



# JAIN V. & CO.

Chartered Accountants

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## CERTIFICATE ON BASIS OF OFFER PRICE

Date: January 03, 2026

### 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" and such offering, the "Offer") of Hindustan Laboratories Limited (the "Company")**

We, JAIN V & CO, Chartered Accountants (Firm registration number: 116306W), the Statutory Auditor 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 the 'Basis for Offer Price' in connection with the Offer, as enumerated in Annexure A.

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's Responsibility

The Company's management's responsibility includes the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation, and maintenance of internal control relevant to the preparation and presentation of details mentioned in this certificate and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances. The management is also responsible for ensuring that the Company complies with the requirements of the relevant provisions of the relevant laws.

The Management of the company is responsible: -

- a) To provide Restated financial information of the Company as six months period ended September 30, 2025 and



for the Fiscals 2025, 2024 and 2023, along with the audit reports as on even date, additional information, notes to accounts and other relevant records of the Company.

b) For making available to us, upon request, relevant accounting records and related information as required in relation to this certificate.

#### **Statutory Auditor's Responsibility**

In connection with calculation of the basis of offer price of the Equity Shares in the Offer, we have verified the information mentioned in **Annexure A** with respect to the Company, extracted from the restated financial information of the Company for the Six Months period ended September 30, 2025, and Fiscal 2025, 2024 and 2023 and other relevant records of the Company.

We conducted our examination in accordance with the "Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)" (the "Guidance Note") 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 have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial information, and Other Assurance and Related Services Engagements.

We hereby confirm that while providing this certificate we have complied with the Code of Ethics issued by the Institute of Chartered Accountants of India.

#### **Conclusion**

Based on such verification and according to information and explanations given to us, we hereby confirm that the details provided in this certificate are in agreement with the audited books of accounts, other records and that the information contained in this certificate is true, fair, correct,

We, JAIN V & CO, Statutory Auditors of the Company, in connection with calculation of the basis for issue price of the Equity Shares in the Offer, have verified the following information with respect to the Company, extracted from the restated financial information and other relevant records of the Company and certify as given in Annexure A:

#### **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.

This certificate may be relied on by the BRLM, their affiliates and legal counsels in relation to the Offer and to assist the BRLM in conducting and documenting their investigation of the affairs of the Company in connection with the Offer.

We undertake to update you in writing of any changes in the abovementioned position, until the date the Equity Shares issued pursuant to the Offer commence trading on the stock exchanges. In the absence of any communication from us till the Equity Shares commence trading on the stock exchanges, you may assume that there is no change in respect





of the matters covered in this certificate.

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.

Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of the relevant laws and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We will not be liable to the Company and any other person in respect of this certificate, except as per applicable law.

The contents of 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 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: 3<sup>rd</sup> January, 2026  
UDIN: 26100216YIEMPT5740



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 A

### 1. BASIC AND DILUTED EARNING PER SHARE ("EPS")<sup>(iv)</sup> of ₹10 per Equity Share (as adjusted for changes in capital, if any):

Particulars	Basic EPS <sup>(ii)</sup> (in ₹)	Diluted EPS <sup>(iii)</sup> (in ₹)	Weight
Financial Year 2025	8.28	8.28	3
Financial Year 2024	6.85	6.85	2
Financial Year 2023	4.46	4.46	1
Weighted Average <sup>(i)</sup>	7.17	7.17	
Six months ended September 30, 2024*	3.66	3.66	

\*Not Annualised

Notes:

- (i) 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
- (ii) Basic Earnings per Equity Share (₹) = Net Profit after tax attributable to equity shareholders of the Company, as restated / Weighted average number of Equity Shares outstanding during the year.
- (iii) Diluted Earnings per Equity Share (₹) = Net Profit after tax attributable to equity shareholders of the Company, as restated / Weighted average number of potential Equity Shares outstanding during the year.
- (iv) Earnings per Share calculations are in accordance with the notified Indian Accounting Standard 33 'Earnings per share'.
- (v) The figures disclosed above are based on the Restated Financial Information of the Company

### 2. PRICE/ EARNING (P/E) RATIO

Particulars	P/E at the Floor Price of the Price Band (number of times) *	P/E at the Cap Price (no. of times) *
Based on basic EPS for Fiscal 2025	[•]	[•]
Based on diluted EPS for Fiscal 2025	[•]	[•]

\*To be updated at the price band stage.

Industry P/E Ratio

Particulars P/E	Industry P/E
Highest	35.25
Lowest	25.70
Average	28.88

Source: The industry high and low has been considered from the industry peer set provided later in this section. The industry average has been calculated as the arithmetic average P/E of the industry peer set disclosed in this section.

### 3. AVERAGE RETURN ON NET WORTH ("RoNW"):

Particulars	RoNW <sup>(iii)</sup> (%)	Weight
Financial Year 2025	26.11%	3
Financial Year 2024	28.39%	2





Financial Year 2023	24.18%	1
Weighted Average <sup>(i)</sup>	26.55%	
Six months ended September 30, 2024*	9.71%	

\*Not Annualised

Notes:

- Weighted average = Aggregate of year-wise weighted RONW divided by the aggregate of weights i.e. (RONW x Weight) for each year/Total of weights.
- 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.
- 'Net worth' under Ind-As: Net worth has been defined as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation as on Six Months period ended September 30, 2025 and for the Fiscals 2025; 2024 and 2023, in accordance with Regulation 2(1)(hh) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

#### 4. NET ASSET VALUE ("NAV") per Equity Share as per last balance sheet:

Financial Year/ Period ended	NAV per Equity Share (₹)
As on September 30, 2025	39.51
As on March 31, 2025	35.85
After the completion of the Offer	
- At Floor Price	[●]*
- At Cap Price	[●]*
- At Offer Price	[●]*

\*[To be completed post finalisation of Price Band]

Notes:

- Net asset value per share = Net asset value per share is calculated by dividing net worth by weighted average number of equity shares outstanding at the end of the year/period.
- Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year adjusted by the number of Equity Shares issued during the year multiplied by the time weighing factor. The time weighing factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.

#### 5. Comparison of Accounting Ratios with Listed Industry Peers

Name of Company	Face Value (₹ per share)	P/E <sup>(i)</sup>	EPS (₹) <sup>(iv)</sup> Basic	EPS (₹) <sup>(iv)</sup> Diluted	RoNW <sup>(ii)</sup> (%)	NAV <sup>(iii)</sup> (₹ per share)	Total income <sup>(v)</sup> (₹ in million)
Hindustan Laboratories Limited	10	[●]	8.28	8.28	26.11%	35.85	2,273.72
Ajanta Pharma Limited <sup>(vi)</sup>	2	35.25	73.56	73.53	25.02%	301.59	7,778.96
Syncom Formulations (India) Limited <sup>(vi)</sup>	1	25.70	0.57	0.57	15.69%	3.64	4,824.47
Windlas Limited <sup>(vi)</sup>	5	25.70	29.19	28.87	12.76%	243.18	47,426.00



Source: All the financial information for listed industry peers mentioned above is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the annual reports as available of the respective company for the year ended March 31, 2025 submitted to stock exchanges and prospectus available on public domain. The financial information of the Company is based on the restated financial information for the year ended March 31, 2025.

Notes:

- i. P/E Ratio has been computed based on the closing market price of equity shares on NSE on December 17, 2025, divided by the Basic EPS for financial year ended March 31, 2025.
- ii. 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.
- iii. Net asset value per share is calculated by dividing net worth by weighted average number of equity shares outstanding at the end of the period.
- iv. The basic and diluted earnings per share for the Equity Shares of the Company has been presented to reflect the adjustments as per Ind AS 33.
- v. Total income is calculated as per Restated Financial Information.
- vi. We believe the following companies constitute our peer group, identified on the basis of listed public companies operating in business segments that are similar, in part or in full, to the segments in which our Company operates. Their business portfolios may not be exactly comparable in terms of size, product mix, or overall operations to those of our Company. Further, our Company is primarily engaged in the manufacturing and supply of generic medicines to government institutions under a business-to-government (B2G) framework, whereas the peer companies are engaged in other aspects of the pharmaceutical industry. Accordingly, there are no directly comparable peers available that are fully aligned with our product profile and business model.

