Initial Public Offer of equity shares on the main board of BSE Limited ("BSE") and National Stock Exchange of India (Insue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations" in compliance with Chapter II of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") in compliance with Chapter II of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") in compliance with Chapter II of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") in compliance with Chapter II of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") in compliance with Chapter II of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") in compliance with Chapter II of the Securities and Exchange Board of India (Issue of Capital and Disclosure Regulations).

# **Emcure**<sup>®</sup>



# **EMCURE PHARMACEUTICALS LIMITED**

Our Company was originally incorporated as Emcure Pharmaceuticals Private Limited as a private limited company under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation dated April 16, 1981, issued by the Registrar of Companies, Maharashtra at Bombay. Our Company became a deemed public company under section 43A (1A) of the Companies Act, 1956 with effect from July 1, 1993 and the word 'Private' was removed from the name of our Company and the certificate of incorporation of our Company was endorsed by the Registrar of Companies, Maharashtra at Bombay to that effect. Subsequently, our Company was converted from a deemed public company into a public company upon amendment of section 43A of the Companies Act, 1956 by the Companies Amendment Act, 2000 and the name of our Company was changed to 'Emcure Pharmaceuticals Limited', pursuant to our Shareholders resolution dated August 20, 2001 and a certificate of change of name was issued by the RoC on September 18, 2001. For further details in relation to changes in the name and the registered office of our Company, see "History and Certain Corporate Matters" on page 265 of the Red Herring Prospectus") filed with the RoC.

Registered and Corporate Office: Plot No. P-1 and P-2, IT-BT Park, Phase II, M.I.D.C., Hinjawadi, Pune - 411 057, Maharashtra, India. Contact Person: Chetan Rajendra Sharma, Company Secretary and Compliance Officer; Tel: +91 20 3507 0003, +91 20 3507 0000; E-mail: investors@emcure.com; Website: www.emcure.com Corporate Identity Number: U24231PN1981PLC024251

#### OUR PROMOTERS: SATISH RAMANLAL MEHTA, SUNIL RAJANIKANT MEHTA, NAMITA VIKAS THAPAR AND SAMIT SATISH MEHTA

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH ("EQUITY SHARES") OF EMCURE PHARMACEUTICALS LIMITED (OUR "COMPANY") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARES (INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) (THE "OFFER PRICE") AGGREGATING UP TO ₹[●] MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH AGGREGATING UP TO ₹8,000.00 MILLION BY OUR COMPANY (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 11,428,839 EQUITY SHARES OF FACE VALUE OF ₹10 EACH AGGREGATING UP TO ₹[•] MILLION INCLUDING UP TO 420,000 EQUITY SHARES OF FACE VALUE OF ₹10 EACH AGGREGATING UP TO ₹[●] MILLION BY SATISH RAMANLAL MEHTA, UP TO 1,268,600 EQUITY SHARES OF FACE VALUE OF ₹10 EACH AGGREGATING UP TO ₹[●] MILLION BY NAMITA VIKAS THAPAR, UP TO 10,000 EQUITY SHARES OF FACE VALUE OF ₹10 EACH AGGREGATING UP TO ₹[●] MILLION BY SAMIT SATISH MEHTA AND UP TO 40,000 EQUITY SHARES OF FACE VALUE OF ₹10 EACH AGGREGATING UP TO ₹[●] MILLION BY SUNIL RAJANIKANT MEHTA (THE "PROMOTER SELLING SHAREHOLDERS"), UP TO 7,234,085 EQUITY SHARES OF FACE VALUE OF ₹10 EACH AGGREGATING UP TO ₹[●] MILLION BY BC INVESTMENTS IV LIMITED (THE "INVESTOR SELLING SHAREHOLDER"), UP TO 1,342,586 EQUITY SHARES OF FACE VALUE OF ₹10 EACH AGGREGATING UP TO ₹[●] MILLION BY THE PROMOTER GROUP SELLING SHAREHOLDERS AS SET OUT UNDER ANNEXURE A OF THE RHP (THE "PROMOTER GROUP SELLING SHAREHOLDERS"), UP TO 300,000 EQUITY SHARES OF FACE VALUE OF ₹10 EACH AGGREGATING UP TO ₹[•] MILLION BY ARUNKUMAR PURSHOTAMLAL KHANNA (THE "INDIVIDUAL SELLING SHAREHOLDER"), AND UP TO 813,568 EQUITY SHARES OF FACE VALUE OF ₹10 EACH AGGREGATING UP TO ₹[●] MILLION BY OTHER SELLING SHAREHOLDERS AS SET OUT UNDER ANNEXURE A OF THE RHP (THE "OTHER SELLING SHAREHOLDERS", AND COLLECTIVELY WITH THE PROMOTER SELLING SHAREHOLDERS, PROMOTER GROUP SELLING SHAREHOLDERS, INDIVIDUAL SELLING SHAREHOLDER AND THE INVESTOR SELLING SHAREHOLDER, THE "SELLING SHAREHOLDERS", AND EACH INDIVIDUALLY, AS A "SELLING SHAREHOLDER" AND SUCH OFFER FOR SALE OF EQUITY SHARES OF FACE VALUE OF ₹10 EACH BY THE SELLING SHAREHOLDERS, THE "OFFER FOR SALE").

THE OFFER INCLUDES A RESERVATION OF UP TO 108,900 EQUITY SHARES OF FACE VALUE OF ₹10 EACH, AGGREGATING UP TO ₹[•] MILLION, FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES NOT EXCEEDING 5.00% OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL (THE "EMPLOYEE RESERVATION PORTION"). OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, MAY OFFER A DISCOUNT OF UP TO [•]% TO THE OFFER PRICE (EQUIVALENT TO ₹90 PER EQUITY SHARE) TO ELIGIBLE EMPLOYEES BIDDNG UNDER THE EMPLOYEE RESERVATION PORTION ("EMPLOYEE DISCOUNT"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER SHALL CONSTITUTE [●]% AND [●]%, RESPECTIVELY, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

DETAILS OF THE SELLING SHAREHOLDERS, OFFER FOR SALE AND THE WEIGHTED AVERAGE COST OF ACQUISITION						
NAME OF SELLING SHAREHOLDER*	TYPE OF SELLING SHAREHOLDER	NUMBER OF EQUITY SHARES OFFERED	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE (IN ₹)*			
Satish Ramanlal Mehta	Promoter Selling Shareholder	Up to 420,000 Equity Shares of face value of ₹10 each	19.37			
Sunil Rajanikant Mehta***	Promoter Selling Shareholder	Up to 40,000 Equity Shares of face value of ₹10 each	13.34			
Namita Vikas Thapar	Promoter Selling Shareholder	Up to 1,268,600 Equity Shares of face value of ₹10 each	3.44			
Samit Satish Mehta	Promoter Selling Shareholder	Up to 10,000 Equity Shares of face value of ₹10 each	5.43			
Pushpa Rajnikant Mehta	Promoter Group Selling Shareholder	Up to 450,000 Equity Shares of face value of ₹10 each	0.04			
Bhavana Satish Mehta**	Promoter Group Selling Shareholder	Up to 471,400 Equity Shares of face value of ₹10 each	4.30			
Kamini Sunil Mehta	Promoter Group Selling Shareholder	Up to 125,000 Equity Shares of face value of ₹10 each	5.03			
BC Investments IV Limited	Investor Selling Shareholder	Up to 7,234,085 Equity Shares of face value of ₹10 each	277.12			
Arunkumar Purshotamlal Khanna	Individual Selling Shareholder	Up to 300,000 Equity Shares of face value of ₹10 each	2.41			
Berjis Minoo Desai	Other Selling Shareholder	Up to 144,642 Equity Shares of face value of ₹10 each	1.23			
Sonali Sanjay Mehta	Other Selling Shareholder	Up to 125,000 Equity Shares of face value of ₹10 each	7.96			

<sup>#</sup>For a complete list of the Promoter Group Selling Shareholder and Other Selling Shareholder, see "Annexure A" on page 541 of the RHP.

Our Company: We are an Indian pharmaceutical company engaged in developing, manufacturing and globally marketing a broad range of pharmaceutical products across several major therapeutic areas. We are a research and development driven company with a differentiated product portfolio that includes orals, injectables and biotherapeutics, which has enabled us to reach a range of target markets across over 70 countries, with a strong presence in India, Europe and Canada. In India, we are present across acute and chronic therapeutic areas, and our key therapeutic areas include gynecology, cardiovascular, vitamins, minerals and nutrients, human immunodeficiency virus antivirals, blood-related and oncology/anti-neoplastics.

The Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations QIB Portion: Not more than 50% of the Net Offer | Non-Institutional Portion: Not less than 15% of the Net Offer | Retail Portion: Not less than 35% of the Net Offer Employee Reservation Portion: Up to 108,900 Equity Shares aggregating up to ₹ [•] Million

## PRICE BAND: ₹ 960 TO ₹ 1,008 PER EQUITY SHARE OF FACE VALUE OF ₹10 EACH.

THE FLOOR PRICE AND THE CAP PRICE ARE 96.00 TIMES AND 100.80 TIMES THE FACE VALUE OF THE EQUITY SHARES RESPECTIVELY. BIDS CAN BE MADE FOR A MINIMUM OF 14 EQUITY SHARES AND IN MULTIPLES OF 14 EQUITY SHARES THEREAFTER. A DISCOUNT OF ₹ 90 PER EQUITY SHARE IS BEING OFFERED TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION

In accordance with the recommendation of the Independent Directors of our Company, pursuant to their resolution dated June 27, 2024, the above provided price band is justified based on quantitative factors/ KPIs disclosed in the 'Basis for Offer Price' section of the RHP vis-a-vis the weighted average cost of acquisition ("WACA") of primary and secondary transaction(s), as applicable, disclosed in 'Basis for Offer Price' section beginning on page 163 of the RHP and provided below in the advertisement.

In making an investment decision and purchase in the Offer, potential investors must only rely on the information included in the RHP and the terms of the Offer, including the merits and risks involved and not rely on any other external sources of information about the Offer available in any manner.

## **RISKS TO INVESTORS**

For details refer to section titled "Risk Factors" on page 42 of the RHP

- **Regulatory Risk:** We operate in a highly regulated industry and our operations, including our development, testing, manufacturing, marketing and sales activities, are subject to extensive laws and regulations in India and other countries. USFDA had issued a warning letter for three manufacturing facilities at our Hinjewadi, Pune, Maharashtra campus in 2019.
- Quality Risk: We are required to comply with regulations and quality standards as stipulated by the regulators in India and other jurisdictions. Any manufacturing or quality control problems may damage our reputation, expose us to regulatory actions, litigations or other liabilities.
- Raw Material Risk: We depend upon third-party suppliers for supply of certain raw materials and for the manufacturing of certain of our finished products. Revenue from finished products manufactured through third-party manufacturing arrangements amounted to ₹31,693.07 million for Financial Year 2024, representing 47.60% of our revenue from operations for such year. Average percentage of total raw material and finished goods cost directly imported in last three Financial Years was 25.85% of total raw material and finished goods cost.
- 4. Working Capital Risk: Our business requires significant working capital which are funded by short-term borrowings and internal accruals. Our average working capital requirement during the previous three financial years was ₹ 21,544.31 million. Our working capital borrowings were 40.02%, 49.98% and 58.92% of our total working capital requirement in in FY2024, FY2023 and FY2022 and our average working capital cycle is of 128 days, 138 days and 114 days for same period for FY2024, FY2023 and FY2022 . Further, our working capital borrowings was 45.35%, 51.46% and 50.62% of our Total Borrowings in FY2024, FY2023 and FY2022.
- Inventory Risk: Our inability to accurately forecast demand for our products and manage our inventory may have an adverse effect on our business. Our average total inventory for previous three financial years was 14,525.14 million. For instance, expired inventory as percentage of revenue from sale of products was 2.10% in FY2024.
- Income Tax Department had conducted search and seizure operations on our Company, Zuventus and Gennova during December 2020 and received assessment orders and notices of demand under the IT Act for an aggregate amount of ₹1,621.04 million, ₹794.58 million and

Continued on next page.

<sup>\*</sup>As certified by M/s R. B. Sharma and Co., Chartered Accountants, pursuant to their certificate dated June 27, 2024.

<sup>\*\*</sup>Includes (i) 340,000 Equity Shares of face value of ₹ 10 each being offered by Bhavana Satish Mehta in her individual capacity; and (ii) 131,400 Equity Shares of face value of ₹ 10 each being offered by Bhavana Satish Mehta jointly with Satish Ramanlal Mehta, Bhavana Satish Mehta in her individual capacity; and (ii) 131,400 Equity Shares of face value of ₹ 10 each being offered by Bhavana Satish Mehta in her individual capacity; and (ii) 131,400 Equity Shares of face value of ₹ 10 each being offered by Bhavana Satish Mehta in her individual capacity; and (ii) 131,400 Equity Shares of face value of ₹ 10 each being offered by Bhavana Satish Mehta in her individual capacity; and (ii) 131,400 Equity Shares of face value of ₹ 10 each being offered by Bhavana Satish Mehta in her individual capacity; and (ii) 131,400 Equity Shares of face value of ₹ 10 each being offered by Bhavana Satish Mehta in her individual capacity; and (ii) 131,400 Equity Shares of face value of ₹ 10 each being offered by Bhavana Satish Mehta in her individual capacity; and (ii) 131,400 Equity Shares of face value of ₹ 10 each being offered by Bhavana Satish Mehta in her individual capacity; and (ii) 131,400 Equity Shares of face value of ₹ 10 each being offered by Bhavana Satish Mehta in her individual capacity; and (iii) 131,400 Equity Shares of face value of ₹ 10 each being offered by Bhavana Satish Mehta in her individual capacity; and (iii) 131,400 Equity Shares of face value of ₹ 10 each being offered by Bhavana Satish Mehta in her individual capacity; and (iii) 131,400 Equity Shares offered by Bhavana Satish Mehta in her individual capacity; and (iii) 131,400 Equity Shares offered by Bhavana Satish Mehta in her individual capacity; and (iii) 131,400 Equity Shares offered by Bhavana Satish Mehta in her individual capacity; and (iii) 131,400 Equity Shares offered by Bhavana Satish Mehta in her individual capacity; and (iii) 131,400 Equity Shares offered by Bhavana Satish Mehta in her individual capacity; and (iii) 131,400 Equity Shares \*\*\* Equity Shares of face value of₹10 each jointly held by Sunil Rajanikant Mehta with Kamini Sunil Mehta and Rutav Sunil Mehta, Sunil Rajanikant Mehta being the first holder

...continued from previous page

₹65.74 million, respectively, payable on account of disallowance of certain expenses.

- 7. Past show cause notices by the Regional Director, MCA: We have been issued show cause notices by the Regional Director, MCA in past due to non-compliance with Companies Act and if we are found to not be in compliance with applicable regulations under the show cause notices, we may be subject to regulatory actions or penalties.
- 8. Negative Cash and Cash Equivalents: We have experienced negative cash and cash equivalents in FY2022 and FY2023 of ₹3,081.72 and ₹1,745.29 respectively and may continue to do so in the future.
- 9. Concentration Risk: Certain therapeutic areas contribute to a more significant portion of our total revenue in India. Average contribution of Gynecology, Cardiovascular, Anti-infectives was 24.08%, 17.28% and 11.03% respectively, of Domestic Moving Annual Total Sales in last three Financial Year.
- 10. Capacity Utilization Risk: If we are unable to ramp up production and the existing level of capacity utilization rate at our manufacturing facilities, our margins and profitability may be adversely affected.
- 11. Although we have de-merged our U.S. operations with effect from April 1, 2021, we have ongoing civil proceedings in the United States, including class-action antitrust cases and complaints filed by U.S. state attorneys-general, which may subject us to significant losses and liabilities. Pursuant to the Indemnification Deed between our Company and Avet Life, our Company would be liable to pay for any potential settlement obligation, or adverse jury verdict for the amount directed specifically against it, only in the event that Avet Life is unable to fully satisfy such an obligation or verdict.
- 12. Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business, financial condition, results of operations and cash flows. Our Total Borrowing as on March 31, 2024 was ₹20,919.35 million.
- **13.** We will not receive any proceeds from the Offer for Sale portion and the same will be received by the Selling Shareholders.
- **14.** Our Promoters and Promoter Group hold 83.21% of our issued, subscribed and paid-up Equity Share capital as on date of the RHP and will be able to exercise significant influence and control over us after the Offer and may have interests that are different from or conflict with those of our other shareholders.
- **15.** The audit reports for our audited consolidated financial statements as of and for the Financial Years 2023 and 2022 include references to certain emphasis of matter paragraphs.
- **16.** Price/ Earning (P/E) ratio (based on our profit for the Financial Year 2024) multiple is 34.86 and 36.60 times at the lower and upper end of the Price Band, respectively.
  - The market capitalization to revenue from operations at lower end and upper end of price band to revenue from operations for FY 2024 is 2.73 and 2.86 times, respectively.
- **17.** Weighted Average Return on Net Worth for Financial Years ended 2024, 2023 and 2022 is 21.08%.
- **18.** WACA for all shares transacted in the last one year, 18 months and 3 years preceding the date of the Red Herring Prospectus is as follows:

Period	WACA (in ₹)*	Cap Price is 'X' times the WACA	Range of acquisition price: Lowest Price – Highest Price (in ₹)* <sup>\$</sup>
Last 1 year	1.75	576.00	165.07 – 465.82
Last 18 months	1.75	576.00	165.07 – 465.82
Last 3 years	2.51	401.59	165.07 - 862.09

<sup>\*</sup>As certified by M/s R. B. Sharma and Co., Chartered Accountants, by way of their certificate dated June 27, 2024.

**19.** The average cost of acquisition of Equity Shares of face value of ₹10 each for our Promoters and the Selling Shareholders\* as on the date of the RHP:

Name	Number of Equity Shares	Average cost of acquisition per Equity Share (in ₹)⁵
Promoter Selling Shareholders		
Satish Ramanlal Mehta	75,816,748	19.37
Sunil Rajanikant Mehta <sup>#</sup>	2,887,012	13.34
Namita Vikas Thapar	6,339,800	3.44
Samit Satish Mehta	13,547,632	5.43
Promoter Group Selling Shareho	olders	
Bhavana Satish Mehta#	9,388,288	4.30
Pushpa Rajnikant Mehta	4,336,052	0.04
Sanjay Rajanikant Mehta <sup>#</sup>	3,744,028	10.46
Kamini Sunil Mehta <sup>#</sup>	1,789,960	5.03
Rutav Sunil Mehta	1,098,224	0.49
Shaila Sharad Gujar	129,216	3.42
Swati Hetalkumar Shah <sup>#</sup>	129,216	1.56
Vikas Madan Thapar	675,000	123.39
Investor Selling Shareholder		
BC Investments IV Limited	23,673,544	277.12

\*For details of Individual Selling Shareholder and Other Selling Shareholders, please refer to the Red Herring Prospectus.

\$ As certified by M/s R. B. Sharma and Co., Chartered Accountants, by way of their certificate dated June 27, 2024

# Includes Equity Shares held jointly with other shareholders. For details, please refer to the Red Herring Prospectus

20. WACA, Floor Price and Cap Price

Types of transactions	WACA (in ₹)* per Equity Share	Floor Price (in ₹)	Cap Price (in ₹)
WACA of Primary Issuances during the 18 months prior to the date of the RHP	NA	NA	NA
WACA of Secondary Issuances during the 18 months prior to the date of the RHP	NA	NA	NA

Since there were no Primary Issuances or Secondary Transactions during the 18 months prior to the date of the RHP, the information has been disclosed for price per share of our Company based on the last five primary or secondary transactions where our Promoters, members of our Promoter Group, Selling Shareholders or Shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction, during the three years preceding the date of the Red Herring Prospectus irrespective of the size of the transaction, is as below:

Based on primary issuance**	NA	NA	NA
Based on secondary transactions	862.09	1.11	1.17

\*As certified by M/s R. B. Sharma and Co., Chartered Accountants, pursuant to their certificate dated June 27, 2024.

**21.** The Four BRLMs associated with the Offer have handled 52 public issues in the past three financial years, out of which 14 issues have closed below the offer price on the listing date

Name of the BRLM	Total Public Issues	Issues closed below the IPO Price on listing date
Kotak Mahindra Capital Company Limited*	10	1
Axis Capital Limited*	26	9
Jefferies India Private Limited*	1	1
J.P. Morgan India Private Limited*	0	0
Common Issues of above BRLMs	15	3
Total	52	14

<sup>\*</sup>Issues handled where there were no common BRLMs

BID/OFFER PERIOD

**ANCHOR INVESTOR BIDDING DATE: TUESDAY, JULY 2, 2024** 

BID/OFFER OPENS ON: WEDNESDAY, JULY 3, 2024<sup>(1)</sup>

BID/OFFER CLOSES ON: FRIDAY, JULY 5, 2024<sup>(2)</sup>

<sup>&</sup>lt;sup>\$</sup>The equity shares acquired by way of gift have not been considered for computing the range of acquisition price.

<sup>\*\*</sup> The above table excludes Equity Shares of face value of ₹10 each issued under the Emcure ESOS 2013.

The Price Band has been determined and the Offer Price will be determined by our Company, in consultation with the Book Running Lead Managers, on the basis of assessment of market demand for the Equity Shares of face value of ₹10 each offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹10 each and the Offer Price is [♦] times the face value of the Equity Shares of face value of ₹10 each. Bidders should read the below mentioned information along with the "Risk Factors", "Our Business", "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 42, 217, 312 and 419, of the RHP, respectively, to have an informed view before making an investment decision. Qualitative factors: Some of the qualitative factors which form the basis for computing the Offer Price are as follows: 1. Well-placed to leverage our position in the domestic market. 2. Demonstrated capabilities of building brands. 3. Large, diversified and fast-growing product portfolio in international markets. 4. Strong R&D capabilities driving differentiated portfolio of products. 5. Extensive and diversified manufacturing capacity. 6. Highly qualified, experienced and entrepreneurial management team and Board. For further details, see "Our Business - Our Competitive Strengths" on page 220 of the RHP.

Quantitative factors: Certain information presented below, relating to our Company, is derived from the Restated Consolidated Financial Information. For further details, see "Financial Statements" on page 312 of the RHP.

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

<ol> <li>Basic and diluted earnings per share ("EPS"):</li> </ol>				
Particulars	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight	
Fiscal 2022	36.62	36.62	1	
Fiscal 2023	29.42	29.42	2	
Fiscal 2024	27.54	27.54	3	
Weighted Average	29 68	29.68	-	

Notes: (a) As derived from the Restated Consolidated Financial Information of our Company

- (b) Basic EPS: Profit after tax attributable to Equity Shareholders for the period by the weighted average number of equity shares of face value of ₹10 each, outstanding
- (c) Diluted EPS: Profit after tax attributable to Equity Shareholders for the period by the weighted average number of equity shares of face value of ₹10 each and equivalent dilutive equity shares outstanding during the reporting period

  (d) Basic and Diluted earnings per equity share: Basic and Diluted earnings/ (loss) per equity share are computed in accordance with Indian Accounting Standard 33
- notified under the Companies (Indian Accounting Standards) Rules of 2015, as amended

  (e) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights.

Price/Earning ("P/E") ratio in relation to Price Band of ₹960 to ₹1,008 per Equity Share of face value of ₹10 each

2. Those arming (172 ) radio in rotation to Those and of Cook to City of the or Cook to California of Califo							
Particulars		P/E at the Floor Price (no. of times)		P/E at the Cap Price (no. of times)			
Based on Basic and Diluted EPS for Financial Year 2024		34.86		36.60			
3. Industry peer group P/E ratio		•					
Particulars		P/E Ratio					

- Highest 17.93 Lowest 40.41 Average (i) The industry high and low has been considered from the industry peer set provided later in this section. The industry composite has been calculated as the arithmetic average
- P/E of the industry peer set disclosed in this section. (ii) The industry P/Eratio mentioned above is for the financial year ended March 31, 2024. P/E Ratio has been computed based on the closing market price of equity shares on BSE Limited on June 21, 2024 divided by the Diluted EPS for the year ended March 31, 2024.
- (iii) All the financial information for listed industry peers mentioned above is sourced from the audited financial statements of the relevant companies for Fiscal 2024, as available
- on the websites of the Stock Exchanges.

## 4. Return on Net Worth ("RoNW")

Particulars	RoNW (%)	Weight
Fiscal 2022	33.32	1
Fiscal 2023	21.27	2
Fiscal 2024	16.87	3
Weighted Average	21.08	
Notos:	·	•

- (a) As derived from the Restated Consolidated Financial Information of our Company
- (b) Return on Net Worth is the restated profit attributable to equity holders of the Company divided by the Total Equity attributable to owners of the Company at the end of the year. (c) Weighted average is aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. {(RoNW x weight) for each year}/{Total of weights}.
- (d) RoNW is also a Non-GAAP measure. For computation of this ratio, see Other Financial Information Non-GAAP Measures" on page 409 of the RHP

#### Net Asset Value per Equity Share of face value of ₹10 each ("NAV")

. Nethaset value per Equity share of tase value of the cash ( NAV )					
Financial Year ended	Amount (₹)				
As at March 31, 2024	163.22				
After the Offer					
- At the Floor Price*	198.02				
- At the Cap Price*	198.44				
At the Offer Price	[●] <sup>#</sup>				

#To be determined on conclusion of the Book Building Process.

- (a) Net Asset Value per Equity Share of face value of ₹10 each is the equity attributable to owners of the parent divided by weighted average numbers of Equity Shares of face value of₹10 each outstanding during the year.
- (b) Net Asset Value is also a Non-GAAP measure. For computation of this ratio, see Other Financial Information Non-GAAP Measures" on page 409 of the RHP. NAV per Equity Share has been calculated by dividing adjusted net worth by number of equity shares proposed to be outstanding at the end of the year. Adjusted net worth has been calculated as sum of net worth as on March 31, 2024 and additional equity share capital and securities premium raised pursuant to proposed Offe

6. Comparison of Accounting Ratios with Listed Industry Peers

The following peer group has been determined based on the companies listed on the Stock Exchanges

no tello miligron gi oup nuo soon utoo milio soon punioo notou on uto otoon zi oni uto otoo									
Name of the Company	Revenue from operations (in ₹ million)	Face value per equity share (₹)	Closing price on June 21, 2024 (₹) per equity share	P/E (x) <sup>(2)</sup>	EPS (Basic) (₹ per share) (1)	EPS (Diluted) (₹ per share) (1)	RoNW (%) <sup>(3)</sup>	Net Asset Value "NAV" (₹ in million) <sup>(4)</sup>	Net Asset Value "NAV" (₹ per share)
Emcure Pharmaceuticals Limited*	66,582.51	10.00	N.A.	[●]#	27.54	27.54	16.87	29,522.83	163.22
		•	Li	sted peers**					
Dr. Reddy's Laboratories Limited	280,111.00	5.00	6,000.50	17.93	335.22	334.59	19.74	282,548.00	1,693.75
Cipla Limited	257,740.90	2.00	1,535.15	30.10	51.05	51.01	15.43	267,064.30	330.78
Alkem Laboratories Limited	126,675.80	2.00	5,085.00	33.86	150.19	150.19	17.41	103,120.60	862.46
Torrent Pharmaceuticals Limited	107,280.00	5.00	2,825.60	57.74	48.94	48.94	24.15	68,560.00	202.57
Mankind Pharma Limited	103,347.75	1.00	2,160.00	45.30	47.75	47.68	20.43	93,630.88	233.73
Abbott India Limited	58,489.10	10.00	26,811.00	47.43	565.28	565.28	32.48	36,988.90	1,740.71
J. B. Chemicals & Pharmaceuticals Limited	34,841.80	1.00	1,759.75	50.49	35.66	34.85	18.90	29,233.30	188.37

\*The financial information for our Company is based on the Restated Consolidated Financial Information as at and for the financial year ended March 31, 2024

\*\*The financial information for listed industry peers mentioned above is on a consolidated basis (except for Abbott India Limited, where financial information is available standalone basis) and is sourced from the financial statements of the respective company for the financial year ended March 31, 2024 submitted to the Stock Exchanges.

(1) Basic and Diluted EPS for peers are sourced from the audited financial statements for the relevant year.

- (2) P/E Ratio has been computed based on the closing market price of equity shares on BSE Limited on June 21, 2024, divided by the Diluted EPS
- (3) For listed peers, RoNW is computed as profit attributable to owners of the company divided by Total Equity attributable to the owners of the Company as on March 31, 2024. (4) Net Asset Value ("NAV") is computed as the closing net worth divided by the equity shares outstanding as on March 31, 2024.

For further details of Non-GAAP measures, see "Other Financial Information" on page 409 of the RHP, to have a more informed view Key Performance Indicators ("KPIs")

The KPIs disclosed below have been used historically by our Company to understand and analyse our business performance, which in result, help us in analysing the growth of business in comparison to our peers. The table below sets forth the details of the KPIs that our Company considers have a bearing for arriving at the basis for Offer Price. Bidders can refer to the below-mentioned KPIs to make an assessment of our Company's performance in various business verticals and make an informed decision. All the KPIs disclosed below have been approved and confirmed by a resolution of our Audit Committee dated June 26, 2024. Further, the KPIs disclosed herein have been

acrified by M/s R. B. Sharma and Co., Chartered Accountants, by their certificate dated June 26, 2024. Further, the Audit Committee has on June 26, 2024 taken on record that other than the key performance indicators set out below, our Company has not disclosed any other KPIs during the three years preceding the Red Herring Prospectus with its investors. Our Company confirms that it shall continue to disclose all the KPIs included below in this section on a periodic basis, at least once in a year (or any lesser period as determined by our Board), for a duration that is the later of one year after the date of listing of the Equity Shares of face value of ₹10 each on the Stock Exchange or till the utilization of the Net Proceeds as disclosed in "Objects of the Offer" on page 149 of the RHP, or for such other duration as may be required under the SEBI ICDR Regulations. A list of our KPIs as of and for the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022 is set out below: (in ₹ million, unless otherwise indicated)

Particulars	For the Financial Year ended March 31				
Faiticulais	2024	2023	2022		
Percentage of revenue from operations attributable to sales in India (in %)	48.28	53.16	54.73		
Percentage of revenue from operations attributable to sales outside India (in %)	51.72	46.84	45.27		
EBITDA <sup>(1)</sup>	12,767.82	12,209.41	13,933.81		
EBITDA Margin (in %) <sup>(2)</sup>	19.01	20.24	23.54		
PAT <sup>(3)</sup>	5,275.75	5,618.45	7,025.56		
PAT Margin <sup>(4)</sup>	7.86	9.31	11.81		
RoCE (in %) <sup>(5)</sup>	19.37	22.01	29.69		
Notes:					

- "EBITDA" is defined as earnings before interest, taxes, depreciation, and amortization.
- "EBITDA Margin" is defined as our EBITDA during a given period as a percentage of total income during that period. "PAT" is defined as profit for the year.
- "PAT Margin" refers to refers to profit after tax margin, is calculated by dividing our profit for a given year by total income for that year and is expressed as a percentage "RoCE" is calculated by dividing our EBIT for a given period by Capital Employed (i.e., total equity plus net debt) as of the end of that period. EBITDA, EBITDA Margin, PAT Margin and RoCE are also Non-GAAP measures. For reconciliation of these numbers, see "Other Finance"

Measures" on page 409 of the RHP Description of the historic use of the KPIs by our Company to analyze, track or monitor the operational and/or financial performance of our Company

In evaluating our business, we consider and use certain KPIs, as presented above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Consolidated Financial Information. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies, including peer companies, and hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to Ind AS measures or as an indicator of our operating performance, liquidity, profitability or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use in evaluating our operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Ind AS.

For details of our other operating metrics disclosed elsewhere in the Red Herring Prospectus, see "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" starting on pages 217 and 419 of the RHP, respectively. We have described and defined the KPIs, as applicable, in "Definitions and Abbreviations – Technical/Industry related terms/Abbreviations" on page 12 of the RHP. Bidders are encouraged to review the Ind AS financial measures and to not rely on any single financial or operational metric to evaluate our business. For further details, see "Siks Factors" — Certain Non-GAAP financial measures and other statistical information relating to our operations and financial performance have been included in the Red Herring Prospectus. These Non-GAAP financial measures are not measures of operating performance or liquidity defined by Ind AS and may not be comparable with those presented by other companies" on page 83 of the RHP. Description of the Key Performance Indicators

Set out below is the explanation of the KPIs

S. No.	Metric	Explanation
1.	Percentage of revenue from operations attributable to sales in India	Revenue from operations within India as percentage of revenue from operations provides information regarding the geographic mix of our business.
2.	Percentage of revenue from operations attributable to sales outside India	Revenue from operations outside India as percentage of revenue from operations provides information regarding the geographic mix of our business.
3.	EBITDA	EBITDA is an indicator of the operational profitability and financial performance of our business.
4.	EBITDAMargin	EBITDA Margin provides the financial benchmarking against peers as well as to compare against the historical performance of our business.
5.	PAT	PAT provides information regarding the overall profitability of our business.
6.	PAT Margin	PAT margin is an indicator of the overall profitability of our business and provides the financial benchmarking against peer as well as to compare against the historical performance of our business
7.	Return on Capital Employed (RoCE)	RoCE provides how efficiently our Company generates earnings from the capital employed in our business.

Comparison of Key Performance Indicators of our Company with our listed peers listed in India

Set forth below is a comparison of our KPIs with our peer group companies listed in India and operating in the same industry as our Company, whose business profile is comparable to our business in terms of our size and our business model.

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Particulars	Emcure Pharmaceuti cals Limited		Cipla Limited	Alkem Laboratories Limited	Torrent Pharmaceuti cals Limited	Mankind Pharma Limited	Liiiiilea	J. B. Chemicals & Pharmaceuti cals Limited		
As at and for the fiscal ended March 31, 2022	54.73	20.52	45.16	70.78	55.04	97.60	98.23	49.01		
As at and for the fiscal ended March 31, 2023	53.16	20.52	43.37	70.35	55.82	96.62	98.67	52.06		
As at and for the fiscal ended March 31, 2024	48.28	NA	NA	NA	NA	NA	NA	NA		

### Percentage of revenue from operations attributable to sales outside India

Particulars	Emcure Pharmaceuti cals Limited	Dr. Reddy's Laboratories Limited	Cipla Limited	Alkem Laboratories Limited	Torrent Pharmaceuti cals Limited		Abbott India Limited (Standalone)	J. B. Chemicals & Pharmaceuti cals Limited
As at and for the fiscal ended March 31, 2022	45.27	79.48	54.84	29.22	44.96	2.40	1.77	50.99
As at and for the fiscal ended March 31, 2023	46.84	79.48	56.63	29.65	44.18	3.38	1.33	47.94
As at and for the fiscal ended March 31, 2024	51.72	NA	NA	NA	NA	NA	NA	NA

Earnings before interest, tax, depreciation and amortization ("EBITDA"):

Particulars	Emcure Pharmaceuti cals Limited	Dr. Reddy's Laboratories Limited	Cipla Limited	Alkem Laboratories Limited	Torrent Pharmaceuti cals Limited	Mankind Pharma Limited	Abbott India Limited (Standalone)	J. B. Chemicals & Pharmaceuti cals Limited
As at and for the fiscal ended March 31, 2022	13,933.81	43,224.00	46,387.50	22,006.10	21,431.30	21,998.30	11,649.30	5,826.82
As at and for the fiscal ended March 31, 2023	12,209.41	74,415.00	53,174.00	17,225.50	28,871.90	20,416.28	13,597.80	7,056.93
As at and for the fiscal ended March 31, 2024	12,767.82	88,421.00	68,412.10	24,348.40	35,140.00	28,311.44	17,013.70	9,341.60

(i) "FRITDA" is Non-GAAP financial measures. "FBITDA" is defined as earnings before interest, taxes, depreciation, and amortisation. (ii) For reconciliation of these numbers, see "Other Financial Information - Non-GAAP Measures" on page 409 of the RHP.

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Particulars	Emcure Pharmaceuti cals Limited	Dr. Reddy's Laboratories Limited	Cipla Limited	Alkem Laboratories Limited	Torrent Pharmaceuti cals Limited		Abbott India Limited (Standalone)	J. B. Chemicals & Pharmaceuti cals Limited		
As at and for the fiscal ended March 31, 2022	23.54	19.62	21.04	20.38	24.62	27.58	23.32	23.65		
As at and for the fiscal ended March 31, 2023	20.24	28.93	22.89	14.58	29.87	23.00	24.71	22.34		
As at and for the fiscal ended March 31, 2024	19.01	30.59	25.80	18.76	32.58	26.67	27.90	26.53		

(i) "EBITDA Margin" is Non-GAAP financial measures. "EBITDA Margin" is defined as EBITDA during a given period as a percentage of total income during that period. (ii) For reconciliation of these numbers, see "Other Financial Information - Non-GAAP Measures" on page 409 of the RHP.

Particulars	Emcure Pharmaceuti cals Limited	Dr. Reddy's Laboratories Limited	Cipla Limited	Alkem Laboratories Limited	Torrent Pharmaceuti cals Limited	Mankind Pharma Limited	Abbott India Limited (Standalone)	J. B. Chemicals & Pharmaceuti cals Limited
As at and for the fiscal ended March 31, 2022	7,025.56	21,825.00	25,466.50	16,803.20	7,771.80	14,529.57	7,987.00	3,860.39
As at and for the fiscal ended March 31, 2023	5,618.45	45,073.00	28,328.90	10,068.10	12,452.30	13,096.76	9,494.10	4,100.05
As at and for the fiscal ended March 31, 2024	5,275.75	55,779.00	41,537.20	18,114.60	16,560.00	19,417.72	12,012.20	5,526.30

Notes (i) "PAT" is defined as Profit for the year.

PAT Margin:

Notes.

Particulars	Emcure Pharmaceuti cals Limited	Dr. Reddy's Laboratories Limited	Cipla Limited	Alkem Laboratories Limited	Torrent Pharmaceuti cals Limited		Abbott India Limited (Standalone)	J. B. Chemicals & Pharmaceuti cals Limited
As at and for the fiscal ended March 31, 2022	11.87	9.91	11.55	15.56	8.93	18.21	15.99	15.67
As at and for the fiscal ended March 31, 2023	9.31	17.52	12.20	8.52	12.88	14.75	17.25	12.98
As at and for the fiscal ended March 31, 2024	7.86	19.30	15.66	13.96	15.35	18.29	19.70	15.69

Notes:

(i) "PAT Margin" is a non-GAAP financial measure. "PAT Margin" refers to profit after tax margin, is calculated by dividing our profit for a given year by total income for that year and is expressed as a percentage

Return on Capital Employed ("RoCE"):

Particulars	Emcure Pharmaceuti cals Limited	Dr. Reddy's Laboratories Limited	Cipla Limited	Alkem Laboratories Limited	Torrent Pharmaceuti cals Limited	Mankind Pharma Limited	Abbott India Limited (Standalone)	J. B. Chemicals & Pharmaceuti cals Limited
As at and for the fiscal ended March 31, 2022	29.69	16.04	18.70	23.21	15.51	30.03	1,335.96	24.19
As at and for the fiscal ended March 31, 2023	22.01	27.30	19.68	17.95	20.00	23.71	1,013.84	20.13
As at and for the fiscal ended March 31, 2024	19.37	NA	NA	NA	NA	NA	NA	NA

(I) "EBIT" is Non-GAAP financial measures. "EBIT" is defined as earnings before interest and taxes.

(ii) "RoCE" is Non-GAAP financial measures. "RoCE" is calculated by dividing our EBIT for a given period by Capital Employed (i.e., total equity plus net debt) as of the end of that

(iii) For reconciliation of these numbers, see "Other Financial Information - Non-GAAP Measures" on page 409 of the RHP.

- 1. All the financial information for the Company is derived from the Restated Consolidated Financial Information. For reconciliation of Non-GAAP Measures, see "Other Financial Information - Non-GAAP Measures on page 409 of the RHP.
- 2. The financial information for listed industry peers mentioned above is on a consolidated basis (except for Abbott India Limited, where financial information is available only on a standalone basis) and is sourced from the financial statements of the respective company for the financial year ended March 31, 2024 submitted to the Stock Exchanges. Comparison of KPIs based on additions or dispositions to our business

Our Company has not made any material acquisitions or dispositions to its business during Fiscal 2024, 2023 and 2022. For details regarding acquisitions and dispositions made our Company in the last 10 years, see "History and Certain Corporate Matters— Details regarding material acquisitions or divestments of business/undertakings, mergers or amalgamation, and any revaluation of assets in the last 10 years" on page 268 of the RHP. Justification for Basis for Offer Price

- 1. Price per share of our Company based on primary issuances of Equity Shares of face value of ₹10 each or convertible securities (excluding Equity Shares of face value of ₹10 each issued under the Emcure ESOS 2013) during the 18 months preceding the date of the Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuances")
- Not applicable, since our Company has not issued any Equity Shares or convertible securities (excluding Equity Shares of face value of ₹10 each issued under the Emcure ESOS 2013) during the 18 months preceding the date of the Red Herring Prospectus.
- Price per share of our Company based on secondary sale or acquisition of Equity Shares of face value of ₹10 each or convertible securities (excluding gifts) involving any of the Promoters, members of the Promoter Group, Selling Shareholders or other Shareholders with rights to nominate directors during the 18 months preceding the date of the Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company, in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Secondary Transactions") and the same of the saThere have been no secondary sale/acquisitions of Equity Shares or any convertible securities, where the Promoters, members of the Promoter Group, Selling Shareholders

or the Shareholder(s) having the right to nominate Director(s) in our Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of the Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-Offer  $capital \ before \ such \ transactions \ and \ excluding \ employee \ stock \ options \ granted \ but \ not \ vested), in a \ single \ transaction \ or \ multiple \ transactions \ combined \ together \ over \ a \ span \ a \ span \ depression \ for \ single \ transaction \ single \ single \ transaction \ single \ transaction \ single \ s$ 

Since there are no such transactions to report to under 1 and 2, the following are the details basis the last five primary or secondary transactions (secondary transactions where the Promoters, members of the Promoter Group, Selling Shareholders or Shareholder(s) having the right to nominate Director(s) on our Board, are a party to the transaction), not older than three years prior to the date of the Red Herring Prospectus irrespective of the size of transactions:

Date of allotment/ transaction	No. of Equity Shares	Face value per Equity Share (₹)	Issue price/ Transfer price per Equity Shares (₹)	Nature of allotment/ transaction	Nature of consideration	Total consideration (in ₹ million)				
Primary issuances*										
N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.				
Weighted average cost of acquisition ("WACA") for primary issuance (₹ per Equity Share)^										
		Secon	dary transactions							
July 22, 2021	38,572	10	862.09	Cash	Purchase of Equity Shares each by Satish Ramanlal Mehta from Chandrakant Vittal Shetty	33.25				
WACA for secondary transaction	s (₹ per Equity Share	)^			·	862.09				

\*Our Company has not issued any Equity Shares or convertible securities (excluding Equity Shares of face value of ₹10 each issued under the Emcure ESOS 2013) during the 18 months or three years preceding the date of the Red Herring Prospectus.

^As certified by M/s R. B. Sharma and Co., Chartered Accountants, pursuant to their certificate dated June 27, 2024.

4. WACA, floor price and cap price

The Floor Price is 1.11 times and the Cap Price is 1.17 times the weighted average cost of acquisition based on the primary issuances and secondary transactions as disclosed below:

Types of Transactions	WACA (₹ per Equity Share)*	Floor Price (i.e., ₹ 960)	Cap Price (i.e., ₹ 1,008)					
A. WACA for Primary Issuances	N.A.	N.A.	N.A.					
B. WACA for Secondary Transactions	N.A.	N.A.	N.A.					
Since there were no Primary Issuances or Secondary Transactions, the information has been disclosed for price per sh	are of our Company base	d on the last fi	ve primary or					
secondary transactions where our Promoters, members of our Promoter Group, Selling Shareholders or Shareholder(s)			on our Board,					
are a party to the transaction, during the three years preceding the date of the Red Herring Prospectus irrespective of the size of the transaction, is as below:								
C. Based on primary issuance**	N.A.	N.A.	N.A.					
D. Based on secondary transactions	862.09	1.11	1.17					

\*As certified by M/s R. B. Sharma and Co., Chartered Accountants, pursuant to their certificate dated June 27, 2024.

\*\*The above table excludes Equity Shares of face value of ₹10 each issued under the Emcure ESOS 2013. Detailed explanation for Cap Price being 1.17 times of WACA of primary issuances/ secondary transactions of Equity Shares of face value of ₹10 each (as disclosed above) along with (i) our Company's KPIs and financial ratios for Fiscal 2024, 2023 and 2022 and (b) in view of the external factors which may have influenced the

- We have a long standing market presence and, since we began focusing on Indian domestic branded generics in 1995, we have successfully grown our business, to become (i) the 13th largest pharmaceutical company in India in terms of Domestic Sales for MAT Financial Year 2024, (ii) the 4th largest pharmaceutical company by market share in our Covered Markets in terms of Domestic Sales for MAT Financial Year 2024, and (iii) the largest pharmaceutical company in the gynecology and HIV antivirals therapeutic areas in India in terms of Domestic Sales for MAT Financial Year 2024 (Source: CRISIL Report).
- We have experienced rapid growth in sales in India in recent years. Our sales in India contributed to 48.28% of our total revenue from operations for the Financial Year 2024. Between MAT Financial Year 2020 and MAT Financial Year 2024, our Domestic Sales grew at a CAGR of 9.73%, outperforming the Indian pharmaceutical market ("IPM"), which grew at a CAGR of 8.19%, by 1.19 times (Source: CRISIL Report).
- We were ranked among the five largest pharmaceutical companies by market share in our Covered Markets for the gynecology, cardiovascular, vitamins, minerals and nutrients, HIV antivirals, oncology/anti-neoplastics, blood-related and hormones therapeutic areas, in terms of Domestic Sales for MAT Financial Year 2024 (Source:
- We have a strong focus in the women's healthcare market. We are a market leader in the gynecology therapeutic area in the IPM, where we are ranked 1st and have a 13.53% market share, in terms of Domestic Sales for MAT Financial Year 2024, and our market share was 1.70 times the market share of our next largest competitor in this therapeutic area in the IPM (Source: CRISIL Report)
- We have demonstrated strong capabilities and a proven track record in building brands. Six of our brands were ranked among the 300 highest selling brands in the IPM, in terms of Domestic Sales for MAT Financial Year 2024 (Source: CRISIL Report). We sell our portfolio of differentiated products internationally in over 70 countries. Between the Financial Year 2020 and Financial Year 2024, our exports grew at a CAGR of
- 19.51%, outperforming the overall Indian pharmaceutical exports, which grew at a CAGR of 12.21% during the same period, by 1.60 times (Source: CRISIL Report). We are a research and development ("R&D") driven company with a differentiated product portfolio that includes orals, injectables and biotherapeutics, which has enabled
- us to reach a range of target markets across over 70 countries
- We have 13 manufacturing facilities across India capable of producing pharmaceutical products of a wide range of dosage forms
- 7. The Offer Price is  $[\bullet]$  times of the face value of the Equity Shares.

The Offer Price of ₹[•] has been determined by our Company, in consultation with the BRLMs, on the basis of market demand from Bidders for Equity Shares of face value of ₹10 each, as determined through the Book Building Process, and is justified in view of the above qualitative and quantitative parameters. Bidders should read the above-mentioned information along with "Risk Factors", "Our Business", "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 42, 217, 312 and 419 of the RHP, respectively, to have a more informed view. The trading price of the Equity Shares of face value of ₹10 each could decline due to the factors mentioned in the "Risk Factors" on page 42 of the RHP and you may lose all or part of your investments.

FOR FURTHER DETAILS. SEE "BASIS FOR OFFER PRICE" ON PAGE 163 OF THE RHP

...continued from previous page.



SEBI Registration No.: INM000008704

Place: Pune

Date: June 27, 2024

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ASBA has to be availed by all the investors except anchor investors. UPI may be availed by (i) Retail Individual Investors in the Retail Portion; (ii) Non-Institutional Investors is also available on the website of Association of Investment Bankers of India ("AIBI") and Stock Exchanges and in the General Information Document. ASBA bid-cum-application forms can be downloaded from the websites of the Stock Exchanges and can be obtained from the list of banks that is displayed on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=35 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=35 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=43, respectively as updated from time to time. For the list of UPI apps and banks live on IPO, please refer to the link: www.sebi.gov.in. UPI Bidders Bidding using the UPI mechanism may apply through the SCSBs and mobile applications whose names appear on the website of SEBI, as updated from time to time. HDFC Bank Limited and Axis Bank Limited a

#### THE EQUITY SHARES OF OUR COMPANY WILL GET LISTED ON MAIN BOARD PLATFORM OF BSE AND NSE

In case of any revision in the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days after such revision of the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Syndicate Member and by intimation to the Self-Certified Syndicate Banks ("SCSBs") of the Perional Authority of

other Designated Intermediaries and the Sponsor Bank(s), as applicable.

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations and in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs", and such portion, the "QIB Portion"), provided that our Company may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations (the "Anchor Investor Portion"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. In the event of undersubscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares of face value of ₹10 each shall be added to the remaining QIB Portion ("Net QIB Portion"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from the Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares of face value of ₹10 each available for allocation will be added to the remaining QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders ("Non-Institutional Portion") in accordance with the SEBI ICDR Regulations, out of which (a) one-third of such portion shall be reserved for Bidders with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Bidders. Further, not less than 35% o

Bidders/ Applicants should ensure that DP ID, PAN, Client ID and UPI ID (for UPI Bidders bidding through the UPI Mechanism) are correctly filled in the Bid cum Application Form. The DP ID, PAN and Client ID provided in the Bid cum Application Form should match with the DP ID, PAN, Client ID available in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active. Bidders/Applicants should note that on the basis of the PAN, DP ID, Client ID and UPI ID (for UPI Bidders bidding through the UPI Mechanism) as provided in the Bid cum Application Form, the Bidder/Applicant may be deemed to have authorised the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for giving Allotment Advice or unblocking of ASBA Account or for other correspondence(s) related to the Offer. Bidders/Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay

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resulting from failure to update the Demographic Details would be at the Bidders'/Applicants' sole risk. Investors must ensure that their PAN is linked with Aadhaar LMs, and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021, read with press release dated September 17, 2021 and CBDT circular no.7 of 2022, dated March 30, 2022 read with press release dated March 28, 2023 and any subsequent press releases in this regard.

Contents of the Memorandum of Association of our Company as regards its objects: For information on the main objects of our Company, please see the section "History"

and Certain Corporate Matters" on page 265 of the RHP. The Memorandum of Association of our Company is a material document for inspection in relation to the Offer. For further details, please see the section titled "Material Contracts and Documents for Inspection" on page 522 of the RHP.

Liability of the members of our Company: Limited by shares

Amount of share capital of our Company and Capital structure: As on the date of the RHP, the authorised share capital of the Company is ₹ 2,500,000,000 divided into 250,000,000 Equity Shares of face value ₹ 10 each. The issued, subscribed and paid-up share capital of the Company is ₹ 1,811,521,160 divided into 181,152,116 Equity Shares of face value ₹ 10 each. For details, please see the section titled "Capital Structure" on page 116 of the RHP.

Names of signatories to the Memorandum of Association of our Company and the number of Equity Shares subscribed by them: The initial signatories to the Memorandum of Association of our Company and the number of Equity Shares subscribed by them: The initial signatories to the Memorandum of Association of our Company are Ramanlal Ambalal Mehta and Satish Ramanlal Mehta who subscribed to 10 equity shares each bearing face value of ₹100 each. For details of the share capital history of our Company, please see the section titled "Capital Structure" on page 116 of the RHP.

Listing: Our Company has received "in-principle" approvals from BSE and NSE for the listing of the Equity Shares of face value of ₹10 each pursuant to letters each dated March 28, 2024. The Equity Shares of face value of ₹10 each offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges, being BSE and NSE. For the purposes of the Offer, NSE is the Designated Stock Exchange. A signed copy of the Red Herring Prospectus has been filed with the RoC and a signed copy of the Prospectus shall be

delivered to the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents that will be available for inspection from the date of the Red Herring Prospectus up to the Bid/Offer Closing Date, see "Material Contracts and Documents for Inspection" on page 522 of the RHP.

Disclaimer Clause of the Securities and Exchange Board of India ("SEBI"): SEBI only gives its observations on the offer documents and this does not constitute approval of either the Offer or the specified securities or the offer document. The investors are advised to refer to page 468 of the RHP for the full text of the disclaimer clause of SEBI.

Disclaimer Clause of NSE (Designated Stock Exchange): It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to page 471 of the RHP for the full text of the Disclaimer Clause of NSE.

Disclaimer Clause of BSE: It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the Red Herring Prospectus

has been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the Red Herring Prospectus. The investors are advised to refer to page 471 of the Red Herring Prospectus for the full text of the Disclaimer Clause of BSE.

General Risk: Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of the Red Herring Prospectus. Specific attention of the Bidders is invited to "Risk Factors" on page 42 of the RHP.

SEBI Registration No.: INR000004058

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	BOOK RUNNING	REGISTRAR TO THE OFFER	COMPANY SECRETARY AND COMPLIANCE OFFICER								
<b>Exercise kotak</b> * Investment Banking	AXIS CAPITAL	Jefferies	J.P.Morgan	<b>LINK</b> Intime	Chetan Rajendra Sharma Plot No. P-1 & P-2, IT-BT Park, Phase-II, M.I.D.C., Hinjawadi, Pune - 411 057, Maharashtra, India						
Kotak Mahindra Capital Company Limited  1st Floor, C-27 BKC, Plot No. 27, 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra, India  Tel: + 91 22 4336 0000  E-mail: emcure.ipo@kotak.com	Axis Capital Limited  1st Floor, Axis House, C-2 Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai - 400 025, Maharashtra, India Tel: +91 22 4325 2183  E-mail: emcure.jpo@axiscap.in	Jefferies India Private Limited 16" Floor, Express Towers, Nariman Point, Mumbai - 400 021, Maharashtra, India Tel: +91 22 4356 6000 E-mail: Emcure.IPO@jefferies.com Website: www.jefferies.com	J.P. Morgan India Private Limited J.P. Morgan Tower, Off CST Road, Kalina, Santacruz East, Mumbai - 400 098, Maharashtra, India Tel: + 91 22 6157 3000 E-mail: EMCURE_IPO@jpmorgan.com Website: www.iomiol.com	Link Intime India Private Limited C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083, Maharashtra, India Tel: + 91 810 811 4949 E-mail: emcure.ipo@linkintime.co.in Website: www.linkintime.co.in	Tel: +91 20 3507 0033; +91 20 3507 0000  E-mail: investors@emcure.com  Investors may contact the Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related grievances including non-receipt of letters of Allotment, non-credit						
Website: https://investmentbank.kotak.com Investor grievance e-mail: kmccredressal@kotak.com Contact Person: Ganesh Rane	Website: www.axiscapital.co.in	Investor grievance e-mail: jipl.grievance@jefferies.com Contact Person: Suhani Bhareja	Investor grievance e-mail: investorsmb.jpmipl@jpmorgan.com Contact Person: Aanchal Mittal/ Saarthak Soni	Investor grievance e-mail: emcure.ipo@linkintime.co.in Contact Person: Shanti Gopalkrishnan	of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints. Investors may						

AVAILABILITY OF THE RHP: Investors are advised to refer to the RHP and the section titled "Risk Factors" on page 42 of the RHP, before applying in the Offer. A copy of the RHP shall be available on website of SEBI at www.sebi.gov.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and the website of the Company at www.emcure.com and on the websites of the BRLMs, i.e. Kotak Mahindra Capital Company Limited, Axis Capital Limited, and J.P. Morgan India Private Limited at https://investmentbank.kotak.com, www.axiscapital.co.in, www.jefferies.com and www.invited company Limited, and J.P. Morgan India Private Limited at https://investmentbank.kotak.com, www.axiscapital.co.in, www.jefferies.com and www.invited company Limited, and J.P. Morgan India Private Limited at https://investmentbank.kotak.com, www.axiscapital.co.in, www.jefferies.com and www.invited company Limited, and J.P. Morgan India Private Limited at https://investmentbank.kotak.com, www.axiscapital.co.in, www.jefferies.com and www.invited company Limited, and J.P. Morgan India Private Limited at https://investmentbank.kotak.com, www.axiscapital.co.in, www.jefferies.com and www.invited company Limited, and J.P. Morgan India Private Limited at https://investmentbank.kotak.com, www.axiscapital.co.in, www.jefferies.com and www.invited company Limited, and J.P. Morgan India Private Limited at https://investmentbank.kotak.com, www.axiscapital.co.in, www.jefferies.com and www.invited company Limited, and J.P. Morgan India Private Limited at https://investmentbank.kotak.com, www.axiscapital.co.in, www.jefferies.com and www.invited company Limited, and J.P. Morgan India Private Limited at https://investmentbank.kotak.com, www.axiscapital.co.in, www.jefferies.com and www.invited company Limited, and J.P. Morgan India Private Limited at https://investmentbank.kotak.com, www.axiscapital.co.in, www.jefferies.com, www.jefferies.com, www.jefferies.com, www.jefferies.co

SEBI Registration No.: INM000002970

SEBI Registration No.: INM000011443

Availability of the Abridged Prospectus: A copy of

Sub-Syndicate Members: Amrapali Capital & Finance Services Limited, Anand Rathi Share & Stock Brokers Limited, Anand Share Consultancy, ANS Pvt Limited, Ashwani Dandia & Co, Asit C. Mehta Investment Interrmediates Ltd, Axis Securities Limited, Bonanza Portfolio Limited, Centrum Broking Limited, Dalal & Broacha Stock Broking Private Limited, Finwizard Technology Pvt Limited, Graj & Co. (Consultants) Limited, Graj & Co. (Consultants) Limited, Graj & Co. (Consultants) Limited, HDFC Securities Limited, ICICI Securities Limited, Johanputra Fiscal Services Private Limited, Kalpataru Multiplier Limited, Keynote Capital Market Services Limited, Lakshmishree Investment & Securities Pvt Limited, LKP Securities Limited, Narwadi Shares & Finance, Motilal Oswal Securities Limited, Prabhudas Lilladher Pvt Limited, Prabhudas Lilladher Pvt Limited, Pravin Ratilal Share & Stock Brokers Limited, RR Equity Brokers Private Limited, SBICAP Securities Limited, Sharekhan Ltd, SMC Global Securities Limited, Infance and Stock Brokers Limited, Rather and Investment Limited, SBICAP Securities Limited, Sance Rather and Investment Limited, Rather and Investment Limited, SBICAP Securities Limited, Sance Rather and Investment Limited, SBICAP Securities Limited, SBICAP Se

Escrow Collection Bank and Refund Bank: HDFC Bank Limited

• Sponsor Banks: HDFC Bank Limited and Axis Bank Limited.

• Sponsor Banks: HDFC Bank Limited and Axis Bank Limited.

 $All \ capitalized \ terms \ used \ herein \ and \ not \ specifically \ defined \ shall \ have \ the \ same \ meaning \ as \ ascribed \ to \ them \ in \ the \ RHP.$ 

For **Emcure Pharmaceuticals Limited**On behalf of the Board of Directors
Sd/
Chetan Rajendra Sharma

Company Secretary and Compliance Officer

also write to the BRLMs.

Emcure Pharmaceuticals Limited is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public offering of its Equity Shares and has filed the RHP with RoC on June 26, 2024. The RHP shall be available on the website of SEBI at www.sebi.gov.in, as well as on the websites of the Stock Exchanges i.e. BSE and NSE at www.bseindia.com and www.nseindia.com, respectively, on the website of the Company at www.emcure.com and on the websites of the BRLMs, i.e. Kotak Mahindra Capital Company Limited, Axis Capital Limited, Jefferies India Private Limited at https://investmentbank.kotak.com, www.axiscapital.co.in, www.jefferies.com and www.jpmipl.com, respectively. Any potential investors should not rely on the DRHP and Addendum filed with SEBI for making any investment decision and instead should place reliance on the RHP.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("U.S. Securities Act,"), or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States absent registration under the U.S. Securities Act, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (i) in the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) pursuant to Section 4(a) of the U.S. Securities Act, and (ii) outside the United States in offshore transactions as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales are made. There will be no public offering of the Equity Shares in the United States.