

सहायक महाप्रबंधक**Assistant General Manager****RAC-निर्गम एवं सूचीबद्धता प्रभाग-1 / RAC-Division of Issues and Listing-1****निगम वित्त विभाग / Corporation Finance Department****SEBI/CFD/RAC-DIL1/2025/10117****April 3, 2025****JM Financial Limited**

7th Floor, Cnergy Appasaheb
Marathe Marg, Prabhadevi,
Mumbai – 400 025
Maharashtra, India

Kind Attention: Mr. Arjun Mehra

महोदय,
Dear Sir,

**विषय /Sub: Anthem Biosciences Limited का प्रस्तावित आईपीओ / Proposed IPO of
Anthem Biosciences Limited**

उपरोक्त से संबंधित प्रारूप प्रस्ताव दस्तावेज (ड्राफ्ट ऑफर डॉक्यूमेंट), भारतीय प्रतिभूति और विनियम बोर्ड (सेबी) द्वारा मांगे गए स्पष्टीकरणों और उसके संबंध में दिए गए उत्तरों के संदर्भ में, यह सूचित किया जाता है कि इनकी जाँच करने पर यह पाया गया है कि इनमें कमियाँ हैं / भारतीय प्रतिभूति और विनियम बोर्ड [पूँजी का निर्गमन (इश्यू) और प्रकटीकरण अपेक्षाएँ] विनियम, 2018 [सेबी (इश्यू ऑफ कैपिटल एंड डिस्क्लोज़र रिकायरमेंट्स, 2018) के प्रावधानों और दिए गए अनुदेशों का पालन नहीं किया गया है, और आपके लिए यह जरूरी है कि आप स्टॉक एक्सचेंज और / या कंपनी रजिस्ट्रार के पास प्रस्ताव दस्तावेज दाखिल करने से पहले उन कमियों को दूर करें और संबंधित प्रावधानों तथा दिए गए अनुदेशों का पालन करें। उपरोक्त के संबंध में की गई टिप्पणियों का और जिन शर्तों आदि का पालन किया जाना है, उनका जिक्र संलग्नक 'I' और संलग्नक 'II' में किया गया है। कृपया यह भी नोट करें कि संलग्नक में जो कमियाँ बताई गई हैं / कुछ और प्रकटीकरण (डिस्क्लोज़र) करने की बात कही गई है, यह सब आपको केवल उदाहरण के तौर पर ही बताया गया है। यह सुनिश्चित करने की जिम्मेदारी आपकी है कि सभी और सही प्रकटीकरण किए जाएं।

With reference to the draft offer document in respect of captioned issue, clarifications sought by SEBI and the replies submitted therein, it is stated that on scrutiny of the same, deficiencies / instances of non-compliance of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred to as SEBI (ICDR) Regulations, 2018) and instructions have been observed, which are required to be rectified / complied with by you before filing the offer document with the Stock Exchange and/ or ROC. Observations on the captioned issue and other conditions to be complied with are indicated in Annexure 'I' and 'II'. It may be noted that the deficiencies / requirement of additional disclosures listed in the Annexure are merely illustrative and not exhaustive. It is your responsibility to ensure full and true disclosures.

1. बुक रनिंग लीड मैनेजर होने के नाते, आप यह सुनिश्चित करेंगे कि स्टॉक एक्सचेंज / कंपनी रजिस्ट्रार के पास प्रस्ताव दस्तावेज दाखिल करने से पहले संलग्नक में दी हुई टिप्पणियों / शर्तों आदि के अनुसार

प्रस्ताव दस्तावेज में बदलाव कर लिए जाएं। कंपनी रजिस्टर / स्टॉक एक्सचेंज के पास अंतिम प्रस्ताव दस्तावेज दाखिल करने से पहले आपको हमें एक पत्र भेजकर इस बात की पुष्टि करनी होगी कि अपेक्षानुसार बदलाव कर लिए गए हैं और साथ ही यह भी बताना होगा कि प्रत्येक टिप्पणी / शर्त आदि के अनुसार बदलाव कैसे किए गए हैं। इसके अलावा और कोई भी बदलाव सेबी से लिखित सहमति लिए बिना नहीं किए जाएंगे।

As Book Running Lead Manager (LM), you shall ensure that all changes are effected based on the observations/ conditions contained in the Annexure before you file the offer document with the stock Exchange/ ROC. A letter confirming these changes and explaining, in seriatim, the manner in which each observation / condition has been dealt with along with your comments should be submitted to us, before filing the final offer document with ROC / Stock Exchange. **NO FURTHER CHANGES SHOULD BE EFFECTED WITHOUT SPECIFIC WRITTEN CONSENT OF SEBI.**

2. यह स्पष्ट किया जाता है कि भारतीय प्रतिभूति और विनियम बोर्ड (सेबी) के पास प्रस्ताव दस्तावेज (ऑफर डॉक्यूमेंट) दाखिल करने का अर्थ किसी भी तरह से यह न लगाया जाए कि सेबी द्वारा इसे मंजूरी प्रदान कर दी गई है। सेबी न तो इस बात की कोई जिम्मेदारी लेता है कि जिस स्कीम या परियोजना (प्रोजेक्ट) के लिए निर्गम (इश्यू) लाए जाने का प्रस्ताव है उसकी वित्तीय स्थिति अच्छी है और न ही इस बात की जिम्मेदारी लेता है कि प्रस्ताव दस्तावेज में दी गई जानकारी या व्यक्त की गई राय सही है। अग्रणी प्रबंधकों (लीड मैनेजर्स) ने यह प्रमाणित किया है कि प्रस्ताव दस्तावेज में जो प्रकटीकरण (डिस्क्लोज़र) किए गए हैं वे मोटे तौर पर पर्याप्त हैं और जो प्रकटीकरणों (डिस्क्लोज़र) तथा निवेशक संरक्षण के संबंध में उस समय लागू सेबी के विनियमों के प्रावधानों के अनुसार किए गए हैं। अग्रणी प्रबंधक यह भी सुनिश्चित करेंगे कि ऐसा भारतीय प्रतिभूति और विनियम बोर्ड [पैंजी का निर्गमन (इश्यू) और प्रकटीकरण अपेक्षाएँ विनियम, 2018 [सेबी (इश्यू ऑफ कैपिटल एंड डिस्क्लोज़र रिकायरमेंट्स) रेग्यूलेशन्स, 2018] के अनुसार भी किया जाए। ऐसा करना इसलिए जरूरी है, ताकि निवेशक प्रस्तावित निर्गम (इश्यू) में निवेश करने के संबंध में सोच-समझकर निर्णय ले सकें।

It is to be distinctly understood that submission of offer document to SEBI should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or the project for which the issue is proposed to be made or for the correctness of the statements made or opinions expressed in the offer document. The LMs have certified that the disclosures made in the offer document are generally adequate and are in conformity with SEBI regulations for disclosures and investor protection in force for the time being. The LMs are advised to ensure the same with respect to SEBI (ICDR) Regulations, 2018. This requirement is to facilitate investors to take an informed decision for making investment in the proposed issue.

3. यह भी पूरी तरह से स्पष्ट किया जाता है कि यद्यपि इस बात की जिम्मेदारी मुख्य रूप से निर्गमकर्ता (इश्युअर) कंपनी की होती है कि प्रस्ताव दस्तावेज में समस्त जरूरी जानकारी प्रकट की जाए और जो सही और पर्याप्त हो, फिर भी अग्रणी प्रबंधकों (लीड मैनेजर्स) से अपेक्षित है कि वे यह सुनिश्चित करने के लिए पूरी तत्परता (ज्यू डिलिजेंस) बरतें कि कंपनी अपनी जिम्मेदारियाँ सही ढंग से निभाए, और इसी उद्देश्य से अग्रणी प्रबंधकों ने भारतीय प्रतिभूति और विनियम बोर्ड (मर्चेंट बैंककार) विनियम, 1992 [सेबी (मर्चेंट बैंकर्स) रेग्यूलेशन्स, 1992] के अनुसार सेबी के पास पूरी तत्परता बरते जाने के संबंध में तारीख December 31, 2024 का प्रमाणपत्र (ज्यू डिलिजेंस सर्टिफिकेट) प्रस्तुत किया है।

It should also be clearly understood that while the Issuer Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in the offer document, the LMs are expected to exercise Due Diligence to ensure that the Company discharges its responsibility adequately in this behalf and towards this purpose, the LMs have furnished to SEBI a Due Diligence Certificate dated December 31, 2024, in accordance with SEBI (Merchant Bankers) Regulations, 1992.

4. हालाँकि, कंपनी प्रस्ताव दस्तावेज दाखिल कर देने से ही कंपनी अधिनियम, 2013 की धारा 34 के तहत दी गई किसी भी बाध्यता से मुक्त नहीं हो जाती या वह कानूनी प्रावधानों के अनुसार ली जाने वाली मंजूरी या ऐसी कोई अन्य मंजूरी लेने से मुक्त नहीं हो जाती, जो प्रस्तावित निर्गम के संबंध में लेनी जरूरी हो। हालाँकि, सेबी प्रस्ताव दस्तावेज में कोई अनियमितता या कमी पाए जाने पर कभी भी अग्रणी प्रबंधकों के खिलाफ कार्रवाई कर सकता है।

The filing of offer document does not, however, absolve the company from any liabilities under Section 34 of the Companies Act, 2013 or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed issue. SEBI further reserves the right to take up, at any point of time, with the LMs any irregularities or lapses in offer document.

5. किसी भी प्रचार सामग्री या विज्ञापन में ऐसा कुछ भी उल्लेख नहीं किया जाएगा, जो प्रारूप प्रस्ताव दस्तावेज (ड्राफ्ट ऑफर डाक्यूमेंट) में दी गई जानकारी से भिन्न हो। इस संबंध में आपका ध्यान विशेष रूप से कंपनी अधिनियम, 2013 की धारा 36 के प्रावधानों की ओर आकर्षित किया जाता है।

Any publicity materials / advertisements should not contain matters extraneous to the information contained in the draft offer document. **Attention is specifically drawn to the provisions of Section 36 of the Companies Act, 2013.**

6. अग्रणी प्रबंधक यह सुनिश्चित करें कि भारतीय प्रतिभूति और विनियम बोर्ड [पूँजी का निर्गमन (इश्यू) और प्रकटीकरण अपेक्षाएँ] विनियम, 2018 के विनियम 25(1) और अनुसूची-III के अनुसार उपरोक्त निर्गम (इश्यू) के संबंध में फाइलिंग फीस की गणना किस प्रकार की गई है उसका एक विस्तृत विवरण, यथास्थिति, कंपनी रजिस्ट्रार के यहाँ प्रॉस्पेक्टस दाखिल किए जाने के सात दिनों के भीतर / स्टॉक एक्सचेंज के पास प्रस्ताव-पत्र (लेटर ऑफ ऑफर) दाखिल किए जाने के सात दिनों के भीतर, सेबी के पास प्रस्तुत कर दिया जाए और साथ ही अब तक अदा की गई फाइलिंग फीस का ब्यौरा भी दिया जाए।

The LMs are advised to ensure that a detailed calculation of filing fees in relation to the captioned issue in terms of regulation 25(1) and Schedule III of the SEBI (ICDR) Regulations, 2018 is submitted to SEBI within seven days of filing the Prospectus with ROC/ within seven days of filing the Letter of Offer with the stock exchange, as the case may be, along with details of filing fees paid till date.

आपने जो फीस अदा की है, यदि वह वास्तव में अदा की जाने वाली फीस से कम हो, तो ऐसे में अग्रणी प्रबंधक यह सुनिश्चित करेंगे और इस बात की पुष्टि करेंगे कि सेबी को शेषफीस अदा किए जाने के संबंध में इन विनियमों की अनुसूची-III के प्रावधानों का पालन किया गया है।

If filing fees paid by you is less than the actual fees required to be paid, the LMs are advised to ensure and confirm compliance with the provisions of Schedule III of the said Regulations in regard to payment of the balance fees to SEBI.



आपने जो फीस अदा की है, यदि वह वास्तव में अदा की जाने वाली फीस से अधिक हो, तो ऐसे में आप सेबी को सूचित करेंगे कि कितनी फीस लौटाई जानी है, साथ ही आप यह भी बताएंगे कि आपने लौटाई जाने वाली फीस की रकम की गणना कैसे की है और सेबी को किसके नाम पर चेक जारी करना होगा।

If filing fees paid by you are more than the actual fees required to be paid, you are advised to inform SEBI about the amount to be refunded, along with detailed calculation of amount refundable and name of the person in whose favour the cheque may be issued by SEBI.

7. प्रस्तावित निर्गम (इश्यू) इस अभिमत पत्र के जारी होने की तारीख से 12 महीनों के भीतर पैसा लगाने (अभिदान करने / सब्स्क्रिप्शन) के लिए खोला जा सकता है।
The proposed issue can open for subscription within a period of 12 months from the date of issuance of this observation letter.
8. आपसे अनुरोध है कि इस पत्र की प्राप्ति के दिवस के भीतर अपना उत्तर 15 प्रस्तुत करें।
You are requested to submit your response within 15 days of the receipt of this letter.

Place: Mumbai



Ashish Singh Solankey

Annexure I

OBSERVATIONS

1. Please refer to our letter / email dated January 28, 2025 and your reply vide letter dated February 19, 2025 and all other correspondences exchanged. In the above regard, LM is advised to ensure that the changes made pursuant to our initial clarifications and all correspondences exchanged are duly incorporated in the updated DRHP/ RHP/ Prospectus.
2. These observations while referring to a specific chapter or point, however the LM shall ensure to disclose the same across all pages/chapters where the same/similar matter occurs in the DRHP. The BRLM shall also ensure that these disclosures are made in all filings with SEBI as and when by the BRLM or wherever they are involved in the filing in any manner.
3. Wherever the LM has undertaken to modify the Risk Factors in its replies, the same shall be duly modified and incorporated in the updated DRHP/ RHP/ Prospectus.
4. Wherever the LM has mentioned “*Noted for compliance*” or “*Complied with and noted for compliance*” in its replies, LM shall ensure that the same are duly complied with.
5. The LM is advised to ensure that in the entire DRHP, the language used is lucid, usage of abbreviations is limited, abbreviations to be used in the para, if already quoted in the same page /heading, any expressions, jargons or nomenclatures from other languages or not commonly used, are explained clearly at every place where they are used.

Summary of the Offer Document

6. LM is advised to disclose the business (CRDMO) and revenue model of company with details of how the revenue of the company is generated; and vertical wise revenue generated *i.e* New Chemical Entity (“NCE”) and New Biological Entity (“NBE”), and the amount of spending in R&D in past 3 financial years.
7. LM is advised to substantiate the statement with data “*Innovation driven and technology focussed....*”.
8. LM is advised to substantiate the statement “*New Chemical Entity (“NCE”) and New Biological Entity (“NBE”) capabilities*” as disclosed by company, along with details of companies / competitors and relevant data regarding the same. Further, disclose cross reference to page where such data is disclosed in the DRHP.
9. LM is advised to explain as to why the conversion of CCPS has not been included in the calculation of weighted average cost of acquisition. (Page 27)
10. LM is advised to disclose the BO details of Viridity Tone LLP and Portsmouth Technologies LLC at suitable section of DRHP.

11. LM is advised to confirm and disclose compliance with eligibility of shares offered for OFS by selling shareholders with point wise details of compliance of Regulation 8 of SEBI (ICDR) Regulations. Further, disclose in the tabular format, the details of shares acquired by Promoters in the last one year along with the price and confirmation whether these shares form part of OFS.
12. LM is advised to disclose details of the loan given to Neoanthem Life Sciences Private Limited in a suitable Risk Factor.
13. Page no. 24 and also Risk Factor 26 and at page 347 - Summary of outstanding litigation - irrespective of materiality, count of cases and cumulative claim amount to be specified.
14. Page no. 25 - LM is advised to disclose name of the group company for which corporate guarantee has been provided.
15. Page no. 28 and 29 - LM is advised to disclose in simple language whether the transfer of equity shares was made at / below fair market value of equity shares.

Risk Factors

16. LM is advised to ensure that the disclosure of Risk Factors is based on materiality, to be supported by quantifiable data to bring out the risk and to make cross-reference the exact page no. of DRHP, wherein the details of information has been disclosed.
17. Every Risk Factor shall be provided with a cross-reference to the detailed description of the facts/reasons in the updated DRHP / RHP, wherever applicable. Any past instances in the last three financial years and stub period and their impact, if material, shall be disclosed in Risk Factors.
18. Risk Factor 2 - LM to substantiate with details of approvals / update status regarding *“repurposing such facility for another project, which is expected to commence operations in the first half of 2025”* mentioned therein. Further, LM is advised to disclose past instances of *“failure of molecule and withdrawal of a commercialized molecules”* in past 3 financial years as a separate Risk Factor under suitable heading. Include disclosures regarding failure to obtain approvals, projects aborted, withdrawal of molecules, etc. in the separate Risk Factor.
19. Risk Factor 4 - LM to disclose the average period of delivery including the R&D, instances of delays in products, failed products, success rate of R&D and impact of same in past 3 financial years as a separate Risk Factor.
20. Risk Factor 6 - LM is advised to disclose major observations / actions of USFDA / other regulatory authorities, inspections, penalties paid / damages / other actions/ failure to pass the audit tests of products in past 3 financial years. LM is advised to disclose details of inspections by top 10 customers, if any.

21. Risk Factor 7 - LM is advised to substantiate with details / update on Unit-III commencement. Further, disclose instances delays in production in past 3 financial years.
22. Risk Factor 9 - LM is advised to disclose the transfer price and tax related obligations of Promoters in view of the gains. LM to also disclose the reasons for transfer at the lower price and the relevant valuation parameters in the Risk Factor. Disclose details of valuation report obtained for the purpose of transfer at the specified price. The valuation report to be included in material documents for inspection. Further, LM is advised to disclose in brief, details of agreement, agreed consideration and whether the transfer was made at fair market value of the equity shares.
23. Risk Factor 14 - LM is advised to disclose complete details on revenue sharing arrangement or any other arrangement. Further, disclose whether the transactions with Davos Pharma will be subject to shareholder approval.
24. Risk Factor 19 - LM is advised to disclose in brief, details of objections filed against company's pending IPRs in India.
25. Risk Factor 26 - LM is advised to modify the disclosure to state that there have been litigations related to quality / approval in the past as disclosed in the section titled "*Outstanding Litigation and Material Developments*".
26. Page no. 35 & also Risk Factor 14 - Details regarding arrangement with DavosPharma needs to be disclosed as it's an affiliate of an existing shareholder / while issuer doesn't pay sales and marketing expenses or commission, what is the extent of the same as recovered by DavosPharma from the clients - to affirm if is arm's length pricing & in the ordinary course of business to have such arrangement and that the arrangement is reviewed by its audit committee annually.
27. Risk Factor 19 - while info on Intellectual Property is up to December 2024, the status of instances of infringing is only till September 2024 - should be consistent and for the same period
28. Risk Factor 21 - while the issuer is explicit about not hedging foreign exchange risk, disclose any foreign exchange liabilities or foreign exchange linked loans.
29. Risk Factor 31 - to specify credit ratings for the bank borrowings for the stub period and last three fiscal.
30. Risk Factor 33 - the counter party credit risk of davospharma to be brought out. Also to indicate whether has any export credit risk insurance or export credit guarantee have been obtained, if so add a mention in Risk Factor 39.
31. Risk Factor 46 - Labour laws allow formation of unions, mere formation of union or membership of union cannot be called a risk, failure to address labour or employee concerns can lead to various situations cited can be specified.

32. Risk Factor 63 - the issuer uses mediation or arbitration terms in their agreements, to bring out the legal issues posed in enforcement of the same.

Additional Risk Factors

LM is advised to include separate Risk Factor under appropriate heading disclosing the risk involved on following points:

33. Stringent regulatory requirements (FDA, EMA, CDSCO etc.) for drug development and manufacturing.

34. Evolving regulatory landscape that requires continuous adaptation.

35. Risk of IP infringement or legal disputes over proprietary technologies.

36. Challenges in protecting trade secrets and confidential client data.

37. Dependency on licensing agreements that may lead to contractual risks.

38. Dependence on skilled workforce, with attrition leading to knowledge loss.

39. Availability of alternative formulations at lesser cost and competition risk along with market share data of competitors.

40. Potential for quality deviations leading to product recalls or regulatory actions.

41. Contamination risks in manufacturing impacting product integrity.

42. Workplace safety hazards due to handling of hazardous chemicals and biological agents.

43. High capital investment requirements for R&D and facility expansions.

44. Payment delays or defaults from clients impacting cash flow.

45. Foreign exchange risks in global contracts.

46. Intense competition from global CDMOs affecting pricing and profitability.

47. Dependency on limited clients or therapeutic areas leading to revenue concentration risks.

48. Rapid advancements in technology requiring continuous investment in innovation.

Other Sections

49. LM to clarify as why the confirmation regarding the KPI disclosed to investors as provided in SEBI ICDR regulations has not been disclosed in the DRHP. LM to submit the confirmation regarding the same and include the same as material documents for inspection. LM to clarify the due diligence process carried out in this regard. LM to update the KPIs as on date and obtain the requisite confirmations in this regard.

50. LM to confirm and disclose that all special rights to existing shareholder shall cease to exist at the time of listing.

51. LM is advised to disclose the lifecycle of development of products along with duration of such products developed / manufactured by company in past 3 financial years along with list of successful, ongoing and non-successful products.
52. Page no. 78 - disclose the name of signing partner, email address and contact person at the law firm / legal counsel.
53. Page no. 86 - LM is advised to confirm whether buy-back undertaken by company in January, 2024 was in compliance with relevant laws and regulations and disclose reasons for the buyback.
54. Page no. 94 - LM is advised to disclose names and details of partners of Viridity Tone LLP.
55. Page no. 100 - Disclose the percentage of equity shares that underpin the ESOP.
56. Page no. 103 - LM is advised to disclose that IPO expenses shall be borne by Selling shareholders irrespective of the IPO listing.
57. Page no. 111 - reconsider the format of the table.
58. Page no. 138 - LM is advised to disclose Key challenges faced by pharma companies across drug lifecycle in a suitable Risk Factor.
59. Page no. 154 - LM is advised to disclose Challenges and risks for CRDMOS in a suitable Risk Factor.
60. Page no. 221 - LM is advised to ensure the details/ updates in relation to Upside Sharing arrangement shall be disclosed to Stock Exchanges also.
61. Page no. 216 - disclose if the issuer has any shops or establishments per the state specific shops and establishments acts. W.r.t. intellectual property, given the mention that issuer has global patents as well, to add about the overseas laws governing such patents.
62. Key Regulations and Policies - to add a section on securities law applicability from time of commencement of issue process.
63. Page no. 219 - in major events and milestones, no mention made of the amalgamation of anthem cellulations.
64. Page no. 220 - provide clear confirmation that no guarantees issued by promoters irrespective of whether offering shares or not.
65. Page no. 225 - specify which companies are listed and unlisted / nonprofits, if any to be also specified; foreign companies to also have country of incorporation.
66. Page no. 225 - disclose relevant information of Anthem Bio Pharma Private Limited.
67. Page no. 246 - among the entities said to be part of promoter group, specify the specific promoter linked to the entity.

68. Page no. 270 - to specify the percentage of equity share capital and total capital that the investment constitutes.

69. LM is advised to delete references to reimbursement of expenses by selling shareholders to company and clearly disclose that IPO expenses shall be deducted from OFS proceeds and balance amount shall be paid to selling shareholders.

70. Page no. 284 - LM is advised to explain the heading "Fair value hierarchy" for disclosure of Amortized cost of financial liabilities.

71. LM is advised to disclose ageing of trade payables for less than 6 months' period also in notes to financial statements.

72. Pages 336-337 - mention made of investments in mutual funds and equities. Confirm whether the same is for cash flow management. If such amounts are material, then to add a Risk Factor on these types of investments.

73. Page no. 355 - the heading "*intellectual property related approvals*" is incorrect, these are IP registrations only.

74. Page no. 356 - where website links given, QR code also to be provided.

75. Page no. 429 - Article 110(a) will require being omitted.

76. Page no. 449 - article on observer rights to be omitted.

77. Page no. 451- articles on reserved matters to be omitted.

78. Page no. 454 - disclose relevant details of Keyman insurance.

79. LM is advised that Market Value at Issue Price to Total Turnover and P/E Ratio at issue price shall be added in Price Advertisement. LM is also advised to add a suitable Risk Factor in this regard (if applicable).

80. LM is advised to incorporate a Risk Factor in top 10 (if applicable) disclosing that average P/E of the listed peer set is [•] while our company's P/E will be at premium of [•] times at the higher price band and [•] times at the lower price band.

81. LM is advised to explain reason for inclusion of pharmaceutical company (Divi's Laboratories Ltd.) as a listed peer in *Basis for Offer Price* section. (Page 107)

82. LM is advised to disclose names of competitors/ peers in *Industry Overview* section, wherever applicable. (Page 159-161)

83. LM is advised to disclose updated status of expansion plans of company for Unit II, III, IV and Unit V at relevant sections of DRHP.

84. LM is advised to ensure that disclosure made with respect to Offer Price and Price Band are in compliance with Part VII of Chapter II of SEBI (ICDR) Regulations, 2018. LM is advised to refrain from making any disclosure in the offer document w.r.t. offer price which are not in line with SEBI (ICDR) Regulations, 2018 such as "*The Offer Price will be decided by our Company and the Selling Shareholders, in consultation with the Selling Shareholders and the BRLMs after the Bid/Offer*

Closing Date". LM is advised to make necessary changes in the offer document wherever applicable. LM is advised to ensure for all future issues as well.

85. Legal and Other Information-

- i. LM is advised to identify and include Risk Factor for material litigation, if any, which may adversely affect the company.
- ii. LM shall update the details of the status of litigation with the latest/ updated position of litigations against promoter/ promoter group entities/ company and the companies promoted by the issuer.
- iii. LM is advised to ensure the disclosures of all actions taken by the statutory and regulatory authority.

86. LM is advised to ensure that the following details are provided in the UDRHP/RHP

- Price at which specified security (including preference shares) was acquired in the last 3 years, by each of the promoters, promoter group, selling shareholders, shareholders entitled with right to nominate directors or any other rights. Following details may be disclosed for such transactions in tabular format – name of acquirer, date of acquisition, number of shares acquired and acquisition price per share.

87. Sequencing of the chapters in the offer document shall be strictly in terms of the Schedule VI of SEBI (ICDR) Regulations, 2018.

88. Summary of the Offer Document- Simple conversational language to be used. No abbreviations shall be used.

89. Definitions and Abbreviations- for Technical, Company / Industry related Terms or Abbreviations, along with the expanded form, suitable meaning / explanation to be provided in simple language.

90. Clause 24 (3) of SEBI (ICDR) Regulations, 2018, requires LM to exercise due diligence and satisfy himself about all aspects of the issue including the veracity and adequacy of disclosures in the offer document. In view of the same, LM is advised to ensure that:

- i. The offer document shall not contain any information where no responsibility is taken by the BRLMs or the Issuer Company / Expert.
- ii. The "Industry Overview" section represents a fair and true view of the comparable industry scenario and the same is neither exaggerated nor have any underlying assumptions been omitted for investors to make an informed decision.
- iii. LM is further advised to include industry report in the list of material documents for inspection and also provide a link in the offer document for online access of industry report.

91. LM shall confirm whether there has been a change in auditor(s) before completion of the appointed term (in any of the past five fiscal years), and the reasons thereof.

92. The Risk Factors, to the extent possible, should disclose the specific as well as financial/economic impact on the company rather than being generic.
93. When disclosing the status of government approvals in the Risk Factors, LM is advised to include a cross reference with specific page numbers to other sections where the disclosures are made. If approval has a validity, the same shall be mentioned. Consequences of withdrawal of licenses/approval shall be provided.
94. LM is advised to disclose updated financial information, as applicable.
95. LM is advised to delete statements whereby any ranking/ achievement/ performance of the Issuer company basis any selective parameters is disclosed in comparison to assessed peers/ listed peers/ selected Indian peers only and not on Industry/ market wide performance of Issuer company from all sections except *Industry Overview* section.
96. LM shall disclose the details of the pledged shares held by the promoters/promoter group in the Issuer Company / its subsidiaries.
97. LM is advised to adhere to the following conditions:
 - i. UDRHP is filed with SEBI not less than seven working days prior to submission of the draft advertisement for announcement of price band advertisement.
 - ii. UDRHP shall contain necessary updated disclosures justifying the offer price under Section – “*Basis for offer price*”, “*Risk Factors*” etc., particularly emphasizing on appropriate Key Performance Indicators as applicable to the industry in which the issuer company operates in quantitative terms, (For illustration, P/E ratio in case DRHP is filed under Regulation 6 (1) of the ICDR Regulations (and /or) Market Cap / Total Revenue ratio in case DRHP is filed under Regulation 6(2) of the ICDR Regulations), with corresponding suitable explanations so as to justify the offer price.
98. LM is advised to ensure that the processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.
99. LM is advised to disclose the details of all profit sharing arrangements involving the Issuer, promoters, promoter group, directors and shareholders, if any.
100. Ensure that details of the Directors in the section titled “Management” clearly depicts if any director is a nominee. If so, please also disclose the details who have nominated them. Similarly, such details to be disclosed for the KMPs as well.

Please also confirm that apart from that disclosed in the offer document, there are no other nominee directors, KMPs or other persons etc. appointed on behalf any of the shareholders or any other person.

101. LM is advised to verify and disclose if the name of any of the directors, promoter and promoter group persons is appearing in the list of directors of struck-off companies by ROC/ MCA. Also verify and disclose if the name of the promoter group companies and group companies is appearing in the list of struck-off companies by ROC/ MCA.
102. LM to disclose all the complaints received so far, if any and forwarded by SEBI for comments be under material documents available for inspection along with their respective replies.
103. With respect to all the complaints received by LM/Company and complaints forwarded by SEBI, LM is advised to ensure that there is adequate redressal of the complaint and relevant disclosures, if required, are made in the Red Hearing Prospectus and other Offer related material along with the disclosures of the Financial Impact of the same, if any. Further, LM is advised to incorporate a prominent Risk Factor, if required, for such complaints received.
104. LM is advised to update the RHP in respect to all pending litigations including for any legal notices where the Company is in receipt of such notices post filing of DRHP.
105. LM is advised to ensure that the details of all the criminal matters initiated against the company, group companies, directors, subsidiaries which are at FIR stage and no/some cognizance has been taken by court is incorporated in the RHP along with appropriate Risk Factors in this regard.
106. LM is advised to include a reference to the circulars CFD/DIL2/CIR/P/2018/22 dated Feb 15, 2018 and CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 at all applicable sections in DRHP.
107. Under section “Monitoring of Utilization of funds”, LM is also advised to make suitable disclosure on following points:
 - i. The proceeds of the issue shall also be monitored by the Audit Committee till utilization of the proceeds.
 - ii. For any investments in acquisitions or strategic partnership or any inorganic growth initiative, post IPO from the IPO proceeds, detailed disclosures of same shall be made in public domain at that time.

- iii. Issuer Company shall provide details / information / certifications obtained from statutory auditors on the utilization of the Net Proceeds to the Monitoring Agency.
- iv. Issuer Company shall for the purpose of quarterly report by Monitoring Agency, provide item by item description for all the expense heads under each object of the issue.
- v. Issue Company shall in its quarterly Notes to Accounts of its Financial Statements include the employment of issue proceeds under various heads.

108. LM is advised to disclose offer expense to be borne by the issuer vis-à-vis Gross Fresh proceeds only (excluding expenses for OFS). LM is advised to ensure that Net offer should be calculated as Proceeds from Fresh issuance deducted by offer expense to be borne by the issuer.

109. LM is advised to ensure following disclosures in the Issue advertisement for announcement of Price Band and all further advertisements as a box item below the price band:

"Risks to Investors:

- i. *The [to be disclosed] Merchant Bankers associated with the issue have handled [to be disclosed] public issues in the past three years out of which [to be disclosed] issues closed below the issue price on listing date."*
- ii. *Any adverse data in the basis for issue price should be disclosed. For example:*
 - *"The Price/Earnings ratio based on diluted EPS for [latest full financial year] for the issuer at the upper end of the Price band is as high as [to be disclosed] as compared to the average industry peer group PE ratio of [to be disclosed]."*
[if average industry peer group PE ratio is not available, then P/E of Nifty Fifty may be disclosed]
 - *"Average cost of acquisition of equity shares for the selling shareholders in IPO is [to be disclosed] and offer price at upper end of the price band is [to be disclosed]."*
 - *"Weighted Average Return on Net Worth for [last three full financial years] is [to be disclosed] %."*

The data on above disclosures shall be updated and disclosed prominently (in the same font size as the price band) in advertisements of Price Band and all further advertisements, website of the company and the stock exchange. Further, any adverse ratio / data in basis for issue price should be disclosed.

110. LM shall submit the draft advertisement for announcement of Price Band with SEBI before its publication in the newspapers for our comments, if any.

111. In respect of advertisement for announcement of Price Band, LM shall ensure the following is included:

- i. Recommendation of the Committee of Independent Directors that the price band is justified vis-à-vis the last round of fund raising giving quantitative factors / KPIs.
- ii. The portion pertaining to "Risks to Investors" shall constitute at least 33% of the price band advertisement space.
- iii. LM shall ensure that all issuer companies filing offer document should provide - Price at which specified security was acquired in the last 3 years, by each of the promoters, promoter group, selling shareholders, shareholders entitled with right to nominate directors or any other rights. Following details may be disclosed for such transactions in tabular format – name of acquirer, date of acquisition, number of shares acquired and acquisition price per share.
- iv. The risks to investors shall include weighted average cost of acquisition of all shares transacted in last 3 years and 1 year, from the date of RHP, in the following format:

Period	Weighted Average Cost of Acquisition (in Rs.)	Cap Price is 'X' times the Weighted Average Cost of Acquisition	Range of acquisition price: Lowest Price - Highest Price (in Rs.)
Last 1 year			
Last 3 years			

- v. The font size for price band and "Risk to investors" should be increased to match the font of BID/Offer Programme.
- vi. Matters related to ASBA and UPI may be brought subsequent to Price Band, Risks to Investors, Bid/ Offer Programme and other offer details, and can be of smaller font.
- vii. The portion pertaining to "BRLMs" shall not constitute more than 10% of the price band advertisement space.

112. LM shall ensure that the details with respect to Fresh Issue and Offer for Sale be separately disclosed in the Price Band advertisement and details of selling shareholders be presented in a tabular format.

113. LM shall ensure that the range of acquisition price (lowest price-highest price), as disclosed in the RHP and Price Band advertisement, should not be 'Nil' and be computed exclusive of bonus and gift.

114. LM is advised to disclose major Risk Factors concisely in the "Risk to investors" section of the Price Band Advertisement.

115. LM shall ensure that the details of past issues handled by BRLMs, which closed below the offer price on the listing date, to be published in the below mentioned format:

BRLMs	Total Issues	Issues closed below IPO Price on listing date
BRLM 1/ BRLM 2/ BRLM 3		
Common issues of BRLMs		
Total		

Annexure II

General Observations

1. LM is advised to ensure that prior to filing of RHP with Registrar of Companies, the Issuer Company has received crucial clearances / licenses / permissions / approvals from the required competent authority which are necessary for commencement of the activity for which the issue proceeds are proposed to be utilized.
2. LM is advised to ensure that the 'Observation Letter' issued by SEBI is included among the material contracts and documents for inspection.
3. LM is advised to ensure that cover page to be strictly in compliance with the ICDR Schedule VI- all extra texts may be avoided to ensure that the focus remains on the statutory texts mentioned in the Schedule.
4. LM is advised to ensure that prior to proceeding with the issue, "No Objection Certificates" are obtained from all the lenders with whom the company has entered into an agreement and the terms of such agreement require an approval to be taken.
5. LM is advised to ensure that adequate disclosures are made to disclose any material development which may have a material effect on the Issuer Company between the date of registering final prospectus or the red herring prospectus or the letter of offer, with the Registrar of Companies or designated stock exchange, as the case may be, and the date of allotment of specified securities, while ensuring compliance with Regulation 42 and Schedule IX of SEBI (ICDR) Regulations, 2018.
6. LM is advised to ensure that exact cross-referencing of page numbers is provided in the offer document instead of general cross-referencing.
7. In terms of Regulation 7.(1)(c) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and Regulation 31.(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Issuer Company and the Lead Manager are advised to ensure compliance with the requirement pertaining to shareholding of promoter(s) and promoter group to be held in dematerialised form.
8. LM is advised to ensure that SCORES authentication is taken by the issuer company prior to listing.
9. In pursuance of Regulation 25 Sub-Regulation 9(a) of SEBI (ICDR) Regulations, 2018, LM is advised to certify while submitting the in-serial reply that all amendments, suggestions and observations advised by SEBI have been complied

with and duly incorporated in the offer document, while also indicating the page number for the same.

10. ASBA:

- i) LM is advised to ensure that sufficient number of Physical ASBA forms are printed and dispatched directly to all designated branches of SCSBs which are located in places of mandatory collection centers as specified in Schedule XII of SEBI (ICDR) Regulations, 2018, Syndicate Members and Registered Brokers of Stock Exchanges, the Registrars to an Issue and Share Transfer Agents (RTAs) and Depository Participants (DPs) registered with SEBI, at least two days before the opening of the issue. This shall be in addition to ASBA forms which shall be sent to controlling branch of SCSBs for sending to designated branches other than those located in mandatory collection center.
- ii) LM is advised to ensure that the ASBA mode of payment is highlighted in bold in all the advertisement / communication informing about the issue. Further, LM is also advised to ensure that the following is suitably incorporated in all advertisements / communications regarding the issue issued by the issuer:
 - a. The following may appear just below the price information of the issue as shown below:

"PRICE BAND: RS. xx TO RS. xx PER EQUITY SHARE OF FACE VALUE OF RS. xx EACH

THE FLOOR PRICE IS xx TIMES OF THE FACE VALUE AND THE CAP PRICE IS xx TIMES OF THE FACE VALUE

BID CAN BE MADE FOR A MINIMUM OF xx EQUITY SHARES AND IN MULTIPLES OF xx EQUITY SHARES THEREAFTER.

ASBA *

(APPLICATION SUPPORTED BY BLOCKED AMOUNT)

Simple, Safe, Smart way of Application !!!

Mandatory in public issue .No cheque will be accepted



now available in ASBA for retail individual investors.

**ASBA is a better way of applying to issues by simply blocking the fund in the bank account.*

For further details check section on ASBA below.”

b. The following paragraph on ASBA may be inserted in the advertisement/Communications:

“ASBA has to be availed by all the investors except anchor investors. UPI may be availed by Retail Individual Investors.

For details on the ASBA and UPI process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section “Issue Procedure - Issue Procedure of ASBA Bidders” beginning on page xxx of the Red Herring Prospectus. The process is also available on the website of AIBI and Exchanges in the General Information Document.”

*ASBA bid-cum application forms can be downloaded from the websites of Bombay Stock Exchange and National Stock Exchange and can be obtained from the list of banks that is displayed on the website of SEBI at www.sebi.gov.in.**List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in**.*
