



Hindustan Laboratories Limited

Committed to Provide Quality Service

Manufacturer of Pharmaceuticals

Manufactured Unit : Plot No. 5-9,1, Survey No. 38/2, Village Aliyali, Palghar (W), Dist. Palghar-401404. Tel.:02525-255018 / 250595
Corporate Identity No.: U24100MH2017PLC296158

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE AUDIT COMMITTEE HELD ON 03RD JANUARY 2026 AT 9.00 A.M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED A WING, 302 VICTORY PARK, CHANDAVARKAR ROAD, BORIVALI (WEST)MUMBAI-400092.

TO CONSIDER AND APPROVE THE KEY PERFORMANCE INDICATORS DISCLOSED IN THE OFFER DOCUMENTS (DEFINED BELOW) FOR THE INITIAL PUBLIC OFFERING OF THE COMPANY

“RESOLVED THAT, pursuant to the SEBI ICDR Regulations and the KPI Circular, the KPIs set out in **Annexure B** are hereby noted and draft of the disclosures in relation to the KPIs and the corresponding KPIs for the industry peers as set out in **Annexure C**, be and are hereby approved for disclosure in the Offer Documents.

RESOLVED FURTHER THAT the members of the Committee take on record that other than the KPIs included in **Annexure A**, the Company has not disclosed details of any additional KPIs on a standalone or consolidated basis, to any Investors during the three years preceding the date of the DRHP.

RESOLVED FURTHER THAT the Committee takes note of the certificate issued by M/s Jain V & Co, Partner-Virendra Jain, Chartered Accountant , dated 03rd January, 2026 , in relation to the KPIs (“**KPI Certificate**”), as set out as **Annexure E** and confirms that the KPIs which are required to be disclosed in the “*Basis for Offer Price*” section of the DRHP in accordance with SEBI ICDR Regulations, the KPI Circular or other applicable laws, have been disclosed in the DRHP and such information is verified and audited by M/s Jain V & CO, Partner-Virendra Jain pursuant to the KPI Certificate.

RESOLVED FURTHER THAT the Committee notes that the KPI Certificate shall be disclosed in the “*Material Contracts and Documents for Inspection*” section of the Offer Documents under the applicable provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT any member of the Board and/or the Company Secretary and Compliance Officer and the Chief Financial Officer of the Company, be and are hereby severally authorized to do all acts and deeds in order to give effect to the resolution.

RESOLVED FURTHER THAT certified true copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary of the Company wherever required.”

//CERTIFIED TO BE TRUE//

For Hindustan Laboratories Limited



Rajesh V Doshi
Member of the Audit Committee

ANNEXURE A

Information on the Company's historical, financial or operational performance collated by the management in adherence to the KPI Circular ("Selected Data")

A. GAAP financial measures including financial ratios:

| Key Performance Indicator | Explanation provided by the company |
|---|--|
| Revenue from Operations (₹ in millions) | Revenue from Operations is used by the management to track the revenue profile of the business and in turn helps assess the overall financial performance of the Company and size of the business. |
| Net Profit after tax (₹ in millions) | Net Profit After Tax provides information regarding the overall profitability of the business. |

B. Non-GAAP financial measures including financial ratios:

| Key Performance Indicator | Explanation provided by the company |
|-----------------------------------|---|
| Net PAT margin | Net Profit After Tax Margin is an indicator of the overall profitability and financial performance of the business. |
| Return on net worth (RoNW) | Return on Net Worth provides how efficiently the Company generates profits from shareholders' funds. |
| Return on capital employed (RoCE) | Return on Capital Employed provides how efficiently the Company generates earnings from the capital employed in the business. |
| Debt/Equity | A key indicator of a company's financial health and stability, and is also known as a gearing ratio or leverage ratio |
| EBITDA | EBITDA provides information regarding the operational efficiency of the business. |
| EBITDA margin | EBITDA Margin is an indicator of the operational profitability and financial performance of the business. |

C. Key financial or operational information shared with any Investor in the three years preceding the date of the DRHP

| Key Performance Indicator | Explanation provided by the company |
|----------------------------------|--|
| NIL | NIL |
| NIL | NIL |

D. Key financial or operational information included in any private placement offer cum application letter or any rights issue offer letter for issuance of specified securities in the three years preceding the date of the DRHP

Nil

E. Key performance indicators regularly presented / discussed in Board meetings to monitor and track the Company's performance in the three years preceding the date of the DRHP:

| Key Performance Indicator | Explanation provided by the company |
|----------------------------------|--|
| NIL | NIL |

F. Key performance indicators considered by the management for arriving at the basis for offer price:

| Key Performance Indicator | Explanation provided by the company |
|---|--|
| Revenue from Operations (₹ in millions) | Revenue from Operations is used by the management to track the revenue profile of the business and in turn helps assess the overall financial performance of the Company and size of the business. |
| EBITDA (₹ in millions) | EBITDA provides information regarding the operational efficiency of the business. |
| EBITDA Margin (in %) | EBITDA Margin is an indicator of the operational profitability and financial performance of the business. |
| Net Profit after tax (₹ in millions) | Net Profit After Tax provides information regarding the overall profitability of the business. |
| Net Profit after tax Margin (in %) | Net Profit After Tax Margin is an indicator of the overall profitability and financial performance of the business. |
| Return on Net Worth (in %) | Return on Net Worth provides how efficiently the Company generates profits from shareholders' funds. |

| | |
|-----------------------------------|---|
| Return on Capital Employed (in %) | Return on Capital Employed provides how efficiently the Company generates earnings from the capital employed in the business. |
| Debt-Equity Ratio (in times) | A key indicator of a company's financial health and stability, and is also known as a gearing ratio or leverage ratio |
| Net Working Capital Days | Days working capital is a metric that measures how many days it takes the company to transform its working capital into sales cash flows. |
| Inventory Days | Inventory days is an indicator of efficiency of inventory management by the company |
| Debtors Days | Debtor days indicates how efficiently the company is managing its debtors |
| Creditors Days | Creditors days indicates how efficiently the company is managing payments to its suppliers. |

ANNEXURE B

The KPIs selected for disclosure in the “*Basis for Offer Price*” and “*Our Business*” sections of the Offer Documents, including their definitions, and explanation on how these KPIs have been used by the management historically to analyse, track or monitor the operational and/or financial performance of the Company

List of KPIs as identified and provided by the Company

| Particulars | Unit | Six months period ended September 30, 2025 | Fiscal 2025 | Fiscal 2024 | Fiscal 2023 |
|--|--------------|--|-------------|-------------|-------------|
| Financials | | | | | |
| GAAP Measures | | | | | |
| Revenue from operations ⁽¹⁾ | ₹ in million | 1,126.32 | 2,197.46 | 1,863.74 | 1,723.39 |
| Net Profit after tax (PAT) ⁽²⁾ | ₹ in million | 182.38 | 412.66 | 341.38 | 222.50 |
| Non- GAAP Measures | | | | | |
| Net PAT margin ⁽³⁾ | % | 16.19% | 18.78% | 18.32% | 12.91% |
| Return on net worth (RoNW) ⁽⁴⁾ | % | 9.71% | 26.11% | 28.39% | 24.18% |
| Return on capital employed (RoCE) ⁽⁵⁾ | % | 12.86% | 33.13% | 37.25% | 31.76% |
| Debt/Equity ⁽⁶⁾ | Ratio | 0.04 | 0.06 | 0.08 | 0.01 |
| EBITDA ⁽⁷⁾ | ₹ in million | 254.58 | 538.77 | 440.93 | 306.93 |
| EBITDA margin ⁽⁸⁾ | % | 22.60% | 24.52% | 23.66% | 17.81% |
| Operational Measures | | | | | |
| Net Working Capital Days ⁽⁹⁾ | Days | 133 | 115 | 78 | 52 |
| Inventory Days ⁽¹⁰⁾ | Days | 28 | 18 | 15 | 18 |
| Debtor Days ⁽¹¹⁾ | Days | 124 | 97 | 92 | 97 |
| Creditor Days ⁽¹²⁾ | Days | 26 | 20 | 33 | 52 |

Notes:

- (1) *Revenue from operations* means the Revenue from Operations as appearing in the Restated Financial Information.
- (2) *Net Profit after tax* represents the restated profits of the Company after deducting all expenses.
- (3) *Net Profit after tax margin* is calculated as restated net profit after tax for the year/period divided by revenue from operations.
- (4) *Return on Net Worth (%)* is calculated as Net Profit after tax attributable to owner of the Company, as restated for the end of the year/period divided by Average Net worth as at the end of the year/period. Average net worth means the average of the net worth of current and previous financial year/period. Net worth means the aggregate value of the paid-up share capital and other equity.
- (5) *Return on capital employed* is calculated as Earnings before interest and taxes divided by average capital employed (average capital employed is calculated as average of the total equity, including total debt (including borrowings and lease liabilities) and deferred tax liabilities (net of deferred tax assets) of the current and previous financial year/period).
- (6) *Debt- equity ratio* is calculated by dividing total debt by total equity. Total debt represents long term and short term borrowings, including lease liabilities. Total equity includes the aggregate value of the paid-up share capital and other equity.
- (7) *EBITDA* means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit/ (loss) before exceptional items and tax for the year/period and adding back finance costs, depreciation, and amortization expense.
- (8) *EBITDA margin* is calculated as EBITDA as a percentage of revenue from operations.
- (9) *Net Working Capital Days* is arrived at by dividing working capital (current assets excluding cash and cash equivalents less current liabilities excluding short term borrowings and current lease liabilities) by revenue from operations multiplied by the number of days in the year/period (365/183).
- (10) *Inventory days* is calculated as the number of days in the year (365) or period (183) divided by (revenue from operations divided by the average inventory at the beginning and end of the year or period).
- (11) *Debtor days* is calculated as the number of days in the year (365) or period (183) divided by (revenue from operations divided by the average trade receivables at the beginning and end of the year or period)
- (12) *Creditor days* is calculated as the number of days in the year (365) or period (183) divided by (revenue from operations divided by the average trade receivables at the beginning and end of the year or period).

ANNEXURE C

List of KPIs as identified for the peers of the company

| Particulars | Unit | Hindustan Laboratories Limited | | | Ajanta Pharma Limited | | | Syncom Formulation (India) Limited | | | Windlas Biotech Limited | | |
|--|--------------|-------------------------------------|-------------|-------------|-------------------------------------|-------------|-------------|-------------------------------------|-------------|-------------|-------------------------------------|-------------|-------------|
| | | Six months ended September 30, 2025 | Fiscal 2024 | Fiscal 2023 | Six months ended September 30, 2025 | Fiscal 2025 | Fiscal 2024 | Six months ended September 30, 2025 | Fiscal 2025 | Fiscal 2024 | Six months ended September 30, 2025 | Fiscal 2025 | Fiscal 2024 |
| Financial | | | | | | | | | | | | | |
| Revenue from operations ⁽¹⁾ | ₹ in million | 1,126.32 | 2,197.46 | 1,863.74 | 1,723.39 | 26,563.80 | 46,481.00 | 42,037.10 | 37,426.40 | 23,861.9 | 26,333.87 | 22,425.4 | 43,244.88 |
| Net Profit after tax (PAT) ⁽²⁾ | ₹ in million | 182.38 | 412.66 | 341.38 | 222.50 | 5,155.30 | 9,203.90 | 8,161.70 | 5,879.80 | 323.56 | 494.35 | 253.14 | 200.71 |
| GAAP Measures | | | | | | | | | | | | | |
| PAT margin ⁽³⁾ | % | 16.19% | 18.78% | 18.32% | 12.91% | 19.41% | 19.80% | 19.39% | 15.71% | 13.56% | 10.63% | 9.61% | 8.95% |
| Return on net worth (RoNW) ⁽⁴⁾ | % | 9.71% | 26.11% | 28.39% | 24.18% | 12.72% | 25.02% | 23.47% | 17.68% | 8.98% | 15.69% | 9.30% | 8.39% |
| Return on capital employed (RoCE) ⁽⁵⁾ | % | 12.86% | 33.13% | 37.25% | 31.76% | 15.78% | 31.59% | 31.00% | 21.73% | 11.59% | 18.47% | 10.84% | 9.46% |
| Debt/Equity ⁽⁶⁾ | Ratio | 0.04 | 0.06 | 0.08 | 0.01 | 0.06 | 0.01 | 0.01 | 0.01 | 0.01 | 0.25 | 0.32 | 0.06 |
| EBITDA ⁽⁷⁾ | ₹ in million | 254.58 | 538.77 | 440.93 | 306.93 | 6791.80 | 12595.00 | 11719.40 | 7832.50 | 342.08 | 541.32 | 296.47 | 196.30 |
| EBITDA margin ⁽⁸⁾ | % | 22.60% | 24.52% | 23.66% | 17.81% | 25.57% | 27.10% | 27.85% | 20.93% | 14.34% | 11.64% | 11.26% | 8.75% |
| Operational | | | | | | | | | | | | | |
| Net Working Capital Days ⁽⁹⁾ | Days | 133 | 115 | 78 | 52 | 162 | 132 | 149 | 134 | 183 | 168 | 240 | 233 |
| Inventory Days ⁽¹⁰⁾ | Days | 28 | 18 | 15 | 18 | 59 | 68 | 71 | 78 | 27 | 24 | 29 | 33 |
| Debtor Days ⁽¹¹⁾ | Days | 124 | 97 | 92 | 97 | 91 | 95 | 100 | 101 | 80 | 83 | 124 | 116 |
| Creditor Days ⁽¹²⁾ | Days | 26 | 20 | 33 | 52 | 30 | 36 | 38 | 37 | 34 | 26 | 31 | 28 |

Notes:

Source: All the information for listed industry peers mentioned above is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from their respective annual reports available in public domain. The ratios have been computed as per the following definitions.

- (1) *Revenue from operations means the Revenue from Operations as appearing in the Restated Financial Information*
- (2) *Net Profit after tax represents the restated profits of the Company after deducting all expenses*
- (3) *PAT Margin (%) is calculated as profit for the year/period as a percentage of revenue from operations.*
- (4) *Return on Net Worth (%) is calculated as net profit after tax as restated for the end of the year or period divided by Average Net worth as at the end of the year or period. Average net worth means the average of the net worth of current and previous fiscal. Net worth means the aggregate value of the paid-up share capital and other equity.*
- (5) *Return on capital employed is calculated as earnings before interest and taxes (EBIT) divided by average capital employed. Average capital employed is calculated as average of the total equity, total borrowings and deferred tax liabilities (net of deferred tax assets) of the current and previous year or period.*
- (6) *Debt-equity ratio is calculated by dividing total debt by total equity. Total debt represents long term and short-term borrowings and long-term and short-term lease liabilities. Total equity includes the aggregate value of the paid-up share capital and other equity.*
- (7) *EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit/ (loss) before exceptional items and tax for the fiscal and adding back finance costs, depreciation, and amortization expense and subtracting other income.*
- (8) *EBITDA Margin is calculated as EBITDA divided by revenue from operations.*
- (9) *Working capital days are arrived at by dividing working capital (current assets excluding cash and cash equivalents and bank balances less current liabilities excluding short term borrowings) by revenue from operations multiplied by the number of days in the year (365) or period (183).*
- (10) *Inventory days is calculated as the number of days in the year (365) or period (183) divided by (revenue from operations divided by the average inventory at the beginning and end of the year or period).*
- (11) *Debtor days is calculated as the number of days in the year (365) or period (183) divided by (revenue from operations divided by the average trade receivables at the beginning and end of the year or period).*
- (12) *Creditor days is calculated as the number of days in the year (365) or period (183) divided by (revenue from operations divided by the average trade receivables at the beginning and end of the year or period).*

ANNEXURE D

The following are the details of process and factors considered while making the shortlisting the KPIs from Selected Data specifying the relevance of identified KPIs:

The process of shortlisting KPIs involved cross-functional inputs from our finance, operations, and strategy teams, in close consultation with the Book Running Lead Managers (BRLMs). We have included all relevant KPIs and no material KPI has been omitted. The KPIs were selected based on the following criteria:

- Relevance to core business operations
- Historical usage by management to monitor business and performance
- Ability to communicate business scale, growth, profitability, and efficiency to stakeholders
- Comparability with peer companies and alignment with market disclosures
- Availability of consistent and reliable data over historical periods
- Reflective of performance drivers that are most relevant to investor and analyst expectations

The following are the explanations as provided in the audit committee note for exclusion of certain KPIs:

NIL

The following are selected data that is not considered as KPIs but shall form a part of disclosures in offer document:

NIL

ANNEXURE E

CERTIFICATE ON KEY PERFORMANCE INDICATORS

Date: January 03,2026

To,
The Board of Directors
Hindustan Laboratories Limited
302, A Wing, Victory Park, Chandavarkar Road,
Borivali (West), Mumbai Maharashtra, India, 400092

AND

Choice Capital Advisors Private Limited
Sunil Patodia Tower, Plot No. 156-158, J.B. Nagar,
Andheri (East), Mumbai Maharashtra, India, 400099,

(Choice Capital Advisors Private Limited is referred to as the “Book Running Lead Manager” or the “BRLM”)

Dear Sir/Madam,

Sub: Proposed initial public offering of equity shares of face value of ₹ 10/- each (the “Equity Shares”) of Hindustan Laboratories Limited (“the Company” and such offering, the “Offer”)

We, JAIN V & CO, Chartered Accountants (Firm registration number: 116306W), are Statutory Auditors of the Company and as per the Engagement letter as on October 22, 2025, we have been appointed by the management of the Company to verify and certify key performance indicators of the Company (“KPI”).

We, JAIN V & CO, Statutory Auditors of the Company, have been informed that the Company proposes to file the Draft Red Herring Prospectus with respect to the Offer (the “DRHP”) with the Securities and Exchange Board of India (“SEBI”), Bombay Stock Exchange Limited and National Stock Exchange of India Limited (collectively, the “Stock Exchanges”) in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”) and subsequently proposes to file (i) Red Herring Prospectus proposed to be filed with SEBI, the Stock Exchanges and the Registrar of Companies, Maharashtra at Mumbai (“Registrar of Companies” and such Red Herring Prospectus, the “RHP”); (ii) Prospectus proposed to be filed with SEBI, the Stock Exchanges and the Registrar of Companies (the “Prospectus”); and (iii) any other documents or materials to be issued in relation to the Offer (collectively with the RHP and Prospectus, the “Offer Documents”).

Management Responsibilities

The preparation and presentation of the restated financial information for the six months period ended September 30, 2025 and Fiscals 2025, 2024, and 2023, along with the key performance indicators (“KPIs”) included in the accompanying annexures, are the responsibility of the management of the Company. This includes ensuring that the financial information has been prepared in accordance with the Indian Accounting Standards, the ICDR Regulations, the Companies Act, 2013 (as amended), and other applicable rules, circulars, and notifications issued in relation thereto.

The Management of the Company is also responsible for:

- a) Maintaining proper accounting records, MIS, and other relevant documents to support the preparation and presentation of the financial information and KPIs.
- b) Providing complete and accurate information, explanations, and records as required for the purpose of the agreed-upon procedures performed by the auditors.
- c) Ensuring compliance with regulatory requirements, statutory obligations, and internal policies, including maintaining accurate statutory records, minutes of meetings, and other governance documents.
- d) Identifying and disclosing all KPIs historically used to analyze, track, or monitor the Company’s operational and financial performance, as well as ensuring the relevance and accuracy of such KPIs included in Annexure I.
- e) Confirming that no KPIs have been disclosed to investors at any point in the preceding three years unless otherwise mentioned in Annexure I.

f) Ensuring the completeness, accuracy, and validity of any financial or non-financial data presented in Annexure I, including data from peer companies used for comparison.

Statutory Auditor's Responsibility

We have examined and reviewed the,

- (a) Restated Financial Information of the Company for the six months period ended September 30, 2025 and Fiscals 2025, 2024 and 2023, prepared in accordance with the ICDR Regulations, the Indian Accounting Standards, the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI") and Companies Act, 2013, as amended and read with the rules, circulars and notifications issued in relation thereto ("Companies Act" and such restated financial information, the "Restated Financial Information");
- (b) Accounting records and MIS of the Company.
- (c) Relevant records, correspondence with regulatory/statutory authority and registers of the Company, including but not limited to, statutory records, minutes of the meetings of the board of directors of the Company, minutes of annual general meeting and extra-ordinary general meetings of the Company, relevant statutory registers, documents, records maintained by the Company, information and explanations presented to us.

We have also performed the procedures enumerated below with respect to the Key Performance Indicators ("KPIs") of the Company for the Six months period ended September 30, 2025 and Fiscals 2025, 2024 and 2023 (the "Periods"), as set forth in the accompanying Annexures I.

The procedures were performed to confirm the completeness and accuracy of the KPIs of the Company and accordingly, the procedures undertaken with respect to the aforesaid are summarized below:

- a) Held discussions with the Company to (a) identify the KPIs which have been used by the management historically to analyze, track or monitor the operational and/or financial performance of the Company (b) identify the KPIs which have been disclosed to its investors at any point of time during the preceding three years and (c) understand the relevance of each of the KPIs in the business of the Company;
- b) Reviewed the minutes of meetings of board and shareholders for the preceding three years to identify any KPIs shared with the investors;
- c) Traced financial data from BPAS (Business Process Automated System) records;
- d) Reviewed MIS prepared by the finance department of the Company;
- e) Obtained details of acquisitions/ dispositions made by the Company during the Six months period ended September 30, 2025 and fiscal 2025, 2024, 2023.
- f) Compared the amount in Annexure I for each KPI with the corresponding amounts appearing in the restated financial information, audited financial statements, accounting records, other financial and / or operational records and registers, including invoices, management reports, internal financial and operational reports, reports used for periodic MIS reporting, management representations, reports from digital/ computerized systems, and other applicable committees and any other relevant records and documents of the Company necessary or required for verification of the relevant information, and found all such amounts to be in agreement.
- g) In relation to the details with respect to KPIs of peer companies, compared the amount in Annexure I for each KPI of the peer group company from the respective annual reports, results released to stock exchanges, investor presentation, prospectus of such peer companies as available publicly.
- h) Checked the computation, formula, arithmetic accuracy or computation of the percentages or amounts, and found all such amounts to be in agreement.

Conclusion

On the basis of such examination of the documents / records / information, we confirm that the information set forth in Annexure I, duly initialed by us, which is also reproduced in the DRHP is complete, correct and accurate and nothing has come to our attention that caused us to believe that the information contained in Annexure I was not accurate, valid and complete. Based on the above procedures performed by us, we also confirm that no KPIs have been disclosed by the Company to its investors at any point of time during the preceding three years. Further, we confirm that all the KPIs which are used by the management historically to analyse, track or monitor the operational and/or financial performance of the Company have been included in Annexure I.

Our engagement has been undertaken in accordance with the Standard on Related Services (SRS) 4400 ("SRS 4400") "Engagements to Perform Agreed-upon Procedures regarding Financial Information", issued by the Institute of Chartered Accountants of India. SRS 4400 is generally adopted to perform agreed upon procedures regarding financial information.

however, this standard can also be used as a guide to perform agreed upon procedures regarding non-financial information. We have conducted our examination in accordance with the “Guidance Note on Reports or Certificates for Special Purposes (Revised 2019)” issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We confirm that we are an independent accounting firm and are in no way connected with the Company. We further confirm that we are not related in any manner to the promoters or directors of the Company, or otherwise interested in the formation of management of the Company.

We confirm that the information in this certificate is true, fair, correct, accurate and there is no untrue statement or omission which would render the contents of this certificate misleading in its form or context and will enable investors to make a well-informed decision.

We hereby confirm that while providing this certificate we have complied with the Code of Ethics and the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the Institute of Chartered Accountants of India.

We have conducted our examination in accordance with the ‘Guidance Note on Audit Reports and Certificates for Special Purposes (Revised 2019)’ issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

Other Matters

This certificate may be relied upon by the Company, the Book Running Lead Manager, and the Legal Counsel appointed in relation to the Offer. We also consent to the submission of this certificate as may be necessary to any regulatory authority and/or for the records to be maintained by the Book Running Lead Manager in connection with the Offer and in accordance with applicable law.

We confirm that we will immediately communicate any changes in writing in the above information to the Book Running Lead Manager until the date when the Equity Shares allotted in the Offer commence trading on the relevant stock exchanges. In the absence of any such communication from us, Book Running Lead Manager and the Legal Counsel in relation to the Offer can assume that there is no change to the above information.

The details above are based on the information, explanation and representations obtained from the Company and basic understanding of business operations of the Company.

Our Scope of work did not involve performance of any audit test in this context of our examination. Accordingly, we do not express an audit opinion.

This certificate is not to be used, referred to or distributed for any other purpose without our prior written consent.

We hereby give consent to include this certificate in the Draft Red Herring Prospectus, Red Herring Prospectus, the Prospectus and submission of this certificate as may be necessary, to the Stock Exchange/ SEBI/ any regulatory authority and/or for the records to be maintained by the Book Running Lead Manager in connection with the Offer and in accordance with applicable law in relation to the initial offering of equity shares of the Company in a public offering in India.

This certificate may be relied on by the Book Running Lead Manager and the legal counsel in relation to the Offer.

We have no responsibility to update this report for events and circumstances occurring after the date of this report.

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

Yours faithfully,

For and on behalf of

For JAIN V & CO
Chartered Accountants
ICAI Firm Registration No: 116306W

CA VIRENDRA JAIN

Partner

Membership No: 100216

Place: Mumbai

Date: _____

UDIN: _____

Encl: As above

CC:

Legal Counsel to the Offer

M/s. Crawford Bayley & Co.

State Bank Buildings N.G. N. Vaidya Marg
Fort, Mumbai Maharashtra, India 400023

Annexure I

The KPIs disclosed below have been used historically by the Company to understand and analyze its business performance, which as a result, helps them in analyzing the growth of business verticals in comparison to its peers. The Company considers that the KPIs set forth below are the ones that may have a bearing for arriving at the basis for the Offer Price.

The KPIs disclosed below have been approved and confirmed by a resolution of the Audit Committee of January 03, 2025. Further, the members of the Audit Committee have verified the details of all KPIs pertaining to the Company and confirmed that there are no KPIs pertaining to the Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of the DRHP.

a) Disclosure of all the KPIs pertaining to the Company that have been disclosed to its investors at any point of time during the three years preceding the date of this certificate

NA

b) The list of the KPIs along with brief explanation of the relevance of the KPI for the business operations of the Company are set forth below:

| S. no. | KPI | Explanation |
|---------------------------|---|--|
| <i>Financial</i> | | |
| 1. | Revenue from Operations (₹ in millions) | Revenue from Operations is used by the management to track the revenue profile of the business and in turn helps assess the overall financial performance of the Company and size of the business. |
| 2. | EBITDA (₹ in millions) | EBITDA provides information regarding the operational efficiency of the business. |
| 3. | EBITDA Margin (in %) | EBITDA Margin is an indicator of the operational profitability and financial performance of the business. |
| 4. | Net Profit after tax (₹ in millions) | Net Profit After Tax provides information regarding the overall profitability of the business. |
| 5. | Net Profit after tax Margin (in %) | Net Profit After Tax Margin is an indicator of the overall profitability and financial performance of the business. |
| 6. | Return on Net Worth (in %) | Return on Net Worth provides how efficiently the Company generates profits from shareholders' funds. |
| 7. | Return on Capital Employed (in %) | Return on Capital Employed provides how efficiently the Company generates earnings from the capital employed in the business. |
| 8. | Debt-Equity Ratio (in times) | A key indicator of a company's financial health and stability, and is also known as a gearing ratio or leverage ratio |
| <i>Operational</i> | | |
| 9. | Net Working Capital Days | Days working capital is a metric that measures how many days it takes the company to transform its working capital into sales cash flows. |
| 10. | Inventory Days | Inventory days is an indicator of efficiency of inventory management by the company |
| 11. | Debtors Days | Debtor days indicates how efficiently the company is managing its debtors |
| 12. | Creditors Days | Creditors days indicates how efficiently the company is managing payments to its suppliers. |

Details of KPIs as at/ for the Six months period ended September 30, 2025 and Fiscals 2025, 2024 and 2023

| Particulars | Unit | Six months period ended September 30, 2025 | Fiscal 2025 | Fiscal 2024 | Fiscal 2023 |
|--|--------------|--|-------------|-------------|-------------|
| Financials | | | | | |
| GAAP Measures | | | | | |
| Revenue from operations ⁽¹⁾ | ₹ in million | 1,126.32 | 2,197.46 | 1,863.74 | 1,723.39 |
| Net Profit after tax (PAT) ⁽²⁾ | ₹ in million | 182.38 | 412.66 | 341.38 | 222.50 |
| Non- GAAP Measures | | | | | |
| Net PAT margin ⁽³⁾ | % | 16.19% | 18.78% | 18.32% | 12.91% |
| Return on net worth (RoNW) ⁽⁴⁾ | % | 9.71% | 26.11% | 28.39% | 24.18% |
| Return on capital employed (RoCE) ⁽⁵⁾ | % | 12.86% | 33.13% | 37.25% | 31.76% |
| Debt/Equity ⁽⁶⁾ | Ratio | 0.04 | 0.06 | 0.08 | 0.01 |
| EBITDA ⁽⁷⁾ | ₹ in million | 254.58 | 538.77 | 440.93 | 306.93 |
| EBITDA margin ⁽⁸⁾ | % | 22.60% | 24.52% | 23.66% | 17.81% |
| Operational Measures | | | | | |

| Particulars | Unit | Six months period ended September 30, 2025 | Fiscal 2025 | Fiscal 2024 | Fiscal 2023 |
|---|------|--|-------------|-------------|-------------|
| Net Working Capital Days ⁽⁹⁾ | Days | 133 | 115 | 78 | 52 |
| Inventory Days ⁽¹⁰⁾ | Days | 28 | 18 | 15 | 18 |
| Debtor Days ⁽¹¹⁾ | Days | 124 | 97 | 92 | 97 |
| Creditor Days ⁽¹²⁾ | Days | 26 | 20 | 33 | 52 |

Notes:

- (1) *Revenue from operations means the Revenue from Operations as appearing in the Restated Financial Information.*
- (2) *Net Profit after tax represents the restated profits of the Company after deducting all expenses.*
- (3) *Net Profit after tax margin is calculated as restated net profit after tax for the year/period divided by revenue from operations.*
- (4) *Return on Net Worth (%) is calculated as Net Profit after tax attributable to owner of the Company, as restated for the end of the year/period divided by Average Net worth as at the end of the year/period. Average net worth means the average of the net worth of current and previous financial year/period. Net worth means the aggregate value of the paid-up share capital and other equity.*
- (5) *Return on capital employed is calculated as Earnings before interest and taxes divided by average capital employed (average capital employed is calculated as average of the total equity, including total debt (including borrowings and lease liabilities) and deferred tax liabilities (net of deferred tax assets) of the current and previous financial year/period.*
- (6) *Debt- equity ratio is calculated by dividing total debt by total equity. Total debt represents long term and short term borrowings, including lease liabilities. Total equity includes the aggregate value of the paid-up share capital and other equity.*
- (7) *EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit/ (loss) before exceptional items and tax for the year/period and adding back finance costs, depreciation, and amortization expense.*
- (8) *EBITDA margin is calculated as EBITDA as a percentage of revenue from operations.*
- (9) *Net Working Capital Days is arrived at by dividing working capital (current assets excluding cash and cash equivalents less current liabilities excluding short term borrowings and current lease liabilities) by revenue from operations multiplied by the number of days in the year/period (365/183).*
- (10) *Inventory days is calculated as the number of days in the year (365) or period (183) divided by (revenue from operations divided by the average inventory at the beginning and end of the year or period).*
- (11) *Debtor days is calculated as the number of days in the year (365) or period (183) divided by (revenue from operations divided by the average trade receivables at the beginning and end of the year or period)*
- (12) *Creditor days is calculated as the number of days in the year (365) or period (183) divided by (revenue from operations divided by the average trade receivables at the beginning and end of the year or period).*

Description on the historic use of the KPIs by the Company to analyze, track or monitor the operational and/or financial performance of the Company

In evaluating the business, we consider and use certain KPIs, as stated above, as a supplemental measure to review and assess the financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for Restated Financial Information. We use these KPIs to evaluate the financial and operating performance. 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 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 of performance or as an indicator of the operating performance, liquidity or results of operation.

Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, the Company's management believes that it provides an additional tool for investors to use in evaluating the ongoing operating results and trends and in comparing the financial results with other companies in the industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Ind AS. Investors are encouraged to review the Ind AS financial measures and to not rely on any single financial or operational metric to evaluate the business.

Comparison of key performance indicators with listed industry peers-

| Particulars | Unit | Hindustan Laboratories Limited | | | Ajanta Pharma Limited | | | Syncrom Formulation (India) Limited | | | Windlas Biotech Limited | | |
|--|--------------|------------------------------------|-------------|-------------|------------------------------------|-------------|-------------|-------------------------------------|-------------|-------------|------------------------------------|-------------|-------------|
| | | Six month ended September 30, 2025 | Fiscal 2024 | Fiscal 2023 | Six month ended September 30, 2025 | Fiscal 2025 | Fiscal 2024 | Six month ended September 30, 2025 | Fiscal 2025 | Fiscal 2024 | Six month ended September 30, 2025 | Fiscal 2025 | Fiscal 2024 |
| Financial | | | | | | | | | | | | | |
| Revenue from operations ⁽¹⁾ | ₹ in million | 1,126.32 | 2,197.46 | 1,863.74 | 1,723.39 | 26,563.80 | 46,481.00 | 42,087.10 | 37,426.40 | 2386.19 | 4650.13 | 2633.87 | 4324.84 |
| Net Profit after tax (PAT) ⁽²⁾ | ₹ in million | 182.38 | 412.66 | 341.38 | 222.50 | 5,155.30 | 9,203.90 | 8,161.70 | 5,879.80 | 323.56 | 494.35 | 253.14 | 200.71 |
| GAAP Measures | | | | | | | | | | | | | |
| PAT margin ⁽³⁾ | % | 16.19% | 18.78% | 18.32% | 12.91% | 19.41% | 19.80% | 19.39% | 15.71% | 13.56% | 9.61% | 8.95% | 8.20% |
| Return on net worth (RoNW) ⁽⁴⁾ | % | 9.71% | 26.11% | 28.39% | 24.18% | 12.72% | 25.02% | 23.47% | 17.68% | 8.98% | 15.69% | 9.30% | 8.39% |
| Return on capital employed (RoCE) ⁽⁵⁾ | % | 12.86% | 33.13% | 37.25% | 31.76% | 15.78% | 31.59% | 31.00% | 21.73% | 11.59% | 18.47% | 10.84% | 9.46% |
| Debt/Equity ⁽⁶⁾ | Ratio | 0.04 | 0.06 | 0.08 | 0.01 | 0.06 | 0.01 | 0.01 | 0.01 | 0.01 | 0.25 | 0.32 | 0.06 |
| EBITDA ⁽⁷⁾ | ₹ in million | 254.58 | 538.77 | 440.93 | 306.93 | 6791.80 | 12595.00 | 11719.40 | 7832.50 | 342.08 | 541.32 | 296.47 | 196.30 |
| EBITDA margin ⁽⁸⁾ | % | 22.60% | 24.52% | 23.66% | 17.81% | 25.57% | 27.10% | 27.85% | 20.93% | 14.34% | 11.64% | 11.26% | 8.75% |
| Operational | | | | | | | | | | | | | |
| Net Working Capital Days ⁽⁹⁾ | Days | 133 | 115 | 78 | 52 | 162 | 132 | 149 | 134 | 183 | 168 | 240 | 233 |
| Inventory Days ⁽¹⁰⁾ | Days | 28 | 18 | 15 | 18 | 59 | 68 | 71 | 78 | 27 | 24 | 29 | 33 |
| Debtor Days ⁽¹¹⁾ | Days | 124 | 97 | 92 | 97 | 91 | 95 | 100 | 101 | 80 | 83 | 124 | 116 |
| Creditor Days ⁽¹²⁾ | Days | 26 | 20 | 33 | 52 | 30 | 36 | 38 | 37 | 34 | 26 | 31 | 28 |

Notes:

Source: All the information for listed industry peers mentioned above is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from their respective annual reports available in public domain. The ratios have been computed as per the following definitions.

- (1) *Revenue from operations means the Revenue from Operations as appearing in the Restated Financial Information*
- (2) *Net Profit after tax represents the restated profits of the Company after deducting all expenses*
- (3) *PAT Margin (%) is calculated as profit for the year/period as a percentage of revenue from operations.*
- (4) *Return on Net Worth (%) is calculated as net profit after tax as restated for the end of the year or period divided by Average Net worth as at the end of the year or period. Average net worth means the average of the net worth of current and previous fiscal. Net worth means the aggregate value of the paid-up share capital and other equity.*
- (5) *Return on capital employed is calculated as earnings before interest and taxes (EBIT) divided by average capital employed. Average capital employed is calculated as average of the total equity, total borrowings and deferred tax liabilities (net of deferred tax assets) of the current and previous year or period.*
- (6) *Debt-equity ratio is calculated by dividing total debt by total equity. Total debt represents long term and short-term borrowings and long-term and short-term lease liabilities. Total equity includes the aggregate value of the paid-up share capital and other equity.*
- (7) *EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit/ (loss) before exceptional items and tax for the fiscal and adding back finance costs, depreciation, and amortization expense and subtracting other income.*
- (8) *EBITDA Margin is calculated as EBITDA divided by revenue from operations.*
- (9) *Working capital days are arrived at by dividing working capital (current assets excluding cash and cash equivalents and bank balances less current liabilities excluding short term borrowings) by revenue from operations multiplied by the number of days in the year (365) or period (183).*
- (10) *Inventory days is calculated as the number of days in the year (365) or period (183) divided by (revenue from operations divided by the average inventory at the beginning and end of the year or period).*
- (11) *Debtor days is calculated as the number of days in the year (365) or period (183) divided by (revenue from operations divided by the average trade receivables at the beginning and end of the year or period).*
- (12) *Creditor days is calculated as the number of days in the year (365) or period (183) divided by (revenue from operations divided by the average trade receivables at the beginning and end of the year or period).*