRA**") and the SCRR. On October 3, 2018, SEBI, in exercise of its powers under the SCRA and the SEBI Act, notified the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 ("**SCR (SECC) Regulations**"), which regulate *inter alia* the recognition, ownership and internal governance of stock exchanges and clearing corporations in India together with providing for minimum capitalization requirements for stock exchanges. The SCRA, the SCRR and the SCR (SECC) Regulations along with various rules, bye-laws and regulations of the respective stock exchanges, regulate the recognition of stock exchanges, the qualifications for membership thereof and the manner, in which contracts are entered into, settled and enforced between members of the stock exchanges.

The SEBI Act empowers SEBI to regulate the Indian securities markets, including stock exchanges and intermediaries in the capital markets, protect the interests of investors in securities, promote and monitor self-regulatory organizations and prohibit fraudulent and unfair trade practices. Regulations concerning minimum disclosure requirements by public companies, rules and regulations concerning investor protection, insider trading, substantial acquisitions of shares and takeover of companies, buy-backs of securities, employee stock option schemes, stockbrokers, merchant bankers, underwriters, mutual funds, foreign portfolio investors, credit rating agencies and other capital market participants have been notified by the relevant regulatory authority.

### BSE

Established in 1875, it is the oldest stock exchange in India. In 1956, it became the first stock exchange in India to obtain permanent recognition from the Government under the SCRA. Pursuant to the BSE (Corporatization and Demutualization) Scheme 2005 of the SEBI, with effect from August 19, 2005, the BSE was incorporated as a company under the Companies Act, 1956. BSE was listed on NSE with effect from February 3, 2017.

### NSE

NSE was established by financial institutions and banks to provide nationwide online, satellite-linked, screen-based trading facilities with market-makers and electronic clearing and settlement for securities including government securities, debentures, public sector bonds and units. NSE was recognised as a stock exchange under the SCRA in April 1993 and commenced operations in the wholesale debt market segment in June 1994. The capital market (equities) segment commenced operations in November 1994 and operations in the derivatives segment commenced in June 2000.

### Listing and Delisting of Securities

The listing of securities on a recognized Indian stock exchange is regulated by the applicable Indian laws including the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act and various guidelines and regulations issued by the SEBI including the SEBI ICDR Regulations and the SEBI Listing Regulations. The SCRA and SCRR empowers the governing body of each recognized stock exchange to suspend trading of or withdraw admission to dealings in a listed security for breach of or non-compliance with any conditions or breach of company's obligations under the SEBI Listing Regulations or for any reason, subject to the issuer receiving prior written notice of the intent of the exchange and upon granting of a hearing in the matter. SEBI also has the power to amend the SEBI Listing Regulations and bye-laws of the stock exchanges in India, to overrule a stock exchange's governing body and withdraw recognition of a recognized stock exchange.

Further, SEBI has notified the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 to govern the voluntary and compulsory delisting of equity shares from the stock exchanges. In addition, certain amendments to the SCRR have also been notified in relation to delisting.

**Minimum Level of Public Shareholding**

All listed companies (except public sector undertakings) are required to maintain a minimum public shareholding of 25%. In this regard, SEBI has provided several mechanisms to comply with this requirement. Where the public shareholding in a listed company falls below 25% at any time, such company shall bring the public shareholding to 25% within a maximum period of 12 months from the date of such public shareholding having fallen below the 25% threshold. However, every listed public sector company whose public shareholding falls below 25% at any time, such company shall increase its public shareholding to at least 25%, within a period of twelve months from the date of such fall, respectively, in the manner specified by SEBI. Further, every listed public sector company whose public shareholding falls below 25% at any time after the commencement of the Securities Contracts (Regulation) (Second Amendment) Rules, 2018, shall increase its public shareholding to at least 25%, within a period of three years from the date of such fall, in the manner specified by SEBI. Consequently, a listed company may be delisted from the Stock Exchanges for not complying with the above-mentioned requirements. Our Company is in compliance with this minimum public shareholding requirement.

**Index-Based Market-Wide Circuit Breaker System**

In order to restrict abnormal price volatility in any particular stock, the SEBI has instructed stock exchanges to apply daily circuit breakers which do not allow transactions beyond a certain level of price volatility. The index-based market-wide circuit breaker system (equity and equity derivatives) applies at three stages of the index movement, at 10%, 15% and 20%. The Stock Exchanges on a daily basis translate the circuit breaker limits based on previous day's closing level of the index. These circuit breakers, when triggered, bring about a co-ordinated trading halt in all equity and equity derivative markets nationwide. The market-wide circuit breakers are triggered by movement of either the SENSEX of the BSE or the CNX NIFTY of the NSE, whichever is breached earlier. If any of these circuit breaker thresholds are reached, trading in all equity and equity derivatives markets nationwide is halted. The markets are required to re-open, after a circuit breaker threshold is hit, with a pre-open call auction session. The timing of the halt and the pre-open call auction session varies depending on the time of day and the circuit breaker breached.

In addition to the market-wide index-based circuit breakers, there are currently in place individual scrip-wise price bands of 5%, 10% and 20% movements either up or down. However, no price bands are applicable on scrips on which derivative products are available or scrips included in indices on which derivative products are available.

The stock exchanges in India can also exercise the power to suspend trading during periods of market volatility. Margin requirements are imposed by stock exchanges that are required to be paid by the stockbrokers.

**Internet-based Securities Trading and Services**

Internet trading takes place through order routing systems, which route client orders to exchange trading systems for execution. Stock brokers interested in providing this service are required to apply for permission to the relevant stock exchange and also have to comply with certain minimum conditions stipulated by SEBI and other applicable laws. NSE became the first exchange to grant approval to its members for providing internet-based trading services. Internet trading is possible on both the "equities" as well as the "derivatives" segments of the NSE.

**Trading Hours**

Trading on both, the NSE and the BSE occurs from Monday to Friday, between 9:15 a.m. and 3:30 p.m. IST (excluding the 15 minutes pre-open session from 9:00 a.m. to 9:15 a.m.). The BSE and the NSE are closed on public holidays. The recognised stock exchanges have been permitted to set their own trading hours (in the cash and derivatives segments) subject to the condition that (i) the trading hours are between 9.00 a.m. and 5.00 p.m.; and (ii) the stock exchange has in place a risk management system and infrastructure commensurate to the trading hours.

**Trading Procedure**

In order to facilitate smooth transactions, the BSE replaced its open outcry system with the BSE on-line trading facility in 1995. This totally automated screen-based trading in securities was put into practice nation-wide. This has enhanced transparency in dealings and has assisted considerably in smoothening settlement cycles and

improving efficiency in back-office work. In the year 2014, BSE introduced its new generation fully automated BSE on-line trading platform i.e., BOLT+ through which all trades on the equity cash, equity derivatives and currency segments of the exchange are executed.

The NSE has introduced a fully automated trading system called National Exchange for Automated Trading ("**NEAT**"), which operates on strict time/ price priority besides enabling efficient trade. NEAT has provided depth in the market by enabling large number of members all over India to trade simultaneously, narrowing the spreads.

**Settlement**

The stock exchanges in India operate on a trading day plus one, or T+1 rolling settlement system. At the end of the T+1 period, obligations are settled with buyers of securities paying for and receiving securities, while sellers transfer and receive payment for securities. For example, trades executed on a Monday would typically be settled on a Tuesday Additionally, SEBI has introduced the beta version of T+0 rolling settlement cycle on optional basis in addition to the existing T+1 settlement cycle for a limited set of 25 scrips and with a limited number of brokers.

**Disclosures under the Companies Act and securities regulations**

Under the Companies Act, 2013, a public offering of securities in India must be made by means of a prospectus, which must contain information specified in the Companies Act, 2013, the PAS Rules and the SEBI ICDR Regulations. The prospectus must be filed with the relevant registrar of companies having jurisdiction over the place where a company's registered office is situated. A company's directors and promoters shall be subject to civil and criminal liability for misrepresentation in a prospectus. The Companies Act, 2013, also sets forth procedures for the acceptance of subscriptions and payment of commission rates for the sale of securities. Pursuant to the provisions of the SEBI Act, SEBI has issued detailed guidelines concerning disclosures by public companies and to further investor protection. The SEBI ICDR Regulations permit companies to price their domestic issues of securities in consultation with the lead merchant banker or through the book building process.

Public limited companies are required under the Companies Act, 2013, and other applicable guidelines to prepare, file with the RoC and circulate to their shareholders audited annual accounts which comply with the Companies Act's disclosure requirements and regulations governing their manner of presentation and which include sections pertaining to corporate governance, related party transactions and the management's discussion and analysis as required under the SEBI Listing Regulations. Accordingly, companies are required to publish unaudited financial results (subject to a limited review by the company's auditors) on a quarterly basis and are required to inform stock exchanges immediately regarding any unpublished price sensitive information.

**Disclosures under the SEBI Listing Regulations**

Public listed companies are required under the SEBI Listing Regulations to prepare and circulate to their shareholders audited annual accounts which comply with the disclosure requirements and regulations governing their manner of presentation and which include sections relating to corporate governance, related party transactions and management's discussion and analysis as required under the SEBI Listing Regulations. In addition, a listed company is subject to continuing disclosure requirements pursuant to the terms of the SEBI Listing Regulations.

**SEBI Takeover Regulations**

Disclosure and mandatory bid obligations for listed Indian companies under Indian law are governed by the SEBI Takeover Regulations, which provides for specific regulations in relation to substantial acquisition of shares and takeover. Once the equity shares of a company are listed on a stock exchange in India, the provisions of the SEBI Takeover Regulations will apply to any acquisition of the company's shares/ voting rights/ control. The SEBI Takeover Regulations prescribes certain thresholds or trigger points in the shareholding a person or entity has in the listed Indian company, which give rise to certain obligations on part of the acquirer. Acquisitions up to a certain threshold prescribed under the SEBI Takeover Regulations mandate specific disclosure requirements, while acquisitions crossing particular thresholds may result in the acquirer having to make an open offer of the shares of the target company. The SEBI Takeover Regulations also provides for the possibility of indirect acquisitions, imposing specific obligations on the acquirer in case of such indirect acquisition. The SEBI Takeover Regulations also provides certain general exemptions which exempt certain acquisitions from the obligation to make an open offer. Subsequently, the SEBI Takeover Regulations were amended on August 13, 2021 exempting (a) persons, together with persons acting in concert with him, holding shares or voting rights entitling him to exercise twenty-five per cent or more of the voting rights in a target company; and (b) promoter of the target company, together with persons acting in concert with him, from making continual disclosures in relation to

aggregate shareholding and voting rights in the target company. These relaxations have been given on account of implementation of the System Driven Disclosures i.e., SDD.

**Prohibition of SEBI Insider Trading Regulations**

The SEBI Insider Trading Regulations were notified on January 15, 2015 and came into effect on May 15, 2015, which repealed the regulations of 1992. The SEBI Insider Trading Regulations prohibit and penalize insider trading in India and impose certain restrictions on the communication of information by listed companies. An insider is, among other things, prohibited from dealing in the securities of a listed company when in possession of unpublished price sensitive information ("**UPSI**"), subject to certain limited exceptions. Under the SEBI Insider Trading Regulations, (i) no insider shall communicate, provide or allow access to any UPSI relating to such companies and securities to any person including other insiders; and (ii) no person shall procure or cause the communication by any insider of UPSI relating to such companies and securities, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. However, UPSI may be communicated, provided or allowed access to or procured, under certain circumstances specified in the SEBI Insider Trading Regulations.

Further, the SEBI Insider Trading Regulations makes it compulsory for listed companies and certain other entities that are required to handle UPSI in the course of business operations to establish an internal code of practices and procedures for fair disclosure of UPSI and to regulate, monitor and report trading by insiders. To this end, the SEBI Insider Trading Regulations provide principles of fair disclosure for purposes of code of practices and procedures for fair disclosure of UPSI and minimum standards for code of conduct to regulate, monitor and report trading by insiders.

The SEBI Insider Trading Regulations also provides for initial and continuing disclosure obligations for shareholders holding more than a pre-defined percentage, and directors and officers, with respect to their shareholding in the company, and the changes therein. Initial disclosures are required from promoters, key managerial personnel, directors as well as continual disclosures by every promoter, employee or director in case value of trade exceed monetary threshold of 0.1 crore or such other value as may be specified over a calendar quarter, within two days of reaching such threshold. The board of directors of all listed companies are required to formulate and publish on the company's website a code of procedure for fair disclosure of UPSI along with a code of conduct for its employees for compliances with the SEBI Insider Trading Regulations. The definition of "insider" includes any person who has received or has had access to unpublished price sensitive information in relation to securities of a company or any person reasonably expected to have access to unpublished price sensitive information in relation to securities of a company and who is or was connected with the company or is deemed to have been connected with the company. Further, on July 17, 2020, SEBI amended the SEBI Insider Trading Regulations to prescribe that the board of directors or head(s) of listed companies shall ensure that a structured digital database containing the nature of unpublished price sensitive information, the names and details of persons who have shared the information and the names and details persons with whom information is shared.

**Depositories**

The Depositories Act provides a legal framework for the establishment of depositories to record ownership details and effect transfer in book-entry form. Further, SEBI has framed regulations in relation to, among other things, the formation and registration of such depositories, the registration of participants as well as the rights and obligations of the depositories, participants, companies and beneficial owners. The depository system has significantly improved the operation of the Indian securities markets.

**Derivatives (Futures and Options)**

Trading in derivatives is governed by the SCRA, the SCRR and the SEBI Act. The SCRA was amended in February 2000 and derivatives contracts were included within the term "securities", as defined by the SCRA. Trading in derivatives in India takes place either on separate and independent derivatives exchanges or on a separate segment of an existing stock exchange. The derivatives exchange or derivatives segment of a stock exchange functions as a self-regulatory organization under the supervision of the SEBI.

**Buy-back**

A company may buy-back its shares subject to compliance with the requirements of Section 68 of the Companies Act, 2013 and the SEBI (Buy-back of Securities) Regulations 2018, as amended. Under Section 68 of the Companies Act, 2013, a company may buy-back its shares out of its free reserves or securities premium account

or the proceeds of the issue of any shares or other specified securities, other than proceeds of an earlier issue of the same kind of shares or same kind of other specified securities.

## DESCRIPTION OF THE EQUITY SHARES

*Set out below is certain information relating to the share capital of our Company, including a brief summary of certain provisions of our Company's Memorandum of Association and Articles of Association and the Companies Act, 2013 and certain related legislations of India, all as currently in effect. Prospective investors are urged to read the Memorandum of Association and Articles of Association carefully, and consult with their advisers, as the Memorandum of Association and Articles of Association and applicable Indian law, and not this summary, govern the rights attached to the Equity Shares.*

### Share Capital

The authorized share capital of our Company as of the date of this Preliminary Placement Document is ₹1,000,260,000 divided into 90,026,000 Equity Shares of face value ₹10 each and 1,000,000 preference shares of face value ₹100 each. Our issued, subscribed and paid-up equity share capital as of the date of this Preliminary Placement Document is ₹273,816,740 divided into 27,381,674 Equity Shares of face value ₹10 each. The Equity Shares of our Company are listed on BSE and NSE since May 8, 2019.

### Memorandum and Articles of Association

Our Company is governed by its Memorandum of Association and its Articles of Association.

### Dividends

Under the Companies Act, 2013, an Indian company pays dividend upon a recommendation by its board of directors and subject to approval by a majority of the shareholders at the annual general meeting held each fiscal year. The dividend on equity shares can be declared/paid only after declaration/payment of applicable dividend on preference shares. Unless the board of directors of a company recommends the payment of a dividend, the shareholders at a general meeting have no power to declare any dividend. Subject to certain conditions laid down by Section 123 of the Companies Act, 2013, no dividend can be declared or paid by a company for any fiscal except, among other things, out of the profits of the company for that year, calculated in accordance with the provisions of the Companies Act, 2013 or out of the profits of the company for any previous fiscal arrived at as laid down by the Companies Act, 2013.

Further, as per the Companies Act, 2013 read with the Companies (Declaration and Payment of Dividend) Rules, 2014, in the event of inadequacy or absence of profits in any year, a company may declare dividend out of free reserves, provided: (a) the rate of dividend declared shall not exceed the average of the rates at which dividend was declared by it in the three years immediately preceding that year; provided, this shall not apply to a company, which has not declared any dividend in each of the three preceding financial years; (b) the total amount to be drawn from such accumulated profits shall not exceed one-tenth of the sum of the paid up share capital of the company and free reserves of the company as per the most recent audited financial statement; (c) the amount so drawn shall be first utilised to set off the losses incurred by the company in the financial year in which the dividend is declared before any dividend in respect of equity shares is declared; and (d) the balance of reserves of the company after such withdrawal shall not fall below 15% of the company's paid up share capital as per the most recent audited financial statement of the company.

According to the Articles of Association, our Company in a general meeting may declare dividends, but no dividend shall exceed the amount recommended by our Board. Subject to the provisions of the Companies Act, 2013, our Board may from time to time pay to the Shareholders such interim dividends as appear to be justified by the profits of our Company. Our Board may, before recommending any dividend, set aside out of the profits of our Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of our Board, be applicable for any purpose to which the profits of our Company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of our Company or be invested in such investments (other than Equity Shares of our Company) as our Board may, from time to time, think fit. Our Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

Under the Companies Act, 2013, dividends must be paid within 30 days from the date of its declaration. Where our Company has declared dividend, but which has not been paid or claimed within 30 days from the date of declaration, our Company shall, within seven days from the date of expiry of the said period of 30 days, transfer the total amount of the unpaid or unclaimed dividend to the unpaid dividend account. All Equity Shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by our Company in the name of Investor Education and Protection Fund, established by the Central Government.

**Issue of Bonus Shares and Capitalization of Reserves**

In addition to permitting dividends to be paid out of current or retained earnings, the Companies Act, 2013 permits the board of directors, if so approved by the shareholders in a general meeting, to distribute an amount transferred in the free reserves, the securities premium account or the capital redemption reserve account, to its shareholders, in the form of fully paid up bonus shares. Bonus shares are distributed to shareholders in the proportion of the number of ordinary shares owned by them as recommended by the board of directors. The shareholders on record on a fixed record date are entitled to receive such bonus shares. Any issue of bonus shares is subject to regulations issued by SEBI. Further, as per the Companies Act, 2013, bonus shares can only be issued if the company has not defaulted in payments of statutory dues of the employees, such as contribution to provident fund, gratuity and bonus or principal/ interest payments on fixed deposits or debt securities issued by it. The bonus issue must be made out of free reserves built out of profits or share premium account collected in cash only and not from reserves created by revaluation of fixed assets. Further, bonus shares cannot be issued in lieu of dividend.

**Pre-Emptive Rights and Alteration of Share Capital**

Under Section 62(1)(a) of the Companies Act, 2013, the shareholders have the pre-emptive right to subscribe for new shares in proportion to the amount paid up on those shares at that date. The offer shall be made by notice specifying the number of shares offered and the date (being not less than 15 days and not exceeding 30 days from the date of the offer) within which the offer, if not accepted, will be deemed to have been declined. The offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him in favour of any person, and the notice shall contain a statement of this right. The board of directors is authorized to distribute any new shares not purchased by the pre-emptive rights holders in a manner which is not disadvantageous to the shareholders and the company.

Our Articles of Association provide that our Company may, from time to time, by ordinary resolution in its general meetings, undertake any of the following:

- increase the share capital by such sum, to be divided into shares of such amounts as it thinks appropriate;
- divide, sub-divide or consolidate its shares, or any of them, and the resolution whereby any share is sub-divided, may determine that as between the holders the holders of the shares resulting from such sub-division one or more of such shares have some preference or special advantage in relation to dividend, capital or otherwise as compared with others;
- cancel shares which are the date of such general meeting have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of shares so cancelled;
- consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; or
- convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination.

**Preference Shares**

Subject to Section 55 of the Companies Act, 2013, any new shares may be issued as preference shares which are liable to be redeemed within a period not exceeding 20 years from the date of their issue, and the resolution authorizing such issue shall prescribe the manner, terms and conditions of redemption subject to the conditions provided in the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, as amended.

Our Articles of Association provide that our Company shall have power to issue, subject to the provisions of the Companies Act, 2013 and consent of our Board, any preference shares on the terms that they are, or at the option of our Company, liable to be redeemed on such terms and in any manner permissible under the Companies Act, 2013 and the Directors may, subject to the applicable provisions of the Companies Act, 2013, exercise such power as they deem fit and provide for redemption at a premium or otherwise as they deem fit.

**General Meetings of Shareholders**

There are two types of general meetings of the Shareholders:

(i) Annual General Meeting, and

(ii) Extraordinary General Meeting.

As per the provisions of our Articles of Association, all general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

In accordance with Section 96 of the Companies Act, 2013, a company must hold its annual general meeting within six months after the expiry of each fiscal provided that not more than 15 months shall elapse between the annual general meeting and the next one, unless extended by the Registrar of Companies at its request for any special reason for a period not exceeding three months. Our Company shall, in addition to any other meetings, hold a general meeting which shall be styled as an Annual General Meeting at intervals and in accordance with the following provisions: (a) our Company shall hold its Annual General Meetings within such intervals as are specified in Section 96 read with Section 129 of the Companies Act, 2013 and subject to the provisions of Section 96(2) of the Companies Act, 2013 at such times and places as may be determined by our Board.

Our Company shall comply with the provisions of Section 111 of the Companies Act, 2013, as to giving notice of resolutions and circulating statements on the requisition of members. Further, notice of every meeting of our Company shall be given to such persons and in such manner as provided by Section 101 of the Companies Act, 2013.

Our Board may, whenever it thinks fit, call an Extraordinary General Meeting. Further, our Board may call an Extraordinary General Meeting on requisition in compliance with the provisions of the Companies Act, 2013.

Whenever our Company proposes to undertake any action that statutorily requires the approval of the Shareholders of our Company, our Company shall call for an Extraordinary General Meeting in accordance with the provisions of the Companies Act, 2013 by serving at least 21 days' written notice to all Shareholders, with an explanatory statement containing all relevant information relating to the agenda for the Extraordinary General Meeting. Unless waived in writing by all the Shareholders, any item not specifically included in the agenda of a Shareholders' meeting shall not be considered or voted upon at that meeting of the Shareholders (including at any adjournment thereof).

Our Company may also pass resolutions by means of postal ballot and/or other ways as may be prescribed under Section 110 of the Companies Act, 2013 and/or other applicable provisions, if any, and any future amendments or re-enactments, in respect of any business that can be transacted by our Company in a general meeting, instead of transacting the business therein. Further, in the case of resolutions relating to such business as the Government of India may prescribe, to be conducted only by postal ballot and/or other ways as may be prescribed, our Company shall get such resolutions passed only by postal ballot and/or other ways as may be prescribed, instead of transacting the business in a general meeting of our Company.

**Voting Rights**

Subject to the provisions of the Companies Act, 2013 and our Articles of Association, votes may be given either personally or by proxy, and in the case of a body corporate, a duly authorized representative under Section 113 of the Companies Act, 2013 shall be entitled to exercise the same powers on behalf of the corporation as if it were an individual member of the company.

On a show of hands, every member holding Equity Shares and present in person shall have one vote. On a poll, every member holding Equity Shares in our Company shall have voting rights in proportion to his share of the paid-up equity share capital. A member may exercise his vote at a meeting by electronic means in accordance with the Companies Act, 2013 and shall vote only once. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members. Further, upon a show of hands or upon a poll, the voting right of every member holding preference shares shall be subject to the provisions of Section 47 of the Companies Act, 2013, Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014. A member who is of unsound mind may vote either on a show of hand or a poll by his committee or any other legal guardian and such person may give their votes by proxy.

Any business other than upon which a poll has been demanded may be proceeded with, pending the taking of the poll. No Shareholder shall be entitled to exercise any voting right, either personally or by proxy at any meeting of our Company unless all calls or other sums presently payable by him in respect of the shares in our Company have been paid, or in regard to which our Company has exercised any right of lien. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting, whose determination made in good faith shall be final and conclusive.

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the Registered Office of our Company at least 48 hours before the time of holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid. A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the prior death or insanity of the principal, or revocation of the instrument, or the authority under which the proxy was executed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death, insanity, revocation or transfer shall have been received by our Company at the Registered Office before the commencement of the meeting or adjourned meeting at which the instrument is used.

**Transfer and Transmission of Equity Shares**

Equity shares held through depositories are transferred in the form of book entries or in electronic form in accordance with the regulations laid down by SEBI. These regulations provide the regime for the functioning of the depositories and the depository participants and set out the manner in which the records are to be kept and maintained and the safeguards to be followed in this system. Transfers of beneficial ownership of shares held through a depository are subject to securities transaction tax (levied on and collected by the stock exchanges on which such equity shares are sold). Further, SEBI has mandated that securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019.

The executor or administrator of a deceased member (not being one of the several joint-holders) shall be the only person recognised in the name of such member, and in case of the death of anyone or more of the joint holders of any registered Equity Share, the survivor shall be the only person recognised by our Company as having any title to or interest in such Equity Share. However, the above stated shall not release the estate of a deceased joint holder from any liability in respect of any Equity Share which had been jointly held by him with other people.

If any person becoming entitled to Equity Shares in consequence of the death of a Shareholder, elects to be registered as holder of the Equity Share himself, he shall deliver or send to our Company, a notice signed by him stating that he so elects. If the said person elects to transfer the Equity Shares, he shall testify his election by executing an instrument of transfer of the Equity Shares. Our Board shall, in either case, have the same right to decline or suspend registration as it would have had if the deceased, lunatic, insolvent, bankrupt shareholder had transferred the Equity Share(s) before his death, lunacy, bankruptcy or insolvency.

Any person becoming entitled to Equity Shares by reason of the death, lunacy, bankruptcy or insolvency of a Shareholder shall, subject to Section 123 of the Companies Act, 2013, be entitled to the same dividends and other advantages as he would be entitled to if he were the registered holder of the Equity Shares.

**Registration of Transfers and Register of Members**

Our Company is required to maintain a register of members wherein the particulars of the members of our Company are entered. For the purpose of determining the shareholders entitled to corporate benefits declared by our Company, the register may be closed for such period not exceeding 45 days in any one year or 30 days at any one time at such times, as the Board of Directors may deem expedient in accordance with the provisions of the Companies Act. Under the SEBI Listing Regulations of the stock exchanges on which our Company's outstanding Equity Shares are listed, our Company may, upon at least seven working days' (excluding the date of intimation and the record date) advance notice to such stock exchanges, set a record date and/or close the register of shareholders in order to ascertain the identity of shareholders.

**Acquisition by our Company of its own Equity Shares**

Our Company is permitted to buy-back its securities, including shares in accordance with the provisions of Sections 68, 69 and 70 and other applicable provisions, if any, of the Companies Act, 2013 (including any future

amendments or re-enactments) and as per the rules and procedures prescribed therein and in compliance with the prevailing regulatory provisions and guidelines.

**Winding up**

As per the provisions of our Articles of Association, our Company may be wound up in accordance with the Companies Act, 2013 and the Insolvency and Bankruptcy Code, 2016, as amended (to the extent applicable).

In the event of our winding up:

a. Preference Shareholders will be repaid first from the surplus assets, upto the amount paid up on their shares and any arrears of dividend.

b. If the surplus is insufficient, losses will be borne by preference shareholders proportional to their capital and arrears.

c. After preference shareholders are paid, if assets remain insufficient to repay ordinary shareholders' capital, losses will be borne by them proportionally.

d. If assets exceed the paid-up capital, the surplus will be distributed among the ordinary shareholders proportionally to their capital.

## TAXATION

## STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO THE COMPANY, AND ITS SHAREHOLDERS UNDER THE APPLICABLE LAWS IN INDIA

Date: September 10, 2026

To,

**The Board of Directors**
**Neogen Chemicals Limited**
Office No 1002, 10th Floor
Dev Corpora Bldg, Opp. Cadbury Co
Pokhran Road, No. 2, Khopat,
Thane - 400 601,
Maharashtra, India

Dear Madam/ Sir,

**Re: Proposed qualified institutions placement of equity shares of face value of ₹10 each ("Equity Shares") by Neogen Chemicals Limited ("Company" or "Issuer") under Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and Sections 42 and 62 of the Companies Act, 2013 ("Issue")**

**Sub: Statement of possible tax benefits available to Neogen Chemicals Limited, its Shareholders under the Indian tax laws, prepared in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations")**

1. We, Chandabhoy & Jassoobhoy, Chartered Accountants, are the Statutory Auditors, (Firm Registration Number: 101647W), (the "**Firm**"), with respect to the Company pursuant to the rules promulgated in Clause 4 of Part I of the Second Schedule of the Code of Conduct of the Institute of Chartered Accountants of India ("**ICAI**") and have been appointed by the Company in relation to the Issue.

2. We hereby confirm the enclosed statement in the Annexure ("**Statement**") prepared and issued by the Company, which provides the possible tax benefits under Income-tax Act, 2025 ('**Act**') presently in force in India, read with rules, circulars and notifications issued thereon, as applicable to the Tax year 2026-27 relevant to the financial year 2026-27, available to the Company and its Shareholders. Several of these benefits are dependent on the Company and its Shareholders, as the case may be, fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company and its Shareholders to derive the tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company and its Shareholders face in the future, the Company and its Shareholders may or may not choose to fulfil.

3. The possible tax benefits stated in the enclosed Statement are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the distinct nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the issue and we shall in no way be liable or responsible to any shareholder or subscriber for placing reliance upon the contents of this Statement. Further, any benefits available under any other laws within or outside India, except for those specifically mentioned in the Statement, have not been examined and covered by this Statement. Also, any tax information included in this written communication was not intended or written to be used, and it cannot be used by the Company or the investor, for the purpose of avoiding any penalties that may be imposed by any regulatory, governmental taxing authority or agency.

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

   - The Company, its Shareholders and its Material subsidiaries will continue to obtain these benefits in future;

   - The conditions prescribed for availing the benefits have been/would be met;

- The revenue authorities/courts will concur with the views expressed herein.

5. The Company has provided their tax consultants confirmation in respect of tax benefits available to the Company and its subsidiaries which has been relied upon by us. The contents of the enclosed Statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and based on the confirmation provided by the tax consultants of the Company. We have relied upon the information and documents of the Company being true, correct and complete and have not audited or tested them. Our view, under no circumstances, is to be considered as an audit opinion under any regulation or law. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing tax laws and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. Our Firm or any of partners or affiliates, shall not be responsible for any loss, penalties, surcharges, interest or additional tax or any tax or non-tax, monetary or non-monetary, effects or liabilities (consequential, indirect, punitive or incidental) before any authority / otherwise within or outside India arising from the supply of incorrect or incomplete information of the Company.

We confirm that the information in this certificate is true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well informed decision, and is in accordance with the requirements of the Companies Act, 2013 as amended, the SEBI ICDR Regulations and other applicable law.

We hereby consent to the aforementioned details being included in the Preliminary Placement Document and Placement Document ("**Issue Documents**") to be filed by the Company with the stock exchange on which the Equity Shares of the Company are listed (the "**Stock Exchange**"), the Securities and Exchange Board of India, and the Registrar of Companies, Mumbai-II at Navi Mumbai (the "**RoC**") and any other authority and such other documents as may be prepared in connection with the Issue. We further consent to the submission of this certificate as may be necessary, to any regulatory / statutory authority including the Stock Exchanges, SEBI, RoC and/or any other authority as may be required and/or for the records to be maintained by the Placement Agents in connection with the Issue and in accordance with applicable law and for disclosure on the website of the Company and the website / database of the stock exchange.

This certificate may be relied on by the Placement Agents, their affiliates and legal counsels in relation to the Issue and to assist the Placement Agents in conducting and documenting their investigation of the affairs of the Company in connection with the Issue. We hereby consent to this certificate being disclosed by the Placement Agents, 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, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

We undertake to immediately communicate, in writing, any changes to the above information/confirmations to the Placement Agents and the Company until the equity shares allotted in the Issue commence trading on the relevant stock exchange. In the absence of any such communication from us, the Company, the Placement Agents and the legal advisors appointed with respect to Issue can assume that there is no change to the information/confirmations forming part of this certificate and accordingly, such information should be considered to be true and correct.

All capitalized terms used but not defined herein shall have the meaning assigned to them in the Issue Documents.

**For: Chandabhoy & Jassoobhoy, Chartered Accountants**
Firm Registration Number: 101647W

Partner: Bhupendra T. Nagda
Membership No.: 102580
UDIN: 26102580BBFUMH8152
Place: Mumbai
Date: September 10, 2026

Encl: Management Annexure detailing Possible Tax benefits

**Annexure – A**

*List of Direct and Indirect Tax Laws ("**Tax Laws**")*

| Sr No. | Details of tax laws |
|---|---|
| 1. | Income-tax Act, 2025, Income-tax Rules, 2026 (read with applicable circulars and notifications) as amended by the Finance Act, 2026 and Income-tax Act, 1961 (collectively hereinafter referred to as the "Income Tax Law") |
| 2. | The Integrated Goods and Services Tax Act, 2017 including the relevant rules, notifications and circulars issued there under, Applicable State/ Union Territory Goods and Services Tax Act, 2017 including the relevant rules, notifications and circulars issued there under |
| 3. | The Customs Act, 1962 including the relevant rules, notifications and circulars issued there under |
| 4. | The Customs Tariff Act, 1975 including the relevant rules, notifications and circulars issued there under |
| 5. | The Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2023) read with corresponding rules and regulations. |

*List of Material Subsidiaries (as per the SEBI ICDR regulations) considered as part of the Statement*

| Sr. No. | Name of material subsidiaries |
|---|---|
| 1. | None |

**Statement of Possible Special Direct Tax Benefits available to Company and its shareholders**

**A. Tax benefits to the Company under the Income Tax Act, 2025**

Possible special tax benefits available to the Neogen Chemicals Limited ("Company") under the Income Tax Act, 2025 ('the Act') applicable to financial year 2026-2027 (Tax Year 2026-27) are outlined below

| Name of entity | Tax benefit under Income Tax Act, 2025 |
|---|---|
| **Neogen Chemicals Limited** | **Lower corporate tax rate under Section 200 r.w.s 205 of the Income Tax Act, 2025 (the Act)**<br><br>As per the section 200, domestic companies are given an option to pay income tax at a concessional tax rate of 22 % (plus surcharge of 10% and cess of 4%) subject to certain conditions mentioned therein.<br><br>• the Company can not avail any of the deductions under the provisions of Act such as deduction under Section 33(8), deduction under Section 45(2) / 45(3)(a) or (b) or (c), deduction under Section 46, deduction under Section 47(1)(a), deduction under Section 47(1)(b), deduction under Section 48, deduction under Section 49, deduction under Section 144, deduction under Chapter VIII, other than section 146 and Section 148<br><br>• the Company cannot set-off any carry forward losses or unabsorbed depreciation attributable to any of the aforesaid deductions / incentives<br><br>• the Company can not apply a provision of Section 206 Minimum Alternate Tax (MAT) of the Income Tax Act<br><br>• The option once exercised can not be subsequently withdrawn for any assessment year thereafter. The Company has complied with the provisions of section 115BAA of the Income Tax Act, 1961 ('ITA 1961') from the Financial Year 2023-2024 (Assessment Year 2024-2025). Section 536(f) of the Act provides that any option exercised under ITA 1961 shall be deemed to be an option exercised under the Act. Accordingly, the option to be taxed under the new tax regime continues to apply under the Income tax Act, 2025 as well.<br><br>• As per ROI of Assessment Year [as defined in Income-tax Act, 1961] 2025-26, [relevant to the previous year 2024-25], the Company("Neogen Chemicals Limited") have opted for the concessional tax rate as per section 115BAA of the Act (corresponding section of Income-tax Act, 1961) in Assessment Year 2025-26 [relevant to the previous year 2024-25] and Assessment Year 2024-25 [relevant to the previous year 2023-24] respectively. |
| **Neogen Chemicals Limited** | **Deduction under Section 146** of the Income Tax Act, 2025<br><br>As per section Section 146while computing the gross total income, the company can claim a deduction of an amount equal to thirty percent of additional employee cost incurred in the course of business in the financial year. The deduction can be claimed for a period three years including the financial year in which such employment was provided.<br><br>• Additional employee cost means the total emoluments paid or payable to additional employees employed during the tax year through an account payee cheque or account payee bank draft or by use of electronic clearing system through a bank account or through such other electronic mode as may be prescribed. Further, it shall be noted that such "additional employees" shall not include below mentioned employees –<br><br>• whose total salary exceeds Rs. 25,000/- per month |

| Name of entity | Tax benefit under Income Tax Act, 2025 |
|---|---|
| | • who does not participate in a recognized provident fund<br>• employed for less than 240 days as specified<br>• for whom government pays entire contribution under notified Employees' Pension Scheme<br>• As per Rule 68 of the Income Tax Rules, 2026 in order to claim the aforesaid deduction, a company is required to furnish report of an accountant electronically in Form No. 34 containing the particulars of deduction, prior to the due date of filing tax audit report as per section 63. Furthermore, a company's eligibility to claim the deduction is contingent upon the fulfilment of the additional conditions prescribed in section 146(3) of ITA. The deduction under section 146 would continue to be available to a company, even where it opts for the concessional tax rate of 22%/15% (plus surcharge and health and education cess) under section 200 and section 201 of the ITA.<br>• As per ROI of Assessment Year [as defined in Income-tax Act 1961] 2025-26, [relevant to the previous year 2024-25], the Company ("**Neogen Chemicals Limited**") claimed the said deduction under section 80JJAA for previous year 2024-25 & will be eligible to claim for Previous year 2025-26 as per the Rules (corresponding section of Income-tax Act, 1961).<br><br>**Deduction under Section 148** of the Income Tax Act, 2025<br><br>Where a gross total income of the company includes income in the form of dividend from any domestic company of a foreign company or a trust, there shall be in accordance with the provisions of Section 148 a deduction, shall be allowed in the computation of total income of such domestic company, equal to so much of the amount of income by way of dividends received from such other domestic company or foreign company or business trust as does not exceed the amount of dividend distributed by it on or before the one month prior to date of furnishing of the income tax under Section 263(1).<br><br>As per ROI for Assessment Year 2025-26 [relevant to the previous year 2024-25], the Company and its Subsidiaries have not claimed the deduction under section 80M (corresponding section of Income-tax Act, 1961). The Company may claim the said deduction under section 148 of the ITA against dividend income (if any) in future subject to fulfilment of prescribed conditions. |

**B. Tax benefits to the Shareholders of the Companies under the Income Tax Act, 2025**

**1. Short term capital gains**

As per Section 196 of the Income tax Act, short term capital gains arising from the sale / transfer of an equity share in a Company through a recognised stock exchange and on which a securities transaction tax is paid shall be chargeable to tax at the rate 20% (plus applicable surcharge and 4% cess) provided short term capital gain exceeds the basic threshold exemption limit prescribed under the Act.

**2. Long term capital gains**

As per Section 198, a long term capital gain, without benefit of indexation, exceeding ₹ 1,25,000 arising from the sale / transfer of an equity share in company through a recognised stock exchange and on which a securities transaction tax is paid shall be chargeable to tax 12.5% (plus applicable surcharge and 4% cess).

As per the Income Tax act, securities listed on recognised stock exchange in India that are held for not more than 12 months before date of sale / transfer shall be considered for short term capital gains. If

securities are held for more than 12 months before the date of sale / transfer, such securities shall be considered for long term capital gains.

**3. Dividend Income**

Dividend income earned by the resident shareholders would be taxable in their hands at the applicable rates with the maximum surcharge to be levied @15% on tax amount even in case Taxable income exceeds ₹ 5 Crore. However, in case of domestic corporate shareholder, deduction under Section 148 of the Act would be available on fulfilling the conditions specified under the provision of the Act.

As per Sr. No. 7 in the Table to Section 393(1) of the Income Tax Act, 2025, the Company is required to deduct Tax at Source (commonly known as "TDS") on amount of dividend paid to resident shareholders. However, Individual shareholders receiving dividend less than ₹ 10,000 (in aggregate in a financial year) shall not be subject to TDS provisions. As per Sr. No. 17 in the Table to Section 393(2), the Company is required to deduct TDS at the rates in force on dividend paid to non-resident shareholders.

**4. Tax benefit available to Non Resident Shareholder**

In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non resident has fiscal domicile.

Further, any income by way of capital gains or dividend accruing to non-residents may be subject to withholding tax per the provisions of the Act or under the relevant DTAA, whichever is beneficial to such non-resident. However, where such non-resident has obtained a lower withholding tax certificate from the tax authorities, the withholding tax rate would be as per the said certificate. The non-resident shareholders can also avail credit of any taxes paid by them, subject to local laws of the country in which such shareholder is resident.

**Statement of Possible Special Indirect Tax Benefits available to the Company and its shareholders:**

**A. Tax benefits available under the Indirect Tax Laws for Company including its subsidiaries:**

The Company is engaged in the business of manufacturing of speciality chemicals which are used in Pharmaceutical, Engineering, Agro-Chemical industries and Battery Chemical industries, all of which are subject to Goods and Service Tax at applicable rates.

**1. Benefits under the Central Goods and Services Act, 2017 (the 'CGST Act, 2017'), respective State/ Union Territory Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017 (read with relevant Rules prescribed thereunder):**

Under Section 16 of the Integrated Goods and Services Tax Act, 2017 (the 'IGST Act, 2017'), "zero rated supply" means any of the following supplies of goods or services or both, namely:

- export of goods or services or both; or
- supply of goods or services or both for authorised operations to a Special Economic Zone developer or a Special Economic Zone unit.

On account of zero-rated supplies, the supplier will be entitled to claim input tax credit ('ITC') in respect of input and input services used for such supplies and can seek refund of accumulated/unutilized ITC.

There are two mechanisms for claiming refund of accumulated ITC against export.

- Export under Bond or Letter of Undertaking (LUT) as zero-rated supply and claim refund of accumulated ITC; or
- Export on payment of Integrated tax and claim refund thereof as per Section 54 of the CGST Act, 2017.

Thus, the GST law allows the flexibility to the exporter (which will include the supplier making supplies to SEZ) to claim refund upfront as Integrated tax (by making supplies on payment of tax using ITC) or

export without payment of tax by executing a Bond/LUT and claim refund of related ITC of taxes paid on input and input services used in making zero rated supplies. Basis review of GSTR-9 filed for FY 2023-24 and 2024-25, it was observed that Company is engaged in export (other than SEZ supplies) under both options:

- with payment of Integrated tax; and
- without payment of Integrated tax, under the option of LUT.

Further, the Company is engaged in supplies to SEZ units under the option without payment of Integrated tax i.e. LUT.

Further, GST refund of accumulated input tax credit in relation to input and input services will also be available to the Company

on account of zero-rated supplies. Though the benefit is available to the Company, it is the option of the Company to avail the benefit.

**2. Benefits of Duty Drawback Scheme ('DBK') under Section 75 of the Custom Act, 1962**

Duty drawback is the export benefit given to rebate the customs duties charged on imported materials which are used for manufacture of exported goods. The said benefit is claimed during filing of shipping bill at the time of export and is remitted directly in the bank account of the applicant

The Company is currently availing benefit under this scheme.

**3. Benefits of Remission of Duties and Taxes on Exported Products Scheme (RoDTEP) under Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2023)**

This scheme is notified with effect from 01st January 2021 with an object to neutralizing the taxes and duties suffered on exported goods which are otherwise not remitted/refunded in any manner. The benefit is given as percentage of free on board (FOB) or as prescribed by the Department of Commerce. The remission of taxes is provided in the form of transferable duty credit electronic scrips and are subject to realization of sale proceeds within the period prescribed by Reserve Bank of India.

4. Neogen Chemicals Limited ("Company") has filed an application before the Designated Authority in accordance with the Customs Tariff Act, 1975 as amended from time to time and the Customs Tariff (Identification, Assessment and Collection of Anti-Dumping Duty on Dumped Articles and for Determination of injury) Rules, 1995 as amended from time to time for imposition of anti dumping duty on imports of "4- (Bromomethyl)-2'-cyanobiphenyl" also known as "Bromo OTBN" from China PR. Final approval from Ministry of Finance is awaited and is expected to be received in September 30, 2026.

**B. Tax benefits to the Shareholder under the Indirect Tax Laws**

There are no special indirect tax benefits available to the shareholders of the Company.

## LEGAL PROCEEDINGS AND OTHER INFORMATION

*Our Company, and Subsidiaries (collectively the "**Relevant Parties**") are involved in certain legal proceedings from time to time, which are primarily in the nature of civil suits, regulatory actions, criminal proceedings, tax disputes and petitions pending before various authorities.*

*As on date of this Preliminary Placement Document, except as disclosed below, there are no outstanding litigation, suits, including any tax proceedings or any other claims, disputes, legal or show cause notices, investigations or complaints determined as material in accordance with the Company's Materiality Policy framed in accordance with Regulation 30 of the SEBI Listing Regulations, approved by our board by way of resolution dated August 31, 2026.*

*Notwithstanding such materiality policy approved by our Board, solely for the purpose of the Issue, in accordance with the resolution passed by our Fund Raising Committee on August 31, 2026, except as disclosed in this section, there are no (i) outstanding criminal proceedings filed by and against the Company and the Subsidiaries; (ii) outstanding actions by statutory or regulatory authorities against the Company and the Subsidiaries, (iii) outstanding civil and tax (both direct and indirect) proceedings involving the Company and/or Subsidiaries which shall be disclosed, if the monetary amount of claim by or against the entity in any such pending proceeding is in excess of the lower of the following: (a) two percent of the turnover of the Company based on the last audited consolidated financial statements of the Company (i.e., ₹17.23 crores in Fiscal 2026); or (b) two percent of the net worth of the Company based on the last audited consolidated financial statements of the Company (i.e., ₹16.32 crores in Fiscal 2026); or (c) five percent of the average of the absolute value of the profit/loss after tax based on the last three audited consolidated financial statements of the Company (i.e., ₹1.65 crores); (iv) economic offences where proceedings have been initiated against the Company (v) consolidated disclosure of all outstanding tax (both direct and indirect) proceedings (including notices) involving the Company and its Subsidiaries shall be disclosed; and (vi) Other civil and tax proceedings involving the Company and the Subsidiaries wherein a monetary liability is not determinable or quantifiable, or which does not exceed the materiality threshold as specified in (iii) above and which if results in an adverse outcome, would have a material adverse effect on the financial position, business, operations, prospects or reputation of the Company.*

*Further, as on the date of this Preliminary Placement Document, other than disclosed hereinbelow: (i) there is no litigation or legal action, pending or taken, by any ministry or department of the government or a statutory authority against our Promoters during the last three years immediately preceding the year of circulation of this Preliminary Placement Document and any direction issued by any such ministry or department or statutory authority upon conclusion of such litigation or legal action; (ii) there are no inquiries, inspections or investigations initiated or conducted (for which notices have been issued) under the Companies Act, 2013 or any previous company law in the last three years immediately preceding the year of this Preliminary Placement Document involving our Company and its Subsidiaries, nor are there any prosecutions filed (whether pending or not), fines imposed, compounding of offences in the last three years immediately preceding the year of this Preliminary Placement Document involving our Company and its Subsidiaries; (iii) there are no outstanding defaults by our Company including therein the amount involved, duration of default and present status, in repayment of (a) statutory dues; (b) debentures and interest thereon; (c) deposits and interests thereon; (d) loan from any bank or financial institution and interest thereon; (iv) there are no material frauds committed against our Company in the last three years , if any, and if so, the action taken by the Company; (v) there are no defaults in annual filing of our Company under the Companies Act, 2013 or the rules made thereunder; (vi) there are no significant and material orders passed by the regulators, courts and tribunals impacting the going concern status of our Company and its future operations; (vii) there are no Summary of reservations, qualifications or adverse remarks of auditors in the last five Fiscals immediately preceding the year of circulation of this Preliminary Placement Document and of their impact on the financial statements and financial position of our Company and the corrective steps taken and proposed to be taken by our Company for each of the said reservations or qualifications or adverse remarks; (viii) there are no prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last three years against our Company and Subsidiaries; (ix) none of our Company, Promoters or Directors have been declared as a wilful defaulter or a fraudulent borrower; (x) there are no other outstanding litigation involving our Company, wherein the amount involved cannot be determined or is below the materiality threshold, but an adverse outcome of which could, individually or in the aggregate, materially and adversely affect the reputation, operations or financial position of our Company; (xi) there are no outstanding proceeding involving the Subsidiaries which has been intimated to the Stock Exchanges by the Company in accordance with the Materiality Policy framed under the SEBI Listing Regulations.*

*It is clarified that for the purposes of the above, pre-litigation notices received by our Company and/or our Subsidiaries from third parties (excluding statutory/ regulatory/ governmental authorities or notices threatening*

*criminal action or first information report) shall not, unless otherwise decided by our Board of Directors, be considered as litigation proceedings till such time that our Company and/or our Subsidiaries, are impleaded as a defendant in any such litigation proceedings before any judicial forum.*

*Further, it is clarified that notices issued by statutory or regulatory authorities received by the Relevant Parties, which are correspondence in the ordinary course of business for the Relevant Parties, shall not be considered as litigation unless otherwise decided by our Board of Directors. Further, for the purpose of all outstanding tax (both direct and indirect) proceedings, show cause notices, demand notices and any claims received in writing by the Relevant Parties shall been considered for disclosing the number of cases and total amount in relation to such claims related to direct and indirect taxes in a consolidated manner, and requests for information or clarifications, if any, received without any claim amount shall not be considered.*

*Capitalized terms used herein shall, unless otherwise specified, have the meanings ascribed to such terms in this section.*

**Litigation involving our Company**

***Outstanding litigation against our Company***

Criminal proceedings

Nil

Actions by regulatory/ statutory authorities

Nil

Material pending civil proceedings

Nil

**Economic offences initiated against our Company**

Nil

***Outstanding litigation by our Company***

Criminal proceedings

Nil

Material pending civil proceedings

1. Our Company, as an operational creditor, filed a petition before the National Company Law Tribunal, Hyderabad Bench, under Section 9 of the Insolvency and Bankruptcy Code, 2016 against Seutic Labs Private Limited ("**Seutic**"), in relation to supplies of 2,520 kgs of N-Butyl Lithium. It has been alleged that the dues originally payable to Buli Chemicals India Private Limited, which merged with Neogen with effect from January 31, 2025, remained unpaid despite part-payments made by Seutic. Our Company issued a demand notice dated April 14, 2025 under Section 8 of the Insolvency and Bankruptcy Code, 2016, and no response was received from Seutic prior to filing of the petition. We have claimed an aggregate amount of ₹ 16,071,578 as on April 14, 2025, comprising of a principal of ₹ 13,406,589 and interest of ₹ 2,664,989 at 18% per annum. The total amount claimed by our Company as per the information submitted to the Information Utility i.e., National e-Governance Services Limited (NeSL) on September 03, 2025, is ₹17,010,406. The petition was filed in November 2025, and the matter is currently pending before court.

**Other material pending proceedings**

1. Our Company has filed an appeal before the Customs, Excise and Service Tax Appellate Tribunal, West Zonal Bench, Mumbai, ("**CESTAT**") against Order-in-Original No. 169/2024-25/Commr/NS-IV/CAC/JNCH dated October 1, 2024 passed by the Commissioner of Customs (NS-IV), JNCH, Nhava

Sheva, in relation to alleged wrongful availment of IGST exemption on imports made under the Advance Authorisation Scheme on the ground of non-compliance with the "pre-import condition" prescribed under Notification No. 79/2017-Customs dated October 13, 2017. The appeal records a disputed customs duty demand of ₹ 4,26,30,826 for the period October 13, 2017 to January 10, 2019, together with an equivalent penalty of ₹ 4,26,30,826 under Section 114A of the Customs Act, 1962, redemption fine of ₹ 2,20,15,407 under Section 125 of the Customs Act, 1962, and applicable interest. Our Company has, inter alia, challenged the impugned order and sought that the appeal be allowed in full with consequential reliefs, and has deposited ₹ 31,97,312 as mandatory pre-deposit under Section 129E of the Customs Act, 1962 and ₹ 10,000 towards appeal fees. The matter is presently pending at CESTAT for further proceedings.

2. Our Company has received a show cause cum demand notice dated August 24, 2026 ("Notice") from the Office of the Commissioner, CGST and Central Excise, Belapur under Section 73 of the CGST Act, 2017 read with the MGST Act, 2017 and Section 20 of the IGST Act, 2017, in relation to scrutiny of returns for FY 2022-23. The notice alleges: (i) short payment of IGST liability of ₹1,38,95,418 as between GSTR-1 and GSTR-3B, although the notice records that such principal amount was paid through DRC-03 on December 28, 2022 and only interest and penalty are proposed thereon; (ii) excess availment of import IGST input tax credit of ₹3,09,23,254; and (iii) excess availment of input tax credit of ₹2,48,89,356 on account of GSTR-3B versus GSTR-2A mismatch. The notice sets out a total proposed demand of ₹6,97,08,028 and further proposes recovery of applicable interest under Sections 50(1) and 50(3) of the CGST Act, 2017 and penalty under Section 73(9) read with Section 122(2)(a). The matter is currently pending.

**Litigation involving our Subsidiaries**

***Outstanding litigation against our Subsidiaries***

Criminal proceedings

Nil

Actions by regulatory/ statutory authorities

Nil

Economic offences initiated

Nil

**Other material pending proceedings**

Nil

***Outstanding litigation by our Subsidiaries***

Criminal proceedings

Nil

Other material pending proceedings

Nil

**Tax Proceedings**

Except as disclosed, there are no outstanding tax proceedings involving our Company and Subsidiaries:

| Nature of case | Number of cases | Amount involved* (in ₹ Crores) |
|---|---|---|
| **Company** | | |
| Direct Tax | 3 | 1.05 |
| Indirect Tax | 7 | 20.49 |
| **Subsidiaries** | | |
| Direct Tax | 2 | Not quantifiable |
| Indirect Tax | - | - |

*To the extent quantifiable.*

***I. Details of any litigation or legal action pending or taken by any ministry or department of the government or a statutory authority against our Promoters during the last three years immediately preceding the year of circulation of this Preliminary Placement Document and any direction issued by any such Ministry or Department or statutory authority upon conclusion of such litigation or legal action***

There is no litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against our Promoters during the last three years immediately preceding the year of circulation of this Preliminary Placement Document and no direction has been issued by any such Ministry of Department or statutory authority upon conclusion of such litigation or legal action.

***II. Inquiries, inspections, or investigations initiated or conducted (for which notices have been issued) under the Companies Act, 2013 or any previous company law in the last three years immediately preceding the year of this Preliminary Placement Document involving our Company and its Subsidiaries, nor are there any prosecutions filed (whether pending or not), fines imposed, compounding of offences in the last three years immediately preceding the year of this Preliminary Placement Document involving our Company and its Subsidiaries***

There have been no inquiries, inspections or investigations initiated or conducted under the Companies Act, 1956 or Companies Act, 2013 or any previous company law in relation to our Company or its subsidiaries in the last three years immediately preceding the year of circulation of this Preliminary Placement Document. Also, there have been no prosecutions filed (whether pending or not), fines imposed, or compounding of offences in the last three years immediately preceding the year of this Preliminary Placement Document, involving our Company or its Subsidiaries.

***III. Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of statutory dues; debentures and interest thereon; deposits and interest thereon; and loan from any bank or financial institution and interest thereon***

There are no defaults in the payment of undisputed statutory dues (provident fund, employees' state insurance, income tax, custom duty and goods and service tax), repayment of debentures and interest thereon, repayment of deposit and interest thereon and repayment of loan from any bank or financial institution and interest thereon by our Company, outstanding as at June 30, 2026.

***IV. Details of acts of material fraud committed against our Company in the last three years, if any, and if so, the action taken by the Company***

There has been no material fraud committed against our Company during the Relevant Period immediately preceding the date of this Preliminary Placement Document.

***V. Details of defaults in annual filing of our Company under the Companies Act, 2013 and the rules made thereunder***

There was delay of eight days in submission of form AOC-4 XBRL for Fiscal 2023 due to technical issues encountered on the MCA portal. Subsequently, the form AOC-4 XBRL was filed on October 12, 2023, with payment of applicable additional fee.

***VI. Details of significant and material orders passed by the regulators, courts and tribunals impacting the going concern status of the Company and its future operations***

As on the date of this Preliminary Placement Document, there are no significant and material orders passed by the regulators, courts and tribunals impacting the going concern status of our Company and its future operations.

***VII. Summary of reservations, qualifications or adverse remarks of auditors in the last five Fiscals immediately preceding the year of circulation of this Preliminary Placement Document and of their impact on the financial statements and financial position of our Company and the corrective steps taken and proposed to be taken by our Company for each of the said reservations or qualifications or adverse remarks.***

There are no reservations, qualifications or adverse remarks of auditors in the respective audit reports of the audited consolidated financial statements of our Company for the last five Fiscals immediately preceding the year of circulation of this Preliminary Placement Document.

***VIII. Prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last three years against our Company and Subsidiaries***

There are no prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last three years preceding the date of this Preliminary Placement Document against our Company and Subsidiaries.

***IX. Any other outstanding litigation involving our Company, wherein the amount involved cannot be determined or is below the materiality threshold, but an adverse outcome of which could, individually or in the aggregate, materially and adversely affect the reputation, operations or financial position of our Company***

There are no outstanding litigation involving our Company, wherein the amount involved cannot be determined or is below the materiality threshold, but an adverse outcome of which could, individually or in the aggregate, materially and adversely affect the reputation, operations or financial position of our Company.

***X. Outstanding proceeding involving the Subsidiaries which has been intimated to the Stock Exchanges by the Company in accordance with the Materiality Policy framed under the SEBI Listing Regulations***

There are no outstanding proceeding involving the Subsidiaries which has been intimated to the Stock Exchanges by the Company in accordance with the Materiality Policy framed under the SEBI Listing Regulations.

***Other confirmations***

None of our Company, Promoters or Directors have been declared as a wilful defaulter or a fraudulent borrower.

**Summary of the outstanding material legal proceedings against our Company and Subsidiaries**

| Category of individuals/ entities | Criminal proceedings | Tax | Statutory or regulatory actions | Material pending civil proceedings | Economic offences | Aggregate amount involved* *(in ₹ Crore)* |
|---|---|---|---|---|---|---|
| **Company** | | | | | | |
| By our Company | - | N.A. | N.A. | 1 | N.A. | 1.70 |
| Against our Company | - | 10 | - | - | - | 21.53 |
| **Subsidiaries** | | | | | | |
| By our Subsidiaries | - | N.A. | N.A. | - | N.A. | - |

| Category of individuals/ entities | Criminal proceedings | Tax | Statutory or regulatory actions | Material pending civil proceedings | Economic offences | Aggregate amount involved* *(in ₹ Crore)* |
|---|---|---|---|---|---|---|
| Against our Subsidiaries | - | 2 | - | - | - | - |

**To the extent quantifiable*

## AUDITORS

Chandabhoy & Jassoobhoy, Chartered Accountants, are the current independent Statutory Auditors with respect to our Company as required by the Companies Act, 2013 and in accordance with the guidelines prescribed by ICAI. In terms of the provisions of Section 139 of the Companies Act, 2013, Chandabhoy & Jassoobhoy, were appointed as our Company's Statutory Auditors pursuant to a resolution adopted by our Shareholders at the annual general meeting held on September 27, 2024, for a period of five consecutive years, from September 27, 2024.

The peer review certificate of our Statutory Auditors is valid as of the date of this Preliminary Placement Document.

Chandabhoy & Jassoobhoy, Chartered Accountants, (i) have reviewed Unaudited Consolidated Financial Results; and (ii) reviewed and audited the Audited Consolidated Financial Statements for the Fiscals 2026 and 2025 and have issued their audit reports on such financial statements, which are included in this Preliminary Placement Document in "***Financial Information***" on page 202.

JMT & Associates, Chartered Accountants, our Previous Statutory Auditor, have reviewed and audited the Audited Consolidated Financial Statements for the Fiscals 2024 and have issued their audit reports on such financial statements, which are included in this Preliminary Placement Document in "***Financial Information***" on page 202.

## FINANCIAL INFORMATION

The following tables set forth the summary of the financial information of our Company as at and for the three months ended June 30, 2026, and the last three Fiscals:

*(₹ in crore)*

| Sr. No. | Particulars | As at and for the three months ended June 30, 2026 | As at and for the financial years ended March 31, 2026 | March 31, 2025 | March 31, 2024 |
|---|---|---|---|---|---|
| 1. | Total income | 254.15 | 868.10 | 781.57 | 698.14 |
| 2. | Net profit/loss before tax | 23.28 | 41.08 | 62.24 | 52.77 |
| 3. | Net profit/loss after tax | 17.11 | 28.75 | 34.83 | 35.65 |
| 4. | Equity share capital | N.A. | 26.38 | 26.38 | 26.38 |
| 5. | Other equity | N.A. | 789.87 | 763.01 | 733.91 |
| 6. | Net worth[(1)] | N.A. | 816.25 | 789.39 | 760.29 |
| 7. | Basic Earnings per share | 6.29 | 10.90 | 13.20 | 13.96 |
| 8. | Diluted Earnings per share | 6.29 | 10.90 | 13.20 | 13.96 |
| 9. | Return on net worth[(2)] | N.A. | 3.52% | 4.41% | 4.69% |
| 10. | Net Asset Value per Share[(3)] | N.A. | 309.40 | 299.22 | 288.19 |

*N.A.- Not available.*

*Notes:*

*(1) Net worth = Equity share capital + Other equity.*

*(2) Return on net worth = Net profit after tax/ Net worth *100.*

*(3) Net Asset Value per share = Net worth as at the end of the period / number of Equity Shares outstanding.*

| Financial statement | Page No. |
|---|---|
| Unaudited Consolidated Financial Results for the three months ended June 30, 2026 | F1-F7 |
| Fiscal 2026 Audited Consolidated Financial Statements | F8-F67 |
| Fiscal 2025 Audited Consolidated Financial Statements | F68-F121 |
| Fiscal 2024 Audited Consolidated Financial Statements | F122-F167 |

**Chandabhoy & Jassoobhoy**
Chartered Accountants

215-216, A To Z Industrial Estate,
Gate no. 3, 2nd floor,
GK Marg, Lower Parel,
Mumbai-400 013.
India

Phone : +91 22 4619 7023/24/25
: +91 22 4606 7023
Email : mail@cnj.in
Web : www.cnj.in

**Independent Auditors' Limited Review Report on the Quarterly Unaudited Consolidated Financial Results of the Company Pursuant to the Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.**

To
The Board of Directors of
Neogen Chemicals Limited

1. We have reviewed the accompanying statement of Unaudited Consolidated Financial Results of Neogen Chemicals Limited ("the Parent") and its three subsidiaries and one joint venture (the Parent and its subsidiaries and joint venture together referred to as "the Group") for the quarter ended June 30, 2026 ("the Statement") attached herewith, being submitted by the Parent pursuant to the requirements of Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" (Ind AS 34) prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 and 52 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standards on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

   We also performed procedures in accordance with the Circular No. CIR/CFD/CMD1/44/2019 dated March 29, 2019 issued by the Securities and Exchange Board of India under Regulation 33 (8) of the Listing Regulations, to the extent applicable.

CHANDABHOY & JASSOOBHOY
216-216, A TO Z INDUSTRIAL ESTATE,
LOWER PAREL
MUMBAI-400 013
GATE NO. 3, 2ND FLOOR, G. K. MARG
CHARTERED ACCOUNTANTS

4. Based on our review conducted and procedures performed as stated in Paragraph 3 above and based on the consideration of the review report of the other auditors referred to in paragraph 8 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ("Ind AS") specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

5. **Emphasis of Matter**

We draw attention to Note 4 of the Consolidated Financial Statements with regard to incident of Fire at Dahej SEZ Plant of the Company on March 5, 2025. This incident led to damage of certain property, plant and equipment, inventory and it also interrupted business. The Company intimated the insurance company about the fire incident and submitted loss estimate to the Insurance Company in terms of its insurance policy. The Company had appointed Independent Surveyor for ascertaining the Loss caused by Fire and the claim that the Company is entitled from the Insurance Company vis-a-vis its insurance policy. The company simultaneously appointed Independent Chartered Accountant Firm seeking opinion on accounting treatment for the Loss caused and the Claim made to the Insurance Company. Based on the Independent Surveyor's Report and Independent Chartered Accountant Firm's opinion:

(i) the Group had recognised Loss caused by fire as Rs 362.90 crores and Insurance Claim receivable from Insurance Company as Rs. 348.82 crores during the year ended March 31, 2025; and

(ii) the aforementioned losses of Rs.362.90 crores and corresponding insurance claim credit of Rs 348.82 crores has been presented on a net basis of Rs 14.08 crores under "Exceptional Items" in the consoldiated financial results for the quarter and year ended March 31, 2025.

The assessment of the loss claim submitted to the insurance company is in process. However, the Company has received Rs. 140.00 crores as on account payment from the insurance company and realized Rs. 9.38 crores from sale of scrap till June 30, 2026. Further, the Company has also incurred and claimed additional expenses of Rs.1.41 crores till date towards the said incident. After considering the above, the balance insurance claim receivable outstanding as on June 30, 2026 is Rs.200.85 crores. Further, the Company has received an additional Rs.15 crores as on account payment after the close of the current quarter ended June 30, 2026. In the opinion of the management, the aforesaid balance of claim is fully recoverable. Our conclusion is not modified in respect of this matter.

6. The Statement includes the results of the following entities:

| Sr. no. | Name of the Entity | Relationship |
|---|---|---|
| 1. | Neogen Chemicals Limited | Parent |
| 2. | Neogen Ionics Limited | Subsidiary |
| 3. | Neogen Chemicals Japan Corporation Limited | Subsidiary |
| 4. | Neogen Morita New Materials Limited | Step down Subsidiary |
| 5. | Dhara Fine Chem Industries (Registered Partnership Firm) | Joint Venture |

CHANDABHOY & JASSOOBHOY
LOWER PAREL
MUMBAI-400 013
CHARTERED ACCOUNTANTS

**7. Other Matters**

a. We did not review the financial results of the two subsidiary companies (including one stepdown subsidiary) included in the statement whose financial information reflects total revenues of Rs.19.34 crores, total net Profit/(loss) after tax of Rs. (2.40) crore and total comprehensive income/(expense) of Rs.(2.34) crore for the quarter ended on June 30, 2026, as considered in the statement. These financial results have been reviewed by other auditor whose review reports have been furnished to us by the management and our conclusion in so far as it relates to the amounts and disclosures included in respect of these subsidiary companies is based solely on the review report of such other auditor and the procedures performed by us as stated in paragraph 3 above.
Our conclusion is not modified in respect of this matter.

b. The Statement includes the interim financial information/ financial results of one subsidiary which have not been reviewed, whose interim financial information/ financial results reflects total revenues of Rs. 0.57 crore, total net profit after tax of Rs. 0.05 crore and total comprehensive income of Rs. 0.02 crore, for the quarter ended on June 30, 2026, as considered in the Statement. The Statement also includes the Group's share of net profit after tax of Rs. 0.20 crore and total comprehensive income of Rs. 0.20 crore, for the quarter ended June 30, 2026, as considered in the Statement, in respect of one joint venture, based on their interim financial information/ financial results furnished to us by the management which have not been reviewed. According to the information and explanations given to us by the management, these interim financial information/ financial results are not material to the Group.
Our conclusion is not modified in respect of this matter.

c. The statement includes the comparative figures of the Company for quarter ended March 31, 2026 being the balancing figures between the audited figures in respect of full financial year and the published unaudited year to date figures up to the third quarter of the previous financial year which were subject to limited review by us.

For **Chandabhoy & Jassoobhoy**
**Chartered Accountants**
**Firm Registration No. 101647W**

**Bhupendra T. Nagda**
**Partner**
**Membership No.: 102580**
**UDIN: 26102580JOAPVI6459**

CHANDABHOY & JASSOOBHOY
LOWER PAREL
MUMBAI-400 013
CHARTERED ACCOUNTANTS

Mumbai: July 24, 2026

NEOGEN CHEMICALS LTD.

**NEOGEN CHEMICALS LIMITED**
**(CIN : L24200MH1989PLC050919)**

## Statement of Unaudited Consolidated Financial Results for the Quarter ended June 30, 2026

(₹ in Crore)

| Sr. No. | Particulars | Consolidated | | | |
|---|---|---|---|---|---|
| | | For the Quarter Ended | | | For the Year Ended |
| | | June 30, 2026 | March 31, 2026 | June 30, 2025 | March 31, 2026 |
| | | Unaudited | Audited # | Unaudited | Audited |
| I | **Income** | | | | |
| | (a) Revenue from operations | 250.29 | 246.56 | 186.73 | 861.96 |
| | (b) Other income | 3.86 | 0.98 | 1.18 | 6.14 |
| | **Total Income (net)** | **254.15** | **247.54** | **187.91** | **868.10** |
| | | | | | |
| II | **Expenses** | | | | |
| | (a) Cost of materials consumed | 180.03 | 164.81 | 128.38 | 638.09 |
| | (b) Purchase of traded goods | 0.74 | - | - | - |
| | (c) Changes in inventories of finished goods, work-in progress and stock-in-trade | (47.00) | (28.01) | (26.63) | (171.64) |
| | (d) Employee benefits expenses | 25.30 | 20.20 | 19.57 | 90.08 |
| | (e) Finance costs | 20.81 | 21.47 | 12.67 | 75.11 |
| | (f) Depreciation and amortization expenses | 8.20 | 7.60 | 5.78 | 27.52 |
| | (g) Other expenses | 42.99 | 45.65 | 33.90 | 168.14 |
| | **Total Expenses** | **231.07** | **231.72** | **173.67** | **827.30** |
| III | Share of profit of associates / joint venture | 0.20 | 0.03 | 0.05 | 0.28 |
| IV | **Profit / (loss) before exceptional item and taxes (I - II + III)** | **23.28** | **15.85** | **14.29** | **41.08** |
| V | Exceptional items gain / (loss) (Refer note 4) | - | - | - | - |
| VI | **Profit / (loss) before tax (IV+ V)** | **23.28** | **15.85** | **14.29** | **41.08** |
| VII | **Tax Expenses** | | | | |
| | 1. Current Tax | 6.03 | 6.61 | 4.86 | 17.86 |
| | 2. Deferred Tax | 0.14 | (2.11) | (0.83) | (5.41) |
| | 3. Prior year tax adjustment | - | (0.04) | - | (0.12) |
| VIII | **Profit for the period (VI -VII)** | **17.11** | **11.39** | **10.26** | **28.75** |
| IX | **Other comprehensive income** | | | | |
| | (a) (i) Items that will not be reclassified to profit or loss | 0.26 | 1.19 | (0.14) | 1.00 |
| | (ii) Income tax related to items that will not be reclassified to profit or loss | (0.06) | (0.28) | 0.03 | (0.23) |
| | (b) (i) Items that will be reclassified to profit or loss | (0.03) | 0.04 | - | 0.00 |
| | **Total Other comprehensive (expense) / income, net of tax** | **0.17** | **0.95** | **(0.11)** | **0.77** |
| X | **Total Comprehensive income for the period(VIII + IX)** | **17.28** | **12.34** | **10.15** | **29.52** |
| XI | Paid up equity Share Capital (Face Value per share of ₹ 10 each) | 27.38 | 26.38 | 26.38 | 26.38 |
| XII | Other Equity | | | | 789.87 |
| XIII | Earning Per Equity Share ₹ (Face Value per share of ₹ 10 each) (a) Basic & Diluted (*Not Annualized) | 6.29* | 4.32* | 3.89* | 10.90 |

**Place : Thane, India**
**Date : July 24, 2026**

CHANDABHOY & JASSOOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

**For and on behalf of the Board of Directors of Neogen Chemicals Limited**

**Dr. Harin Kanani**
**Managing Director**
**DIN : 05136947**

Neogen Chemicals Ltd. Thane

Notes:

1. **Additional disclosures pursuant to regulation 52(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended:**

| Sr No | Particulars | For the quarter ended/as at June 30, 2026 Unaudited | For the quarter ended/as at March 31, 2026 Audited # | For the year ended/as at March 31, 2026 Audited |
|---|---|---|---|---|
| I | **Current Ratio (in times)** *Current assets / Current liabilities (Excluding current maturity of long term loan) | 1.26 | 1.27 | 1.27 |
| II | **Net Worth (₹ in Crore)** * As per section 2(57) of the Companies Act, 2013, as amended. | 984.47 | 805.90 | 805.90 |
| III | **Outstanding redeemable preference shares (quantity and value)** | - | - | - |
| IV | **Net profit / (loss) after tax (₹ In Crore)** | 17.11 | 11.39 | 28.75 |
| V | **Basic Earnings per share (*not annualized)** | *6.29 | *4.32 | 10.90 |
| VI | **Diluted Earnings per share (*not annualized)** | *6.29 | *4.32 | 10.90 |
| VII | **Capital Redemption Reserve (₹ in Crore)** | - | - | - |
| VIII | **Debt Equity ratio (in times)** * Total Debt / Shareholder's Equity (debt excludes lease liabilities) | 1.40 | 1.63 | 1.63 |
| IX | **Debt Service Coverage Ratio (DSCR) (in times)** *(Profit before tax+ exceptional items + Depreciation and amortisation expenses+ interest on term loans and debenture) / {interest on term loans and debenture + Scheduled principal repayments of term loans and debentures (i.e. excluding prepayments / refinancing of debts) during the period} | 1.55 | 1.25 | 1.18 |
| | **Debt Service Coverage Ratio (DSCR) (in times) (Trailing twelve months)** | 1.17 | 1.18 | 1.18 |
| X | **Interest Service Coverage Ratio (ISCR) (in times)** *(Net Profit before taxes + Non-cash operating expenses like depreciation and other amortizations + Finance cost + Exceptional items) / (Finance cost as per profit and loss) | 2.51 | 2.09 | 1.91 |
| | **Interest Service Coverage Ratio (ISCR) (in times) (Trailing twelve months)** | 1.96 | 1.91 | 1.91 |
| XI | **Long term debt to working capital (in times)** *(Non-current borrowings+ Current maturities of long term debt)/ (Current Assets - (Current liabilities-Current maturities of long term debt)) | 3.19 | 3.07 | 3.07 |
| XII | **Bad debts to Account receivable ratio (in times)** * (Bad debts) / (Average Trade receivable) | - | 0.00 | 0.00 |
| XIII | **Current liability ratio (in times)** *(Current liabilities - Current maturities of Long term Debt) /( Total liabilities ) | 0.52 | 0.53 | 0.53 |
| XIV | **Total debts to total assets (in times)** *(Total borrowings) / (Total assets) | 0.43 | 0.46 | 0.46 |
| XV | **Debtors turnover (in Days)** (Average Trade Receivable * 365) / (Revenue from operations) (annualised) | 130 | 129 | 123 |
| XVI | **Inventory turnover (in Days)** (Average inventory * 365) / (Revenue from operations) (annualised) | 226 | 201 | 186 |
| XVII | **Operating margin (%)** * (Profit before tax, exceptional, Interest, Depreciation & Amortisation less Other Income)/(Revenue from Operations) | 19.35% | 17.82% | 15.96% |

CHANDABHOY & JASSOOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

Chemicals Ltd. Thane

| | | | | |
|---|---|---|---|---|
| XVIII | **Net profit/(loss) margin (%)**<br>* {Profit/Loss after Tax (after exceptional items)} / (Revenue from Operations) | **6.83%** | **4.62%** | **3.33%** |

**Pursuant to SEBI Operational Circular for Issue and Listing of Non-Convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper dated May 22, 2024 as amended from time to time, the Neogen Chemicals Limited ("Holding Company") has listed Non-Convertible Debentures (NCDs) on Bombay Stock Exchange (BSE).**

The Holding Company has listed Non-convertible debenture on BSE on August 14, 2025, and accordingly the Company has complied with the disclosure requirements specified under Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 from quarter ended September 30, 2025 onwards. The Ratios specified under Regulation 52(4) have been presented for the quarter ended June 30, 2026 and March 31, 2026 and financial year ended March 31, 2026. Except for period specified herein the ratios was not applicable in previous periods as the Company had no listed non-convertible debt securities in those periods.

The Company is rated by leading credit rating agency Crisil Ratings Limited ("Crisil"). Crisil has downgraded the rating on July 17,2026 to "Crisil A2" from "Crisil A1"and "Crisil A-/Negative" from "Crisil A/Negative" for its short-term facilities and long-term facilities (including NCDs) respectively. Pursuant to the rating downgrade the coupon rate of the said NCDs of Rs. 200 crore has increased from 10.50% p.a. to 11.00% p.a. effective from July 17, 2026.

**2.** The above unaudited Consolidated financial results of the Company for the quarter ended June 30, 2026 have been prepared in accordance with the IND AS, as prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and the other accounting principles generally accepted in India and are in compliance with the disclosure requirement of Regulations 33 and Regulations 52 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended and were audited by the Statutory Auditor and recommended by the Audit Committee in its meeting held on July 24, 2026, to the Board for approval and was approved by the Board of Directors at their meeting held on July 24, 2026

**3.** Consolidated financial results comprises the unaudited financial results of Neogen Chemicals Limited ("Holding Company"), Dhara Fine chem Industries (a joint venture where the Holding Company is holding 90% of the capital contribution), the wholly owned subsidiaries of the Company namely Neogen Ionics Limited and Neogen Chemicals Japan Corporation Limited and the step down subsidiary of the Company Neogen Morita New Materials Limited which was incorporated on July 30, 2025, together known as the "**Group**".

**4.** On March 05, 2025, there was fire at Multi-Purpose Plant (MPP3) Facility, Tank Farms and warehouse at Dahej SEZ Plant of the Group. This incident led to damage of certain property, plant and equipment, inventory and interrupted business. The Group is adequately insured for reinstatement value of damaged fixed assets, inventory and loss of profits due to business interruption. The Group has intimated the fire incident with the insurance company and submitted loss estimate pertaining to replacement value of the damaged property, plant and equipment, loss of damaged inventory and incidental expenses incurred on account of fire. The Claim is admitted by the insurance company.

During the financial year ended March 31, 2025, the Group has recognised loss of ₹ 362.90 Crore on account of damage to certain property, plant & equipment, inventory and estimated cost of incidental charges. The Group has recognised insurance claim receivable of ₹ 348.82 Crore to the extent of recovery of loss after adjusting applicable deductibility considering its assessment of loss and admissibility of claims as per the policy, adequacy of coverage and nature of loss and based upon the independent opinion obtained by the Group from Independent Surveyor and Independent Expert Practitioner. The Group has not accounted claim for loss of profit due to business interruption and excess value of reinstatement of assets over written down value as per accounting conservatism. The aforementioned losses and corresponding insurance claim has been presented

on a net basis of ₹ 14.08 Crore under exceptional item and claim receivable in other current financial assets in the consolidated financial results for the financial year ended March 31, 2025.

The Company has received ₹ 149.38 Crore (₹140.00 Crore as on account payment from insurance company and balance ₹ 9.38 Crore pertains to sale of scrap) and incurred further incidental charges of ₹ 1.41 Crore which is also claimed as per insurance policy upto June 30, 2026.

Subsequent to the quarter ended 30 June 2026, the Company has received additional ₹ 15.00 Crore as fourth on account payment from Insurance company, accordingly net claim receivable as on date reduced to ₹ 185.85 Crore.

5. The Board of Directors of the Company, at its meeting held on March 7, 2026, inter alia approved the issue and offer of 10,00,000 equity shares of face value of Rs. 10 each at a price of Rs. 1,610 per Equity Share including a premium of Rs. 1,600 per Equity Share, aggregating to Rs. 1,61,00,00,000 (Rupees One Hundred and Sixty One Crore only) on preferential basis for cash consideration. Subsequently, the shareholders of the Company at its Extra Ordinary General meeting (**EGM**) held on March 29, 2026, has approved issue, offer and allotment of the said 10,00,000 equity shares to Cadamba Solutions Private Limited, a Promoter Group member of the Company. The allotment of the said equity shares of the Company on a preferential basis was done on April 18, 2026. The Equity Shares were listed on BSE Limited and National Stock Exchange of India Limited.

   Further we hereby confirm that there have been no deviations in the use of proceeds of issue of equity shares on preferential basis from the objects stated in the Notice dated March 7, 2026 for EGM held on March 29,2026 read with corrigendum to the said notice of EGM dated March 17, 2026 , for the quarter ended June 30,2026 and the intimation in this regard is being made available at https://neogenchem.com/announcements/ under the tab issue of securities and at the website of BSE Limited at https://www.bseindia.com/stock-share-price/neogen-chemicals-ltd/neogen/542665 and of National Stock exchange of India Limited at https://www.nseindia.com/get-quote/equity/NEOGEN/Neogen-Chemicals-Limited .

6. # The figures for the quarter ended March 31, 2026 is arrived at as difference between the audited figures in respect of the full financial year and the unaudited figures up to nine months period ended December 31, 2025 which were subjected to limited review.

7. Previous period / year's figures have been regrouped / rearranged wherever necessary to make them comparable with the current period's classification.

8. The Group is primarily engaged in the business of manufacturing and sale of Specialty chemicals and battery chemicals and considering that the nature of products and the predominant risk and returns of the products are similar, the Group considers it as single operating/ reportable segment in accordance with Ind AS 108.

9. The above unaudited consolidated financial results under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended June 30, 2026 are available at the Company's website at https://necgenchem.com/financial-performance/, https://neogenchem.com/annual-reports-2/ and Stock Exchange's website at www.nseindia.com and www.bseindia.com.

CHANDABHOY & JASSOOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

**For and on behalf of the Board of Directors**
**Neogen Chemicals Limited**

Neogen Chemicals Ltd. Thane

**Place : Thane, India**
**Date : July 24, 2026**

**Dr. Harin Kanani**
**Managing Director**
**DIN : 05136947**

**Chandabhoy & Jassoobhoy**
**Chartered Accountants**

215-216, A To Z Industrial Estate,
Gate no. 3, 2nd floor,
GK Marg, Lower Parel,
Mumbai-400 013.
India

Phone : +91 22 4619 7023/24/25
: +91 22 4606 7023
Email : mail@cnj.in
Web : www.cnj.in

## INDEPENDENT AUDITOR'S REPORT

**To the Members of**
**Neogen Chemicals Limited**

### Report on the Audit of the Consolidated Financial Statements

### Opinion

We have audited the accompanying Consolidated Financial Statements of Neogen Chemicals Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its joint venture, which comprise the Consolidated Balance Sheet as at March 31, 2026, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows, and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements including a summary of the material accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements of the subsidiaries and joint venture referred to in the Other Matters section below, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2026, their consolidated profit including other comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the consolidated financial statements section of our report. We are independent of the Group, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and Rules thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

CHANDABHOY & JASSOOBHOY
LOWER PAREL
MUMBAI-400 013
CHARTERED ACCOUNTANTS

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in Other Matters paragraph below is sufficient and appropriate to provide a basis for our opinion.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report :

| Sr. No. | Key Audit Matter | How our audit addressed the Key audit matter |
|---|---|---|
| 1. | **Revenue Recognition**<br><br>Revenue is recognised when the significant risks and rewards of ownership have been transferred to the customer in accordance with Ind AS 115 – Revenue from Contracts with Customers. This requires assessing when control of the goods is transferred, which may vary depending on the specific terms of customer contracts.<br><br>Revenue recognition involves significant judgment in:<br><br>• Determining the timing of revenue recognition (i.e., whether control transfers at a point in time or over time).<br>• The identification of performance obligations in customer contracts.<br><br>There is also a presumed fraud risk in revenue recognition, particularly around the risk of overstating revenue through early recognition or fictitious sales, especially around the year-end.<br><br>Given the materiality of revenue, the significant judgments and estimates involved in applying Ind AS 115 and the inherent fraud risk, we considered this area to be a key audit matter in our audit. | Our audit procedures included the following:<br><br>- Obtained an understanding of the Company's revenue recognition policies and assessed their compliance with Ind AS 115<br><br>- Evaluated the design and tested the implementation and operating effectiveness of relevant controls over revenue recognition.<br><br>- Examined a sample of customer contracts and invoices to assess the identification of performance obligations, allocation of transaction price, and the timing of revenue recognition based on transfer of control.<br><br>- Performed cut-off procedures near the year-end to verify that revenue was recognised in the correct accounting period.<br><br>- Tested journal entries related to revenue to identify any unusual or potentially fraudulent transactions.<br><br>- Assessed adequacy of revenue related disclosures in the financial statements. |

CHANDABHOY & JASSOOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

| Sr. No. | Key Audit Matter | How our audit addressed the Key audit matter |
|---|---|---|
| 2. | **Property, plant and equipment and capital work in progress**<br><br>The auditors of Neogen Ionics Limited ('NIL'), a wholly owned subsidiary have reported 'Property, plant and equipment and capital work in progress' as a key audit matter as the said subsidiary company is presently in the process of setting up the Speciality Chemicals Plants at Dahej and Pakhajan, Gujarat and since these projects take a substantial period of time to get ready for intended use and due to their materiality in the context of the Balance Sheet of the Company, this is considered to be an area with significant effect on the overall audit strategy and allocation of resources in planning and completion of their audit. With regard to above capital projects, management has identified specific expenditure including employee costs and other overheads relating to each of the assets in the above capital projects and has applied judgement to assess if the costs incurred in relation to these assets meet the recognition criteria of Property, Plant and Equipment in accordance with Ind AS 16. Accordingly, the auditors of the said subsidiary have determined this as a key audit matter due to the significance of the capital expenditure during the year and the risk that the elements of costs that are eligible for capitalization are not appropriately capitalised in accordance with the recognition criteria provided in Ind AS 16. | In respect of the key audit matter reported by the said subsidiary auditors, the audit procedures performed by them included the following :<br><br>- Performed an understanding and evaluation of the system of internal control process over the projects and those included in capital work in progress, with reference to identification and testing of key controls.<br><br>- Assessed the progress of the project and the intention and ability of the management to carry forward and bring the asset to its state of intended use.<br><br>- Review of Board minutes relating to approvals of the projects and changes in estimates thereof.<br><br>- Understood, evaluated, and tested the design and operating effectiveness of key controls relating to capitalization of various costs incurred.<br><br>- Tested the direct and indirect costs capitalized, on a sample basis, with the underlying supporting documents to ascertain nature of costs and basis for allocation, where applicable, and evaluated whether they meet the recognition criteria provided in the Indian Accounting Standard (Ind AS) 16, Property, Plant and Equipment;<br><br>- Ensured adequacy of disclosures in the financial statements on the management judgements in such cases. |

CHANDABHOY & JASSOOBHOY LOWER PAREL MUMBAI-400 013 CHARTERED ACCOUNTANTS

**Emphasis of Matter**

We draw attention to Note 33 of the consolidated financial statements with regard to incident of Fire at Dahej SEZ Plant of the Group on March 5, 2025. This incident led to damage of certain property, plant and equipment, inventory and it also interrupted business. The Company intimated insurance company about the fire incident and submitted loss estimate to the Insurance Company in terms of the insurance policy. The Company had appointed Independent Surveyor for ascertaining the loss caused by fire and the claim that the Group is entitled from the Insurance Company vis-a-vis its insurance policy. The Company simultaneously appointed Independent Chartered Accountant Firm seeking opinion on accounting treatment for the Loss caused and the Claim made to the Insurance Company. Based on the Independent Surveyor's Report and Independent Chartered Accountant Firm's opinion:

(i) the Group had recognised loss caused by fire as Rs. 362.90 crores and Insurance Claim receivable from Insurance Company as Rs. 348.82 crores during the previous year ended March 31, 2025; and

(ii) the aforementioned losses of Rs.362.90 crores and corresponding insurance claim credit of Rs. 348.82 crores has been presented on a net basis of Rs. 14.08 crores under "Exceptional Items" in the consolidated financial statements for the year ended March 31, 2025.

The assessment of the loss claim submitted to the insurance company is in process. However, the Group has received Rs. 140.00 crores during the current year as on account payment from the insurance company and realized Rs. 7.05 crores from sale of scrap. Further, the Group has also incurred and claimed additional expenses of Rs.1.41 crores during the current year towards the said incident. After considering the above, the balance insurance claim receivable outstanding as on March 31, 2026 is Rs.203.18 crores. In the opinion of the management, the aforesaid balance of claim is fully recoverable.
Our opinion is not modified in respect of this matter.

**Information Other than the Consolidated Financial Statements and Auditor's Report Thereon ("Other Information")**

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report but does not include the Consolidated Financial Statements, Standalone Financial Statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions as applicable under the relevant laws and regulations.

CHANDABHOY & JASSOOBHOY
LOWER PAREL
MUMBAI-400 013
CHARTERED ACCOUNTANTS

**Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act, read with relevant rules issued thereunder. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of each Company.

**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

CHANDABHOY & JASSOOBHOY
216-216, A TO Z INDUSTRIAL ESTATE
LOWER PAREL
MUMBAI-400 013
GUT RD. 1, 2ND FLOOR, G. K. MARG
CHARTERED ACCOUNTANTS

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company, its subsidiaries, which are companies incorporated in India, have adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and Board of Directors.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and a joint venture to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in the section titled 'Other Matters' in this audit report.

We communicate with those charged with governance of the Holding Company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

CHANDABHOY & JASSOOBHOY
LOWER PAREL
MUMBAI-400 013
CHARTERED ACCOUNTANTS

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Other Matters**

a. We did not audit the financial statements of three subsidiaries, whose financial statements reflects total assets of Rs. 1,156.04 crores and net assets of Rs. 272.49 crores as at March 31, 2026, total revenue of Rs.39.20 crores, total net profit/(loss) after tax of Rs. (18.31) and total comprehensive income of Rs. (18.10) crores for the year ended March 31, 2026 respectively and net total cash outflow amounting Rs. 2.58 crores for the year ended March 31, 2026 as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose audit reports have been furnished to us by the management and our opinion in so far as it relates to the amounts and disclosures included in respect of the said subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act including report on Other Information insofar as it relates to the said subsidiaries is based solely on the audit report of such other auditors.

   Our opinion on the consolidated financial statements and our report on Other Legal and Regulatory Requirements below is not modified in respect of the above matters with regard to our reliance on the work done and the report of the other auditors.

b. This consolidated financial statements includes the Group's share of net profit after tax of Rs.0.28 crores and total comprehensive income of Rs.0.28 crores for the year ended March 31, 2026 in respect of a joint venture as considered in the consolidated financial statements. The financial statements of the said joint venture have been audited by other auditors whose audit report have been furnished to us by the management and our opinion in so far as it relates to the amounts and disclosures included in respect of the said joint venture is based solely on the audit report of such other auditor.
   Our opinion is not modified in respect of this matter.

**Report on Other Legal and Regulatory Requirements**

1) With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditors of respective companies included in the Consolidated Financial Statements, to which reporting under CARO is applicable, as provided to us by the Management of the Parent, we report that in respect of those companies where audits have been completed under Section 143 of the Act, there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said companies included in the Consolidated Financial Statements.

2) As required by section 143(3) of the Act, we report, to the extent applicable, that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;

CHANDABHOY & JASSOOBHOY
LOWER PAREL
MUMBAI-400 013
CHARTERED ACCOUNTANTS

b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books;

c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under section 133 of the Act;

e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2026 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its Subsidiary Companies incorporated in India, none of the directors of the Group companies, is disqualified as on March 31, 2026 from being appointed as a director in terms of section 164(2) of the Act;

f. With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary companies, and the operating effectiveness of such controls, we give our separate report in the "Annexure";

g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended;

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the report of the other auditors, referred to in Other Matters paragraph, on separate financial statements of the subsidiary companies, the remuneration paid/ provided to their directors during the year by the Holding Company and its subsidiary companies incorporated in India is in accordance with the provisions of section 197 of the Act;

h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

(i) The consolidated financial statements disclose the impact of pending litigations as at March 31, 2026 on the consolidated financial position of the Group. Refer Note 37 to the consolidated financial statements.

(ii) The Group has made provision, as required under applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivatives contracts.

(iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies during the year.

CHANDABHOY & JASSOOBHOY
LOWER PAREL
MUMBAI-400 013
CHARTERED ACCOUNTANTS

(iv) (a) The management has represented that, to the best of it's knowledge and belief, as disclosed in the Note 45 (iv) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company or the Subsidiary companies to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company or its Subsidiary companies ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented, that, to the best of it's knowledge and belief, as disclosed in the Note 45 (iii) to the consolidated financial statements, no funds have been received by the company or the Subsidiary companies from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company or the Subsidiary companies shall, whether, 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 provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

(v) The final dividend proposed for the previous year, declared and paid by the Holding Company during the current year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

As stated in Note 50 to the consolidated financial statements, the Board of Directors of the Holding Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

The Subsidiary Companies have not declared or paid dividend during the year under audit.

CHANDABHOY & JASSOOBHOY
LOWER PAREL
MUMBAI-400 013
CHARTERED ACCOUNTANTS

(vi) On the basis of the information and explanations given to us and based on our examination which included test checks, the company and the Subsidiary Companies has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with and the audit trail has been preserved by the company and the Subsidiary Companies as per the statutory requirements for record retention.

**For Chandabhoy & Jassoobhoy**
**Chartered Accountants**
**Firm Registration No. 101647W**

**Bhupendra T. Nagda**
**Partner**
**Membership No. 102580**
**UDIN: 26102580SBGSNA6273**

**Place:** Mumbai
**Date:** May 16, 2026

## ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

**[Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Neogen Chemicals Limited on the consolidated financial statements for the year ended March 31, 2026]**

**Report on the Internal Financial Controls with reference to Consolidated Financial Statements under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the consolidated financial statements of Neogen Chemicals Limited ("the Holding Company") as of and for the year ended March 31, 2026, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary companies, which are companies incorporated in India, as of that date.

### Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary companies which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to consolidated financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to consolidated financial statements of Holding Company and its subsidiary companies, which are companies incorporated in India based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') issued by ICAI and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

CHANDABHOY & JASSOOBHOY
LOWER PAREL
MUMBAI-400 013
CHARTERED ACCOUNTANTS

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to consolidated financial statements.

**Meaning of Internal Financial Controls with reference to Consolidated Financial Statements**

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

**Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements**

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2026, based on the internal control with reference to consolidated financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

CHANDABHOY & JASSOOBHOY
LOWER PAREL
MUMBAI-400 013
CHARTERED ACCOUNTANTS

**Other Matters**

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to two Subsidiary companies, which are companies incorporated in India, is based solely on the corresponding report of the auditors of such companies incorporated in India.
Our opinion is not modified in respect of the above matter.

**For Chandabhoy & Jassoobhoy**
**Chartered Accountants**
**Firm Registration No. 101647W**

**Bhupendra T. Nagda**
**Partner**
**Membership No. 102580**
**UDIN: 26102580SBGSNA6273**

**Place:** Mumbai
**Date:** May 16, 2026

NEOGEN CHEMICALS LIMITED
Consolidated Balance Sheet as at March 31, 2026

(₹ in Crore unless otherwise stated)

| Particulars | Notes No. | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|
| ASSETS | | | |
| (1) Non-Current Assets | | | |
| (a) Property, plant and equipment | 3 | 410.14 | 373.64 |
| (b) Right of Use assets | 4 | 64.02 | 29.27 |
| (c) Capital work-in-progress | 5 | 857.12 | 156.19 |
| (d) Intangible assets | 6 | 0.64 | 0.94 |
| (e) Financial Assets | | | |
| (i) Investments | 7 | 0.45 | 0.45 |
| (ii) Loans | 8 | 0.29 | 0.27 |
| (iii) Other financial assets | 9 | 34.26 | 13.84 |
| (f) Other non-current assets | 10 | 142.44 | 172.88 |
| Total Non Current Assets | | 1,509.36 | 747.48 |
| (2) Current Assets | | | |
| (a) Inventories | 11 | 568.23 | 309.13 |
| (b) Financial Assets | | | |
| (i) Trade receivables | 12 | 380.36 | 200.22 |
| (ii) Cash and cash equivalents | 13 | 4.94 | 4.96 |
| (iii) Bank balances other than (ii) above | 14 | 0.01 | 0.00 |
| (iv) Loans | 8 | 0.35 | 0.39 |
| (v) Other financial assets | 9 | 286.24 | 441.05 |
| (c) Other current assets | 10 | 152.38 | 44.08 |
| Total Current Assets | | 1,392.51 | 999.83 |
| Total Assets | | 2,901.87 | 1,747.31 |
| EQUITY AND LIABILITIES | | | |
| (1) Equity | | | |
| (a) Equity share capital | 15 | 26.38 | 26.38 |
| (b) Other equity | 16 | 789.87 | 763.01 |
| Total Equity | | 816.25 | 789.39 |
| (2) Liabilities | | | |
| (A) Non-Current Liabilities | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 17 | 819.15 | 170.10 |
| (ii) Lease Liabilities | 18 | 48.93 | 23.81 |
| (iii) Other financial liabilities | 19 | 5.23 | 2.10 |
| (b) Long term provisions | 20 | 12.62 | 11.10 |
| (c) Deferred tax liabilities (Net) | 21 | 12.02 | 17.41 |
| Total Non-Current Liabilities | | 897.95 | 224.52 |
| (B) Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 17 | 510.74 | 395.94 |
| (ii) Lease Liabilities | 18 | 16.27 | 6.89 |
| (iii) Trade payables | 22 | | |
| (a) total outstanding dues of micro and small enterprises | | 13.79 | 2.25 |
| (b) total outstanding dues of creditors other than micro and small enterprises | | 428.35 | 260.94 |
| (iv) Other financial liabilities | 19 | 178.09 | 35.55 |
| (b) Other current liabilities | 24 | 30.46 | 20.41 |
| (c) Short term provisions | 20 | 4.41 | 4.21 |
| (d) Current tax liabilities (net) | 23 | 5.56 | 7.21 |
| Total Current Liabilities | | 1,187.67 | 733.40 |
| Total Liablities | | 2,085.62 | 957.92 |
| Total Equity And Liabilities | | 2,901.87 | 1,747.31 |

| | |
|---|---|
| Corporate information | 1 |
| Material accounting policies | 2 |

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date attached
**For Chandabhoy & Jassoobhoy**
Chartered Accountants
Firm Registration No. 101647W

**Bhupendra Nagda**
Partner
Membership No. 102580

For and on behalf of the Board of Directors
**NEOGEN CHEMICALS LIMITED**
CIN : L24200MH1989PLC050919

**Shyamsunder Upadhyay**
Whole Time Director
DIN : 07274873

**Dr. Harin Kanani**
Managing Director
DIN : 05136947

**Gopikrishnan Sarathy**
Chief Financial Officer

**Unnati Kanani**
Company Secretary and
Compliance Officer
M. no. A35131

**Place : Thane**
**Date : May 16, 2026**

NEOGEN CHEMICALS LIMITED

Consolidated Statement of Profit and Loss for the Year ended March 31, 2026

(₹ in Crore unless otherwise stated)

| | Particulars | Note No. | For the Year ended March 31, 2026 | For the Year ended March 31, 2025 |
|---|---|---|---|---|
| I | **INCOME** | | | |
| | Revenue from operations | 25 | 861.96 | 777.56 |
| | Other income | 26 | 6.14 | 4.01 |
| | **TOTAL INCOME** | | **868.10** | **781.57** |
| II | **EXPENSES** | | | |
| | Cost of materials consumed | 27 | 638.09 | 506.08 |
| | Changes in inventories of finished goods, work-in-progress and stock-in-trade | 28 | (171.64) | (83.02) |
| | Employee benefits expense | 29 | 90.08 | 64.84 |
| | Finance costs | 30 | 75.11 | 48.50 |
| | Depreciation and amortisation expense | 31 | 27.52 | 27.79 |
| | Other expenses | 32 | 168.14 | 153.34 |
| | **TOTAL EXPENSES** | | **827.30** | **717.53** |
| III | Share in Profit of Associates | | 0.28 | 0.20 |
| IV | **Profit/(loss) before exceptional items and taxes (I-II+III)** | | **41.08** | **64.24** |
| V | Exceptional items (Gain)/ Loss | 33 | - | 14.08 |
| VI | **Profit/(loss) before tax (IV-V)** | | **41.08** | **50.16** |
| VII | **Tax Expenses** | | | |
| | - Current tax | 21 | 17.86 | 19.92 |
| | - Deferred tax | 21 | (5.41) | (5.21) |
| | - Tax Adjustment pertaining to previous year | 21 | (0.12) | 0.62 |
| VIII | **Profit/ (Loss) for the year (VI-VII)** | | **28.75** | **34.83** |
| IX | **Other Comprehensive Income** | | | |
| | (A) Items that will not be reclassified to profit or loss | | | |
| | - Gain/(Loss) on remeasurement of defined benefit plans | | 1.00 | (0.56) |
| | - Income tax (expense)/ income relating to items that will not be reclassified to profit or loss | | (0.23) | 0.12 |
| | (B) Items that will be reclassified to profit or loss | | | |
| | - Exchange differences in translating the financial statements of a foreign operation | | (0.00) | - |
| | **Total Other Comprehensive Income/(Loss) for the Year net of tax** | | **0.77** | **(0.44)** |
| X | **Total comprehensive income for the year (VIII+IX)** | | **29.52** | **34.39** |
| XI | **Earnings per equity share (face value ₹ 10 each)** | 35 | | |
| | - Basic (₹) | | 10.90 | 13.20 |
| | - Diluted (₹) | | 10.90 | 13.20 |

| | |
|---|---|
| Corporate information | 1 |
| Material accounting policies | 2 |

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date attached
**For Chandabhoy & Jassoobhoy**
Chartered Accountants
Firm Registration No. 101647W

**Bhupendra Nagda**
Partner
Membership No. 102580

**Place : Thane**
**Date : May 16, 2026**

For and on behalf of the Board of Directors
**NEOGEN CHEMICALS LIMITED**
CIN : L24200MH1989PLC050919

**Shyamsunder Upadhyay**
Whole Time Director
DIN : 07274873

**Dr. Harin Kanani**
Managing Director
DIN : 05136947

**Gopikrishnan Sarathy**
Chief Financial Officer

**Unnati Kanani**
Company Secretary and
Compliance Officer
M. no. A35131

NEOGEN CHEMICALS LIMITED

Consolidated Statement of Changes in Equity for the Year ended March 31, 2026

(₹ in Crore unless otherwise stated)

A) Equity Share Capital

| | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Balance at the beginning of the year | 26.38 | 26.38 |
| *Changes in equity share capital during the year - treasury shares (Trust) (Refer Note 15) | (0.00) | - |
| Balance at the end of the year | 26.38 | 26.38 |

* Represents value less than ₹ 1 Lakhs.

B) Other Equity

For the year ended March 31, 2026

| Description | Reserves and Surplus | | | | | | | Other comprehensive income | Total Other Equity |
|---|---|---|---|---|---|---|---|---|---|
| | General Reserve | Retained Earnings | Capital Reserve on Business Combination | Securities Premium | Treasury shares held by ESOP trust | Employee stock option reserve | Foreign Currency Translation Reserve | Re-measurement of Gains / (Losses) on Defined Benefit Plan | |
| Balance as at April 1, 2025 | 3.76 | 227.70 | 10.62 | 521.98 | - | - | - | (1.04) | 763.01 |
| Profit for the year | - | 28.75 | - | - | - | - | - | - | 28.75 |
| Premium on Shares Acquired by trust | - | - | - | - | (0.79) | - | - | - | (0.79) |
| Other Comprehensive Income/ (Loss) | - | - | - | - | - | - | - | 0.77 | 0.77 |
| Employee stock option expenses | - | - | - | - | - | 0.77 | - | - | 0.77 |
| Change in Foreign Currency Translation Reserve | - | - | - | - | - | - | (0.00) | - | (0.00) |
| Total Comprehensive Income | 3.76 | 256.45 | 10.62 | 521.98 | (0.79) | 0.77 | (0.00) | (0.27) | 792.51 |
| Equity Dividends | - | (2.64) | - | - | - | - | - | - | (2.64) |
| Balance as at March 31, 2026 | 3.76 | 253.82 | 10.62 | 521.98 | (0.79) | 0.77 | (0.00) | (0.27) | 789.87 |

For the year ended March 31, 2025

| Description | Reserves and Surplus | | | | | | | Other comprehensive income | Total Other Equity |
|---|---|---|---|---|---|---|---|---|---|
| | General Reserve | Retained Earnings | Capital Reserve on Business Combination | Securities Premium | Treasury shares help by ESOP trust | Employee stock option reserve | Foreign Currency Translation Reserve | Re-measurement of Gains / (Losses) on Defined Benefit Plan | |
| Balance as at April 1, 2024 | 3.76 | 198.15 | 10.62 | 521.98 | - | - | - | (0.60) | 733.91 |
| Profit for the year | - | 34.83 | - | - | - | - | - | - | 34.83 |
| Other Comprehensive Income/(Loss) | - | - | - | - | - | - | - | (0.44) | (0.44) |
| Total Comprehensive Income | 3.76 | 232.98 | 10.62 | 521.98 | - | - | - | (1.04) | 768.30 |
| Equity Dividends | - | (5.28) | - | - | - | - | - | - | (5.28) |
| Balance as at March 31, 2025 | 3.76 | 227.70 | 10.62 | 521.98 | - | - | - | (1.04) | 763.01 |

Corporate information 1

Material accounting policies 2

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached
For Chandabhoy & Jassoobhoy
Chartered Accountants
Firm Registration No. 101647W

Bhupendra Nagda
Partner
Membership No. 102580

Place : Thane
Date : May 16, 2026

For and on behalf of the Board of Directors
NEOGEN CHEMICALS LIMITED
CIN : L24200MH1989PLC050919

Shyamsunder Upadhyay
Whole Time Director
DIN : 07274873

Gopikrishnan Sarathy
Chief Financial Officer

Dr. Harin Kanani
Managing Director
DIN : 05136947

Unnati Kanani
Company Secretary and Compliance Officer
M. no. A35131

NEOGEN CHEMICALS LIMITED

Consolidated Statement of Cash Flow for the Year ended March 31, 2026

(₹ in Crore unless otherwise stated)

| Particulars | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|---|---|---|
| **A. Cash Flow from Operating Activities** | | |
| Net Profit before tax | **41.08** | **50.16** |
| **Adjustments for:** | | |
| Depreciation and amortization of expense | 27.52 | 27.79 |
| Sundry balances written off | 0.18 | 0.88 |
| Allowance for doubtful debts and advances | 3.72 | 1.79 |
| Finance Costs | 75.11 | 48.50 |
| Unrealized exchange (gain) / Loss | 1.82 | 1.82 |
| Exceptional items (gain) / loss ( Refer Note 33) | - | 14.08 |
| Employees share based payment expenses | 0.77 | - |
| (Profit) / Loss on property, plant and equipment and intangible assets sold / discarded (net) | 0.02 | - |
| (Profit) / loss on sale of Investments | (0.96) | - |
| Interest income | (4.12) | (1.48) |
| **Operating Profit before Working Capital changes** | **145.14** | **143.54** |
| Adjustments for : | | |
| * (Increase) / Decrease in Inventories | (259.15) | (120.17) |
| (Increase) / Decrease in trade and other receivables | (183.14) | 78.66 |
| (Increase) / Decrease in current loans and advances and other current financial assets | (4.19) | 29.15 |
| (Increase) / Decrease in non current loans and advances and other non current financial assets | (1.12) | (2.87) |
| (Increase) / Decrease in other current assets | (108.30) | (7.55) |
| (Increase) / Decrease in other non-current assets | 1.90 | 18.33 |
| Increase / (Decrease) in Trade and other Payables | 177.08 | 113.24 |
| Increase / (Decrease) in other non-current financial liabilities | 3.13 | (1.55) |
| Increase / (Decrease) in other non-current liabilities | 2.53 | 0.35 |
| Increase / (Decrease) in other current financial liabilities | 3.81 | (43.00) |
| Increase / (Decrease) in other current liabilities | 10.50 | 0.15 |
| **Cash generated from/ (used) in operation before tax** | **(211.81)** | **208.28** |
| Income tax (paid) / refund (Net) | (19.67) | (12.30) |
| **Net Cash generated from/(used) in operation after tax (A)** | **(231.48)** | **195.98** |
| **B. Cash Flow from Investing Activities** | | |
| * Payments for acquisition of Property, Plant and Equipment (including CWIP) | (555.71) | (317.67) |
| Payments towards Intangible assets | (0.01) | (0.04) |
| Proceeds from Sale of Property, Plant and Equipment | - | 0.48 |
| Insurance Claim received against loss of Property, Plant and Equipment | 140.00 | - |
| Investments in Fixed Deposits (net) | 1.03 | (0.45) |
| Investments in Mutual Funds | (175.00) | - |
| Proceeds from Sales of Mutual Funds | 175.96 | |
| Interest Received | 3.47 | 1.09 |
| **Net Cash flow used in investing activities (B)** | **(410.26)** | **(316.59)** |
| **C. Cash Flow from Financing Activities** | | |
| Purchase of shares of Neogen Chemicals Limited from Secondary market for ESOP purpose | (0.79) | - |
| Proceeds from borrowings | 834.91 | 244.31 |
| Repayment of borrowings | (67.08) | (71.80) |
| Payments for Lease liabilities | (13.48) | (6.32) |
| Dividend paid to shareholders of company | (2.64) | (5.28) |
| Finance cost | (109.21) | (47.84) |
| **Net Cash flow generated from / (used ) in financing activities (C)** | **641.71** | **113.07** |
| **Net increase / (decrease) in cash and cash equivalents (A+B+C)** | **(0.02)** | **(7.56)** |

CHANDABHOY & JASSOBHOY LOWER PAREL MUMBAI-400 013 CHARTERED ACCOUNTANTS

NEOGEN CHEMICALS LTD. THANE

NEOGEN CHEMICALS LIMITED

Consolidated Statement of Cash Flow for the Year ended March 31, 2026

(₹ in Crore unless otherwise stated)

| Particulars | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|---|---|---|
| Cash on Hand | 0.23 | 0.20 |
| Cash at Bank | 4.73 | 12.30 |
| **Cash and Cash Equivalents at the beginning of the year** | **4.96** | **12.50** |
| Cash on Hand | 0.32 | 0.23 |
| Cash at Bank | 4.62 | 4.73 |
| **Cash and Cash Equivalents at the end of the year** | **4.94** | **4.96** |

1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard (Ind AS - 7) on Statement of Cash Flows notified u/s 133 of Companies Act, 2013 ("Act") read with Rule 4 of the Companies (Indian Accounting Standards) Rules 2015, as amended and the relevant provisions of the Act.

2. The figures for the previous year have been regrouped/reclassified wherever necessary to conform to current year's classification.

*3. Figures considered for changes in inventory and purchase of property plant and equipment are on gross basis, without considering loss on account of fire.

**Movement in Borrowings**

| Particulars | March 31, 2026 | March 31, 2025 |
|---|---|---|
| **Borrowings** | | |
| Balance at the beginning of the year | 566.05 | 393.53 |
| Cash Flow | 767.83 | 172.21 |
| Non Cash Changes (Unamortized finance cost) | (4.00) | 0.31 |
| **Balance at the end of the Year** | **1,329.89** | **566.05** |

| | |
|---|---|
| Corporate information | 1 |
| Material accounting policies | 2 |

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date
**For Chandabhoy & Jassoobhoy**
Chartered Accountants
Firm Registration No. 101647W

**Bhupendra Nagda**
Partner
Membership No. 102580

**Place : Thane**
**Date : May 16, 2026**

For and on behalf of the Board of Directors
**NEOGEN CHEMICALS LIMITED**
CIN : L24200MH1989PLC050919

**Shyamsunder Upadhyay**
Whole Time Director
DIN : 07274873

**Dr. Harin Kanani**
Managing Director
DIN : 05136947

**Gopikrishnan Sarathy**
Chief Financial Officer

**Unnati Kanani**
Company Secretary and
Compliance Officer
M. no. A35131

NEOGEN CHEMICALS LIMITED

## Accompanying notes to the Consolidated financial statements for the year ended March 31, 2026

### 1. General corporate information

Neogen Chemicals Limited is a Public Limited Group domiciled in India and incorporated under the provisions of the Companies Act, 1956 having Corporate Identity Number L24200MH1989PLC050919. Group has its registered office at Thane, Maharashtra. The Consolidated financial statements comprise financial statements of Neogen Chemicals Limited (the Company), its subsidiaries (collectively, the group), joint venture. The Group is engaged primarily the business of manufacturing of speciality chemicals which are used in Pharmaceutical, Engineering & Agro-Chemical industries. Neogen has developed significant expertise in highly demanding field of Bromine Compounds, Lithium compounds & more recently advance intermediates for pharmaceutical industries & pesticides industries of world class standards.

### 2. Summary of basis of compliance, basis of preparation and presentation, key accounting estimates, assumptions and material accounting policies

#### I. Basis of compliance

The consolidated financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and presentation and disclosures requirement of Division II of revised Schedule III of the Companies Act 2013, (Ind AS Compliant Schedule III), as applicable to consolidated financial statement. The accounting policies are applied consistently to all the years presented in the consolidated financial statements.

The consolidated financial statements of the Group for the year ended March 31, 2026 were authorized for issue in accordance with a resolution of the Board of Directors on May 16, 2026.

#### II. Basis of preparation and presentation

**Current versus non-current classification**

All assets and liabilities have been classified as per the Group's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of the products and the time taken between acquisition of assets for processing and their realization in cash and cash equivalents, the Group has ascertained its operating cycle as twelve months for the purpose of the classification of assets and liabilities into current and non-current.

**Basis of measurement**

The Consolidated financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities (including derivative instruments) that is measured at fair value;
- defined benefit plans – plan assets measured at fair value less present value of defined benefit obligation;

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

**Functional and presentation currency**

Items included in the Consolidated Financial Statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the 'Functional Currency'). The Consolidated Financial Statements are presented in Indian Rupees (₹), which is the Group's presentation currency. All amounts have been rounded off to the nearest Crore, unless otherwise indicated.

**III. Basis of Consolidation**

The Consolidated Financial Statements (CFS) comprises the Financial Statements of Neogen Chemicals Limited ("the Holding Company") and its Subsidiaries (herein after referred together as "the Group"), Associates. The CFS of the Group have been prepared in accordance with the Indian Accounting Standards on "Consolidated Financial Statements" (Ind AS 110), "Joint Arrangements" (Ind AS 111), "Disclosure of Interest in Other Entities" (Ind AS 112), "Investment in Associates and Joint Ventures" (Ind AS 28) notified under Section 133 of the Companies Act, 2013

**a) Subsidiaries:**

Subsidiaries includes all the entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns through its involvement in the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are Consolidated from the date control commences until the date control ceases. When the Group loses control over a subsidiary, it derecognizes the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognized in the Statement of Profit or Loss.

The Financial Statements of the Company and its subsidiary companies have been Consolidated on a line by- line basis by adding together of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions and resulting unrealised profit or losses, unless cost cannot be recovered, as per the applicable Accounting Standard. Accounting policies of the respective subsidiaries are aligned wherever necessary, so as to ensure consistency with the accounting policies that are adopted by the Group under Ind AS.

**b) Equity Method**

Under the equity method of accounting, the investments are initially recognized at cost and adjusted thereafter to recognize the Group's share of the post-acquisition profits or losses of the investee in the Consolidated Statement of Profit and Loss, and the Group's share of movements in OCI of the investee in OCI. Dividends received or receivable from joint ventures and an associate are recognised as a reduction in the carrying amount of the investment.

**IV. Key estimates and assumptions**

While preparing financial statements in conformity with Ind AS, the management has made certain estimates and assumptions that require subjective and complex judgments. These judgments affect the reported amount of assets, liabilities, income and expenses, disclosure of contingent liabilities at the balance sheet date and the reported amount of income and expenses for the reporting period. Future events rarely develop exactly as forecasted and the best estimates require adjustments, as actual results may differ from these estimates under different assumptions or conditions. Estimates

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD THANE

and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively. Judgement, estimates and assumptions are required in particular for:

a) **Determination of the estimated useful lives**

Useful lives of property, plant and equipment are based on the life prescribed in Schedule II of the Companies Act, 2013. In cases, where the useful lives are different from that prescribed in Schedule II and in case of intangible assets, they are based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support.

b) **Recognition and measurement of defined benefit obligations**

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation, actuarial rates and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations. Due to complexities involved in the valuation and its long term nature, defined benefit obligation is sensitive to changes in these assumptions. All assumptions are reviewed at each reporting period.

c) **Recognition of deferred tax assets and liabilities**

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases. Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against the deductible temporary differences.

d) **Discounting of long-term financial assets / liabilities**

All financial assets / liabilities are required to be measured at fair value on initial recognition. In case of financial liabilities/assets which are required to subsequently be measured at amortised cost, interest is accrued using the effective interest method.

e) **Determining whether an arrangement contains a lease**

Ind AS 116 requires lessee to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Group makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Group considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the Group has concluded that no changes are required to lease period relating to the existing lease contracts.

f) **Fair value of financial instruments**

Derivatives are carried at fair value. Derivatives includes foreign currency forward contracts. Fair value of foreign currency forward contracts are determined using the fair value reports provided by respective bankers.

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

g) **Impairment of financial assets**

The Group's management reviews periodically items classified as receivables to assess whether a provision for impairment should be recorded in the Consolidated statement of profit and loss. Management estimates the amount and timing of future cash flows when determining the level of provisions required. Such estimates are necessarily based on assumptions about several factors involving varying degrees of judgement and uncertainty.

The Group reviews it's carrying value of investments annually, or more frequently when there is indication for impairment. If the recoverable amount is less than it's carrying amount, the impairment loss is accounted for.

h) **Provisions and contingent liabilities and assets**

A provision is recognised when the Group has a present obligation (legal or constructive) because of past event and it is probable that an outflow of economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made.

In the normal course of business, contingent liabilities exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions but are disclosed unless the possibility of outflow of resources is remote.

Contingent assets are not recognised but only disclosed where an inflow of economic benefits is probable. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and its recognition is appropriate.

Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date by the Group.

**Measurement of fair values:**

The Group's accounting policies and disclosures require the measurement of fair values for, both financial and non-financial assets and liabilities. The Group has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of a financial asset or a financial liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

v) Material accounting policies

A. Revenue recognition and Other income:

(i) Sale of goods

Revenue from operations comprises of sales of goods after deduction of discounts, goods and service tax and estimated returns. Discounts given by the Group includes trade discounts, volume rebates and other incentive given to the customers. Revenue is only recognized to the extent that it is highly probable a significant reversal will not occur.

Revenue is measured based on the consideration specified in a contract with a customer and in excess of billing is recognised as a Contract Asset. Revenue from the sale of goods are recognized when control of the goods has transferred to our customer and when there are no longer any unfulfilled obligations to the customer. This is generally when the goods are delivered to the customer depending on individual customer terms, which can be at the time of dispatch or delivery. This is considered the appropriate point where the performance obligations in our contracts are satisfied as the Group no longer have control over the inventory.

Export Incentive

Export benefits arising from Duty Drawback scheme, Remission of Duties and Taxes on Export Products (RoDTEP) and other eligible export incentives are recognised on post export basis at the rate at which the entitlements accrue and is included in the 'Other Operating Income' (Revenue from operation).

(ii) 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 discounts the estimated future cash payments or receipts through the expected life of the financial instruments or a shorter period, where appropriate, to the net carrying amount of the financial assets. Interest income is included in other income in the Consolidated statement of profit and loss.

(iii) Government grant:

Grants and subsidies from the government are recognised when there is reasonable assurance that (i) the Group will comply with the condition attached to them and (ii) the grant /subsidy will be received. Government grants are recognised in the Statement of Profit and Loss on a systematic basis over the years in which the Group recognises the related costs for which the grants are intended to compensate or when performance obligations are made. Where the grant relates to an asset, it is recognized as deferred income and credited to income in equal amounts over the expected useful life of the related asset.

B. Foreign currency translation:

Transaction and balances

Transactions in foreign currencies are translated into the respective functional currencies of the Group at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences 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 and 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 transactions. Non-monetary items that are measured at fair value in a foreign currency shall be translated using the exchange rates at the date when the fair value was measured.

Exchange differences are generally recognised in the Consolidated Statement of Profit and Loss.

Foreign Operations

Assets and liabilities of entities with functional currencies other than presentation currency have been translated to the presentation currency using exchange rates prevailing on the Consolidated Balance Sheet date. The Statement of Profit and Loss has been translated using the average exchange rates. The net impact of such translation are recognised in OCI and held in foreign currency translation reserve ('FCTR'), a component of Equity.

When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount of exchange differences related to that foreign operation recognised in OCI is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant portion of the cumulative amount is re-allocated to NCI. When the Group disposes of only a part of its interest in a joint venture while retaining significant influence or joint control, the relevant proportion of cumulative amount is reclassified to profit or loss.

C. Employment Benefits

(i) Short-term obligations

All employee benefits payable wholly within twelve months of rendering services are classified as short-term employee benefits. Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably. Short-term benefits such as salaries, wages, short-term compensation absences, etc., are determined on an undiscounted basis and recognized in the period in which the employee renders the related service.

(ii) Other long-term employee benefit obligations

Liability toward Long-term Compensated Absences is provided for on the basis of an actuarial valuation, using the Projected Unit Credit Method, as at the date of the Balance Sheet.

CHANDABHOY & JASSOBHOY LOWER PAREL MUMBAI-400 013 CHARTERED ACCOUNTANTS

NEOGEN CHEMICALS LTD. THANE

Actuarial gains / losses comprising of experience adjustments and the effects of changes in actuarial assumptions are immediately recognised in the Statement of Profit and Loss. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

**(iii) Post-employment obligations**

The Group operates the following post-employment schemes:

(a) defined benefit plans such as gratuity, and
(b) defined contribution plans such as provident fund.

**(a) Defined benefit plans**: The following post – employment benefit plans are covered under the defined benefit plans:

**Gratuity:** The Group's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.
The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.
Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet. Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined liability (asset) after taking into account any changes as a result of contribution and benefit payments during the year. Net interest expense and other expenses related to gratuity benefit scheme are recognised in Consolidated statement of profit and loss.
When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

**(b) Defined contribution plans**

Group's contribution for the year paid/ payable to defined contribution retirement benefit schemes are charged to Statement of Profit and Loss in period in which the related service is provided by the employee. The Group's contribution towards provident fund are considered to be defined contribution plan for which the Group makes contribution on monthly basis. The Group pays provident fund contributions to publicly administered provident funds as per local regulations. The Group has no further payment obligations once the contributions have been paid.

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

D. Income-tax

Income tax expense comprises current and deferred tax. It is recognised in the Consolidated Statement of Profit and Loss except to the extent that it relates to a business combination, or items recognised directly in equity or in the OCI.

(i) Current tax

Current tax is the amount of tax payable (recoverable) in respect of the taxable profit / (tax loss) for the year determined in accordance with the provisions of the Income-Tax Act, 1961. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using tax rates and tax laws that have been enacted or substantively enacted at the reporting date. Current tax assets and liabilities are offset only if, the Group:

a) has a legally enforceable right to set off the recognised amounts; and

b) it is intended to realise the asset and settle the liability on a net basis or simultaneously.

(ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

-temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;

- temporary differences related to investments in subsidiaries and associates to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and

-taxable temporary differences arising on the initial recognition of goodwill

Deferred tax assets are recognised for deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves. Unrecognized deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

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.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset only if:

a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and

b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

E. Inventories

Inventories are carried in the balance sheet as follows:

(a) Raw materials, Packing materials, Stock in Trade and Stores & Spares: Cost of raw materials, packing materials, components, stores and spares includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition and are carried at lower of cost, on moving weighted average basis and net realisable value. However, raw materials and packing 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. Stores and spares which do not meet the definition of property, plant and equipment are accounted as inventory.

(b) Work-in-progress / project in progress and Finished goods-: Cost includes direct materials and direct labour and a proportion of manufacturing overheads based on normal operating capacity and other cost bringing the inventories at their present condition and location.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. The cost of inventories have been computed to include all cost of purchases, cost of conversion and other related costs incurred in bringing the inventories to the present location and condition. Slow and non-moving material, obsolescence, defective inventories are duly provided for and valued at net realizable value. Goods and materials in transit are valued at actual cost incurred upto the date of balance sheet. Materials and supplies held for use in the production of inventories are not written down if the finished products in which they will be used are expected to be sold at or above cost.

F. Property, plant and equipment (including Capital work in progress)

i. Recognition and initial measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and any accumulated impairment losses, if any. Freehold land is carried at historical cost and is not depreciated. Capital work-in-progress is stated at cost.

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

The cost of an item of property, plant and equipment comprises:

a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.

b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

c) the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

d) Items of property, plant and equipment (including capital-work-in progress) are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and any accumulated impairment losses Income and expenses related to the incidental operations,

CHANDABHOY & JASSOOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognised in the Consolidated Statement of Profit and Loss.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted and depreciated for as separate items (major components) of property, plant and equipment.
Any gain or loss on disposal of an item of property, plant and equipment is recognised in the Consolidated Statement of Profit and Loss.
Projects which are not yet ready for their intended use are carried as capital work in progress at cost determined as aforesaid.

ii. **De-recognition**

An item of property, plant and equipment and any significant part initially recognized is derecognized 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 consolidated statement of profit and loss when the asset is derecognized.

iii. **Subsequent expenditure**

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably.

iv. **Depreciation/ Amortizations**

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives specified in schedule II to the Companies Act, 2013 except for the following items. The management believes that these estimated useful lives are realistic fair approximation of the period over which the assets are likely to be used.

(a) Building – 30 years
(b) Office Premises- 60 years
(c) Plant and Machinery- 20 years
(d) M.S. Structure & FRP Gratings- 20 years
(e) Effluent Treatment Plant- 20 years
(f) Safety Equipment's- 20 years
(g) Quality Control Instruments & R & D Equipment's- 10 years
(h) Office equipment's- 5 years
(i) I T Equipment's- 3 years
(j) Furniture and fixtures- 10 years
(k) Vehicles- 8 years
(l) R & D Equipment's- 10 years
(m) Leasehold land – over the term of lease agreement

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable

amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

G. Intangible assets:

i. Recognition and initial measurement

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and any accumulated impairment losses.

The cost of an intangible asset comprises of its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use.

Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

ii. Useful life and amortisation

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and impairment losses. Amortisation is recognised on a straight-line basis over the useful lives of the asset from the date of capitalisation as below:

a. Computer software 3-5 years

The estimated useful life and amortisation method are reviewed at the end of each reporting year, with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible assets acquired in a business combination viz. Goodwill, Patents, Copyrights and Brands do not have definite useful life and thus, are not amortised. However, these assets are tested for impairment on an annual basis. These are further tested for impairment upon any indication of impairment subsequent to annual testing.

iii. De recognition:

Intangible assets are derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

H. Impairment of non- financial assets

At the end of each reporting year, the Group reviews the carrying amounts of its non-financial assets (other than inventories and deferred tax assets) to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash generating units, or otherwise they are allocated to the

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

smallest group of cash generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired. Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss.

Goodwill and intangible assets that do not have definite useful life are not amortised and are tested at least annually for impairment. If events or changes in circumstances indicate that they might be impaired, they are tested for impairment once again.

I. **Investments.**

The investments in subsidiaries, associates and joint ventures are carried in these financial statements at historical 'cost', except when the investment or a portion thereof, is classified as held for sale, in which case it is accounted for as Non-current assets held for sale and discontinued operations. Where the carrying amount of an investment is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount and the difference is transferred to the Statement of Profit and Loss. On disposal of investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to Profit and Loss.

J. **Borrowing costs:**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange difference to the extent regarded as an adjustment to the borrowing costs.

K. **Segment Reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Group. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of directors. The Group has identified only one segment as reporting segment based on the information reviewed by CODM. The Group operates in one reportable business segment i.e. "Speciality Chemicals".

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

L. Financial Instruments

a. **Recognition initial measurement**

Trade receivables and debt securities are initially recognised when they originate. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument. A financial asset or financial liability is 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. However, trade receivables that do not contain a significant financing component are measured at transaction price.

b. **Classification and subsequent measurement**

**Financial Assets**

**Financial Assets: Classification**

On initial recognition, a financial asset is classified as measured at:

- amortised cost or
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets. A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**Financial assets: Business model assessment:**

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- The stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Group's management.
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed
- how managers of the business are compensated-e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

CHANDABHOY & JASSOBHOY LOWER PAREL MUMBAI-400 013 CHARTERED ACCOUNTANTS

NEOGEN CHEMICALS LTD. THANE

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets. Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL. The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

**Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest:**

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

**Financial assets: subsequent measurement and gains and losses:**

Financial assets at FVTPL: These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial assets at amortised cost: These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

CHANDABHOY & JASSOBHOY LOWER PAREL MUMBAI-400 013 CHARTERED ACCOUNTANTS

NEOGEN CHEMICALS LTD. THANE

Financial Liabilities

**Financial liabilities: Classification, subsequent measurement and gains and losses:**
Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gains or loss on derecognition is also recognized in the statement of profit and loss.

c. **Derecognition:**

**Financial assets**
The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers not retains substantially all of the risks and rewards of ownership but does not retain control of the financial asset. If the Group enters into transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

**Financial liabilities**
The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expired. The Group also derecognises a financial liability when its terms are modified and the cash flow under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in the Consolidated statement of profit and loss.

d. **Offsetting**
Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

e. **Equity instruments**
Equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities and includes no obligation to deliver cash or other financial assets.

f. **Financial assets impairment and write off**
At each reporting date, the Group assesses whether financial assets carried at amortised cost, are credit impaired. A financial asset is 'credit-impaired' when the events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

The Group assessed the expected credit losses associated with its assets carried at amortised cost based on the Group's past history of recovery, credit worthiness of the counter party and existing and future market conditions.

For all financial assets other than trade receivables, expected credit losses are measured at an amount equal to the 12-month expected credit loss (ECL) unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. For trade receivables, the Group has applied the simplified approach for recognition of impairment allowance as provided in Ind AS 109 which requires the expected lifetime losses from initial recognition of the receivables.

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering the financial asset in its entirety or a portion thereof. A write-off constitutes a derecognition event.

## M. Provisions, contingent liabilities and contingent assets

Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expenses relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows specific to the liability. The unwinding of the discount is recognised as finance cost. A provision for onerous contracts is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Group recognises any impairment loss on the assets associated with that contract.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but will probably not, require an outflow of resources. When there is a possible obligation of a present obligation in respect of which the likelihood of outflow of resources is remote, no provision disclosure is made. A contingent asset is not recognised but disclosed in the financial statements where an inflow of economic benefit is probable.

Commitments includes the amount of purchase order (net of advance) issued to parties for completion of assets. Provisions, contingent assets, contingent liabilities and commitments are reviewed at each balance sheet date.

## N. Leases

### Group as a lessee

The Group's lease asset classes primarily consist of leases for land. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these

short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

**Group as a lessor**

Leases under which the Group is a lessor are classified as a finance or operating lease. Lease contracts where all the risks and rewards are substantially transferred to the lessee are classified as a finance lease. All other leases are classified as operating lease.

For leases under which the Group is an intermediate lessor, the Group accounts for the head-lease and the sub-lease as two separate contracts. The sub-lease is further classified either as a finance lease or an operating lease by reference to the RoU asset arising from the head-lease.

## O. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

## P. Earnings per share

### i. Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Group
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

ii. **Diluted earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

Q. **Business combination**

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree if any. Acquisition-related costs are expensed as incurred. At the acquisition date, the identifiable assets acquired and the liabilities assumed if any are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements. are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively. When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for noncontrolling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred (bargain purchase), the Group re-assesses whether it has correctly identified all the assets acquired an all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in Other Comprehensive Income (OCI) an accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

Business combinations arising from transfers of interests in entities that are under common control are accounted using pooling of interest method. The difference between consideration given and the aggregate historical carrying amounts of assets and liabilities of the acquired entity are recorded in equity.

R. **Research and Development expenditure**

Expenditure on research is recognised as an expense when it is incurred. Expenditure on development which does not meet the criteria for recognition as an intangible assets is recognised as an expense when it is incurred. Items of Property, Plant and Equipment and acquired Intangible assets are used for research and development are capitalised and depreciated in accordance with the policies stated for Property, Plant and Equipment and Intangible assets.

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

S. **Recent Pronouncements**

The Ministry of Corporate Affairs vide notification dated 7 May 2025 and 13 August 2025 notified the Companies (Indian Accounting Standards) Amendment Rules, 2025 and Companies (Indian Accounting Standards) Second Amendment Rules, 2025, respectively, which amended certain accounting standards (see below), and are effective for annual reporting periods beginning on or after 1 April 2025:

(a) **Ind AS 1** – Presentation of Financial Statements Clarifications on classification of liabilities as current or non-current, including the impact of loan covenants and rights to defer settlement.

(b) **Supplier Finance Arrangements – Amendments to Ind AS 7 and Ind AS 107** The amendment in Ind AS 7 requires to inform users of financial statements of the existence of supplier finance arrangements and explain the nature of the arrangements, the carrying amount of liabilities and the range of payment due dates. Ind AS 107 has been amended to add supplier finance arrangements as a factor that may cause concentration of liquidity risk. The Company provided new disclosures for liabilities under supplier finance arrangements in note 22.

(c) **International Tax Reform – Pillar Two Model Rules – Amendments to Ind AS 12** The Ministry of Corporate Affairs (MCA) has notified amendments to Ind AS 12, Income Taxes, to incorporate the OECD Pillar Two Model Rules. These amendments introduce specific disclosure requirements for entities that may be subject to Pillar Two income tax. Pillar Two legislation has not yet been enacted in India, where the Group is headquartered. Accordingly, no adjustments have been made to these financial statements in respect of Pillar Two income taxes. The Group will continue to monitor developments in India and other jurisdictions in which it operates, and will evaluate the impact of such legislation as and when it becomes applicable.

(d) **Lack of Exchangeability – Amendments to Ind AS 21** The amended Ind AS 21 have added requirements to help entities to determine whether a currency is exchangeable into another currency, and the spot exchange rate to use where it is not.

These amendments did not have any material impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

T. **New and amended standards not yet adopted**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

Ind AS 1– Presentation of Financial Statements Clarifications on classification of liabilities as current or non-current, basis the timing of waiver granted by the lender on breach of a material provision. Once effective, the Group does not expect this amendment to have a material impact on its operations or financial statements.

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

NEOGEN CHEMICALS LIMITED

Accompanying notes to Consolidated Financial Statements for the Year ended March 31, 2026

(₹ in Crore unless otherwise stated)

Note 3 : Property, Plant and Equipment

| Particulars | Freehold Land | Leasehold Land | Factory Buildings | Office premises | Plant & Machineries | M.S.Structure & FRP Grattings | Quality Control Equipments | R & D Equipments | Effluent Treatment Equipments | Safety Equipments | Office Equipments | I.T Equipments | Vehicles | Furniture & Fixtures | Total |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **Gross Block:** | | | | | | | | | | | | | | | |
| As at April 1, 2024 | 128.94 | 9.54 | 83.80 | - | 262.13 | 7.58 | 13.51 | 5.75 | 7.70 | 4.21 | 2.81 | 4.52 | 1.19 | 4.17 | 535.85 |
| Additions during the year | 1.29 | 0.64 | 4.28 | 1.73 | 53.10 | 1.16 | 1.28 | 0.23 | 0.46 | 0.10 | 0.28 | 0.25 | - | 0.75 | 65.55 |
| Disposals/Adjustments during the year | - | - | 0.03 | - | (0.64) | - | 0.01 | - | 0.01 | (0.01) | (0.07) | - | (0.01) | 0.01 | (0.67) |
| Loss by fire (Refer Note 33) | - | - | (34.83) | - | (134.77) | (0.72) | (0.06) | - | (0.53) | (1.11) | (0.27) | (0.25) | - | (0.31) | (172.84) |
| **As at March 31, 2025** | **130.23** | **10.18** | **53.28** | **1.73** | **179.82** | **8.02** | **14.75** | **5.98** | **7.64** | **3.19** | **2.75** | **4.52** | **1.18** | **4.61** | **427.88** |
| As at April 1, 2025 | 130.23 | 10.18 | 53.28 | 1.73 | 179.82 | 8.02 | 14.75 | 5.98 | 7.64 | 3.19 | 2.75 | 4.52 | 1.18 | 4.61 | 427.88 |
| Additions during the year | - | - | 4.72 | 0.16 | 42.89 | 0.19 | 1.03 | 0.47 | 1.67 | 0.52 | 0.95 | 0.52 | - | 0.31 | 53.42 |
| Disposals/Adjustments during the year | - | - | - | - | (0.10) | - | (0.00) | (0.00) | - | - | (0.40) | (0.06) | - | (0.05) | (0.61) |
| **As at March 31, 2026** | **130.23** | **10.18** | **58.01** | **1.89** | **222.60** | **8.21** | **15.78** | **6.44** | **9.30** | **3.71** | **3.29** | **4.99** | **1.18** | **4.88** | **480.69** |
| **Accumulated Depreciation:** | | | | | | | | | | | | | | | |
| As at April 1, 2024 | - | 0.89 | 7.81 | - | 31.30 | 2.63 | 3.21 | 1.35 | 1.21 | 0.65 | 1.52 | 2.93 | 0.54 | 1.41 | 55.44 |
| Depreciation for the year | - | 0.16 | 2.69 | 0.00 | 13.28 | 0.50 | 1.30 | 0.54 | 0.39 | 0.22 | 0.42 | 0.73 | 0.14 | 0.44 | 20.81 |
| On disposals/adjustments during the year | - | 0.05 | (0.02) | 0.01 | 0.07 | - | 0.02 | 0.01 | 0.01 | (0.01) | (0.01) | - | (0.01) | 0.02 | 0.14 |
| Loss by fire (Refer Note 33) | - | - | (3.67) | - | (17.78) | (0.07) | (0.02) | - | (0.03) | (0.17) | (0.13) | (0.21) | - | (0.10) | (22.16) |
| **As at March 31, 2025** | **-** | **1.10** | **6.81** | **0.01** | **26.88** | **3.06** | **4.51** | **1.90** | **1.57** | **0.69** | **1.81** | **3.45** | **0.67** | **1.78** | **54.24** |
| As at April 1, 2025 | - | 1.10 | 6.81 | 0.01 | 26.88 | 3.06 | 4.51 | 1.90 | 1.57 | 0.69 | 1.81 | 3.45 | 0.67 | 1.78 | 54.24 |
| Depreciation for the year | - | 0.16 | 1.80 | 0.03 | 10.07 | 0.52 | 1.37 | 0.74 | 0.41 | 0.18 | 0.38 | 0.57 | 0.14 | 0.45 | 16.81 |
| On disposals/adjustments during the year | - | - | - | - | (0.04) | - | (0.00) | (0.00) | - | - | (0.37) | (0.05) | - | (0.03) | (0.50) |
| **As at March 31, 2026** | **-** | **1.26** | **8.61** | **0.04** | **36.91** | **3.58** | **5.87** | **2.64** | **1.99** | **0.87** | **1.81** | **3.97** | **0.80** | **2.20** | **70.55** |
| **Net Book Value:** | | | | | | | | | | | | | | | |
| As at March 31, 2025 | 130.23 | 9.08 | 46.47 | 1.72 | 152.94 | 4.96 | 10.25 | 4.08 | 6.07 | 2.50 | 0.94 | 1.07 | 0.51 | 2.84 | 373.64 |
| **As at March 31, 2026** | **130.23** | **8.92** | **49.40** | **1.84** | **185.69** | **4.63** | **9.91** | **3.80** | **7.32** | **2.84** | **1.49** | **1.02** | **0.37** | **2.68** | **410.14** |

**Footnote:**

1) Refer Note 17 for the details in respect of certain property, plant and equipment hypothecated / mortgaged as security against borrowings.

2) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), are held in the name of the Company.

CHANDABHOY & JASSOOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

NEOGEN CHEMICALS LIMITED

Accompanying notes to Consolidated Financial Statements for the Year ended March 31, 2026

(₹ in Crore unless otherwise stated)

Note 4 : Right of Use Assets

| Particulars | Premises | Plant and Machinery | Computer | Office Equipment | Furniture and Fixture | Total |
|---|---|---|---|---|---|---|
| Gross block: | | | | | | |
| As at April 1, 2024 | 22.79 | - | - | - | - | 22.79 |
| Additions during the year | 2.98 | 0.11 | 0.37 | 7.67 | 11.14 | 22.27 |
| Disposals during the year | (0.13) | - | - | - | - | (0.13) |
| As at March 31, 2025 | 25.64 | 0.11 | 0.37 | 7.67 | 11.14 | 44.93 |
| As at April 1, 2025 | 25.64 | 0.11 | 0.37 | 7.67 | 11.14 | 44.93 |
| Additions during the year | 26.21 | 14.31 | 3.67 | 0.26 | 1.73 | 46.18 |
| Disposals during the year | (5.40) | 0.01 | (0.16) | (0.71) | 0.57 | (5.69) |
| As at March 31, 2026 | 46.45 | 14.43 | 3.88 | 7.23 | 13.43 | 85.42 |
| Accumulated Depreciation: | | | | | | |
| As at April 1, 2024 | 8.69 | - | - | - | - | 8.69 |
| Depreciation for the year | 4.67 | 0.01 | 0.06 | 0.73 | 1.26 | 6.73 |
| On disposals/ adjustments during the year | 0.24 | - | - | - | - | 0.24 |
| As at March 31, 2025 | 13.60 | 0.01 | 0.06 | 0.73 | 1.26 | 15.66 |
| | | | | | | - |
| As at April 1, 2025 | 13.60 | 0.01 | 0.06 | 0.73 | 1.26 | 15.66 |
| Depreciation for the year | 7.27 | 0.37 | 0.50 | 0.85 | 1.44 | 10.43 |
| On disposals/adjustments during the year | (4.57) | (0.00) | (0.05) | (0.11) | 0.04 | (4.69) |
| As at March 31, 2026 | 16.30 | 0.38 | 0.51 | 1.47 | 2.74 | 21.40 |
| Net Book Value: | | | | | | |
| As at March 31, 2025 | 12.04 | 0.10 | 0.31 | 6.94 | 9.88 | 29.27 |
| As at March 31, 2026 | 30.15 | 14.05 | 3.37 | 5.76 | 10.69 | 64.02 |

Also Refer Note 18 Leases

Note 5 : Capital Work in Progress

| Particulars | Amount |
|---|---|
| As at April 1, 2024 | 108.91 |
| Additions during the year | 155.00 |
| Deletion during the year | (32.97) |
| Loss by fire (Refer Note 33) | (9.20) |
| Capitalised during the year | (65.55) |
| As at March 31, 2025 | 156.19 |
| As at April 1, 2025 | 156.19 |
| Additions during the year | 754.35 |
| Deletions during the year | - |
| Capitalised during the year | (53.42) |
| As at March 31, 2026 | 857.12 |

a) Capital work in progress (CWIP) Ageing Schedule

| | As at March 31, 2026 | | | | As at March 31, 2025 | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Particulars | Less than 1 year | 1-2 years | More than 3 years | Total | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Project in Progress | 737.53 | 77.15 | 0.11 | 857.12 | 91.90 | 62.29 | 2.00 | - | 156.19 |

b) Following are the projects whose completion is overdue or has exceeded its cost compared to its original plan

| Project | Original Cost | Revised Cost | Cost Incurred till Reporting Date* | Original Timeline | Revised Timeline |
|---|---|---|---|---|---|
| Dahej - Phase 1 Expansion Project | 339.32 | 428.40 | 289.95 | May 15, 2026 | February 15, 2027 |
| Pakhajan - Phase 2 Manufacturing Project | 1,165.19 | 1,366.76 | 588.59 | April 1, 2026 | March 31, 2027 |
| Total | 1,504.51 | 1,795.16 | 878.54 | | |

*Includes assets already capitalised.

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

The revision in project costs and timelines is primarily attributable to:

- design optimisation and technology upgrades based on process engineering requirements;
- increase in procurement and logistics costs for imported plant and equipment;
- foreign exchange fluctuations impacting imported capital goods;
- additional environmental, safety and utility infrastructure requirements; and
- changes in execution schedules for critical process equipment and supporting utilities.

Management continues to closely monitor project implementation through periodic technical and commercial reviews and expects the projects to be completed within the revised timelines.

c) Projects which have exceeded their original timeline, whose estimated completion schedule is given below :

| Particulars | As at March 31, 2026 | | | | As at March 31, 2025 | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | To be completed in | | | | To be completed in | | | | |
| | Less than 1 year | 1-2 years | More than 3 years | Total | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Dahej - Phase 1 Expansion Project | 210.53 | - | - | 210.53 | - | 82.06 | - | - | 82.06 |
| Pakhajan - Phase 2 Manufacturing Project | 485.65 | - | - | 485.65 | - | 46.61 | - | - | 46.61 |
| Total | 696.18 | - | - | 696.18 | - | 128.67 | - | - | 128.67 |

The Company believes that the ongoing projects will enhance manufacturing integration, improve operating efficiencies and support future growth in the specialty chemicals business.

d) Refer Note 17 for the details in respect of Capital Work in Progress hypothecated / mortgaged as security against borrowings.

Note 6 : Intangible assets

| Particulars | Computer Software | Total |
|---|---|---|
| Gross block: | | |
| As at April 1, 2024 | 1.91 | 1.91 |
| Additions during the year | 0.04 | 0.04 |
| Disposals during the year | - | - |
| As at March 31, 2025 | 1.95 | 1.95 |
| As at April 1, 2025 | 1.95 | 1.95 |
| Additions during the year | 0.01 | 0.01 |
| Disposals during the year | (0.18) | (0.18) |
| As at March 31, 2026 | 1.78 | 1.78 |
| Accumulated amortisation: | | |
| As at April 1, 2024 | 0.76 | 0.76 |
| Amortisation for the year | 0.25 | 0.25 |
| On disposals/ Adjustments during the year | - | - |
| As at March 31, 2025 | 1.01 | 1.01 |
| As at April 1, 2025 | 1.01 | 1.01 |
| Amortisation for the year | 0.27 | 0.27 |
| On disposals during the year | (0.14) | (0.14) |
| As at March 31, 2026 | 1.14 | 1.14 |
| Net Book Value: | | |
| As at March 31, 2025 | 0.94 | 0.94 |
| As at March 31, 2026 | 0.64 | 0.64 |

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

(₹ in Crore unless otherwise stated)

Note 7 : Non current Investement

| Particulars | As at March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|
| | Number / Percentage Share | Amount | Number / Percentage Share | Amount |
| Investment in Joint Venture | | | | |
| *At Cost* | | | | |
| Dhara Fine Chem Industries | 90% | 0.45 | 90% | 0.45 |
| Total | | 0.45 | | 0.45 |

Note 7 (i) : Other disclosure

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Aggregate amount of quoted investment | - | - |
| Market value of quoted investment | - | - |
| Aggregate amount of unquoted investment | 0.45 | 0.45 |
| Aggregate amount of impairment in the value of investments | - | - |

Note 7 (ii) : Percentage of Share Holding / Share in profit or loss

| Particulars | Place of business | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|
| Name of subsidiaries, joint venture | | | |
| Dhara Fine Chem Industries | Vadodara, Gujarat | 90.00 | 90.00 |

Note 7 (iii) : Other disclosures

Details of Partnership Firm:

| Particulars | | Total capital | Partner share |
|---|---|---|---|
| Name of the Firm: | Dhara Fine Chem Industries | | |
| Name of the Partners: | C.R. Mirani | 0.05 | 10% |
| | Neogen Chemicals Limited | 0.45 | 90% |
| Total | | 0.50 | 100% |

Note 8 : Loans

| Particulars | Current | | Non current | |
|---|---|---|---|---|
| | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2026 | As at March 31, 2025 |
| (Unsecured, Considered Good, unless otherwise stated) | | | | |
| Loan to related parties (Refer Note 8.1 and Note 43) | 0.30 | 0.30 | - | - |
| Loan to employees | 0.05 | 0.09 | 0.29 | 0.27 |
| Total | 0.35 | 0.39 | 0.29 | 0.27 |

There are no loans or advances in the nature of loan granted to Promoter, Director, KMP and their related party (as defined under Companies Act 2013) either severally or jointly with any other person that are:

(a) Repayable on demand or

(b) without specifying any terms or period of repayment

8.1 Loan to Joint Venture, given for general business purpose and carries 12.00 % rate of interest.

Note 9 : Other financial assets

| Particulars | Current | | Non current | |
|---|---|---|---|---|
| | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2026 | As at March 31, 2025 |
| (Unsecured, considered good unless stated otherwise) | | | | |
| *Fixed deposits with banks | 8.45 | 28.80 | 6.21 | 1.89 |
| *Corporate fixed deposits | - | - | 15.00 | - |
| Contract assets | 66.65 | 61.35 | - | - |
| *Security deposits | 5.85 | - | 13.05 | 11.95 |
| Advance to employees | 0.14 | 0.01 | - | - |
| Interest accrued on fixed deposits | 1.13 | 0.13 | - | - |
| Interest receivable on inter corporate deposit | - | 0.35 | - | - |
| Insurance claim receivable (Refer Note 33) | 203.18 | 348.82 | - | - |
| Derivative Asset for Forwards Contracts | 0.13 | - | - | - |
| Other Receivables | 0.71 | 1.59 | - | - |
| Total | 286.24 | 441.05 | 34.26 | 13.84 |

*Fixed Deposits, Corporate Fixed deposit, and current Security deposit are restricted and same are held as margin money/lien with various banks, government authorities and lenders.

Reconciliation of contract assets:

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| At the beginning of year | 61.35 | 71.74 |
| Unbilled revenue | 94.39 | 131.99 |
| Billed to customer | (89.09) | (142.38) |
| At the end of the year | 66.65 | 61.35 |

Note 10 : Other assets

| Particulars | Current | | Non current | |
|---|---|---|---|---|
| | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2026 | As at March 31, 2025 |
| (Unsecured, Considered Good unless otherwise stated) | | | | |
| Capital advances | - | - | 137.91 | 166.45 |
| Advances to vendors | 16.46 | 5.62 | - | - |
| Balance with government authorities | 111.18 | 30.15 | - | - |
| Prepaid expenses | 24.60 | 8.31 | 4.53 | 6.43 |
| Others | 0.14 | - | - | - |
| Total | 152.38 | 44.08 | 142.44 | 172.88 |

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

NEOGEN CHEMICALS LIMITED

Accompanying notes to Consolidated Financial Statements for the Year ended March 31, 2026

(₹ in Crore unless otherwise stated)

Note 11 : Inventories

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| *Raw materials (Refer Note (a) below) | 132.90 | 46.57 |
| Packing materials | 3.66 | 4.56 |
| *Finished goods | 80.35 | 16.70 |
| *Work-in-progress | 341.27 | 233.26 |
| Stores and spares | 9.84 | 7.75 |
| Fuel | 0.21 | 0.29 |
| Total | 568.23 | 309.13 |

*Hypothecated with banks for working capital facilities and Term loans

(a) Raw materials includes goods in transit amounting to ₹ 21.68 crore (March 31, 2025 ₹ NIL).

Note 12 : Trade receivables

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Secured | | |
| Unsecured | | |
| (i) Considered good* | 380.36 | 200.22 |
| (ii)Trade receivable which have significant increase in risk | 6.06 | 2.69 |
| (iii)Trade receivables credit impaired | | |
| Less: Allowance for expected credit loss | (6.06) | (2.69) |
| Total | 380.36 | 200.22 |

*Hypothecated with banks for working capital facilities.

Trade Receivables includes amount due from from Related parties amounting to ₹ 0.23 crore (March 31, 2025 ₹ 1.18 crore).

No trade or rother receivables are due from directors or other officers of the Company either severally or jointly with any other person

a) Ageing of Trade Receivable

Trade receivable ageing schedule as on March 31, 2026

| Particulars | Not due | Outstanding for following periods from due date of payment | | | | | Total |
|---|---|---|---|---|---|---|---|
| | | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed trade receivables | | | | | | | |
| - considered good | 114.60 | 230.09 | 22.88 | 12.42 | 0.26 | 0.11 | 380.36 |
| - which have significant increase in risk | - | 2.54 | 0.91 | 1.08 | 1.42 | 0.11 | 6.06 |
| - credit impaired | - | - | - | - | - | - | - |
| Disputed trade receivables | | | | | | | |
| - considered good | - | - | - | - | - | - | - |
| - which have significant increase in risk | - | - | - | - | - | - | - |
| - credit impaired | - | - | - | - | - | - | - |
| Total | 114.60 | 232.63 | 23.79 | 13.50 | 1.68 | 0.22 | 386.42 |
| Less: Loss allowance | - | (2.54) | (0.91) | (1.08) | (1.42) | (0.11) | (6.06) |
| Total current trade receivables | 114.60 | 230.09 | 22.88 | 12.42 | 0.26 | 0.11 | 380.36 |

The loss allowance disclosed in the above tables made based on expected credit loss method.

Trade receivable ageing schedule as on March 31, 2025

| Particulars | Not due | Outstanding for following periods from due date of payment | | | | | Total |
|---|---|---|---|---|---|---|---|
| | | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed trade receivables | | | | | | | |
| - considered good | 47.91 | 137.76 | 8.53 | 6.02 | - | - | 200.22 |
| - which have significant increase in risk | - | 1.16 | 0.31 | 0.39 | 0.83 | - | 2.69 |
| - credit impaired | - | - | - | - | - | - | - |
| Disputed trade receivables | | | | | | | |
| - considered good | - | - | - | - | - | - | - |
| - which have significant increase in risk | - | - | - | - | - | - | - |
| - credit impaired | - | - | - | - | - | - | - |
| Total | 47.91 | 138.92 | 8.84 | 6.41 | 0.83 | - | 202.91 |
| Less: Loss allowance | - | (1.16) | (0.31) | (0.39) | (0.83) | - | (2.69) |
| Total current trade receivables | 47.91 | 137.76 | 8.53 | 6.02 | (0.00) | - | 200.22 |

The loss allowance disclosed in the above tables made based on expected credit loss method.

Note 13 : Cash and cash equivalents

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| (i) Balances with banks : | | |
| In current accounts | 4.62 | 4.73 |
| (ii) Cash on hand | 0.32 | 0.23 |
| Total | 4.94 | 4.96 |

Note 14 : Bank balances other than cash and cash equivalents

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Balances with Banks: | | |
| (i) Deposit accounts (with original maturity of more than 3 months, but less than 12 months) | 0.00 | - |
| (ii) Earmarked balances with banks-unclaimed dividend | 0.01 | 0.00 |
| Total | 0.01 | 0.00 |

There are no amount due to be credited to Investor Education and Protection Fund in accordance with Section 125 (2) (c) of the Companies Act, 2013 as at the year end.

CHANDABHOY & JASSOOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

(₹ in Crore unless otherwise stated)

Note 15 : Equity share capital

| Particulars | As at March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|
| | No of shares | ₹ in Crore | No of shares | ₹ in Crore |
| **Authorised capital** | | | | |
| Equity Shares of ₹ 10/- each | 9,00,26,000 | 90.03 | 9,00,26,000 | 90.03 |
| Preference shares of Rs 100/- each | 10,00,000 | 10.00 | 10,00,000 | 10.00 |
| Total | 9,10,26,000 | 100.03 | 9,10,26,000 | 100.03 |
| **Issued, Subscribed and Fully Paid up** | | | | |
| Equity Shares of ₹ 10/- each | 2,63,81,674 | 26.38 | 2,63,81,674 | 26.38 |
| Total | 2,63,81,674 | 26.38 | 2,63,81,674 | 26.38 |

Note 15(a) : Reconciliation of number of shares outstanding at end of the year

| Particulars | As at March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|
| | No of Shares | ₹ in Crore | No of Shares | ₹ in Crore |
| Equity Shares outstanding at the beginning of the year | 2,63,81,674 | 26.38 | 2,63,81,674 | 26.38 |
| Treasury shares held under ESOP Trust | (5,000) | (0.00) | - | - |
| Equity Shares outstanding at the end of the year | 2,63,76,674 | 26.38 | 2,63,81,674 | 26.38 |

(b) Rights, preferences & Restriction of each class of shares

The Holding Company has one class of Equity shares having a par value of ₹ 10 per share. Each Share holder is eligible for one vote per share held. All Equity Shareholders are eligible to receive dividends in proportion to their shareholdings. The dividends proposed by the Board of Directors are subject to the approval of the Shareholders in the ensuing Annual General Meeting. In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their share holding.

(c) Note For Shares Held Under Esop Trust

The Holding Company has created an Employee Stock Ownership Plan (ESOP) for providing share-based payment to its employees. ESOP is the primary arrangement under which shared plan service incentives are provided to certain specified employees of the Group in India. For the purpose of the scheme, the company purchases shares from the open market under ESOP trust. The company treats ESOP trust as its extension and shares held by ESOP trust are treated as treasury shares.

For the details pertaining to the Employee Stock Ownership Plan (ESOP) of the Group (Refer Note 29)

Movement in treasury shares

| Particulars | As at March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|
| Shares of ₹ 10/- each fully paid up held under ESOP trust | Number of shares | ₹ in Crore | Number of shares | ₹ in Crore |
| Opening | - | - | - | - |
| Changes during the year | 5,000 | 0.00 | - | - |
| Closing | 5,000 | 0.00 | - | - |

Note 15(d) : Details of shareholders holding more than 5% shares in the Company are set out below

| Name of the Shareholder | As at March 31, 2026 | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2025 |
|---|---|---|---|---|
| Equity shares | No. of Shares | % | No. of Shares | % |
| Mr. Haridas Kanani | 3,75,387 | 1.42% | 1,04,05,078 | 39.44% |
| SBI Mutual Fund under its various Schemes | 23,35,403 | 8.85% | 20,27,983 | 7.69% |
| Dr. Harin H Kanani | 33,38,250 | 12.66% | 20,00,000 | 7.58% |
| Axis Mutual Fund under its various schemes | 15,80,699 | 5.99% | 15,83,354 | 6.00% |
| Haridas Kanani Family Trust | 52,76,500 | 20.00% | - | 0.00% |
| Beena Kanani Family Trust | 26,38,250 | 10.00% | - | 0.00% |

Note 15(e) : Details of shares held by promoter group at the end of the year

As at March 31, 2026

| Promoter Name | Number of Shares at the beginning of Year | % of Total Share | Changes during the Year | Number of Share at the end of Year | % of Total Share | % Change during the Year |
|---|---|---|---|---|---|---|
| Haridas Thakarshi Kanani | 1,04,05,078 | 39.45% | (1,00,29,691) | 3,75,387 | 1.42% | -38.02% |
| Harin Haridas Kanani | 20,00,000 | 7.58% | 13,38,250 | 33,38,250 | 12.66% | 5.07% |
| Amritlal Thakarsi Kanani | 1,000 | 0.00% | - | 1,000 | 0.00% | 0.00% |
| Arun Krishnalal Gandhi | 1,000 | 0.00% | - | 1,000 | 0.00% | 0.00% |
| Asha Deepak Dalal | 1,990 | 0.01% | - | 1,990 | 0.01% | 0.00% |
| Beena Haridas Kanani | 1,00,309 | 0.38% | 2,74,691 | 3,75,000 | 1.42% | 1.04% |
| Charulata Bharatkumar Reshamwala | 1,062 | 0.00% | - | 1,062 | 0.00% | 0.00% |
| Malia Harshida Kishor | 2,000 | 0.01% | - | 2,000 | 0.01% | 0.00% |
| Pallika Haridas Kanani | 9,98,000 | 3.78% | - | 9,98,000 | 3.78% | 0.00% |
| Pratik Kishor Malia | 1,300 | 0.00% | - | 1,300 | 0.00% | 0.00% |
| Rashmikant Krishnalal Gandhi | 1,000 | 0.00% | - | 1,000 | 0.00% | 0.00% |
| Vanita Madhwani | 2,000 | 0.01% | - | 2,000 | 0.01% | 0.00% |
| Haridas Kanani Family Trust | - | 0.00% | 52,76,500 | 52,76,500 | 20.00% | 20.00% |
| Beena Kanani Family Trust | - | 0.00% | 26,38,250 | 26,38,250 | 10.00% | 10.00% |
| H T Kanani Family Trust | - | 0.00% | 5,02,000 | 5,02,000 | 1.90% | 1.90% |
| Total | 1,35,14,739 | 51.24% | - | 1,35,14,739 | 51.24% | 0.00% |

As at March 31, 2025

| Promoter Name | Number of Shares at the beginning of Year | % of Total Share | Changes during the Year | Number of Share at the end of Year | % of Total Share | % Change during the Year |
|---|---|---|---|---|---|---|
| Haridas Thakarshi Kanani | 1,19,00,078 | 45.11% | (14,95,000) | 1,04,05,078 | 39.44% | -5.67% |
| Harin Haridas Kanani | 20,00,000 | 7.58% | - | 20,00,000 | 7.58% | 0.00% |
| Amritlal Thakarsi Kanani | 1,000 | 0.00% | - | 1,000 | 0.00% | 0.00% |
| Arun Krishnalal Gandhi | 1,000 | 0.00% | - | 1,000 | 0.00% | 0.00% |
| Asha Deepak Dalal | 1,990 | 0.01% | - | 1,990 | 0.01% | 0.00% |
| Beena Haridas Kanani | 1,00,309 | 0.38% | - | 1,00,309 | 0.38% | 0.00% |
| Charulata Bharatkumar Reshamwala | 1,062 | 0.00% | - | 1,062 | 0.00% | 0.00% |
| Malia Harshida Kishor | 2,000 | 0.01% | - | 2,000 | 0.01% | 0.00% |
| Pallika Haridas Kanani | 9,98,000 | 3.78% | - | 9,98,000 | 3.78% | 0.00% |
| Pratik Kishor Malia | 1,300 | 0.00% | - | 1,300 | 0.00% | 0.00% |
| Rashmikant Krishnalal Gandhi | 1,000 | 0.00% | - | 1,000 | 0.00% | 0.00% |
| Vanita Madhwani | 2,000 | 0.01% | - | 2,000 | 0.01% | 0.00% |
| Total | 1,50,09,739 | 56.89% | (14,95,000) | 1,35,14,739 | 51.23% | -5.67% |

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

NEOGEN CHEMICALS LIMITED

Accompanying notes to Consolidated Financial Statements for the Year ended March 31, 2026

(₹ in Crore unless otherwise stated)

Note 16 : Other Equity

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Capital Reserve on account of Business Combination | 10.62 | 10.62 |
| General Reserve | 3.76 | 3.76 |
| Retained earnings | 253.82 | 227.70 |
| Securities Premium | 521.98 | 521.98 |
| Treasury shares held by ESOP trust | (0.79) | - |
| Employee stock option reserve | 0.77 | - |
| Other Comprehensive Income | (0.27) | (1.04) |
| Foreign Currency Translation Reserve | (0.00) | - |
| **Total Other Equity** | **789.87** | **763.01** |

**The Description of the nature and purpose of each reserve within equity:**

**Capital Reserve on Business Combination:** This represents the capital reserve on account of business combination on purchase of unit of Solaris Chemtech Industries limited, amalgamation of Buli Chemicals India Private Limited under common control business combination transaction.

**General reserve:** General reserve is a free reserve which is created by transferring fund from retained earnings to meet future obligations and purposes.

**Retained earnings:** Retained earnings are the profits that the company has earned till date, less any transfers to general reserve, dividends paid to shareholders.

**Securities Premium:** Security premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of Companies Act, 2013.

**Treasury Shares** : The Company has formed an Employee Welfare Trust for purchasing Company's share to be allotted to eligible employees under Employees Stock Options Scheme, 2024. As per Ind AS 32 : Financial Instruments: Presentation, Reacquired equity shares of the company are called Treasury Shares and deducted from equity.

**Employee stock option reserve** : The Company offers ESOP, under which options to subscribe for the Company's share have been granted to certain employees and senior management of group. The reserve is used to recognise the value of equity settled share based payments provided as part of the ESOP scheme.

**Other comprehensive income** - Remeasurement of defined benefit plans : Remeasurement of defined benefit plans represents actuarial gains and losses relating to gratuity.

**Foreign Currency Translation Reserve:** Foreign currency translation reserve includes all resulting exchange differences arising from(a) translating the assets and liabilities of the foreign operations into Indian Rupees using exchange rates prevailing at the end of each reporting period and (b) translating income and expense items of the foreign operations at the average exchange rates for the period.

Note 17 : Borrowings

| Particulars | Current | | Non current | |
|---|---|---|---|---|
| | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2026 | As at March 31, 2025 |
| **Secured loans** | | | | |
| (i) Term Loans from banks | 28.91 | 43.71 | 623.42 | 170.10 |
| (ii) Term Loans from other parties | 62.39 | - | - | - |
| (iii) 10.5% Non convertible Debenture | - | - | 195.73 | - |
| (iv) Working Capital Demand Loan From Bank (Refer Note 9 below) | 241.00 | 162.00 | - | - |
| (v) Buyers Credit (Refer Note 9 below) | 2.46 | - | - | - |
| (vi) Cash Credit (Refer Note 9 below) | 116.78 | 190.23 | - | - |
| **Unsecured loans** | | | | |
| (i) Loan from related party | 59.20 | - | - | - |
| **Total** | **510.74** | **395.94** | **819.15** | **170.10** |

*Current portion represents current maturities of long term borrowings

**Notes:**

1. The secured term loan outstanding of ₹ 24.25 crore (March 31, 2025 : ₹ 48.82 crore) from HDFC Bank carries interest at 7.9% p.a (REPO rate plus 2.65%). The loan is repayable within 7 years from its origination and the final instalment of repayment is due on 30-03-2028. Charge created on current and future movable and immovables assets of the company.

2. The secured term loan outstanding of ₹ 13.75 crore (March 31, 2025 : ₹ 18.75 crore) from Axis Bank carries interest at 7.95% p.a (REPO rate plus 2.70%). The loan is repayable within 7 years from its origination and the final instalment of repayment is due on 31-12-2028. Charge created on current and future movable and immovables assets of the company.

3. The secured term loan outstanding of ₹ 21.13 crore (March 31, 2025 : ₹ 11.99 crore ) from Bandhan Bank carries interest at 8.25% p.a (REPO rate plus 3.00%). The loan is repayable within 7 years from its origination and the final instalment of repayment is due on 29-08-2031. Charge created on current and future movable and immovables assets of the company.

4. Redeemable Non Convertible Debentures (NCD) issued by company amounting to ₹ 200.00 crore (March 31, 2025: ₹ Nil) are rated, listed and secured by way of Subservient charge over immovable assets at Karakhadi and Dahej and all the movable asset of the company. These debentures will mature on 12-02-2028 . The interest rates is 10.5% p.a.

5. The secured term loan outstanding of ₹ 62.39 crore (March 31, 2025: ₹ Nil) from Vivitri Capital carries interest at 12.00% p.a. The loan is repayable within 2 years from its origination and the final instalment of repayment is due on 28-03-2028, with lender having put option. Subservient and continuing charge by way of hypothecation over all current and future current assets and present and future movable and immovable fixed assets.

6. The secured term loan outstanding of ₹ 421.85 crore (March 31, 2025 : ₹ 122.35 crore) consist of loan from State Bank of India for Pakhajan Phase 2 project which carries interest at 9.60% p.a (6M MCLR + 1%) which is repayable within 13 years from its origination, first instalment being due on June 30, 2028 and the final instalment of repayment is due on March 31, 2037, secured by creating charge on present and future, both immovable assets and movable Plant and Machinery, Receivables, book debts and Inventories at Pakhajan site, corporate guarantee given by Holding Company.

7. The secured term loan outstanding of ₹ 172.14 crore (March 31, 2025 : ₹ Nil) consist of loan from Axis Bank, KVB bank, Union Bank of India for Dahej Phase 1 carries interest at 8.75% p.a (Repo Rate + 3.5%), 9.15% p.a (Repo Rate + 3.9%), 9.10% p.a (1 Year MCLR + 0.5%), respectively. Said term loans are secured by creating first pari passu charge on present and future, both immovable assets and movable Plant and Machinery, Receivables, book debts and Inventories at Dahej site, corporate guarantee given by Holding Company. Maturity for the above term loans ranges from 10 years 9 months to 11 years from date of disbursement. First instalment being due on September 30, 2026 and the final instalment of repayment is due in June 30, 2036.

8. Loan from related party consists of unsecured Inter corporate deposit from Company over which the Directors have significant influence or control being 'Cadamba Solutions Private Limited', carrying rate of interest at 9.85% p.a.

9. Charge created on current and future movable and immovables assets of the company.

CHANDABHOY & JASSOOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

NEOGEN CHEMICALS LIMITED

Accompanying notes to Consolidated Financial Statements for the Year ended March 31, 2026

(₹ in Crore unless otherwise stated)

Note 18 : Leases

| Particulars | Current | | Non current | |
|---|---|---|---|---|
| | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2026 | As at March 31, 2025 |
| Lease Liability | 16.27 | 6.89 | 48.93 | 23.81 |
| Total | 16.27 | 6.89 | 48.93 | 23.81 |

Following are the changes in value of Lease Liabilities for year end March 31, 2026:

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Opening Balance | 30.70 | 15.39 |
| Addition/Modification | 44.60 | 21.20 |
| Deletion | (1.90) | (0.12) |
| Finance cost | 5.28 | 2.78 |
| Lease payment | (13.48) | (8.54) |
| Closing Balance | 65.19 | 30.70 |

The details of contractual maturities of lease liabilities as at March 31, 2026 on undiscounted basis are as follows:

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Less than 1 year | 16.96 | 10.09 |
| One to five years | 52.87 | 25.05 |
| More than five years | 14.20 | 1.74 |
| Total | 84.03 | 36.88 |

During the year end March 31, 2026 Company has recognized in the statement of profit and loss:

a) Depreciation expense from right-to-use of ₹ 10.42 crore (March 31, 2025 : ₹ 6.73 crore)

b) Interest expense on lease liabilities of ₹ 5.28 crore (March 31, 2025 : ₹ 2.78 crore)

c) Expense relating to short term leases ₹ 6.62 crore (March 31, 2025 : ₹ 3.59 crore)

Note 19 : Other Financial Liabilities

| Particulars | Current | | Non current | |
|---|---|---|---|---|
| | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2026 | As at March 31, 2025 |
| *Employee benefit payable | 14.57 | 9.50 | 0.37 | - |
| Interest accrued but not due on borrowings | 2.09 | 0.66 | - | - |
| Payable towards Capital Creditors | 144.11 | 20.88 | - | - |
| Derivative liability for forwards contracts | 2.28 | 1.84 | - | - |
| Deferred revenue income | 0.83 | 0.19 | - | - |
| Unpaid dividend | 0.00 | 0.00 | - | - |
| Retention money | 12.87 | - | - | 0.10 |
| Security deposits | 0.21 | 0.23 | - | - |
| Other Payables | 1.11 | 2.25 | 4.86 | 2.00 |
| Total | 178.09 | 35.55 | 5.23 | 2.10 |

* Non Current portion represents amount payable towards Long term cash incentive scheme to employees over period of 3 years

Note 20 : Provisions

| Particulars | Current | | Non current | |
|---|---|---|---|---|
| | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2026 | As at March 31, 2025 |
| **Provision for Employee Benefits** | | | | |
| Provision for gratuity | 3.35 | 2.91 | 3.54 | 3.20 |
| Provision for leave encashment | 1.06 | 1.30 | 9.08 | 7.90 |
| Total | 4.41 | 4.21 | 12.62 | 11.10 |

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS 216-218, A TO Z INDUSTRIAL ESTATE, GDE NO. 3, 2ND FLOOR, G. K. MARG, LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

(₹ in Crore unless otherwise stated)

Note 21 : Income Taxes

(a) Amounts recognised in profit and loss

| Particular | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|---|---|---|
| **Current Income Tax** | | |
| In respect of current year | 17.86 | 19.92 |
| Adjustments in respect of earlier years | (0.31) | 1.82 |
| **Current Tax Expenses** | **17.55** | **21.74** |
| **Deferred Tax Expenses / (Gain)** | | |
| In respect of current year | | |
| Origination and reversal of temporary differences | (5.41) | (5.21) |
| Recognition of previously unrecognised tax losses | - | - |
| Adjustments in respect of earlier years | | |
| Origination and reversal of temporary differences | 0.19 | (1.20) |
| **Deferred Tax Expenses / (Gain)** | **(5.22)** | **(6.41)** |
| **Tax expense recognised in the Statement of Profit & Loss** | **12.33** | **15.33** |

(b) Amounts recognised in other comprehensive income

| | March 31, 2026 | | | March 31, 2025 | | |
|---|---|---|---|---|---|---|
| | Before tax | Tax (expense) / benefit | Net of tax | Before tax | Tax (expense) / benefit | Net of tax |
| **Items that will not be reclassified to profit or loss** | | | | | | |
| Remeasurements of defined benefit (liability) / asset | 1.00 | (0.23) | 0.77 | (0.56) | 0.12 | (0.44) |
| | **1.00** | **(0.23)** | **0.77** | **(0.56)** | **0.12** | **(0.44)** |

(c) Reconciliation of tax expense and accounting profit for the year is as under:

| Particular | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|---|---|---|
| **Profit before tax** | **41.08** | **64.24** |
| Company's domestic tax rate | 25.17% | 25.17% |
| Tax using the Company's domestic tax rate | 10.34 | 16.17 |
| Differences in tax rates of subsidiary | 1.72 | (2.09) |
| **Tax effect of:** | | |
| Expense not allowed for tax purposes | 0.39 | 0.63 |
| Others | - | - |
| **Total** | **12.45** | **14.71** |
| Adjustments in respect of earlier years | (0.12) | 1.82 |
| **Tax expense as per Statement of Profit & Loss** | **12.33** | **16.53** |
| Current tax | 17.86 | 19.92 |
| Deferred tax | (5.41) | (5.21) |
| Tax adjustment pertaining to previous year | (0.12) | 0.62 |
| **Total** | **12.33** | **15.33** |

CHANDABHOY & JASSUBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

NEOGEN CHEMICALS LIMITED
Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2026

Note 21(d) : Movement in deferred tax balances for the year ended March 31, 2026

(₹ in Crore unless otherwise stated)

| Particulars | Net balance April 1, 2025 | Recognised in profit or loss | Prior year adjustment | Recognised in OCI | Net | Deferred tax liability | Deferred tax asset | Net Deferred Tax asset/(liability) March 31, 2026 |
|---|---|---|---|---|---|---|---|---|
| **Deferred tax asset/(liabilities)** | | | | | | | | |
| Property, plant and equipment & Intangible assets | (27.56) | 1.45 | (0.06) | - | 1.39 | 28.95 | - | (28.95) |
| Lease | 0.37 | 0.08 | - | - | 0.08 | - | 0.29 | 0.29 |
| Provision for employee benefits | 1.55 | (0.28) | 0.11 | - | (0.17) | - | 1.72 | 1.71 |
| Provisions for leave encashement | 2.22 | (0.29) | - | - | (0.29) | - | 2.51 | 2.51 |
| Provisions for doubtful debts & other receivables | 0.66 | (0.89) | - | - | (0.89) | - | 1.56 | 1.56 |
| Others | 5.29 | (5.48) | 0.14 | - | (5.34) | - | 10.65 | 10.64 |
| OCI Item | 0.06 | - | - | (0.23) | 0.23 | - | 0.22 | 0.22 |
| **Deferred Tax assets / (Liabilities)** | **(17.41)** | **(5.41)** | **0.19** | **(0.23)** | **(4.98)** | **28.95** | **16.95** | **(12.02)** |

Movement in deferred tax balances for the year ended March 31, 2025

(₹ in Crore unless otherwise stated)

| Particulars | Net balance April 1, 2024 | Recognised in profit or loss | Prior year adjustment | Recognised in OCI | Net | Deferred tax liability | Deferred tax asset | Net Deferred Tax asset/(liability) March 31, 2025 |
|---|---|---|---|---|---|---|---|---|
| **Deferred tax asset/(liabilities)** | | | | | | | | |
| Property, plant and equipment & Intangible assets | (29.43) | (1.05) | (0.82) | - | (1.87) | 27.56 | - | (27.56) |
| Lease | 0.34 | (0.03) | - | - | (0.03) | - | 0.37 | 0.37 |
| Provision for employee benefits | 1.13 | (0.37) | (0.05) | - | (0.42) | - | 1.55 | 1.55 |
| Provisions for leave encashement | 1.45 | (0.77) | - | - | (0.77) | - | 2.22 | 2.22 |
| Provisions for doubtful debts & other receivables | 0.23 | (0.45) | 0.02 | - | (0.43) | - | 0.66 | 0.66 |
| MAT Credit | - | - | - | - | - | - | | - |
| Others | 2.35 | (2.56) | (0.35) | - | (2.91) | - | 5.29 | 5.29 |
| OCI Item | 0.20 | - | - | 0.12 | 0.12 | - | 0.06 | 0.06 |
| **Deferred Tax assets / (Liabilities)** | **(23.73)** | **(5.21)** | **(1.20)** | **0.12** | **(6.30)** | **27.56** | **10.15** | **(17.41)** |

The group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Significant management judgement is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income by each jurisdiction in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

Given that the Group does not have any intention to dispose investments in subsidiaries in the forseeable future, deferred tax asset on indexation benefit in relation to such investments has not been recognised.

CHANDABHOY & JASSOOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

(₹ in Crore unless otherwise stated)

Note 22 : Trade Payables

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Total outstanding dues of micro and small enterprises | 13.79 | 2.25 |
| Total outstanding dues of creditors other than micro and small enterprises | 428.35 | 260.94 |
| Total | 442.14 | 263.19 |

Trade payables are normally settled within 180 days terms.
Trade payables includes accruals which are not classified as provisions under Ind AS 37.
Trade payables includes amount due to Related parties amounting to ₹ 0.58 crore (March 31, 2025 ₹ 1.46 crore)

Ageing of Trade Payable

Trade Payables Ageing schedule as on March 31, 2026

| Particulars | Not due | Outstanding for following periods from due date of payment | | | | Total |
|---|---|---|---|---|---|---|
| | | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) M S M E | 11.40 | 2.39 | - | - | - | 13.79 |
| (ii) Others | 325.92 | 100.31 | 1.54 | 0.23 | 0.35 | 428.35 |
| (iii) Disputed dues - MSME | - | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | - | - | - | - |
| Total | 337.32 | 102.70 | 1.54 | 0.23 | 0.35 | 442.14 |

Trade Payables Ageing schedule as on March 31, 2025

| Particulars | Not due | Outstanding for following periods from due date of payment | | | | Total |
|---|---|---|---|---|---|---|
| | | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) M S M E | 2.25 | - | - | - | - | 2.25 |
| (ii) Others | 111.81 | 147.53 | 1.12 | 0.48 | - | 260.94 |
| (iii) Disputed dues - MSME | - | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | - | - | - | - |
| Total | 114.06 | 147.53 | 1.12 | 0.48 | - | 263.19 |

The Group participates in supplier finance arrangements under which certain suppliers may, at their discretion, receive early payment of amounts due from a finance provider in respect of invoices issued to the Group.
Under these arrangements:

suppliers may elect to receive payment from the finance provider before the original invoice due date;
the finance provider settles the amount due to participating suppliers; and
the Group settles the obligation with the finance provider on the agreed due date.

The supplier finance arrangements are entered into to facilitate efficient working capital management and provide suppliers with optional early payment facilities.
The obligations under these arrangements continue to be recognised as trade payables since the nature of the liabilities remains consistent with liabilities arising from the purchase of goods and services.
The carrying amounts of financial liabilities that are part of supplier finance arrangements are as follows:

| Particulars | As at March 31, 2026 |
|---|---|
| Carrying amount of financial liabilities that are part of a supplier finance arrangement | 234.71 |
| Presented in trade and other payable: | |
| – of which suppliers have received payment from the finance provider | 234.71 |
| The above liabilities are presented within "Trade Payables" in the balance sheet. The payment terms under the supplier finance arrangements are substantially similar to those applicable to trade payables that are not part of such arrangements and are generally within 90–180 days from the invoice date. | |
| **Range of payment due dates:** | |
| Liabilities under supplier finance arrangements | 90-180 days |
| Other trade payables not subject to supplier finance arrangements | 90-180 days |

Cash outflows relating to supplier finance arrangements are included within cash flows from operating activities because the arrangements relate to the Group's principal revenue-producing activities and continue to form part of the normal operating cycle.
Information about the Group's exposure to liquidity risk arising from supplier finance arrangements is included in Note 41 relating to financial risk management.
The Group has applied the transitional relief provided in the amendments to Ind AS 7 and Ind AS 107 relating to supplier finance arrangements and, accordingly, comparative information for prior periods has not been presented on first-time application of these amendments.

Note 23 : Current tax liabilities

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Provision (Net of Advance tax and tax deducted at source) | 5.56 | 7.21 |
| Total | 5.56 | 7.21 |

Note 24 : Other Current Liabilities

| Particulars | Current | | Non current | |
|---|---|---|---|---|
| | As at March 31, 2026 | As at March 31, 2025 | As at March 31, 2026 | As at March 31, 2025 |
| Advance from customers | 24.25 | 16.00 | - | - |
| Statutory dues payable | 6.21 | 4.41 | - | - |
| Total | 30.46 | 20.41 | - | - |

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

(₹ in Crore unless otherwise stated)

Note 25 : Revenue from Operations

| Particulars | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|---|---|---|
| Revenue from contract with customers | | |
| Sale of products | 848.32 | 755.94 |
| Other Operating Income | | |
| Export Entitlement benefits | 11.85 | 19.84 |
| Scrap Sale | 1.77 | 1.78 |
| Revenue from service contract with customer | 0.02 | - |
| Total | 861.96 | 777.56 |

Reconciliation of the amount of revenue recognised in the statement of profit and loss with the contracted price

| Particulars | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|---|---|---|
| Revenue from contract with customers as per contracted price - sale of goods | 850.43 | 760.01 |
| Less: Sales returns | 2.11 | 4.07 |
| Revenue from contract with customers | 848.32 | 755.94 |

For disaggregation of revenue from contract from customer in terms of geographical area, refer Note 39.

Note 26 : Other Income

| Particulars | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|---|---|---|
| a) Other Income | | |
| Interest on Fixed Deposits from banks & financial institutions | 1.92 | 0.94 |
| Interest income-others | 2.11 | 0.54 |
| Exchange Gain | 1.06 | 1.68 |
| Other Income | - | 0.11 |
| Total | 5.09 | 3.27 |
| b) Other Non Operating Income: | | |
| Interest on loan and capital contribution in Associate/Joint venture | 0.09 | 0.09 |
| Income from sale of Investments (mutual funds) | 0.96 | 0.65 |
| Total | 1.05 | 0.74 |
| Total Other Income | 6.14 | 4.01 |

Note 27 : Cost of materials consumed

| Particulars | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|---|---|---|
| Cost of Material Consumed | 638.09 | 506.08 |

Note 28 : Changes in inventories of finished goods, work-in-progress and stock-in-trade

| Particulars | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|---|---|---|
| Opening Inventory | | |
| - Finished Goods | 16.70 | 76.74 |
| - Work-In-Progress | 233.26 | 265.20 |
| | 249.96 | 341.94 |
| Closing Inventory | | |
| - Finished Goods | 80.35 | 16.70 |
| - Work-In-Progress | 341.27 | 233.26 |
| | 421.62 | 249.96 |
| Less | | |
| Loss of inventory due to fire disclosed seperately under exceptional items (Refer Note 33) | | |
| - Finished Goods | - | 27.79 |
| - Work-In-Progress | - | 147.21 |
| | - | 175.00 |
| Changes In Inventories: | | |
| - Finished Goods | (63.65) | 32.25 |
| - Work-In-Progress | (108.01) | (115.27) |
| Total | (171.64) | (83.02) |

CHANDABHOY & JASUBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

(₹ in Crore unless otherwise stated)

Note 29 : Employee benefits expense

| Particulars | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|---|---|---|
| Salaries, wages and bonus | 110.41 | 64.07 |
| Less: Capitalised | (34.21) | (10.65) |
| Employee Stock option Plan | 0.77 | - |
| Contribution to provident and other funds | 8.42 | 6.89 |
| Staff welfare | 4.69 | 4.53 |
| Total | 90.08 | 64.84 |

On November 21, 2025, the Government of India notified four Labour Codes, effective immediately, replacing the existing 29 labour laws. In accordance with Ind AS 19 - Employee benefits, changes to employee benefit plans arising from legislative amendments are treated as plan amendments, requiring immediate recognition of past service cost in the Statement of Profit and Loss. This approach is consistent with the guidance issued by the Institute of Chartered Accountants of India. The implementation of the Labour Codes has resulted in an increase of ₹ 0.10 Crore in the provision for defined benefit obligation, which has been recognised as an employee benefit expense in the year ended March 31, 2026. The Group continues to monitor the finalisation of Central and State Rules, as well as Government clarifications on other aspects of the Labour Codes and will incorporate appropriate accounting treatment based on these developments as required.

The Group has formulated Employee Share-based Payment Schemes (ESOP) named "Neogen Chemicals Employee Stock Option Scheme, 2024" during the year ended 2025, as approved by the Board of Directors of the Group dated April 1, 2025 for issuance of stock options to its employees.
Under the plan, options will be vested in specified ratio subject to fulfilment of the performance criteria as laid down in the scheme. This shall be monitored annually as per the performance evaluation cycle of the group and options shall be vested based on achieved performance.
Group has granted options in two tranches as below table:

| Particulars | Tranche 1 | Tranche 2 |
|---|---|---|
| Grant date | April 1, 2025 | February 11, 2026 |
| Option granted | 36,400 | 50,200 |
| Exercise price | 1,389.00 | 1,183.14 |
| Vesting period | 3 years graded vesting | 3 years graded vesting |
| Exercise period | 2 year from date of vesting | 2 year from date of vesting |

The model inputs for the fair value of option granted as on the date (in respect of shares granted on April 01, 2025)

| Particulars | Year 1 (25% vesting) | Year 2 (25% vesting) | Year 3 (50% vesting) |
|---|---|---|---|
| Exercise price | 1,389.00 | 1,389.00 | 1,389.00 |
| Grant date | April 1, 2025 | April 1, 2025 | April 1, 2025 |
| Expiry date | April 1, 2028 | April 1, 2029 | April 1, 2030 |
| Dividend yield | 0.28% | 0.28% | 0.28% |
| Risk free interest rate | 6.35% | 6.35% | 6.35% |
| Expected volatility | 42.92% | 39.38% | 42.20% |
| Fair value option | 126.61 | 144.58 | 341.59 |
| Remaining contractual life (in years) | 2 | 3 | 4 |
| Model used | Black Scholes | Black Scholes | Black Scholes |

The model inputs for the fair value of option granted as on the date (in respect of shares granted on February 11, 2026)

| Particulars | Year 1 (25% vesting) | Year 2 (25% vesting) | Year 3 (50% vesting) |
|---|---|---|---|
| Exercise price | 1,183.14 | 1,183.14 | 1,183.14 |
| Grant date | February 11, 2026 | February 11, 2026 | February 11, 2026 |
| Expiry date | April 1, 2029 | April 1, 2030 | April 1, 2031 |
| Dividend yield | 0.18% | 0.18% | 0.18% |
| Risk free interest rate | 5.79% | 5.99% | 6.17% |
| Expected volatility | 45.95% | 41.80% | 40.60% |
| Fair value option | 114.63 | 129.28 | 289.97 |
| Remaining contractual life (in years) | 3 | 4 | 5 |
| Model used | Black Scholes | Black Scholes | Black Scholes |

Activity in "Neogen Chemicals Employee Stock Option Scheme, 2024"

| Particulars | As at March 31, 2026 |
|---|---|
| Outstanding at the beginning | - |
| Granted | 86,600 |
| Exercised and allotted | - |
| Exercised and pending allotted | - |
| Forfeited | 16,620 |
| Outstanding at the end | 69,980 |

Note 30 : Finance costs

| Particulars | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|---|---|---|
| Interest expenses on borrowings | 92.66 | 46.66 |
| Less : Amount Capitalised | (36.96) | (11.58) |
| Interest on leases | 5.28 | 2.78 |
| Other finance cost and bank charges | 14.13 | 10.64 |
| Total | 75.11 | 48.50 |

Note 31 : Depreciation and amortization expense

| Particulars | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|---|---|---|
| Depreciation of Tangible Assets | 16.83 | 20.81 |
| Depreciation on Right of Use Assets | 10.42 | 6.73 |
| Amortisation of Intangible Assets | 0.27 | 0.25 |
| Total | 27.52 | 27.79 |

CHANDABHOY & JASSOOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

(₹ in Crore unless otherwise stated)

Note 32 : Other expenses

| Particulars | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|---|---|---|
| Power and Fuel | 17.34 | 31.83 |
| Consumption of stores and spares | 6.03 | 4.81 |
| Repair and Maintenance | | |
| - Plant and machinery | 4.77 | 2.32 |
| - Building | 1.70 | 0.71 |
| - Others | 3.59 | 2.84 |
| Insurance | 10.69 | 2.96 |
| Rent | 6.62 | 3.59 |
| Rates and Taxes | 0.43 | 3.05 |
| Contract Labour charges | 12.08 | 16.49 |
| Legal and professional fees | 12.05 | 9.35 |
| Freight and forwarding charges | 18.61 | 14.32 |
| Other Production Expenses | 7.05 | 7.78 |
| Processing charges | 22.21 | 5.54 |
| Consumption of Packing Material | 13.28 | 8.60 |
| Travelling and conveyance | 9.00 | 6.20 |
| Corporate Social Responsibility | 1.37 | 1.29 |
| Corporate Environment Responsibility | 0.13 | 0.00 |
| Payment to Auditors | 0.71 | 0.55 |
| Sundry balances written off | 0.18 | 0.88 |
| Allowances for doubtful debts and other receivables | 3.72 | 1.79 |
| Service charge | 0.09 | 0.11 |
| Advertisement, Selling and Distribution Expenses | 10.84 | 9.13 |
| Miscellaneous expenses | 5.65 | 19.20 |
| Total | 168.14 | 153.34 |

Payment to Auditors (exclusive of Goods and Services Tax)

| Particulars | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|---|---|---|
| As Auditors | | |
| Audit fees and Limited Review | 0.59 | 0.49 |
| Reimbursement of expenses | 0.03 | 0.01 |
| In other Capacity | | |
| Other Services (Certification and Other Fees) | 0.09 | 0.05 |
| Total | 0.71 | 0.55 |

Note 33 : Exceptional Items

| Particulars | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|---|---|---|
| Loss due to fire | - | 14.08 |
| Total | - | 14.08 |

On March 05, 2025, there was fire at Multi-Purpose Plant (MPP3) Facility, Tank Farms and warehouse at Dahej SEZ Plant of the Group. This incident led to damage of certain property, plant and equipment, inventory and interrupted business. The Group is adequately insured for reinstatement value of damaged fixed assets, inventory and loss of profits due to business interruption. The Group has intimated the fire incident with the insurance company and submitted loss estimate pertaining to replacement value of the damaged property, plant and equipment, loss of damaged inventory and incidental expenses incurred on account of fire. The Claim is admitted by the insurance company.

During the financial year ended March 31, 2025, the Group has recognised loss of ₹ 362.90 Crore on account of damage to certain property, plant & equipment, inventory and estimated cost of incidental charges. The Group has recognised insurance claim receivable of ₹ 348.82 Crore to the extent of recovery of loss after adjusting applicable deductibility considering its assessment of loss and admissibility of claims as per the policy, adequacy of coverage and nature of loss and based upon the independent opinion obtained by the Group from Independent Surveyor and Independent Expert Practitioner. The Group has not accounted claim for loss of profit due to business interruption and excess value of reinstatement of assets over written down value as per accounting conservatism. The aforementioned losses and corresponding insurance claim has been presented on a net basis of ₹14.08 Crore under exceptional item and claim receivable in other current financial assets in these consolidated financial statements for the financial year ended March 31, 2025.

During the current year ended March 31, 2026, the Group has received 147.05 Crore (₹ 140.00 Crore as on account payment from insurance company and balance ₹ 7.05 Crore pertains to sale of scrap) and incurred further incidental charges of ₹1.41 Crore which is also claimed as per insurance policy.

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

(₹ in Crore unless otherwise stated)

Note 34 : Key ratios

| | Ratio | Numerator | Denominator | As at March 31, 2026 | As at March 31, 2025 | % Variance | Reason for Variance |
|---|---|---|---|---|---|---|---|
| a) | Current ratio | Total current asset | Total current liabilities | 1.17 | 1.36 | -14% | No Major change |
| b) | Debt Equity Ratio | Total Borrowing | Total Equity | 1.63 | 0.72 | 126% | Increase in borrowings during the year |
| c) | Debt Service Coverage Ratio | Profit before Tax, Exceptional Items Depreciation & Amortisation + Finance Charges | Long term borrowing scheduled principal repayments/ refinancing( Excluding pre payments/ Refinancing) during the year + Finance cost | 1.11 | 1.65 | -33% | Decrease in profit and increase in scheduled principal repayments of borrowings |
| d) | Return on Equity Ratio | PAT | Average shareholder equity | 3.58% | 4.50% | -20% | No Major change |
| e) | Inventory Turnover Ratio (in times) | Sale of Products | Average inventory | 1.96 | 2.25 | -13% | No Major change |
| f) | Trade Receivable Turnover Ratio (in times) | Sale of Products | Average trade Receivable | 2.97 | 3.23 | -8% | No Major change |
| g) | Trade Payable Turnover Ratio (in times) | Net purchase | Average trade payables | 2.05 | 2.56 | -20% | No Major change |
| h) | Net Capital Turnover Ratio (in times) | Net sales | Average working capital | 3.60 | 2.90 | 24% | No Major change |
| i) | Net Profit Margin | Net profit for the year | Revenue from Operation | 3.34% | 4.48% | -26% | On account of decrease in profit & Increase in Revenue |
| j) | Return on Capital Employed | PBT+ Finance Cost | Net Worth+Total borrowing+deferred tax liabilities | 5.38% | 8.21% | -34% | On account of increase in borrowings |
| k) | Return on Investment-Mutual Fund | Income earned from Investment made | Investment made | 5.66% | 6.25% | -9% | No Major change |
| l) | Return on Investment- Fixed Deposits | Income earned from Investment made | Investment made | 6.35% | 5.55% | 15% | No Major change |

Note 35 : Earnings Per Share

Basic Earnings per share (EPS) amounts are calculated by dividing the profit for the year attributable to equity holders of the parent by the weighted average number of equity shares outstanding during the year. Diluted earnings /(loss) per share amounts are calculated by dividing the profit/loss attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Profit after tax for calculation of basic and diluted EPS | 28.75 | 34.83 |
| Weighted average number of equity shares (Refer Note 15) in calculating basic EPS and diluted EPS | 2,63,81,674 | 2,63,81,674 |
| **Basic earnings per share** | 10.90 | 13.20 |
| **Diluted Earning per share** | 10.90 | 13.20 |

There are no dilutive potential shares and accordingly, Basic earnings per share and Diluted earning per share are same.

Note 36 : Employee Benefits

(a) Defined Contribution plans

The Group makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Statutory Provident Fund, which is a defined contribution plan.The contributions as specified under the law are paid to government authorities.

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Benefits (Contribution to)** | | |
| Provident Fund | 7.39 | 6.89 |
| | 7.39 | 6.89 |

(b) Defined Benefit Plans

Gratuity

The Group has covered its Gratuity liability under Group Gratuity policy viz 'Employee Group Gratuity Scheme' issued by LIC of India. As per company policy, an employee on separation (after fulfilling other conditions) is eligible for benefit, which is equal to 15 days salary for each completed year of service. Hence, Gratuity is covered under a defined benefit plan. The Insurance policy represents the plan assets. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation.

Compensated Absences

The Group has also provided long term compensated absences which is outstanding. The obligation for leave encashment is recognised in the same manner as gratuity.

The following tables summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for gratuity and leave encashment plan:

Changes in present value of the defined benefit obligation

| | Particulars | Gratuity | |
|---|---|---|---|
| | | As at March 31, 2026 | As at March 31, 2025 |
| 1) | Opening present value of defined benefit obligation | 7.63 | 5.71 |
| 2) | Current Service Cost | 1.31 | 0.95 |
| 3) | Past Service Cost | 0.10 | - |
| 4) | Interest Cost | 0.55 | 0.40 |
| 5) | Benefits paid | (0.63) | (0.14) |
| 6) | Actuarial (Gain) / Loss on obligation - Due to change in financials assumptions | (0.61) | 0.08 |
| 7) | Actuarial (Gain) / Loss on obligation - Due to experience | (0.41) | 0.34 |
| 8) | Net transfer in / (out) (including the effect of business combination) | - | 0.28 |
| 9) | Closing present value of defined benefit obligation | 7.94 | 7.63 |

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

(₹ in Crore unless otherwise stated)

Changes in Fair value of Plan Assets- Gratuity Benefit

| | Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|
| 1) | Fair value of plan assets as at Beginning of period | 1.54 | 1.25 |
| 2) | Return on plan assets | (0.03) | 0.02 |
| 3) | Contributions made | 0.06 | 0.32 |
| 4) | Benefits paid | (0.63) | (0.14) |
| 5) | Interest income | 0.09 | 0.09 |
| 6) | Actuarial Gain / (Loss) on plan assets | 0.03 | - |
| 7) | Assets Transferred Out/ Divestments | - | - |
| 8) | Fair value of plan assets as at end of the period | 1.06 | 1.54 |

Expenses/(income) recognised during the year

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| In Income Statement | 1.87 | 1.27 |
| In Other Comprehensive Income | (1.00) | 0.56 |
| Total Expenses recognised during the year | 0.87 | 1.83 |

Net employee benefits expense recognized in the employee cost

| Particulars | Gratuity | |
|---|---|---|
| | As at March 31, 2026 | As at March 31, 2025 |
| Current Service Cost | 1.31 | 0.95 |
| Past Service Cost | 0.10 | |
| Interest Cost on defined benefit obligation | 0.46 | 0.31 |
| Net value of remeasurements on the obligation and plan assets | - | - |
| Total Expenses recognised during the year | 1.87 | 1.27 |

Expenses/(income) recognized in other comprehensive income

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Actuarial (Gain)/ Loss on obligation for the period | (1.01) | 0.57 |
| Return on plan assets, excluding amount recognized in net interest expense | - | (0.01) |
| Total Expenses/(income) recognised during the year | (1.01) | 0.56 |

Net Assets / (Liability)

| Particulars | Gratuity | |
|---|---|---|
| | As at March 31, 2026 | As at March 31, 2025 |
| Closing Present value of the defined benefit obligation | (7.94) | (7.64) |
| Closing Fair value of plan Assets | 1.06 | 1.54 |
| Net Assets / (Liability) recognized in the Balance Sheet | (6.88) | (6.10) |

Actual return on plan assets for the year

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Return on plan assets | (0.03) | 0.09 |
| Interest on plan assets | 0.09 | 0.02 |
| Actual return on plan assets | 0.06 | 0.11 |

The major categories of Plan Assets as a percentage of the Fair Value of Plan Assets are as follows:

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Life Insurance Corporation of India | 100% | 100% |
| | 100% | 100% |

The principal assumptions used in determining gratuity and leave encashment for the Company's plan are shown below:

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Discount rate | 7.67% | 7.21% |
| Salary growth rate (per annum) | 6.00% | 6.00% |
| Attrition Rate | For service 4 years and below 6% p.a<br>For service 5 years and above 2% p.a | For service 4 years and below 6% p.a<br>For service 5 years and above 2% p.a |

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Number of members in service | 898 | 775 |
| Per month salary for members in service ( ₹ in crores) | 2.58 | 3.00 |
| Weighted average duration of the defined benefit obligation (in years) | 12.00 | 28.00 |
| Average expected future service (in years) | 16.50 | 34.00 |

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

(₹ in Crore unless otherwise stated)

A quantitative sensitivity analysis for significant assumption and quantitative impact on Defined Benefit Obligation as at March 31, 2026 is as shown below:

| Particulars | | For the year ended March 31, 2026 | | For the year ended March 31, 2025 |
|---|---|---|---|---|
| Gratuity Plan Assumptions | | | | |
| Discount Rate | | | | |
| | 1% | (0.63) | 1% | (0.62) |
| | -1% | 0.73 | -1% | 0.73 |
| Future Salary | | | | |
| | 1% | 0.65 | 1% | 0.63 |
| | -1% | (0.57) | -1% | (0.55) |
| Employee turnover | | | | |
| | 1% | 0.08 | 1% | 0.03 |
| | -1% | (0.10) | -1% | (0.04) |

The sensitivity analyses above has been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The following payments are expected contributions to the defined benefit plan in future years:

| Particulars | Gratuity | |
|---|---|---|
| | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
| Expected total benefit payments | | |
| Year 1 | 0.63 | 0.69 |
| Year 2 | 0.71 | 0.43 |
| Year 3 | 0.60 | 0.74 |
| Year 4 | 0.74 | 0.51 |
| Year 5 | 0.70 | 0.67 |
| years 6 to 10 | 3.26 | 2.90 |
| years 11 and above | 12.76 | 10.84 |

Note 37 : Contingent Liabilities

| Particulars | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|---|---|---|
| Disputed Income-tax liabilities | - | 0.03 |
| Disputed GST and customs Liabilities | 13.35 | 12.11 |
| Letter of Credit and Bank Guarantee | 22.82 | 16.56 |
| *Duty payable under MOOWR scheme | 34.89 | |
| **Custom duty and GST on goods lost in fire | 85.63 | - |
| Total | 156.69 | 28.70 |

*Group has registered the Pakhajan site as bonded warehouse under Manufacturing and Other Operations in Warehouse (MOOWR) scheme. The Group has imported certain capital goods under the MOOWR scheme, where customs duties and IGST are deferred. These duties become payable only if the goods are cleared for domestic consumption.

**During the previous year FY 2024-25, a fire incident at the Group's manufacturing facility situated in the Dahej Special Economic Zone (SEZ), Gujarat, resulted in damage to certain inventories and assets. The damaged inventories and assets were subsequently disposed of as scrap.

Under the applicable provisions governing SEZ units, customs duty and GST may be payable on goods procured without payment of duties/taxes and subsequently cleared into the Domestic Tariff Area (DTA). The applicability and amount of such duties and taxes, if any, in respect of the fire-damaged inventories and assets sold as scrap are subject to assessment and determination by the relevant authorities.

The Group's assets and inventories are comprehensively insured, including coverage for the applicable customs duty and GST component. Accordingly, in the event that any duty or GST liability is determined to be payable by the relevant authorities in respect of the fire-damaged goods, the Group expects recovery of such amount under the insurance policy, subject to acceptance and settlement of the claim by the insurer. Pending final determination, the estimated amount of duty and GST exposure has been disclosed as a contingent liability. No provision has been recognized in the financial statements as the obligation is not considered probable as of the reporting date.

Note 38 : Capital and other commitments

| Particulars | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|---|---|---|
| Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advance) | 331.33 | 134.03 |
| Total | 331.33 | 134.03 |

Note 39 : Segment information

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Company. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of directors. The Company has identified only one segment as reporting segment based on the information reviewed by CODM.

The Company deals in Specialty Chemicals and considering that the nature of products and the predominant risk and returns of the products are similar, the Company considers it as one operating segment in accordance with Ind AS 108.

Geographical information

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Revenue within India | 616.11 | 559.19 |
| Overseas including deemed exports | 245.85 | 218.37 |
| Total | 861.96 | 777.56 |

Timing of revenue recognition

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Goods transferred at a point in time | 767.57 | 645.57 |
| Goods transferred over a period of time | 94.39 | 131.99 |
| | 861.96 | 777.56 |

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

(₹ in Crore unless otherwise stated)

Note 40 : Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below.

It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

As at March 31, 2026

| | Particular | Carrying Amount | | | Fair value | | |
|---|---|---|---|---|---|---|---|
| | | FVTPL | FVOCI | Amortised Cost | Level 1 | Level 2 | Level 3 |
| | **Financials Assets** | | | | | | |
| I. | **Non Current Financials Assets** | | | | | | |
| | (i) Investment | - | - | 0.45 | - | - | - |
| | (ii) Loans | - | - | 0.29 | - | - | - |
| | (iii) Others | - | - | 34.26 | - | - | - |
| II | **Current Financials Assets** | | | | | | |
| | (i) Trade Receivables | - | - | 380.36 | - | - | - |
| | (ii) Cash and Cash Equivalents | - | - | 4.94 | - | - | - |
| | (iii) Bank balance other than (ii) above | - | - | 0.01 | - | - | - |
| | (iv) Loans | - | - | 0.35 | - | - | - |
| | (v) Derivatives Instruments | 0.13 | - | - | - | 0.13 | - |
| | (vi) Others | - | - | 286.11 | - | - | - |
| | Total | 0.13 | - | 706.77 | - | 0.13 | - |
| | **Financials Liabilities** | | | | | | |
| I. | **Non Current Financials Liabilities** | | | | | | |
| | (i) Borrowings | - | - | 819.15 | - | - | - |
| | (ii) Leases | - | - | 48.93 | - | - | - |
| | (iii) Other | - | - | 5.23 | - | - | - |
| II | **Current Financials Liabilities** | | | | | | |
| | (i) Borrowings | - | - | 510.74 | - | - | - |
| | (ii) Leases | - | - | 16.27 | - | - | - |
| | (iii) Trade Payables | - | - | 442.14 | - | - | - |
| | (iv) Derivatives instruments | 2.28 | - | - | - | 2.28 | - |
| | (v) Others | - | - | 175.81 | - | - | - |
| | Total | 2.28 | - | 2,018.27 | - | 2.28 | - |

As at March 31, 2025

| | Particular | Carrying Amount | | | Fair value | | |
|---|---|---|---|---|---|---|---|
| | | FVTPL | FVOCI | Amortised Cost | Level 1 | Level 2 | Level 3 |
| | **Financials Assets** | | | | | | |
| I. | **Non Current Financials Assets** | | | | | | |
| | (i) Investment | | | 0.45 | | | |
| | (ii) Loans | - | - | 0.27 | - | - | - |
| | (iii) Others | - | - | 13.84 | - | - | - |
| II | **Current Financials Assets** | | | | | | |
| | (i) Trade Receivables | - | - | 200.22 | - | - | - |
| | (ii) Cash and Cash Equivalents | - | - | 4.96 | - | - | - |
| | (iii) Bank balance other than (ii) above | | | 0.00 | | | |
| | (iv) Loans | - | - | 0.39 | - | - | - |
| | (v) Others | - | - | 441.05 | - | - | - |
| | Total | - | - | 661.18 | - | - | - |
| | **Financials Liabilities** | | | | | | |
| I. | **Non Current Financials Liabilities** | | | | | | |
| | (i) Borrowings | - | - | 170.10 | - | - | - |
| | (ii) Leases | | | 23.81 | | | |
| | (iii) Other | - | - | 2.10 | - | - | - |
| II | **Current Financials Liabilities** | | | | | | |
| | (i) Borrowings | - | - | 395.94 | - | - | - |
| | (ii) Leases | | | 6.89 | | | |
| | (iii) Trade Payables | - | - | 263.19 | - | | - |
| | (iv) Derivatives instruments | 1.84 | - | - | - | 1.84 | - |
| | (v) Others | - | - | 33.71 | - | - | - |
| | Total | 1.84 | - | 895.75 | - | 1.84 | - |

a) Abbreviations

FVTPL - Fair value through the profit and loss

FVTOCI - Fair Value through other comprehensive income

b) The investments does not include equity investment which are carried at cost and hence are not required to be disclosed as per Ind AS 107 "Financial instruments disclosures"

c) The Company uses the following hierarchy for determining and / or disclosing the fair value of financials instruments by valuation techniques.

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

Level 2 — Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).;

Level 3 — Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

d) The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties.

The following methods and assumptions were used to estimate the fair values:

The fair value of quoted equity investment and mutual funds are based on price quotations at the reporting date.

The Company enters into derivative financial instruments with various counterparties, principally with banks. Foreign exchange forward contracts are valued using valuation techniques, which employs the use of market observable inputs. The model incorporates various inputs including the credit quality of counter parties, foreign exchange spot and forward rates.

**Mutual Funds**: The fair values of investments in mutual fund units is based on the net asset value ('NAV') as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.

**Derivative assets and liabilities**: The Company enters into a variety of derivative financial instruments to manage its exposure to foreign exchange rate risks, including foreign exchange forward contracts and cross currency swaps. Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting year.

e) There were no transfers between level 1 and 2 during the year.

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

(₹ in Crore unless otherwise stated)

**Note 41 : Financial risk management objectives and policies**

The Group's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations and to provide guarantees to support its operations. The Group's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Group also enters into derivative transactions.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. The Group's senior management is supported by a risk management committee that advises on financial risks and the appropriate financial risk governance framework for the Group. The risk management committee provides assurance to the Group's senior management that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

**Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments and derivative financial instruments.

The sensitivity analyses in the following sections relate to the position as at March 31, 2025 and March 31, 2026.

The analysis excludes the impact of movements in market variables on the carrying values of gratuity and other post-retirement obligations and provisions.

**The following assumptions have been made in calculating the sensitivity analyses:**

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2026 and March 31, 2025.

**Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt and short term debt obligations with floating interest rates.

If the interest rates had been 1% higher / lower and all other variables held constant, impact on the Company's profit for the year ended March 31, 2026 and 31st March, 2025 will not be significant.

**Foreign Currency Risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency).

The Company uses forward exchange contracts to hedge its currency risk, most with a maturity of less than one year from the reporting date. The Company uses forward exchange contracts to hedge the currency exposure and is therefore not exposed to significant currency risk at the respective reporting dates.

When a derivative is entered into for the purpose of being a hedge, the Company negotiates the terms of those derivatives to match the terms of the hedged exposure. For hedges of forecast transactions the derivatives cover the period of exposure from the point the cash flows of the transactions are forecasted up to the point of settlement of the resulting receivable or payable that is denominated in the foreign currency.

**Foreign currency sensitivity**

The following table details the Company's sensitivity to a 5% appreciation and depreciation in the ₹ against the relevant foreign currencies net of hedge accounting impact.

The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year-end for a 5% change in foreign currency rates, with all other variables held constant. A positive number below indicates an increase in profit or equity where ₹ strengthens 5% against the relevant currency. For a 5% weakening of ₹ against the relevant currency, there would be a comparable impact on profit or equity, and the balances below would be negative.

| Particular | For the year ended March 31, 2026 | | For the year ended March 31, 2025 | |
|---|---|---|---|---|
| | 5% appreciation | 5% depreciation | 5% appreciation | 5% depreciation |
| **Receivable** | | | | |
| USD/INR | (0.31) | 0.31 | - | - |
| EUR/INR | - | - | (0.05) | 0.05 |
| **Payable** | | | | |
| USD/INR | 1.30 | (1.30) | 0.09 | (0.09) |
| EUR/INR | 0.00 | (0.00) | - | - |
| JPY/INR | - | - | - | - |
| RMB/INR | 0.11 | (0.11) | - | - |

**Price risk**

The Company does not have much exposure to price risk due to annual contracts and pass through mechanism for imports.

**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 Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

The entity continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

None of the financial instruments of the Company result in material concentrations of credit risk. The company's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure.

**Liquidity Risk**

Liquidity risk is the risk that the entity will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

The entity'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. Management monitors rolling forecasts of the entity's liquidity position and cash and cash equivalents on the basis of expected cash flows. The entity takes into account the liquidity of the market in which the entity operated.

As described in Note 22, the Group also participates in a supplier finance arrangement with the principal purpose of facilitating efficient payment processing of supplier invoices and providing the willing suppliers early payment terms compared with the related invoice payment due date. The arrangement allows the Group to centralise payments of trade payables to the bank rather than paying each supplier individually. From the Group's perspective, the arrangement does not significantly extend payment terms beyond the normal terms agreed with other suppliers that are not participating.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

| Particulars - Year ended 31st March 2026 | Borrowings | Trade and other payables | Lease Liabilities | Other financial liabilities |
|---|---|---|---|---|
| Less than 1 year | 510.74 | 442.14 | 16.96 | 178.09 |
| 1 to 3 years | 272.82 | - | 31.78 | 3.82 |
| 3 to 5 years | 105.91 | - | 21.09 | 1.39 |
| More than 5 years | 450.35 | - | 14.20 | 1.40 |
| Total | 1,339.82 | 442.14 | 84.03 | 184.70 |

| Particulars - Year ended 31st March 2025 | Borrowings | Trade and other payables | Lease Liabilities | Other financial liabilities |
|---|---|---|---|---|
| Less than 1 year | 395.94 | 263.19 | 6.89 | 35.55 |
| 1 to 3 years | 41.78 | - | 15.16 | 2.10 |
| 3 to 5 years | 25.18 | - | 4.98 | - |
| More than 5 years | 103.15 | - | 3.67 | - |
| Total | 566.05 | 263.19 | 30.70 | 37.65 |

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

(₹ in Crore unless otherwise stated)

Note 42 : Disclosures of foreign currency exposure

Particulars of unhedged Foreign Currency Assets and Liabilities as at the Balance Sheet date:

| Particulars | As at March 31, 2026 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | EURO | In ₹ | USD | In ₹ | JPY | In ₹ | RMB | In ₹ |
| Receivables | 0.02 | 2.71 | 0.35 | 33.06 | - | - | - | - |
| Foreign exchange forward contract | (0.03) | (2.73) | (0.28) | (26.88) | - | - | - | - |
| Exposure of assets to Foreign currency risk | 0.00 | (0.01) | 0.07 | 6.18 | - | - | - | - |
| Payables | 0.00 | 0.00 | 0.37 | 35.42 | 1.20 | 0.71 | 0.16 | 2.21 |
| Foreign exchange forward contract | - | - | (0.10) | (9.47) | (1.20) | (0.71) | 0.00 | (0.01) |
| Exposure of liabilities to Foreign currency risk | 0.00 | 0.00 | 0.27 | 25.96 | 0.00 | 0.00 | 0.16 | 2.20 |
| Net exposure to Foreign currency risk | (0.00) | (0.01) | 0.21 | 19.78 | 0.00 | 0.00 | 0.16 | 2.20 |

| Particulars | As at March 31, 2025 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | EURO | In ₹ | USD | In ₹ | JPY | In ₹ | RMB | In ₹ |
| Receivables | 0.02 | 1.40 | 0.17 | 14.15 | - | - | - | - |
| Foreign exchange forward contract | (0.01) | (0.49) | (0.17) | (14.15) | - | - | - | - |
| Exposure of assets to Foreign currency risk | 0.01 | 0.91 | 0.00 | 0.00 | - | - | - | - |
| Payables | 0.02 | 1.85 | 0.48 | 41.29 | - | - | - | - |
| Foreign exchange forward contract | - | - | (0.48) | (41.29) | - | - | - | - |
| Exposure of liabilities to Foreign currency risk | 0.02 | 1.85 | 0.00 | 0.00 | - | - | - | - |
| Net exposure to Foreign currency risk | (0.01) | (0.93) | - | - | - | - | - | - |

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

(₹ in Crore unless otherwise stated)

Note 43 : Related party transactions

I) Details of related parties

Name of the party

A) Directors and Key Managerial Personnel (KMP)

Haridas Kanani- Chairman and Managing Director (till September 30, 2025) and Chairman Emeritus (w.e.f October 01, 2025)

Anurag Surana - Non-Executive Non-independent Director and Chairperson(w.e..f October 01, 2025)

Dr. Harin Kanani - Managing Director

Shyamsunder Upadhyay - Whole Time Director

Sanjay Mehta - Indpendent Director

Hitesh Reshamwala - Indpendent Director(Till September 30, 2024)

Prof. Ranjan Kumar Malik -Indpendent Director

Avi Sabavala -Independent Director

Manojkumar Pati - Independent Director (w.e.f. October 26, 2024)

Ullal Ravindra Bhat-Independent Director (w.e.f. August 7, 2024 till October 28, 2024)

Rajeshkumar Shah-Independent Director(w.e.f. August 7, 2024)

TCN Sai Krishnan- Executive Director w.e.f. October 1, 2025)

Ketan Vyas - CFO (Till September 11, 2024)

Gopikrishnan Sarathy - CFO (w.e.f. October 26, 2024)

Unnati Kanani - Company Secretary and Compliance officer

B) Joint Venture

Dhara Fine Chem Industries (Partnership Firm, where the company holds 90% stake)

C) Companies over which the Directors have significant influence or control

Kagashin Global Network Private Ltd

OCS Services (India) Private Limited

Cadamba Solutions Private Limited(w.e.f. December 15, 2025)

Sustainable Products LLP

II) Related party transactions for the year ended March 31, 2026

| Sr No | Particulars | Joint-venture / Associate | | Directors and Key Managerial Personnel (KMP) | | Enterprises Owned or significantly influenced by key management personnel or their relatives | |
|---|---|---|---|---|---|---|---|
| | | March 31, 2026 | March 31, 2025 | March 31, 2026 | March 31, 2025 | March 31, 2026 | March 31, 2025 |
| 1 | Interest Income | | | | | | |
| | Dhara Fine Chem Industries | 0.09 | 0.09 | - | - | - | - |
| 2 | Interest Expense | | | | | | |
| | Cadamba Solutions Private Limited - (including interest capitalisation) | | | | | 0.03 | |
| 3 | ICD Received | | | | | | |
| | Cadamba Solutions Private Limited | | | | | 59.20 | |
| 4 | Professional fees | | | | | | |
| | Kagashin Global Network Private Limited | - | - | - | - | 1.68 | 1.58 |
| 5 | Purchase for Service | | | | | | |
| | Dhara Fine Chem Industries | 2.04 | 1.33 | - | - | - | - |
| 6 | Purchase Of Goods | | | | | | |
| | Dhara Fine Chem Industries | 0.38 | 0.42 | - | - | - | - |
| 7 | Sale Of Goods | | | | | | |
| | Dhara Fine Chem Industries | 0.21 | 0.56 | | | | |
| 8 | Re-imbursement of expenses (Expense) | | | | | | |
| | Kagashin Global Network Private Limited | - | - | - | - | 0.34 | 0.24 |
| 9 | Sitting fees paid to Directors | | | | | | |
| | Sanjay Mehta | - | - | 0.02 | 0.05 | - | - |
| | Hitesh Reshamwala | - | - | 0.01 | 0.03 | - | - |
| | Avi Sabavala | - | - | 0.06 | 0.05 | - | - |
| | Prof.Ranjan Kumar Malik | - | - | 0.08 | 0.05 | - | - |
| | Manojkumar Pati | - | - | 0.06 | 0.02 | - | - |
| | Ullal Ravindra Bhat | - | - | - | 0.01 | - | - |
| | Rajeshkumar Shah | - | - | 0.04 | 0.02 | - | - |
| 10 | Remuneration and commission | | | | | | |
| | Remuneration to Executive Director and KMP and Commission to Independent Directors | | | 7.86 | 6.50 | | |
| 11 | ESOP Expenses | | | | | | |
| | Directors & KMP | - | - | 0.23 | - | - | - |

III) Related party outstanding balances as on March 31,2026

| Sr. No. | Particulars | Joint-venture / Associate | | Directors and Key Managerial Personnel (KMP) | | Enterprises Owned or significantly influenced by key management personnel or their relatives | |
|---|---|---|---|---|---|---|---|
| | | March 31, 2026 | March 31, 2025 | March 31, 2026 | March 31, 2025 | March 31, 2026 | March 31, 2025 |
| 1 | Amount Receivable | | | | | | |
| | Dhara Fine Chem Industries | 0.28 | 1.18 | - | - | - | - |
| 2 | Amount Payable | | | | | | |
| | Kagashin Global Network Private Limited | - | - | - | - | 0.42 | 0.23 |
| | Dhara Fine Chem Industries | 0.16 | 1.23 | | | | |
| 3 | Interest Payable | | | | | | |
| | Cadamba Solutions Private Limited | - | - | - | | 0.03 | - |
| 4 | ICD Payable | | | | | | |
| | Cadamba Solutions Private Limited | - | | - | | 59.20 | |
| 5 | Investment in Partnership Firm | | | | | | |
| | Dhara Fine Chem Industries | 0.45 | 0.45 | - | - | - | - |
| 6 | Loan Receivabales | | | | | | |
| | Dhara Fine Chem Industries | 0.30 | 0.30 | - | | | - |
| 7 | Remuneration and commission Payable | | | | | | |
| | Remuneration to Executive Director and KMP and Commission to Independent Directors | - | - | 1.22 | 0.45 | - | - |

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

(₹ in Crore unless otherwise stated)

**Note 44 : Capital Management**

The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.

| Particulars | For the year ended March 31, 2026 | For the year ended March 31, 2025 |
|---|---|---|
| Borrowings | 1,329.89 | 566.05 |
| Less: Cash and cash equivalents | (4.94) | (4.96) |
| Net debt (A) | 1,324.95 | 561.09 |
| Equity | 26.38 | 26.38 |
| Reserves | 789.87 | 763.00 |
| Total Capital (B) | 816.25 | 789.39 |
| Capital and net debt {C = (A+B)} | 2,141.20 | 1,350.48 |
| Gearing ratio (A/C) | 62% | 42% |

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

No changes made in the objectives, policies or processes for managing capital during the years ended March 31, 2026 and March 31, 2025.

**Note 45 : Other statutory information**

i) The Group does not have any benami property, where any proceeding has been initiated or pending against the Company for holding any benami property.

ii) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

iii) The Group has not received any funds from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lends or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or

(b) provides any guarantee, security or the like on behalf of the ultimate beneficiaries.

iv) The Group has not advanced or loaned or Invested fund to any otherperson(s) or entity(ies), including foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) that the Group shall:

(a) directly or indirectly lends or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or

(b) provides any guarantee, security or the like on behalf of the ultimate beneficiaries.

v) Group is not required to submit any quarterly returns or statements of current assets with banks or financial institutions.

vi) The Group has used the borrowings from banks and financial institutions for the specific purpose for which it was obtained.

vii) The Group does not have any transactions with companies which are struck off.

viii) The Group is not declared wilful defaulter by any bank or financial institution or lender during the year.

ix) The Group have no charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

x) All the title deeds of Immovable properties (other than properties where the Group is the lessee and lease agreements are duly executed in favour of the lessee) are held in the name of the Group and the properties are not held in joint name.

xi) The Group has not revalued its intangible assets and accordingly the revaluation as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017 is not applicable.

xii) The Group has complied with provision prescribed under clause (87) of section 2 of the Companies Act, 2013 for maintaining layers of Companies.

xiii) There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account

**Note 46 : Subsequent Events**

The Board of Directors of the Company, at its meeting held on March 7, 2026, inter alia approved the issue and offer of 10,00,000 equity shares of face value of ₹10 each at a price of ₹1,610 per Equity Share including a premium of ₹1,600 per Equity Share, aggregating to ₹1,61,00,00,000 (Rupees One Hundred and Sixty One Crores only) on preferential basis for cash consideration. Subsequently, the shareholders of the Company at its Extra Ordinary General meeting held on March 29, 2026, has approved issue, offer and allotment of the said 10,00,000 equity shares to Cadamba Solutions Private Limited - a Promoter Group member of the Company. The receipt of the application money and the allotment of the said equity shares of the Company on a preferential basis was done on April 18, 2026. The Equity Shares were listed on BSE Limited and National Stock Exchange of India Limited.

**Note 47 : Additional information as required under para 2 of General Instruction for the preparation of Consolidated Financial Statements of Schedule III to the Companies Act, 2013**

| March'26 | | | | | | |
|---|---|---|---|---|---|---|
| Name of Entity | Net assets: Total Assets minus Liabilities | | Share in profit/ (loss) | | Share in Other Comprehensive Income | |
| | As % of Consolidated Financials statement | Amount | As % of Consolidated Financials statement | Amount | As % of Consolidated Financials statement | Amount |
| **Parent Entity** | | | | | | |
| Neogen Chemicals Limited | 104.60% | 853.80 | 163.35% | 46.96 | 71.54% | 0.55 |
| **Subsidiaries-Indian** | | | | | | |
| Neogen Ionics Limited | 33.22% | 271.13 | 64.32% | (18.49) | 27.96% | 0.22 |
| **Subsidiaries- Foreign** | | | | | | |
| Neogen Chemicals Japan Corporation Limited | 0.16% | 1.36 | 0.63% | 0.18 | - | - |
| Eliminations | -37.98% | (310.05) | 0.34% | 0.10 | - | - |
| Total | 100% | 816.24 | 100% | 28.75 | 100% | 0.77 |

**Note 48 : Research & Development Expenditure**

| Particulars | For the year ended March 31, 2026 |
|---|---|
| Capital Expenditure | 1.13 |
| Revenue Expenditure | |
| Salaries, wages and bonus | 11.31 |
| Cost of materials consumed | 3.79 |
| Other expenditure | 0.32 |
| Depreciation | 0.70 |
| Total | 17.25 |

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

(₹ in Crore unless otherwise stated)

**Note 49 : Disclosure pursuant to Ind AS 103 "Business Combination"**

Buli Chemicals India Private Limited, wholly owned subsidiary, merged with company under scheme of Amalgamation approved by National Company Law Tribunal, Mumbai Bench, through order dated January 9, 2025 the Scheme is effective from the date of filing of the certified copy of Order with the Registrar of Companies, Mumbai i.e. January 31, 2025 ("Effective Date"),with appointed date as April 1, 2024. The Scheme sanctioned being a common control transaction has been accounted using pooling of interest method, in accordance with INDAS 103 "Business Combination" involving the following:

i) The assets and liabilities of Buli Chemicals India Private Limited were reflected at their carrying amounts. No adjustment was made to reflect the fair values, or recognise any new asset or liability.

ii) The balance of the Retained earnings appearing in the financial statements of the Buli Chemicals India Private Limited was aggregated with the corresponding balance appearing in the financial statements of the Company.

iii) Restating the financials of the Company from April 1, 2023.

**Note 50 : Proposed Dividend**

The Board of Directors of the Company at its meeting held on May 16, 2026, has recommended a final dividend of ₹ 1 per equity share on the paid-up equity share capital of the company for F.Y. 2025-26, subject to approval of shareholders.

**Note 51** : Previous year figures have been regrouped/rearranged where necessary to conform to current year's classification.

As per our report of even date
For Chandabhoy & Jassoobhoy
Chartered Accountants
Firm Registration No. 101647W

Bhupendra Nagda
Partner
Membership No. 102580

Place : Thane
Date : May 16, 2026

For and on behalf of the Board of Directors
NEOGEN CHEMICALS LIMITED
CIN : L24200MH1989PLC050919

Shyamsunder Upadhyay
Whole-Time Director
DIN : 07274873

Dr. Harin Kanani
Managing Director
DIN : 05216947

Gopikrishnan Sarathy
Chief Financial Officer

Urnati Kanani
Company Secretary and Compliance Officer
M. no. A35131

**Chandabhoy & Jassoobhoy**
**Chartered Accountants**

FoF 2, Phoenix House, 'B' Wing,
4th Floor, 462, Senapati Bapat Marg,
Lower Parel,
Mumbai-400 013.
India

Phone : +91 22 4619 7023/24/25
: +91 22 4606 7023
Email : mail@cnj.in
Web : www.cnj.in

## INDEPENDENT AUDITOR'S REPORT

**To the Members of**
**Neogen Chemicals Limited**

### Report on the Audit of the Consolidated Financial Statements

### Opinion

We have audited the accompanying Consolidated Financial Statements of Neogen Chemicals Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its joint venture, which comprise the Consolidated Balance Sheet as at March 31, 2025, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows, and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements including a summary of the material accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements of the subsidiary and joint venture referred to in the Other Matters section below, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2025, their consolidated profit including other comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the consolidated financial statements section of our report. We are independent of the Group, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and Rules thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

CHANDABHOY & JASSOOBHOY
LOWER PAREL
MUMBAI-400 013
CHARTERED ACCOUNTANTS

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in Other Matters paragraph below is sufficient and appropriate to provide a basis for our opinion.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report :

| Sr. No. | Key Audit Matter | How our audit addressed the Key audit matter |
|---|---|---|
| 1. | **Revenue Recognition**<br><br>Revenue is recognised when the significant risks and rewards of ownership have been transferred to the customer in accordance with Ind AS 115 – Revenue from Contracts with Customers. This requires assessing when control of the goods is transferred, which may vary depending on the specific terms of customer contracts.<br><br>Revenue recognition involves significant judgment in:<br><br>• Determining the timing of revenue recognition (i.e., whether control transfers at a point in time or over time).<br>• The identification of performance obligations in customer contracts.<br><br>There is also a presumed fraud risk in revenue recognition, particularly around the risk of overstating revenue through early recognition or fictitious sales, especially around the year-end.<br><br>Given the materiality of revenue, the significant judgments and estimates involved in applying Ind AS 115 and the inherent fraud risk, we considered this area to be a key audit matter in our audit. | Our audit procedures included the following:<br><br>- Obtained an understanding of the Company's revenue recognition policies and assessed their compliance with Ind AS 115<br><br>- Evaluated the design and tested the implementation and operating effectiveness of relevant controls over revenue recognition.<br><br>- Examined a sample of customer contracts and invoices to assess the identification of performance obligations, allocation of transaction price, and the timing of revenue recognition based on transfer of control.<br><br>- Performed cut-off procedures near the year-end to verify that revenue was recognised in the correct accounting period.<br><br>- Tested journal entries related to revenue to identify any unusual or potentially fraudulent transactions.<br><br>- Assessed adequacy of revenue related disclosures in the financial statements. |

CHANDABHOY & JASSOOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI 400 013

| Sr. No. | Key Audit Matter | How our audit addressed the Key audit matter |
|---|---|---|
| 2. | **Property, plant and equipment and capital work in progress**<br><br>The auditors of Neogen Ionics Limited ('NIL'), a wholly owned subsidiary have reported 'Property, plant and equipment and capital work in progress' as a key audit matter as the said subsidiary company is presently in the process of setting up the Speciality Chemicals Plants at Dahej and Pakhajan, Gujarat and since these projects take a substantial period of time to get ready for intended use and due to their materiality in the context of the Balance Sheet of the Company, this is considered to be an area with significant effect on the overall audit strategy and allocation of resources in planning and completion of their audit. With regard to above capital projects, management has identified specific expenditure including employee costs and other overheads relating to each of the assets in the above capital projects and has applied judgement to assess if the costs incurred in relation to these assets meet the recognition criteria of Property, Plant and Equipment in accordance with Ind AS 16. Accordingly, the auditors of the said subsidiary have determined this as a key audit matter due to the significance of the capital expenditure during the year and the risk that the elements of costs that are eligible for capitalization are not appropriately capitalised in accordance with the recognition criteria provided in Ind AS 16. | In respect of the key audit matter reported by the said subsidiary auditors, the audit procedures performed by them included the following :<br><br>- Performed an understanding and evaluation of the system of internal control process over the projects and those included in capital work in progress, with reference to identification and testing of key controls.<br><br>- Assessed the progress of the project and the intention and ability of the management to carry forward and bring the asset to its state of intended use.<br><br>- Review of Board minutes relating to approvals of the projects and changes in estimates thereof.<br><br>- Understood, evaluated, and tested the design and operating effectiveness of key controls relating to capitalization of various costs incurred.<br><br>- Tested the direct and indirect costs capitalized, on a sample basis, with the underlying supporting documents to ascertain nature of costs and basis for allocation, where applicable, and evaluated whether they meet the recognition criteria provided in the Indian Accounting Standard (Ind AS) 16, Property, Plant and Equipment;<br><br>- Ensured adequacy of disclosures in the financial statements on the management judgements in such cases. |

CHANDABHOY & JASSOOBHOY LOWER PAREL MUMBAI-400 013 CHARTERED ACCOUNTANTS

**Emphasis of Matter**

We draw attention to Note 30 of the Consolidated Financial Statements with regard to incident of Fire at Dahej SEZ Plant of the Company. This incident led to damage of certain property, plant and equipment, inventory and it also interrupted business. However the Company is having insurance policy covering above eventuality and accordingly it intimated insurance company about the fire incident and submitted loss estimate to the Insurance Company. Since the Surveyor's Report appointed by Insurance Company is not received to this date, the Company appointed Independent Surveyor for ascertaining the Loss caused by Fire and the claim that the Company is entitled from the Insurance Company vis-a-vis its insurance policy. The company simultaneously appointed Independent expert seeking opinion on accounting treatment for the Loss caused and the Claim made to the Insurance Company. Based on the Independent Surveyor's Report and Independent expert opinion:

(i) the Company recognised Loss caused by fire as Rs. 362.90 crores and Insurance Claim receivable from Insurance Company as Rs. 348.82 crores; and

(ii) the aforementioned losses of Rs.362.90 crores and corresponding insurance claim credit of Rs. 348.82 crores has been presented on a net basis of Rs. 14.08 crores under "Exceptional Items" in these consolidated financial statements for the year ended March 31, 2025.

Our opinion is not modified in respect of this matter.

**Information Other than the Consolidated Financial Statements and Auditor's Report Thereon**

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Directors Report, Management Discussion and Analysis Report, Business Responsibility & Sustainability Report and Corporate Governance Report but does not include the Consolidated Financial Statements, Standalone Financial Statements and our auditor's report thereon. The Directors Report, Management Discussion and Analysis Report, Business Responsibility & Sustainability Report and Corporate Governance Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the above reports, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

CHANDABHOY & JASSOOBHOY
LOWER PAREL
MUMBAI-400 013
CHARTERED ACCOUNTANTS

**Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act, read with relevant rules issued thereunder. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

CHANDABHOY & JASSOOBHOY
LOWER PAREL
MUMBAI-400 013
CHARTERED ACCOUNTANTS

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company, its subsidiaries, which are companies incorporated in India, have adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in the section titled 'Other Matters' in this audit report.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

CHANDABHOY & JASSOOBHOY
LOWER PAREL
MUMBAI-400 013
CHARTERED ACCOUNTANTS

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Other Matters**

a. We did not audit the financial statements of one subsidiary, whose financial statements reflects total assets of Rs. 553.63 crores and net assets of Rs. 173.24 crores as at March 31, 2025, total revenue of Rs. 13.24 crores, total net profit/(loss) after tax of Rs. (13.55) crores and total comprehensive income of Rs. (13.61) crores and net total cash outflow amounting Rs.5.71 crores for the year ended March 31, 2025 as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose audit report have been furnished to us by the management and our opinion in so far as it relates to the amounts and disclosures included in respect of the said subsidiary and our report in terms of sub-section (3) of Section 143 of the Act including report on Other Information insofar as it relates to the said subsidiary is based solely on the audit report of such other auditors.

   Our opinion on the consolidated financial statements and our report on Other Legal and Regulatory Requirements below is not modified in respect of the above matters with regard to our reliance on the work done and the report of the other auditors.

b. This consolidated financial statements includes the Group's share of net profit after tax of Rs.0.20 crores and total comprehensive income of Rs.0.20 crores for the year ended March 31, 2025 in respect of a joint venture as considered in the consolidated financial statements. The financial statements of the said joint venture have been audited by other auditors whose audit report have been furnished to us by the management and our opinion in so far as it relates to the amounts and disclosures included in respect of the said joint venture is based solely on the audit report of such other auditor.

c. We did not audit the financial statements of one subsidiary whose financial results reflects total assets of Rs. Nil as at March 31, 2025 and total revenues of Rs. (0.00) crore, total net profit after tax of Rs. (0.00) crore and total comprehensive income of Rs. (0.00) crore, for the year ended March 31, 2025, and net cash flows of Rs.Nil for the period from April 01, 2024 to March 31, 2025, as considered in the consolidated financial statements. This financial statements are not material to the Group.
   Our opinion is not modified in respect of this matter.

d. The consolidated financial statements of the Company for the year ended March 31, 2024 were audited by the predecessor firm of statutory auditors who have expressed unmodified opinion vide their audit report dated April 30, 2024, whose report have been furnished to us, and which have been relied upon by us for the purpose of our audit.
   Our opinion is not modified in respect of this matter.

CHANDABHOY & JASSOOBHOY
LOWER PAREL
MUMBAI-400 013
CHARTERED ACCOUNTANTS

**Report on Other Legal and Regulatory Requirements**

1) With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditors of respective companies included in the Consolidated Financial Statements, to which reporting under CARO is applicable, as provided to us by the Management of the Parent, we report that in respect of those companies where audits have been completed under Section 143 of the Act, there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said companies included in the Consolidated Financial Statements.

2) As required by section 143(3) of the Act, we report, to the extent applicable, that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;

   b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books;

   c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

   d. In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under section 133 of the Act;

   e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2025 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its Subsidiary Company, none of the directors of the Group companies, is disqualified as on March 31, 2025 from being appointed as a director in terms of section 164(2) of the Act;

   f. With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary company, and the operating effectiveness of such controls, we give our separate report in the "Annexure";

   g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended;

   In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the report of the other auditors, referred to in Other Matters paragraph, on separate financial statements of the subsidiary companies, the remuneration paid/ provided to their directors during the year by the Holding Company and its subsidiary companies incorporated in India is in accordance with the provisions of section 197 of the Act;

CHANDABHOY & JASSOOBHOY
LOWER PAREL
MUMBAI-400 013
CHARTERED ACCOUNTANTS

h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

(i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.

(ii) The Group has made provision, as required under applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivatives contracts.

(iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies during the year.

(iv) (a) The management has represented that, to the best of it's knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company or the Subsidiary companies to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company or its Subsidiary companies ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented, that, to the best of it's knowledge and belief, no funds have been received by the company or the Subsidiary companies from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company or the Subsidiary companies shall, whether, 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 provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

(v) The final dividend proposed for the previous year, declared and paid by the Holding Company during the current year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

CHANDABHOY & JASSOOBHOY
LOWER PAREL
MUMBAI-400 013
CHARTERED ACCOUNTANTS

As stated in Note 45 to the consolidated financial statements, the Board of Directors of the Holding Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

The Subsidiary Companies have not declared or paid dividend during the year under audit.

(vi) On the basis of the information and explanations given to us and based on our examination which included test checks, the company and the Subsidiary Companies has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with and the audit trail has been preserved by the company and the Subsidiary Companies as per the statutory requirements for record retention.

**For Chandabhoy & Jassoobhoy**
**Chartered Accountants**
**Firm Registration No. 101647W**

**Bhupendra T. Nagda**
**Partner**
**Membership No. 102580**
**UDIN: 25102580BMNYZB2178**

**Place: Mumbai**
**Date: May 17, 2025**

## ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

**[Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Neogen Chemicals Limited on the consolidated financial statements for the year ended March 31, 2025]**

**Report on the Internal Financial Controls with reference to Consolidated Financial Statements under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the consolidated financial statements of Neogen Chemicals Limited ("the Holding Company") as of and for the year ended March 31, 2025, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary companies, which are companies incorporated in India, as of that date.

**Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the Holding Company and its subsidiary companies which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to consolidated financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to consolidated financial statements of Holding Company and its subsidiary companies, which are companies incorporated in India based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') issued by ICAI and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

CHANDABHOY & JASSOOBHOY
LOWER PAREL
MUMBAI-400 013
CHARTERED ACCOUNTANTS

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to consolidated financial statements.

**Meaning of Internal Financial Controls with reference to Consolidated Financial Statements**

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

**Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements**

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2025, based on the internal control with reference to consolidated financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

CHANDABHOY & JASSOOBHOY
LOWER PAREL
MUMBAI-400 013
CHARTERED ACCOUNTANTS

**Other Matters**

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to one Subsidiary companies, which are company incorporated in India, is based solely on the corresponding report of the auditors of such company incorporated in India. Our opinion is not qualified in respect of this matter.

**For Chandabhoy & Jassoobhoy**
**Chartered Accountants**
**Firm Registration No. 101647W**

**Bhupendra T. Nagda**
**Partner**
**Membership No. 102580**
**UDIN: 25102580BMNYZB2178**

**Place: Mumbai**
**Date: May 17, 2025**

NEOGEN CHEMICALS LIMITED

Consolidated Balance Sheet as at March 31, 2025

(₹ in Crore)

| Particulars | Notes No. | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| ASSETS | | | |
| (1) Non-Current Assets | | | |
| (a) Property, plant and equipment | 3 | 373.64 | 480.37 |
| (b) Right of use assets | 3(a) | 29.27 | 14.10 |
| (c) Capital work-in-progress | 4 | 156.19 | 108.91 |
| (d) Intangible assets | 5 | 0.94 | 1.15 |
| (e) Financial Assets | | | |
| (i) Investments | 6(a) | 0.45 | 0.45 |
| (ii) Loans | 7 | 0.27 | - |
| (iii) Other financial assets | 8 | 13.84 | 10.78 |
| (f) Non current tax assets (Net) | | - | 0.09 |
| (g) Other non-current assets | 10 | 172.88 | 61.89 |
| Total Non Current Assets | | 747.48 | 677.74 |
| (2) Current Assets | | | |
| (a) Inventories | 11 | 309.13 | 382.44 |
| (b) Financial Assets | | | |
| (i) Trade receivables | 12 | 200.22 | 281.69 |
| (ii) Cash and cash equivalents | 13 | 4.96 | 12.23 |
| (iii) Bank balances other than (ii) above | 13(a) | 0.00 | 0.26 |
| (iv) Loans | 7 | 0.39 | 0.68 |
| (v) Other financial assets | 8 | 441.05 | 69.83 |
| (c) Other current assets | 10 | 44.08 | 36.53 |
| Total Current Assets | | 999.83 | 783.66 |
| Total Assets | | 1,747.31 | 1,461.40 |
| EQUITY AND LIABILITIES | | | |
| (1) Equity | | | |
| (a) Equity share capital | 14 | 26.38 | 26.38 |
| (b) Other equity | 15 | 763.01 | 733.91 |
| Total equity | | 789.39 | 760.29 |
| (2) Liabilities | | | |
| (A) Non-Current Liabilities | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 16 | 170.10 | 124.23 |
| (ii) Lease liablities | 36 | 23.81 | 13.45 |
| (iii) Other financial liabilities | 17 | 2.10 | 3.65 |
| (b) Long term provisions | 18 | 11.10 | 9.07 |
| (c) Deferred tax liabilities (Net) | 19 | 17.41 | 23.73 |
| Total Non-Current Liabilities | | 224.52 | 174.14 |
| (B) Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 16 | 395.94 | 269.30 |
| (ii) Lease liablities | 36 | 6.89 | 1.94 |
| (iii) Trade payables | 20 | | |
| (a) total outstanding dues of micro and small enterprises | | 2.25 | 3.41 |
| (b) total outstanding dues of creditors other than micro and small enterprises | | 260.94 | 141.19 |
| (iv) Other financial liabilities | 17 | 35.55 | 88.22 |
| (b) Other current liabilities | 21 | 20.41 | 18.14 |
| (c) Short term provision | 18 | 4.21 | 1.31 |
| (d) Current tax liabilities (net) | 9 | 7.21 | 3.46 |
| Total Current Liabilities | | 733.40 | 526.97 |
| Total liablities | | 957.92 | 701.11 |
| Total Equity And Liabilities | | 1,747.31 | 1,461.40 |

| | |
|---|---|
| Corporate information | 1 |
| Material accounting policies | 2 |

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached

For Chandabhoy & Jassoobhoy
Chartered Accountants
Firm Registration No. 101647W

Bhupendra Nagda
Partner
Membership No.102580

CHANDABHOY & JASSOOBHOY LOWER PAREL MUMBAI-400 013 CHARTERED ACCOUNTANTS

Place: Thane
Date: 17 May, 2025

For and on behalf of the Board of Directors
NEOGEN CHEMICALS LIMITED
CIN- L24200MH1989PLC050919

Haridas Kanani
Chairman & Managing Director
DIN- 00185487

Dr.Harin Kanani
Managing Director
DIN- 05136947

Gopikrishnan Sarathy
Chief Financial Officer

Urpati Kanani
Company Secretary and Compliance Officer
M.no.A35131

NEOGEN CHEMICALS LIMITED

Consolidated Statement of Profit and Loss for the year ended March 31, 2025

(₹ in Crore)

| Particulars | Note No. | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|---|
| I REVENUE | | | |
| Revenue from operations | 22 | 777.56 | 690.67 |
| Other income | 23 | 4.01 | 7.47 |
| TOTAL INCOME | | 781.57 | 698.14 |
| II EXPENSES | | | |
| Cost of materials consumed | 24 | 506.08 | 474.59 |
| Changes in inventories of finished goods and work-in-progress | 25 | (83.02) | (92.10) |
| Employee benefits expense | 26 | 64.84 | 62.00 |
| Finance costs | 27 | 48.50 | 42.06 |
| Depreciation and amortisation expense | 28 | 27.79 | 22.87 |
| Other expenses | 29 | 153.34 | 136.13 |
| TOTAL EXPENSES | | 717.53 | 645.55 |
| Share of profit of associates | | 0.20 | 0.18 |
| III Profit/(loss) before exceptionals item and taxes (I-II) | | 64.24 | 52.77 |
| IV Exceptional items | 30 | 14.08 | |
| V Profit/(loss) before taxes (III-IV) | | 50.16 | 52.77 |
| VI Tax Expenses | 19 | | |
| - Tax adjustment pertaining to previous year | | 0.62 | |
| - Current tax | | 19.92 | 12.24 |
| - Deferred tax | | (5.21) | 4.88 |
| VII Profit for the year (V - VI) | | 34.83 | 35.65 |
| VIII Other Comprehensive Income | | | |
| (A) Items that will not be reclassified to profit or loss | | | |
| - Gain/(Loss) on remeasurement of defined benefit plans | | (0.56) | (0.80) |
| - Income tax (expense)/ income relating to items that will not be reclassified to profit or loss | | 0.12 | 0.20 |
| Total Other Comprehensive Income/(loss) for the year net of tax | | (0.44) | (0.60) |
| IX Total Comprehensive Income for the year ( VII + VIII ) | | 34.39 | 35.05 |
| X Earnings per equity share (face value ₹ 10 each) | 32 | | |
| - Basic (₹) | | 13.20 | 13.96 |
| - Diluted (₹) | | 13.20 | 13.96 |

| | |
|---|---|
| Corporate information | 1 |
| Material accounting policies | 2 |

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For Chandabhoy & Jassoobhoy
Chartered Accountants
Firm Registration No. 101647W

Bhupendra Nagda
Partner
Membership No.102580

CHANDABHOY & JASSOOBHOY LOWER PAREL MUMBAI-400 013 CHARTERED ACCOUNTANTS

For and on behalf of the Board of Directors
NEOGEN CHEMICALS LIMITED
CIN- L24200MH1989PLC050919

Haridas Kanani
Chairman & Managing Director
DIN- 00185487

Dr.Harin Kanani
Managing Director
DIN- 05136947

Gopikrishnan Sarathy
Chief Financial Officer

Unnati Kanani
Company Secretary and Compliance Officer
M.no.A35131

Place: Thane
Date: 17 May, 2025

NEOGEN CHEMICALS LIMITED

**Consolidated statement of changes in equity for the year ended March 31, 2025**

(₹ in Crore)

A) Equity Share Capital

| | As at March 31,2025 | As at March 31,2024 |
|---|---|---|
| Balance at the beginning of the year | 26.38 | 24.94 |
| Changes in equity share capital during the year (Refer note: 14) | - | 1.44 |
| Balance at the end of the year | 26.38 | 26.38 |

B) Other Equity

**For the year ended March 31, 2025**

| Description | Reserves and Surplus | | | | | Other comprehensive income | Total Other Equity |
|---|---|---|---|---|---|---|---|
| | General Reserve | Retained Earnings | Capital Reserve on Business Combination | Securities Premium | Other equity component of CCD | Re- measurement of Gains (losses) on Defined Benefit Plan | |
| Balance as at April 1, 2024 | 3.76 | 198.15 | 10.62 | 521.98 | - | (0.60) | 733.91 |
| Profit for the year | - | 34.83 | - | - | - | - | 34.83 |
| Other Comprehensive Income | - | - | - | - | - | (0.44) | (0.44) |
| Total Comprehensive Income | 3.76 | 232.98 | 10.62 | 521.98 | - | (1.04) | 768.30 |
| Equity Dividends | - | (5.28) | - | - | - | - | (5.28) |
| At March 31, 2025 | 3.76 | 227.70 | 10.62 | 521.98 | - | (1.04) | 763.01 |

**For the year ended March 31, 2024**

| Description | Reserves and Surplus | | | | | Oitems of other comprehensive income | Total Other Equity |
|---|---|---|---|---|---|---|---|
| | General Reserve | Retained Earnings | Capital Reserve on Business Combination | Securities Premium | Special Economic zone Re-investment | Re- measurement of Gains (losses) on Defined Benefit Plan | |
| Balance as at April 1, 2023 | 3.50 | 169.98 | 7.20 | 276.64 | 0.26 | - | 457.58 |
| Profit for the year | - | 35.65 | - | - | | - | 35.65 |
| SEZ reserve re instated to general Reserve | 0.26 | | - | - | (0.26) | - | - |
| Addition on account of Acquistion of wholly owned subsidiary | - | - | 3.42 | - | - | - | 3.42 |
| Premimum on preferential issue (net of expense) | - | - | - | 245.34 | - | - | 245.34 |
| Other Comprehensive Income | - | - | - | | - | (0.60) | -0.60 |
| Total Comprehensive Income | 3.76 | 205.63 | 10.62 | 521.98 | - | (0.60) | 741.39 |
| Equity Dividends | - | (7.48) | - | - | - | - | (7.48) |
| At March 31, 2024 | 3.76 | 198.15 | 10.62 | 521.98 | - | (0.60) | 733.91 |

Corporate information 1

Material accounting policies 2

The accompanying notes are an integral part of these standalone financial statements.

As per our report of even date attached

For Chandabhoy & Jassoobhoy
Chartered Accountants
Firm Registration No. 101647W

Bhupendra Nagda
Partner
Membership No. 102580

CHANDABHOY & JASSOOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

Place: Thane
Date: 17 May, 2025

For and on behalf of the Board of Directors
NEOGEN CHEMICALS LIMITED
CIN- L24200MH1989PLC050919

Haridas Kanani
Chairman & Managing Director
DIN- 00185487

Dr.Harin Kanani
Managing Director
DIN- 05136947

Gopikrishnan Sarathy
Chief Financial Officer

Unnati Kanani
Company Secretary and Compliance Officer
M. no. A35131

NEOGEN CHEMICALS LIMITED

Statement of Consolidated Cash Flow Statement for the year ended March 31, 2025

(₹ in Crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| **A. Cash Flow from Operating Activities** | | |
| Net Profit before tax | 50.16 | 52.77 |
| Adjustments for: | | |
| Depreciation and amortization expense | 27.79 | 22.87 |
| Write back of provisions for debts, investments etc | 0.88 | - |
| Allowance for doubtful debts and advances | 1.79 | - |
| Finance Cost | 48.50 | 42.06 |
| Exceptional items ( Refer note 30) | 14.08 | - |
| Unrealized exchange gain | 1.82 | (1.04) |
| Interest income | (1.48) | (7.31) |
| **Operating Profit before Working Capital changes** | 143.54 | 109.35 |
| Adjustments for : | | |
| * (Increase) / Decrease in inventories | (120.17) | (89.47) |
| (Increase) / Decrease in trade receivables | 78.66 | (104.28) |
| (Increase) / Decrease in Current loans and advances and other current financial assets | 29.15 | (36.21) |
| (Increase) / Decrease in loans and advances and other Non Current financial assets | (2.87) | (3.31) |
| (Increase) / Decrease in Other Current Assets | (7.55) | 17.88 |
| (Increase) / Decrease in Other Non-Current Assets | 18.33 | 3.15 |
| Increase/(Decrease) in Trade Payables | 113.24 | (10.89) |
| Increase/(Decrease) in Other Financial Non-Current Liabilities | (1.55) | (0.12) |
| Increase/(Decrease) in Other Non-Current Liabilities | 0.35 | 9.13 |
| Increase/(Decrease) in Other Current Financial Liabilities | (43.00) | 75.81 |
| Increase/(Decrease) in Other Current Liabilities | 0.15 | 9.55 |
| **Cash flow from operations** | 208.28 | (19.40) |
| Income tax paid/Refund (Net) | (12.30) | (9.75) |
| **Net Cash flow generated from Operating activities** | 195.98 | (29.15) |
| **B. Cash Flow from Investing Activities** | | |
| * Purchases of Property, Plant and Equipment | (317.67) | (302.76) |
| Purchase of Intangible asset | (0.04) | (0.01) |
| Proceeds from sale of Property, Plant and Equipment | 0.48 | - |
| Loans and inter corporate deposit Returned | - | 76.36 |
| Investment in subsidiaries/Joint Ventures | - | 3.52 |
| Investments | (0.45) | - |
| Interest received | 1.09 | 7.31 |
| **Net Cash used in Investing activities** | (316.59) | (215.58) |

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

NEOGEN CHEMICALS LIMITED

Statement of Consolidated Cash Flow Statement for the year ended March 31, 2025

(₹ in Crore)

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| C. Cash Flow from Financing Activities | | |
| Proceeds from issue of equity instruments of the Company | - | 246.65 |
| Proceeds from borrowings | 244.31 | 66.62 |
| Repayment of borrowings | (71.80) | (35.29) |
| Payment for lease liablities | (6.32) | 8.09 |
| Dividend paid to shareholders of company | (5.28) | (7.48) |
| Finance cost | (47.84) | (42.06) |
| Net Cash used in Financing activities | 113.07 | 236.53 |
| Net increase / (decrease) in cash and cash equivalents (A+B+C) | (7.56) | (8.20) |
| Cash on Hand | 0.20 | 0.19 |
| Cash at Bank | 12.30 | 20.51 |
| Opening Cash and Cash Equivalents | 12.50 | 20.70 |
| Cash on Hand | 0.23 | 0.20 |
| Cash at Bank | 4.73 | 12.30 |
| Closing Cash and Cash Equivalents | 4.96 | 12.50 |

1. The above Cash Flow Statement has been prepared under the "Indirect Method " as set out in Indian Accounting Standard (Ind AS - 7) on Statement of Cash Flows notified u/s 133 of Companies Act, 2013 ("Act") read with Rule 4 of the Companies (Indian Accounting Standards) Rules 2015, as amended and the relevant provisions of the Act.
2. The figures for the previous year have been regrouped/reclassified wherever necessary to conform to current year's classification.
3. Cash comprises cash on hand, Current Accounts and deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition)
4.The term loan from Bank for INR 43.72 crs (previous year 26.80 crs) has been disclosed as current maturities of long term borrowings under short term borrowings
*5. Figures considered for changes in inventory and purchase of property plant and equipment are on gross basis, without considering loss on account of fire.

Movement in **borrowings**

| Particulars | March 31, 2025 | March 31, 2024 |
|---|---|---|
| Borrowings | | |
| Balance at the 31st March 2024 | 393.53 | 362.21 |
| Cash Flow | 172.21 | 30.91 |
| Non Cash Changes | 0.31 | 0.42 |
| Balance at 31st March 2025 | 566.05 | 393.53 |

| | |
|---|---|
| Corporate information | 1 |
| Material accounting policies | 2 |

The accompanying notes are an integral part of the standalone financial statements.
As per our report of even date

For Chandabhoy & Jassoobhoy
Chartered Accountants
Firm Registration No. 101647W

Bhupendra Nagda
Partner
Membership No.102580

CHANDABHOY & JASSOOBHOY LOWER PAREL MUMBAI-400 013 CHARTERED ACCOUNTANTS

For and on behalf of the Board of Directors
NEOGEN CHEMICALS LIMITED
CIN- L24200MH1989PLC050919

Haridas Kanani
Chairman & Managing Director
DIN- 00185487

Dr.Harin Kanani
Managing Director
DIN- 05136947

Gopikrishnan Sarathy
Chief Financial Officer

Unnati Kanani
Company Secretary and Compliance Officer
M.no.A35131

Place: Thane
Date: 17 May, 2025

## NEOGEN CHEMICALS LIMITED

**Accompanying notes to Consolidated financial statements for the year ended March 31, 2025**

### 1. General corporate information

Neogen Chemicals Limited is a Public Limited Group domiciled in India and incorporated under the provisions of the Companies Act, 1956 having Corporate Identity Number L24200MH1989PLC050919. Group has its registered office at Thane, Maharashtra. The Consolidated financial statements comprise financial statements of Neogen Chemicals Limited (the Company),its subsidiaries (collectively, the group), joint venture The Group is engaged primarily the business of manufacturing of speciality chemicals which are used in Pharmaceutical, Engineering & Agro-Chemical industries. Neogen has developed significant expertise in highly demanding field of Bromine Compounds, Lithium compounds & more recently advance intermediates for pharmaceutical industries & pesticides industries of world class standards

### 2. Summary of basis of compliance, basis of preparation and presentation, key accounting estimates, assumptions and material accounting policies

#### I. Basis of compliance

The consolidated financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and presentation and disclosures requirement of Division II of revised Schedule III of the Companies Act 2013, (Ind AS Compliant Schedule III), as applicable to consolidated financial statement. The accounting policies are applied consistently to all the years presented in the consolidated financial statements.

The consolidated financial statements of the Group for the year ended March 31, 2025 were authorized for issue in accordance with a resolution of the Board of Directors on May 17, 2025.

#### II. Basis of preparation and presentation

The Group adopted Disclosure of Accounting Policies (Amendments to Ind AS 1) from 1 April 2023. Although the amendments did not result in any changes in the accounting policies themselves, they impacted the accounting policy information disclosed in the financial statements. The amendments require the disclosure of 'material' rather than 'significant' accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity-specific accounting policy information that users need to understand other information in the financial statements

- **Current versus non-current classification**

All assets and liabilities have been classified as per the Group's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of the products and the time taken between acquisition of assets for processing and their realization in cash and cash equivalents, the Group has ascertained its operating cycle as twelve months for the purpose of the classification of assets and liabilities into current and non-current.

- **Basis of measurement**

The financial statements have been prepared on a historical cost basis, except for the following:
- certain financial assets and liabilities (including derivative instruments) that is measured at fair value;
- defined benefit plans – plan assets measured at fair value less present value of defined benefit obligation;

- **Functional and presentation currency**

Items included in the Consolidated Financial Statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the 'Functional Currency'). The CFS are presented in Indian Rupees ( INR), which is the Group's presentation currency.

#### III. Basis of Consolidation

The Consolidated Financial Statements (CFS) comprises the Financial Statements of Neogen Chemicals Limited ("the Company") and its Subsidiaries (herein after referred together as "the Group"), Associates. The CFS of the Group have been prepared in accordance with the Indian Accounting Standards on "Consolidated Financial Statements" (Ind AS 110), "Joint Arrangements" (Ind AS 111), "Disclosure of Interest in Other

Entities" (Ind AS 112), "Investment in Associates and Joint Ventures" (Ind AS 28) notified under Section 133 of the Companies Act, 2013

- **Subsidiaries**

  Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. When the Group loses control over a subsidiary, it derecognizes the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognized in the Statement of Profit or Loss. The financial statement of the Group, its Subsidiaries, Joint Ventures and Associates used in consolidation procedure are drawn upto the same reporting date i.e. March 31,2025. The acquisition method of accounting is used to account for business combinations by the Group. The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Inter Group transactions, balances and unrealized gains on transactions between Group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed wherever necessary to ensure consistency with the policies adopted by the Group.

- **Equity Method**

  Under the equity method of accounting, the investments are initially recognized at cost and adjusted thereafter to recognize the Group's share of the post-acquisition profits or losses of the investee in the Consolidated Statement of Profit and Loss, and the Group's share of other comprehensive income of the investee in other comprehensive income.

**IV. Key estimates and assumptions**

While preparing financial statements in conformity with Ind AS, the management has made certain estimates and assumptions that require subjective and complex judgments. These judgments affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses, disclosure of contingent liabilities at the balance sheet date and the reported amount of income and expenses for the reporting period. Future events rarely develop exactly as forecasted and the best estimates require adjustments, as actual results may differ from these estimates under different assumptions or conditions. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively. Judgement, estimates and assumptions are required in particular for:

- **Determination of the estimated useful lives**

  Useful lives of property, plant and equipment are based on the life prescribed in Schedule II of the Companies Act, 2013. In cases, where the useful lives are different from that prescribed in Schedule II and in case of intangible assets, they are based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support.

- **Recognition and measurement of defined benefit obligations**

  The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation, actuarial rates and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations. Due to complexities involved in the valuation and its long term nature, defined benefit obligation is sensitive to changes in these assumptions. All assumptions are reviewed at each reporting period.

- **Recognition of deferred tax assets and liabilities**

  Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences.

- **Recognition and measurement of other provisions**
  The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may therefore, vary from the amount included in other provisions.

- **Discounting of long-term financial assets / liabilities**
  All financial assets / liabilities are required to be measured at fair value on initial recognition. In case of financial liabilities/assets which are required to subsequently be measured at amortised cost, interest is accrued using the effective interest method.

- **Determining whether an arrangement contains a lease**
  Ind AS 116 requires lessee to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Group makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Group considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the Group has concluded that no changes are required to lease period relating to the existing lease contracts.

- **Fair value of financial instruments**
  Derivatives are carried at fair value. Derivatives includes foreign currency forward contracts. Fair value of foreign currency forward contracts are determined using the fair value reports provided by respective bankers.

- **Provisions and contingent liabilities and assets**
  A provision is recognised when the Group has a present obligation because 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. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

  In the normal course of business, contingent liabilities may arise from litigation and other claims against the Group . Potential liabilities that are possible but not probable of crystalising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognised. The cases which have been determined as remote by the Group are not disclosed.

  Contingent assets are neither recognised nor disclosed in the consolidated financial statements.

**V. Measurement of fair values**

The Group's accounting policies and disclosures require the measurement of fair values for, both financial and non-financial assets and liabilities. The Group has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of a financial asset or a financial liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

a. Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
b. Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
c. Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

NEOGEN CHEMICALS LTD. THANE
CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

## VI. Material accounting policies

### A. Revenue recognition and Other income

- **Sale of goods**

  The Group manufactures and sells a range of products to various customers. In case of contracts with customers, revenue is recognised when the significant risk and rewards of ownership have been transferred to the customer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods to the degree usually associated with the ownership, and the amount of revenue can be measured reliably, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable. Revenue recognised in relation to these contracts in excess of billing is recognised as a Contract Asset. In remaining cases revenue is recognised over Group's performance does not create an asset with alternative use to the Group and the entity has an enforceable right to payment for performance completed till date. Accumulated experience is used to estimate and provide for the discounts and returns and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. A refund liability (included in other current liabilities) is recognised for expected returns from the customer. Liability (included in other financial liabilities) is recognised for expected volume discounts payable to customers in relation to sales made until the end of the reporting period. Amounts disclosed as revenue are net of returns, discounts, volume rebates and net of goods and service tax. Incentives on exports are recognised in books after due consideration of certainty of utilisation / receipt of such incentives.

- **Interest income**

  Interest income is recognized on time proportion basis considering the amount outstanding and rate applicable. For all financial assets measured at amortized cost, interest income is recorded using the effective interest rate (EIR) i.e. the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial assets. Interest income is included in other income in the Statement of Profit and Loss.

- **Government grant**

  Grants and subsidies from the government are recognised when there is reasonable assurance that (i) the Group will comply with the condition attached to them and (ii) the grant /subsidy will be received. Government grants are recognised in the Statement of Profit and Loss on a systematic basis over the years in which the Group recognises the related costs for which the grants are intended to compensate or when performance obligations are made. Where the grant relates to an asset, it is recognized as deferred income and credited to income in equal amounts over the expected useful life of the related asset.

### B. Foreign currency

- **Transaction and balances**

  Transactions in foreign currencies are translated into the respective functional currencies of the Group at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction. Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences 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 and 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 transactions. Non-monetary items that are measured at fair value in a foreign currency shall be translated using the exchange rates at the date when the fair value was measured.

  Exchange differences are generally recognised in the Statement of Profit and Loss.

### C. Employment Benefits

- **Short-term obligations**

  All employee benefits payable wholly within twelve months of rendering services are classified as short-term employee benefits. Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Group has a present legal or constructive

obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably. Short-term benefits such as salaries, wages, short-term compensation absences, etc., are determined on an undiscounted basis and recognized in the period in which the employee renders the related service.

- **Other long-term employee benefit obligations**
  Liability toward Long-term Compensated Absences is provided for on the basis of an actuarial valuation, using the Projected Unit Credit Method, as at the date of the Balance Sheet. Actuarial gains / losses comprising of experience adjustments and the effects of changes in actuarial assumptions are immediately recognised in the Statement of Profit and Loss. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

- **Post-employment obligations**
  The Group operates the following post-employment schemes:
  **(a) Defined benefit plans such as gratuity, and**
  **(b) Defined contribution plans such as provident fund.**

  (a) **Defined benefit plans**: The following post – employment benefit plans are covered under the defined benefit plans:

  **Gratuity:** The Group's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.
  The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.
  Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

  (b) **Defined contribution plans**
  The Group pays provident fund contributions to publicly administered provident funds as per local regulations. The Group has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

**D. Income-tax**

Income tax expense comprises current and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent that it relates to a business combination, or items recognised directly in equity or in the OCI.

- **Current tax**
  Current tax is the amount of tax payable (recoverable) in respect of the taxable profit / (tax loss) for the year determined in accordance with the provisions of the Income-Tax Act, 1961. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using tax rates and tax laws that have been enacted or substantively enacted at the reporting date. Current tax assets and liabilities are offset only if, the Group:
  a) has a legally enforceable right to set off the recognised amounts; and
  b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

- **Deferred tax**
  Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:
  a) temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;

b) temporary differences related to investments in subsidiaries and associates to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and

c) taxable temporary differences arising on the initial recognition of goodwill

Deferred tax assets are recognised for deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves. Unrecognized deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

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.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset only if:

a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and

b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

**E. Inventories**

Inventories are carried in the balance sheet as follows:

(a) **Raw materials, Packing materials and Stores & Spares:** Cost of purchases and other costs incurred in bringing the inventories to their present location and condition

(b) **Work-in-progress / project in progress:** At lower of cost of materials, plus appropriate manufacturing overheads and net realizable value.

(c) **Finished Goods:** At lower of cost of materials, plus appropriate manufacturing overheads and net realizable value.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. The net realizable value of work-in-progress is determined with reference to the selling prices of related finished products. Raw materials and other supplies held for use in the production of finished products are not written down below cost, except in cases where material prices have declined, and it is estimated that the cost of the finished products will exceed their net realizable value.

**F. Property, plant and equipment (including Capital work in progress)**

- **Recognition and initial measurement**

Items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses, if any. The cost of an item of property, plant and equipment comprises:

a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.

b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

c) the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

d) Items of property, plant and equipment (including capital-work-in progress) are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and any accumulated impairment losses Income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognised in the Statement of Profit and Loss.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted and depreciated for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in the Statement of Profit and Loss.

- **De-recognition**
  An item of property, plant and equipment and any significant part initially recognized is derecognized 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 consolidated statement of profit and loss when the asset is derecognized.

- **Subsequent expenditure**
  Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group

- **Depreciation/ Amortizations**
  Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives specified in schedule II to the Companies Act, 2013 except for the following:
  (a) Building – 30 years
  (b) Plant and Machinery- 20 years
  (c) M.S. Structure & FRP Gratings- 20 years
  (d) Effluent Treatment Plant- 20 years
  (e) Safety Equipment's- 20 years
  (f) Quality Control Instruments & R & D Equipment's- 10 years
  (g) Office equipment's- 5 years
  (h) I T Equipment's- 3 years
  (i) Furniture and fixtures- 10 years
  (j) Vehicles- 8 years
  (k) Leasehold land - 60 years

  Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

**G. Intangible assets:**

- **Recognition and initial measurement**
  Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting year, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

- **Useful life and amortisation**
  Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and impairment losses. Amortisation is recognised on a straight-line basis over the useful lives of the asset from the date of capitalisation as below:

  Computer software 3-5 years

  The estimated useful life is reviewed at the end of each reporting period and the effect of any changes in estimate is accounted for prospectively.

  Intangible assets acquired in a business combination viz. Goodwill, Patents, Copyrights and Brands do not have definite useful life and thus, are not amortised. However, these assets are tested for impairment on an annual basis. These are further tested for impairment upon any indication of impairment subsequent to annual testing.

NEOGEN CHEMICALS LTD. THANE

CHANDABHOY & JASSOOBHOY CHARTERED ACCOUNTANTS MUMBAI-400 013

- **De recognition**
  Intangible assets are derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

- **Impairment**
  At the end of each reporting year, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified. Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired. Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset (or cashgenerating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss Goodwill and intangible assets that do not have definite useful life are not amortised and are tested at least annually for impairment. If events or changes in circumstances indicate that they might be impaired, they are tested for impairment once again.

**H. Investments**

The investments in subsidiaries, associates and joint ventures are carried in these financial statements at historical 'cost', except when the investment or a portion thereof, is classified as held for sale, in which case it is accounted for as Non-current assets held for sale and discontinued operations. Where the carrying amount of an investment is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount and the difference is transferred to the Statement of Profit and Loss. On disposal of investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to P & L.

**I. Borrowing costs**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange difference to the extent regarded as an adjustment to the borrowing costs.

**J. Segment Reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Group. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of directors. The Group has identified only one segment as reporting segment based on the information reviewed by CODM.

**K. Financial Instruments**

- **Recognition initial measurement**
  Trade receivables are initially recognised when they originate. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument. A financial asset or financial liability is 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. However, trade receivables that do not contain a significant financing component are measured at transaction price.

- **Classification and subsequent measurement**
  - **Financial Assets**

    On initial recognition, a financial asset is classified as measured at
    - amortised cost or
    - FVTPL

    Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets. A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:
    - the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
    - the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

  - **Financial assets: Business model assessment**

    The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:
    - The stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
    - how the performance of the portfolio is evaluated and reported to the Group's management;
    - the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
    - how managers of the business are compensated -e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
    - the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

    Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets. Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL. The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

  - **Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest**

    For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

    In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows that it would not meet this condition. In making this assessment, the Group considers:

    - contingent events that would change the amount or timing of cash flows;
    - terms that may adjust the contractual coupon rate, including variable interest rate features;
    - prepayment and extension features; and
    - terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

    A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the

NEOGEN CHEMICALS LTD. THANE

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

principal amount outstanding, which may include reasonable additional compensation for early termination of the contract Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

- **Financial assets: subsequent measurement and gains and losses**
  Financial assets at FVTPL: These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

  Financial assets at amortised cost: These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss

- **Financial liabilities: Classification, subsequent measurement and gains and losses**
  Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gains or loss on derecognition is also recognized in the statement of profit and loss.

- **Derecognition**
  - **Financial assets**
    The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers not retains substantially all of the risks and rewards of ownership but does not retain control of the financial asset. If the Group enters into transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

  - **Financial liabilities**
    The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expired. The Group also derecognises a financial liability when its terms are modified and the cash flow under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in the statement of profit and loss

  - **Offsetting**
    Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously

  - **Equity instruments**
    Equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities and includes no obligation to deliver cash or other financial assets.

**L. Leases**

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Group as a lessee The Group's lease asset classes primarily consist of leases for land. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option. Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

**M. Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

**N. Earnings per share**

- **Basic earnings per share**

  Basic earnings per share is calculated by dividing:

  a) the profit attributable to owners of the Group

  b) by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

**O. Business combination**

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree if any. Acquisition-related costs are expensed as incurred. At the acquisition date, the identifiable assets acquired and the liabilities assumed if any are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements. are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively. When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for noncontrolling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred (bargain purchase), the Group re-assesses whether it has correctly identified all the assets acquired an all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still

results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in Other Comprehensive Income (OCI) an accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

Business combinations arising from transfers of interests in entities that are under common control are accounted using pooling of interest method. The difference between consideration given and the aggregate historical carrying amounts of assets and liabilities of the acquired entity are recorded in equity

**P. Recent Pronouncements**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS - 117 Insurance Contracts and amendments to Ind AS 116 - Leases, relating to sale and leaseback transactions, applicable to the Group w.e.f. April 1, 2024. The Group has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

NEOGEN CHEMICALS LTD. THANE

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LIMITED

Accompanying notes to the consolidated financial statements for the year ended March 31, 2025

Note : 3 Property, Plant and Equipment

(₹ in Crore)

| Particulars | Freehold Land | Leasehold Land | Factory buildings | Office Premises | Plant & Machineries | M.S.Structure & FRP Grattings | Quality Control Instruments | R & D Equipments | Effulent Treatment Equipments | Safety Equipments | Office Equipments | I .T Equipments | Motor Car | Furniture & Fixtures | Total |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Gross Block: | | | | | | | | | | | | | | | |
| As at April 1, 2022 | 28.06 | 9.05 | 64.53 | - | 166.88 | 5.56 | 8.37 | 2.65 | 7.67 | 3.64 | 1.86 | 2.70 | 0.73 | 3.46 | 305.17 |
| Additions during the year | - | - | 13.69 | - | 49.62 | 1.72 | 2.78 | 0.96 | - | 0.41 | 0.74 | 0.84 | 0.45 | 0.18 | 71.38 |
| Disposals/Adustments during the year | - | - | (0.01) | 0.00 | 0.17 | 0.01 | | | (0.01) | 0.01 | | 0.01 | 0.01 | | 0.19 |
| As at March 31, 2023 | 28.06 | 9.05 | 78.21 | - | 216.67 | 7.29 | 11.15 | 3.61 | 7.66 | 4.06 | 2.60 | 3.55 | 1.19 | 3.64 | 376.74 |
| As at April 1, 2023 | 28.06 | 9.05 | 78.21 | - | 216.67 | 7.29 | 11.15 | 3.61 | 7.66 | 4.06 | 2.60 | 3.55 | 1.19 | 3.64 | 376.74 |
| Additions during the year | 100.88 | 1.65 | 5.59 | - | 45.46 | 0.29 | 2.36 | 2.14 | 0.04 | 0.15 | 0.21 | 0.97 | - | 0.53 | 160.27 |
| Disposals during the year | - | (1.16) | - | - | - | - | - | - | - | - | - | - | - | - | (1.16) |
| As at March 31, 2024 | 128.94 | 9.54 | 83.80 | | 262.13 | 7.58 | 13.51 | 5.75 | 7.70 | 4.21 | 2.81 | 4.52 | 1.19 | 4.17 | 535.85 |
| As at April 1, 2024 | 128.94 | 9.54 | 83.80 | - | 262.13 | 7.58 | 13.51 | 5.75 | 7.70 | 4.21 | 2.81 | 4.52 | 1.19 | 4.17 | 535.85 |
| Additions during the year | 1.29 | 0.64 | 4.28 | 1.73 | 53.10 | 1.16 | 1.28 | 0.23 | 0.46 | 0.10 | 0.28 | 0.25 | | 0.75 | 65.55 |
| Disposals during the year | - | - | 0.03 | - | 0.64 | - | 0.01 | - | 0.01 | (0.01) | (0.07) | - | (0.01) | 0.01 | (0.67) |
| Loss by fire | - | - | (34.83) | - | (134.77) | (0.72) | (0.06) | - | (0.53) | (1.11) | (0.27) | (0.25) | - | (0.31) | (172.84) |
| As at March 31, 2025 | 130.23 | 10.18 | 53.28 | 1.73 | 179.82 | 8.02 | 14.75 | 5.98 | 7.64 | 3.19 | 2.75 | 4.52 | 1.18 | 4.61 | 427.89 |
| Accumulated Depreciation: | | | | | | | | | | | | | | | |
| As at April 1, 2022 | - | 0.71 | 3.14 | | 11.67 | 1.73 | 1.38 | 0.81 | 0.45 | 0.23 | 0.66 | 1.55 | 0.29 | 0.75 | 23.39 |
| Depreciation for the year | | 0.15 | 2.14 | | 8.21 | 0.41 | 0.82 | 0.26 | 0.38 | 0.20 | 0.38 | 0.63 | 0.11 | 0.33 | 14.01 |
| On disposals/adjustments during the year | | - | (0.00) | - | 0.02 | (0.00) | - | - | - | - | - | - | - | (0.00) | 0.02 |
| As at March 31, 2023 | - | 0.86 | 5.28 | | 19.90 | 2.14 | 2.20 | 1.07 | 0.83 | 0.43 | 1.04 | 2.18 | 0.40 | 1.08 | 37.42 |
| As at April 1, 2023 | - | 0.86 | 5.28 | | 19.90 | 2.14 | 2.20 | 1.07 | 0.83 | 0.43 | 1.04 | 2.18 | 0.40 | 1.08 | 37.42 |
| Depreciation for the year | - | 0.16 | 2.53 | | 11.41 | 0.49 | 1.01 | 0.29 | 0.38 | 0.22 | 0.48 | 0.75 | 0.14 | 0.33 | 18.19 |
| On disposals/adjustments during the year | - | (0.13) | - | - | - | - | - | - | - | - | - | - | - | - | (0.13) |
| As at March 31, 2024 | - | 0.89 | 7.81 | | 31.30 | 2.63 | 3.21 | 1.35 | 1.21 | 0.65 | 1.52 | 2.93 | 0.54 | 1.41 | 55.48 |
| As at April 1, 2024 | | 0.89 | 7.81 | - | 31.30 | 2.63 | 3.21 | 1.35 | 1.21 | 0.65 | 1.52 | 2.93 | 0.54 | 1.41 | 55.44 |
| Depreciation for the year | | 0.16 | 2.69 | 0.00 | 13.28 | 0.50 | 1.30 | 0.54 | 0.39 | 0.22 | 0.42 | 0.73 | 0.14 | 0.44 | 20.81 |
| On disposals/adjustments during the year | | 0.05 | (0.02) | 0.01 | 0.07 | - | 0.02 | 0.01 | 0.01 | (0.01) | (0.01) | - | (0.01) | 0.02 | 0.14 |
| Loss by fire | | - | (3.67) | - | (17.78) | (0.07) | (0.02) | - | (0.03) | (0.17) | (0.13) | (0.21) | - | (0.10) | (22.16) |
| As at March 31, 2025 | - | 1.10 | 6.81 | 0.01 | 26.88 | 3.06 | 4.51 | 1.90 | 1.57 | 0.69 | 1.81 | 3.45 | 0.67 | 1.78 | 54.24 |
| Net Book Value: | | | | | | | | | | | | | | | |
| As at March 31, 2024 | 128.94 | 8.65 | 75.99 | - | 230.83 | 4.95 | 10.30 | 4.39 | 6.49 | 3.56 | 1.29 | 1.59 | 0.65 | 2.76 | 480.37 |
| As at March 31, 2025 | 130.23 | 9.08 | 46.47 | 1.72 | 152.94 | 4.96 | 10.25 | 4.08 | 6.07 | 2.50 | 0.94 | 1.07 | 0.51 | 2.84 | 373.64 |

Footnote:

1) Refer Note 16 for the details in respect of certain property, plant and equipment hypothecated/ mortgaged as security against borowings

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

NEOGEN CHEMICALS LIMITED

Accompanying notes to the consolidated financial statements for the year ended March 31, 2025

Note 3(a) : Right of use asset

(₹ in Crores)

| Particulars | Amount |
|---|---|
| **Gross Block:** | |
| As at April 1, 2023 | 11.01 |
| Additions during the year | 11.78 |
| Disposals/adjustments during the year | - |
| **As at March 31, 2024** | 22.79 |
| As at April 1, 2024 | 22.79 |
| Additions during the year | 22.27 |
| Disposals during the year | (0.13) |
| **As at March 31, 2025** | 44.93 |
| **Accumulated Depreciation:** | |
| As at April 1, 2023 | 4.29 |
| Depreciation for the year | 4.4 |
| On disposals during the year | - |
| **As at March 31, 2024** | 8.69 |
| As at April 1, 2024 | 8.69 |
| Depreciation for the year | 6.73 |
| On disposals/Adjustment during the year | 0.24 |
| **As at March 31, 2025** | 15.66 |
| **Net Book Value:** | |
| As at March 31, 2024 | 14.10 |
| As at March 31, 2025 | 29.27 |

Also refer note 36 : Leases

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

(₹ in Crore)

Note : 4 Capital Work in Progress

| Particulars | Amount |
|---|---|
| As at April 1, 2023 | 35.84 |
| Additions during the year | 233.34 |
| Capitalised during the year | (160.27) |
| **As at March 31, 2024** | **108.91** |
| As at April 1, 2024 | 108.91 |
| Additions during the year | 155.00 |
| Deletion during the year | (32.97) |
| Loss by fire (Refer note: 29) | (9.20) |
| Capitalised during the year | (65.55) |
| **As at March 31, 2025** | **156.19** |

a) Capital work in progress (CWIP) Ageing Schedule

| | As at March 31, 2025 | | | | | As at March 31, 2024 | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Particulars | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Project in Progress | 91.90 | 62.29 | 2.00 | | 156.19 | 106.91 | 2.00 | - | | 108.91 |

b) There are no cost overrun or Timeline delayed in any project pertaining to Financial Year 24-25 and Financial Year 23-24

Note : 5. Intangible assets

| Particulars | Software | Total |
|---|---|---|
| **Gross block:** | | |
| As at April 1, 2023 | 1.91 | 1.91 |
| Additions during the year | - | - |
| Disposals during the year | - | - |
| **As at March 31, 2024** | **1.91** | **1.91** |
| As at April 1, 2024 | 1.91 | 1.91 |
| Additions during the year | 0.04 | 0.04 |
| Disposals during the year | - | - |
| **As at March 31, 2025** | **1.95** | **1.95** |
| **Accumulated Depreciation:** | | |
| As at April 1, 2023 | 0.50 | 0.50 |
| Amortisation for the year | 0.28 | 0.28 |
| On disposals/Adjustment during the year | (0.02) | (0.02) |
| **As at March 31, 2024** | **0.76** | **0.76** |
| As at April 1, 2024 | 0.76 | 0.76 |
| Depreciation for the year | 0.25 | 0.25 |
| On disposals during the year | - | - |
| **As at March 31, 2025** | **1.01** | **1.01** |
| Net Book Value: | | |
| As at March 31, 2024 | 1.15 | 1.15 |
| **As at March 31, 2025** | **0.94** | **0.94** |

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

NEOGEN CHEMICALS LIMITED

Accompanying notes to the consolidated financial statements for the year ended March 31, 2025

(₹ in Crore unless otherwise stated)

Note : 6 (a) Non current investments

| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|
| | Nos./Percentage share | Amount | Nos./Percentage share | Amount |
| (i) Investment in Joint Venture | | | | |
| *At Cost* | | | | |
| Dhara Fine Chem Industries | 90% | 0.45 | 90% | 0.45 |
| Total | | 0.45 | | 0.45 |

Note : 6(a)(i) Other disclosure

| Particulars | As at March 31,2025 | As at March 31,2024 |
|---|---|---|
| Aggregate amount of qouted investment | - | - |
| Market value of qouted investment | - | - |
| Aggregate amount of unqouted investment | 0.45 | 0.45 |
| Aggregate amount of Impairment in the value of investments | - | - |

Note : 6(a)(ii)

| Particulars<br>Name of subsidiaries, joint venture | Place of business | As at March 31,2025<br>% of holding | As at March 31,2024<br>% of holding |
|---|---|---|---|
| Dhara Fine Chem Industries | Vadodara, Gujarat | 90.00 | 90.00 |

Note : 7. Loans

| Particulars | Current | | Non current | |
|---|---|---|---|---|
| | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2025 | As at March 31, 2024 |
| (Considered Good, unless otherwise stated) | | | | |
| Loan to related parties | 0.30 | 0.30 | - | - |
| Loan to employees | 0.09 | 0.38 | 0.27 | - |
| Total | 0.39 | 0.68 | 0.27 | - |

There are no loans or advances in the nature of loan granted to Promoter, Director, KMP and their related party (as defined under Companies Act 2013) either severly or jointly with any other person that are:

(a) Repayable on demand or

(b) without specifying any terms or period of repayment

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

NEOGEN CHEMICALS LIMITED

Accompanying notes to the consolidated financial statements for the year ended March 31, 2025

(₹ in Crore unless otherwise stated)

Note : 8. Other financial assets

| Particulars | Current | | Non current | |
|---|---|---|---|---|
| | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2025 | As at March 31, 2024 |
| (Unsecured, considered good unless stated otherwise) | | | | |
| Fixed deposit with banks | 28.80 | 2.79 | 1.89 | 0.48 |
| Contract assets | 61.35 | 66.57 | - | - |
| Security deposits | - | - | 11.95 | 10.30 |
| Interest accured on fixed deposit | 0.13 | 0.03 | - | - |
| Advance to employees | 0.01 | 0.00 | - | - |
| Interest receivable on inter corporate deposit | 0.35 | 0.19 | - | - |
| Derivative asset for forwards contracts | - | 0.24 | - | - |
| Insurance claim receivable (Refer note 30) | 348.82 | - | - | - |
| Other receivables | 1.59 | - | - | - |
| Total | 441.05 | 69.83 | 13.84 | 10.78 |

Note : 9. Current tax liability

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Advance tax (Net of provision) | 7.21 | 3.46 |
| Total | 7.21 | 3.46 |

Note : 10. Other assets

| Particulars | Current | | Non current | |
|---|---|---|---|---|
| | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2025 | As at March 31, 2024 |
| (Unsecured, Considered Good unless otherwise stated) | | | | |
| Capital advances | - | - | 166.45 | 58.67 |
| Advances to vendors | 5.62 | 5.04 | - | - |
| Balance with government authorities | 30.15 | 22.93 | - | - |
| Prepaid expenses | 8.31 | 2.71 | 6.43 | 3.22 |
| Other Receivables | - | 5.85 | - | - |
| Total | 44.08 | 36.53 | 172.88 | 61.89 |

Note : 11. Inventories

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| (Valued at lower of the cost and net realisable value) | | |
| * Raw materials | 46.57 | 29.92 |
| Packing materials | 4.56 | 3.49 |
| * Finished goods | 16.70 | 76.74 |
| * Work-in-progress | 233.26 | 265.20 |
| Stores and spares | 7.75 | 6.89 |
| Fuel | 0.29 | 0.20 |
| Total | 309.13 | 382.44 |

*Hypotheciated with banks for working capital facilities*

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

NEOGEN CHEMICALS LIMITED

Accompanying notes to the consolidated financial statements for the year ended March 31, 2025

(₹ in Crore unless otherwise stated)

Note : 12. Trade receivables

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Secured | | |
| Unsecured | | |
| (i) Considered good * | 200.22 | 281.69 |
| (ii)Trade receivable which have significant increase in risk | 2.69 | - |
| (iii)Trade receivables credit impaired | - | - |
| Less: Allowance for expected credit loss | (2.69) | - |
| Total | 200.22 | 281.69 |

*Hypothecated with banks for working capital facilities*

a) Ageing of Trade Receivable

Trade receivable ageing schedule as on 31st March, 2025

| Particulars | | Outstanding for following periods from due date of payment | | | | |
|---|---|---|---|---|---|---|
| | Not due | Less than 6 months | 6 months - 1 year | 1-2 years | more than 2 years | Total |
| Undisputed trade receivables | | | | | | |
| - considered good | 47.91 | 137.76 | 8.53 | 6.02 | - | 200.22 |
| - which have significant increase in risk | - | 1.16 | 0.31 | 0.39 | 0.83 | 2.69 |
| - credit impaired | - | - | - | - | - | - |
| Disputed trade receivables | | | | | | |
| - considered good | - | - | - | - | - | - |
| - which have significant increase in risk | - | - | - | - | - | - |
| -credit impaired | - | - | - | - | - | - |
| Total | 47.91 | 138.92 | 8.84 | 6.41 | 0.83 | 202.91 |
| Less: Loss allowance | - | (1.16) | (0.31) | (0.39) | (0.83) | (2.69) |
| Total current trade receivables | 47.91 | 137.76 | 8.53 | 6.02 | - | 200.22 |

The provision disclosed in the above tables made based on expected credit loss method

Trade receivable ageing schedule as on 31st March, 2024

| Particulars | | Outstanding for following periods from due date of payment | | | | |
|---|---|---|---|---|---|---|
| | Not due | Less than 6 months | 6 months - 1 year | 1-2 years | more than 2 years | Total |
| Undisputed trade receivables | | | | | | |
| - considered good | 113.62 | 156.98 | 5.24 | 5.16 | 0.69 | 281.69 |
| - which have significant increase in risk | - | - | - | - | - | - |
| - credit impaired | - | - | - | - | 0.90 | 0.90 |
| Disputed trade receivables | | - | | | | |
| - considered good | - | - | - | - | - | - |
| - which have significant increase in risk | - | - | - | - | - | - |
| -credit impaired | - | - | - | - | - | - |
| Total | 113.62 | 156.98 | 5.24 | 5.16 | 1.59 | 282.59 |
| Less: Loss allowance | | - | - | | (0.90) | (0.90) |
| Total current trade receivables | 113.62 | 156.98 | 5.24 | 5.16 | 0.69 | 281.69 |

Note : 13 Cash and cash equivalents

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| (i) Balances with banks : | | |
| In current accounts | 4.73 | 12.03 |
| (ii) Cash on hand | 0.23 | 0.20 |
| Total | 4.96 | 12.23 |

Note : 13(a) Bank balance other than cash and cash equivalents

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Fixed deposit with bank | - | 0.26 |
| Unclaimed dividend account | 0.00 | 0.00 |
| Total | 0.00 | 0.26 |

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

(₹ in Crore unless otherwise stated)

Note : 14. Equity share capital

| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|
| | No of shares | ₹ in Crores | No of shares | ₹ in Crores |
| Authorised capital | | | | |
| Equity Shares of Rs.10/- each | 9,00,26,000 | 90.03 | 4,00,00,000 | 40.00 |
| Preference shares of Rs 100/- each | 10,00,000 | 10.00 | 10,00,000 | 10.00 |
| Total | 9,10,26,000.00 | 100.03 | 4,10,00,000.00 | 50.00 |
| Issued, Subscribed and Fully Paid up | | | | |
| Equity Shares of Rs.10/- each | 2,63,81,674 | 26.38 | 2,63,81,674 | 26.38 |
| Total | 2,63,81,674.00 | 26.38 | 2,63,81,674.00 | 26.38 |

Note 14 (a) Reconciliation of number of shares outstanding at end of the year:

| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---|---|---|---|
| | No of Shares | ₹ in Crores | No of Shares | ₹ in Crores |
| Equity Shares outstanding at the beginning of the year | 2,63,81,674 | 26.38 | 2,49,39,316 | 24.94 |
| Equity Shares issued during the year* | - | - | 14,42,358 | 1.44 |
| Equity Shares outstanding at the end of the year | 2,63,81,674.00 | 26.38 | 2,63,81,674.00 | 26.38 |

* During the previous year (FY 23-24) the company issued 14,42,358 equity shares of Rs 10/- each on preferential basis at a premium of Rs @ 1,744.07/- per share to the identified investors and the shares were allotted on 1st November 2023

(b) Rights, preferences & Restriction of each class of shares

The Company has one class of Equity shares having a par value of Rs 10 per share. Each Share holder is eligible for one vote per share held. All Equity Shareholders are eligible to receive dividends in proportion to their shareholdings. The dividends proposed by the Board of Directors are subject to the approval of the Shareholders in the ensuing Annual General Meeting. In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their share holding

(c) Details of shareholders holding more than 5% shares in the Company are set out below

| Name of the Shareholder | As at March 31, 2025 | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2024 |
|---|---|---|---|---|
| Equity shares | No. of Shares | % | No. of Shares | % |
| Mr. Haridas Kanani | 1,04,05,078 | 39.44% | 1,19,00,078 | 45.11% |
| SBI Mutual Fund under its various Schemes | 20,27,983 | 7.69% | 20,72,444 | 7.86% |
| Dr. Harin H Kanani | 20,00,000 | 7.58% | 20,00,000 | 7.58% |
| Axis Mutual Fund under its various schemes | 15,83,354 | 6.00% | 16,66,881 | 6.32% |

(d) Details of shares held by promoter at the end of the year

As at March 31, 2025

| Promoter Name | No of Shares at the beginning of Year | % of Total Share | Changes during the Year | No. of Share at the end of Year | % of Total Share | % Change during the Year |
|---|---|---|---|---|---|---|
| Haridas Thakarshi Kanani | 1,19,00,078 | 45.11% | (14,95,000) | 1,04,05,078 | 39.44% | -5.67% |
| Harin Haridas Kanani | 20,00,000 | 7.58% | - | 20,00,000 | 7.58% | - |
| Amritlal Thakarsi Kanani | 1,000 | 0.00% | - | 1,000 | 0.00% | - |
| Arun Krishnalal Gandhi | 1,000 | 0.00% | - | 1,000 | 0.00% | - |
| Asha Deepak Dalal | 1,990 | 0.01% | - | 1,990 | 0.01% | - |
| Beena Haridas Kanani | 1,00,309 | 0.38% | - | 1,00,309 | 0.38% | - |
| Charulata Bharatkumar Reshamwala | 1,062 | 0.00% | - | 1,062 | 0.00% | - |
| Malia Harshida Kishor | 2,000 | 0.01% | - | 2,000 | 0.01% | - |
| Pallika Haridas Kanani | 9,98,000 | 3.78% | - | 9,98,000 | 3.78% | - |
| Pratik Kishor Malia | 1,300 | 0.00% | - | 1,300 | 0.00% | - |
| Rashmikant Krishnalal Gandhi | 1,000 | 0.00% | - | 1,000 | 0.00% | - |
| Vanita Madhwani | 2,000 | 0.01% | - | 2,000 | 0.01% | - |
| Total | 1,50,09,739 | 56.89% | (14,95,000) | 1,35,14,739 | 51.23% | -5.67% |

NEOGEN CHEMICALS LTD. THANE

(₹ in Crore unless otherwise stated)

Note : 15. Other Equity

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Capital Reserve on Business Combination | 10.62 | 10.62 |
| General Reserve | 3.76 | 3.76 |
| Retained earnings | 227.70 | 198.15 |
| Securities Premium | 521.98 | 521.98 |
| Other Comprehensive Income | (1.04) | (0.60) |
| Total Other Equity | 763.01 | 733.91 |

The Description of the nature and purpose of each reserve within equity:

**General Reserve:** General reserve is a free reserve which is created by transferring fund from retained earnings to meet future obligations and purposes.

**Retained Earnings:** Retained earnings are the profits that the company has earned till date, less any transfers to general reserve, dividends paid to shareholders.

**Securities Premium:** Security premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of Companies Act, 2013.

**Capital Reserve on Business Combination:** This represents the capital reserve on account of business combination on purchase of unit of Solaris Chemtech industries limitd, amalgmation of BuLi Chemicals India Private Limited under common control buisness combination transaction.

**Other Comprehensive Income:** Remeasurement of defined benefit plans : Remeasurement of defined benefit plans represents actuarial gains and losses relating to gratuity

Note : 16. Borrowings

| Particulars | Current | | Non current | |
|---|---|---|---|---|
| | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2025 | As at March 31, 2024 |
| Secured loans | | | | |
| * (i) Term Loan From Banks | 43.72 | 26.80 | 170.10 | 124.23 |
| (ii) Working Capital Demand Loan From Bank (Refer Note 4 below) | 162.00 | 128.64 | - | - |
| (iii) Cash credit | 190.22 | 113.86 | - | - |
| Total | 395.94 | 269.30 | 170.10 | 124.23 |

* Current portion represents current maturities of long term borrowings

Notes:

1. The secured term loan outstanding of INR 12.98 crore (PY 55.64 crore) from Kotak Bank carries interest at 8.25 % (REPO rate plus 2%). The loan is repayable within 7 years from its origination and the final instalment of repayment is due on 25-07-2029. Charge created on movable and immovables assets of the company,however as per agreed negotiation with bank outstanding amount would be paid in next one year
2. The secured term loan outstanding of INR 48.82 crore (PY 72.96 crore) from HDFC Bank carries interest at 8.53% (REPO rate plus 2.51%) . The loan is repayable within 7 years from its origination and the final instalment of repayment is due on 30-03-2028. Charge created with on movable and immovables assets of the company
3. The secured term loan outstanding of INR 18.75 crore (PY 23.75 crore) from Axis Bank carries interest at 8.95 %(REPO rate plus 2.75%). The loan is repayable within 7 years from its origination and the final instalment of repayment is due on 31-12-2028. Charge created on movable and immovables assets of the company
4. The secured term loan outstanding of INR 11.99 crore (PY NIL ) from Bandhan Bank carries interest at 8.90 %(REPO rate plus 2.25%). The loan is repayable within 7 years from its origination and the final instalment of repayment is due on 24-05-2031. Charge created on movable and immovables assets of the company
5. The secured term loan outstanding of INR 122.35 crs (PY NIL) from State Bank of India carries interest at 9.55 %(6M MCLR plus 1%) . The loan is repayable within 12 years from its origination, first installment being due on 30-06-2027 and the final instalment of repayment is due on 31-03-2036, secured by creating charge on on both immovable assets and movable Plant and Machinery, Receivables, book debts and Inventories at Pakhajan site
6. Secured by way of charge on current assets (Inventories and Trade Receivables)

Note : 17. Other Financial Liabilities

| Particulars | Current | | Non current | |
|---|---|---|---|---|
| | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2025 | As at March 31, 2024 |
| Employee benefit payable | 9.50 | 8.01 | - | - |
| Interest accrued but not due on borrowings | 0.66 | - | - | - |
| Unpaid dividend | 0.00 | 0.00 | - | - |
| Retention money | - | - | 0.10 | 0.14 |
| Security deposits | 0.23 | 0.92 | - | - |
| Derivative liability for forwards contracts | 1.84 | - | - | - |
| Deferred revenue income | 0.19 | 0.26 | - | - |
| Others | 23.13 | 79.02 | 2.00 | 3.51 |
| Total | 35.55 | 88.22 | 2.10 | 3.65 |

Note : 18. Provisions

| Particulars | Current | | Non current | |
|---|---|---|---|---|
| | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2025 | As at March 31, 2024 |
| Provision for Employee Benefits | | | | |
| Provision for gratuity | 2.91 | 0.99 | 3.20 | 3.53 |
| Provision for leave encashment | 1.30 | 0.32 | 7.90 | 5.54 |
| Total | 4.21 | 1.31 | 11.10 | 9.07 |

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

(₹. in Crore)

Note 19 : Income Taxes

(a) Amounts recognised in profit and loss

(₹. in Crores)

| | March 31, 2025 | March 31, 2024 |
|---|---|---|
| Current income tax | | |
| In respect of current year | 19.92 | 12.24 |
| Adjustments in respect of earlier years | 1.82 | - |
| Deferred income tax | | |
| In respect of current year | | |
| Origination and reversal of temporary differences | (5.21) | 4.88 |
| Adjustments in respect of earlier years | | |
| Origination and reversal of temporary differences | (1.20) | - |
| Deferred tax expense | (6.41) | 4.88 |
| Tax expense recognised in the Statement of Profit & Loss | 15.33 | 17.12 |

(b) Amounts recognised in other comprehensive income

| | March 31, 2025 | | | March 31, 2024 | | |
|---|---|---|---|---|---|---|
| | Before tax | Tax (expense) / benefit | Net of tax | Before tax | Tax (expense) / benefit | Net of tax |
| Items that will not be reclassified to profit or loss | | | | | | |
| Remeasurements of defined benefit (liability) / asset | (0.56) | 0.12 | (0.44) | (0.80) | 0.20 | (0.60) |
| | (0.56) | 0.12 | (0.44) | (0.80) | 0.20 | (0.60) |

(c) Reconciliation of tax expense and accounting profit for the year is as under:

| | March 31, 2025 | March 31, 2024 |
|---|---|---|
| Profit before tax | 64.24 | 52.77 |
| Company's domestic tax rate | 25.17% | 25.17% |
| Tax using the company's domestic tax rate | 16.17 | 13.28 |
| Differences in tax rates of subsidiary | (2.09) | - |
| Tax effect of: | | |
| Expense not allowed for tax purposes | 0.63 | 3.84 |
| Others | - | - |
| Total | 14.71 | 17.12 |
| Adjustments in respect of earlier years | 1.82 | - |
| Tax expense as per Statement of Profit & Loss | 16.53 | 17.12 |
| | | |
| Current tax | 20.54 | 12.24 |
| Deferred tax | (5.21) | 4.88 |
| Total | 15.33 | 17.12 |

NEOGEN CHEMICALS LTD. THANE

NEOGEN CHEMICALS LIMITED

Accompanying notes to the consolidated financial statements for the year ended March 31, 2025

Note (d) : Movement in deferred tax balances for the year ended March 31, 2025

(₹. in Crores)

| Particulars | Net balance April 1, 2023 | Recognised in profit or loss | Prior year adjustment | Recognised in OCI | Net | Deferred tax liability | Deferred tax asset | Net Deferred Tax March 31, 2024 |
|---|---|---|---|---|---|---|---|---|
| Deferred tax asset/(liabilities) | | | | | | | | |
| Property, plant and equipment & Intangible assets | (29.43) | (1.05) | (0.82) | - | (1.87) | 27.56 | - | (27.56) |
| Lease | 0.34 | (0.03) | - | - | (0.03) | - | 0.37 | 0.37 |
| Provision for employee benefits | 1.13 | (0.37) | (0.05) | - | (0.42) | - | 1.55 | 1.55 |
| Provisions for leave encashement | 1.45 | (0.77) | - | | (0.77) | | 2.22 | 2.22 |
| Provisions for doubtful debts & other receivables | 0.23 | (0.45) | 0.02 | - | (0.43) | - | 0.66 | 0.66 |
| Others | 2.35 | (2.56) | (0.35) | - | (2.91) | - | 5.29 | 5.29 |
| OCI Item | 0.20 | | | 0.12 | 0.12 | - | 0.06 | 0.06 |
| Deferred Tax assets / (Liabilities) | (23.73) | (5.21) | (1.20) | 0.12 | (6.30) | 27.56 | 10.15 | (17.41) |

Movement in deferred tax balances for the year ended March 31, 2024

(₹. in Crores)

| Particulars | Net balance April 1, 2022 | Recognised in profit or loss | Prior year adjustment | Recognised in OCI | Net | Deferred tax liability | Deferred tax asset | Net Deferred Tax March 31, 2023 |
|---|---|---|---|---|---|---|---|---|
| Deferred tax asset/(liabilities) | | | | | | | | |
| Property, plant and equipment & Intangible assets | (28.14) | 1.29 | | | 1.29 | 29.43 | | (29.43) |
| Lease | | (0.34) | | | (0.34) | | 0.34 | 0.34 |
| Provision for employee benefits | 2.17 | 1.04 | | | 1.04 | | 1.13 | 1.13 |
| Provisions for leave encashement | | (1.45) | | | (1.45) | | 1.45 | 1.45 |
| Provisions for doubtful debts & other receivables | 0.26 | 0.03 | | | 0.03 | | 0.23 | 0.23 |
| Mat credit | 6.87 | 6.87 | | | 6.87 | | - | - |
| Others | (0.18) | (2.54) | | | (2.54) | | 2.35 | 2.35 |
| OCI Item | | - | | (0.20) | (0.20) | | 0.20 | 0.20 |
| Deferred Tax assets / (Liabilities) | (19.02) | 4.88 | - | (0.20) | 4.70 | 29.43 | 5.70 | (23.73) |

The company offsets tax assets and liabilities only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

CHANDABHOY & JASSOOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

(₹ in Crore unless otherwise stated)

**Note : 20. Trade Payables**

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Total outstanding dues of micro and small enterprises | 2.25 | 3.41 |
| Total outstanding dues of creditors other than micro and small enterprises | 260.94 | 141.19 |
| Total | 263.19 | 144.60 |

Trade payables are non-interest bearing and are normally settled on 0 to 120 days terms.

Trade payables includes accruals which are not classified as provisions under Ind AS 37

**Ageing of Trade Payable**

Trade Payables Ageing schedule as on 31st March , 2025

| Particulars | | Outstanding for following periods from due date of payment | | | |
|---|---|---|---|---|---|
| | Not due | Less than 1 year | 1-2 years | 2-3 years | Total |
| (i) M S M E | 2.25 | - | - | - | 2.25 |
| (ii) Others | 111.81 | 147.53 | 1.12 | 0.48 | 260.94 |
| (iii) Disputed dues - MSME | - | - | - | - | - |
| (iv) Disputed dues- Others | - | - | - | - | - |
| Total | 114.06 | 147.53 | 1.12 | 0.48 | 263.19 |

Trade Payables Ageing schedule as on 31st March , 2024

| Particulars | | Outstanding for following periods from due date of | | | |
|---|---|---|---|---|---|
| | Not due | Less than 1 year | 1-2 years | 2-3 years | Total |
| (i) M S M E | 1.57 | 1.84 | - | - | 3.41 |
| (ii) Others | 45.25 | 94.68 | 1.26 | - | 141.19 |
| (iii) Disputed dues - MSME | - | - | - | - | - |
| (iv) Disputed dues- Others | - | - | - | - | - |
| Total | 46.82 | 96.52 | 1.26 | - | 144.60 |

**Note : 21. Other Current Liabilities**

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Advance from customers | 16.00 | 5.69 |
| Statutory dues payable | 4.41 | 12.45 |
| Total | 20.41 | 18.14 |

NEOGEN CHEMICALS LTD. THANE

(₹ in Crore unless otherwise stated)

**Note : 22. Revenue from Operations**

| Particulars | For the year Ended March 31, 2025 | For the year Ended March 31, 2024 |
|---|---|---|
| Revenue from contract with customers | | |
| Sale of Goods | 757.72 | 670.84 |
| Other Operating Revenue | 19.84 | 19.84 |
| Total | 777.56 | 690.67 |

**Reconciliation of the amount of revenue recognised in the statement of profit and loss with the contracted price**

| Particulars | For the year Ended March 31, 2025 | For the year Ended March 31, 2024 |
|---|---|---|
| Revenue from contract with customers as per contracted price - sale of goods | 761.79 | 675.35 |
| Less: Sales returns | 4.07 | 4.53 |
| Revenue from contract with customers | 757.72 | 670.84 |

For disaggregation of revenue from contract from customer in terms of geographical area, refer note 37

**Note : 23. Other Income**

| Particulars | For the year Ended March 31, 2025 | For the year Ended March 31, 2024 |
|---|---|---|
| a) Other Income | | |
| Interest from banks on Fixed Deposits | 0.94 | 0.63 |
| Interest income-others | 0.54 | 6.68 |
| Total | 1.48 | 7.31 |
| b) Other Non Operating Income: | | |
| Interest on loan from Partnership firm | 0.09 | 0.10 |
| Others | 2.44 | 0.07 |
| Total | 2.53 | 0.16 |
| Total Other Income | 4.01 | 7.47 |

**Note : 24. Cost of materials consumed**

| Particulars | For the year Ended March 31, 2025 | For the year Ended March 31, 2024 |
|---|---|---|
| Cost of Material Consumed | 506.08 | 474.59 |

**Note : 25. Changes in inventories of finished goods, work-in-progress**

| Particulars | For the year Ended March 31, 2025 | For the year Ended March 31, 2024 |
|---|---|---|
| Opening Inventory | | |
| - Finished Goods | 76.74 | 58.89 |
| - Work-In-Progress | 265.20 | 190.94 |
| | 341.94 | 249.83 |
| Closing Inventory | | |
| - Finished Goods | 16.70 | 76.74 |
| - Work-In-Progress | 233.26 | 265.20 |
| | 249.96 | 341.94 |
| **Less** | | |
| Loss of inventory due to fire disclosed seperately under exceptional items (Refer Note: 30 ) | | |
| - Finished Goods | 27.79 | - |
| - Work-In-Progress | 147.21 | - |
| | 175.00 | - |
| Changes in Inventories: | | |
| - Finished Goods | 32.26 | (17.84) |
| - Work-In-Progress | (115.28) | (74.76) |
| Total | (83.02) | (92.10) |

NEOGEN CHEMICALS LTD. THANE

(₹ in Crore unless otherwise stated)

**Note : 26. Employee benefits expense**

| Particulars | For the year Ended March 31, 2025 | For the year Ended March 31, 2024 |
|---|---|---|
| Salaries, wages and bonus | 53.42 | 51.95 |
| Contribution to provident and other funds | 6.89 | 5.41 |
| Staff welfare | 4.53 | 4.64 |
| Total | 64.84 | 62.00 |

**Note : 27. Finance costs**

| Particulars | For the year Ended March 31, 2025 | For the year Ended March 31, 2024 |
|---|---|---|
| Interest expenses on borrowings | 35.08 | 36.36 |
| Interest on leases | 2.78 | 1.42 |
| Other finance cost and bank charges | 10.64 | 4.28 |
| Total | 48.50 | 42.06 |

**Note : 28. Depreciation and amortization expense**

| Particulars | For the year Ended March 31, 2025 | For the year Ended March 31, 2024 |
|---|---|---|
| Depreciation of tangible assets | 20.81 | 18.19 |
| Depreciation on right of use assets | 6.73 | 4.40 |
| Amortisation of intangible assets | 0.25 | 0.28 |
| Total | 27.79 | 22.87 |

(₹ in Crore unless otherwise stated)

**Note : 29. Other expenses**

| Particulars | For the year Ended March 31, 2025 | For the year Ended March 31, 2024 |
|---|---|---|
| Power and Fuel | 31.83 | 31.91 |
| Water Charges | - | - |
| Consumption of stores and spares | 4.81 | 6.16 |
| Repairs and maintenance | - | - |
| - Plant and machinery | 2.32 | 1.79 |
| - Buildings | 0.71 | 0.55 |
| - Others | 2.84 | 2.76 |
| Insurance | 2.96 | 3.51 |
| Rent | 3.59 | 3.84 |
| Rates and Taxes | 3.05 | 0.49 |
| Contract Labour charges | 16.49 | 16.63 |
| Legal and professional fees | 9.35 | 8.41 |
| Freight and forwarding charges | 14.32 | 8.05 |
| Quality Control Expenses | 11.48 | 5.21 |
| Other Production Expenses | 7.78 | 6.26 |
| Processing charges | 5.54 | 4.11 |
| Consumption of Packing Material | 8.60 | 9.17 |
| Travelling and conveyance | 6.20 | 6.57 |
| Corporate Social Responsibility (Refer note 45) | 1.29 | 1.30 |
| Corporate Enviroment Responsibility | 0.00 | 0.87 |
| Payment to Auditors | 0.55 | 0.81 |
| Research and development | 1.15 | 3.49 |
| Sundry balances written off | 0.88 | - |
| Provision for doubtful debts | 1.79 | - |
| Service charge | 0.11 | - |
| Advertisement, Selling and Distribution Expenses | 9.13 | 9.68 |
| Miscellaneous expenses | 6.57 | 4.54 |
| Total | 153.34 | 136.13 |

**Payment to Auditors (exclusive of Goods and Services Tax)**

| Particulars | For the year Ended March 31, 2025 | For the year Ended March 31, 2024 |
|---|---|---|
| **As Auditors** | | |
| Audit fees and Limited Review | 0.49 | 0.55 |
| Tax audit fees | - | 0.07 |
| Reimbursement of expenses | 0.01 | 0.01 |
| **In other Capacity** | | |
| Other Services (Certification and Other Fees) | 0.05 | 0.18 |
| Total | 0.55 | 0.81 |

**Note : 30. Exceptional Items**

| Particulars | For the year Ended March 31, 2025 | For the year Ended March 31, 2024 |
|---|---|---|
| Loss due to fire | 14.08 | - |
| Total | 14.08 | - |

On March 05, 2025 there was fire at Multi-Purpose Plant (MPP3)- Facility, Tank Farms and warehouse at Dahej SEZ Plant of the Group. This incident led to damage of certain property, plant and equipment, inventory and interrupted business. The Group is adequately insured for reinstatement value of damaged assets and loss of profits due to business interruption. The Group has intimated the fire incident with the insurance company and submitted loss estimate pertaining to replacement value of the damaged property, plant and equipment, loss of damaged inventory and incidental expenses incurred on account of fire. The Group is awaiting for completion of surveyor assessment appointed by the insurance company.

The Group has recognised loss of Rs 362.90 Crores on account of damage to certain property, plant & equipment, inventory and estimated cost of incidental charges . The Group has recognised insurance claim receivable of Rs 348.82 Crores to the extent of recovery of loss after adjusting applicable deductibility considering its assessment of loss and admissibility of claims as per the policy, adequacy of coverage and nature of loss and based upon the independent opinion obtained by the company from Independent Surveyor and Independent Expert Practitioner . The Group has not accounted claim for loss of profit due to business interruption and excess value of reinstatement of assets over written down value as per accounting conservatism. The aforementioned losses and corresponding insurance claim has been presented on a net basis of Rs 14.08 Cr under exceptional item and claim receivable in other current financial assets in these Consolidated financial statements for the year ended March 31, 2025

NEOGEN CHEMICALS LIMITED

Accompanying notes to the consolidated financial statements for the year ended March 31, 2025

(₹ in Crore unless otherwise stated)

Note : 31. Key Ratio

| | Ratio | Numerator | Denominator | As at March 31, 2025 | As at March 31, 2024 | % Variance | Reason for Variance |
|---|---|---|---|---|---|---|---|
| a) | Current ratio (in times) | Total current asset | Total current liabilities | 1.36 | 1.49 | -9% | No major change |
| b) | Debt Equity Ratio (in times) | Total Borrowing | Total Equity | 0.72 | 0.52 | 38% | Increase in borrowings during the year |
| c) | Debt Service Coverage Ratio (in times) | Profit before Tax, Exceptional Items, Depreciation , Finance Charge | Long term borrowing scheduled principal repayments( Exclulding pre payments) during the year + interest | 1.65 | 1.30 | 27% | Profit before Tax increased during the year |
| d) | Return on Equity Ratio(%) | PAT | Average shareholder equity | 4.50% | 5.74% | -22% | No major change |
| e) | Inventory Turnover (times) | Sale of Products | Average Inventory | 2.25 | 2.05 | 10% | No major change |
| f) | Trade Receivable Turnover (no of days) | Sale of Products | Average Trade Receivable | 3.23 | 2.76 | 17% | No major change |
| g) | Trade Payable Turnover Ratio (in Times) | Net purchase | Average Trade Payables | 2.56 | 3.14 | -18% | No major change |
| h) | Net Capital Turnover Ratio (in Time) | Net sales | Average working capital | 2.90 | 2.69 | 8% | No major change |
| i) | Net Profit Margin % | Net profit for the year | Revenue from Operation | 4.48% | 5.16% | -13% | No major change |
| j) | Return on Capital Employed % | EBIT | Net Worth+total borrowing+ deferred tax liabilities | 8.21% | 8.05% | 2% | No major change |
| k) | Return on Investment % | Income earned from Investment made | Investment made | 6.25% | - | 100% | On account of investmet in Mutual funds |

**Note : 32. Earnings Per Share**

Basic Earnings per share (EPS) amounts are calculated by dividing the profit for the year attributable to equity holders of the parent by the weighted average number of equity shares outstanding during the year. Diluted earnings /(loss) per share amounts are calculated by dividing the profit/loss (after adjusting for interest on the convertible preference shares) attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

| Particulars | For the year Ended March 31, 2025 | For the year Ended March 31, 2024 |
|---|---|---|
| Profit after tax for calculation of basic and diluted EPS | 34.83 | 35.65 |
| Weighted average number of equity shares in calculating basic EPS and diluted EPS | 2,63,81,674 | 2,55,40,299 |
| Basic earnings per share | 13.20 | 13.96 |
| Diluted earnings per share | 13.20 | 13.96 |

There are no dilutive potential shares and accordingly, Basic earnings per share and Diluted earning per share are same.

CHANDABHOY & JASSOOBHOY CHARTERED ACCOUNTANTS LOWER PAREL MUMBAI-400 013

NEOGEN CHEMICALS LTD. THANE

(₹ in Crore unless otherwise stated)

Note : 33. Employee Benefits

(a) Defined Contribution plans

The group makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Statutory Provident Fund, which is a defined contribution plan.

| Particulars | For the year Ended March 31, 2025 | For the year Ended March 31, 2024 |
|---|---|---|
| Benefits Paid (Contribution to) | | |
| Provident Fund | 6.89 | 4.81 |
| | 6.89 | 4.82 |

(b) Defined Benefit Plans

Gratuity

The group has covered its Gratuity liability under Group Gratuity policy viz 'Employee Group Gratuity Scheme' issued by LIC of India. As per company policy, an employee on separation (after fulfilling other conditions) is eligible for benefit, which is equal to 15 days salary for each completed year of service. Hence, Gratuity is covered under a defined benefit plan. The Insurance policy represents the plan assets. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation.

Compensated Absences

The group has also provided long term compensated absences which is outstanding.

The following tables summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for gratuity and leave enchahshment plan:

Changes in present value of the defined benefit obligation

| | Particulars | Gratuity | |
|---|---|---|---|
| | | For the year Ended March 31, 2025 | For the year Ended March 31, 2024 |
| 1) | Opening present value of defined benefit obligation | 5.71 | 4.88 |
| 2) | Current Service Cost | 0.95 | 0.69 |
| 3) | Interest Cost | 0.40 | 0.33 |
| 4) | Benefits paid | (0.14) | (0.46) |
| 5) | Actuarial (Gain) / Loss on obligation due to change in demographic assumptions | - | 0.06 |
| 6) | Actuarial (Gain) / Loss on obligation due to change in financial assumptions | 0.08 | 0.56 |
| 7) | Net transfer in / (out) (including the effect business combinations ) | 0.28 | (0.36) |
| 8) | Actuarial (Gain) / Loss on obligation due to experience | 0.34 | - |
| 9) | Closing present value of defined benefit obligation | 7.63 | 5.71 |

Changes in Fair value of Plan Assets- Gratuity Benefit

| | Particulars | For the year Ended March 31, 2025 | For the year Ended March 31, 2024 |
|---|---|---|---|
| 1) | Fair value of plan assets as at Beginning of period | 1.25 | 1.22 |
| 2) | Expected return on plan assets | 0.02 | |
| 3) | Contributions made | 0.32 | 0.19 |
| 4) | Benefits paid | (0.14) | (0.26) |
| 5) | Interest income | 0.09 | 0.09 |
| 6) | Actuarial gain / (Loss) on plan assets | - | |
| 7) | Fair value of plan assets as at end of the period | 1.54 | 1.24 |

Expenses recognised during the year

| Particulars | For the year Ended March 31, 2025 | For the year Ended March 31, 2024 |
|---|---|---|
| In Income Statement | 1.27 | 1.06 |
| In Other Comprehensive Income | 0.56 | (0.80) |
| Total Expenses recognised during the year | 1.83 | 0.26 |

(₹ in Crore unless otherwise stated)

**Net employee benefits expense recognized in the employee cost**

| Particulars | Gratuity | |
|---|---|---|
| | For the year Ended March 31, 2025 | For the year Ended March 31, 2024 |
| Current Service Cost | 0.95 | 0.69 |
| Interest Cost on defined benefit obligation | 0.31 | 0.24 |
| Net value of remeasurements on the obligation and plan assets | - | - |
| Total Expenses recognised during the year | 1.27 | 0.93 |

**Expenses recognized in other comprehensive income**

| Particulars | For the year Ended March 31, 2025 | For the year Ended March 31, 2024 |
|---|---|---|
| Actuarial (gains)/lsses on obligation for the period | 0.57 | 0.83 |
| Return on plan assets, excluding amount recognized in net interest expense | (0.01) | 0.04 |
| Actuarial changes arising from change in financials assumptions | - | (0.08) |
| Actuarial changes arising from change in experience variance | - | 0.01 |
| Total Expenses recognised during the year | 0.56 | 0.80 |

**Net Assets / (Liability)**

| Particulars | Gratuity | |
|---|---|---|
| | For the year Ended March 31, 2025 | For the year Ended March 31, 2024 |
| Closing Present value of the defined benefit obligation | (7.63) | (5.71) |
| Closing Fair value of plan Assets | 1.54 | 1.25 |
| Net Assets / (Liabllity) recognized in the Balance Sheet | (6.09) | (4.46) |

**Actual return on plan assets for the year**

| Particulars | For the year Ended March 31, 2025 | For the year Ended March 31, 2024 |
|---|---|---|
| Return on plan assets | 0.09 | 0.09 |
| Interest on plan assets | 0.02 | (0.04) |
| Actual return on plan assets | 0.11 | 0.05 |

**The major categories of Plan Assets as a percentage of the Fair Value of Plan Assets are as follows**

| Particulars | For the year Ended March 31, 2025 | For the year Ended March 31, 2024 |
|---|---|---|
| Balance with life Insurance Corporation of India | 100% | 100% |
| | 100% | 100% |

The principal assumptions used in determining gratuity and leave encashment for the Company's plan are shown below:

| Particulars | For the year Ended March 31, 2025 | For the year Ended March 31, 2024 |
|---|---|---|
| Discount rate | 7.21% | 7.21% |
| Salary growth rate (per annum) | 6.00% | 6.00% |
| Attrition Rate | For service 4 years and below 6%p.a. For service 5 years and above 2% p.a | For service 4 years and below 6%p.a. For service 5 years and above 2% p.a |

| Particulars | For the year Ended March 31, 2025 | For the year Ended March 31, 2024 |
|---|---|---|
| No. of members in service | 775 | 585 |
| Per month salary for members in service | 3 | 2.24 |
| Weighted average duration of the defined benefit obligation | 28 | 10 |
| Average expected future service | 34 | 16 |

(₹ in Crore unless otherwise stated)

A quantitative sensitivity analysis for significant assumption and quantitative impact on Defined Benefit Obligation as at 31 March 2025 is as shown below:

| Particulars | | For the year Ended March 31, 2025 | | For the year Ended March 31, 2024 |
|---|---|---|---|---|
| Gratuity Plan Assumptions | | | | |
| Discount Rate | 1% | (0.62) | 1% | (0.42) |
| | -1% | 0.73 | -1% | 0.49 |
| Future Salary | | - | | |
| | 1% | 0.63 | 1% | 0.42 |
| | -1% | (0.55) | -1% | (0.38) |
| Employee turnover | | - | | |
| | 1% | 0.03 | 1% | 0.03 |
| | -1% | (0.04) | -1% | (0.04) |

The sensitivity analyses above has been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

**The following payments are expected contributions to the defined benefit plan in future years**

| Particulars | Gratuity | |
|---|---|---|
| | For the year Ended March 31, 2025 | For the year Ended March 31, 2024 |
| Expected total benefit payments | | |
| Year 1 | 0.69 | 0.15 |
| Year 2 | 0.43 | 0.54 |
| Year 3 | 0.74 | 0.49 |
| Year 4 | 0.51 | 0.59 |
| Year 5 | 0.67 | 0.37 |
| years 6 to 10 | 2.90 | 2.27 |
| years 11 and above | 10.84 | 7.58 |

Note : 34. **Contingent Liabilities**

| Particulars | For the year Ended March 31, 2025 | For the year Ended March 31, 2024 |
|---|---|---|
| Disputed Income-tax liabilities | 0.03 | 0.06 |
| Disputed Sales Tax /GST Liabilities | 12.11 | |
| Letter of Credit and Bank Guarantee | 16.56 | 8.37 |
| Bills Discounted | - | 64.56 |
| | 28.70 | 72.99 |

Note : 35. **Capital and other commitments**

| Particulars | For the year Ended March 31, 2025 | For the year Ended March 31, 2024 |
|---|---|---|
| Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advance) | 134.03 | 30.73 |
| | 134.03 | 30.73 |

(₹ in Crore unless otherwise stated)

Note : 36. Leases

| Particulars | For the year Ended March 31, 2025 | For the year Ended March 31, 2024 |
|---|---|---|
| Current lease liabilities | 6.89 | 1.94 |
| Non - Current lease liabilities | 23.81 | 13.45 |
| Total | 30.70 | 15.39 |

Following are the changes in value of Lease Liability for year end March 2025

| Particulars | For the year Ended March 31, 2025 | For the year Ended March 31, 2024 |
|---|---|---|
| Opening Balance | 15.39 | 19.08 |
| Addition/Modification | 21.20 | - |
| Deletion | (0.12) | |
| Finance cost | 2.78 | 1.43 |
| Lease payment | (8.54) | (5.12) |
| Total | 30.70 | 15.39 |

The details of contractual maturities of lease liabilities as at 31st March 2025, on undiscounted basis are as follows:

| Particulars | For the year Ended March 31, 2025 | For the year Ended March 31, 2024 |
|---|---|---|
| Less than 1 year | 10.09 | 4.31 |
| One to five years | 25.05 | 11.86 |
| More than 5 years | 1.74 | |
| Total | 36.88 | 16.17 |

During the year end March 31, 2025, Company has recognized in the statement of profit and loss -

a) Depreciation expense from right-to-use of Rs 6.73 crore (INR 4.41 crore : 31 March 2024)

b) Interest expense on lease liabilities of Rs 2.78 crore (INR 1.43 cr : 31 March 2024)

c) Expense relating to short term leases of Rs 3.59 crore (INR 3.85 cr: 31 March 2024)

**Note : 37. Segment information**

The group deals in Specialty chemicals and considering that the nature of products and the predominant risk and returns of the products are similar, the Company considers it as one operating segment.

**Geographical information**

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Revenue within India | 559.19 | 501.84 |
| Overseas including deemed exports | 218.37 | 188.83 |
| | 777.56 | 690.67 |

(₹ in Crore unless otherwise stated)

**Note : 38. Accounting classification and fair values**

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below.

It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value

| | March 31,2025 | Carrying Amount | | | Fair value | | |
|---|---|---|---|---|---|---|---|
| | Financials Assets | FVTPL | FVOCI | Amortised Cost | Level 1 | Level 2 | Level 3 |
| I. | Non Current Financials Assets | | | | | | |
| | (i) Investment | | | 0.45 | | | |
| | (ii) Loans | - | - | 0.27 | - | - | - |
| | (iii) Others | - | - | 13.84 | - | - | - |
| II | Current Financials Assets | | | | | | |
| | (i) Trade Receivables | - | - | 200.22 | - | - | - |
| | (ii) Cash and Cash Equivalents | - | - | 4.96 | - | - | - |
| | (iii) Loans | - | - | 0.39 | - | - | - |
| | (iv) Others | - | - | 441.05 | - | - | - |
| | Total | - | - | 661.18 | - | - | - |
| | Financials Liabilities | | | | | | |
| I. | Non Current Financials Liabilities | | | | | | |
| | (i) Borrowings | - | - | 170.10 | - | - | - |
| | (ii) Leases | - | - | 23.81 | - | - | - |
| | (iii) Other | - | - | 2.10 | - | - | - |
| II | Current Financials Liabilities | | | | | | |
| | (i) Borrowings | - | - | 395.94 | - | - | - |
| | (ii) Leases | - | - | 6.89 | - | - | - |
| | (iii) Others | - | - | 33.71 | - | - | - |
| | (iv) Derivatives instruments | 1.84 | - | | - | 1.84 | - |
| | (v) Trade Payables | - | - | 263.19 | - | | - |
| | Total | 1.84 | - | 895.75 | - | 1.84 | - |

| | March 31,2024 | Carrying Amount | | | Fair value | | |
|---|---|---|---|---|---|---|---|
| | Financials Assets | FVTPL | FVOCI | Amortised Cost | Level 1 | Level 2 | Level 3 |
| I. | Non Current Financials Assets | | | | | | |
| | (i) Investment | - | - | 0.45 | - | - | - |
| | (ii) Loans | - | - | - | - | - | - |
| | (iii) Others | - | - | 10.78 | - | - | - |
| II | Current Financials Assets | | | | | | |
| | (i) Trade Receivables | - | - | 281.69 | - | - | - |
| | (ii) Cash and Cash Equivalents | - | - | 12.49 | - | - | - |
| | (iii) Loans | - | - | 0.68 | - | - | - |
| | (iv) Derivatives instruments | 0.24 | - | - | - | 0.24 | - |
| | (v) Others | - | - | 69.60 | - | - | - |
| | Total | 0.24 | - | 375.68 | - | 0.24 | - |
| | Financials Liabilities | | | | | | |
| I. | Non Current Financials Liabilities | | | | | | |
| | (i) Borrowings | - | - | 124.23 | - | - | - |
| | (ii) Leases | - | - | 13.45 | - | - | - |
| | (iii) Other | - | - | 3.65 | - | - | - |
| II | Current Financials Liabilities | | | | | | |
| | (i) Borrowings | - | - | 269.30 | - | - | - |
| | (ii) Leases | - | - | 1.94 | - | - | - |
| | (iii) Others | - | - | 88.22 | - | - | - |
| | (iv) Trade Payables | - | - | 144.60 | - | - | - |
| | Total | - | - | 645.39 | - | - | - |

CHANDABHOY & JASSOOBHOY CHARTERED ACCOUNTANTS

NEOGEN CHEMICALS LTD. THANE

**Note : 39. Financial risk management objectives and policies**

The Company's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Company also enters into derivative transactions.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework for the Company. The risk management committee provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

**Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments and derivative financial instruments.

The sensitivity analyses in the following sections relate to the position as at March 31, 2024 and March 31, 2023.

The analysis excludes the impact of movements in market variables on: the carrying values of gratuity and other post-retirement obligations and provisions.

**The following assumptions have been made in calculating the sensitivity analyses:**

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2024 and March 31, 2023.

**Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt and short term debt obligations with floating interest rates.

If the interest rates had been 1% higher / lower and all other variables held constant, impact on the Company's profit for the year ended 31st March, 2024 will not be significant.

**Foreign Currency Risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency).

The Company uses forward exchange contracts to hedge its currency risk, most with a maturity of less than one year from the reporting date. The Company uses forward exchange contracts to hedge the currency exposure and is therefore not exposed to significant currency risk at the respective reporting dates.

When a derivative is entered into for the purpose of being a hedge, the Company negotiates the terms of those derivatives to match the terms of the hedged exposure. For hedges of forecast transactions the derivatives cover the period of exposure from the point the cash flows of the transactions are forecasted up to the point of settlement of the resulting receivable or payable that is denominated in the foreign currency.

**Foreign currency sensitivity**

The following table details the Company's sensitivity to a 5% appreciation and depreciation in the INR against the relevant foreign currencies net of hedge accounting impact.

The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year-end for a 5% change in foreign currency rates, with all other variables held constant. A positive number below indicates an increase in profit or equity where INR strengthens 5% against the relevant currency. For a 5% weakening of INR against the relevant currency, there would be a comparable impact on profit or equity, and the balances below would be negative.

| Particular | For the year ended 31st March 2025 | | For the year ended 31st March 2024 | |
|---|---|---|---|---|
| | 5% appreciation | 5% depreciation | 5% appreciation | 5% depreciation |
| **Receivable** | | | | |
| USD/INR | - | - | - | - |
| EUR/INR | 0.05 | (0.05) | - | - |
| **Payable** | - | - | - | - |
| USD/INR | 0.09 | (0.09) | (0.07) | 0.07 |
| EUR/INR | - | - | - | - |
| JPY/INR | - | - | - | - |

**Price risk**

The Company does not have much exposure to price risk due to annual contracts and pass through mechanism for imports

**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 Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

The entity continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

None of the financial instruments of the Company result in material concentrations of credit risk. The company's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure.

CHANDABHOY & JASSOBHOY CHARTERED ACCOUNTANTS

NEOGEN CHEMICALS LTD. THANE

Liquidity Risk

Liquidity risk is the risk that the entity will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset
The entity'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 Management monitors rolling forecasts of the entity's liquidity position and cash and cash equivalents on the basis of expected cash flows. The entity takes into account the liquidity of the market in which the entity operated

The company has given bank guarantees against the loans and credit facilities of subsidiaries. These amounts will be payable on default by the concerned entity. As of the reporting date, the subsidiary have not defaulted and hence, the company does not have any present obligation to third parties in relation to such guarantees.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

| Particulars - Year ended 31st March 2025 | Borrowings | Trade and other payables | Lease liablities | Other financial liabilities |
|---|---|---|---|---|
| Less than 1 year | 395.94 | 263.19 | 6.89 | 35.55 |
| 1 - 3 Years | 41.78 | - | 15.16 | 2.10 |
| 3 - 5 Years | 25.18 | - | 4.98 | - |
| More than 5 Years | 103.15 | - | 3.67 | - |
| Total | 566.05 | 263.19 | 30.70 | 37.65 |

| Particulars - Year ended 31st March 2024 | Borrowings | Trade and other payables | Lease liablities | Other financial liabilities |
|---|---|---|---|---|
| Less than 1 year | 269.30 | 144.60 | 1.94 | 88.22 |
| 1 - 3 Years | 100.88 | - | 13.45 | 3.65 |
| 3 - 5 Years | 23.35 | - | - | - |
| More than 5 Years | - | | | |
| Total | 393.53 | 144.60 | 15.39 | 91.87 |

Note : 40. Disclosures of foreign currency exposure

Particulars of unhedged Foreign Currency Assets and Liabilities as at the Balance Sheet date:

| Purpose / Nature of Instrument | As at March 31, 2025 | | As at March 31, 2024 | | |
|---|---|---|---|---|---|
| | Euro | USD | Euro | USD | JPY |
| Receivables | 0.02 | 0.17 | 0.03 | 0.24 | - |
| Foreign exchange forward contract | (0.01) | (0.17) | (0.03) | (0.24) | - |
| Net exposure to Foreign currency risk | 0.01 | - | - | - | - |
| Payables | 0.02 | 0.48 | - | 0.18 | 0.35 |
| Borrowings | - | - | - | - | - |
| Foreign exchange forward contract | - | (0.48) | - | (0.18) | (0.35) |
| Net exposure to Foreign currency risk | 0.02 | - | - | - | - |
| Net exposure to Foreign currency risk | (0.01) | - | - | - | - |

CHANDABHOY & JASSOBHOY LOWER PAREL MUMBAI 400 013 CHARTERED ACCOUNTANTS

NEOGEN CHEMICALS LTD. THANE

NEOGEN CHEMICALS LIMITED

Accompanying notes to the consolidated financial statements for the year ended March 31, 2025

(₹ in Crore)

Note 41: Related party transactions

a) Details of related parties

Name of the party

A.Directors and Key Managerial Personnel (KMP)

Haridas Kanani - Chairman and Managing Director

Dr. Harin Kanani - Managing Director

Shyamsunder Upadhyay - Whole Time Director

Ketan Vyas - CFO (Till 11th September 2024)

Gopikrishnan Sarathy - CFO (w.e.f 26th October 2024)

Unnati Kanani - company secretary

Anurag Surana - Non Executive and Non Independent Director

Sanjay Mehta - Indpendent Director

Hitesh Reshamwala - Indpendent Director

Prof. Ranjan Kumar Malik -Indpendent Director

Avi Sabavala -Indpendent Director

Manojkumar Pati - Independent Director (w.e.f. 26th October 2024)

Ullal Ravindra Bhat -Indpendent Director (w.e.f. 7th August 2024 till 28th October 2024)

Rajeshkumar Shah(w.e.f. 7th August 2024) -Indpendent Director

B. Joint Venture

Dhara Fine Chem Industries (Partnership Firm, where the company holds 90% stake)

C. Companies over which the Directors have significant influence or control

Kagashin Global Network Private Ltd

OCS Services (India ) Private Limited

B) Related party transactions for the year ended March 31, 2025

| Sr No | Particulars | Subsidiaries | | Joint-venture | | Directors and Key Managerial Personnel (KMP) | | Companies over which the Directors/KMP have significant influence or control | |
|---|---|---|---|---|---|---|---|---|---|
| | | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 |
| 1 | Interest Income | | | | | | | | |
| | Dhara Fine Chem Industries | - | - | 0.09 | 0.10 | - | - | - | - |
| 2 | Professional fees | | | | | | | | |
| | Kagashin Global Network Private Limited | - | - | - | - | - | - | 1.58 | 1.78 |
| 3 | Purchase for Service | | | | | | | | |
| | Dhara Fine Chem Industries | - | - | 1.33 | 1.39 | - | - | - | - |
| 4 | Purchases Of Goods | | | | | | | | |
| | Dhara Fine Chem Industries | - | - | 0.42 | - | - | - | - | - |
| 5 | Sale Of Goods | | | | | | | | |
| | Dhara Fine Chem Industries | - | - | 0.56 | - | - | - | - | - |
| 6 | Re-imbursement of expenses (expense) | | | | | | | | |
| | Kagashin Global Network Private Limited | - | - | - | - | - | - | 0.24 | 0.27 |
| 7 | Sitting fees paid to Directors | | | | | | | | |
| | Sanjay Mehta | - | - | - | - | 0.05 | 0.07 | - | - |
| | Hitesh Reshamwala | - | - | - | - | 0.03 | 0.05 | - | - |
| | Avi Sabavala | - | - | - | - | 0.05 | 0.05 | - | - |
| | Prof.Ranjan Kumar Malik | - | - | - | - | 0.05 | 0.03 | - | - |
| | Manojkumar Pati | - | - | - | - | 0.07 | - | - | - |
| | Ullal Ravindra Bhat | - | - | - | - | 0.01 | - | - | - |
| | Rajeshkumar Shah | - | - | - | - | 0.02 | - | - | - |
| 8 | Remuneration and commission to KMP | | | | | | | | |
| | Remuneration | - | - | - | - | 6.50 | 5.26 | - | - |
| | Total | - | - | 2.40 | 1.49 | 6.74 | 5.46 | 1.82 | 2.05 |

C) Related party outstanding balances as on 31st Mar-25

| Sr. No. | Particulars | Subsidiaries | | Joint-venture/Associate | | Directors and Key Managerial Personnel (KMP) | | Companies over which the Directors/KMP have significant influence or control | |
|---|---|---|---|---|---|---|---|---|---|
| | | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 |
| 1 | Amount Receivable | | | | | | | | |
| | Dhara Fine Chem Industries | - | - | 1.18 | 0.66 | - | - | - | - |
| 2 | Amount Payable | | | | | | | | |
| | Kagashin Global Network Private Limited | - | - | - | - | - | - | 0.23 | 0.17 |
| | Dhara Fine Chem Industries | - | - | 1.23 | - | - | - | - | - |
| 3 | Investment in Partnership Firm | | | | | | | | |
| | Dhara Fine Chem Industries | - | - | 0.45 | 0.45 | | | | |
| 4 | Loan Receivables | | | | | | | | |
| | Dhara Fine Chem Industries | - | - | 0.30 | 0.30 | - | - | - | - |
| 5 | Remuneration and commission to KMP | | | | | | | | |
| | Remuneration payable | - | - | - | - | 0.45 | - | - | - |
| | Total | - | - | 3.15 | 1.41 | 0.45 | - | 0.23 | 0.17 |

NEOGEN CHEMICALS LIMITED

Accompanying notes to the consolidated financial statements for the year ended March 31, 2025

(₹ in Crore unless otherwise stated)

**Note : 42. Capital management**

The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|---|---|
| Borrowings | 566.05 | 393.53 |
| Less: Cash and cash equivalents | 4.96 | 12.49 |
| Net debt | 561.08 | 381.04 |
| Equity | 26.38 | 26.38 |
| Reserves | 763.01 | 733.91 |
| Total Capital | 789.39 | 760.29 |
| Capital and net debt | 1,350.48 | 1,141.34 |
| Gearing ratio | 42% | 33% |

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

No changes made in the objectives, policies or processes for managing capital during the years ended March 31, 2025 and March 31, 2024.

**Note 43 - Disclosure pursuant to Ind AS 103 "Business Combination"**

Buli Chemicals India Private Limited, wholly owned subsidiary, merged with company under scheme of Amalgamation approved by National Company Law Tribunal, Mumbai Bench, through order dated 9th Januray 2025, the Scheme is effective from the date of filing of the certified copy of Order with the Registrar of Companies, Mumbai i.e. January 31, 2025 ("Effective Date"),with appointed date as 1st April 2024. The Scheme sanctioned being a common control transaction has been accounted using pooling of interest method, in accordance with INDAS 103 "Business Combination" involving the following:

i)The assets and liabilities of Buli Chemicals India Private Limited were reflected at their carrying amounts. No adjustment was made to reflect the fair values, or recognise any new asset or liability.

ii)The balance of the Retained earnings appearing in the financial statements of the Buli Chemicals India Private Limited was aggregated with the corresponding balance appearing in the financial statements of the Company.

iii)Restating the financials of the Company from April 1, 2023.

**Note: 44. Additional information as required under para 2 of General Instruction for the preparation of Consolidated Financial Statements of Schedule III to the Companies Act, 2013**

| March'25 | | | | | | |
|---|---|---|---|---|---|---|
| Name of Entity | Net assets: Total Assets minus Liabilities | | Share in profit or loss | | Share in Other Comprehensive Income | |
| | As % of Consolidated Financials statement | Amount | As % of Consolidated Financials statement | Amount | As % of Consolidated Financials statement | Amount |
| Parent Entity | | | | | | |
| Neogen Chemicals Limited | 102.46% | 808.85 | 138.97% | 48.41 | 84.12% | (0.37) |
| Subsidiaries | | | | | | |
| Neogen Ionics Limited | 21.95% | 173.24 | -38.90% | (13.55) | 16.04% | (0.06) |
| Neogen Chemicals Japan Corporation Limited | 0.00% | 0.00 | 0.00% | 0.00 | - | - |
| Eliminations | -24.41% | (192.70) | - | (0.03) | | |
| Total | 100% | 789.39 | 100% | 34.83 | 100% | (0.44) |

**Note No. 45 - Proposed Dividend**

The Board of Directors of the Company at its meeting held on May 17, 2025, has recommended a final dividend of Re. 1 per equity share on the paid-up equity share capital of the company for F.Y. 2024-25, subject to approval of Shareholders.

**Note : 46.** Previous year figures have been regrouped/rearranged where necessary to conform to current year's classification.

As per our report of even date

For Chandabhoy & Jassoobhoy
Chartered Accountants
Firm Registration No. 101647W

Bhupendra Nagda
Partner
Membership No.102580

Place: Thane
Date: 17 May, 2025

For and on behalf of the Board of Directors
NEOGEN CHEMICALS LIMITED
CIN- L24200MH1989PLC050919

Haridas Kanani
Chairman & Managing Director
DIN- 00185487

Dr.Harin Kanani
Managing Director
DIN- 05136947

Gopikrishnan Sarathy
Chief Financial Officer

Unnati Kanani
Company Secretary and Compliance Officer

JMT & associates CHARTERED ACCOUNTANTS

304/305, A-Wing, Winsway Complex, Old Police Lane, Opp. Andheri Railway. Stn.
Andheri (East), Mumbai-400 069 • Tel.: 91-22-2684 8347 / 6236 5695
Telefax: 91-22-2684 8347 • Website: jmta.co.in • Email: contact.jmta@gmail.com

**INDEPENDENT AUDITOR'S REPORT**

**TO THE MEMBERS OF NEOGEN CHEMICALS LIMITED**

**Report on the Audit of the Consolidated Financial Statements**

**Opinion**

We have audited the accompanying Consolidated Financial Statements of **NEOGEN CHEMICALS LIMITED** ("hereinafter referred to as the "Holding Company"), its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") and its joint venture , which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended, , and notes to the financial statements, including material accounting policies and other explanatory information (hereinafter referred to as "the Consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Group as at March 31, 2024, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

JMT & ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities for the audit of the Consolidated Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Consolidated Financial Statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Consolidated Financial Statements.

| Sr. | Key Audit Matter | How our audit addressed the Key audit matter |
|---|---|---|
| 1 | **Revenue Recognition**<br>Ind AS 115 requires to consider management to account revenue as per terms of contracts with customers and on fulfillment of performance obligations<br><br>Due to the Group sales under various contractual terms and across the country, delivery to customers in different regions might take different time periods and may result in undelivered goods at the period end.<br><br>There is also a risk of revenue being overstated due to fraud resulting from pressure on the Group to achieve performance targets at the reporting period end. Accordingly, fraud and cut-off risks in revenue recognition are considered as a key audit matter | Our audit procedures included the following:<br><br>♣ Understood the processes and controls around established in recognition of revenue.<br><br>♣ Focusing on the Group's revenue recognition for compliance with Ind AS.<br><br>♣ The Group has manual and automated (information technology – IT) controls on recording revenue and accruals for sales returns and discounts. We have evaluated and tested design and operating effectiveness of controls addressing risk.<br><br>♣ Performed test check of sales transactions to verify contractual terms of invoices, acknowledged delivery receipts and tested the transit time to deliver the goods.<br><br>♣ Performing testing on selected statistical samples of revenue transactions recorded during the year end. |

**Information Other than Consolidated Financial Statements and Auditor's Report Thereon**

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Holding company's Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated financial statements and our auditor's report thereon. The Director's Report is expected to be made available to us after the Date of this Auditor's Report.

Our opinion on the Consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to

JMT & ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

communicate the matter to those charged with the governance as required under SA 720 'The Auditor's Responsibility relating to other Information'.

**Management's Responsibility for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated Financial Statements, respective management and Borad of directors of companies included in the group are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless respective management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of each company

**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its Subsidiary companies, has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting

estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an Opinion on the Consolidated Financial Statements.

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Group so far as it appears from our examination of those books .

   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the



J M T & ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

relevant books of account.

d) In our opinion, the aforesaid Consolidated financial statements comply with the Ind AS specified under Section 133 of the Act

e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to consolidated Financial Statements and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**" which is based on the Auditors' Report of the Company and its Subsidiaries incorporated in India. Our Report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls with refernce to Consolidated Financial Statements of those Companies .

2. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

   i. The Group has disclosed the impact of pending litigations on its financial position in its standalone financial statements.

   ii. The Group has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

   iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company

   iv. (a) The respective Managements of the Company and its Subsidiaries has represented that, to the best of their knowledge and belief, other than as disclosed in note to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
   (b) The respective Managements of the Company and its Subsidiaries has represented that, to the best of their knowledge and belief, as disclosed in note to the accounts, no funds have been received by the Company or any of such Subsidiaries from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such Subsidiaries shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
   (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material mis-statement.

JMT & ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

v. The Final Dividend Paid by the Holding company during the current year in respect of the same declared for the previous year is in accordance with section 123 of companies act 2013 to the extent it applies to payment of dividend. As stated in the note to the financial statements, the boards of directors of the Holding company have proposed dividend for the current year which is subject to the approval of the members at the ensuing annual general meeting. The Dividend declared is in accordance with section 123 of the act to the extent it applies to declaration of dividend.

vi. Based on our examination which included test checks, the company and Subsidiaries have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

3. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company and Subsidiaries to its directors during the year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

**UDIN:** 24039910BJZZWG8611

**For JMT & ASSOCIATES**
Chartered Accountants
Firm's Registration No. 104167W

JMT & ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

**JAYESH SHAH**
Partner
Membership No.039910

Place: Mumbai
Date: 30th April, 2024.

## ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of NEOGEN CHEMICALS LIMITED of evendate)

**Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In Conjunction with our audit of the Consolidated financial statements of the Company as of and for the year ended March 31,2024, We have Audited the Internal financial Control with reference to Consolidated Financial Statements of **NEOGEN CHEMICALS LIMITED** (hereinafter referred to as "the Company") and its subsidiary companies, which are companies incorporated in India , as of that Date .

**Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the Company and its subsidiary companies ,which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the internal financial controls with reference to Consolidated financial Statements of the Company and its Subsidiary Companies ,which are Companies incorporated in India based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to Consolidated financial Statements of the Company and its Subsidiary Companies, which are companies incorporated in India.

J.M.T. & ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

**Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control with reference to Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to Consolidated Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls with reference to Consolidated financial Statements , including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company and its Subsidiary companies, which are companies incorporated in India , have, in all material respects, an adequate internal financial controls system with reference to Consolidated financial Statements and such internal financial controls with reference to Consolidated financial Statements were operating effectively as at March 31, 2024, based on the internal control with reference to Consolidated financial Statements were operating effectively as at March 31, 2024 , based on the criteria for Internal Financial Control with reference to Consolidated Financial Statements established by the respective Companies , considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants ofIndia.

**UDIN : 24039910BJZZWG8611**
For **JMT & ASSOCIATES**
Chartered Accountants
Firm Registration No.104167W

JMT & ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

**JAYESH SHAH**
Partner
Membership No.039910

Place: Mumbai
Date: 30th April, 2024

# NEOGEN CHEMICALS LIMITED

## Consolidated Balance Sheet as at March 31, 2024

(₹ in Crores)

| Particulars | Notes No. | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|
| ASSETS | | | |
| (I) Non-Current Assets | | | |
| (a) Property, Plant and Equipment | 3 | 480.37 | 339.32 |
| (b) Right of Use Assets | 3(a) | 14.10 | 6.72 |
| (c) Capital work in progress | 4 | 108.91 | 35.84 |
| (d) Intangible Assets | 5 | 1.15 | 1.41 |
| (e) Financial Assets | | | |
| (i) Investments | 6(a) | 0.45 | 0.75 |
| (ii) Loans | 7 | - | - |
| (iii) Other Financial assets | 8 | 10.78 | 7.47 |
| (f) Non Current Tax Assets (Net) | | 0.09 | - |
| (g) Other non-current Assets | 9 | 61.89 | 6.46 |
| Total Current Assets | | 677.74 | 397.97 |
| (II) Current Assets | | | |
| (a) Inventories | 10 | 382.44 | 292.97 |
| (b) Financial Assets | | | |
| (i) Trade Receivables | 11 | 281.69 | 177.38 |
| (ii) Investments | | | 70.06 |
| (iii) Cash and Cash equivalents | 12(a) | 12.23 | 18.22 |
| (iv) Bank balances other than (iii) above | 12(b) | 0.76 | 2.48 |
| (v) Loans | 7 | 0.68 | 0.36 |
| (vi) Other Financial assets | 8 | 69.83 | 33.95 |
| (c) Other Current Assets | 9 | 36.53 | 54.41 |
| Total Current Assets | | 783.66 | 655.83 |
| TOTAL ASSETS | | 1,461.40 | 1,053.80 |
| EQUITY AND LIABILITIES | | | |
| (I) EQUITY | | | |
| (a) Equity Share Capital | 13 | 26.38 | 24.94 |
| (b) Other Equity | 14 | 733.91 | 457.58 |
| Total equity | | 760.29 | 482.52 |
| (A) Non-Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 15 | 124.23 | 129.08 |
| (ii) Lease liabilities | 34 | 13.45 | 5.03 |
| (iii) Other Financial Liabilities | 16 | 3.65 | 3.76 |
| (b) Provisions | 17 | 9.07 | 4.65 |
| (c) Deferred Tax Liabilities (Net) | 18(d) | 23.73 | 19.02 |
| Total Non Current Liabilities | | 174.14 | 161.54 |
| (B) Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 15 | 269.30 | 233.13 |
| (ii) Lease liabilities | 34 | 1.94 | 2.27 |
| (iii) Trade payables | 19 | | |
| (a) total outstanding dues of micro and small enterprises | | 3.41 | 4.37 |
| (b) total outstanding dues of creditors other than micro and small enterprises | | 141.19 | 152.18 |
| (iv) Other Financial Liabilities | 16 | 88.22 | 12.41 |
| (b) Other Current Liabilities | 20 | 18.14 | 1.54 |
| (c) Provisions | 17 | 1.31 | 2.08 |
| (d) Current tax liabilities (net) | | 3.46 | 1.76 |
| Total Current Liabilities | | 526.97 | 409.74 |
| Total liabilities | | 701.11 | 571.28 |
| TOTAL EQUITY AND LIABILITIES | | 1,461.40 | 1,053.80 |

| | |
|---|---|
| Corporate information and material accounting policies | 1 to 2 |
| Notes forming part of consolidated financials statements | 1 to 43 |

Other notes to Accounts & the accompanying notes are an integral part of Standalone Financial Statements

As per our report of even date attached

For JMT & Associates
Chartered Accountants
Firm Registration No. 104167W

JMT & ASSOCIATES MUMBAI Chartered Accountants

Jayesh J Shah
Partner
Membership No. 039910

Place: Thane
Date: 30 April, 2024

For and on behalf of the Board of Directors
NEOGEN CHEMICALS LIMITED
CIN- : L24200MH1989PLC050919

Haridas Kanani
Chairman & Managing Director
DIN- 00185487

Dr.Harin Kanani
Managing Director
DIN- 05136947

Ketan Vyas
Chief Financial Officer

Unnati Kanani
Company Secretary and
Compliance Officer
M. no. A35131

# NEOGEN CHEMICALS LIMITED

## Consolidated Statement of Profit and Loss for the year ended March 31, 2024

(₹ in Crores)

| Particulars | Note No. | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|---|
| **I REVENUE** | | | |
| Revenue from Operations | 21 | 690.67 | 686.18 |
| Other Income | 22 | 7.47 | 4.45 |
| TOTAL INCOME | | 698.14 | 690.63 |
| **II EXPENSES** | | | |
| Cost of materials consumed | 23 | 474.59 | 485.26 |
| Changes in inventories of finished goods, work-in-progress and stock in trade | 24 | (92.10) | (96.75) |
| Employee benefits expense | 25 | 62.00 | 46.82 |
| Finance costs | 26 | 42.06 | 28.94 |
| Depreciation and amortization expense | 27 | 22.87 | 16.20 |
| Other expenses | 28 | 136.13 | 139.23 |
| TOTAL EXPENSES | | 645.55 | 619.70 |
| **III Share of profit from Joint venture** | | 0.18 | 0.10 |
| **IV Profit before tax (I - II + III)** | | 52.77 | 71.03 |
| **V Tax Expenses** | | | |
| - Current Tax | 18(a) | 12.24 | 12.76 |
| - Deferred Tax | 18(a) | 4.88 | 8.30 |
| **VI Profit for the year (IV - V)** | | 35.65 | 49.97 |
| **VII Other Comprehensive Income** | | | |
| (A) Items that will not be reclassified to profit or loss | | | |
| - Gain/(Loss) on remeasurement of defined benefit plans | | (0.80) | 0.39 |
| - Income tax (expense)/ income relating to items that will not be reclassified to profit or loss | | 0.20 | (0.11) |
| (B) Items that will be reclassified to profit or loss | | | |
| - Change in fair value of debt instrument | | - | - |
| - Income tax relating to items that will be reclassified to profit or loss | | - | - |
| Other Comprehensive Income for the year net of tax | | (0.60) | 0.28 |
| **VIII Total Comprehensive Income for the year ( V + VI )** | | 35.05 | 50.25 |
| **IX Earnings per equity share (face value ₹ 10 each)** | 30 | | |
| - Basic (₹) | | 13.96 | 20.03 |
| - Diluted (₹) | | 13.96 | 20.03 |

| | |
|---|---|
| Corporate information and material accounting policies | 1 to 2 |
| Notes forming part of standalone financials statements | 1 to 43 |

Other notes to Accounts & the accompanying notes are an integral part of Standalone Financial Statements

As per our report of even date attached

**For JMT & Associates**
Chartered Accountants
Firm Registration No. 104167W

JMT & ASSOCIATES MUMBAI Chartered Accountants

**Jayesh J Shah**
Partner
Membership No. 039910

For and on behalf of the Board of Directors
**NEOGEN CHEMICALS LIMITED**
CIN- : L24200MH1989PLC050919

**Haridas Kanani**
Chairman & Managing Director
DIN- 00185487

**Dr.Harin Kanani**
Managing Director
DIN- 05136947

**Ketan Vyas**
Chief Financial Officer

**Unnati Kanani**
Company Secretary and
Compliance Officer
M. no. A35131

**Place: Thane**
Date: 30 April, 2024

NEOGEN CHEMICALS LIMITED

Statement of Changes in Equity for the year ended March 31 2024

(₹ in Crores)

A) Equity Share Capital

| | As at March 31,2024 | As at March 31,2023 |
|---|---|---|
| Balance at the beginning of the year | 24.94 | 24.94 |
| Changes in equity share capital during the year | 1.44 | - |
| Balance at the end of the year | 26.38 | 24.94 |

B) Other Equity

For the year ended March 31, 2024

| Description | Reserves and Surplus | | | | | Other comprehensive income | Total Other Equity |
|---|---|---|---|---|---|---|---|
| | General Reserve | Retained Earnings | Capital Reserve on Business Combination | Securities Premium | Special Economic zone Re-investment reserve account | Re- measurement of Gains (losses) on Defined Benefit Plan | |
| Balance as at April 1, 2023 | 3.50 | 169.98 | 7.20 | 276.64 | 0.26 | - | 457.58 |
| Profit for the year | - | 35.65 | - | - | - | - | 35.65 |
| SEZ reserve re-instated to general Reserve | 0.26 | - | 0 | - | (0.26) | - | - |
| Addition on account of acquistion of Wholly owned subsidiary | - | - | 3.42 | - | - | - | 3.42 |
| Premium on issue of equity shares on preferential basis (net of expense) | - | - | - | 245.34 | - | - | 245.34 |
| Other Comprehensive Income | - | - | - | - | - | (0.60) | (0.60) |
| Total Comprehensive Income | 3.76 | 205.63 | 10.62 | 521.98 | - | (0.60) | 741.39 |
| Equity Dividends | - | (7.48) | - | - | - | - | (7.48) |
| Dividend Distribution Tax | - | - | - | - | - | - | - |
| At March 31, 2024 | 3.76 | 198.15 | 10.62 | 521.98 | - | (0.60) | 733.91 |

For the year ended March 31, 2023

| Description | Reserves and Surplus | | | | | Items of other comprehensive income | Total Other Equity |
|---|---|---|---|---|---|---|---|
| | General Reserve | Retained Earnings | Capital Reserve on Business Combination | Securities Premium | Special Economic zone Re-investment reserve account | Re- measurement of Gains (losses) on Defined Benefit Plan | |
| Balance as at April 1, 2022 | 3.50 | 126.98 | 7.20 | 276.64 | 0.26 | (0.28) | 414.30 |
| Profit for the year | - | 49.97 | - | - | - | - | 49.97 |
| Transfer to Capital Redemption Reserve on redemption of Preference Share | - | - | - | - | - | - | - |
| Other Comprehensive Income | - | - | - | - | - | 0.28 | 0.28 |
| Total Comprehensive Income | 3.50 | 176.95 | 7.20 | 276.64 | 0.26 | - | 464.55 |
| Equity Dividends | | (6.86) | | | | | (6.86) |
| Taxes paid of earlier years | | (0.10) | | | | | (0.10) |
| At March 31, 2023 | 3.50 | 169.98 | 7.20 | 276.64 | 0.26 | - | 457.58 |

The accompanying notes are an integral part of these standalone financial statements.

For JMT & Associates
Chartered Accountants
Firm Registration No. 104167W

JMT & ASSOCIATES MUMBAI Chartered Accountants

Jayesh J Shah
Partner
Membership No. 039910

Place: Thane
Date: 30 April, 2024

For and on behalf of the Board of Directors
NEOGEN CHEMICALS LIMITED
CIN- : L24200MH1989PLC050919

Haridas Kanani
Chairman & Managing Director
DIN- 00185487

Dr.Harin Kanani
Managing Director
DIN- 05136947

Ketan Vyas
Chief Financial Officer

Utinati Kanani
Company Secretary and Compliance Officer
M. no. A35131

NEOGEN CHEMICALS LIMITED

Consolidated Cash Flow Statement for the year ended March 31, 2024

(₹ in Crores)

| Particulars | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|
| **A. Cash Flow from Operating Activities** | | |
| Net Profit before tax | 52.77 | 71.03 |
| Adjustments for: | | |
| Depreciation and amortization expense | 22.87 | 16.20 |
| Provision for non cash items | - | 0.31 |
| Finance Cost | 42.06 | 28.94 |
| Unrealized exchange gain | (1.04) | 5.01 |
| Interest income | (7.31) | (4.42) |
| **Operating Profit before Working Capital changes** | **109.35** | **117.07** |
| Adjustments for : | | |
| (Increase) / Decrease in inventories | (89.47) | (98.38) |
| (Increase) / Decrease in trade receivables | (104.28) | (66.98) |
| (Increase) / Decrease in current loans and advances and other current financial assets | (36.21) | (30.07) |
| (Increase) / Decrease in loans and advances and other Non Current financial assets | (3.31) | - |
| (Increase) / Decrease in Other Current Assets | 17.88 | - |
| (Increase) / Decrease in Other Non-Current Assets | 3.15 | - |
| Increase/(Decrease) in Trade Payables | (10.89) | 53.20 |
| Increase/(Decrease) in Other Financial Non-Current Liabilities | (0.12) | - |
| Increase/(Decrease) in Other Non-Current Liabilities | 9.13 | - |
| Increase/(Decrease) in Other Current Financial Liabilities | 75.81 | (0.39) |
| Increase/(Decrease) in Other Current Liabilities | 9.55 | 6.72 |
| **Cash generated from operations** | **(19.40)** | **(18.83)** |
| Income tax paid | (9.75) | (11.52) |
| **Net Cash from Operating activities** | **(29.15)** | **(30.35)** |
| **B. Cash Flow from Investing Activities** | | |
| Purchases of Property, Plant and Equipment | (302.76) | (102.49) |
| Purchase of Intangible asset | (0.01) | (1.25) |
| Loans and inter corporate deposit Returned | 76.36 | - |
| Investment in subsidiaries/Joint Ventures | 3.52 | - |
| Payments to acquire financials assets | - | 4.70 |
| Advance to related parties | - | 0.16 |
| Interest received | 7.31 | 4.42 |
| **Net Cash used in Investing activities** | **(215.58)** | **(94.46)** |
| **C. Cash Flow from Financing Activities** | | |
| Proceeds from issue of equity instruments of the Company | 246.65 | - |
| Proceeds of borrowings | 66.62 | 226.08 |
| Repayment of borrowings | (35.29) | (89.99) |
| Payment for lease liabilities | 8.09 | - |
| Dividend | (7.48) | (6.86) |
| Interest expense on Lease Liability | (1.42) | - |
| Finance cost | (40.64) | (28.94) |
| **Net Cash used in Financing activities** | **236.53** | **100.29** |

JMT & ASSOCIATES MUMBAI Chartered Accountants

## NEOGEN CHEMICALS LIMITED

### Consolidated Cash Flow Statement for the year ended March 31, 2024

(₹ in Crores)

| Particulars | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|
| **Net increase / (decrease) in cash and cash equivalents** | (8.20) | (24.52) |
| Cash on Hand | 0.19 | 0.14 |
| Cash at Bank | 20.51 | 45.08 |
| **Opening Cash and Cash Equivalents** | 20.70 | 45.22 |
| Cash on Hand | 0.20 | 0.19 |
| Cash at Bank | 12.30 | 20.51 |
| **Closing Cash and Cash Equivalents** | 12.50 | 20.70 |

**Note A:**

1. The above Cash Flow Statement has been prepared under the "Indirect Method " as set out in Indian Accounting Standard (Ind AS - 7) on Statement of Cash Flows notified u/s 133 of Companies Act, 2013 ("Act") read with Rule 4 of the Companies (Indian Accounting Standards) Rules 2015, as amended and the relevant provisions of the Act.
2. The figures for the previous year have been regrouped/reclassified wherever necessary to conform to current year's classification.
3. Cash comprises cash on hand, Current Accounts and deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition).

**Note B: Movement in Borrowings**

| Particulars | March 31, 2024 | March 31, 2023 |
|---|---|---|
| **Borrowings** | | |
| Balance at the beginning of the year | 362.21 | 224.73 |
| Cash Flow | 30.91 | 136.08 |
| Non Cash Changes | 0.42 | 1.40 |
| **Balance at the end of the Year** | 393.54 | 362.21 |

Notes forming part of standalone financials statements 1 to 43

Other notes to Accounts & the accompanying notes are an integral part of Standalone Financial Statements

As per our report of even date

**For JMT & Associates**
Chartered Accountants
Firm Registration No. 104167W

JMT & ASSOCIATES MUMBAI Chartered Accountants

Jayesh J Shah
Partner
Membership No. 039910

For and on behalf of the Board of Directors
**NEOGEN CHEMICALS LIMITED**
CIN- : L24200MH1989PLC050919

**Haridas Kanani**
Chairman & Managing Director
DIN- 00185487

**Dr.Harin Kanani**
Managing Director
DIN- 05136947

**Place: Thane**
Date: 30 April, 2024

**Ketan Vyas**
Chief Financial Officer

**Unnati Kanani**
Company Secretary and Compliance Officer
M. no. A35131

## 1: General Information

### A. General Information

Neogen Chemicals Limited is a Public Limited Company domiciled in India and incorporated under the provisions of the Companies Act, 1956 having Corporate Identity Number L24200MH1989PLC050919. Company has its registered office at Thane, Maharashtra.

The Consolidated financial statements comprise financial statements of Neogen Chemicals Limited (the company),its subsidiaries (collectively, the group), joint venture The Company is engaged primiarily the business of manufacturing of speciality chemicals which are used in Pharmaceutical, Engineering & Agro-Chemical industries. Neogen has developed significant expertise in highly demanding field of Bromine Compounds, Lithium compounds & more recently advance intermediates for pharmaceutical industries & pesticides industries of world class standards.

### B. Basis of preparation and measurement

#### (1) Basis of preparation

The consolidated financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act. The accounting policies are applied consistently to all the years presented in the consolidated financial statements.

The consolidated financial statements of the Company for the year ended March 31, 2024 were authorized for issue in accordance with a resolution of the Board of Directors on April 30, 2024.

The Company adopted Disclosure of Accounting Policies (Amendments to Ind AS 1) from 1 April 2023. Although the amendments did not result in any changes in the accounting policies themselves, they impacted the accounting policy information disclosed in the financial statements. The amendments require the disclosure of 'material' rather than 'significant' accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity-specific accounting policy information that users need to understand other information in the financial statements

**Current versus non-current classification**

All assets and liabilities have been classified as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of the products and the time taken between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of the classification of assets and liabilities into current and non-current.

#### (2) Basis of measurement

The financial statements have been prepared on a historical cost basis, except for the following:
- certain financial assets and liabilities (including derivative instruments) that is measured at fair value;
- defined benefit plans – plan assets measured at fair value less present value of defined benefit obligation;

#### (3) Functional and presentation currency

These consolidated financial statements are presented in Indian rupees, which is the Company's functional currency. All amounts have been rounded off to the nearest lakh, unless otherwise indicated.

JMT & ASSOCIATES MUMBAI Chartered Accountants

## C. Basis of Consolidation

The Consolidated Financial Statements (CFS) comprises the Financial Statements of Neogen Chemicals Limited ("the Company") and its Subsidiaries (herein after referred together as "the Group"), Associates. The CFS of the Group have been prepared in accordance with the Indian Accounting Standards on "Consolidated Financial Statements" (Ind AS 110), "Joint Arrangements" (Ind AS 111), "Disclosure of Interest in Other Entities" (Ind AS 112), "Investment in Associates and Joint Ventures" (Ind AS 28) notified under Section 133 of the Companies Act, 2013

### (1) Subsidiaries:

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. When the Company loses control over a subsidiary, it derecognizes the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognized in the Statement of Profit or Loss.

The financial statement of the Company, its Subsidiaries, Joint Ventures and Associates used in consolidation procedure are drawn upto the same reporting date i.e. March 31,2024. The acquisition method of accounting is used to account for business combinations by the Group. The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Inter Group transactions, balances and unrealized gains on transactions between Group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed wherever necessary to ensure consistency with the policies adopted by the Group.

### (2) Subsidiaries:

The Group accounts for business combinations under acquisition method of accounting. Acquisition-related costs are recognised in the Statement of Profit and Loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the condition for recognition are recognised at their fair values at the acquisition date. Goodwill arising on consolidation of acquisitions represents the excess of (a) consideration paid for acquiring control and (b) acquisition date fair value of previously held ownership interest, if any, in a subsidiary over the Group's share in the fair value of the net assets (including identifiable intangibles) of the subsidiary as on the date of acquisition of control. Where the fair value of the identifiable assets and liabilities exceed the cost of acquisition, the excess is recognised as Capital Reserve

### (3) Equity Method:

Under the equity method of accounting, the investments are initially recognized at cost and adjusted thereafter to recognize the Group's share of the post-acquisition profits or losses of the investee in the Consolidated Statement of Profit and Loss, and the Group's share of other comprehensive income of the investee in other comprehensive income.

## D. Key estimates and assumptions

While preparing financial statements in conformity with Ind AS, the management has made certain estimates and assumptions that require subjective and complex judgments. These judgments affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses, disclosure of

JMT & ASSOCIATES MUMBAI Chartered Accountants

contingent liabilities at the balance sheet date and the reported amount of income and expenses for the reporting period. Future events rarely develop exactly as forecasted and the best estimates require adjustments, as actual results may differ from these estimates under different assumptions or conditions. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively. Judgement, estimates and assumptions are required in particular for:

**(1) Determination of the estimated useful lives**

Useful lives of property, plant and equipment are based on the life prescribed in Schedule II of the Companies Act, 2013. In cases, where the useful lives are different from that prescribed in Schedule II and in case of intangible assets, they are based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support.

**(2) Recognition and measurement of defined benefit obligations**

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation, actuarial rates and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations. Due to complexities involved in the valuation and its long term nature, defined benefit obligation is sensitive to changes in these assumptions. All assumptions are reviewed at each reporting period.

**(3) Recognition of deferred tax assets and liabilities**

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences.

**(4) Recognition and measurement of other provisions**

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may therefore, vary from the amount included in other provisions.

**(5) Discounting of long-term financial assets / liabilities**

All financial assets / liabilities are required to be measured at fair value on initial recognition. In case of financial liabilities/assets which are required to subsequently be measured at amortised cost, interest is accrued using the effective interest method.

**(6) Determining whether an arrangement contains a lease**

Ind AS 116 requires lessee to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the Company has concluded that no changes are required to lease period relating to the existing lease contracts.

**(7) Fair value of financial instruments**

Derivatives are carried at fair value. Derivatives includes foreign currency forward contracts. Fair value of foreign currency forward contracts are determined using the fair value reports provided by respective bankers.

JMT & ASSOCIATES MUMBAI Chartered Accountants

**(8) Provisions and contingent liabilities**

A provision is recognised when the Company has a present obligation because 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. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent assets are neither recognised nor disclosed in the consolidated financial statements.

**E. Measurement of fair values:**

The Company's accounting policies and disclosures require the measurement of fair values for, both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of a financial asset or a financial liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

**2. Material accounting policies**

**A. Revenue and Other income :**

**(i) Sale of goods**

Revenue from operations comprises of sales of goods after the deduction of discounts, goods and service tax and estimated returns. Discounts given by the Company includes trade discounts, volume rebates and other incentive given to the customers. Accumulated experience is used to estimate the provision for discounts. Revenue is only recognized to the extent that it is highly probable a significant reversal will not occur.

Revenue is measured based on the consideration specified in a contract with a customer and in excess of billing is recognised as a Contract Asset . Revenue from the sale of goods are recognized when control of the goods has transferred to our customer and when there are no longer any unfulfilled obligations to the customer, This is generally when the goods are delivered to the customer depending on individual customer terms, which can be at the time of dispatch or delivery. This is considered the appropriate point where the performance obligations in our contracts are satisfied as the Company no longer have control over the inventory.
Our customers have the contractual right to return goods only when authorized by the Company.

JMT & ASSOCIATES MUMBAI Chartered Accountants

(ii) **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 discounts the estimated future cash payments or receipts through the expected life of the financial instruments or a shorter period, where appropriate, to the net carrying amount of the financial assets. Interest income is included in other income in the Statement of Profit and Loss.

(iii) **Government grant:**

Grants and subsidies from the government are recognised when there is reasonable assurance that (i) the company will comply with the condition attached to them and (ii) the grant /subsidy will be received. Government grants are recognised in the Statement of Profit and Loss on a systematic basis over the years in which the Company recognises the related costs for which the grants are intended to compensate or when performance obligations are made. Where the grant relates to an asset, it is recognized as deferred income and credited to income in equal amounts over the expected useful life of the related asset.

B. **Foreign currency :**

**Transaction and balances**

Transactions in foreign currencies are translated into the respective functional currencies of the Company at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction. Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognized as income and 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 transactions. Non-monetary items that are measured at fair value in a foreign currency shall be translated using the exchange rates at the date when the fair value was measured.

Exchange differences are generally recognised in the Statement of Profit and Loss.

C. **Employment Benefits**

(i) **Short-term obligations**

All employee benefits payable wholly within twelve months of rendering services are classified as short-term employee benefits. Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably. Short-term benefits such as salaries, wages, short-term compensation absences, etc., are determined on an undiscounted basis and recognized in the period in which the employee renders the related service.

(ii) **Other long-term employee benefit obligations**

Liability toward Long-term Compensated Absences is provided for on the basis of an actuarial valuation, using the Projected Unit Credit Method, as at the date of the Balance Sheet. Actuarial gains / losses comprising of experience adjustments and the effects of changes in actuarial assumptions are immediately recognised in the Statement of Profit and Loss. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

JMT & ASSOCIATES MUMBAI Chartered Accountants

(iii) **Post-employment obligations**

The Company operates the following post-employment schemes:

(a) defined benefit plans such as gratuity, and

(b) defined contribution plans such as provident fund.

(a) **Defined benefit plans**: The following post – employment benefit plans are covered under the defined benefit plans:

**Gratuity :** The Company's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

(b) **Defined contribution plans**

The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

D. **Income-tax**

Income tax expense comprises current and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent that it relates to a business combination, or items recognised directly in equity or in the OCI.

(i) **Current tax**

Current tax is the amount of tax payable (recoverable) in respect of the taxable profit / (tax loss) for the year determined in accordance with the provisions of the Income-Tax Act, 1961. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using tax rates and tax laws that have been enacted or substantively enacted at the reporting date. Current tax assets and liabilities are offset only if, the Company:

a) has a legally enforceable right to set off the recognised amounts; and

b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

(ii) **Deferred tax**

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries and associates to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
-taxable temporary differences arising on the initial recognition of goodwill

JMT & ASSOCIATES MUMBAI Chartered Accountants

Deferred tax assets are recognised for deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves. Unrecognized deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

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.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset only if:
a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and

b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

**E. Inventories**

Inventories are carried in the balance sheet as follows:
(a) Raw materials, Packing materials, Stock in Trade and Stores & Spares: At lower of cost, on weighted average basis and net realisable value
(b) Work-in-progress / project in progress-: At lower of cost of materials, plus appropriate manufacturing overheads and net realizable value.
c) Finished Goods: At lower of cost of materials, plus appropriate manfacturing overheads and net realizable value, Net realizable value is the estimated selling price in the ordinary course of business less estimated cost of completion and selling expenses necessary to make the sale.The cost of inventories have been computed to include all cost of purchases, cost of conversion and other related costs incurred in bringing the inventories to the present location and condition. Slow and non-moving material, obsolescence, defective inventories are duly provided for and valued at net realizable value. Goods and materials in transit are valued at actual cost incurred upto the date of balance sheet. Materials and supplies held for use in the production of inventories are not written down if the finished products in which they will be used are expected to be sold at or above cost.

**F. Property, plant and equipment (including Capital work in progress)**

**(I) Recognition and measurement**

Items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses, if any. The cost of an item of property, plant and equipment comprises:
a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.
c) the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.
d) Items of property, plant and equipment (including capital-work-in progress) are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and any accumulated impairment losses Income and expenses related to the incidental operations, not

JMT & ASSOCIATES MUMBAI Chartered Accountants

necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognised in the Statement of Profit and Loss.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted and depreciated for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in the Statement of Profit and Loss.

**(II) Subsequent expenditure**

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company

**(III) Depreciation/ Amortizations**

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives specified in schedule II to the Companies Act, 2013 except for the following:

(a) Building – 30 years
(b) Plant and Machinery- 20 years
(c) M.S. Structure & FRP Gratings- 20 years
(d) Effluent Treatment Plant- 20 years
(e) Safety Equipment's- 20 years
(f) Quality Control Instruments & R & D Equipment's- 10 years
(g) Office equipment's- 5 years
(h) I T Equipment's- 3 years
(i) Furniture and fixtures- 10 years
(j) Vehicles- 8 years

Assets costing less than Rs 5,000 are fully depreciated in the year of purchase/acquisition. Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

**G. Intangible assets:**

**(I) Computer software**

**Recognition and measurement**

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the asset can be measured reliably.

Intangible assets viz. Computer software, which are acquired by the Company and have finite useful lives are measured at cost less accumulated amortisation and any accumulated impairment losses.

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

**Amortisation**

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives, and is generally recognised in profit or loss. The intangible assets are amortised over the estimated useful lives as given below:- Computer software 3-5 years

JMT & ASSOCIATES MUMBAI Chartered Accountants

**H. Investments:**

The investments in subsidiaries, associates and joint ventures are carried In these financial statements at historical 'cost', except when the investment or a portion thereof, is classified as held for sale, in which case it is accounted for as Non-current assets held for sale and discontinued operations. Where the carrying amount of an investment is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount and the difference is transferred to the Statement of Profit and Loss. On disposal of investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to P & L.

**I. Borrowing costs:**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange difference to the extent regarded as an adjustment to the borrowing costs.

**J. Segment Reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Company. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of directors. The Company has identified only one segment as reporting segment based on the information reviewed by CODM.

**K. 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 instruments also include derivative contracts such as foreign currency foreign exchange forward contracts. Financial instruments also covers contracts to buy or sell a non-financial item that can be settled net in cash or another financial instrument, or by exchanging financial instruments, as if the contracts were financial instruments, with the exception of contracts that were entered into and continue to be held for the purpose of the receipt or delivery of a non-financial item in accordance with the entity's expected purchase, sale or usage requirements. Derivatives are currently recognized at fair value on the date on which the derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period.

**L. Provisions, contingent liabilities and contingent assets**

Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expenses relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows specific to the liability. The unwinding of the discount is recognised as finance cost. A provision for onerous contracts is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognises any impairment loss on the assets associated with that contract. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but will probably not, require an outflow of resources. When there is a possible obligation of a present obligation in respect of which the likelihood of outflow of resources is remote, no provision disclosure is made. A contingent asset is not recognised but disclosed in the financial statements where an inflow of economic benefit is probable.

JMT & ASSOCIATES MUMBAI Chartered Accountants

Commitments includes the amount of purchase order (net of advance) issued to parties for completion of assets. Provisions, contingent assets, contingent liabilities and commitments are reviewed at each balance sheet date.

**M. Leases**

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Company as a lessee. The Company's lease asset classes primarily consist of leases for land. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option. Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

**N. Impairment of non-financial assets**

Intangible assets that have infinite useful life are not subjected to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. The carrying values of other assets/cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor that reflects current market assessments of the time value of money and the risk specific to the asset. When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods which no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets, such reversal is not recognised.

JMT & ASSOCIATES MUMBAI Chartered Accountants

**O. Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

**P. Earnings per share**

**I. Basic earnings per share**

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

**II. Diluted earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

**Q. Recent Pronouncements**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company

JMT & ASSOCIATES MUMBAI Chartered Accountants

NEOGEN CHEMICALS LIMITED

Accompanying notes to the consolidated financial statements for the year ended March 31, 2024

Note : 3 Property, Plant and Equipment

(₹ in Crores)

| Particulars | Freehold Land | Leasehold Land | Factory buildings | Plant & Machineries | M.S.Structure & FRP Grattings | Quality Control Instruments | R & D Equipments | Effluent Treatment Equipments | Safety Equipments | Office Equipments | I.T Equipments | Motor Car | Furniture & Fixtures | Total |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Gross Block: | | | | | | | | | | | | | | |
| As at April 1, 2022 | 28.06 | 9.05 | 64.53 | 166.88 | 5.56 | 8.37 | 2.65 | 7.67 | 3.64 | 1.86 | 2.70 | 0.73 | 3.46 | 305.17 |
| Additions during the year | - | - | 13.69 | 49.62 | 1.72 | 2.78 | 0.96 | - | 0.41 | 0.74 | 0.84 | 0.45 | 0.18 | 71.38 |
| Disposals/Adjustments during the year | - | - | (0.01) | 0.17 | 0.01 | - | - | (0.01) | 0.01 | - | 0.01 | 0.01 | - | 0.19 |
| As at March 31, 2023 | 28.06 | 9.05 | 78.21 | 216.67 | 7.29 | 11.15 | 3.61 | 7.66 | 4.06 | 2.60 | 3.55 | 1.19 | 3.64 | 376.74 |
| As at April 1, 2023 | 28.06 | 9.05 | 78.21 | 216.67 | 7.29 | 11.15 | 3.61 | 7.66 | 4.06 | 2.60 | 3.55 | 1.19 | 3.64 | 376.74 |
| Additions during the year | 100.88 | 1.65 | 5.59 | 45.46 | 0.29 | 2.36 | 2.14 | 0.04 | 0.15 | 0.21 | 0.97 | - | 0.53 | 160.27 |
| Disposals during the year | - | (1.16) | - | - | - | - | - | - | - | - | - | - | - | (1.16) |
| As at March 31, 2024 | 128.94 | 9.54 | 83.80 | 262.13 | 7.58 | 13.51 | 5.75 | 7.70 | 4.21 | 2.81 | 4.52 | 1.19 | 4.17 | 535.85 |
| Accumulated Depreciation: | | | | | | | | | | | | | | |
| As at April 1, 2022 | - | 0.71 | 3.14 | 11.67 | 1.73 | 1.38 | 0.81 | 0.45 | 0.23 | 0.66 | 1.55 | 0.29 | 0.75 | 23.39 |
| Depreciation for the year | - | 0.15 | 2.14 | 8.21 | 0.41 | 0.82 | 0.26 | 0.38 | 0.20 | 0.38 | 0.63 | 0.11 | 0.33 | 14.01 |
| Or disposals/adjustments during the year | - | - | (0.00) | 0.02 | (0.00) | - | - | - | - | - | - | - | (0.00) | 0.02 |
| As at March 31, 2023 | - | 0.86 | 5.28 | 19.90 | 2.14 | 2.20 | 1.07 | 0.83 | 0.43 | 1.04 | 2.18 | 0.40 | 1.08 | 37.42 |
| As at April 1, 2023 | - | 0.86 | 5.28 | 19.90 | 2.14 | 2.20 | 1.07 | 0.83 | 0.43 | 1.04 | 2.18 | 0.40 | 1.08 | 37.42 |
| Depreciation for the year | - | 0.16 | 2.53 | 11.41 | 0.49 | 1.01 | 0.29 | 0.38 | 0.22 | 0.48 | 0.75 | 0.14 | 0.33 | 18.19 |
| Or disposals/adjustments during the year | - | (0.13) | - | - | - | - | - | - | - | - | - | - | - | (0.13) |
| As at March 31, 2024 | - | 0.89 | 7.81 | 31.30 | 2.63 | 3.21 | 1.36 | 1.21 | 0.65 | 1.52 | 2.93 | 0.54 | 1.41 | 55.48 |
| Net Book Value: | | | | | | | | | | | | | | |
| As at March 31, 2023 | 28.06 | 8.19 | 72.93 | 196.77 | 5.15 | 8.96 | 2.53 | 6.83 | 3.63 | 1.56 | 1.37 | 0.79 | 2.56 | 339.32 |
| As at March 31, 2024 | 128.94 | 8.65 | 75.99 | 230.83 | 4.95 | 10.30 | 4.39 | 6.49 | 3.56 | 1.29 | 1.59 | 0.65 | 2.76 | 480.37 |

Footnote:

1) Refer Note 15 for the details in respect of certain property, plant and equipment hypothecated/ mortgaged as security against borrowings

JMT & ASSOCIATES MUMBAI Chartered Accountants

NEOGEN CHEMICALS LIMITED

Accompanying notes to the consolidated financial statements for the year ended March 31, 2024

Note 3(a) : Right of use asset

(₹ in Crores)

| Particulars | Amount |
|---|---|
| Gross Block: | |
| As at April 1, 2022 | 7.90 |
| Additions during the year | 6.31 |
| Disposals/adjustments during the year | (3.20) |
| As at March 31, 2023 | 11.01 |
| As at April 1, 2023 | 11.01 |
| Additions during the year | 11.78 |
| Disposals during the year | - |
| As at March 31, 2024 | 22.79 |
| Accumulated Depreciation: | |
| As at April 1, 2022 | 4.71 |
| Depreciation for the year | 1.89 |
| On disposals during the year | (2.31) |
| As at March 31, 2023 | 4.29 |
| As at April 1, 2023 | 4.29 |
| Depreciation for the year | 4.40 |
| On disposals during the year | - |
| As at March 31, 2024 | 8.69 |
| Net Book Value: | |
| As at March 31, 2023 | 6.72 |
| As at March 31, 2024 | 14.10 |

JMT & ASSOCIATES MUMBAI Chartered Accountants

(₹ in Crores)

Note : 4 Capital Work in Progress

| Particulars | Amount |
|---|---|
| As at April 1, 2022 | 10.62 |
| Additions during the year | 98.14 |
| Capitalised during the year | (72.92) |
| **As at March 31, 2023** | **35.84** |
| As at April 1, 2023 | 35.84 |
| Additions during the year | 233.34 |
| Capitalised during the year | (160.27) |
| **As at March 31, 2024** | **108.91** |

a) Capital work in progress (CWIP) Ageing Schedule

| | As at March 31, 2024 | | | | | As at March 31, 2023 | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Particulars | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Project in Progress | 106.91 | 2.00 | - | - | 108.91 | 35.84 | - | - | | 35.84 |

b) There are no cost overrun or Timeline delayed in any project pertaining to Financial Year 23-24 and Financial Year 22-23

Note : 5. Intangible assets

| Particulars | Software | Total |
|---|---|---|
| Gross block: | | |
| As at April 1, 2022 | 0.36 | 0.36 |
| Additions during the year | 1.55 | 1.55 |
| Disposals during the year | - | - |
| **As at March 31, 2023** | **1.91** | **1.91** |
| As at April 1, 2023 | 1.91 | 1.91 |
| Additions during the year | - | - |
| Disposals during the year | - | - |
| **As at March 31, 2024** | **1.91** | **1.91** |
| Accumulated Amortisation: | | |
| As at April 1, 2022 | 0.20 | 0.20 |
| Amortisation for the year | 0.30 | 0.30 |
| On disposals during the year | - | - |
| **As at March 31, 2023** | **0.50** | **0.50** |
| As at April 1, 2023 | 0.50 | 0.50 |
| Amortisation for the year | 0.28 | 0.28 |
| On disposals during the year | (0.02) | (0.02) |
| **As at March 31, 2024** | **0.76** | **0.76** |
| Net Book Value: | | |
| As at March 31, 2023 | 1.41 | 1.41 |
| **As at March 31, 2024** | **1.15** | **1.15** |

JMT & ASSOCIATES MUMBAI Chartered Accountants

NEOGEN CHEMICALS LIMITED

Accompanying notes to the consolidated financial statements for the year ended March 31, 2024

(₹ in Crores)

Note : 6 (a) Non Current Investments

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| | Nos./Percentage share | Amount | Nos./Percentage share | Amount |
| (i) Investment in Joint Venture | | | | |
| At Cost | | | | |
| Dhara Fine Chem Industries | 90% | 0.45 | 90% | 0.75 |
| Total | | 0.45 | | 0.75 |

Note : 6(a)(i) Other disclosure

| Particulars | As at March 31,2024 | As at March 31,2023 |
|---|---|---|
| Aggregate amount of quoted investment | - | - |
| Market value of quoted investment | - | - |
| Aggregate amount of unquoted investment | 0.45 | 0.75 |
| Aggregate amount of impairment in the value of investments | - | - |

Note : 6(a)(ii)

| Particulars<br>Name of joint venture | Place of business | As at March 31,2024<br>% of holding | As at March 31,2023<br>% of holding |
|---|---|---|---|
| Dhara Fine Chem Industries | Vadodara, Gujarat | 90.00 | 90.00 |

Note : 6 (b) Current Investments

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| | Nos./Percentage share | Amount | Nos./Percentage share | Amount |
| (ii) Unquoted Investment in Inter Corporate deposits | - | - | - | 76.06 |
| Total | | | | 76.06 |

Note : 7. Loans

| Particulars | Current | | Non current | |
|---|---|---|---|---|
| | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2024 | As at March 31, 2023 |
| (Unsecured, considered Good, unless otherwise stated) | | | | |
| Loan to Related Parties | 0.30 | - | - | - |
| Loan to employees | 0.38 | 0.36 | - | - |
| Total | 0.68 | 0.36 | - | - |

There are no loans or advances in the nature of loan granted to Promoter, Director, KMP and their related party (as defined under Companies Act 2013) either severely or jointly with any other person that are:

(a) Repayable on demand or
(b) without specifying any terms or period of repayment

Note : 8. Other Financial Assets

| Particulars | Current | | Non current | |
|---|---|---|---|---|
| | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2024 | As at March 31, 2023 |
| (Unsecured, considered good unless stated otherwise) | | | | |
| * Fixed Deposit | 2.79 | - | 0.48 | |
| Contract Assets | 66.58 | 33.58 | - | - |
| Security Deposits | - | - | 10.30 | 7.47 |
| Advances to related parties | 0.03 | 0.38 | - | - |
| Advance to employees | 0.00 | 0.04 | - | - |
| Interest receivable on Inter corporate deposit | 0.19 | | - | |
| Derivative Asset for Forwards Contracts | 0.24 | (0.14) | - | - |
| Other receivables | - | 0.09 | - | |
| Total | 69.83 | 33.95 | 10.78 | 7.47 |

*Fixed Deposits are restricted and same are held as margin money

JMT & ASSOCIATES MUMBAI Chartered Accountants

NEOGEN CHEMICALS LIMITED

Accompanying notes to the consolidated financial statements for the year ended March 31, 2024

(₹ in Crores)

Note : 9. Other Assets

| Particulars | Current | | Non current | |
|---|---|---|---|---|
| | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2024 | As at March 31, 2023 |
| (Unsecured, Considered Good unless otherwise stated) | | | | |
| Capital Advances | - | - | 58.67 | 3.71 |
| Advances to vendors | 5.04 | 27.45 | - | |
| Balance with Government authorities | 22.93 | 21.33 | - | |
| Prepaid Expenses | 2.71 | 5.63 | 3.22 | 2.75 |
| Other Receivables | 5.85 | | - | - |
| Total | 36.53 | 54.41 | 61.89 | 6.46 |

Note : 10. Inventories

(Carried at lower of the cost and net realisable value)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| * Raw materials | 29.92 | 32.03 |
| Packing materials | 3.49 | 5.27 |
| * Work-in-progress | 265.20 | 190.94 |
| * Finished goods | 76.74 | 58.89 |
| Stores and spares | 6.89 | 5.57 |
| Fuel | 0.20 | 0.26 |
| Total | 382.44 | 292.97 |

*Hypothecated with banks for working capital facilities

Note : 11. Trade Receivables

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Secured and considered good | - | 2.15 |
| Unsecured | | |
| (i) Considered good * | 281.69 | 175.22 |
| (ii)Trade receivable which have significant increase in risk | - | - |
| (iii)Trade receivables credit impaired | 0.90 | 0.90 |
| Less: Allowance for expected credit loss | (0.90) | (0.90) |
| Total | 281.69 | 177.38 |

*Hypothecated with banks for working capital facilities

a) Ageing of Trade Receivable

Trade Receivable Ageing schedule as on 31st March, 2024

| Particulars | | Outstanding for following periods from due date of payment | | | | |
|---|---|---|---|---|---|---|
| | Not due | Less than 6 months | 6 months - 1 year | 1-2 years | more than 2 years | Total |
| Undisputed trade receivables | | | | | | |
| - considered good | 113.62 | 156.98 | 5.24 | 5.16 | 0.69 | 281.69 |
| - which have significant increase in risk | - | - | - | - | - | - |
| - credit impaired | - | - | - | - | 0.90 | 0.90 |
| Disputed trade receivables | | | | | | |
| - considered good | - | - | - | - | - | - |
| - which have significant increase in risk | - | - | - | - | - | - |
| -credit impaired | - | - | - | - | - | - |
| Total | 113.62 | 156.98 | 5.24 | 5.16 | 1.59 | 282.59 |
| Less: Loss Allowance | - | - | - | - | (0.90) | (0.90) |
| Total current trade receivables | 113.62 | 156.98 | 5.24 | 5.16 | 0.69 | 281.69 |

Trade Receivable Ageing schedule as on 31st March, 2023

| Particulars | | Outstanding for following periods from due date of payment | | | | |
|---|---|---|---|---|---|---|
| | Not due | Less than 6 months | 6 months - 1 year | 1-2 years | more than 2 years | Total |
| Undisputed trade receivables | | | | | | |
| - considered good | 83.44 | 85.93 | 6.07 | 1.93 | | 177.38 |
| - which have significant increase in risk | - | - | - | 0.25 | 0.65 | 0.90 |
| - credit impaired | - | - | - | - | - | - |
| Disputed trade receivables | - | - | - | - | - | |
| - considered good | - | - | - | - | - | - |
| - which have significant increase in risk | - | - | - | - | - | - |
| -credit impaired | - | - | - | - | - | - |
| Total | 83.44 | 85.93 | 6.07 | 2.18 | 0.65 | 178.28 |
| Less: Loss Allowance | - | - | - | (0.25) | (0.65) | (0.90) |
| Total current trade receivables | 83.44 | 85.93 | 6.07 | 1.93 | - | 177.38 |

MKT & ASSOCIATES MUMBAI Chartered Accountants

NEOGEN CHEMICALS LIMITED

Accompanying notes to the consolidated financial statements for the year ended March 31, 2024

(₹ In Crores)

Note : 12(a) Cash and Cash Equivalents

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| (i) Balances with banks | | |
| In current accounts | 12.03 | 18.03 |
| (ii) Cash on hand | 0.20 | 0.19 |
| Total | 12.23 | 18.22 |

Note : 12(b) Bank balance other than cash and cash equivalents

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Fixed deposit with bank | 0.26 | 2.48 |
| Unclaimed dividend account | 0.00 | 0.00 |
| Total | 0.26 | 2.48 |

Note : 13. Equity Share Capital

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| | No of Shares | ₹ In Crores | No of Shares | ₹ In Crores |
| **Authorised Capital** | | | | |
| Equity Shares of Rs.10/- each | 4,00,00,000.00 | 40.00 | 2,50,00,000.00 | 25.00 |
| 10% Optionally Convertible Preference Shares of Rs.100/- each . | - | - | 5,00,000.00 | 5.00 |
| 9.80% Fully Redeemable Cumulative Preference Shares of Rs.100/- each | - | - | 20,00,000.00 | 20.00 |
| Preference shares of Rs 100/- each | 10,00,000.00 | 10.00 | - | - |
| **At March 31, 2023** | | 50.00 | | 50.00 |
| **Issued, Subscribed and Fully Paid up** | | | | |
| Equity Shares of Rs.10/- each | 2,63,81,674.00 | 26.38 | 2,49,39,316.00 | 24.94 |
| 10% Optionally Convertible Preference Shares of Rs.100/- each . | - | - | - | - |
| 9.80% Fully Redeemable Cumulative Preference Shares of Rs.100/- each | - | - | - | - |
| Preference shares of Rs 100/- each | | | | |
| **At March 31, 2024** | 2,63,81,674.00 | 26.38 | 2,49,39,316.00 | 24.94 |
| | | | - | |

Note 13 (a) Reconciliation of number of shares outstanding at end of the year:

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| | No of Shares | ₹ In Crores | No of Shares | ₹ In Crores |
| Equity Shares outstanding at the beginning of the year | 2,49,39,316.00 | 24.94 | 2,49,39,316.00 | 24.94 |
| Equity Shares issued during the year* | 14,42,358 | 1.44 | - | - |
| **Equity Shares outstanding at the end of the year** | 2,63,81,674.00 | 26.38 | 2,49,39,316.00 | 24.94 |

* During the year the company issued 14,42,358 equity shares of face value Rs 10/- each on preferential basis at a premium of Rs @ 1,744.07/- per share to the identified investors and the shares were allotted on 1st November 2023

(b) **Rights, Preferences & Restriction of each class of shares**

The Company has one class of Equity shares having a par value of ` 10 per share. Each Share holder is eligible for one vote per share held. All Equity Shareholders are eligible to receive dividends in proportion to their shareholdings. The dividends proposed by the Board of Directors are subject to the approval of the Shareholders in the ensuing Annual General Meeting. In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their share holding

(c) Details of shareholders holding more than 5% shares in the Company are set out below

| Name of the Shareholder | As at March 31, 2024 | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2023 |
|---|---|---|---|---|
| Equity shares | No. of Shares | % | No. of Shares | % |
| Mr. Haridas Kanani | 1,19,00,078 | 45.11% | 1,19,00,078 | 47.72% |
| Dr. Harin H Kanani | 20,00,000 | 7.58% | 20,00,000 | 8.02% |
| SBI Mutual Fund under its various Schemes | 20,72,444 | 7.86% | 17,92,807 | 7.19% |
| Axis Mutual Fund under its various schemes | 16,66,881 | 6.32% | 17,81,325 | 7.14% |

JMT & ASSOCIATES MUMBAI Chartered Accountants

(₹ in Crores)

(d) Details of shares held by promoter and promoter group at the end of the year

As at March 31, 2024

| Promoter Name | No of Shares at the beginning of Year | Changes during the Year | No. of Share at the end of Year | % of Total Shares (year end) | % Change during the Year |
|---|---|---|---|---|---|
| Mr. Haridas Kanani | 1,19,00,078 | - | 1,19,00,078 | 45.11% | - |
| Dr. Harin H Kanani | 20,00,000 | - | 20,00,000 | 7.58% | - |
| Beena Haridas Kanani | 1,00,309 | - | 1,00,309 | 0.38% | - |
| Pratik Kishor Malia | 1,300 | - | 1,300 | 0.00% | - |
| Malia Harshida Kishor | 2,000 | - | 2,000 | 0.01% | - |
| Vanita Madhwani | 2,000 | - | 2,000 | 0.01% | - |
| Asha Deepak Dalal | 1,990 | - | 1,990 | 0.01% | - |
| Charulata Bharatkumar Reshamwala | 1,062 | - | 1,062 | 0.00% | - |
| Amritlal Thakarsi Kanani | 1,000 | - | 1,000 | 0.00% | - |
| Arun Krishnalal Gandhi | 1,000 | - | 1,000 | 0.00% | - |
| Rashmikant Krishnalal Gandhi | 1,000 | - | 1,000 | 0.00% | - |
| Pallika Haridas Kanani | 9,98,000 | - | 9,98,000 | 3.78% | - |
| | 1,50,09,739 | - | 1,50,09,739 | 56.89% | - |

Note : 14. Other Equity

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Capital Reserve on Business Combination | 10.62 | 7.20 |
| General Reserve | 3.76 | 3.50 |
| Retained earnings | 198.15 | 169.98 |
| Securities Premium | 521.98 | 276.64 |
| Special Economic zone Re-investment reserve account | - | 0.26 |
| Other Comprehensive Income - Remeasurement of defined benefit plans | (0.60) | - |
| Total Other Equity | 733.91 | 457.58 |

**The Description of the nature and purpose of each reserve within equity:**

**General Reserve:** General reserve is a free reserve which is created by transferring fund from retained earnings to meet future obligations and purposes.

**Retained Earnings:** Retained earnings are the profits that the company has earned till date, less any transfers to general reserve, dividends paid to shareholders.

**Securities Premium:** Security premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of Companies Act, 2013.

**Capital Reserve on Business Combination:** This represents the capital reserve on account of business combination purchase of unit of Solaris Chemtech industries ltd and BuLi Chemicals India private limited (w.e.f 3rd May,2023)

**Other Comprehensive Income - Remeasurement of defined benefit plans :** Remeasurement of defined benefit plans represents actuarial gains and losses relating to gratuity

JMT & ASSOCIATES MUMBAI Chartered Accountants

NEOGEN CHEMICALS LIMITED

Accompanying notes to the consolidated financial statements for the year ended March 31, 2024

(₹ in Crores)

Note : 15. Borrowings

| Particulars | Current | | Non current | |
|---|---|---|---|---|
| | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2024 | As at March 31, 2023 |
| Secured loans | | | | |
| * (i) Term Loan From Banks | 26.80 | 28.93 | 124.23 | 129.08 |
| (ii) Working Capital Demand Loan From Bank | 128.64 | 155.32 | - | |
| (iii) Cash credit | 113.86 | 48.89 | - | |
| | 269.30 | 233.13 | 124.23 | 129.08 |

* Current portion represents current maturities of long term borrowings

Notes:

1 The secured term loan outstanding of INR 55.64 crs (INR PY 38.58 crs) from Kotak Bank carries interest at 8.50 %. The loan is repayable within 7 years from its origination and the final instalment of repayment is due on 25-07-2029, secured by creating charge on on movable Plant and Machinery, Receivables, book debts and Inventories at Dahej, Mahape and Karakhadi locations and immovables (Land and building at Dahej, Mahape and Karakhadi locations)

2 The secured term loan outstanding of INR 72.96 crs (INR PY 97.10 crs) from HDFC Bank carries interest at 8.90%. The loan is repayable within 7 years from its origination and the final instalment of repayment is due on 30-08-2028. secured by creating charge on on movable Plant and Machinery, Receivables, book debts and Inventories at Dahej, Mahape and Karakhadi locations and immovables (Land and building at Dahej, Mahape and Karakhadi locations)

3 The secured term loan outstanding of INR 23.75 crs (INR PY 13.31 crs) from Axis Bank carries interest at 9.20 %. The loan is repayable within 7 years from its origination and the final instalment of repayment is due on 31-12-2028. secured by creating charge on on movable Plant and Machinery, Receivables, book debts and Inventories at Dahej, Mahape and Karakhadi locations and immovables (Land and building at Dahej, Mahape and Karakhadi locations)

4 Secured by way of charge on current asset (Inventories and Trade receivables)

Note : 16. Other Financial Liabilities

| Particulars | Current | | Non current | |
|---|---|---|---|---|
| | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2024 | As at March 31, 2023 |
| Liabilities related to payroll | 8.02 | 5.57 | - | - |
| Unpaid dividend | 0.00 | 0.00 | - | - |
| Retention money | - | | 0.14 | 2.00 |
| Security deposits | 0.92 | 0.03 | - | - |
| Deferred revenue income | 0.26 | 0.23 | - | - |
| Other payables | 79.02 | 6.58 | 3.51 | 1.76 |
| | 88.22 | 12.41 | 3.65 | 3.76 |

Note : 17. Provisions

| Particulars | Current | | Non current | |
|---|---|---|---|---|
| | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2024 | As at March 31, 2023 |
| Provision for Employee Benefits | | | | |
| Provision for gratuity | 0.99 | 1.84 | 3.53 | 0.94 |
| Provision for leave encashment | 0.32 | 0.24 | 5.54 | 3.71 |
| Total | 1.31 | 2.08 | 9.07 | 4.65 |

JMT & ASSOCIATES MUMBAI Chartered Accountants

(₹ in Crores)

Note 18 : Income Taxes

(a) Amounts recognised in profit and loss

| | March 31, 2024 | March 31, 2023 |
|---|---|---|
| Current income tax | | |
| In respect of current year | 12.24 | 12.76 |
| Adjustments in respect of earlier years | - | - |
| Deferred income tax | | |
| In respect of current year | | |
| Origination and reversal of temporary differences | 4.88 | 8.30 |
| Adjustments in respect of earlier years | | |
| Origination and reversal of temporary differences | - | - |
| Tax expense recognised in the Statement of Profit & Loss | 17.12 | 21.06 |

(b) Amounts recognised in other comprehensive income

| | March 31, 2024 | | | March 31, 2023 | | |
|---|---|---|---|---|---|---|
| | Before tax | Tax (expense) / benefit | Net of tax | Before tax | Tax (expense) / benefit | Net of tax |
| Items that will not be reclassified to profit or loss | | | | | | |
| Remeasurements of defined benefit (liability) / asset | (0.80) | 0.20 | (0.60) | 0.39 | (0.11) | 0.28 |
| Total | (0.80) | 0.20 | (0.60) | 0.39 | (0.11) | 0.28 |

(c) Reconciliation of tax expense and accounting profit for the year is as under:

| | March 31, 2024 | March 31, 2023 |
|---|---|---|
| Profit before tax | 52.77 | 71.03 |
| Company's domestic tax rate | 25.17% | 29.120% |
| Tax using the Company's domestic tax rate | 13.28 | 20.68 |
| Tax effect of: | | |
| Expense not allowed for tax purposes | 3.84 | 0.38 |
| Others | - | - |
| Total | 17.12 | 21.06 |
| Adjustments in respect of earlier years | - | |
| Tax expense as per Statement of Profit & Loss | 17.12 | 21.06 |
| | | |
| Current tax | 12.24 | 12.76 |
| Deferred tax | 4.88 | 8.30 |

The Company has elected to opt for the tax rate as per section 115BAA which was inserted in the Income Tax Act, 1961,accordingly the current tax and deferred tax both are re-computed.

JMT & ASSOCIATES MUMBAI Chartered Accountants

**Note (d) : Movement in deferred tax balances for the year ended March 31, 2024**

(₹ in Crores)

| Particulars | Net balance April 1, 2023 | Recognised in profit or loss | Prior year adjustment | Recognised in OCI | Net | Deferred tax liability | Deferred tax asset | Net Deferred Tax March 31, 2024 |
|---|---|---|---|---|---|---|---|---|
| **Deferred tax asset/(liabilit es)** | | | | | | | | |
| Property, plant and equipment & Intangible assets | (28.14) | 1.29 | - | - | 1.29 | 29.43 | - | (29.43) |
| Lease | - | (0.34) | - | - | (0.34) | - | 0.34 | 0.34 |
| Provision for employee benefits | 2.17 | 1.04 | - | - | 1.04 | - | 1.13 | 1.13 |
| Provisions for leave encashment | - | (1.45) | - | - | (1.45) | - | 1.45 | 1.45 |
| Provisions for doubtful debts & other receivables | 0.26 | 0.03 | - | - | 0.03 | - | 0.23 | 0.23 |
| MAT Credit | 6.87 | 6.87 | - | - | 6.87 | - | - | - |
| Others | (0.18) | (2.54) | - | - | (2.54) | - | 2.35 | 2.35 |
| OCI Item | - | - | - | (0.20) | (0.20) | - | 0.20 | 0.20 |
| **Deferred Tax assets / (Liabilities)** | **(19.02)** | **4.90** | **-** | **(0.20)** | **4.70** | **29.43** | **5.70** | **(23.73** |

**Movement in deferred tax balances for the year ended March 31, 2023**

(₹. in Crores)

| Particulars | Net balance April 1, 2022 | Recognised in profit or loss | Prior year adjustment | Recognised in OCI | Net | Deferred tax liability | Deferred tax asset | Net Deferred Tax March 31, 2023 |
|---|---|---|---|---|---|---|---|---|
| **Deferred tax asset/(liabilities)** | | | | | | | | |
| Property, plant and equipment & Intangible assets | (21.63) | 6.51 | - | - | 6.51 | 28.14 | - | (28.14) |
| Lease | | - | - | - | - | - | | - |
| Provision for employee benefits | 2.00 | (0.17) | - | - | (0.17) | - | 2.17 | 2.17 |
| Provisions for leave encashment | | - | - | - | - | - | | - |
| Provisions for doubtful debts & other receivables | | (0.26) | - | - | (0.26) | - | 0.26 | 0.26 |
| MAT Credit | 8.78 | 1.91 | - | - | 1.91 | - | 6.87 | 6.87 |
| Others | 0.24 | 0.42 | - | - | 0.42 | 0.18 | - | (0.18) |
| OCI Item | | (0.11) | - | 0.11 | - | - | - | - |
| **Deferred Tax assets / (Liabilities)** | **(10.61)** | **8.30** | **-** | **0.11** | **8.41** | **28.32** | **9.30** | **(19.02)** |

The company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.



JMT & ASSOCIATES MUMBAI Chartered Accountants

NEOGEN CHEMICALS LIMITED

Accompanying notes to the consolidated financial statements for the year ended March 31, 2024

(₹ In Crores)

Note : 19. Trade Payables

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Total outstanding dues of micro and small enterprises | 3.41 | 4.37 |
| Total outstanding dues of creditors other than micro and small enterprises | 141.19 | 152.18 |
| **Total** | **144.60** | **156.55** |

Trade payables are non-interest bearing and are normally settled on 0 to 120 days terms.

Ageing of Trade Payable

Trade Payables Ageing schedule as on 31st March , 2024

| Particulars | | Outstanding for following periods from due date of payment | | | |
|---|---|---|---|---|---|
| | Not Due | Less than 1 year | 1-2 years | 2-3 years | Total |
| (i) M S M E | 1.57 | 1.84 | - | - | 3.41 |
| (ii) Others | 45.25 | 94.68 | 1.26 | - | 141.19 |
| (iii) Disputed dues - MSME | - | - | - | - | - |
| (ii) Disputed dues- Others | - | - | - | - | - |
| Total | 46.82 | 96.52 | 1.26 | - | 144.60 |

Trade Payables Ageing schedule as on 31st March , 2023

| Particulars | | Outstanding for following periods from due date of payment | | | |
|---|---|---|---|---|---|
| | Not Due | Less than 1 year | 1-2 years | 2-3 years | Total |
| (i) M S M E | 4.37 | - | - | - | 4.37 |
| (ii) Others | 80.69 | 71.12 | 0.34 | 0.03 | 152.18 |
| (iii) Disputed dues - MSME | - | - | - | - | - |
| (ii) Disputed dues- Others | - | - | - | - | - |
| Total | 85.06 | 71.12 | 0.34 | 0.03 | 156.55 |

Note : 20. Other Current Liabilities

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Advance against sale of goods | 5.69 | - |
| Statutory dues payable | 12.45 | 1.54 |
| **Total** | **18.14** | **1.54** |

Note : 21. Revenue from Operations

| Particulars | For the year Ended March 31, 2024 | For the year Ended March 31, 2023 |
|---|---|---|
| Sale of Products | | |
| Sale of products comprises Manufactured goods of Chemicals | 632.67 | 660.48 |
| Other Operating Revenue | 58.00 | 25.71 |
| **Total** | **690.67** | **686.18** |

Note : 22. Other Income

| Particulars | For the year Ended March 31, 2024 | For the year Ended March 31, 2023 |
|---|---|---|
| a) Other Income | | |
| Interest from banks on Fixed Deposits | 0.63 | 0.27 |
| Interest income-others | 6.68 | 3.56 |
| **Total** | **7.31** | **3.83** |
| b) Other Non Operating Income: | | |
| Interest on loan from Partnership firm | 0.10 | |
| Share of Profit from Partnership firm | - | |
| Others | 0.06 | 0.62 |
| **Total** | **0.16** | **0.62** |
| **Total Other Income** | **7.47** | **4.45** |

JMT & ASSOCIATES MUMBAI Chartered Accountants

NEOGEN CHEMICALS LIMITED

Accompanying notes to the consolidated financial statements for the year ended March 31, 2024

(₹ in Crores)

Note : 23. Cost of materials consumed

| Particulars | For the year Ended March 31, 2024 | For the year Ended March 31, 2023 |
|---|---|---|
| Opening stock | 32.03 | 36.38 |
| Purchases | 472.48 | 480.91 |
| | 504.51 | 517.29 |
| Less: Closing stock | 29.92 | 32.03 |
| Cost of Raw Material Consumed | 474.59 | 485.26 |

Note : 24. Changes in inventories of finished goods, work-in-progress and stock in trade

| Particulars | For the year Ended March 31, 2024 | For the year Ended March 31, 2023 |
|---|---|---|
| Opening Inventory | | |
| - Finished Goods | 58.89 | 11.91 |
| - Work-in-Progress | 190.94 | 141.18 |
| | 249.83 | 153.09 |
| Closing Inventory | | |
| - Finished Goods | 76.74 | 58.89 |
| - Work-in-Progress | 265.20 | 190.94 |
| | 341.94 | 249.83 |
| Changes in Inventories: | | |
| - Finished Goods | (17.84) | (46.99) |
| - Work-In-Progress | (74.26) | (49.76) |
| Total | (92.10) | (96.75) |

Note : 25. Employee benefits expense

| Particulars | For the year Ended March 31, 2024 | For the year Ended March 31, 2023 |
|---|---|---|
| Salaries, wages and bonus | 51.95 | 38.19 |
| Contribution to provident and other funds | 5.41 | 5.31 |
| Staff welfare | 4.64 | 3.32 |
| Total | 62.00 | 46.82 |

Note : 26. Finance costs

| Particulars | For the year Ended March 31, 2024 | For the year Ended March 31, 2023 |
|---|---|---|
| Interest expenses on borrowings | 36.36 | 23.18 |
| Interest on leases | 1.42 | 0.52 |
| Other finance cost and bank charges | 4.28 | 5.24 |
| Total | 42.06 | 28.94 |

Note : 27. Depreciation and amortization expense

| Particulars | For the year Ended March 31, 2024 | For the year Ended March 31, 2023 |
|---|---|---|
| Depreciation of tangible assets | 22.59 | 15.90 |
| Amortisation of intangible assets | 0.28 | 0.30 |
| Total | 22.87 | 16.20 |

JMT & ASSOCIATES MUMBAI Chartered Accountants

NEOGEN CHEMICALS LIMITED

Accompanying notes to the consolidated financial statements for the year ended March 31, 2024

(₹ in Crores)

Note : 28. Other expenses

| Particulars | For the year Ended March 31, 2024 | For the year Ended March 31, 2023 |
|---|---|---|
| Power and Fuel | 31.91 | 33.79 |
| Consumption of stores and spares | 6.16 | 3.92 |
| Repairs and maintenance | | |
| - Plant and machinery | 1.79 | 2.84 |
| - Buildings | 0.55 | 0.76 |
| - Others | 2.76 | 1.91 |
| Insurance | 3.51 | 2.78 |
| Rent | 3.84 | 7.99 |
| Rates and Taxes | 0.49 | 0.75 |
| Contract Labour charges | 16.64 | 12.26 |
| Legal and professional fees | 8.41 | 7.37 |
| Freight and forwarding charges | 8.05 | 13.07 |
| Quality Control Expenses | 5.21 | 5.65 |
| Other Production Expenses | 6.26 | 8.60 |
| Processing charges | 4.11 | 12.51 |
| Consumption of Packing Material | 9.17 | 5.81 |
| Travelling and conveyance | 6.58 | 5.58 |
| Corporate Social Responsibility | 1.30 | 0.96 |
| Corporate Environment Responsibility | 0.87 | 0.17 |
| Payment to Auditors | 0.81 | 0.32 |
| Research and development | 3.49 | 4.70 |
| Provision for doubtful debts | - | 0.69 |
| Advertisement, Selling and Distribution Expenses | 9.68 | 7.20 |
| Miscellaneous expenses | 4.54 | 4.61 |
| Total | 136.13 | 139.23 |

Payment to Auditors (exclusive of Goods and Services Tax)

| Particulars | For the year Ended March 31, 2024 | For the year Ended March 31, 2023 |
|---|---|---|
| As Auditors | | |
| Audit fees | 0.62 | 0.22 |
| Tax audit fees | 0.09 | 0.04 |
| Reimbursement of expenses | 0.01 | - |
| In other Capacity | | |
| Other Services (Certification and Other Fees) | 0.09 | 0.06 |
| Reimbursement of Expenses | - | - |
| | 0.81 | 0.32 |

JMT & ASSOCIATES MUMBAI Chartered Accountants

NEOGEN CHEMICALS LIMITED

Accompanying notes to the consolidated financial statements for the year ended March 31, 2024

(₹ in Crores)

Note : 29. Key Ratio

| | Ratio | Numerator | Denominator | As at March 31, 2024 | As at March 31, 2023 | % Variance | Reason for Variance (for more than 25 % change ) |
|---|---|---|---|---|---|---|---|
| a) | Current ratio (in times) | Total current Asset | total Current liabilities | 1.49 | 1.60 | -7% | No major change |
| b) | Debt Equity Ratio (in times) | Total Borrowing | Total Equity | 0.52 | 0.75 | -31% | Company has issued fresh equity during the year resulting in increase in total equity |
| c) | Debt Service Coverage Ratio (in times) | PAT + Depreciation & Amortisation + Interest | Principal repayment of debt + interest payments | 1.30 | 1.37 | -5% | No major change |
| d) | Return on Equity Ratio(%) | PAT | Average shareholder equity | 5.74% | 10.84% | -47% | Company has issued fresh equity during the year resulting in increase in total equity |
| e) | Inventory Turnover (times) | Revenue from operations | Average Inventory | 2.05 | 2.81 | -27% | Due to increase in average inventory |
| f) | Trade Receivable Turnover (no of days) | Sale of Products | Average Trade Receivable | 2.76 | 4.60 | -40% | Due to increase in average trade Receivable |
| g) | Trade Payable Turnover Ratio (in Times) | Net purchase | Average Trade Payables | 3.14 | 3.77 | -17% | No major change |
| h) | Net Capital Turnover Ratio (in Time) | Revenue from operations | Working capital | 2.69 | 2.79 | -4% | No major change |
| i) | Net Profit Margin % | Net profit after tax | Revenue from Operation | 5.16% | 7.28% | -29% | On account of losses of newly incorporated and acquired subsidiaries |
| h) | Return on Capital Employed % | EBIT | Net Worth+Total borrowing | 8.05% | 11.57% | -30% | Company has issued fresh equity during the year resulting in increase in total equity |

Note : 30. Earnings Per Share

Basic Earnings per share (EPS) amounts are calculated by dividing the profit for the year attributable to equity holders of the parent by the weighted average number of equity shares outstanding during the year. Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Profit after tax for calculation of basic and diluted EPS | 35.65 | 49.97 |
| Weighted average number of equity shares (face value per share Rs. 10) (Refer Note 13) in calculating basic EPS and diluted EPS | 2,55,40,299 | 2,49,39,316 |
| Basic earnings per share | 13.96 | 20.03 |
| Diluted earnings per share | 13.96 | 20.03 |

There are no dilutive potential shares and accordingly, Basic earnings per share and Diluted earning per share are same.

JMT & ASSOCIATES MUMBAI Chartered Accountants

(₹ in Crores)

Note : 31. Employee Benefits

(a) Defined Contribution plans

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Statutory Provident Fund, which is a defined contribution plan. The Company has no qualifying employees towards Statutory Provident Fund, which is a defined contribution plan. The Company has no obligations other than to make the specified contributions.

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Benefits (Contribution to) | | |
| Provident Fund | 4.81 | 2.91 |
| Total | 4.81 | 2.92 |

(b) Defined Benefit Plans

Gratuity

The Company has covered its Gratuity liability under Group Gratuity policy viz 'Employee Group Gratuity Scheme' issued by LIC of India . As per company policy, an employee on separation (after fulfilling other conditions) is eligible for benefit, which is equal to 15 days salary for each completed year of service. Hence, Gratuity is covered under a defined benefit plan. The Insurance policy represents the plan assets. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation. The obligation for Leave Encashment is recognised in the same manner as Gratuity.

Compensated Absences

The Company has also provided long term compensated absences which is outstanding.

The following tables summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for gratuity and leave encashment plan:

Changes in present value of the defined benefit obligation

| Particulars | Gratuity | |
|---|---|---|
| | As at March 31, 2024 | As at March 31, 2023 |
| 1) Opening present value of defined benefit obligation | 4.88 | 3.91 |
| 2) Current Service Cost | 0.69 | 0.54 |
| 3) Interest Cost | 0.33 | 0.29 |
| 4) Benefits paid | (0.46) | (0.34) |
| 5) Actuarial (Gain) / Loss on obligation due to change in demographic assumptions | 0.06 | (0.07) |
| 6) Actuarial (Gain) / Loss on obligation due to change in financial assumptions | 0.56 | (0.29) |
| 7) Net transfer in / (out) (including the effect of any business combinations / divestures) | (0.36) | |
| 8) Closing present value of defined benefit obligation | 5.71 | 4.04 |

Changes in Fair value of Plan Assets- Gratuity Benefit

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| 1) Fair value of plan assets as at Beginning of period | 1.22 | 1.03 |
| 2) Expected return on plan assets | - | - |
| 3) Contributions made | 0.19 | 0.45 |
| 4) Benefits paid | (0.26) | (0.34) |
| 5) Interest income | 0.09 | 0.08 |
| 6) Actuarial gain / (Loss) on plan assets | | |
| 7) Fair value of plan assets as at end of the period | 1.24 | 1.22 |

Expenses recognised during the year

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| In Income Statement | 1.06 | 0.75 |
| In Other Comprehensive Income | (0.80) | 0.39 |
| Total Expenses recognised during the year | 0.26 | 1.14 |

Net employee benefits expense recognized in the employee cost

| Particulars | Gratuity | |
|---|---|---|
| | As at March 31, 2024 | As at March 31, 2023 |
| Current Service Cost | 0.69 | 0.54 |
| Interest Cost on defined benefit obligation | 0.24 | 0.21 |
| Net value of remeasurements on the obligation and plan assets | 0.00 | 0.00 |
| Total Expenses recognised during the year | 0.93 | 0.75 |

Expenses recognized in other comprehensive income

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Actuarial (gains)/losses on obligation for the period | 0.69 | (0.36) |
| Return on plan assets, excluding amount recognized in net interest expense | 0.04 | (0.04) |
| Actuarial changes arising from changes in financial assumptions | (0.08) | - |
| Actuarial changes arising from changes in experience variance | 0.01 | - |
| Total Expenses recognised during the year | 0.66 | (0.40) |

JMT & ASSOCIATES MUMBAI Chartered Accountants

NEOGEN CHEMICALS LIMITED

Accompanying notes to the consolidated financial statements for the year ended March 31, 2024

(₹ in Crores)

Net Assets / (Liability)

| Particulars | Gratuity | |
|---|---|---|
| | As at March 31, 2024 | As at March 31, 2023 |
| Closing Present value of the defined benefit obligation | (5.71) | (4.04) |
| Closing Fair value of plan Assets | 1.25 | 1.26 |
| Net Assets / (Liability) recognized in the Balance Sheet | (4.46) | (2.78) |

Actual return on plan assets for the year

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Return on plan assets | 0.09 | 0.04 |
| Interest on plan assets | (0.04) | 0.08 |
| Actual return on plan assets | 0.05 | 0.12 |

The major categories of Plan Assets as a percentage of the Fair Value of Plan Assets are as follows

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Life Insurance Corporation of India | 100% | 100% |
| | 100% | 100% |

The principal assumptions used in determining gratuity and leave encashment for the Company's plan are shown below:

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Discount rate | 7.21% | 7.49% |
| Salary growth rate (per annum) | 6.00% | 6.00% |
| Attrition Rate | For service 4 years and below 6%p.a. For service 5 years and above 2% p.a | For service 4 years and below 6%p.a. For service 5 years and above 2% p.a |

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| No. of members in service | 585 | 571 |
| Per month salary for members in service | 2.24 | 1.84 |
| Weighted average duration of the defined benefit obligation | 10.00 | 10.00 |
| Average expected future service | 16 | 16 |

A quantitative sensitivity analysis for significant assumption and quantitative impact on Defined Benefit Obligation as at 31 March 2024 is as shown below:

| Particulars | | For the year Ended March 31, 2024 | | For the year Ended March 31, 2023 |
|---|---|---|---|---|
| **Gratuity Plan Assumptions** | | | | |
| Discount Rate | 1% | (0.42) | 1% | (0.32) |
| | -1% | 0.49 | -1% | 0.37 |
| Future Salary | | | | |
| | 1% | 0.42 | 1% | 0.31 |
| Employee turnover | -1% | (0.38) | -1% | (0.29) |
| | 1% | 0.03 | 1% | 0.03 |
| | -1% | (0.04) | -1% | (0.03) |

The sensitivity analyses above has been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The following payments are expected contributions to the defined benefit plan in future years

| Particulars | Gratuity | |
|---|---|---|
| | For the year Ended March 31, 2024 | For the year Ended March 31, 2023 |
| **Expected total benefit payments** | | |
| Year 1 | 0.15 | 0.17 |
| Year 2 | 0.54 | 0.11 |
| Year 3 | 0.49 | 0.47 |
| Year 4 | 0.59 | 0.38 |
| Year 5 | 0.37 | 0.51 |
| years 6 to 10 | 2.27 | 1.84 |
| years 11 and above | 7.58 | 5.67 |

JMT & ASSOCIATES MUMBAI Chartered Accountants

(₹ In Crores)

**Note : 32. Contingent Liabilities**

| Particulars | For the year Ended March 31, 2024 | For the year Ended March 31, 2023 |
|---|---|---|
| i) Letter of Credit and Bank Guarantee | 8.37 | 9.65 |
| ii) Income tax matters | 0.06 | - |
| iii) Bills Discounted | 64.56 | 2.87 |
| | 72.99 | 12.52 |

**Note : 33. Capital and other commitments**

| Particulars | For the year Ended March 31, 2024 | For the year Ended March 31, 2023 |
|---|---|---|
| Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advance) | 30.73 | 14.64 |
| | 30.73 | 14.64 |

**Note : 34. Leases**

Following is the break up of the current and non current lease liabilities :

| Particulars | For the year Ended March 31, 2024 | For the year Ended March 31, 2023 |
|---|---|---|
| Current lease liabilities | 1.94 | 2.27 |
| Non - Current lease liabilities | 13.45 | 5.03 |
| Total | 15.39 | 7.30 |

Following are the changes in value of Lease Liability for the year end :

| Particulars | For the year Ended March 31, 2024 | For the year Ended March 31, 2023 |
|---|---|---|
| Opening Balance | 19.08 | 4.02 |
| Addition/Modification | - | 7.95 |
| Deletion | - | |
| Finance cost | 1.43 | 0.52 |
| Lease payment | (5.12) | (5.19) |
| Total | 15.39 | 7.30 |

The details of contractual maturities of lease liabilities on undiscounted basis are as follows:

| Particulars | For the year Ended March 31, 2024 | For the year Ended March 31, 2023 |
|---|---|---|
| Less than 1 year | 4.31 | 2.27 |
| One to five years | 11.86 | 5.03 |
| Total | 16.17 | 7.30 |

During the year end March 31, 2024, Company has recognized in the statement of profit and loss -
a) Depreciation expense from right-to-use of INR 4.41 crs (INR 1.89 crs: 31 March 2023)
b) Interest expense on lease liabilities of INR 1.43 crs (INR 0.52 crs: 31 March 2023)
c) Expense relating to short term leases of INR 3.78 crs (INR 1.97 crs: 31 March 2023)

**Note : 35. Segment Information**

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Company. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of directors. The Company has identified only one segment as reporting segment based on the information reviewed by CODM.
The company is in the business of Manufacturing of speciality Chemicals and accordingly has one reportable business segment

As part of secondary reporting, revenues are attributed to geographical areas are based on the location of the customers as detailed below:

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Revenue within India | 501.84 | 354.86 |
| Overseas including deemed exports | 188.83 | 331.32 |
| | 690.67 | 686.18 |

JMT & ASSOCIATES MUMBAI Chartered Accountants

(₹ in Crores)

**Note : 36. Accounting classification and fair values**

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below.

| | March 31,2024 | Carrying Amount | | | Fair value | | |
|---|---|---|---|---|---|---|---|
| | Financials Assets | FVTPL | FVOCI | Amortised Cost | Level 1 | Level 2 | Level 3 |
| I. | Non Current Financials Assets | | | | | | |
| | (i) Loans | - | - | - | - | - | - |
| | (ii) Others | - | - | 10.78 | - | - | - |
| II | Current Financials Assets | | | | | - | - |
| | (i) Trade Receivables | - | - | 281.69 | - | - | - |
| | (ii) Cash and Cash Equivalents | - | - | 12.23 | - | - | - |
| | (iii) Loans | - | - | 0.08 | | | |
| | (iv) Derivatives instruments | 0.24 | | | | 0.24 | - |
| | (v) Others | - | - | 69.60 | - | - | - |
| | Total | 0.24 | - | 374.98 | - | 0.24 | - |
| | Financials Liabilities | | | | | | |
| I. | Non Current Financials Liabilities | | | | | | |
| | (i) Borrowings | - | - | 124.23 | - | - | |
| | (ii) Leases | - | - | 13.45 | - | - | - |
| | (iii) Other | - | - | 3.65 | - | - | - |
| II | Current Financials Liabilities | - | - | | - | - | - |
| | (i) Borrowings | - | - | 269.30 | - | - | - |
| | (ii) Leases | - | - | 1.94 | - | - | - |
| | (iii) Others | - | - | 18.14 | - | - | - |
| | (iv) Trade Payables | - | - | 144.60 | - | - | - |
| | Total | - | - | 575.31 | - | - | - |

| | March 31,2023 | Carrying Amount | | | Fair value | | |
|---|---|---|---|---|---|---|---|
| | Financials Assets | FVTPL | FVOCI | Amortised Cost | Level 1 | Level 2 | Level 3 |
| I. | Non Current Financials Assets | | | | | | |
| | (i) Loans | - | - | - | - | - | - |
| | (ii) Others | - | - | 7.47 | | - | |
| II | Current Financials Assets | | | | | | |
| | (i) Trade Receivables | - | - | 177.38 | - | - | - |
| | (ii) Cash and Cash Equivalents | - | - | 18.22 | - | - | - |
| | (iii) Bank balances other than (ii) above | - | - | 2.48 | - | - | - |
| | (iv) Loans | - | - | 0.36 | - | - | - |
| | (v) Derivatives instruments | (0.14) | - | - | - | (0.14) | - |
| | (vi) Others | - | - | 34.09 | - | | - |
| | Total | -0.14 | - | 240.00 | - | -0.14 | - |
| | Financials Liabilities | | | | | | |
| I. | Non Current Financials Liabilities | | | | | | |
| | (i) Borrowings | - | - | 129.08 | - | - | - |
| | (ii) Leases | - | - | 2.27 | - | - | - |
| | (iii) Other | - | - | 3.76 | - | - | - |
| II | Current Financials Liabilities | | | | - | - | - |
| | (i) Borrowings | - | - | 233.13 | - | - | - |
| | (ii) Leases | - | - | 2.27 | - | - | - |
| | (iii) Others | - | - | 1.54 | - | - | - |
| | (iv) Trade Payables | - | - | 156.55 | - | - | - |
| | Total | - | - | 528.60 | - | - | - |

**Note : 37. Financial risk management objectives and policies**

The Company's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Company also enters into derivative transactions.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework for the Company. The financial risk committee provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

**Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments and derivative financial instruments.

The sensitivity analyses in the following sections relate to the position as at March 31, 2024 and March 31, 2023

The analysis excludes the impact of movements in market variables on: the carrying values of gratuity and other post-retirement obligations and provisions.

JMT & ASSOCIATES MUMBAI Chartered Accountants

(₹ in Crores)

The following assumptions have been made in calculating the sensitivity analyses:
The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2024 and March 31, 2023

**Interest rate risk**
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long term debt and short term debt obligations with floating interest rates.
If the interest rates had been 1% higher / lower and all other variables held constant, impact on the Company's profit for the year ended 31st March, 2024 will not be significant

**Foreign Currency Risk**
Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency).

The Company uses forward exchange contracts to hedge its currency risk, most with a maturity of less than one year from the reporting date. The Company uses forward exchange contracts to hedge the currency exposure and is therefore not exposed to significant currency risk at the respective reporting dates.

When a derivative is entered into for the purpose of being a hedge, the Company negotiates the terms of those derivatives to match the terms of the hedged exposure. For hedges of forecast transactions the derivatives cover the period of exposure from the point the cash flows of the transactions are forecasted up to the point of settlement of the resulting receivable or payable that is denominated in the foreign currency.

**Foreign currency sensitivity**
The following table details the Company's sensitivity to a 5% appreciation and depreciation in the INR against the relevant foreign currencies net of hedge accounting impact.
The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year-end for a 5% change in foreign currency rates, with all other variables held constant. A positive number below indicates an increase in profit or equity where INR strengthens 5% against the relevant currency. For a 5% weakening of INR against the relevant currency, there would be a comparable impact on profit or equity, and the balances below would be negative.

| Particular | For the year ended 31st March 2024 | | For the year ended 31st March 2023 | |
|---|---|---|---|---|
| | 5% appreciation | 5% depreciation | 5% appreciation | 5% depreciation |
| **Receivable** | | | | |
| USD/INR | - | - | - | - |
| EUR/INR | - | - | - | - |
| **Payable** | - | - | - | - |
| USD/INR | (6.91) | 6.91 | (0.12) | 0.12 |
| EUR/INR | - | - | (0.04) | 0.04 |

**Price risk**

**Equity**
The Company's listed and non-listed equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Company manages the equity price risk through diversification and by placing limits on individual and total equity instruments. Reports on the equity portfolio are submitted to the Company's senior management on a regular basis. The Company's Board of Directors reviews and approves all equity investment decisions.

**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 Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

**Liquidity Risk**
Liquidity risk is the risk that the entity will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.
The entity'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 Management monitors rolling forecasts of the entity's liquidity position and cash and cash equivalents on the basis of expected cash flows. The entity takes into account the liquidity of the market in which the entity operated

The company has given bank guarantees against the loans and credit facilities of subsidiaries. These amounts will be payable on default by the concerned entity. As of the reporting date, the subsidiary have not defaulted and hence, the company does not have any present obligation to third parties in relation to such guarantees.

JMT & ASSOCIATES MUMBAI Chartered Accountants

(₹ In Crores)

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

| Particulars - Year ended 31st March 2024 | Borrowings | Trade and other payables | Other financial liabilities |
|---|---|---|---|
| Less than 1 year | 269.30 | 144.60 | 90.16 |
| 1 - 3 Years | 100.88 | - | - |
| 3 - 5 Years | 23.35 | - | - |
| More than 5 Years | - | - | - |
| Total | 393.53 | 144.60 | 90.16 |

| Particulars - Year ended 31st March 2023 | Borrowings | Trade and other payables | Other financial liabilities |
|---|---|---|---|
| Less than 1 year | 233.13 | 156.56 | 12.17 |
| 1 - 3 Years | 72.68 | - | 1.76 |
| 3 - 5 Years | 45.01 | - | - |
| More than 5 Years | 11.39 | - | - |
| Total | 362.21 | 156.56 | 13.93 |

**Note : 38. Disclosures of foreign currency exposure**

Particulars of unhedged Foreign Currency Assets and Liabilities as at the Balance Sheet date:

| Purpose / Nature of Instrument | As at March 31, 2024 | | | As at March 31, 2023 | |
|---|---|---|---|---|---|
| | Euro | USD | JPY | Euro | USD |
| Receivables | 0.03 | 0.24 | - | 0.03 | 0.46 |
| Foreign exchange forward contract | (0.03) | (0.24) | - | (0.03) | (0.46) |
| Net receivable exposure to foreign currency risk | - | - | - | - | - |
| Payables | 0.00 | 1.82 | 0.35 | | 0.78 |
| Borrowings | - | - | - | 0.01 | 0.03 |
| Foreign exchange forward contract | (0.00) | (0.18) | (0.35) | - | (0.78) |
| Net payable exposure to foreign currency risk | - | 1.64 | - | 0.01 | 0.03 |
| Net exposure to Foreign currency risk | - | 1.64 | - | (0.01) | (0.03) |

**Note : 39. Capital management**

The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.

| Particulars | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|
| Borrowings | 393.53 | 362.21 |
| Less: Cash and cash equivalents | 12.49 | 20.71 |
| Net debt | 381.04 | 341.50 |
| Equity | 26.38 | 24.94 |
| Reserves | 733.91 | 457.58 |
| Total Capital | 760.29 | 482.52 |
| Capital and net debt | 1,141.34 | 824.02 |
| Gearing ratio | 33% | 41% |

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

No changes made in the objectives, policies or processes for managing capital during the years ended March 31, 2024 and March 31, 2023.

**Note No. 40 - Other statutory information**

i) **Subsequent Event**

There are no subsequent events which require disclosure or adjustment subsequent to the Balance Sheet date.

JMT & ASSOCIATES MUMBAI Chartered Accountants

NEOGEN CHEMICALS LIMITED

Accompanying notes to the consolidated financial statements for the year ended March 31, 2024

(₹ in Crores)

Note 41: Related party transactions

a) Details of related parties

Name of the party

A. Key Managerial Personnel (KMP)

Haridas Kanani - Chairman and Managing Director

Dr. Harin Kanani - Managing Director

Shyamsunder Upadhyay - Whole Time Director

Anurag Surana - Non Executive and Non Independent Director

Sanjay Mehta - Independent Director

Hitesh Reshamwala - Independent Director

Prof. Ranjan Kumar Malik -Independent Director

Avi Sabavala -Independent Director

Ketan Vyas - CFO

Unnati Kanani - Company secretary

B. Joint Venture

Dhara Fine Chem Industries

C. Companies over which the Directors have significant Influence or control

Kagashin Global Network Private Ltd

OCS Services (India ) Private Limited

B) Related party transactions for the year ended March 31, 2024

| Sr No | Particulars | Subsidiaries | | Joint-venture | | Key Management Personnel | | Enterprises Owned or significantly influenced by key management personnel or their relatives | |
|---|---|---|---|---|---|---|---|---|---|
| | | March 31, 2024 | March 31, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2024 | March 31, 2023 |
| 1 | Professional fees | | | | | | | | |
| | Kagashin Global Network Private Limited | - | - | - | - | - | - | 1.78 | 0.06 |
| | OCS Service (India) Private Limited | - | - | - | - | - | - | - | - |
| 2 | Re-imbursement of expenses (expense) | | | | | | | | |
| | Kagashin Global Network Private Limited | - | - | - | - | - | - | 0.27 | - |
| 3 | Sitting fees paid to Directors | | | | | | | | |
| | Sanjay Mehta | - | - | - | - | 0.07 | 0.03 | | |
| | Hitesh Reshamwala | - | - | - | - | 0.05 | 0.03 | - | - |
| | Avi Sabavala | - | - | - | - | 0.05 | 0.02 | - | - |
| | Prof.Ranjan Kumar Malik | - | - | - | - | 0.03 | 0.02 | - | - |
| 4 | Remuneration and commission to KMP | | | | | | | | |
| | Remuneration | - | - | - | - | 5.26 | 3.87 | - | - |
| | Commission | - | - | - | - | - | 0.72 | - | - |

C) Related party outstanding balances as on 31st Mar-24

| Sr. No. | Particulars | Subsidiaries | | Joint-venture/Associate | | Key Management Personnel | | Enterprises Owned or significantly influenced by key management personnel or their relatives | |
|---|---|---|---|---|---|---|---|---|---|
| | | March 31, 2024 | March 31, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2024 | March 31, 2023 |
| 1 | Amount Payable | | | | | | | | |
| | Kagashin Global Network Private Limited | - | - | - | - | - | - | 0.17 | - |

JMT & ASSOCIATES MUMBAI Chartered Accountants

NEOGEN CHEMICALS LIMITED

Accompanying notes to the consolidated financial statements for the year ended March 31, 2024

(₹ in Crores)

Note No. 42 - Additional information, as required under Schedule III to the Companies Act, 2013

| Name of Entity | Net assets: Total Assets minus Liabilities | | Share in profit or loss | | Share in Other Comprehensive Income/(Loss) | |
|---|---|---|---|---|---|---|
| | As % of Consolidated Financials statement | Amount | As % of Consolidated Financials statement | Amount | As % of Consolidated Financials statement | Amount |
| **Parent Entity** | | | | | | |
| Neogen Chemicals Limited | 97.55% | 765.42 | 128.92% | 44.07 | 91.04% | (0.55) |
| **Subsidiaries** | | | | | | |
| Neogen Ionics Limited | -0.10% | (0.81) | -17.00% | (5.81) | - | - |
| BuLi Chemicals India Private Limited | 2.55% | 20.02 | -11.93% | (4.08) | 8.96% | (0.05) |
| Total | 100% | 784.63 | 100% | 34.18 | 100% | (0.60) |

**Note : 43.** Previous year figures have been regrouped/rearranged where necessary to conform to current year's classification.

As per our report of even date
**For JMT & Associates**
Chartered Accountants
Firm Registration No. 105047W

JMT & ASSOCIATES MUMBAI Chartered Accountants

**Jayesh J Shah**
Partner
Membership No. 039910

**Place: Thane**
Date: 30 April, 2024

For and on behalf of the Board of Directors
NEOGEN CHEMICALS LIMITED
CIN- : L24200MH1989PLC050919

**Haridas Kanani**
Chairman & Managing Director
DIN- 00901342

**Dr.Harin Kanani**
Managing Director
DIN- 05136947

**Ketan Vyas**
Chief Financial Officer

**Unnati Kanani**
Company Secretary and Compliance Officer
M. no. A35131

## GENERAL INFORMATION

1. Neogen Chemicals Limited ("**Company**") was originally incorporated as "Neogen Chemicals Private Limited", a private limited company under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation dated March 7, 1989, issued by the Registrar of Companies, Mumbai, Maharashtra. The name of our Company was subsequently changed to "Neogen Chemicals Limited", upon conversion of our Company from a private limited to a public limited company, pursuant to a board resolution dated April 11, 1998, and a shareholders' resolution dated May 2, 1998, and a fresh certificate of incorporation was issued on July 2, 1998, by the Registrar of Companies, Mumbai, Maharashtra.

2. Our Registered and Corporate Office is located at Office No. 1002, 10th Floor, Dev Corpora Building, opposite Cadbury Junction, Off Pokhran Road No 2, Khopat Thane West 400 601, Maharashtra, India.

3. The CIN of our Company is: L24200MH1989PLC050919.

4. The LEI of our Company is: 335800PFY9B77ZGOK22.

5. The website of our Company is www.neogenchem.com.

6. Our Company Secretary and Compliance Officer is Unnati Rajesh Kanani. Her contact details are as follows:

   **Unnati Rajesh Kanani**
   Office no. 1002, 10th Floor, Dev Corpora Building
   Opposite Cadbury Junction
   Off Pokhran Road No 2, Khopat
   Thane West 400 601
   Maharashtra, India
   **Tel**: +91 22254 97300 (364)
   **E-mail**: investor@neogenchem.com

7. The Equity Shares were listed both on BSE and NSE on May 8, 2019.

8. Except as stated below there have been no defaults in the annual filings of our Company under the Companies Act, 2013 or the rules made thereunder:

   There was delay of eight days in submission of form AOC-4 XBRL for Fiscal 2023 due to technical issues encountered on the MCA portal. Subsequently, the form AOC-4 XBRL was filed on October 12, 2023, with payment of applicable additional fee.

9. The authorized share capital of our Company as of the date of this Preliminary Placement Document is ₹1,000,260,000 divided into 90,026,000 Equity Shares of face value ₹10 each and 1,000,000 preference shares of face value ₹100 each. Our issued, subscribed and paid-up equity share capital as of the date of this Preliminary Placement Document is ₹273,816,740 divided into 27,381,674 Equity Shares of face value ₹10 each.

10. This Issue was authorized and approved by our Board of Directors on July 24, 2026, and approved by our Shareholders through a special resolution passed through annual general meeting dated August 21, 2026.

11. Our Company has received in-principle approvals under Regulation 28(1)(a) of the SEBI Listing Regulations to list the Equity Shares, issued pursuant to the Issue, on NSE and BSE each dated September 10, 2026. Our Company will make applications to the respective Stock Exchanges to obtain final listing and trading approvals for the Equity Shares after Allotment of the Equity Shares in the Issue.

12. Copies of the Memorandum of Association and Articles of Association will be available for inspection during usual business hours on all working days between 10.00 A.M. to 5.00 P.M. at our Registered Office.

13. Our Company has obtained necessary consents, approvals and authorizations required in connection with the Issue.

14. No change in the control of our Company will occur consequent to the Issue.

15. Except as disclosed in this Preliminary Placement Document, there has been no material change in our consolidated financial condition or trading position of our Company since latest audited financial statements prepared and included herein.

16. Except as disclosed in this Preliminary Placement Document, there are no material litigation or arbitration proceedings against or affecting us, or our assets or revenues, nor are we aware of any pending or threatened litigation or arbitration proceedings, which are or might be material in the context of this Issue. For further details, see "***Legal Proceedings and Other Information***" on page 195.

17. As on the date of this Preliminary Placement Document, Chandabhoy & Jassoobhoy, Chartered Accountants, having Firm Registration No. 101647W, is the Statutory Auditor of our Company.

18. In compliance with Regulation 173A of the SEBI ICDR Regulations, our Company has appointed CRISIL as the Monitoring Agency, for monitoring the utilisation of the proceeds in relation to the Issue. The Monitoring Agency will submit its report to us on a quarterly basis in accordance with the SEBI ICDR Regulations.

19. Our Company is in compliance with the minimum public shareholding requirements as required under the SEBI Listing Regulations and Rule 19A of the SCRR.

20. The Floor Price for the Issue is ₹2,189.73 per Equity Share, calculated in accordance with Regulation 176 of the SEBI ICDR Regulations, as certified by Chandabhoy & Jassoobhoy, Chartered Accountants. Our Company may offer a discount of not more than 5% on the Floor Price in terms of Regulation 176(1) of the SEBI ICDR Regulations in accordance with the approval of the Shareholders accorded through a special resolution passed through an annual general meeting dated August 21, 2026.

21. Our Company and the Lead Managers accept no responsibility for statements made otherwise than in this Preliminary Placement Document and anyone placing reliance on any other source of information, including our website, would be doing so at his or her own risk.

## DETAILS OF PROPOSED ALLOTTEES IN THE ISSUE

In compliance with the requirements of Chapter VI of the SEBI ICDR Regulations, Allotment of Equity Shares pursuant to this Issue shall be made by our Company, in consultation with the Lead Managers, to Eligible QIBs only, on a discretionary basis.

The names of the Allottees and the percentage of post-Issue paid-up Equity Share capital (assuming that the Equity Shares are Allotted to them pursuant to this Issue) that may be held by them, is set forth below:

| S. No. | Name of the proposed Allottee# | Percentage of the post-Issue paid-up Equity Share capital (%)* |
|---|---|---|
| 1. | [●] | [●] |
| 2. | [●] | [●] |
| 3. | [●] | [●] |
| 4. | [●] | [●] |
| 5. | [●] | [●] |

* *Based on the beneficiary position as on [●] (adjusted for Equity Shares Allocated in the Issue).*

* *The post-Issue shareholding (in percentage terms) of the proposed Allottees will be disclosed on the basis of their respective PAN, except in case of Mutual Funds, insurance companies, and Eligible FPIs (investing through different sub accounts having common PAN across such sub accounts) wherein their respective DP ID and Client ID will be considered.*

\# *The details of the proposed Allottees have been intentionally left blank and will be filled in before filing the Placement Document with the Stock Exchanges and issuing the Placement Document to such proposed Allottees.*

These details of the proposed Allottees, assuming that the Equity Shares are Allotted to them pursuant to the Issue, will be included in the Placement Document to be sent to such proposed Allottees.

## DECLARATION

Our Company certifies that all relevant provisions of Chapter VI read with Schedule VII of the SEBI ICDR Regulations have been complied with and no statement made in this Preliminary Placement Document is contrary to the provisions of Chapter VI and Schedule VII of the SEBI ICDR Regulations and that all approvals and permissions required to carry on our Company's business have been obtained, are currently valid and have been complied with. Our Company further certifies that all the statements in this Preliminary Placement Document are true and correct.

**SIGNED ON BEHALF OF THE BOARD OF DIRECTORS:**

_____

**Harin Haridas Kanani**
(Managing Director)
DIN: 05136947
Date: September 10, 2026
Place: Thane

**DECLARATION**

We, the Board of Directors of our Company certify that:

(i) the Company has complied with the provisions of the Companies Act, 2013 and the rules made thereunder;

(ii) the compliance with the Companies Act, 2013 and the rules thereunder does not imply that payment of dividend or interest or repayment of preference shares or debentures, if applicable, is guaranteed by the Central Government; and

(iii) the monies received under this Issue shall be used only for the purposes and objects indicated in this Preliminary Placement Document (which includes disclosures prescribed under Form PAS-4).

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**
**Signed by:**

_____
**Harin Haridas Kanani**
(Managing Director)
DIN: 05136947
Date: September 10, 2026
Place: Thane

I am authorized by the Fundraising Committee of our Company, *vide* resolution dated August 31, 2026 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoter(s) subscribing to the Memorandum of Association and the Articles of Association.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

_____
**Harin Haridas Kanani**
(Managing Director)
DIN: 05136947
Date: September 10, 2026
Place: Thane

**NEOGEN CHEMICALS LIMITED**

**Registered and Corporate Office**
Office no. 1002, 10th Floor, Dev Corpora Building, Opposite Cadbury Junction,
Off Pokhran Road No 2, Khopat Thane West 400 601, Maharashtra, India

**Website:**
www.neogenchem.com

**Contact Person:** Unnati Rajesh Kanani, Company Secretary and Compliance Officer
**Email:** investor@neogenchem.com | **Tel:** +91 22 2549 7300

---

**LEAD MANAGERS**

**Inga Ventures Private Limited**

1229, Hubtown Solaris, N.S. Phadke Marg, opposite Telli Galli, Andheri (East) Mumbai 400 069, Maharashtra, India

**IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*)**
24th Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel (West), Mumbai Maharashtra

**Kotak Mahindra Capital Company Limited**

27 BKC, Plot No. C-27, "G" Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India

---

**LEGAL COUNSEL TO OUR COMPANY**

***As to Indian Law***

**Trilegal**
18th and 19th Floor
Godrej, Golf Course Road
Sector 42, Gurugram 122 008
Haryana, India

---

**LEGAL COUNSELS TO THE LEAD MANAGERS**

***As to Indian law***

**JSA Advocates & Solicitors**
One Lodha Place, 27th Floor
Senapati Bapat Marg, Lower Parel
Mumbai 400 013
Maharashtra, India

***As to International law***

**Hogan Lovells Cadwalader (Middle East) LLP**
19th Floor, Al Fattan Currency Tower
Dubai International Financial Centre
PO Box 506 602
Dubai, United Arab Emirates

**STATUTORY AUDITORS**

**Chandabhoy & Jassoobhoy, Chartered Accountants**
215-216, A to Z Industrial Estate, Gate No.3
2nd Floor, GK Marg, Lower Parel, Mumbai 400 013
Maharashtra, India

## SAMPLE APPLICATION FORM

"*An indicative form of the Application Form is set forth below:*"

*(Note: The format of the Application Form included herein below is indicative and for the illustrative purposes only and no Bids in this Issue can be made through the sample Application Form. Our Company, in consultation with the Lead Managers, shall identify Eligible QIBs and circulate serially numbered copies of this Preliminary Placement Document and the Application Form, specifically addressed to such Eligible QIBs. Any application to be made in the Issue should be made only upon receipt of serially numbered copies of this Preliminary Placement Document and the Application Form and not on the basis of the indicative format below.)*

**NEOGEN CHEMICALS LIMITED**

*(Incorporated in the Republic of India under the provisions of the Companies Act, 1956)*
**CIN**: L24200MH1989PLC050919;
**Registered and Corporate Office**: 1002, 10th Floor, Dev Corpora Building, Opposite Cadbury Co, Pokhran Road, No. 2, Khopat, Thane West 400 601, Maharashtra, India;
**Telephone**: +91 22 2549 7300;
**Email**: investor@neogenchem.com;
**Website**: www.neogenchem.com;
**LEI Code:** 335800PFY9B77ZGOK22;
**ISIN:** INE136S01016

Name of Bidder: _____

Form No: _____

Date: _____

**QUALIFIED INSTITUTIONS PLACEMENT OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH BY NEOGEN CHEMICALS LIMITED (THE "COMPANY") (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹2,189.73 PER EQUITY SHARE, INCLUDING A PREMIUM OF ₹[●] PER EQUITY SHARE (THE "ISSUE PRICE"), AGGREGATING UP TO ₹[●] CRORES UNDER SECTION 42 AND 62 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013, AND THE RULES MADE THEREUNDER, EACH AS AMENDED (THE "COMPANIES ACT") READ WITH RULE 14 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014, AS AMENDED (THE "PAS RULES"), AND CHAPTER VI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS") (HEREINAFTER REFERRED TO AS THE "ISSUE").**

**THE APPLICABLE FLOOR PRICE OF THE EQUITY SHARES IS ₹[●] PER EQUITY SHARE AND OUR COMPANY MAY OFFER A DISCOUNT OF NOT MORE THAN 5% OR SUCH PERCENTAGE AS PERMITTED UNDER REGULATION 176(1) OF THE SEBI ICDR REGULATIONS ON THE FLOOR PRICE AND IN ACCORDANCE WITH THE APPROVAL OF ITS SHAREHOLDERS THROUGH A SPECIAL RESOLUTION DATED AUGUST 21, 2026.**

**Only Qualified Institutional Buyers ("QIBs") as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations and which (i) are not, (a) excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations; (b) restricted from participating in the Issue under the SEBI ICDR Regulations and other applicable laws including the foreign exchange related laws; (c) hold a valid and existing registration under the applicable laws in India (as applicable); and (d) are eligible to invest in the Issue and submit this Application Form, and (ii) are residents in India participating through Schedule II of the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 ("FEMA Rules"), defined hereinafter or a multilateral or bilateral development financial institution eligible to invest in India under applicable law including the FEMA Rules; can submit this Application Form. However, foreign venture capital investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000 are not permitted to participate in the Issue. The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws of the United States and, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States, in offshore transactions as defined in and in reliance on Regulation S under the U.S. Securities Act ("Regulation S") and the applicable laws of the jurisdictions where those offers and sales are made. You should note and observe the selling and transfer restrictions contained in the sections entitled "*Selling Restrictions*" and "*Transfer Restrictions and Purchaser Representations*" in the accompanying preliminary placement document dated September 10, 2026 (the "PPD").**

**ONLY ELIGIBLE QIBs ARE PERMITTED TO PARTICIPATE IN THE ISSUE. ELIGIBLE FPIs ARE PERMITTED TO PARTICIPATE THROUGH THE PORTFOLIO INVESTMENT SCHEME UNDER SCHEDULE II OF THE FOREIGN EXCHANGE MANAGEMENT (NON-DEBT INSTRUMENTS) RULES, 2019 ("FEMA RULES") IN THIS ISSUE, SUBJECT TO COMPLIANCE WITH ALL APPLICABLE LAWS AND SUCH THAT THE SHAREHOLDING OF ELIGIBLE FPIs DO NOT EXCEED SPECIFIED LIMITS AS PRESCRIBED UNDER APPLICABLE LAWS IN THIS REGARD. PURSUANT TO PRESS NOTE NO. 3 (2020 SERIES), ISSUED BY THE DEPARTMENT FOR PROMOTION OF INDUSTRY AND INTERNAL TRADE, GOVERNMENT OF INDIA, DATED APRIL 17, 2020, READ WITH PRESS NOTE NO. 2 (2026 SERIES), DATED MARCH 15,**

**2026 ISSUED BY THE DEPARTMENT FOR PROMOTION OF INDUSTRY AND INTERNAL TRADE, GOVERNMENT OF INDIA AND RULE 6 OF THE FEMA RULES, INVESTMENTS BY AN ENTITY OF A COUNTRY WHICH SHARES LAND BORDER WITH INDIA OR WHERE THE BENEFICIAL OWNER OF SUCH INVESTMENT IS SITUATED IN OR IS A CITIZEN OF SUCH COUNTRY, MAY ONLY BE MADE THROUGH THE GOVERNMENT APPROVAL ROUTE. ALLOTMENTS MADE TO AIFS AND VCFs IN THE ISSUE SHALL REMAIN SUBJECT TO THE RULES AND REGULATIONS APPLICABLE TO EACH OF THEM RESPECTIVELY, INCLUDING THE FEMA RULES. OTHER ELIGIBLE NON-RESIDENT QIBs SHALL PARTICIPATE IN THE ISSUE UNDER SCHEDULE I OF FEMA RULES. FVCIs ARE NOT PERMITTED TO PARTICIPATE IN THE ISSUE.**

**To,**
**The Board of Directors**
**Neogen Chemicals Limited**
Office No. 1002, 10th Floor, Dev Corpora Building
opposite Cadbury Co., Pokhran Road, No. 2, Khopat
Thane West 400 601, Maharashtra, India

**Dear All,**

On the basis of the serially numbered Preliminary Placement Document of the Company and subject to the terms and conditions contained therein, and in this Application Form, we hereby submit our Application Form for the Allotment of the Equity Shares in the Issue, on the terms and price indicated below. We confirm that we are an Eligible QIB as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations and are not: (a) excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations; and (b) restricted from participating in the Issue under the applicable laws, including SEBI ICDR Regulations. We are not a promoter of the Company (as defined in the SEBI ICDR Regulations), or any person related to the promoters of the Company, directly or indirectly. Further, we confirm that we do not have any right under a shareholders' agreement or voting agreement entered into with promoters or persons related to promoter of the Company, veto rights or right to appoint any nominee director on the board of directors of the Company. We confirm that we are either a QIB which is resident in India, or an Eligible FPI, participating through Schedule II of the FEMA Rules. We confirm that we are neither an AIF or VCF whose sponsor and manager is not Indian owned and controlled in terms of the FEMA Rules nor a FVCI or a multilateral or bilateral development financial institution not eligible to invest in India under applicable law. We specifically confirm that our Bid for the Allotment of the Equity Shares is not in violation to the amendment made to Rule 6(a) of the FEMA Rules by the Central Government on April 22, 2020.

| **STATUS (Please ü)** | | | |
|---|---|---|---|
| **FI** | Scheduled Commercial Banks and Financial Institutions | **AIF** | Alternative Investment Funds** |
| **MF** | Mutual Funds | **IF** | Insurance Funds |
| **FPI** | Eligible Foreign Portfolio Investors* | **NIF** | National Investment Fund |
| **VCF** | Venture Capital Funds** | **SI-NBFC** | Systemically Important NBFC |
| **IC** | Insurance Companies | **OTH** | Others _____ (Please specify) |
| *Total shares currently held by QIB or QIBs belonging to the same group or those who are under common control. For details of what constitutes "same group" or "common control", see "Application Form" under Issue Procedure section of the Preliminary Placement Document.*<br><br>**Foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, other than individuals, corporate bodies and family offices who are not allowed to participate in the Issue.*<br><br>***Sponsor and Manager should be Indian owned and controlled.* | | | |

We confirm that the Bid size / aggregate number of the Equity Shares applied for by us, and which may be Allocated to us thereon will not exceed the relevant regulatory or approved limits and further confirm that our Bid will not result in triggering an open offer under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "**Takeover Regulations**").We confirm, that we have a valid and existing registration under applicable laws and regulations of India, and undertake to acquire, hold, manage or dispose of any Equity Shares that are Allotted to us in accordance with Chapter VI of the SEBI ICDR Regulations and undertake to comply with the SEBI ICDR Regulations, and all other applicable laws, including any reporting obligations and the terms and conditions mentioned in the Preliminary Placement Document and this Application Form. We confirm that, in relation to our application, each Eligible FPIs, have submitted separate Application Forms, and asset management companies or custodians of mutual funds have specified the details of each scheme for which the application is being made along with the Bid Amount and number of Equity Shares to be Allotted under each such scheme. We undertake that we will sign all such documents, provide such documents and do all such acts, if any, necessary on our part to enable us to be registered as the holder(s) of the Equity Shares that may be Allotted to us. We confirm that the signatory is authorized to apply on behalf of the Bidder and the Bidder has all the relevant authorisations. We note that the Board of Directors of the Company, or any duly authorised committee thereof, is entitled, in consultation with Inga Ventures Private Limited, IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*) and Kotak Mahindra Capital Company Limited (the "**Lead Managers**"), in their sole discretion, to accept or reject this Application Form without assigning any reason thereof.

We hereby agree to accept the Equity applied for, or such lesser number of Equity Shares as that may be Allocated to us, subject pursuant to the provisions of the memorandum of association and articles of association of the Company, applicable laws and regulations, the terms of the PPD, Placement Document and the Confirmation of Allocation Note ("**CAN**"), and request you to credit the same to our beneficiary account with the Depository Participant as per the details given below, subject to receipt of this Application Form and the Bid Amount towards the Equity Shares that may be allocated to us. The Bid Amount payable by us for the Equity Shares applied for in the Issue has been/will be remitted to the designated bank account set out in this Application Form only through electronic mode, along with this duly completed Application Form prior to or on the Bid/Issue Closing Date and such Bid Amount has been/will be transferred from a bank account maintained in our name. We acknowledge and agree that we shall not make any payment in cash, demand draft or cheque. We are aware that (i) Allocation and Allotment in the Issue shall be at the sole discretion of the Company, in consultation with the Lead Managers; and (ii) in the event that Equity Shares that we have applied for are not Allotted to us in full or at all, and/or the Bid Amount is in excess of the amount equivalent to the product of the Equity Shares that will be Allocated to us and the Issue Price, or the Company is unable to issue and Allot the Equity Shares offered in the Issue or if we withdraw the Bid before Issue Closing Date, or if there is a cancellation of the Issue, or the listing of the Equity Shares does not occur in the manner described in the PPD, the Placement Document, the SEBI ICDR Regulations and other applicable laws, the Bid Amount or a portion thereof, as applicable, will be refunded to the same bank account from which the Bid Amount was paid by us. Further, we agree to comply with the rules and regulations that are applicable to us, including in relation to the lock-in and transferability

requirements. In this regard, we authorize the Company to issue instructions to the depositories for such lock- in and transferability requirements, as may be applicable to us.

We further understand, agree and consent that (i) our names, address, contact details, PAN, bank account details and the number of Equity Shares Allotted, along with other relevant information as may be required, will be recorded by the Company in the format prescribed in terms of the PAS Rules; (ii) in the event that any Equity Shares are Allocated to us in the Issue, we are aware pursuant to the requirements under Form PAS-4 of the PAS Rules that our names (as proposed Allottees) and the percentage of our post-Issue shareholding in the Company will be disclosed in the Placement Document, and we are further aware that disclosure of such details in relation to us in the Placement Document will not guarantee Allotment to us, as Allotment in the Issue shall continue to be at the sole discretion of the Company, in consultation with the Lead Managers; and; and (iii) in the event that Equity Shares are Allotted to us in the Issue, the Company will place our name in the register of members of the Company as a holder of such Equity Shares that may be Allotted to us and in the Form PAS-3 filed by the Company with the Registrar of Companies, Mumbai II at Navi Mumbai (the "**RoC**") as required in terms of the PAS Rules. Further, we are aware and agree that if we, together with any other QIBs belonging to the same group or under common control, are Allotted more than 5% of the Equity Shares in the Issue, the Company shall be required to disclose our name, along with the names of such other Allottees and the number of Equity Shares Allotted to us and to such other Allottees, on the websites of National Stock Exchange of India Limited and BSE Limited (together, the "**Stock Exchanges**"), and we consent to such disclosures. In addition, we confirm that we are eligible to invest in Equity Shares under the SEBI ICDR Regulations, circulars issued by the RBI and other applicable laws. We specifically confirm that our Bid for the Allotment of the Equity Shares is not in violation to the amendment made to Rule 6(a) of the FEMA Rules by the Central Government on April 22, 2020.

We confirm, that we have a valid and existing registration under applicable laws and regulations of India, and undertake to acquire, hold, manage or dispose of any Equity Shares that are Allotted to us in accordance with Chapter VI of the SEBI ICDR Regulations and undertake to comply with the SEBI ICDR Regulations, and all other applicable laws, including any reporting obligations and the terms and conditions mentioned in the Preliminary Placement Document and this Application Form. We confirm that, in relation to our application, each foreign portfolio investor ("FPI") as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended (other than individuals, corporate bodies and family offices), and including persons who have been registered under these regulations (such FPIs, "**Eligible FPIs**"), have submitted separate Application Forms and asset management companies or custodians of mutual funds have specified the details of each scheme for which the application is being made along with the price and number of Equity Shares Bid for under each such scheme. We undertake that we will sign and/or submit all such documents, provide such documents, and do all such acts, if any, necessary on our part to enable us to be registered as the holder(s) of the Equity Shares that may be Allotted to us. We confirm that the signatory is authorized to apply on behalf of the Bidder and the Bidder has all the necessary approvals for applying in the Issue. We note that the Board of Directors of the Company, or any duly authorized committee thereof, is entitled, in consultation with Lead Managers, in its sole discretion, to accept or reject this Application Form without assigning any reason thereof.

By signing and submitting this Application Form, we hereby confirm and agree that the representations, warranties, acknowledgements and agreements as provided in the sections "***Notice to Investors***", "***Representations by Investors***", "***Issue Procedure***", "***Selling Restrictions***" and "***Transfer Restrictions and Purchaser Representations***" sections of the Preliminary Placement Document and the terms, conditions and agreements mentioned herein are true and correct and acknowledge and agree that these representations and warranties are given by us for the benefit of the Company and the Lead Managers, each of whom is entitled to rely on, and is relying on, these representations, undertakings and warranties in consummating the Issue.

By signing and/or submitting this Application Form, we hereby represent, warrant, acknowledge and agree as follows: (1) we have been provided with a serially numbered copy of the Preliminary Placement Document and the Application Form and have read it in its entirety including in particular, the section titled "***Risk Factors***" therein and we have relied only on the information contained in the Preliminary Placement Document and not on any other information obtained by us either from the Company, the Lead Managers or from any other source, including publicly available information; (2) we will abide by the Preliminary Placement Document and the Placement Document (when provided), this Application Form, the CAN, when issued, and the terms, conditions and agreements contained therein; (3) that if Equity Shares are Allotted to us pursuant to the Issue, we shall not sell such Equity Shares, otherwise than on the floor of a recognised stock exchange in India for a period of one year from the date of Allotment; (4) we will not have the right to withdraw our Bid or revise our Bid downwards after the Bid/Issue Closing Date; (5) we will not trade in the Equity Shares credited to our beneficiary account maintained with the Depository Participant until such time that the final listing and trading approvals for the Equity Shares are issued by the Stock Exchanges; (6) Equity Shares shall be Allocated and Allotted at the sole and absolute discretion of the Company, in consultation with the Lead Managers, and the submission of this Application Form and payment of the corresponding Bid Amount by us does not guarantee any Allocation or Allotment of Equity Shares to us in full or in part; (7) in terms of the requirements of the Companies Act, upon Allocation, the Company will be required to disclose names and percentage of our post-Issue shareholding of the proposed Allottees in the Placement Document; however, disclosure of such details in relation to us in the Placement Document will not guarantee Allotment to us, as Allotment in the Issue shall continue to be at the sole discretion of the Company, in consultation with the Lead Managers; (8) the number of Equity Shares Allotted to us pursuant to the Issue, together with other Allottees that belong to the same group or are under common control as us, shall not exceed 50% of the Issue and we shall provide all necessary information in this regard to the Company and the Lead Managers. For the purposes of this representation: The expression 'belong to the same group' shall derive meaning from Regulation 180(2) of the SEBI ICDR Regulations, i.e., entities where (i) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15% of the voting rights in the other; (ii) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (iii) there is a common director, excluding nominee and independent directors, among the Eligible QIBs, its subsidiary or holding company and any other QIB; and 'control' shall have the same meaning as is assigned to it under Regulation 2(1)(e) of the Takeover Regulations; (9) We agree to accept the Equity Shares applied for, or such lesser number of Equity Shares as may be Allocated to us, subject to the provisions of the memorandum of association and articles of association of the Company, applicable laws and regulations, the terms of the Preliminary Placement Document and the Placement Document, this Application Form, the CAN upon its issuance and the terms, conditions and agreements mentioned therein and request you to credit the same to our beneficiary account with the Depository Participant as per the details given below.

By signing and/or submitting this Application Form, we further represent, warrant and agree that we have such knowledge and experience in financial and business matters that we are capable of evaluating the merits and risks of the prospective investment in the Equity Shares and we understand the risks involved in making an investment in the Equity Shares. No action has been taken by us or any of our affiliates or representatives to permit a public offering of the Equity Shares in any jurisdiction. We satisfy any and all relevant suitability standards for investors in Equity Shares, have the ability to bear the economic risk of our investment in the Equity Shares, have adequate means of providing for our current and contingent needs, have no need for liquidity with respect to our investment in Equity Shares and are able to sustain a

complete loss of our investment in the Equity Shares. We acknowledge that once a duly filled Application Form, whether signed or not is submitted by an Eligible QIB, and the Bid Amount has been transferred to the Escrow Account (as detailed below), such Application Form constitutes an irrevocable offer and cannot be withdrawn or revised downwards after the Bid/Issue Closing Date. In case Bids are being made on behalf of the Eligible QIB and this Application Form is unsigned, we confirm that we are authorized to submit this Application Form and provide necessary instructions for transfer of the Bid Amount to the Escrow Account, on behalf of such Eligible QIB.

We acknowledge that the Equity Shares have not been and will not be registered under the U.S. Securities Act, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. By signing this Application Form and checking the applicable box above, we hereby represent that we are located outside the United States and subscribing to the Equity Shares in an offshore transaction as defined in, and in reliance on, Regulation S, and in accordance with the applicable laws of the jurisdiction where those offers and sales are made. We confirm that we have read the representations, warranties and agreements contained in the sections entitled "***Selling Restrictions***" and "***Transfer Restrictions and Purchaser Representations***" in the Preliminary Placement Document**.**

| **BIDDER DETAILS (in Block Letters)** | | | |
|---|---|---|---|
| **NAME OF BIDDER*** | | | |
| **NATIONALITY** | | | |
| **REGISTERED ADDRESS** | | | |
| **CITY AND CODE** | | | |
| **COUNTRY** | | | |
| **MOBILE NO.** | | | |
| **TELEPHONE NO.** | | **FAX.** | |
| **EMAIL** | | | |
| **FOR ELIGIBLE FPIs**** | **Registration Number:** | **For AIFs***/ MFs/ VCFs***/ SI-NBFCs/ ICs/Pension Funds** | **Registration Number/Details:** |

* *Name should exactly match with the name in which the beneficiary account is held. Bid Amount payable on Equity Shares applied for by joint holders shall be paid from the bank account of the person whose name appears first in the application. Mutual Fund Bidders are requested to provide details of the Bids made by each scheme of the Mutual Fund. Each Eligible FPI is required to fill a separate Application Form. Further, any discrepancy in the name as mentioned in this Application Form with the depository records would render the application invalid and liable to be rejected at the sole discretion of the Issuer and the Lead Managers.*

** *In case you are an Eligible FPI holding a valid certificate of registration and eligible to invest in the Issue, please mention your SEBI FPI Registration Number.*

*** *Allotments made to AIFs and VCFs in the Issue are subject to the rules and regulations that are applicable to each of them respectively, including in relation to lock-in requirement. AIFs and VCFs should independently consult their own counsel and advisors as to investment in and related matters concerning the Issue.*

We are aware that the number of Equity Shares in the Company held by us, together with the number of Equity Shares, if any, Allocated to us in the Issue will be aggregated to disclose the percentage of our post-Issue shareholding in the Company in the Placement Document in line with the requirements under Form PAS-4 of the PAS Rules. For such information, the Lead Managers will rely on the information provided by the Registrar for obtaining details of our shareholding and we consent and authorize such disclosure in the Placement Document.

| **DEPOSITORY ACCOUNT DETAILS** | | | |
|---|---|---|---|
| Depository Name (Please ü) | National Security Depository Limited | | Central Depository Services (India) Limited |
| Depository Participant Name | | | |
| DP – ID | I N | | |
| Beneficiary Account Number | | | (16 digit beneficiary account. No. to be mentioned above) |
| The demographic details like address, bank account details etc., will be obtained from the Depositories as per the beneficiary account given above. **However, for the purpose of refund, if any, only the bank details as mentioned below, from which remittance towards subscription has been made, will be considered.** | | | |

| **ESCROW ACCOUNT - BANK ACCOUNT DETAILS FOR PAYMENT OF AMOUNT THROUGH ELECTRONIC FUND TRANSFER REMITTANCE BY WAY OF ELECTRONIC FUND TRANSFER** | |
|---|---|
| **BY [●] P.M. (IST) [●], 2026** | |
| **Name of the Account** | Neogen Chemicals Limited- QIP- Escrow Account- 2026 |
| **Name of the Bank** | [●] |
| **Address of the Branch of the Bank** | [●] |
| **Account Type** | [●] |
| **Account Number** | |
| **IFSC** | [●] |
| **Telephone No.** | [●] |
| **E-mail** | [●] |

The Bid Amount should be transferred pursuant to the Application Form. All payments must be made only by way of electronic funds transfer, in favour of "Neogen Chemicals Limited – QIP - Escrow Account- 2026". Payment of the entire Bid Amount should be made along with the Application Form on or before the closure of the Bid/Issue Period, i.e., prior to the Bid/Issue Closing Date. **The payment for subscription to the Equity Shares Allotted in the Issue shall be made only from the bank account of the person subscribing to the Equity Shares and in case of joint holders, from the bank account of the person whose name appears first in the Application Form.**

You are responsible for the accuracy of the bank account details mentioned below. You are aware that the successful processing of refunds, if any, shall be dependent on the accuracy of the bank details provided by you. The Company and the Lead Managers shall not be liable in any manner for refunds that are not processed due to incorrect bank account details.

| RUPEE BANK ACCOUNT DETAILS (FOR REMITTANCE) | | | |
|---|---|---|---|
| Bank Account Number | | IFSC Code | |
| Bank Name | | Bank Branch Address | |
| **NO. OF EQUITY SHARES BID** | | **PRICEPER EQUITY SHARE (RUPEES)** | |
| (In figures) | (In words) | (In figures) | (In words) |
| | | | |
| **BID AMOUNT (RUPEES)** | | | |
| (In figures) | (In words) | | |
| | | | |

| DETAILS OF CONTACT PERSON | | | |
|---|---|---|---|
| **NAME** | | | |
| **ADDRESS** | | | |
| **TEL. NO.** | | **FAX NO.** | |
| **EMAIL** | | | |

| OTHER DETAILS | |
|---|---|
| **PAN*** | |
| **Date of Application** | |
| **LEI** | |
| Signature of Authorised Signatory (may be signed either physically or digitally) ** | |

| ENCLOSURES ATTACHED |
|---|
| Attested/ certified true copy of the following: |
| ☐ Copy of PAN Card or PAN allotment letter |
| ☐ Copy of FPI Registration Certificate /MF Registration certificate / SEBI certificate of registration for AIFs/VCF/SI-NBFC/IC/IF |
| ☐ Certified copy of the certificate of registration issued by the RBI as an SI-NBFC/ a Scheduled Commercial Bank |
| ☐ Copy of notification as a public financial institution |
| ☐ FIRC |
| ☐ Copy of IRDAI registration certificate |
| ☐ Intimation of being part of the same group |
| ☐ Certified true copy of Power of Attorney |
| ☐ Other, please specify |

* *It is to be specifically noted that the Bidder should not submit the GIR Number or any other identification number instead of the PAN as the applications are liable to be rejected on this ground, unless the Bidder is exempted from the requirement of obtaining a PAN number under the Income-tax Act, 2025.*

** *A physical copy of the Application Form and relevant documents as required to be provided along with the Application Form shall be submitted as soon as practical.*

*Note:*

*(1) Capitalized terms used but not defined herein shall have the same meaning as ascribed to them in the Preliminary Placement Document and the Placement Document.*

*(2) The Application Form is liable to be rejected if any information provided is incomplete or inadequate at the discretion of the Company in consultation with the Lead Managers.*

*(3) The duly filed Application Form along with all enclosures shall be submitted to the Lead Managers either through electronic form at the email mentioned in the Preliminary Placement Document or through physical delivery at the address mentioned in the Preliminary Placement Document.*

*This Application Form, the Preliminary Placement Document sent to you and the Placement Document which will be sent to you, either in physical form or both, are specific to you and you may not distribute or forward the same and are subject to disclaimer and restrictions contained in or accompanying these documents.*