(Please scan this QR Code to view the RHP)

RED HERRING PROSPECTUS
Dated November 25, 2024
Please read Section 32 of the Companies Act, 2013
100% Book Built Offer

Suraksha Clinic & Diagnostics

SURAKSHA DIAGNOSTIC LIMITED

CORPORATE IDENTITY NUMBER: U85110WB2005PLC102265

REGISTERED AND CORPORATE OFFICE	CONTACT PERSON	Email and Telephone	Website
Plot No. DG-12/1, Action Area 1D, Premises No. 02-0327, New Town, Rajarhat, Kolkata 700 156 West Bengal, India	Mamta Jain, Company Secretary and Compliance Officer	Email: investors@surakshanet.com Tel: +91 33 66059750	www.surakshanet.com

PROMOTERS OF OUR COMPANY: DR. SOMNATH CHATTERJEE, RITU MITTAL AND SATISH KUMAR VERMA

DETAILS OF THE OFFER

TYPE	FRESH ISSUE SIZE	OFFER FOR SALE SIZE	TOTAL OFFER SIZE	ELIGIBILITY AND SHARE RESERVATION AMONG QIB, NIB & RII
Offer for Sale	Not Applicable	Up to 19,189,330 Equity Shares of face value ₹2 each aggregating up to ₹[●] million	Up to 19,189,330 Equity Shares of face value ₹2 each aggregating up to ₹[●] million	The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**") read with Regulation 31 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") and in compliance with Regulation 6(1) of the SEBI ICDR Regulations. For further details, see '*Other Regulatory and Statutory Disclosures - Eligibility for the Offer*' on page 394. For details in relation to share reservation amongst QIBs, NIBs and RIIs see '*Offer Structure*' on page 415.

DETAILS OF THE SELLING SHAREHOLDERS, OFFER FOR SALE AND WEIGHTED AVERAGE COST OF ACQUISITION

NAME OF THE SELLING SHAREHOLDER	TYPE	NUMBER OF EQUITY SHARES BEING OFFERED/AMOUNT (IN ₹ MILLION)	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE (IN ₹)*#
Dr. Somnath Chatterjee	Promoter Selling Shareholder	Up to 2,132,148 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million	45.50
Ritu Mittal	Promoter Selling Shareholder	Up to 2,132,148 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million	49.76
Satish Kumar Verma^^	Promoter Selling Shareholder	Up to 2,132,148 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million	1.60
OrbiMed Asia II Mauritius Limited^	Investor Selling Shareholder	Up to 10,660,737 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million	94.38
Munna Lal Kejriwal	Individual Selling Shareholder	Up to 799,556 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million	1.60
Santosh Kumar Kejriwal	Individual Selling Shareholder	Up to 1,332,593 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million	1.60

^ *Surviving entity pursuant to amalgamation of OrbiMed Asia II Mauritius FDI Investments Limited (the erstwhile shareholder) into OrbiMed Asia II Mauritius Limited on November 11, 2022*
^^*Shares are jointly held by Satish Kumar Verma with Suman Verma*
**As certified by Manian & Rao, Chartered Accountants, by way of their certificate dated November 25, 2024.*

RISKS IN RELATION TO FIRST OFFER

This being the first public issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 2 each. The Offer Price, Floor Price or Price Band as determined by our Company in consultation with the BRLMs and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "*Basis for Offer Price*" on page 125, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of our Company and this Offer, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 36.

THE COMPANY'S AND THE SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and this Offer, which is material in the context of this Offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, each of the Selling Shareholders, severally and not jointly, accepts responsibility for and confirms only the statements specifically made by such Selling Shareholder in this Red Herring Prospectus solely in relation to itself and its respective portion of the Offered Shares and confirms that such statements are true and correct in all material respects and not misleading in any material respect.

LISTING

The Equity Shares offered through this Red Herring Prospectus are proposed to be listed on BSE and NSE. Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters each dated September 5, 2024. For the purposes of this Offer, BSE shall be the Designated Stock Exchange. A signed copy of this Red Herring Prospectus has been filed with the RoC and a signed copy of the Prospectus shall be delivered to the RoC for filing in accordance with Section 26(4) and Section 32 of the Companies Act.

BOOK RUNNING LEAD MANAGERS

LOGO	NAME	CONTACT PERSON	EMAIL & TELEPHONE
ICICI Securities	ICICI SECURITIES LIMITED	Namrata Ravasia / Rupesh Khant	**Tel:** +91 22 6807 7100 **E-mail:** Surakshaipo@icicisecurities.com
nuvama	NUVAMA WEALTH MANAGEMENT LIMITED	Pari Vaya	**Tel:** +91 22 4009 4400 **E-mail:** suraksha.ipo@nuvama.com
SBICAPS Complete Investment Banking Solutions	SBI CAPITAL MARKETS LIMITED	Karan Savardekar / Sambit Rath	**Tel:** +91 22 4006 9807 **E-mail:** suraksha.ipo@sbicaps.com

REGISTRAR TO THE OFFER

LOGO	NAME	CONTACT PERSON	EMAIL & TELEPHONE
KFINTECH EXPERIENCE TRANSFORMATION	KFIN TECHNOLOGIES LIMITED	M. Murali Krishna	**Tel:** +91 40 6716 2222 **E-mail:** sdl.ipo@kfintech.com

BID/OFFER PERIOD

ANCHOR INVESTOR BID/ OFFER PERIOD*	Thursday, November 28, 2024	BID/OFFER OPENS ON*	Friday, November 29, 2024	BID/OFFER CLOSES ON	Tuesday, December 3, 2024**

* *Our Company, in consultation with the Book Running Lead Managers, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.*
*** The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Day.*

(Please scan this QR Code to view the RHP)

RED HERRING PROSPECTUS
Dated November 25, 2024
Please read section 32 of the Companies Act, 2013
100% Book Built Offer

Suraksha
Clinic & Diagnostics

SURAKSHA DIAGNOSTIC LIMITED

Our Company was incorporated as 'Suraksha Diagnostic Private Limited' as a private limited company under the Companies Act, 1956 pursuant to a certificate of incorporation dated March 15, 2005, issued by the Deputy Registrar of Companies, West Bengal at Kolkata. Subsequently, our Company was converted into a public limited company pursuant to a special resolution passed in the extra-ordinary general meeting of our Shareholders held on June 5, 2024, and consequently, the name of our Company was changed to 'Suraksha Diagnostic Limited', and a fresh certificate of incorporation dated July 16, 2024, was issued by the Registrar of Companies, Central Processing Centre. For details of changes in the name and registered and corporate office address of our Company, see '*History and Certain Corporate Matters*' on page 254.

Registered and Corporate Office: Plot No. DG-12/1, Action Area 1D, Premises No. 02-0327, New Town, Rajarhat, Kolkata 700 156 West Bengal, India; **Tel**: +91 33 66059750
Contact Person: Mamta Jain, Company Secretary and Compliance Officer
E-mail: investors@surakshanet.com; **Website**: www.surakshanet.com
Corporate Identity Number: U85110WB2005PLC102265

PROMOTERS OF OUR COMPANY: DR. SOMNATH CHATTERJEE, RITU MITTAL AND SATISH KUMAR VERMA

INITIAL PUBLIC OFFERING OF UP TO 19,189,330 EQUITY SHARES OF FACE VALUE OF ₹ 2 EACH OF SURAKSHA DIAGNOSTIC LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹[●] PER EQUITY SHARE) (THE "OFFER PRICE") AGGREGATING UP TO ₹[●] MILLION THROUGH AN OFFER FOR SALE OF UP TO 19,189,330 EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING UP TO ₹[●] MILLION, COMPRISING UP TO 2,132,148 EQUITY SHARES OF FACE VALUE OF ₹ 2 EACH AGGREGATING UP TO ₹[●] MILLION BY DR. SOMNATH CHATTERJEE, UP TO 2,132,148 EQUITY SHARES OF FACE VALUE OF ₹ 2 EACH AGGREGATING UP TO ₹[●] MILLION BY RITU MITTAL, UP TO 2,132,148 EQUITY SHARES OF FACE VALUE OF ₹ 2 EACH AGGREGATING UP TO ₹[●] MILLION BY SATISH KUMAR VERMA (WHOSE SHARES ARE JOINTLY HELD WITH SUMAN VERMA) (TOGETHER WITH DR. SOMNATH CHATTERJEE AND RITU MITTAL, THE "PROMOTER SELLING SHAREHOLDERS"), UP TO 10,660,737 EQUITY SHARES OF FACE VALUE OF ₹ 2 EACH AGGREGATING UP TO ₹[●] MILLION BY ORBIMED ASIA II MAURITIUS LIMITED^ (THE "INVESTOR SELLING SHAREHOLDER"), UP TO 799,556 EQUITY SHARES OF FACE VALUE OF ₹ 2 EACH AGGREGATING UP TO ₹[●] MILLION BY MUNNA LAL KEJRIWAL, AND UP TO 1,332,593 EQUITY SHARES OF FACE VALUE OF ₹ 2 EACH AGGREGATING UP TO ₹[●] MILLION BY SANTOSH KUMAR KEJRIWAL (TOGETHER THE "INDIVIDUAL SELLING SHAREHOLDERS") (THE PROMOTER SELLING SHAREHOLDERS, THE INVESTOR SELLING SHAREHOLDER AND THE INDIVIDUAL SELLING SHAREHOLDERS, COLLECTIVELY REFERRED TO AS THE "SELLING SHAREHOLDERS", AND SUCH EQUITY SHARES OFFERED BY THE SELLING SHAREHOLDERS, THE "OFFERED SHARES") (THE "OFFER" OR THE "OFFER FOR SALE"). THE OFFER SHALL CONSTITUTE UP TO 36.84% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

^ SURVIVING ENTITY PURSUANT TO AMALGAMATION OF ORBIMED ASIA II MAURITIUS FDI INVESTMENTS LIMITED, THE ERSTWHILE SHAREHOLDER, INTO ORBIMED ASIA II MAURITIUS LIMITED ON NOVEMBER 11, 2022

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 2 EACH AND THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DETERMINED BY OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, AND WILL BE ADVERTISED IN ALL EDITIONS OF FINANCIAL EXPRESS, AN ENGLISH NATIONAL DAILY NEWSPAPER, ALL EDITIONS OF JANSATTA, A HINDI NATIONAL DAILY NEWSPAPER AND THE KOLKATA EDITION OF DAINIK STATESMAN, A BENGALI DAILY NEWSPAPER (BENGALI BEING THE REGIONAL LANGUAGE OF WEST BENGAL, WHERE OUR REGISTERED AND CORPORATE OFFICE IS LOCATED), EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE" AND TOGETHER WITH THE BSE, THE "STOCK EXCHANGES") FOR UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS.

In case of any revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid / Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the websites of the BRLMs and at the terminals of the Members of the Syndicate and by intimation to Designated Intermediaries and Sponsor Banks, as required under the SEBI ICDR Regulations.

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations and in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer shall be allocated on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") ("**QIB Portion**"), provided that our Company may in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("**Anchor Investor Portion**"). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than Anchor Investor Portion) ("**Net QIB Portion**"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, subject to valid Bids being received at or above the Offer Price, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Investors and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. One-third of the Non-Institutional Portion shall be available for allocation to Non-Institutional Bidders with a Bid size of more than ₹ 0.20 million and up to ₹ 1.00 million and two-thirds of the Non-Institutional Portion shall be available for allocation to Non-Institutional Bidders with a Bid size of more than ₹1.00 million provided that under-subscription in either of these two sub-categories of the Non-Institutional Portion may be allocated to Non-Institutional Bidders in the other sub-category of Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All potential Bidders (except Anchor Investors) are mandatorily required to participate in the Offer through the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective ASBA accounts and UPI ID in case of UPI Bidders, as applicable, pursuant to which their corresponding Bid Amount will be blocked by the Self Certified Syndicate Banks ("**SCSBs**") or by the Sponsor Bank(s) under the UPI Mechanism, as the case may be, to the extent of the respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see "*Offer Procedure*" on page 418.

RISKS IN RELATION TO FIRST OFFER

This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 2 each. The Offer Price, Floor Price or Price Band as determined by our Company in consultation with the BRLMs and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "*Basis for Offer Price*" on page 125, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of the Issuer and this Offer, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 36.

THE COMPANY'S AND THE SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and this Offer, which is material in the context of this Offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, each of the Selling Shareholders, severally and not jointly, accepts responsibility for and confirms only the statements specifically made by such Selling Shareholder in this Red Herring Prospectus solely in relation to itself and its respective portion of the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect.

LISTING

The Equity Shares offered through this Red Herring Prospectus are proposed to be listed on BSE and NSE. Our Company has received in-principle approvals from BSE and NSE for listing of the Equity Shares pursuant to their letters each dated September 5, 2024. For the purposes of this Offer, BSE shall be the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGERS			**REGISTRAR TO THE OFFER**
ICICI Securities	nuvama	SBICAPS Complete Investment Banking Solutions	KFINTECH EXPERIENCE TRANSFORMATION
ICICI Securities Limited ICICI Venture House, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400 025 **Tel:** +91 22 6807 7100 **Email:** Surakshaipo@icicisecurities.com **Website:** www.icicisecurities.com **Investor grievance email:** customercare@icicisecurities.com **Contact person:** Namrata Ravasia / Rupesh Khant **SEBI registration no:** INM000011179	**Nuvama Wealth Management Limited** 801 - 804, Wing A, Building No 3 Inspire BKC, G Block Bandra Kurla Complex, Bandra East Mumbai 400 051 Maharashtra, India **Tel**: +91 22 4009 4400 **E-mail**: suraksha.ipo@nuvama.com **Website**: www.nuvama.com **Investor grievance e-mail**: customerservice.mb@nuvama.com **Contact person**: Pari Vaya **SEBI registration no**.: INM000013004	**SBI Capital Markets Limited** 1501, 15th floor, A & B Wing, Parinee Crescenzo Building, G Block, Bandra Kurla Complex, Bandra (East), Mumbai- 400 051, Maharashtra. **Tel:** +91 22 4006 9807 **E-mail:** : suraksha.ipo@sbicaps.com **Website:** www.sbicaps.com **Investor Grievance E-Mail:** investor.relations@sbicaps.com **Contact person:** Karan Savardekar / Sambit Rath **SEBI Registration No.:** INM000003531	**Name:** KFin Technologies Limited **Address:** Selenium Tower B, Plot No. 31 and 32, Financial District, Nanakramguda, Serilingampally Hyderabad -500 032, Telangana, India **Telephone Number:** +91 40 6716 2222 **Toll Free No.:** 18003094001 **Website:** www.kfintech.com **Investor Grievance E-mail:** einward.ris@kfintech.com **Email** : sdl.ipo@kfintech.com **Contact Person:** M. Murali Krishna **SEBI Registration Number:** INR000000221

BID/OFFER PERIOD

BID/ OFFER OPENS ON: *	**November 29, 2024**
BID/ OFFER CLOSES ON:	**December 3, 2024****

** Our Company in consultation with the Book Running Lead Managers, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.*
*** The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Day.*

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification, direction or clarification shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification, direction or clarification as amended, updated, supplemented, re-enacted or modified, from time to time, and any reference to a statutory provision shall include any subordinate legislation made, from time to time, under such provision.

The words and expressions used in this Red Herring Prospectus but not defined herein shall have, to the extent applicable, the same meaning ascribed to such terms in the SEBI Act, SEBI ICDR Regulations, the Companies Act, 2013, the SCRA, the Depositories Act and the rules and regulations made thereunder. Further, the Offer related terms used but not defined in this Red Herring Prospectus shall have the meaning ascribed to such terms under the General Information Document.

Notwithstanding the foregoing, the terms used in "Industry Overview", "Statement of Special Tax Benefits", "Financial Information", "Objects of the Offer", "Basis for Offer Price", "History and Certain Corporate Matters", "Financial Indebtedness", "Group Companies", "Our Management", "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Government and Other Approvals", "Outstanding Litigation and Material Developments", "Terms of the Offer", "Offer Procedure", "Key Regulations and Policies", "Other Regulatory and Statutory Disclosures" and "Main Provision of the Articles of Association" on pages 146, 139, 292, 122, 125, 254, 378, 390, 265, 344, 387, 381, 409, 418, 246, 393 and 439 respectively, shall have the meaning ascribed specifically to such terms in the relevant sections.

General Terms

Term	Description
"the Company", "our Company", or "the Issuer"	Suraksha Diagnostic Limited, a public limited company incorporated under Companies Act, 1956 having its registered and corporate office at Plot No. DG-12/1, Action Area 1D, Premises No. 02-0327, New Town, Rajarhat, Kolkata 700 156 West Bengal, India.
"we", "our" or "us"	Unless the context otherwise indicates or implies, our Company and its Subsidiaries, as at and during the relevant period / Fiscal/ Financial Year.

Company Related Terms

Term	Description
"Articles" or "Articles of Association" or "AoA"	The articles of association of our Company, as amended from time to time.
"Audit Committee"	The audit committee of our Board of Directors, as described in "*Our Management- Audit Committee*" on page 272.
"Auditors" or "Statutory Auditors"	The current statutory auditors of our Company, being M S K A & Associates, Chartered Accountants.
"Board" or "Board of Directors"	The board of directors of our Company (including any duly constituted committee thereof).
"CCPS" or "Preference Shares"	Collectively, India 2020 CCPS and Series A CCPS which were converted into Equity Shares of our Company.
"Company Secretary and Compliance Officer"	The company secretary and compliance officer of our Company, being Mamta Jain .
"Chief Financial Officer"	The chief financial officer of our Company, being Amit Saraf.
"CRISIL" or "CRISIL MI&A"	CRISIL Market Intelligence & Analytics, a division of CRISIL Limited, appointed by our Company pursuant to the CRISIL Letters.
"CRISIL Letters"	Letters dated March 13, 2024 and May 27, 2024 executed between our Company and CRISIL.
"CRISIL Report"	Industry report prepared by CRISIL MI&A titled "*Assessment of the diagnostics industry in India*" dated October, 2024, which is available on the website of our Company at https://www.surakshanet.com/investor-relations/.
"Director(s)"	The director(s) on our Board.
"Equity Shares"	The equity shares of our Company of face value of ₹ 2 each.
"Equity Shareholders"	The equity shareholders of our Company whose names are entered into (i) the register of members of our Company; or (ii) the records of a depository as a beneficial owner of Equity Shares, as of the date of this RHP.
"ESOP Scheme"	The employee stock option scheme of our Company, namely the Suraksha Employee

Term	Description
	Stock Option Scheme 2024 described in "*Capital Structure*" on page 120.
"Executive Director(s)"	Executive director(s) on our Board of Directors.
"Group Companies"	The companies identified as 'group companies' in accordance with Regulation 2(1)(t) of the SEBI ICDR Regulations, being Suraksha Diagnostic and Eye Centre Private Limited, Oscar Enclave Private Limited, Kejriwal Electronics Limited and Calcutta Cosmopolitan Club Limited.
"Independent Director(s)"	Independent director(s) on our Board of Directors.
"Individual Selling Shareholders"	Munna Lal Kejriwal and Santosh Kumar Kejriwal.
"India 2020 CCPS"	India 2020 Compulsorily Convertible Preference Shares of face value of ₹100 each which were converted into Equity Shares of our Company.
"Investor Selling Shareholder"	OrbiMed Asia II Mauritius Limited, the surviving entity pursuant to amalgamation of OrbiMed Asia II Mauritius FDI Investments Limited (the erstwhile shareholder) into OrbiMed Asia II Mauritius Limited on November 11, 2022.
"IPO Committee"	The committee re-constituted by our Board of Directors in relation the Offer pursuant to their resolution dated July 16, 2024, which constitutes of Dr. Somnath Chatterjee, Ritu Mittal and Satish Kumar Verma as described in "*Our Management- IPO Committee*" on page 279.
"Joint Managing Directors"	The joint managing directors of our Company, being Dr. Somnath Chatterjee and Ritu Mittal.
"Key Managerial Personnel" or "KMP"	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013 and as disclosed in "*Our Management – Key Managerial Personnel*" on page 283.
"Materiality Policy"	Policy for (i) identification of Group Companies, (ii) material outstanding litigation involving our Company, our Subsidiaries, our Promoters and our Directors and (iii) identification of material creditors of the Company, pursuant to the disclosure requirements under SEBI ICDR Regulations, as adopted by the Board through its resolution dated July 20, 2024.
"Memorandum" or "Memorandum of Association" or "MoA"	The memorandum of association of our Company, as amended from time to time.
"Nomination and Remuneration Committee"	The Nomination and Remuneration Committee of our Board of Directors, as described in "*Our Management- Nomination and Remuneration Committee*" on page 275.
"Non-executive Director(s)"	Non-executive director(s) of our Company, as described in "*Our Management*" on page 265.
"Preference Shareholders"	The shareholders of our Company who hold Preference Shares from time to time.
"Promoters"	The promoters of our Company, being Dr. Somnath Chatterjee, Ritu Mittal, and Satish Kumar Verma, as described in "*Our Promoters and Promoter Group*" on page 286.
"Promoter Selling Shareholders"	Dr. Somnath Chatterjee, Ritu Mittal and Satish Kumar Verma (whose shares are jointly held with Suman Verma).
"Promoter Group"	The persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations. For details, see "*Our Promoters and Promoter Group*" on page 286.
"Registered and Corporate Office"	The registered and corporate office of our Company, which is located at Plot No. DG-12/1, Action Area 1D, Premises No. 02-0327, New Town, Rajarhat, Kolkata 700 156 West Bengal, India.
"Registrar of Companies" or "RoC"	The Registrar of Companies, West Bengal at Kolkata.
"Restated Consolidated Financial Information"	The restated consolidated financial information of our Company, along with our Subsidiaries, comprising of the restated consolidated statement of assets and liabilities as at June 30, 2024, March 31, 2024, March 31, 2023, and March 31, 2022, the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of cash flows, the restated consolidated statement of changes in equity for the three month period ended June 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023, and March 31, 2022, along with the statement of material accounting policies and other explanatory information prepared in accordance with the requirements of Section 26(1) of Part I of Chapter III of Companies Act, SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)", as amended issued by ICAI and email dated October 28, 2021, by SEBI to the Association of Investment Bankers of India.
"Selling Shareholders"	Dr. Somnath Chatterjee, Ritu Mittal, Satish Kumar Verma (whose shares are jointly held with Suman Verma), OrbiMed Asia II Mauritius Limited (*Surviving entity pursuant to amalgamation of OrbiMed Asia II Mauritius FDI Investments Limited (the erstwhile shareholder) into OrbiMed Asia II Mauritius Limited*), Munna Lal Kejriwal and Santosh Kumar Kejriwal.

Term	Description
“Senior Management”	Senior management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations, as disclosed in “*Our Management – Senior Management of our Company*” on page 283.
“Series A CCPS”	Series A compulsorily convertible cumulative preference shares of face value of ₹100 each which were converted into Equity Shares of our Company..
“Shareholders”	Collectively, Equity Shareholders and Preference Shareholders of our Company.
“Shareholders with other rights”	Shareholders having the right to nominate director(s) in the Board of the Company in accordance with the articles of association of the Company, as amended from time to time.
“Stakeholders’ Relationship Committee”	The stakeholders’ relationship committee of our Board of Directors, as described in “*Our Management- Stakeholders’ Relationship Committee*” on page 277 .
“Subsidiaries”	As per the definition under section 2(87) of the Companies Act, 2013 i.e. Suraksha Radiology Private Limited, Asian Institute of Immunology and Rheumatology LLP, Suraksha Speciality LLP and Suraksha Salvia LLP.

Offer Related Terms

Term	Description
“Abridged Prospectus”	The memorandum containing such salient features of a prospectus as may be specified by the SEBI in this regard.
“Acknowledgement Slip”	The slip or document issued by the relevant Designated Intermediary (ies) to the Bidder as proof of registration of the Bid cum Application Form.
“Allot’ or “Allotment” or ‘Allotted”	Transfer of the Offered Shares by the Selling Shareholders pursuant to the Offer for Sale to the successful Bidders.
“Allotment Advice”	Advice or note or intimation of Allotment sent to the successful Bidders who have who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
“Allottee”	A successful Bidder to whom an Allotment is made.
“Anchor Investor(s)”	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with SEBI ICDR Regulations and this Red Herring Prospectus, and who has Bid for an amount of at least ₹ 100.00 million.
“Anchor Investor Allocation Price”	The final price at which Equity Shares will be allocated to Anchor Investors on the Anchor Investor Bidding Date according to the terms of this Red Herring Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Allocation Price will be decided by our Company, in consultation with the BRLMs, during the Anchor Investor Bidding Date.
“Anchor Investor Application Form”	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion, and which will be considered as an application for Allotment in terms of this Red Herring Prospectus and the Prospectus.
“Anchor Investor Bid/ Offer Period” or “Anchor Investor Bidding Date”	The date, one Working Day prior to the Bid/ Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the BRLMs will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed.
“Anchor Investor Offer Price”	The price at which the Equity Shares will be Allotted to Anchor Investors in terms of this Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company in consultation with the BRLMs.
“Anchor Investor Portion”	Up to 60% of the QIB Portion which may be allocated by our Company in consultation with the BRLMs, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.
“Anchor Investor Pay-in Date”	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, not later than two Working Days after the Bid/ Offer Closing Date.
“ASBA” or “Application Supported by Blocked Amount”	An application, whether physical or electronic, used by ASBA Bidders, other than Anchor Investors, to make a Bid and authorising an SCSB to block the Bid Amount the relevant ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of the UPI

Term	Description
	Mandate Request by the UPI Bidders using the UPI Mechanism.
"ASBA Account"	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders, for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder linked to a UPI ID, which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidders using the UPI Mechanism.
"ASBA Bidder(s)"	Any Bidder (other than an Anchor Investor) in the Offer who intends to submit a Bid.
"ASBA Form"	An application form, whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of this Red Herring Prospectus and the Prospectus.
"Banker(s) to the Offer"	Collectively, the Escrow Collection Bank(s), Refund Bank(s), Public Offer Account Bank(s) and "the Sponsor Bank(s), as the case may be.
"Basis of Allotment"	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer, described in "*Offer Procedure*" on page 418.
"Bid(s)"	An indication by an ASBA Bidder to make an offer during the Bid/Offer Period pursuant to submission of the ASBA Form, or on the Anchor Investor Bidding Date by an Anchor Investor, pursuant to the submission of the Anchor Investor Application Form, to subscribe to or purchase Equity Shares at a price within the Price Band, including all revisions and modifications thereto, to the extent permissible under the SEBI ICDR Regulations, in terms of this Red Herring Prospectus and the Bid cum Application Form. The term 'Bidding' shall be construed accordingly.
"Bid Amount"	In relation to each Bid, the highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid.
"Bid cum Application Form"	The Anchor Investor Application Form or the ASBA Form, as the context requires.
"Bidder" or "Applicant"	Any prospective investor who makes a Bid pursuant to the terms of this Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor.
"Bidding Centres"	Centres at which the Designated Intermediaries shall accept the ASBA Forms, *i.e.*, Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
"Bid Lot"	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.
"Bid/ Offer Closing Date"	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries shall not accept any Bid, being December 3, 2024, which shall be notified in all editions of the English national daily newspaper Financial Express, all editions of the Hindi national daily newspaper Jansatta, and Kolkata edition of Dainik Statesman, a Bengali daily newspaper (Bengali being the regional language of West Bengal, where our Registered and Corporate Office is located), each with wide circulation. In case of any revisions, the extended Bid/Offer Closing Date will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the websites of the BRLMs and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Banks.
"Bid/ Offer Opening Date"	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being November 29, 2024 which shall be notified in all editions of the English national daily newspaper Financial Express, all editions of the Hindi national daily newspaper Jansatta, and Kolkata edition of Dainik Statesman, a Bengali daily newspaper (Bengali being the regional language of West Bengal, where our Registered and Corporate Office is located), each with wide circulation.
"Bid/ Offer Period"	Except in relation to Anchor Investors, the period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations and in terms of this Red Herring Prospectus. The Bid/Offer Period will comprise Working Days only.
"Book Building Process"	The book building process provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made.
"Book Running Lead Managers" or "BRLMs"	The book running lead managers to the Offer, being ICICI Securities, Nuvama and SBICAPS.
"Broker Centres"	Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker (in case of UPI Bidders, only using UPI

Term	Description
	Mechanism). The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and updated from time to time.
"CAN" or "Confirmation of Allocation Note"	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bidding Date.
"Cap Price"	The higher end of the Price Band i.e., ₹ [●] per Equity Share, above which the Offer Price and Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted, including any revisions thereof. Cap Price shall be at least 105% of the Floor Price and shall not exceed 120% of the Floor Price.
"Cash Escrow and Sponsor Banks Agreement"	The agreement dated November 22, 2024 entered amongst our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Escrow Collection Bank, the Public Offer Account Bank, the Sponsor Banks, and the Refund Bank.
"Client ID"	Client identification number maintained with one of the Depositories in relation to the demat account.
"CDP" or "Collecting Depository Participant"	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of the SEBI RTA Master Circular and the UPI Circulars issued by SEBI, and as per the list available on the websites of BSE and NSE, updated from time to time.
"Compliance Officer for the Offer"	Compliance officer for the Offer in terms of the SEBI ICDR Regulations.
"Cut-Off Price"	Offer Price, which shall be any price within the Price Band, finalised by our Company in consultation with the BRLMs. Only Retail Individual Bidders bidding in the Retail Portion are entitled to Bid at the Cut-Off Price. QIBs (including Anchor Investor) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
"Demographic Details"	Details of the Bidders including the Bidders' address, name of the Bidders' father/husband, investor status, occupation, bank account details and UPI ID, wherever applicable.
"Designated Branches"	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time.
"Designated CDP Locations"	Such locations of the CDPs where Bidders (other than Anchor Investors) can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com, respectively,) as updated from time to time.
"Designated Date"	The date on which the Escrow Collection Bank(s) transfers funds from the Escrow Account(s) to the Public Offer Account or the Refund Account, as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders using the UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, in terms of this Red Herring Prospectus following which the Equity Shares will be Allotted in the Offer.
"Designated Intermediary(ies)"	In relation to ASBA Forms submitted by Retail Individual Bidders by authorizing an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidder, as the case may be, using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-Syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, sub-Syndicate/agents, SCSBs, Registered Brokers, the CDPs and RTAs.
"Designated RTA Locations"	Such locations of the RTAs where Bidders (other than Anchor Investors) can submit the ASBA Forms to RTAs.

Term	Description
	The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com, respectively,) as updated from time to time.
"Designated Stock Exchange"	BSE Limited or BSE
"Draft Red Herring Prospectus or DRHP"	The draft red herring prospectus dated July 23, 2024 issued in accordance with the SEBI ICDR Regulations, which did not contain complete particulars of the Offer Price and the size of the Offer.
"Eligible FPIs"	FPIs from such jurisdictions outside India where it is not unlawful to make an offer/ invitation under the Offer and in relation to whom the Bid cum Application Form and this Red Herring Prospectus constitutes an invitation to purchase the Equity Shares offered thereby.
"Eligible NRI"	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and this Red Herring Prospectus will constitute an invitation to subscribe to or purchase the Equity Shares.
"Escrow Account(s)"	Account(s) opened with the Escrow Collection Bank and in whose favour Anchor Investors will transfer the money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount while submitting a Bid.
"Escrow Collection Bank"	A bank which is a clearing member and registered with SEBI as a banker to an issue, and with whom the Escrow Account(s) will be opened, in this case being Kotak Mahindra Bank Limited.
"First or sole Bidder"	The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
"Floor Price"	The lower end of the Price Band, subject to any revision thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted.
"General Information Document" or "GID"	The General Information Document for investing in public offers, prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 issued by SEBI, suitably modified and updated pursuant to, among others, the circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020 issued by SEBI.
"ICICI Securities" or "I-Sec"	ICICI Securities Limited
"Mobile Applications"	The mobile applications listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 or such other website as may be updated from time to time, which may be used by UPI Bidders to submit Bids using the UPI Mechanism as provided under 'Annexure A' for the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019
"Mutual Fund Portion"	5% of the Net QIB Portion or [●] Equity Shares of face value ₹ 2 each which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price.
"Mutual Funds"	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
"Net QIB Portion"	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors.
"NBFC-SI" or "Systemically Important Non-Banking Financial Company"	A systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
"Non-Institutional Bidders" or "NIBs"	Bidders that are not QIBs or Retail Individual Bidders and who have Bid for Equity Shares for an amount more than ₹0.20 million.
"Non-Institutional Portion"	The portion of the Offer being not more less 15% of the Offer comprising [●] Equity Shares of face value ₹ 2 each which shall be available for allocation to Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price, in the following manner: (a) one third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹ 0.20 million and up to ₹ 1.00 million; (b) two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹ 1.00 million: Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of non-institutional investors.

Term	Description
"Non-Resident" or "NR"	A person resident outside India, as defined under FEMA and includes FPIs, VCFs, FVCIs and NRIs.
"Nuvama"	Nuvama Wealth Management Limited
"Offer" or "Offer for Sale"	The initial public offer of 19,189,330 Equity Shares of face value ₹ 2 each for cash at a price of ₹[●] each, aggregating to ₹[●] million, comprising an offer for sale of up to 19,189,330 Equity Shares of face value ₹ 2 each of our Company aggregating to ₹ [●] million, comprising up to 2,132,148 Equity Shares of face value of ₹ 2 each aggregating up to ₹[●] million by Dr. Somnath Chatterjee, up to 2,132,148 Equity Shares of face value of ₹ 2 each aggregating up to ₹[●] million by Ritu Mittal, up to 2,132,148 Equity Shares of face value of ₹ 2 each aggregating up to ₹[●] million by Satish Kumar Verma (whose shares are jointly held with Suman Verma), up to 10,660,737 Equity Shares of face value of ₹ 2 each aggregating up to ₹[●] million by OrbiMed Asia II Mauritius Limited (*Surviving entity pursuant to amalgamation of OrbiMed Asia II Mauritius FDI Investments Limited, the erstwhile shareholder, into OrbiMed Asia II Mauritius Limited on November 11, 2022*), up to 799,556 Equity Shares of face value of ₹ 2 each aggregating up to ₹[●] million by Munna Lal Kejriwal and up to 1,332,593 Equity Shares of face value of ₹ 2 each aggregating up to ₹[●] million by Santosh Kumar Kejriwal. For further details, see "*The Offer*" on page 80.
"Offer Agreement"	The agreement dated July 23, 2024, among our Company, the Selling Shareholders, the and the BRLMs, as amended vide amendment agreement dated November 21, 2024 pursuant to which certain arrangements are agreed to in relation to the Offer.
"Offer Price"	The final price at which Equity Shares will be Allotted to ASBA Bidders in terms of this Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price which will be decided by our Company in consultation with the BRLMs, in terms of this Red Herring Prospectus and the Prospectus. The Offer Price will be decided by our Company in consultation with the BRLMs on the Pricing Date, in accordance with the Book-Building Process and in terms of this Red Herring Prospectus and the Prospectus.
"Offered Shares"	Up to 19,189,330 Equity Shares of face value ₹ 2 each aggregating up to ₹[●] million being offered for sale by the Selling Shareholders in the Offer for Sale.
"Offer Proceeds"	The proceeds of the Offer for Sale which shall be available to the Selling Shareholders. For further details on use of the Offer Proceeds, see "*Objects of the Offer*" on page 122.
"Price Band"	The price band ranging from the Floor Price of ₹ [●] per Equity Share to the Cap Price of ₹ [●] per Equity Share, including any revisions thereof. The Price Band and minimum Bid Lot, as decided by our Company in consultation with the BRLMs will be advertised in all editions of the English national daily newspaper Financial Express, all editions of the Hindi national daily newspaper Jansatta and Kolkata edition of Dainik Statesman, a Bengali daily newspaper (Bengali being the regional language of West Bengal, where our Registered and Corporate Office is located) each with wide circulation, at least two Working Days prior to the Bid/ Offer Opening Date with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites.
"Pricing Date"	The date on which our Company in consultation with the BRLMs, finalises the Offer Price.
"Prospectus"	The prospectus to be filed with the RoC after the Pricing Date in accordance with Section 26 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, *inter alia*, the Offer Price, the size of the Offer and certain other information, including any addenda or corrigenda thereto.
"Public Offer Account(s)"	The bank account opened with the Public Offer Account Bank(s) under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date.
"Public Offer Account Bank(s)"	A bank which is a clearing member and registered with SEBI as a banker to an issue, and with whom the Public Offer Account(s) will be opened, in this case being ICICI Bank Limited.
"QIBs" or "Qualified Institutional Buyers"	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
"QIB Bidders"	QIBs who Bid in the Offer.
"QIB Portion"	The portion of the Offer (including the Anchor Investor Portion) being not more than 50% of the Offer consisting of not more than [●] Equity Shares of face value ₹ 2 each which shall be available for allocation to QIBs (including Anchor Investors), subject to valid Bids being received at or above the Offer Price or Anchor Investor Offer Price (for Anchor Investors).
"Red Herring Prospectus" or	This red herring prospectus dated November 25, 2024 issued in accordance with Section

Term	Description
"RHP"	32 of the Companies Act, 2013, and the provisions of the SEBI ICDR Regulations, which does not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto. This Red Herring Prospectus has been filed with the RoC at least three Working Days before the Bid/Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date.
"Refund Account(s)"	The account opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to Anchor Investors shall be made.
"Refund Bank(s)"	The Banker to the Offer with whom the Refund Account(s) will be opened, in this case being Kotak Mahindra Bank Limited.
"Registrar Agreement"	The agreement dated July 23, 2024, entered into among our Company, the Selling Shareholders and the Registrar to the Offer.
"Registered Brokers"	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub-Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate and eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 4, 2012, issued by SEBI.
"Registrar to the Offer" or "Registrar"	KFin Technologies Limited, a company incorporated under the Companies Act, 2013, as amended and having its registered office at Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad 500 032, Telangana, India.
"RTAs" or "Registrar and Share Transfer Agents"	The registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of the SEBI RTA Master Circular.
"Resident Indian"	A person resident in India, as defined under FEMA.
"Retail Individual Bidder(s)" or "Retail Individual Investor(s)" or 'RII(s)' or "RIB(s)"	Individual Bidders, who have Bid for the Equity Shares for an amount which is not more than ₹ 0.2 million in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRI Bidders) and does not include NRIs (other than Eligible NRIs).
"Retail Portion"	The portion of the Offer being not less than 35% of the Offer comprising [●] Equity Shares of face value ₹ 2 each, which shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.
"Revision Form"	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s). QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date.
"SEBI ICDR Master Circular"	SEBI master circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024
"SEBI RTA Master Circular"	SEBI master circular bearing number SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024.
"SBICAPS"	SBI Capital Markets Limited
"Self-certified Syndicate Bank(s)" or "SCSB(s)"	The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at https:/www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as may be prescribed by SEBI and updated from time to time. Applications through UPI in the Offer can be made only through the SCSBs Mobile Applications whose name appears on the SEBI website. A list of SCSBs and Mobile Applications, which, are live for applying in public issues using UPI Mechanism is provided as Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The said list shall be updated on SEBI website.
"Share Escrow Agent"	The share escrow agent appointed pursuant to the Share Escrow Agreement, being KFin Technologies Limited.
"Share Escrow Agreement"	The agreement dated November 20, 2024 between our Company, the Selling Shareholders and the Share Escrow Agent.
"Specified Locations"	Bidding centres where the Syndicate shall accept ASBA Forms from Bidders.
"Specified Securities"	Specified securities as defined under Regulation 2(eee) of the SEBI ICDR Regulations, 2018

Term	Description
"Sponsor Bank(s)"	Banks registered with SEBI which is appointed by the issuer to act as a conduit between the Stock Exchanges and the National Payments Corporation of India in order to push the mandate collect requests and / or payment instructions of the UPI Bidders using the UPI Mechanism and carry out other responsibilities, in terms of the UPI Circulars., the Sponsor Banks in this case being Kotak Mahindra Bank Limited and ICICI Bank Limited.
"Sub-Syndicate Members"	The sub-syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect ASBA Forms and Revision Forms.
"Syndicate Agreement"	The agreement dated November 22, 2024, between our Company, the Registrar to the Offer, the Selling Shareholders, the BRLMs and the Syndicate Members.
"Syndicate Members"	Syndicate members as defined under Regulation 2(1)(hhh) of the SEBI ICDR Regulations, being Nuvama Wealth Management Limited, SBICAP Securities Limited and Investec Capital Services (India) Private Limited.
"Syndicate" or "Members of the Syndicate"	The BRLMs and the Syndicate Members.
"Underwriters"	[●]
"Underwriting Agreement"	The agreement to be entered between the Underwriters, our Company and the Selling Shareholders, entered into on or after the Pricing Date but prior to filing of the Prospectus with the RoC, as applicable.
"UPI Bidders"	Collectively, individual investors applying as (i) Retail Individual Bidders in the Retail Portion, (ii) Non-Institutional Bidders with a Bid Amount of up to ₹ 0.5 million in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Forms(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹0.5 million using UPI Mechanism, shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).
"UPI Circulars"	Collectively, the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, the RTA Master Circular and SEBI ICDR Master Circular along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022, SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, SEBI RTA Master Circular (to the extent it pertains to UPI) along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard, and any subsequent circulars or notifications issued by SEBI and Stock Exchanges in this regard.
"UPI ID"	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
"UPI Mandate Request"	A request (intimating the UPI Bidder by way of a notification on the UPI application and by way of a SMS directing the UPI Bidder to such UPI application) to the UPI Bidder initiated by the Sponsor Banks to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment
"UPI Mechanism"	The bidding mechanism that may be used by an UPI Bidder to make a Bid in the Offer in accordance with UPI Circulars.
"UPI PIN"	Password to authenticate UPI transaction.
"Wilful Defaulter" or "Fraudulent Borrower"	Wilful defaulter or a fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations.
"Working Day"	All days on which commercial banks in Mumbai are open for business; provided, however, with reference to (a) announcement of Price Band; and (b) Bid/ Offer Period, the expression "Working Day" shall mean all days on which commercial banks in Mumbai are open for business, excluding all Saturdays, Sundays or public holidays; and (c) with reference to the time period between the Bid/ Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, the expression 'Working Day' shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, in terms of the circulars issued by SEBI, including the UPI circulars.

Technical/ Industry Related Terms/ Abbreviations

Term	Description
"B2B"	Business-to-Business Segment/Institutional Business Segment
"B2C"	Business-to-Consumer/Individual Consumer Business Segment
"BATEC"	Automated Blood Culture Systems
"CAGR"	Compounded Annual Growth Rate
"CT"	Computerized tomography
"DEXA"	Dual-Energy X-ray Absorptiometry
"DICOM"	Digital Imaging and Communications in Medicine
"EEG"	Electroencephalogram
"EMG"	Electromyography
"ERP"	Enterprise Resource Planning
"GI"	Gastrointestinal
"HPLC"	High Performance Liquid Chromatography
"LC-MS-MS"	Liquid Chromatography with tandem Mass Spectrometry
"LIMS"	Laboratory Information Management System
"MGIT"	Mycobacterium Tuberculosis
"MIP"	Maximal Inspiratory Pressure
"MPR"	Multi-Planar Reformatting
"MRI"	Magnetic Resonance Imaging
"NABH"	National Accreditation Board for Hospitals & Healthcare Providers
"NABL"	National Accreditation Board for Testing and Calibration Laboratories
"PACS"	Picture Archive and Communication Systems
"PPP"	Public Private Partnership
"RIS"	Radiology Information Systems
"RT-PCR"	Real-Time Reverse Transcription – Polymerase Chain Reaction
"SSL"	Secure Sockets Layer
"TAT"	Turn-Around Time
"USG"	Ultrasonography

Conventional and General Terms or Abbreviations

Term	Description
"₹", "Rs.", "Rupees" or "INR"	Indian Rupees.
"AGM"	Annual General Meeting.
"AIF"	An alternative investment fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
"BSE"	BSE Limited.
"Category I AIF"	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations
"Category II AIF"	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations
"Category III AIF"	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations
"Category I FPI"	FPIs registered as "Category I foreign portfolio investors" under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
"CDSL"	Central Depository Services (India) Limited.
"CIN"	Corporate Identity Number.
"CIT"	Commissioner of Income Tax.
"Companies Act"	Companies Act, 1956 and Companies Act, 2013, as applicable.
"Companies Act, 1956"	The erstwhile Companies Act, 1956 along with the relevant rules made thereunder.
"Companies Act, 2013"	Companies Act, 2013, along with the relevant rules, regulations, clarifications, circulars and notifications issued thereunder, as amended to the extent currently in force.
"CSR"	Corporate Social Responsibility.
"Depositories"	NSDL and CDSL.
"Depositories Act"	The Depositories Act, 1996, read with regulations framed thereunder.
"DIN"	Director Identification Number.

Term	Description
"DP ID"	Depository Participant's Identity Number.
"DP" or "Depository Participant"	A depository participant as defined under the Depositories Act.
"DPIIT"	Department for Promotion of Industry and Internal Trade
"EPS"	Earnings Per Share.
"FCNR"	Foreign currency non-resident account.
"FDI"	Foreign Direct Investment.
"FDI Policy"	The consolidated foreign direct policy bearing DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020 and effective from October 15, 2020, issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India and any modifications thereto or substitutions thereof, issued from time to time
"FEMA"	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder.
"FEMA NDI Rules"	Foreign Exchange Management (Non-debt Instrument) Rules, 2019.
"Financial Year" or "Fiscal" or "Fiscal Year" or "FY"	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.
"FPI(s)"	Foreign portfolio investors as defined under the SEBI FPI Regulations.
"FVCI"	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations.
"Fugitive Economic Offender"	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
"GDP"	Gross domestic product.
"GoI" or "Government" or "Central Government"	The Government of India.
"GST"	Goods and services tax.
"HUF"	Hindu undivided family.
"ICAI"	The Institute of Chartered Accountants of India.
"IFRS"	International Financial Reporting Standards of the International Accounting Standards Board.
"Income Tax Act"	Income- Tax Act, 1961, read with the rules framed thereunder.
"Income Tax Rules"	Income- Tax Rules, 1962.
"Ind AS"	Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Companies Act, 2013.
"Indian GAAP"	Accounting Standards notified under Section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016.
"IPO"	Initial public offering.
"IST"	Indian Standard Time.
"MCA"	Ministry of Corporate Affairs, Government of India.
"Mn" or "mn"	Million.
"N.A." or "NA"	Not applicable.
"NAV"	Net asset value.
"NEFT"	National Electronic Fund Transfer.
"NRI"	A person resident outside India, who is a citizen of India or an overseas citizen of India cardholder within the meaning of section 7(A) of the Citizenship Act, 1955.
"NSDL"	National Securities Depository Limited.
"NSE"	National Stock Exchange of India Limited.
"OCB" or "Overseas Corporate Body"	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer.
"p.a."	Per annum.
"P/E Ratio"	Price/earnings ratio.
"PAN"	Permanent account number.
"PAT"	Profit after tax.
"RBI"	Reserve Bank of India.
"RTGS"	Real time gross settlement.
"SCORES"	Securities and Exchange Board of India Complaints Redress System, a centralized web based complaints redressal system launched by SEBI
"SCRA"	Securities Contracts (Regulation) Act, 1956.
"SCRR"	Securities Contracts (Regulation) Rules, 1957.

Term	Description
"SEBI"	Securities and Exchange Board of India constituted under the SEBI Act, 1992.
"SEBI Act"	Securities and Exchange Board of India Act, 1992.
"SEBI AIF Regulations"	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
"SEBI FPI Regulations"	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019.
"SEBI FVCI Regulations"	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
"SEBI ICDR Regulations"	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
"SEBI Insider Trading Regulations"	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
"SEBI Listing Regulations"	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
"SEBI Merchant Bankers Regulations"	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992.
"SEBI SBEB and Sweat Equity Regulations"	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
"SEBI VCF Regulations"	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996.
"State Government"	The government of a state in India.
"Stock Exchanges"	Collectively, the BSE and NSE.
"STT"	Securities transaction tax.
"Takeover Regulations"	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
"TDS"	Tax deducted at source.
"U.S."/ "U.S.A."/ "United States"	The United States of America, together with its territories and possessions, any state of the United States of America and the District of Columbia.
U.S. GAAP	Generally Accepted Accounting Principles in the United State of America
"U.S. Securities Act"	U.S. Securities Act of 1933, as amended.
"VCFs"	Venture capital funds as defined in and registered with SEBI under SEBI VCF Regulations.
"Year"/ "Calendar Year"	The 12 month period ending December 31.
"WACA"	Weighted average cost of acquisition

CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF PRESENTATION

Certain Conventions

All references to "India" in this Red Herring Prospectus are to the Republic of India, together with its territories and possessions, and all references herein to the "Government", "Indian Government", "GoI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

All references herein to the "U.S.", "U.S.A.", or the "United States" are to the United States of America and its territories and possessions.

Unless otherwise stated, all references to page numbers in this Red Herring Prospectus are to page numbers of this Red Herring Prospectus.

Currency and Units of Presentation

All references to *"Rupee(s)"*, *"Rs."* or "₹" or "INR" are to Indian Rupees, the official currency of the Republic of India. All references to *"US$"* or *"USD"* or *"U.S. Dollars"* are to United States Dollar, the official currency of the United States of America.

Exchange Rates

This Red Herring Prospectus contains conversions of certain other currency amounts into Rupees that have been presented solely to comply with the requirements of SEBI ICDR Regulations. Unless otherwise stated, the exchange rates referred to for the purpose of conversion of foreign currency amounts into Rupee amounts, are as follows:

(*in ₹*)

Currency	Exchange rate as on			
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
1 US$	83.45	83.38	82.11	75.90

Source: Foreign exchange reference rates as available on www.fbil.org.in
Note: Exchange rate is rounded off to two decimal point and in case March 31 of any of the respective years or June 30, 2024 was a public holiday, the previous Working Day not being a public holiday has been considered.

Such conversion should not be considered as a representation that such currency amounts have been, could have been or can be converted into Rupees at any particular rate, the rates stated above or at all.

Time

Unless otherwise specified, all references to time in this Red Herring Prospectus are to Indian Standard Time. Unless indicated otherwise, all references to a year in this t Red Herring Prospectus are to a calendar year.

Financial and Other Data

Unless stated or the context requires otherwise, the financial information in this Red Herring Prospectus is derived from our Restated Consolidated Financial Information.

The Restated Consolidated Financial Information of our Company, along with our Subsidiaries, comprising of the restated consolidated statement of assets and liabilities as at June 30, 2024, March 31, 2024, March 31, 2023, and March 31, 2022, the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of cash flows, the restated consolidated statement of changes in equity for the three months ended June 30, 2024 and financial years ended March 31, 2024, March 31, 2023, and March 31, 2022, along with the statement of material accounting policies and other explanatory information prepared in accordance with the requirements of Section 26(1) of Part I of Chapter III of Companies Act, SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)", as amended issued by ICAI and email dated October 28, 2021, by SEBI to the Association of Investment Bankers of India.

For further information on our Company's financial information, see "*Financial Information*" beginning on page 292.

There are significant differences between Ind AS, Indian GAAP, U.S. GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, Ind AS, and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Red Herring Prospectus should, accordingly, be limited. For details in connection with risks involving differences between Ind AS, U.S. GAAP and IFRS see "*Risk Factors – Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, IFRS and U.S. GAAP, which may be material to investors' assessment of our financial condition"* on page 74.

Our Company's fiscal year commences on April 1 of each year and ends on March 31 of the next year. Accordingly, all references to a particular fiscal year (referred to herein as "**Fiscal**", "**Fiscal Year**" or "**FY**") are to the 12 months period ended March 31 of that particular year, unless otherwise specified.

All the figures in this Red Herring Prospectus have been presented in million or in whole numbers where the numbers have been too small to present in million unless stated otherwise. One million represents 1,000,000 and one billion represents 1,000,000,000. Certain figures contained in this Red Herring Prospectus, including financial information, have been subject to rounding adjustments. Any discrepancies in any table between the totals and the sum of the amounts listed are due to rounding off. However, figures sourced from third-party industry sources may be expressed in denominations other than million or may be rounded off to other than two decimal points to confirm to their respective sources.

Unless the context otherwise indicates, any percentage amounts, as set forth in "*Risk Factors*", "*Our Business"* and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 36, 220, and 344, respectively, and elsewhere in this Red Herring Prospectus have been calculated on the basis of amounts derived from the Restated Consolidated Financial Information.

Non-GAAP Financial Measures

This Red Herring Prospectus contains certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance like EBITDA, EBIDTA Margin and Return on Net Worth, and certain other statistical information relating to our operations and financial performance that are not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP (together, "**Non-GAAP Measures**"). These Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ periods or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. We compute and disclose such non-Indian GAAP financial measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance. These Non-GAAP Measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies.

Industry and Market Data

Unless stated otherwise, the industry and market data used in this Red Herring Prospectus has been obtained or derived from the report titled "*Assessment of the diagnostics industry in India*" dated October, 2024 prepared by CRISIL (**"CRISIL Report"**), which is exclusively prepared for the purpose of the Offer and based on publicly available information as well as other industry publications and sources. CRISIL is an independent agency which has no relationship with our Company, our Promoters, any of our Directors or Key Managerial Personnel or Senior Management or the BRLMs, and was appointed by the Company pursuant to letters dated March 13, 2024, and May 27, 2024 executed between our Company and CRISIL ("**CRISIL Letters**"). For risks in relation to commissioned reports, see "*Risk Factors – Certain sections of this Red Herring Prospectus disclose information from the CRISIL Report which has been prepared exclusively for the Offer and commissioned by our Company and paid for by our Company on behalf of the Selling Shareholders exclusively in connection with the Offer, and any reliance on such information for making an investment decision in the Offer is subject to inherent risks*" on page 69.

The extent to which industry and market data set forth in this Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. Accordingly, no investment decision should be made solely on the basis of such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in "*Risk Factors*" on page 36.

In accordance with the SEBI ICDR Regulations, the section "*Basis for the Offer Price*" on page 125 includes information relating to our peer group. Such information has been derived from publicly available sources. Accordingly, no investment decision should be made solely on the basis of such information.

This Red Herring Prospectus contains certain data and statistics from the CRISIL Report, which will be available on the website of our Company at www.surakshanet.com/investor-relations from the filing of this Red Herring Prospectus till the Bid/Offer Closing Date.

FORWARD-LOOKING STATEMENTS

This Red Herring Prospectus contains certain "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "can", "could", "continue", "expect", "estimate", "goal", "intend", "may", "likely", "objective", "plan", "purpose", "project", "should" "will", "will continue", "will achieve", "shall" "seek to", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. For the reasons described below, we cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Therefore, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with the expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which our Company has businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and globally which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in laws, regulations and taxes and changes in competition in our industry. Important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

1. 95.48% of our Revenue from Operations in Fiscal 2024 was generated from West Bengal, and any loss of business in such region could have an adverse effect on our business, results of operations and financial condition.
2. Our Statutory Auditors have included certain emphasis of matters, and audit qualifications matters prescribed in the audit reports of our Company for Fiscals 2023 and 2024.
3. We significantly depend on third party vendors and suppliers to provide us our testing equipment, test kits, and reagents, and any failure in procuring such equipment or recall of existing testing equipment, test kits, and reagents could adversely affect our business, results of operations and financial condition.
4. The B2B segment contributed to 6.17% of our Revenue from Operations in Fiscal 2024 and any non-renewal or cancellation of our arrangements with our institutional customers, including hospitals, and Public-Private Partnership contracts may adversely affect our business, results of operations and financial condition.
5. The securities of certain of our Promoter Group members have been suspended from trading on a recognized stock exchange in the past. We cannot assure you that there will be no such instances in the future which may adversely affect our operations, reputation and ability to raise capital through further public issue of securities
6. The diagnostics industry in India is highly competitive and our inability to compete effectively from other healthcare service providers may adversely affect our business, results of operations and financial condition. Further, as of Financial Year 2024, the market share of our Company in our major market which is East India is 1.15-1.30%.
7. In the past, we failed to comply with certain provisions of the Companies Act, 2013, and had to compound such non-compliances. We cannot assure you that there will be no such non-compliances in the future and that our Company, Promoters, or Directors will not be subject to any penalty or additional payment.
8. We generated 93.83% of our revenue from operations for Fiscal 2024 from the B2C segment and our ability to attract individual patients is largely dependent on our brand recognition, reputation and brand image, any wrong diagnosis or treatment may induce negative publicity to our brand and reputation and could adversely impact our revenue from operations.
9. Certain of our Promoters, Directors, Subsidiaries and Group Company are in businesses similar to ours and have interests in certain companies, which are in similar businesses to ours, and this may result in potential conflict of interest with us.
10. Our Promoters and certain members of our Promoter Group pledged some of the Equity Shares held by them in favour of Vistra ITCL (India) Limited, in its capacity as debenture trustee for the benefit of the debenture-holders, as security for debentures issued by our Promoter Group entity, Tinni Investments Limited, and there are disposal restrictions created on Equity Shares held by certain other shareholders. Upon creation, any invocation of such pledge could dilute the aggregate shareholding of our Promoters, and such members of our Promoter Group, which may cause a change in control of our Company and trigger an open offer requirement under the Takeover Regulations.

For a discussion of factors that could cause our actual results to differ from our expectations, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 36, 220 and 344 respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated and are not a guarantee of future performance.

Forward-looking statements reflect our views as of the date of this Red Herring Prospectus and are not a guarantee of future performance. There can be no assurance to investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on the currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. None of our Company, Directors, the Selling Shareholders, and the BRLMs or their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with regulatory requirements, our Company will ensure that investors in India are informed of material developments from the date of filing of this Red Herring Prospectus until the date of Allotment. The Selling Shareholders shall, severally and not jointly, ensure that the Company is informed of material developments in relation to the statements and undertakings specifically undertaken or confirmed by it in relation to itself and its respective portion of the Offered Shares in this Red Herring Prospectus until the date of Allotment.

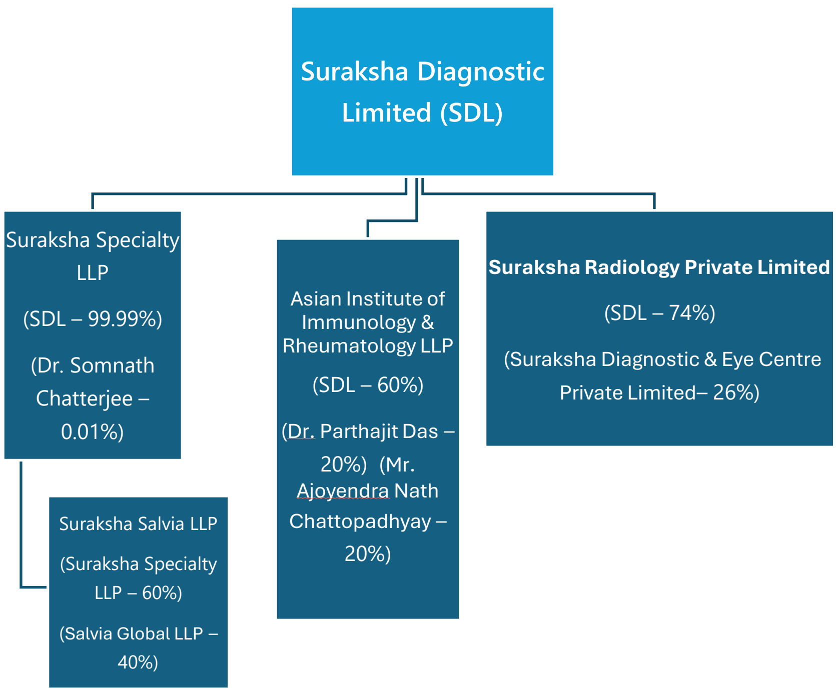
SUMMARY OF THE OFFER DOCUMENT

This section is a general summary of certain disclosures and terms of the Offer included in this Red Herring Prospectus and is neither exhaustive, nor purports to contain a summary of all the disclosures in this Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Red Herring Prospectus, including "Risk Factors", "The Offer", "Capital Structure", "Objects of the Offer", "Industry Overview", "Our Business", "Financial Information", "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Outstanding Litigation and Material Developments", "Offer Procedure" and "Main Provisions of the Articles of Association" on pages 36, 80, 99, 122, 146, 220, 292, 344, 381, 418 and 439 respectively.

Unless otherwise indicated, industry and market data used in this section has been derived from the CRISIL Report exclusively prepared and issued by CRISIL who were appointed by way of the CRISIL Letters, and commissioned by and paid for by us for the purpose of this Offer for the purpose of confirming our understanding of the industry we operate in. A copy of the CRISIL Report will be available on the website of our Company at www.surakshanet.com/investor-relations from the date of filing of this Red Herring Prospectus. Also see, "*Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation*" on page 16.

Summary of the primary business of the Company

We offer one-stop integrated solutions for pathology and radiology testing and medical consultation services including X-rays, ultrasonography, computerized tomography, magnetic resonance imaging scans and vaccination services through our operational network, consisting of our flagship central reference laboratory, 8 satellite laboratories (co-located with our diagnostic centers) and 215 customer touchpoints which include 49 diagnostic centres, and 166 sample collection centres (primarily franchised), as of June 30, 2024 across the states of West Bengal, Bihar, Assam, and Meghalaya. We generate revenue primarily through sales of our diagnostic services as mentioned above. The below chart indicates our organisation structure:



Summary of the industry in which the Company operates

The Indian diagnostics services market, estimated to at ₹860 to ₹870 billion in Fiscal 2024, is projected to grow at CAGR of around 10%-12% to ₹1,275-₹1,375 billion by Fiscal 2028, out of which the eastern and north-eastern India market, estimated at ₹170-₹180 billion in Fiscal 2024, is projected to grow at CAGR of around 10.50%-12.50% to ₹260-₹280 billion by Fiscal 2028. (*Source: CRISIL Report, as replicated on page 196).* Particularly, the West Bengal market, estimated at ₹61 to ₹63 billion in Fiscal 2024, is projected to grow at CAGR of around 10.50%-12.50% to ₹95 to ₹100 billion by Fiscal 2028. *(Source: CRISIL Report, as replicated on page 198).*

Offer Size

The Offer comprises an Offer for Sale.

Offer for Sale[(1)(2)]	Offer for Sale of up to 19,189,330 Equity Shares of face value ₹2 each aggregating up to ₹ [●] million

[(1)] *The Offer has been authorised pursuant to the resolution dated July 19, 2024 passed by the Board. Our Board has taken on record the respective consents and authorisations of the Selling Shareholders to participate in the Offer for Sale pursuant to its resolution dated July July 23, 2024.*

[(2)] *Each Selling Shareholder, severally and not jointly, specifically confirms and undertakes that its portion of the Offered Shares and where applicable, such CCPS that have been converted into its respective portion of the Offered Shares, has been held by such Selling Shareholder for a continuous period of at least one year prior to the filing of the Draft Red Herring Prospectus in terms of Regulation 8 of the SEBI ICDR Regulations. For details on the authorization by the Selling Shareholders in relation to the Offered Shares, see "The Offer" on page* 80.

The Offer shall constitute up to 36.84% of the post-Offer Equity Share capital of our Company. See "*The Offer*" on page 80.

Objects of the Offer

The objects of the Offer are to (i) carry out the sale and transfer of up to 19,189,330 Equity Shares of face value ₹2 each by the Selling Shareholders; and (ii) achieve the benefits of listing the Equity Shares on the Stock Exchanges. For further details, see "*Objects of the Offer*" on page 122. There is no fresh issue of Equity Shares pursuant to the Offer.

Our Company will not receive any proceeds from the Offer ("**Offer Proceeds**") and all such proceeds (net of any Offer related expenses to be borne by the Selling Shareholders) will go to the Selling Shareholders, in proportion to the Offered Shares sold by the respective Selling Shareholder as part of the Offer. For details of the Selling Shareholders and the number of Equity Shares offered by the Selling Shareholders in the Offer see "*The Offer*" and "*Other Regulatory and Statutory Disclosures*" on pages 80 and 393.

Names of the Promoters

Our Promoters are Dr. Somnath Chatterjee, Ritu Mittal and Satish Kumar Verma. For further details, see "*Our Promoters and Promoter Group*" on page 286.

Aggregate pre-Offer shareholding of our Promoters, members of our Promoter Group and Selling Shareholders

The aggregate pre-Offer shareholding of our Promoters and the members of our Promoter Group as a percentage of the pre-Offer paid-up share capital of the Company is set out below:

Sr. no.	**Name of shareholders**	**Pre- Offer[**]**		**Post- Offer**	
		No. of Equity Shares of face value ₹ 2 each	**Percentage of pre- Offer capital (%)**	**No. of Equity Shares of face value ₹ 2 each**	**Percentage of post- Offer capital (%)**
Promoters					
1.	Dr. Somnath Chatterjee	4,731,836	9.09	[●]	[●]
2.	Ritu Mittal	10,408,455	19.99	[●]	[●]
3.	Satish Kumar Verma[***]	7,776,119	14.93	[●]	[●]
Sub-Total		**22,916,410**	**44.02**	[●]	[●]
Promoter Group					
4.	Tinni Investments Limited	2,407,000	4.62	[●]	[●]
5.	Dneema Overseas Private Limited	16,69,562	3.21	[●]	[●]
6.	Sarla Kejriwal (nominee and legal heir of late Kishan Kumar Kejriwal)*	4,809,062	9.23	[●]	[●]
Sub-Total		**8,885,624**	**17.06**	**[●]**	**[●]**
	Total	**31,802,034**	**61.07**	**[●]**	**[●]**

* *The process in relation to the transmission of all Equity Shares held by late Kishan Kumar Kejriwal to his successor, Sarla Kejriwal, is pending and subject to completion of probate.*
** *Our Company has converted 162,859 outstanding CCPS into 8,955,761 Equity Shares on November 13, 2024. The conversion of such CCPS into Equity Shares was on a ratio of one CCPS into 54.99 Equity Shares of face value ₹ 2 each.*
****Shares are jointly held with Suman Verma*

The aggregate pre-Offer shareholding of the Selling Shareholders as a percentage of the pre-Offer paid-up share capital of the Company is set out below:

Sr. No.	Name of Selling Shareholder	Category of Shareholder	Number of Equity Shares offered in the Offer	% of Equity Shares being offered	Pre-Offer*		Post-Offer	
					No. of Equity Shares of face value of ₹ 2 each	Percentage of pre-Offer capital (%)	No. of Equity Shares of face value ₹ 2 each	Percentage of post-Offer capital (%)
1.	Ritu Mittal	Promoter Selling Shareholder	2,132,148	4.09%	10,408,455	19.99	[●]	[●]
2.	Satish Kumar Verma^^	Promoter Selling Shareholder	2,132,148	4.09%	7,776,119	14.93	[●]	[●]
3.	OrbiMed Asia II Mauritius Limited**^	Investor Selling Shareholder	10,660,737	20.46%	17,367,448	33.35	[●]	[●]
4.	Dr. Somnath Chatterjee	Promoter Selling Shareholder	2,132,148	4.09%	4,731,836	9.09	[●]	[●]
5.	Santosh Kumar Kejriwal	Individual Selling Shareholder	1,332,593	2.55%	13,48,339	2.59	[●]	[●]
6.	Munna Lal Kejriwal	Individual Selling Shareholder	799,556	1.53%	11,06,062	2.12	[●]	[●]
	Total		**19,189,330**	**36.84%**	**42,738,259**	**82.07**	[●]	[●]

** Our Company has converted 162,859 outstanding CCPS into 8,955,761 Equity Shares on November 13, 2024. The conversion of such CCPS into Equity Shares was on a ratio of one CCPS into 54.99 Equity Shares of face value ₹ 2 each.*
*** Surviving entity pursuant to amalgamation of OrbiMed Asia II Mauritius FDI Investments Limited, the erstwhile shareholder, into OrbiMed Asia II Mauritius Limited on November 11, 2022*
^Pursuant to the Offer, the post-Offer shareholding of OrbiMed Asia II Mauritius Limited will fall below 25% on a fully diluted basis.
^^ Shares are jointly held with Suman Verma

Summary of select financial information derived from our Restated Consolidated Financial Information

The details of certain financial information as set out under the SEBI ICDR Regulations as at and for the three month period ended June 30, 2024 and financial years ended March 31, 2024, 2023 and 2022 derived from the Restated Consolidated Financial Information are as follows:

(₹ in million, except per share data)

Particulars	As at and for the three month period ended June 30, 2024	As at and for the Year ended March 31, 2024	As at and for the Year ended March 31, 2023	As at and for the Year ended March 31, 2022
Equity share capital	86.25	69.00	69.00	69.00
Net Worth[1]	1,870.50	1,794.08	1,559.26	1,458.42
Revenue from operations	607.32	2187.09	1901.34	2231.93
Total income	618.49	2,222.60	1,936.87	2,257.68
Profit after tax	76.67	231.27	60.65	208.24
Restated earnings per Equity Share[2]	**1.49***	**4.43**	**1.22**	**3.91**
- Basic per Equity Share with a nominal value of ₹2 (in ₹)	1.49*	4.43	1.22	3.91
- Diluted earnings per Equity Share with a nominal value of ₹2	1.49*	4.43	1.22	3.91

Particulars	As at and for the three month period ended June 30, 2024	As at and for the Year ended March 31, 2024	As at and for the Year ended March 31, 2023	As at and for the Year ended March 31, 2022
each (in ₹)				
NAV per equity share (in ₹)[3]	35.09	33.66	29.25	27.36
Total borrowings	75.66	86.37	140.07	190.27

**Not annualized.*

Notes:

1. "Net worth" means the aggregate value of paid-up equity share capital and other equity created out of the profits, securities premium account and debit or credit balance of profit and loss account which is attributable to the owners of the parent, derived from the Restated Consolidated Financial Information.

2. Earning per share (Basic & Diluted) is calculated by dividing profit for the year attributable to the owners of the parent by dividing average number of equity shares outstanding during the year and potential additional equity shares outstanding during the year.

3. Net asset value per Equity Share (in ₹) = Net asset value per Equity Share has been calculated as restated net worth as of the end of the relevant year divided by the weighted average number of potential equity shares during the year

4. In accordance with the Restated Consolidated Financial Statements, the basic and diluted EPS was calculated assuming the conversion ratio of 1 CCPS into 62.5 Equity shares. However, subsequently on November 13, 2024 the CCPS was converted to equity shares in the ratio 1 CCPS for 54.99 equity shares.

For further details, see "*Financial Information – Restated Consolidated Financial Information*" on page 292.

Qualifications of the Statutory Auditors which have not been given effect to in the Restated Consolidated Financial Information

There are no qualifications by the Statutory Auditors in their audit reports which have not been given effect to in the Restated Consolidated Financial Information. For further details, see "*Financial Information – Restated Consolidated Financial Information*" on page 292.

Summary of Key Performance Indicators

KPIs	Unit	June 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Financial					
Revenue from operations[1]	(₹ in million)	607.32	2,187.09	1,901.34	2,231.93
Restated profit for the year/period[2]	(₹ in million)	76.67	231.27	60.65	208.24
EBITDA[3]	(₹ in million)	217.21	736.18	474.79	652.53
EBITDA Margin[4]	%	35.77	33.66	24.97	29.24
Return on Equity [5]	%	4.33[#]	14.09	4.32	15.38
Return on Capital Employed[6]	%	6.32[#]	21.46	9.05	23.11
Net debt/equity[7]	-	0.16	0.20	0.27	0.37
Average revenue per patient[8]	(₹)	2,146.01	1,922.44	1,711.58	1,317.81
Average revenue per centre[9]	(₹ in million)	12.39	45.56	44.22	54.44
EBITDA per patient [10]	(₹)	767.53	647.10	427.40	385.28
Operational					
Number of tests per patient[11]	Unit	5.58	5.26	4.65	2.95
Revenue generated from East India	%	100	100	100	100
B2C revenues	%	93.48	93.83	96.01	95.56
B2B revenues	%	6.52	6.17	3.99	4.44
Revenue from radiology	%	46.52	46.03	44.25	31.24
Revenue from pathology	%	49.75	53.30	53.89	35.71
Revenue from COVID-19 tests	%	0.03	0.18	1.86	33.05
Number of Centres	Unit	49	48	43	41
Number of Laboratories	Unit	9	9	8	7
Number of NABL accredited labs	Unit	3	3	3	3
Number of patients served	million	0.28	1.14	1.11	1.69
Number of patients served per centre	Unit	5,776	23,701	25,834	41,309
Number of tests performed	million	1.58	5.98	5.17	4.99

Number of Small centres[12]	Unit	23	23	19	18
Number of Medium centres[13]	Unit	11	10	10	10
Number of Large centres[14]	Unit	13	13	12	12
Number of public private partnerships[15]	Unit	2	2	2	1
Customer touch points					
- Number of Centres	Unit	49	48	43	41
- Collection Centres	Unit	161	142	123	111
- Company Owned Collection Centres	Unit	5	4	8	2
Total	Unit	215	194	174	154
Number of doctors (radiologists, pathologists and microbiologists)	Unit	278	283	234	186
- Radiologists	Unit	255	260	209	156
- Pathologists	Unit	19	19	22	27
- Microbiologists	Unit	4	4	3	3
Number of CT machines	Unit	24	24	23	23
Number of MRI machines	Unit	13	13	12	12

#Not annualised

Notes:
1. Revenue from operations = Revenue from operations
2. Restated profit for the year/period = Profit after Tax
3. EBITDA is calculated as restated profit for the year/period plus Exceptional items, tax expenses, finance costs, depreciation, and amortization expense
4. EBITDA Margin is the percentage of EBITDA divided by revenue from operations
5. Return on equity is calculated as restated profit for the year/period attributable to owners of the parent divided by average equity attributable to owners of the parent
6. Return on capital employed is calculated as a percentage of EBIT (i.e., calculated as restated profit for the year/period before tax expenses and finance costs) divided by average capital employed (i.e., total equity plus total borrowings, lease liabilities, deferred tax liabilities excluding right of use assets and other intangible assets and intangible assets under development).
7. Net Debt to equity is calculated as net debt (i.e., total borrowings and lease liabilities less cash and bank balances) divided by total equity
8. Average revenue per patient is calculated as revenue from operations divided by the number of patients served
9. Average revenue per centre is calculated as Revenue from operations divided by number of centers
10. EBIDTA per Patient is calculated as EBITDA divided by the number of patients served
11. Number of tests per patient visit is calculated as number of tests divided by number of patients served
12. Small centres means centres whose offerings include USG, X-ray, cardio, sample collection
13. Medium centres means centres whose offerings include CT scan, USG, X-ray, cardio, sample collection
14. Large centres means centres whose offerings include MRI, CT scan, USG, X-ray, cardio, sample collection.
15. Our Company currently operates 2 centres under public-private partnership model: (i) in Shillong through our Subsidiary, Suraksha Salvia LLP that provides diagnostic services, and (ii) at Kolkata, West Bengal, through partnership between a medical college and hospital and our Promoter Group entity and Group Company, Suraksha Diagnostic & Eye Centre Private Limited, which is managed by our Company that provides diagnostic services.

Risk Factors

The following is a summary of the top 10 risk factors applicable to us:

Risk Factor No.	Risk Category	Description
1	Financial and Operational	95.48% of our Revenue from Operations in Fiscal 2024 was generated from West Bengal, and any loss of business in such region could have an adverse effect on our business, results of operations and financial condition.
2	Promoter and Promoter Group	The securities of certain of our Promoter Group members have been suspended from trading on a recognized stock exchange in the past. We cannot assure you that there will be no such instances in the future which may adversely affect our operations, reputation and ability to raise capital through further public issue of securities
3	Financial	The diagnostics industry in India is highly competitive and our inability to compete effectively from other healthcare service providers may adversely affect our business, results of operations and financial condition. Further, as of Financial Year 2024, the market share of our Company in our major market which is East India is 1.15-1.30%.
4	Financial and Operational	The B2B segment contributed to 6.17% of our Revenue from Operations in Fiscal 2024 and any non-renewal or cancellation of our arrangements with our institutional customers, including hospitals, and Public-Private Partnership contracts may adversely affect our business, results of operations and financial condition.

Risk Factor No.	Risk Category	Description
5	Financial	Our Statutory Auditors have included certain emphasis of matters, and audit qualifications matters prescribed in the audit reports of our Company for Fiscals 2023 and 2024.
6	Compliance	In the past, we failed to comply with certain provisions of the Companies Act, 2013, and had to compound such non-compliances. We cannot assure you that there will be no such non-compliances in the future and that our Company, Promoters, or Directors will not be subject to any penalty or additional payment.
7	Financial and Operational	Certain of our Promoters, Directors, Subsidiaries and Group Company are in businesses similar to ours and have interests in certain companies, which are in similar businesses to ours, and this may result in potential conflict of interest with us.
8	Promoter and Promoter Group	Our Promoters and certain members of our Promoter Group pledged some of the Equity Shares held by them in favour of Vistra ITCL (India) Limited, in its capacity as debenture trustee for the benefit of the debenture-holders, as security for debentures issued by our Promoter Group entity, Tinni Investments Limited, and there are disposal restrictions created on Equity Shares held by certain other shareholders. Upon creation, any invocation of such pledge could dilute the aggregate shareholding of our Promoters, and such members of our Promoter Group, which may cause a change in control of our Company and trigger an open offer requirement under the Takeover Regulations.
9	Financial and legal	There are outstanding legal proceedings involving our Company, Subsidiaries, Promoters, Directors and Group Companies which may adversely affect our business, financial condition and results of operations
10	Offer-related	Our Company will not receive any proceeds from the Offer for Sale. The Selling Shareholders will receive the entire net proceeds from the Offer for Sale.

For further details of the risks applicable to us, see "*Risk Factors*" on page 36. Investors are advised to read the risk factors carefully before making an investment decision in the Offer.

Summary of Outstanding Litigation

A summary of outstanding litigation involving our Company, Directors, Promoters, and Subsidiaries as of the date of this Red Herring Prospectus, as also disclosed in "*Outstanding Litigation and Material Developments*" on page 381, in terms of the SEBI ICDR Regulations and the materiality policy adopted by our Board pursuant to a resolution dated July 20, 2024, is provided below:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters	Material civil litigations^	Aggregate amount involved* (in ₹ million)
Company						
By the Company	1	Nil	Nil	NA	2	31.35
Against the Company**	Nil	1	4	NA	2	9.00
Directors						
By the Directors	Nil	Nil	Nil	NA	Nil	Nil
Against the Directors	Nil	1	Nil	NA	Nil	0.22
Promoters$						
By the Promoters	Nil	Nil	Nil	NA	Nil	Nil
Against the Promoters	Nil	1	Nil	Nil	Nil	0.22
Subsidiaries						
By the Subsidiaries	Nil	Nil	Nil	NA	Nil	Nil
Against the	Nil	Nil	Nil	NA	1	NA

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters	Material civil litigations^	Aggregate amount involved* (in ₹ million)
Subsidiaries**						

**To the extent quantifiable.*

***The court records indicate that one of the cases against the Company is dismissed, however we await the copy of the order passed. For more details, please see "Material Civil litigation initiated against our Company" on page 383.*

^Determined in accordance with the Materiality Policy

$As on the date of this Red Herring Prospectus, outstanding litigation involving our Promoters also reflect outstanding litigation involving our Directors as each of our Promoters are also Directors of the Company

Except as disclosed in the "*Material Civil litigation initiated against our Company*" on page 383, none of our Group Companies are currently party to any pending litigations which would have a material impact on our Company. For further details, see "*Outstanding Litigation and Material Developments*" on page 381.

Risk Factors

For details of the risks applicable to us, see "*Risk Factors*" on page 36. Investors are advised to read the risk factors carefully before making an investment decision in the Offer.

Summary of Contingent Liabilities

The following is a summary table of our contingent liabilities and commitments as of June 30, 2024 as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets, derived from the Restated Consolidated Financial Information:

(in ₹ million)

Particulars	As of June 30, 2024
CONTINGENT LIABILITIES	Nil
COMMITMENTS	
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	87.69

For further details of our contingent liabilities, see "*Restated Consolidated Financial Information – Contingent Liabilities & Commitments*" on page 330.

Summary of Related Party Transactions

The summary details of related party transactions entered into by our Company for the three month period ended June 30, 2024 and financial years ended March 31, 2024, 2023 and 2022, as derived from our Restated Consolidated Financial Information are as set out in the table below:

(₹ in million, other than percentages)

Nature of Transaction	Name of the related party	Nature of relationship	Category of related party	For the three month period ended June 30, 2024	% of revenue from operations for the three months period ended June 30, 2024	For the Fiscal ended March 31, 2024	% of revenue from operations for Fiscal ended March 31, 2024	For the Fiscal ended March 31, 2023	% of revenue from operations for Fiscal ended March 31, 2023	For the Year ended March 31, 2022	% of revenue from operations for Fiscal ended March 31, 2022
Sale of services	Suraksha Diagnostic & Eye Centre Private Limited	Entities over which Dr. Somnath Chatterjee is able to exercise significant influence	Customer	7.93	1.31%	32.50	1.49%	34.34	1.81%	24.41	1.09%
Purchase of consumables	R.A. Enterprises	Entities over which the relative of Ritu Mittal are able to exercise significant influence	*Supplier*	19.94	3.28%	115.96	5.30%	148.31	7.80%	153.61	6.88%
Purchase of consumables	Kejriwal Electronics Ltd	Entities over which the relative of Ritu Mittal are able to exercise signific	*Supplier*	0.00	0.00%	0.06	0.00%	0.06	0.00%	-	-

Nature of Transaction	Name of the related party	Nature of relationship	Category of related party	For the three month period ended June 30, 2024	% of revenue from operations for the three months period ended June 30, 2024	For the Fiscal ended March 31, 2024	% of revenue from operations for Fiscal ended March 31, 2024	For the Fiscal ended March 31, 2023	% of revenue from operations for Fiscal ended March 31, 2023	For the Year ended March 31, 2022	% of revenue from operations for Fiscal ended March 31, 2022
		ant influence									
Rent expense	Oscar Enclave Private Limited	Entities over which the relative of Ritu Mittal are able to exercise significant influence	*Lessor*	11.52	1.90%	41.98	1.92%	44.71	2.35%	44.48	1.99%
Rent expense	Kejriwal Constructions	Entities over which the relative of Ritu Mittal are able to exercise significant influence	*Lessor*	1.55	0.26%	6.22	0.28%	6.22	0.33%	6.22	0.28%
Rent expense	Suresh Enterprise	Entities over which the relative of Ritu Mittal are able to	*Lessor*	0.86	0.14%	3.43	0.16%	3.43	0.18%	3.12	0.14%

Nature of Transaction	Name of the related party	Nature of relationship	Category of related party	For the three month period ended June 30, 2024	% of revenue from operations for the three months period ended June 30, 2024	For the Fiscal ended March 31, 2024	% of revenue from operations for Fiscal ended March 31, 2024	For the Fiscal ended March 31, 2023	% of revenue from operations for Fiscal ended March 31, 2023	For the Year ended March 31, 2022	% of revenue from operations for Fiscal ended March 31, 2022
		exercise significant influence									
Sales promotion expenses to relative of KMP	Raghavi Mittal*	Daughter of Ritu Mittal	*Consultant*	0.23	0.04%	0.23	0.01%	0.05	0.00%	0.09	0.00%
Professional fees to relative of KMP	Pragati Kejriwal*	Relative of Ritu Mittal	*Consultant*	-	-	0.30	0.01%	0.90	0.05%	0.60	0.03%
Professional fees to relative of KMP	Dr. Aparajita Chatterjee^	Daughter of Dr. Somnath Chatterjee	*Consultant and specialist doctor*	0.53	0.09%	0.79	0.04%	0.51	0.03%	-	-
Professional fees to relative of KMP	Dr. Tandra Chatterjee^	Wife of Dr. Somnath Chatterjee	*Consultant and specialist doctor*	0.03	0.00%	0.01	0.00%	0.03	0.00%	-	-
Guarantee fees	Dr. Somnath Chatterjee	Key management personnel (KMPs)	*Guarantor*	-	-	-	-	-	-	0.28	0.01%
Guarantee fees	Ritu Mittal	Key management	*Guarantor*	-	-	-	-	-	-	0.55	0.02%

Nature of Transaction	Name of the related party	Nature of relationship	Category of related party	For the three month period ended June 30, 2024	% of revenue from operations for the three months period ended June 30, 2024	For the Fiscal ended March 31, 2024	% of revenue from operations for Fiscal ended March 31, 2024	For the Fiscal ended March 31, 2023	% of revenue from operations for Fiscal ended March 31, 2023	For the Year ended March 31, 2022	% of revenue from operations for Fiscal ended March 31, 2022
		personnel (KMPs)									
Commission paid	Sahayta Clinic LLP	Entities over which Dr. Somnath Chatterjee and his son are able to exercise significant influence	*Patient referee*	0.04	0.01%	0.15	0.01%	0.06	0.00%	0.02	0.00%
Sponsorship charges	Calcutta Cosmopolitan Club Ltd	Entities over which the relative of Ritu Mittal are able to exercise significant influence	*Recreational facilities for senior employees*	-	-	-	-	0.12	0.01%	-	-
Remuneration paid to KMPs	Dr. Somnath Chatterjee	Key management personnel	*Promoter and Joint Managing*	5.40	0.89%	18.00	0.82%	14.40	0.76%	14.40	0.65%

Nature of Transaction	Name of the related party	Nature of relationship	Category of related party	For the three month period ended June 30, 2024	% of revenue from operations for the three months period ended June 30, 2024	For the Fiscal ended March 31, 2024	% of revenue from operations for Fiscal ended March 31, 2024	For the Fiscal ended March 31, 2023	% of revenue from operations for Fiscal ended March 31, 2023	For the Year ended March 31, 2022	% of revenue from operations for Fiscal ended March 31, 2022
		(KMPs)	*Director*								
Remuneration paid to KMPs	Ritu Mittal	Key management personnel (KMPs)	*Promoter, Joint Managing Director and CEO*	5.40	0.89%	18.00	0.82%	14.40	0.76%	14.40	0.65%

**Fee was paid for marketing services rendered to the Company.*
^Fee was paid pursuant to medical services rendered to the Company in the capacity as a consultant and specialist doctor.

For details of the related party transactions, see "*Financial Information – Restated Consolidated Financial Information – Note 39 – Related Party Disclosures*" on page 332.

Financing Arrangements

Our Promoters, members of our Promoter Group, our Directors and their relatives have not financed the purchase by any person of securities of our Company during the period of six months immediately preceding the date of this Red Herring Prospectus.

Weighted average price at which the Specified Securities were acquired by our Promoters and the Selling Shareholders in the one year preceding the date of this Red Herring Prospectus

The weighted average price at which the Equity Shares were acquired by the Promoters, in the last one year preceding the date of this Red Herring Prospectus is as follows:

Name of the Promoter	Number of Equity Shares of face value ₹ 2 each acquired in last one year	Weighted average price of acquisition per Equity Share (in ₹)*
Dr. Somnath Chatterjee	1,431,836	18.05
Ritu Mittal	2,520,005	0.04
Satish Kumar Verma^	1,671,112	Nil

Note: Weighted average price of acquisition is the total cost incurred for acquiring the securities of the Company during the relevant period divided by the total number of securities acquired during the relevant period.
**As certified by Manian and Rao, Chartered Accountants, pursuant to their certificate dated November 25, 2024.*
^Shares are jointly held with Suman Verma

The weighted average price at which the Equity Shares were acquired by the Selling Shareholders (other than Promoters), in the last one year preceding the date of this Red Herring Prospectus is as follows:

Name of the Selling Shareholder	Number of Equity Shares of face value ₹ 2 each acquired in last one year	Weighted average price of acquisition per Equity Share (in ₹)*
OrbiMed Asia II Mauritius Limited**	10,638,098	84.37***
Munna Lal Kejriwal	221,212	Nil
Santosh Kumar Kejriwal	384,725	Nil

Note: Weighted average price of acquisition is the total cost incurred for acquiring the securities of the Company during the relevant period divided by the total number of securities acquired during the relevant period.
**As certified by Manian and Rao, Chartered Accountants, pursuant to their certificate dated November 25, 2024.*
*** Surviving entity pursuant to amalgamation of OrbiMed Asia II Mauritius FDI Investments Limited, the erstwhile shareholder, into OrbiMed Asia II Mauritius Limited on November 11, 2022*
****The amount paid on the acquisition of CCPS has been considered as the basis for arriving at the cost of acquisition of Equity Shares on conversion of CCPS.*

Our Promoters have not acquired any Preference Shares of our Company.

Average cost of acquisition of Equity Shares for our Promoters and the Selling Shareholders

The average cost of acquisition of Equity Shares for our Promoters as on the date of this Red Herring Prospectus is as set out below:

Name of Promoters	Number of Equity Shares of face value ₹ 2 each held	Average cost of acquisition per Equity Share (₹)*
Dr. Somnath Chatterjee	4,731,836	45.50
Ritu Mittal	10,408,455	49.76
Satish Kumar Verma^	7,776,119	1.60

Note: Average cost of acquisition is the total cost incurred for acquiring the securities of the Company as of date divided by the total number of securities acquired as of date less the acquisition cost of the transfer/sale of any securities (if any) divided by the total number of securities sold/ transferred (if any)
**As certified by Manian and Rao, Chartered Accountants pursuant to their certificate dated November 25, 2024.*
^Shares are jointly held with Suman Verma.

The average cost of acquisition of Equity Shares for the Selling Shareholders (other than the Promoters) as on the date of this Red Herring Prospectus is as set out below:

Name of the Selling Shareholders	Number of Equity Shares of face value ₹ 2 each held	Average cost of acquisition per Equity Share (in ₹)
OrbiMed Asia II Mauritius Limited**	17,367,448	94.38***
Munna Lal Kejriwal	1,106,062	1.60
Santosh Kumar Kejriwal	1,348,339	1.60

Note: Average cost of acquisition is the total cost incurred for acquiring the securities of the Company as of date divided by the total number of securities acquired as of date less the acquisition cost of the transfer/sale of any securities (if any) divided by the total number of securities sold/ transferred (if any)
**As certified by Manian and Rao, Chartered Accountants pursuant to their certificate dated November 25, 2024.*
*** Surviving entity pursuant to amalgamation of OrbiMed Asia II Mauritius FDI Investments Limited, the erstwhile shareholder, into OrbiMed Asia II Mauritius Limited on November 11, 2022*
****The amount paid on the acquisition of CCPS has been considered as the basis for arriving at the cost of acquisition of Equity Shares on conversion of CCPS.*

Our Promoters have not acquired any Preference Shares of our Company.

Details of price at which Specified Securities were acquired by our Promoters, the members of the Promoter Group, the Selling Shareholders and Shareholders with other rights in the last three years preceding the date of this Red Herring Prospectus

Except as stated below, there have been no Specified Securities that were acquired in the last three years preceding the date of this Red Herring Prospectus, by our Promoters, Promoter Group, and the Selling Shareholders. The details of the prices at which these acquisitions were undertaken are stated below: ^

Name of Acquirer/shareholder	Category of Acquirer/shareholder	Date of Acquisition	Number of Equity Shares of face value ₹ 2 each acquired***	Acquisition price per Equity Share (in ₹)	Nature of Transaction
Dr. Somnath Chatterjee	Promoter Selling Shareholder	June 3, 2024	825,000	NA	Bonus issue
		November 13, 2024	29,578	42.60	Transfer of Equity Shares
		November 14, 2024	577,258	42.60	Transfer of Equity Shares
Ritu Mittal	Promoter Selling Shareholder	June 3, 2024	1,972,112	NA	Bonus issue
		November 13, 2024	545,708	NA	Gift of equity shares
		November 14, 2024	2,185	42.60	Transfer of Equity Shares
Satish Kumar Verma**	Promoter Selling Shareholder	June 3, 2024	1,671,112	NA	Bonus issue
Orbimed Asia II Mauritius Limited*	Investor Selling Shareholder	June 3, 2024	1,682,337	NA	Bonus issue
		November 13, 2024	6,960,087	100.21***	Conversion of India 2020 CCPS to Equity Shares
		November 13, 2024	1,995,674	100.21***	Conversion of Series A CCPS to Equity Shares
Munna Lal Kejriwal	Individual Selling Shareholder	June 3, 2024	221,212	NA	Bonus issue
Santosh Kumar Kejriwal	Individual Selling Shareholder	June 3, 2024	384,725	NA	Bonus issue
Tinni Investments Limited	Promoter Group	June 3, 2024	481,400	NA	Bonus issue
Dneema Overseas Private Limited	Promoter Group	June 3, 2024	333,912	NA	Bonus issue
Kishan Kumar Kejriwal#	Promoter Group	June 3, 2024	961,812	NA	Bonus issue

^As certified by Manian and Rao, Chartered Accountants, pursuant to their certificate dated November 25, 2024.
^^The number of equity shares and price per share have been adjusted taking into consideration the split of shares that happened on May 17, 2024 in the ratio of 1 share of ₹ 100 to 50 shares of ₹ 2.
 # The process in relation to the transmission of all Equity Shares held by late Kishan Kumar Kejriwal to his successor, Sarla Kejriwal, is pending and subject to completion of probate.
** Surviving entity pursuant to amalgamation of OrbiMed Asia II Mauritius FDI Investments Limited, the erstwhile shareholder, into OrbiMed Asia II Mauritius Limited on November 11, 2022*
*** Shares are jointly held with Suman Verma*
**** Cash as consideration was paid at the time of allotment of CCPS. The amount paid on the acquisition of CCPS has been considered as the basis for arriving at the cost of acquisition of Equity Shares on conversion of CCPS.*

Details of weighted average cost of acquisition of all Equity Shares transacted over the trailing three years, 18 months and one year preceding the date of this Red Herring Prospectus

Period	Weighted average cost of acquisition (WACA) (in ₹)*	Lower End of the Price Band is 'X' times the WACA^	Upper End of the Price Band is 'X' times the WACA^	Range of acquisition price Lowest Price - Highest Price (in ₹)*
Last three years	49.29	[●]	[●]	0.00-100.21**
Last 18 months	49.29	[●]	[●]	0.00-100.21**
Last one year	49.29	[●]	[●]	0.00-100.21**

Note: Weighted average cost of acquisition (WACA) is the total cost incurred for acquiring the securities of the Company during the relevant period divided by the total number of securities acquired during the relevant period less the acquisition cost of shares transferred (if any) divided by the total number of securities sold/ transferred during the relevant period, if any
**As certified by Manian and Rao, Chartered Accountants, pursuant to their certificate dated November 25, 2024.*
*** The amount paid on the acquisition of CCPS has been considered as the basis for arriving at the cost of acquisition of Equity Shares on conversion of CCPS.*
^To be updated in Prospectus.

Issue of equity shares for consideration other than cash or bonus issue in the last one year

Except as disclosed below, our Company has not issued any shares for consideration other than cash or by way of bonus issue in the last one year, as of the date of this Red Herring Prospectus:

Date of issue	Name of allotee	Number of equity shares allotted	Face value (₹)	Issue price per equity share (₹)	Reason/Nature of allotment	Benefits accrued to our Company
June 3, 2024	Allotment of 825,000 equity shares to Dr. Somnath Chatterjee, 1,972,112 equity shares to Ritu Mittal, 1,671,112 equity shares to Satish Kumar Verma^, 1,682,337 equity shares to OrbiMed Asia II Mauritius Limited*, 221,212 equity shares to Munna Lal Kejriwal, 384,725 equity shares to Santosh Kumar Kejriwal, 961,812 equity shares to Kishan Kumar Kejriwal#, 91,375 equity shares to Sandeep Kejriwal 481,400 equity shares to Tinni Investments Limited and 333,912 equity shares to Dneema Overseas Private Limited.	8,624,997	2	Nil	Bonus issue in the ratio of 1 equity share for every 4 equity shares held	NA

 # As on the date of this RHP, Kishan Kumar Kejriwal is deceased. The process in relation to the transmission of all Equity Shares held by late Kishan Kumar Kejriwal to his successor, Sarla Kejriwal, is pending and subject to completion of probate. Notwithstanding, the transmission formalities under process, the said shares being part of the pre holding of the promoters group shall be locked in as per the provisions of SEBI ICDR Regulations.
** Surviving entity pursuant to amalgamation of OrbiMed Asia II Mauritius FDI Investments Limited (the erstwhile shareholder) into OrbiMed Asia II Mauritius Limited on November 11, 2022*
^Shares are jointly held with Suman Verma.

Details of pre-IPO placement

Our Company does not contemplate any issuance or placement of Equity Shares by way of a pre-IPO placement, from the date of this Red Herring Prospectus till the listing of the Equity Shares

Split / Consolidation of Equity Shares in the last one year

Except as disclosed in the section, "*Capital Structure"* and "*History and Certain Corporate Matters*" on pages 99 and 254, respectively, in relation to the split of equity shares with face value of ₹100 each to Equity Shares of face value ₹2 each, our Company has not undertaken a split or consolidation of the Equity Shares in the one year preceding the date of this Red Herring Prospectus.

Exemption from complying with any provisions of SEBI ICDR Regulations, if any, granted by SEBI

Our Company has not made any application under Regulation 300(2) of the SEBI ICDR Regulations for seeking exemption from strict compliance with any provisions of securities laws, as on the date of this Red Herring Prospectus.

SECTION II – RISK FACTORS

An investment in our Equity Shares involves a high degree of risk. You should carefully consider the risks and uncertainties described below as well as other information as may be disclosed in this Red Herring Prospectus before making an investment in our Equity Shares. The risks described in this section are those that we consider to be the most significant to our business, results of operations and financial condition as of the date of this Red Herring Prospectus. The risks set out in this section may not be exhaustive and additional risks and uncertainties not presently known to us, or which we currently deem to be immaterial, may arise or may become material in the future and may also impair our business. If any or a combination of the following risks or other risks that are not currently known or are now deemed immaterial actually occur, our business, prospects, results of operations, financial condition and cash flows could suffer, the trading price and the value of your investment in our Equity Shares could decline and you may lose all or part of your investment. In order to obtain an understanding of our Company and our business, prospective investors should read this section in conjunction with "Industry Overview", "Our Business", "Restated Consolidated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 146, 220, 292 and 344, respectively, as well as the other financial and statistical information contained in this Red Herring Prospectus.

Our financial year ends on March 31 of each year, so all references to a particular financial year are to the twelve-month period ended March 31 of that year. Unless otherwise indicated or the context otherwise requires, the financial information for financial years 2024, 2023 and 2022 included herein is derived from the Restated Consolidated Financial Information, included in this Red Herring Prospectus. For further information, see "Restated Consolidated Financial Information" beginning on page 292.

This Red Herring Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Red Herring Prospectus. See "Forward-Looking Statements" on page 19. Unless otherwise stated or the context otherwise requires, the financial information used in this section is derived from our Restated Consolidated Financial Information included in this Red Herring Prospectus. See "Restated Consolidated Financial Information" on page 292.

*Unless otherwise indicated, industry and market data used in this section have been derived from the report titled "Assessment of the diagnostics industry in India" dated October, 2024 (the "**CRISIL Report**") prepared and released by CRISIL MI&A, a division of CRISIL Limited, exclusively commissioned by and paid for by our Company in connection with the Offer, pursuant to the CRISIL Letters. A copy of the CRISIL Report will be available on the website of our Company at http://www.surakshanet.com/investor-relations from the date of filing of this Red Herring Prospectus. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Offer), that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar year. For further information, see " – Internal Risk Factors – Certain sections of this Red Herring Prospectus disclose information from the CRISIL Report which has been prepared exclusively for the Offer and commissioned by and paid for by our Company on behalf of the Selling Shareholders exclusively in connection with the Offer, and any reliance on such information for making an investment decision in the Offer is subject to inherent risks." on page 69.*

Unless specified in the relevant risk factors below, we are not in a position to quantify the financial implication of any of the risks mentioned below. Any potential investor in our Equity Shares should pay particular attention to the fact that we are subject to a regulatory environment in India, which may differ significantly from that in other jurisdictions. In making an investment decision, prospective investors must consult their tax, financial and legal advisors about the particular consequences of investing in the Offer and rely on their own examinations of us and the terms of the Offer, including the merits and the risks involved.

INTERNAL RISK FACTORS

1. 95.48% of our Revenue from Operations in Fiscal 2024 was generated from West Bengal, and any loss of business in such region could have an adverse effect on our business, results of operations and financial condition.

While we have presence across 12 cities and towns in India across the states of West Bengal, Bihar, Assam, and Meghalaya, as of June 30, 2024, a significant portion of our operations are concentrated in West Bengal. As of three months ended June 30, 2024, 206 out of 215 of our diagnostic centres and sample collection centres are in West Bengal. Set out below are details of our revenue from operations generated from West Bengal for the years indicated:

State	Three months ended June 30, 2024		Fiscal					
			2024		2023		2022	
	Revenue from operations (₹ million)	% of total revenue from operations	Revenue from operations (₹ million)	% of total revenue from operations	Revenue from operations (₹ million)	% of total revenue from operations	Revenue from operations (₹ million)	% of total revenue from operations
West Bengal	579.03	95.34	2,088.13	95.48%	1,839.42	96.74%	2,166.13	97.05%

In the event of a regional slowdown in the economic activity in West Bengal, or any other developments including political or civil unrest, disruption, disturbance or sustained economic downturn that reduce the demand for our services in the state of West Bengal or any changes in the policies of the state or local governments, could adversely affect our business, results of operations, cashflows and financial condition. While we have not faced such instances which have led to any material adverse effect on our business and operations in three month period ended June 30, 2024 and Fiscals 2024, 2023 and 2022, we cannot predict the impact of any future occurrences of such events on the demand for our services in West Bengal and the consequent impact on our business and operations. The table below sets forth number of our centres by states for the relevant periods:

State	As of June 30, 2024	As of March 31		
		2024	2023	2022
West Bengal	46	45	40	39
Bihar	1	1	1	1
Assam	1	1	1	1
Meghalaya	1	1	1	-
Total	**49**	**48**	**43**	**41**

The table below sets forth our revenue from operations by states for the relevant periods:

(in ₹ million)

States	Three-month period ended June 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
West Bengal	579.03	2,088.19	1,839.45	2,166.13
Bihar	6.74	19.01	21.29	28.32
Assam	20.83	75.31	37.81	37.47
Meghalaya	0.72	4.58	2.79	-
Total	**607.32**	**2,187.09**	**1,901.34**	**2,231.93**

2. ***The securities of certain of our Promoter Group members have been suspended from trading on a recognized stock exchange in the past. We cannot assure you that there will be no such instances in the future which may adversely affect our operations, reputation and ability to raise capital through further public issue of securities.***

In the past, the securities of certain members of our Promoter Group, namely Akanksha Viniyog Limited and Senao International Limited ("**Promoter Group Companies**"), were frozen on Calcutta Stock Exchange Limited (the "**CSE**") vide its notice dated March 12, 2014 with effect from March 21, 2014 due to non-compliances with the listing agreement executed with CSE in respect of disclosures and submission of required information to the CSE. Subsequently, Akanksha Viniyog Limited and Senao International Limited applied for revocation of the suspension vide their applications dated September 30, 2021. The suspension of dealing in the securities of the Promoter Group Companies has been revoked by CSE upon payment of the requisite penalties with effect from January 7, 2022, pursuant to its notice dated December 30, 2021. As on the date of this RHP, the Promoter Group Companies have initiated the process of getting voluntarily delisted from the CSE, pursuant to their applications dated July 25, 2023 (the "**Applications**"). Further, the Promoter Group Companies have responded to the CSE's e-mails dated August 8, 2023 and February 1, 2024 seeking certain additional information, confirmations and undertakings in this regard. As on the date of this RHP, the Applications are currently pending. Any similar future non-compliances by our Promoter Group may have an adverse impact on the reputation and operations of our Company. Further, in the event of similar future non-compliances by other companies in which any of our Promoters also act as a promoter, our Company may be prohibited from any further issue of securities till the time the suspension on trading of securities of the non-compliant company is revoked, or the securities of the non-compliant company are delisted from the relevant stock exchange. We cannot assure you that we will not face any such instances which may affect our ability to raise capital through further public issue of our securities. Akanksha Viniyog Limited was listed on CSE on August 28, 1982 and is authorised by its constitutional documents to invest in and acquire and hold and otherwise deal in shares, stocks and other securities. As on date of the suspension, i.e., March 21, 2014, the company had seven shareholders and the last traded price was ₹68.50 per share. Senao International Limited was listed on CSE on February 28, 1997 and is authorised by its constitutional documents to carry out the business of manufacturing electronics. As on date of the suspension, i.e., March 21, 2014, the company had seven shareholders and the last traded price was ₹53.50 per share.

3. ***The diagnostics industry in India is highly competitive and our inability to compete effectively from other healthcare service providers may adversely affect our business, results of operations and financial condition. Further, as of Financial Year 2024, the market share of our Company in our major market which is East India is 1.15-1.30%.***

With several diagnostic companies present in the market, the diagnostics industry in India is highly competitive and presents us with a challenge in terms of market share and profitability. Our competitors include other diagnostic chains, such as, Vijaya Diagnostic Centre Limited, Agilus Diagnostics Limited, Dr. Lal Pathlabs Limited, Metropolis Healthcare Limited and Thyrocare Technologies Limited *(Source: CRISIL Report, as replicated on page 200)* and various smaller, independent clinical and anatomical laboratories as well as laboratories owned by hospitals and physicians including standalone and regional players (with more established local and regional presence in certain geographies) such as pathology, radiology laboratories and preventive care providers as well as international service providers which may establish and expand their operations in future. We compete on the breadth of our test offerings, the geographical reach of our network, our ability to accurately process samples and report data in a timely manner and maintenance of our customer relationships. Some of our competitors may have greater financial resources, research and development investment, marketing and other resources, broader service offerings, more experience in obtaining regulatory approvals or greater geographic reach. For instance, as of Financial Year 2024, the market share of our Company in our major market which is East India is 1.15-1.30%. This is less than our peers like Dr. Lal Pathlabs which has a market share of 5.30-5.70% in its major market i.e. North India and Vijaya diagnostics which has a market share of 2.20-2.50% in its major market, i.e. South India. *(Source: CRISIL Report, as replicated on page 201).*

Further, the pricing-related competition may intensify in the near future which may have an adverse impact on the results of our operations, including our profit margins. An increase in the number of comparable diagnostic healthcare facilities may exert additional pricing pressure on some or all of our services. In addition, we may price our services differently in different regions of eastern India, which may lead to customer dissatisfaction. Our competitors may also succeed in providing services that are more effective, popular or cheaper than ours, which may render our services uncompetitive. For instance, as a result of the diagnostic healthcare services industry receiving substantial investments in recent years, larger-scale diagnostic healthcare providers are able to increase cost efficiencies afforded by automated testing, which results in their ability to provide more favorable pricing to customers. Our competitors may also succeed in offering increased fees/salaries to our healthcare professionals, including doctors, which may significantly affect our ability to retain our healthcare professionals. If we are unable to compete effectively, our business, results of operations and financial condition could be adversely affected.

4. ***The B2B segment contributed to 6.17% of our Revenue from Operations in Fiscal 2024 and any non-renewal or cancellation of our arrangements with our institutional customers, including hospitals, and Public-Private Partnership ("PPP") contracts may adversely affect our business, results of operations and financial condition.***

We enter into long-term arrangements with certain hospitals through laboratory management agreements as well as public-private partnership agreements with public health agencies, pursuant to which we conduct diagnostic tests and/or develop and operate diagnostics centers to conduct on-site testing. As of June 30, 2024, two of our centers are operated under a public-private partnership model. For further information on centers operated through the public-private partnership model, please see "*Our Business – Our Operational Network – Diagnostic Centre Network – Spoke Centres*" on page 233.

We also provide diagnostic services to independent private healthcare setups including large and small-scale hospitals, clinics, nursing homes, private laboratories, radiology centers, diagnostics centers, IVF centers and other healthcare service providers to provide diagnostic services. In addition, we enter into agreements with other institutions such as corporate employers, and pharmaceutical and insurance companies to provide diagnostic services to their employees or clients as well as with contract research organizations and consultancy firms to conduct clinical trials. Set out below are details of revenue generated from our business-to-business ("**B2B**") segment for the period indicated:

Segment	**Three-month period ended**		**Fiscal**					
	June 30, 2024		**2024**		**2023**		**2022**	
	Revenue from operations (₹ million)	**% of total revenue from operations**	**Revenue from operations (₹ million)**	**% of total revenue from operations**	**Revenue from operations (₹ million)**	**% of total revenue from operations**	**Revenue from operations (₹ million)**	**% of total revenue from operations**
B2B	39.59	6.52%	134.90	6.17%	75.84	3.99%	99.20	4.44%

Our B2B customers are typically entitled to terminate or cancel such agreements voluntarily or with prior written notice (typically ranging between 10 and 30 days). Our B2B customers may decide not to renew our arrangements in the future. Certain of such agreements also require us to comply with strict data protection and data privacy laws and any future non-compliance of such terms may subject us to indemnity provisions and other damages, which could lead to a material adverse impact on our financial condition. In addition, our customers under these agreements are typically responsible to maintain statutory and regulatory licenses and approvals required for their respective facilities. Any non-compliance by our customers to maintain such licenses and approvals could have an adverse impact on our business, revenue from operations and reputation.

Further, in relation to our PPP contracts, we participate in government tenders which are non-negotiable and typically include clauses such as liquidated damages. In addition, we are required to submit performance bank guarantees for participating in such tenders. Any non-compliance with the terms of such tenders may entitle the government to liquidate our bank guarantees which may have an adverse effect on our financial condition. Further, any shortcoming in the performance of our obligations may subject us to the risk of being blacklisted by the relevant public health agencies and affect our ability to obtain additional PPP and other government tenders. While we have not faced any instances of cancellation of our arrangements with B2B customers which led to a material adverse effect on our business and operations in the three month period ended June 30, 2024 and Fiscals 2024, 2023 and 2022 and have not been blacklisted by any government agency in the past three years, there can be no assurance that such events may not occur in the future. Any occurrence of such events in the future may adversely affect our business, results of operations and financial condition, including our ability to obtain additional PPP and/or other government tenders in the future.

5. ***Our Statutory Auditors have included certain emphasis of matters, and audit qualifications matters prescribed in the audit reports of our Company for Fiscals 2023 and 2024.***

The audit reports for the standalone and consolidated financial statements of our Company for Fiscals 2023 and 2024 included certain audit qualifications and emphasis of matters. In Fiscal 2024, the audit report included an emphasis of matter in relation to lack of appropriate audit evidence with respect to a vendor for capital goods inter alia its existence, validity of transactions, from whom procurements aggregated ₹ 9.58 million during the period from April 1, 2021 till March 31, 2024, in the context of multiple emails alleging financial irregularities by the Holding Company/Directors. As per the examination report dated October 21, 2024 issued by our Statutory Auditor, a report submitted by an independent firm of chartered accountants did not observe any negative findings other than the incorrect charge of goods and service tax for the above mentioned vendor, in respect of which GST has remained unrecovered. Further, in relation to the emails alleging financial irregularities, we have filed a cybercrime complaint dated October 20, 2023 before the Cyber Crime Department, Bidhannagar Commissionerate, Kolkata, for defamation, which is pending as on date. For further details, please see *"Restated Consolidated Financial Information – Note 51"* on page 340.

Further, our Company provided a guarantee of ₹ 670.00 million and created a charge on land, building, property, plant and medical equipment belonging to our Company for ₹ 282.72 million and ₹ 110.58 million, in favour of a lender against personal loans availed by Dr. Somnath Chatterjee and Ritu Mittal, promoters and directors of our Company ("**Directors**"), and in violation of Section 185 of the Companies Act, 2013 (the "**Act**"). Thereafter, pursuant to negotiation with the lender the guarantee and charge given by the Company on the personal loans taken by the Directors were vacated on March 30, 2024. Accordingly, our Company had filed form GNL-1 dated December 28, 2023 before the Ministry of Corporate Affairs, Kolkata for satisfaction of charges and compounding of the violation. Further, due to some operational challenges, our Company was unable to conduct its Annual General Meeting ("**AGM**") in accordance with the provisions of section 96 of the Act. Consequently, our Company failed to comply with (i) section 129(2) of the Act relating to laying the financial statements before every AGM; (ii) section 137 of the Act relating to the filing of financial statements with the RoC; and (iii) section 92 of the Act relating to the filing of annual returns. Accordingly, our Company filed an application dated March 30, 2024 before, Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata for compounding of delay of 65 days in holding the Annual General Meeting for the financial year ended March 31, 2023. The aforementioned offences have been compounded by the relevant adjudicating officers by way of their orders dated July 12, 2024. The auditor's report for Fiscal 2023 was qualified in relation to the abovementioned matters.

We cannot assure you that our Statutory Auditors' reports for any future financial period will not contain similar matters or other remarks, qualifications observations or other matters prescribed under Companies (Auditor's Report) Order, 2020, and that such matters will not otherwise affect our results of operations.

6. ***In the past, we failed to comply with certain provisions of the Companies Act, 2013, and had to compound such non-compliances. We cannot assure you that there will be no such non-compliances in the future and that our Company, Promoters, or Directors will not be subject to any penalty or additional payment.***

Our Company provided a guarantee of ₹ 670.00 million and created a charge on land, building, property, plant and medical equipment belonging to our Company for ₹ 282.72 million and ₹ 110.58 million, in favour of a lender against personal loans availed by Dr. Somnath Chatterjee and Ritu Mittal, promoters and directors of our Company ("**Directors**"), and in violation of Section 185 of the Companies Act, 2013 (the "**Act**"). Thereafter, pursuant to negotiation with the lender the guarantee and charge given by the Company on the personal loans taken by the Directors were vacated on March 30, 2024. Accordingly, our Company had filed form GNL-1 dated December 28, 2023 before the Ministry of Corporate Affairs, Kolkata for satisfaction of charges and compounding of the violation. Further, due to some operational challenges, our Company was unable to conduct its Annual General Meeting ("**AGM**") in accordance with the provisions of section 96 of the Act. Consequently, our Company failed to comply with (i) section 129(2) of the Act relating to laying the financial statements before every AGM; (ii) section 137 of the Act relating to the filing of financial statements with the RoC; and (iii) section 92 of the Act relating to the filing of annual returns. Accordingly, our Company filed an application dated March 30, 2024 before, Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata for compounding of delay of 65 days in holding the Annual General Meeting for the financial year ended March 31, 2023.

The aforementioned offences have been compounded by the relevant adjudicating officers by way of their orders dated July 12, 2024. We have paid ₹ 1.75 million for the compounding of the relevant offences.

Further, our Company has filed compounding applications dated July 20, 2024 with the Registrar of Companies, Kolkata at West Bengal ("**ROC**") under Section 621 of erstwhile Companies Act, 1956, and Section 441of the Companies Act, 2013, for compounding of the offences related to violation of section 383A of the Companies Act, 1956, and section 203 of the Companies Act, 2013, for failure to appoint a whole-time Company Secretary for periods between (a) January 31, 2008 to March 15, 2009; (b) April 12, 2011 to March 31, 2014; (c) June 9, 2014 to December 28, 2016; and (d) January 1, 2018 to February 28, 2019. Pursuant to the order passed by the Regional Director, Eastern Region, Ministry of Corporate Affairs ("**Regional Director**") on November 18, 2024, our Company submitted penalty amounting to ₹0.30 million and our Promoters and Directors, Dr. Somnath Chatterjee and Ritu Mittal, paid a penalty of ₹0.20 million each for the period June 9, 2014 to December 28, 2016. Further, our Company paid penalty of ₹ 0.18 million, and our Promoters and Directors, Dr. Somnath Chatterjee and Ritu Mittal, paid a penalty of ₹0.14 million each for the non-compliance for the period from January 31, 2008 to March 15, 2009; and April 12, 2011 to March 31, 2014. Our Company shall undergo adjudication before appropriate authority for the default period from July 1, 2017 to February 2, 2019 due to decriminalisation of the offence w.e.f. November 2, 2018, as per the instructions from the Regional Director.

Our Company has also filed an adjudication application dated July 23, 2024 with the Registrar of Companies, Kolkata at West Bengal, for adjudication of violation of section 192 of the Companies Act, 1956, due to non-filing of form 23. Subsequent to the hearing held on October 17, 2024, our Company deposited a penalty of 0.2 million. For details, please see "– *Certain of our corporate records and filings are not traceable and may have inadvertent errors or inaccuracies. We cannot assure that regulatory proceedings or actions will not be initiated against us in the future, and we will not be subject to any penalty imposed by the competent regulatory authority in this regard.*" on page 45.

We cannot assure you that there will be no such non-compliances in the future and that our Company, Promoters, or Directors will not be subject to any penalty or additional payment. Any such future non-compliance and consequent actions taken against us by any statutory or regulatory authorities could have an adverse effect on our business, cash flows, reputation and financial condition.

7. ***Certain of our Promoters, Directors, Subsidiaries and Group Company are in businesses similar to ours and have interests in certain companies, which are in similar businesses to ours, and this may result in potential conflict of interest with us.***

A potential conflict of interest may occur between our Promoters, Directors, Subsidiaries and Group Companies that may have interest in companies, or may be entities, which are in the similar line of business as our Company. For example, (i) Suraksha Radiology Private Limited, Suraksha Specialty LLP, Suraksha Salvia LLP (investment by Suraksha Specialty LLP), and Asian Institute of Immunology and Rheumatology LLP, our Subsidiaries, have certain common pursuits with our Company; (ii) Suraksha Diagnostic & Eye Centre Private Limited, which is our Group Company has certain common pursuits with the Company, (iii) Dr Somnath Chatterjee, one of our Promoters, holds directorship in our subsidiary Suraksha Radiology Private Limited, and (iv) Arun Sadhanandham, one of our non-independent, non-executive (nominee) directors, holds directorships in companies such as LifeWell Diagnostics Private Limited and Blue Sapphire Healthcares Private Limited which are in the same line of activity or business as our Company. For further information, see "*History and Certain Corporate Matters – Our Subsidiaries- Common Pursuits between our Subsidiaries and our Company"*, and "*Our Group Companies – Common pursuits among Group Companies*" on page 263 and 391. While presently these businesses do not compete with our Company, and accordingly we do not perceive any conflict of interest, we cannot assure you that our Promoters, Directors, their related entities, and our Subsidiaries or our Group Companies will not compete with us in the future. While our Company will adopt necessary procedures and practices as permitted by law to address any conflict situation as and when they arise, we cannot assure you that these or other conflicts of interest will be resolved in an impartial manner.

8. ***Our Promoters and certain members of our Promoter Group pledged some of the Equity Shares held by them in favour of Vistra ITCL (India) Limited, in its capacity as debenture trustee for the benefit of the debenture-holders, as security for debentures issued by our Promoter Group entity, Tinni Investments Limited, and there are disposal restrictions created on Equity Shares held by certain other shareholders. Upon creation, any invocation of such pledge could dilute the aggregate shareholding of our Promoters, and such members of our Promoter Group, which may cause a change in control of our Company and trigger an open offer requirement under the Takeover Regulations.***

As of the date of this Red Herring Prospectus, certain Equity Shares of our Company held by our Promoters, members of the Promoter Group and certain other shareholders, are agreed to be pledged in favor of Vistra ITCL (India) Limited ("**Trustee**"), in its capacity as debenture trustee for the benefit of the debenture-holders, as security in relation to issuance of 8,000 unlisted, redeemable, secured, non-convertible debentures ("**NCDs**"), of face value of ₹1,00,000 each by our Promoter Group entity, Tinni Investments Limited. These Equity Shares were previously encumbered but have been released for the purposes of the Offer prior to the filing of this Red Herring Prospectus with the RoC. Pursuant to the arrangement, details of the Equity Shares agreed to be pledged after the Offer, subject to the NCDs remaining outstanding, are as below:

Sr. No.	Name of the pledgor	Number of Equity Shares agreed to be pledged	% of our paid-up Equity Share capital
1.	Dr. Somnath Chatterjee	4,125,000	7.90%
2.	Ritu Mittal	9,860,562	18.93%
3.	Tinni Investments Limited	2,407,000	4.62%
4.	Dneema Overseas Private Limited	1,669,562	3.20%
5.	Sarla Kejriwal (nominee and legal heir of late Kishan Kumar Kejriwal)*	3,259,375	6.25%
Total			**40.90%**

**Credit/transfer of such Equity Shares pursuant to succession is under process. Sarla Kejriwal is party to the NCD documents.*

In addition, one of our Promoters, certain members of the Promoter Group and certain other shareholders have also provided a non-disposal undertaking ("**NDU**") in respect of Equity Shares held by them in our Company, as mentioned below:

Sr. No.	Name of the NDU provider	Number of Equity Shares agreed to be covered by the NDU	% of our paid-up Equity Share capital
1.	Sandeep Kejriwal	456,875	0.87%

2.	Santosh Kumar Kejriwal	1,923,625	3.69%
3.	Munna Lal Kejriwal	1,106,062	2.12%
4.	Satish Kumar Verma**	8,355,562	16.04%
5.	Sarla Kejriwal (nominee and legal heir of late Kishan Kumar Kejriwal)*	1,549,687	2.97%
Total			**25.69%**

**Credit/transfer of such Equity Shares pursuant to succession is under process. Sarla Kejriwal is party to the NCD documents.*
*** Shares are jointly held with Suman Verma*

In the event the NCDs are outstanding after the completion of the Offer, the Trustee is entitled to seek the non-Promoter pledge and NDU providers mentioned above to re-create encumbrance on the Equity Shares (other than as marked for Minimum Promoters' Contribution) continued to be held by them after listing of Equity Shares pursuant to the Offer, subject to compliance with applicable laws. Further, in the event the NCDs are outstanding after the completion of the Offer, on completion of lock-in period applicable to our Promoters in terms of Regulation 16 of the SEBI ICDR Regulations, our Promoters may also be required to re-create encumbrance on the Equity Shares continued to be held by them after listing of Equity Shares pursuant to the Offer, subject to compliance with applicable laws.

Further, the terms governing the NCDs impose certain obligations on our Promoters and our Promoter Group entity to ensure compliance of our Company with certain covenants. Some of these obligations include the following:

(i) obligation to impose limitations on certain corporate actions by us including acquisitions, investments, disposals, creation of encumbrance, incurring financial indebtedness, corporate restructuring and issuance of equity;
(ii) obligation to limit changes in the general nature of the business of our Company constituting not more than specified limits; and
(iii) obligation to limit changes in our constitutional documents
(iv) obligation to ensure compliance with certain other covenants which are in the nature of compliance with financial parameters.

Any default under the agreements pursuant to which these Equity Shares have been pledged will entitle the pledgee to enforce the pledge over these Equity Shares. If this happens, the aggregate shareholding of our Promoters and members of our Promoter Group may be diluted and we may face certain impediments in taking decisions on certain key, strategic matters. As a result, we may not be able to conduct our business or implement our strategies as currently planned, which may materially and adversely affect our business and financial condition. Further, any rapid sale of Equity Shares by such third parties may materially and adversely affect the price of the Equity Shares. Invocation of the pledges on the pledged shares or sale of pledged Shares subsequent to the Offer may result in change in control of our Company and the acquirer having to make an open offer for the Equity Shares, in accordance with the Takeover Regulations, which could adversely affect the trading price of our Equity Shares.

9. There are outstanding legal proceedings involving our Company, Subsidiaries, Promoters, Directors and Group Companies which may adversely affect our business, financial condition and results of operations.

There are outstanding legal proceedings involving our Company, Directors, Promoters Subsidiaries and Group Companies. These proceedings are pending at different levels of adjudication before various courts, tribunals, enquiry officers and appellate tribunals. Such proceedings could divert management time and attention and consume financial resources in their defense. Further, an adverse judgment in some of these proceedings could have an adverse impact on our business, financial condition and results of operations.

A summary of outstanding litigation involving our Company, Directors, Promoters, and Subsidiaries as of the date of this Red Herring Prospectus, as also disclosed in "*Outstanding Litigation and Material Developments*" on page 381, in terms of the SEBI ICDR Regulations and the materiality policy adopted by our Board pursuant to a resolution dated July 20, 2024, is provided below:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters	Material civil litigations^	Aggregate amount involved* (in ₹ million)
Company						
By the Company	1	Nil	Nil	NA	2	31.35
Against the Company**	Nil	1	4	NA	2	9.00
Directors						
By the Directors	Nil	Nil	Nil	NA	Nil	Nil
Against the Directors	Nil	1	Nil	NA	Nil	0.22
Promoters$						
By the Promoters	Nil	Nil	Nil	NA	Nil	Nil
Against the Promoters	Nil	1	Nil	Nil	Nil	0.22
Subsidiaries						
By the Subsidiaries	Nil	Nil	Nil	NA	Nil	Nil
Against the Subsidiaries**	Nil	Nil	Nil	NA	1	NA

**To the extent quantifiable.*

***The court records indicate that one of the cases against the Company is dismissed, however we await the copy of the order passed. For more details, please see "Material Civil litigation initiated against our Company" on page 383.*

^Determined in accordance with the Materiality Policy

$As on the date of this Red Herring Prospectus, outstanding litigation involving our Promoters also reflect outstanding litigation involving our Directors as each of our Promoters are also Directors of the Company

Except as disclosed in the "*Outstanding Litigation and Material Developments - Material Civil litigation initiated against our Company"* on page 383, as on the date of this Red Herring Prospectus, none of our Group Companies are currently party to any pending litigations which may have a material impact on our Company.

Further, our Company had filed an adjudication application dated July 23, 2024 with the Registrar of Companies, Kolkata at West Bengal, for adjudication of violation of section 192 of the Companies Act, 1956, due to non-filing of form 23. Pursuant to a hearing held on October 17, 2024, our Company deposited a penalty of 0.2 million. For details, please see "*– Certain of our corporate records and filings are not traceable and may have inadvertent errors or inaccuracies. We cannot assure that regulatory proceedings or actions will not be initiated against us in the future, and we will not be subject to any penalty imposed by the competent regulatory authority in this regard.*." on page 45.

In addition, our Company has filed a cybercrime complaint dated October 20, 2023 before the Cyber Crime Department, Bidhannagar Commissionerate, Kolkata, for defamation, which is currently pending. The perpetrator sent anonymous emails alleging financial fraud/liquidation of monies/money laundering by the Company and its Directors. We cannot assure you that our Company will be able to prosecute this matter, or any such future complaints filed by our Company, in our favour.

For further details of legal proceedings and notices involving our Company and Directors, see "*Outstanding Litigation and Material Developments*" beginning on page 381. We cannot provide assurance that any of these legal proceedings will be decided in favour of our Company, Directors, Promoters or Subsidiaries, or that no further liability will arise out of these proceedings. Decisions in such proceedings may have an adverse effect on our business, prospects, reputation, results of operations and financial condition.

10. ***Our Company will not receive any proceeds from the Offer for Sale. The Selling Shareholders will receive the entire net proceeds from the Offer for Sale.***

The Offer consists of the Offer for Sale of upto 19,189,330 Equity Shares of face value ₹2 each aggregating up to ₹[●] million. The entire proceeds from the Offer for Sale will be paid to the Selling Shareholders (after deducting applicable Offer Expenses) and our Company will not receive any such proceeds. For further information, see "*The Offer*" and "*Objects of the Offer*" on pages 80 and 122, respectively. The below table depicts the details of the Equity Shares being offered as a part of the Offer for Sale:

S. No.	Selling Shareholder	Number of Equity Shares of face value ₹ 2 each, proposed to be offered in the Offer for Sale	Date of corporate authorization	Date of consent letter
1.	Dr. Somnath Chatterjee	2,132,148	NA	July 23, 2024
2.	Ritu Mittal	2,132,148	NA	July 23, 2024
3.	Satish Kumar Verma^	2,132,148	NA	July 23, 2024
4.	OrbiMed Asia II Mauritius Limited*	10,660,737	July 5, 2024	July 23, 2024
5.	Munna Lal Kejriwal	799,556	NA	July 23, 2024
6.	Santosh Kumar Kejriwal	1,332,593	NA	July 23, 2024

**Surviving entity pursuant to amalgamation of OrbiMed Asia II Mauritius FDI Investments Limited, the erstwhile shareholder, into OrbiMed Asia II Mauritius Limited on November 11, 2022.*
^Shares are jointly held with Suman Verma

The aggregate pre-Offer shareholding of the Selling Shareholders as a percentage of the pre-Offer paid-up share capital of the Company is set out below:

Sr. No.	Name of Selling Shareholder	Pre-Offer		Post-Offer	
		No. of Equity Shares of face value of ₹ 2 each	Percentage of pre-Offer capital (%)	No. of Equity Shares of face value ₹ 2 each	Percentage of post- Offer capital (%)
1.	Ritu Mittal	10,408,455	19.99	[●]	[●]
2.	Satish Kumar Verma^^	7,776,119	14.93	[●]	[●]
3.	OrbiMed Asia II Mauritius Limited*	17,367,448	33.35^	[●]	[●]
4.	Dr. Somnath Chatterjee	4,731,836	9.09	[●]	[●]
5.	Santosh Kumar Kejriwal	13,48,339	2.59	[●]	[●]
6.	Munna Lal Kejriwal	11,06,062	2.12	[●]	[●]
	Total	**42,738,259**	**82.07**	[●]	[●]

**Surviving entity pursuant to amalgamation of OrbiMed Asia II Mauritius FDI Investments Limited, the erstwhile shareholder, into OrbiMed Asia II Mauritius Limited on November 11, 2022.*
^Pursuant to the Offer, the post-Offer shareholding will fall below 25% on a fully diluted basis.
^^ Shares are jointly held with Suman Verma

The average cost of acquisition of Equity Shares for our Promoters as on the date of this Red Herring Prospectus is as set out below:

Name of Promoters	Number of Equity Shares of face value ₹ 2 each held	Average cost of acquisition per Equity Share (₹)*
Dr. Somnath Chatterjee	4,731,836	45.50
Ritu Mittal	10,408,455	49.76
Satish Kumar Verma^	7,776,119	1.60

**As certified by Manian and Rao, Chartered Accountants pursuant to their certificate dated November 25, 2024.*
^Shares are jointly held with Suman Verma.

The average cost of acquisition of Equity Shares for the Selling Shareholders (other than the Promoters) as on the date of this Red Herring Prospectus is as set out below:

Name of the Selling Shareholders	Number of Equity Shares of face value ₹ 2 each held	Average cost of acquisition per Equity Share (in ₹)
OrbiMed Asia II Mauritius Limited**	17,367,448	94.38***
Munna Lal Kejriwal	1,106,062	1.60
Santosh Kumar Kejriwal	1,348,339	1.60

**As certified by Manian and Rao, Chartered Accountants pursuant to their certificate dated November 25, 2024.*
*** Surviving entity pursuant to amalgamation of OrbiMed Asia II Mauritius FDI Investments Limited, the erstwhile shareholder, into OrbiMed Asia II Mauritius Limited on November 11, 2022*
****The amount paid on the acquisition of CCPS has been considered as the basis for arriving at the cost of acquisition of Equity Shares on conversion of CCPS.*

There are no outstanding preference share capital of our Company as on the date of this Red Herring Prospectus.

11. ***Certain of our corporate records and filings are not traceable and may have inadvertent errors or inaccuracies.***

We cannot assure that regulatory proceedings or actions will not be initiated against us in the future, and we will not be subject to any penalty imposed by the competent regulatory authority in this regard.

We have not been able to trace certain corporate records and secretarial forms filed by our Company, as mentioned below:

S. No.	Particulars of missing records/forms	Date of event/reference date	Details
1.	Form 23B	December 12, 2005	Appointment of M/s. K S Bothra & Associates as auditors of the Company in the first AGM of the Company.
2.	Form 23	November 29, 2011	Filing of special resolution passed in the EGM for approval of grant of sweat equity shares

While we have relied on alternative documents such as minutes of the shareholder meetings of the Company for the purpose of making disclosures in relation to such untraceable corporate/secretarial records in this Red Herring Prospectus, we cannot assure you that we will be able to trace these records. We have obtained a certificate dated July 23, 2024, from Manish Ghia & Associates, in relation to untraceable corporate records such as the aforementioned. Our Company has also written to the RoC in relation to such missing records, requesting the RoC to share copies of the specified secretarial forms that may be available with them, vide its letter dated July 22, 2024.

Further, there may also be inadvertent errors or inaccuracies in our historical corporate and secretarial filings. For instance, the form ADT-1 filed by our Company on March 16, 2023, inadvertently mentions a shorter audit period than the actual accounting period for which the audit was conducted. In addition, the same form ADT- 1 was erroneously filed twice. Our Company has filed a form GNL-2 in this regard, as clarification for such error.

As per the certificate dated July 23, 2024 from Manish Ghia & Associates, there are also certain discrepancies in our historical form filings and corporate records, few of which have been set out below:

S. No.	Particulars of missing records/forms	Details
1.	Form 2	In relation to allotment of sweat equity shares by the Company, no valuation report was attached in terms of Rule 9 of the Unlisted Companies (Issue of Sweat Equity Shares) Rules, 2003. Furthermore, the Company has inadvertently attached resolution relating to issuance of sweat equity shares instead of resolution for allotment.
2.	Form SH-7	Memorandum of Association was not attached to the form filed for notice to the registrar of companies, in relation to reclassification of authorized capital.
3.	Form ADT-1	In relation to the annual general meeting conducted in Fiscal 2019, there is a discrepancy in the dates recorded in the annual return filed by the Company in Fiscal 2019 and the form ADT-1 filed for the relevant period.
4.	Form MGT-14	Explanatory statement was not attached to the form filing made in relation to (i) guarantee given to the lender for loan taken by our Directors; and (ii) certain inter-corporate loans, investments and guarantees.
5.	Form ADT-1	The form ADT-1 filed by our Company on March 16, 2023 inadvertently mentions a shorter audit period than the actual accounting period for which the audit was conducted. Further, the appointment letter attached to the form (i) erroneously states that the appointment period was for five years; (ii) erroneously records the period of appointment as March 31, 2023 to March 10, 2023 (which is a period of four years); and (iii) does not state the actual period of appointment as per the form filing, which is for the Fiscal 2023. Further, the appointment letter does not include address of the director in the appropriate form field.

In addition to the above, we have not complied with certain provisions of the Companies Act, 1956 and Companies Act 2013 in the past, including in relation to filing of certain corporate records with the RoC which are currently pending with the RoC. For further details on the compounding applications, please see "*Risk Factors - In the past,* *we failed to comply with certain provisions of the Companies Act, 2013, and had to compound such non-compliances. We cannot assure you that there will be no such non-compliances in the future and that our Company, Promoters, or Directors will not be subject to any penalty or additional payment*." on page 40.

We cannot assure you that we will not be subject to any legal proceedings, regulatory action or penalties imposed by statutory or regulatory authorities on account of our inability to trace certain corporate records or filings or due to inadvertent errors in such documents in the future, which may adversely affect our business, financial condition, results of operations and reputation.

12. ***We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.***

We have entered into various transactions with related parties, such as for rental of properties, purchase of consumables, commissions, guarantee fees, sponsorship charges, remuneration paid to Key Managerial Personnel, professional fees to relatives of Key Managerial Personnel, sale promotion expenses to relatives of Key Managerial Personnel and sale of services. Manian and Rao, Chartered Accountants have certified vide their certificate dated November 25, 2024 that all related party transactions in the last three years and the three month period ended June 30, 2024, have been conducted on an arms length basis and are in compliance with the Companies Act, 2013. The summary details of related party transactions entered into by our Company as at and for the three month period ended June 30, 2024 and financial years ended March 31, 2024, 2023 and 2022, as derived from our Restated Consolidated Financial Information are as set out in the table below:

(in Rs. million, except %)

Nature of Transaction	Name of the related party	Nature of relationship	Category of related party	As at and for the three month period ended June 30, 2024	% of revenue from operations for three month period ended June 30, 2024	As at and for the Fiscal ended March 31, 2024	% of revenue from operations for Fiscal ended March 31, 2024	As at and for the Fiscal ended March 31, 2023	% of revenue from operations for Fiscal ended March 31, 2023	As at and for the Year ended March 31, 2022	% of revenue from operations for Fiscal ended March 31, 2022
Sale of services	Suraksha Diagnostic & Eye Centre Private Limited	Entity over which Dr. Somnath Chatterjee is able to exercise significant influence	Customer	7.93	1.31%	32.50	1.49%	34.34	1.81%	24.41	1.09%
Purchase of consumables	R.A. Enterprises	Entities over which the relative of Ritu Mittal are able to exercise significant influence	Supplier	19.94	3.28%	115.96	5.30%	148.31	7.80%	153.61	6.88%

Purchase of consumables	Kejriwal Electronics Ltd	Entities over which the relative of Ritu Mittal are able to exercise significant influence	Supplier	0.00	0.00%	0.06	0.00%	0.06	0.00%	-	-
Rent expense	Oscar Enclave Private Limited	Entities over which the relative of Ritu Mittal are able to exercise significant influence	Lessor	11.52	1.90%	41.98	1.92%	44.71	2.35%	44.48	1.99%
Rent expense	Kejriwal Constructions	Entities over which the relative of Ritu Mittal are able to exercise significant influence	Lessor	1.55	0.26%	6.22	0.28%	6.22	0.33%	6.22	0.28%
Rent expense	Suresh Enterprise	Entities over which the relative of Ritu Mittal are able to exercise significant influence	Lessor	0.86	0.14%	3.43	0.16%	3.43	0.18%	3.12	0.14%
Sales promotion expenses to relative of KMP	Raghavi Mittal*	Daughter of Ritu Mittal	Consultant	0.23	0.04%	0.23	0.01%	0.05	0.00%	0.09	0.00%
Professional fees to relative of KMP	Pragati Kejriwal*	Relative of Ritu Mittal	Consultant	-	-	0.30	0.01%	0.90	0.05%	0.60	0.03%
Professional fees to relative of KMP	Dr. Aparajita Chatterjee ^	Daughter of Dr. Somnath Chatterjee	Consultant and specialist doctor	0.53	0.09%	0.79	0.04%	0.51	0.03%	-	-

Professional fees to relative of KMP	Dr. Tandra Chatterjee ^	Wife of Dr. Somnath Chatterjee	Consultant and specialist doctor	0.03	0.00%	0.01	0.00%	0.03	0.00%	-	-
Guarantee fees	Dr. Somnath Chatterjee	Key management personnel (KMPs)	Guarantor	-	-	-	-	-	-	0.28	0.01%
Guarantee fees	Ritu Mittal	Key management personnel (KMPs)	Guarantor	-	-	-	-	-	-	0.55	0.02%
Commission paid	Sahayta Clinic LLP	Entities over which Dr. Somnath Chatterjee and his son are able to exercise significant influence	Patient referee	0.04	0.01%	0.15	0.01%	0.06	0.00%	0.02	0.00%
Sponsorship charges	Calcutta Cosmopolitan Club Ltd	Entities over which the relative of Ritu Mittal are able to exercise significant influence	Recreational facilities for senior employees	-	-	-	-	0.12	0.01%	-	-
Remuneration paid to KMPs	Dr. Somnath Chatterjee	Key management personnel (KMPs)	Promoter and Joint Managing Director	5.40	0.89%	18.00	0.82%	14.40	0.76%	14.40	0.65%
Remuneration paid to KMPs	Ritu Mittal	Key management personnel (KMPs)	Promoter, Joint Managing Director and CEO	5.40	0.89%	18.00	0.82%	14.40	0.76%	14.40	0.65%

**Fee was paid for marketing services to the Company.*

^Fee was paid pursuant to medical services rendered to the Company in the capacity as a consultant and specialist doctor.

As of June 30, 2024, we have on a standalone basis provided loans to our Subsidiaries, Suraksha Radiology Private Limited and Suraksha Salvia LLP. Further, no loan/advances, guarantees or securities have been provided by the Company or its Subsidiaries to any of the related parties for the three months period ended June 30, 2024 and financial years ended March 31, 2024, 2023 and 2022 on a consolidated basis.

Further, except for the payment of rent expense to Oscar Enclave Private Limited, Kejriwal Constructions and Suresh Enterprises and Purchase of Consumables from R.A. Enterprises and Kejriwal Electronics Limited, the related party transactions taken together for the three month period ended June 30, 2024 and each of the last three Fiscals is not more than 10% for each Fiscal of the total transactions of similar nature.

It is likely that we may enter into related party transactions in the future. For details on our related party transactions, see "*Financial Information*" beginning on page 292. We cannot assure you that such transactions, individually or in the aggregate, even if entered into at arms-length terms, will always be in the best interests of our shareholders and will not have an adverse effect on our business, results of operations, cash flows and financial condition.

13. ***We may become subject to various operational, reputational, medical and legal claims, regulatory actions or other liabilities arising from the provision of healthcare services and may be subject to liabilities arising from claims of malpractice and medical negligence which could adversely affect our business, results of operations and financial condition.***

We may be exposed to heightened risks of legal claims, criminal actions, regulatory actions and loss of reputation arising out of the services we provide and any allegation of non-compliance with the provisions of applicable laws and regulations, including liabilities that arise from claims of medical negligence against healthcare professionals associated with us including doctors providing consultation services through our polyclinics, technicians and paramedical staff at our diagnostic centers and sample collection centers. Such risks may arise if our medical professionals, technicians and staff are not properly and adequately trained; if they make errors in the handling and labelling of patient samples and samples as well as in the operation of our complex medical equipment, even if properly trained; if they misuse or ineffectively use the complex medical equipment in our laboratories; or if they inadequately extract samples and samples from patients causing bodily harm or affecting our ability to properly conduct the required testing. We may also from time to time receive complaints from, or be involved in, disputes with our customers with regard to false positive or false negative check-up results, misdiagnosis, or other acts of medical negligence, which is a unique risk of the healthcare services industry. They can be attributed to various factors, such as the negligence of medical personnel, failure of diagnostic equipment, inaccurate results of tests conducted by third-party laboratories, individual customer-specific conditions and disease complications. Further, the delivery of diagnostic healthcare services involves certain inherent risks. For instance, there are certain consumer cases pending against us before district and state level consumer redressal forums in West Bengal and Bihar. We cannot assure you that our Company will not suffer any adverse financial impact as a result of these proceedings, or that the outcome of these cases will be in our favour.

We provide advanced radiology testing services such as MRI, CT, DEXA scan, interventional USG, CT guided biopsy and other X-Ray imaging services. While performing these tests, we might need to do certain invasive or anesthetic procedures based on the prescription given by the doctors. There is a risk that patient suffers injury and inconvenience, or develops any kind of reaction and we may face claims from such patients and/or regulatory authorities, whether it includes medical negligence by our staff or doctors or not. Further, medical consumables used in our services may be subject to contamination, mislabelling, malicious tampering and other damage such as errors in the dispensing and packaging of samples, which may lead to injury or death of our customers. In addition, we may be subject to professional liability claims, including, without limitation, for improper use or malfunction of our diagnostic equipment or for accidental contamination or injury from exposure to radiation. While we have not faced any instances of contamination or injury resulting from use of hazardous materials in Fiscals 2024, 2023 and 2022 that led to a material adverse effect on our business and operations, there can be no assurance that such events may not occur in the future. For further information, see "*Outstanding Litigation and Material Developments*" beginning on page 381.

Any claim made against our Company that is not fully covered by insurance could be costly to defend, result in a substantial damage award against us and divert the attention of our management from our operations, which could have an adverse effect on our business, results of operations and financial condition.

14. ***The degree certificates of the educational qualifications of certain of our Promoters, Directors, Key Managerial Personnel and Senior Management Personnel are not traceable.***

One of our Promoters, Ritu Mittal, who is also our Joint Managing Director and Chief Executive Officer, has been unable to trace the copy of her bachelor's degree certificate in commerce. Further, one of our Key Managerial Personnel, Mamta Jain, our Company Secretary and Compliance Officer, and one of our Senior Management Personnel, Sangeeta Chakraborty, General Manager – Operations, have been unable to trace copies of documents pertaining to their educational qualifications, namely bachelor's degree in commerce and bachelor's degree in arts, respectively. While they have written multiple letters to the concerned universities requesting for a copy of their degree certificates, a response from the universities is awaited and there is no assurance that the universities will respond to such letters in a timely manner or at all. Accordingly, reliance has been placed on the mark sheets for certain academic years provided by such individuals, affidavits executed by them and certificates furnished by them to us and the BRLMs to disclose details of their educational qualifications in this Red Herring Prospectus. Further, there can be no assurances that they will be able to trace the relevant documents pertaining to their educational qualifications in future or at all. For further details, please see "*Our Management*" on page 265.

15. ***Non-compliance with and changes in any of the applicable laws, rules or regulations, including pricing, safety, health and environmental laws, may adversely affect our business, results of operations and financial condition and cash flows.***

Our operations are subject to extensive government regulation and we are required to obtain and maintain a number of statutory and regulatory registrations, permits and approvals under central, state and local government rules in India, generally for carrying out our business and for each of our facilities. Our Company has made applications for the renewal of certain licenses, such as trade licenses and registration under the West Bengal (Clinical Establishment) Registration, Regulation and Transparency) Act, 2017 for certain of our diagnostic centres in West Bengal, and we await the receipt of such licenses. Further, the authorization under the Bio-medical Waste Management Rules, 2016 for our reference laboratory in Assam is pending renewal. We also await a waiver from the Kolkata Municipal Corporation for the payment of demand amount of ₹ 0.63 million for solid waste management for which we have made applications dated June 18, 2024 and August 10, 2024 pursuant to the same. Please see below the status of our pending approvals as on the date of this Red Herring Prospectus:

Material Approvals that have expired and for which renewal applications have been made*:

Nature of approval	Issuing authority	Location	Type of Centre	Date of acknowledgement of application / date of application	Amount paid pursuant to application (in₹)
Grant of authorization for handling biomedical waste	Assam State Pollution Control Board	Guwahati, Assam	Reference Laboratory	June 15, 2023	10,000
Registration as a clinical establishment	The Civil Surgeon cum CMO	Patna, Bihar	Reference Laboratory	April 15, 2024	Nil
Business License	Shillong Municipal Board	Shillong, Meghalaya	Diagnostic Centre and Reference Laboratory	May 10, 2024	Nil

**Under the terms of our franchisee agreements, our franchisee partners are responsible for registering and renewing Material Approvals for the respective franchisee collection centres.*

Material Approvals required but not yet applied for by our Company:

Nature of approval	Location	Type of Centre	Status
Trade License	Afraz Diagnostic Centre, Barasat, West Bengal*****	Franchisee owned Collection Centre	Afraz Diagnostic Centre, Barasat West Bengal is a franchisee owned collection centre. Under the terms of our franchisee agreements, our franchisee partners are responsible for registering and renewing material approvals for the respective franchisee collection centres.

**Under the terms of our franchisee agreements, our franchisee partners are responsible for registering and renewing Material Approvals for the respective franchisee collection centres.*

Further, our laboratories, diagnostic centers and sample collection centers through which we provide our services are subject to stringent health and safety laws. We are required to maintain licenses under various health and safety legislations and regulations which, among others, include registration under the Clinical Establishments (Registration and Regulations) Act, 2010 or under respective State clinical establishment legislations, such as the West Bengal Clinical Establishments (Registrations, Regulation and Transparency) Act, 2017 and rules thereunder, as applicable, issued by the appropriate State authority, authorizations under the Bio-Medical Waste (Management and Handling) Rules, 2016, issued by the respective state pollution control boards, registration for operation of medical diagnostic x-ray equipment issued by the Atomic Energy Regulatory Board and no objection certificates for the radioactive substances which are in our possession and covered under the applicable Shops and Establishments Acts, in West Bengal, Bihar, Assam and Meghalaya. Additionally, our diagnostic centers also possess licenses to operate X-ray equipment, such as the bone densitometer, mammography machine and computer tomography (CT) scanners, as required under the Atomic Energy Rules.

In addition to this, our Company and our laboratories, diagnostic centers and sample collection centers are also required to obtain trade licenses as issued by appropriate local municipalities under applicable local laws, relevant registrations under the Employees' State Insurance Act, 1948, the Contract Labour (Registration and Abolition) Act, 1970, and shops and establishments registration, in the states that we operate. For some of our laboratories and centers we are also required, depending on the height and the proportion of the premises we occupy, to obtain a fire no objection certificate ("**Fire NOC**") from the relevant local authorities. Further, while there are no mandatory accreditations required for our operations, we have obtained voluntary accreditations for our central reference laboratory from the College of American Pathologists accreditation. Further, three of our laboratories hold National Accreditation Board for Testing and Calibration Laboratories ("**NABL**") and three of our advanced diagnostic centres hold National Accreditation Board for Hospitals & Healthcare Providers ("**NABH**") accreditations. Any change in the status or withdrawals of these accreditations may adversely affect our reputation leading which may adversely effect our business, results of operations, financial condition and cash flows.

If a determination is made that we are in violation of any of the applicable laws, rules or regulations, including conditions in the permits required for our operations, we may be subjected to regulatory sanctions, have to pay fines, modify or discontinue our operations, incur additional operating costs or make capital expenditures which would adversely affect our business, results of operations, financial position and cash flows. While we apply for renewal of applicable licenses and registrations in a timely manner before their expiry, we cannot assure you that such licenses and registrations will be granted before their expiry and continuance of our operations pending the grant of renewal could be considered to be in violation of applicable laws. In addition, any suspension, revocation or termination of one or more of our operational licenses may also lead to consequences under the terms of our other licenses. Any failure to renew the approvals that have expired, or to apply for and obtain the required approvals, licenses, registrations or consents, or any suspension or revocation of any of the approvals, licenses, registrations or consents that have been or may be issued to us, may adversely affect our business, results of operations and financial condition. Further, uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, applicable laws, rules or regulations or policies, may also adversely affect the viability of our current business or restrict our ability to grow our business in the future. Further, the adoption of stricter applicable laws and regulations, stricter interpretations of existing laws, increased governmental enforcement of laws or other developments in the future may require that we make additional capital expenditures, incur additional expenses or take other actions in order to remain compliant and maintain our current operations. Complying with, and changes in, these laws and regulations or terms of approval may increase our compliance costs and adversely affect our business, results of operations, financial condition and cash flows.

We are also subject to the laws and regulations governing relationships with employees in such areas as minimum wage, gratuity, provident fund and maximum working hours, overtime, working conditions, hiring and termination of employees, contract labour and work permits. There is a risk that we may inadvertently fail to comply with such regulations, which could lead to enforced shutdowns and other sanctions imposed by the relevant authorities, as well as the withholding or delay in receipt of regulatory approvals. We cannot assure you that we will not be involved in future litigation or other proceedings or be held liable in any litigation or proceedings including in relation to safety, health and environmental matters, the costs of which may be significant.

For further information, please see "*Key Regulations and Policies*" and "*Government and Other Approvals*" beginning on pages 246 and 387, respectively.

16. ***We generated 93.83% of our revenue from operations for Fiscal 2024 from the B2C segment and our ability to attract individual patients is largely dependent on our brand recognition, reputation and brand image, any wrong diagnosis or treatment may induce negative publicity to our brand and reputation and could adversely impact our revenue from operations.***

Since we derive the majority of our revenues from the B2C segment (i.e., individual patients, who either walk into our diagnostics laboratories or our customer touchpoints or use our home collection services or avail medical consultation services through our polyclinics), recognition of our brand and our reputation are critical for the success of our business and operations. Set out below are details of our revenue from operations generated from the B2C segment for the periods indicated:

Segment	Three months ended June 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from operations (₹ million)	% of total revenue from operations	Revenue from operations (₹ million)	% of total revenue from operations	Revenue from operations (₹ million)	% of total revenue from operations	Revenue from operations (₹ million)	% of total revenue from operations
Walk in patients	567.72	93.48%	2,052.19	93.83%	1,825.50	96.01%	2,132.73	95.56%
Other categories	-	-	-	-	-	-	-	-

The growth in the B2C segment is dependent on brand recognition, wider acceptance of our business in the communities in which we operate and our ability to compete effectively within our industry, all of which may be negatively affected by a wide variety of reasons. Our ability to maintain and improve our brand name and brand image is dependent on factors such as quality, accuracy and efficiency of our diagnostic tests, the quality of medical consultation services through our polyclinics, turnaround time of issuing reports, patient experience and satisfaction, the performance of our service network and the introduction of new tests and services. Further, as we expand into new geographic markets within Eastern India, and as the market becomes increasingly competitive, maintaining and enhancing our brand may become costly and difficult and we may be required to incur substantial customer acquisition costs.

Our services are designed to diagnose and detect early symptoms of diseases and to help prevent diseases and other health conditions by monitoring a variety of health indicators. While there have not been any past material incidences of errors, users of our services have a greater sensitivity to errors than users of general services or products. We train our medical personnel, including physicians, radiologists, technicians and other staff to provide accurate and timely test results. However, any delays or inaccuracies in the results we provide, including due to inherent limitations in the technology and equipment used or due to wrong interpretation of test results by doctors, may result in the wrong treatment being prescribed to a patient, which may cause potential harm to such patient and may induce negative publicity and cause other harm to our brand and reputation. In addition, if our personnel make errors in the handling and labelling of patient samples, or in the operation of our complex medical equipment, or if they inadequately or improperly extract samples from patients causing bodily harm, our test results may not be accurate and we may become liable under healthcare or other laws for acts or omissions by our employees, which may adversely affect our brand and reputation. A critical aspect of our operations include polyclinics housed into our diagnostic centers which host specialized doctors providing medical consultation services which leads to increased patient footfalls and helps us in serving the entire diagnostic prescription of a patient. Our brand name and brand image is also dependent upon the quality of such medical consultation services and such doctors associated with our brand. If there are complaints including in relation to medical negligence or misdiagnosis by doctors associated with us, or we are not able to attract or retain qualified and specialized doctors for providing consultation services at our polyclinics, our business, prospects and operations may be adversely affected.

Our quality certifications and accreditations are also critical for our brand image. As of June 30, 2024, our flagship central laboratory holds College of American Pathologists ("**CAP**") accreditation, 3 of our laboratories held National Accreditation Board for Testing and Calibration Laboratories ("**NABL**") accreditations, and 3 of our diagnostic centers held National Accreditation Board for Hospitals & Healthcare Providers ("**NABH**") accreditations. Receipt of such accreditations under certain quality standards is important for the success and wide acceptability of our services. If we fail to comply with the requirements of applicable quality standards or if we fail to adapt to evolving diagnostic standards, or if we are otherwise unable to obtain or renew such quality accreditations in the future, in a timely manner, or at all, our business and prospects may be adversely affected.

17. ***Our credit rating in the past has been downgraded by CRISIL Ratings Limited. Any future downgrade of our credit rating by any credit rating agency could materially adversely affect our business and financial condition and our ability to raise capital in the future.***

Our Company has received the following credit ratings from CRISIL Ratings Limited in the last three years*:*

Calendar Year	Rating	Date of letter

2024	CRISIL B/Stable (Issuer not cooperating)	August 28, 2024
2023	CRISIL BB+/Stable (Issuer not cooperating)	June 28, 2023
2022	CRISIL BBB+/Stable (Reaffirmed)	April 29, 2022

Our credit rating was downgraded from CRISIL BBB+/Stable (Reaffirmed) in calendar year 2022 to CRISIL BB+/Stable (Issuer not cooperating) in calendar year 2023 and to CRISIL B/Stable (Issuer not cooperating) in calendar year 2024. We chose to not renew our agreement for credit ratings with CRISIL Ratings Limited, pursuant to which we did not share our updated financial information for calendar year 2023 and calendar year 2024. However, CRISIL still published our updated credit rating without renewal of the agreement. Our credit ratings, which are intended to measure our ability to meet our debt obligations, are a significant factor in determining our finance costs. The interest rates of certain of our borrowings may be significantly dependent on our credit ratings. A downgrade of our credit ratings could lead to greater risk with respect to refinancing our debt and would likely increase our cost of borrowing and adversely affect our business, financial condition, results of operations and prospects.

18. ***We rely on our information technology systems and third-party platform for the operation of our business and any disruption to our systems and/or third-party platform could adversely affect our business and reputation and result in litigation.***

We rely on information technology systems and third-party website to support our business processes, including for placing order for tests by our customers, conducting tests, transmission of testing results, billing services, quality control, ping logistics, human resources, finance and other patient service functions. As a result, our business depends on the capacity and reliability of third-party vendors whom we engage and will continue to do so. Interruptions in these technology systems and/or the third-party website, whether due to fire, power loss, telecommunications failures, system failures or errors, human errors, malicious software, physical or electronic break-ins, denial-of-service attacks, or otherwise could affect the availability of our services and prevent or hinder the ability of consumers to access our services. Effective response to such interruptions will require effort and diligence on the part of our employees to avoid any adverse effect to our business operations. Sustained system failures or interruption of our information technology systems in one or more of our diagnostic center operations could disrupt our ability to process laboratory requisitions, perform testing, provide test results in a timely manner and bill the appropriate party. The occurrence of any such events could adversely affect our business, interrupt our operations, subject us to increased operating costs and expose us to litigation. For details of our information technology and data management systems, please see "*Our Business – Information Technology*" on page 239.

Further, failure to comply with privacy laws and regulations may also have an adverse impact on our business and reputation, and result in litigation. See "*Risk Factors– Cyber threats and non-compliance with and changes in privacy laws and regulations may adversely affect our business, results of operations and financial condition and cash flows"* on page 64.

19. ***We significantly depend on third party vendors and suppliers to provide us our testing equipment, test kits, and reagents, and any failure in procuring such equipment or recall of existing testing equipment, test kits, and reagents could adversely affect our business, results of operations and financial condition.***

We significantly depend on third-party vendors and suppliers to procure our testing equipment, test kits and reagents. Our top 10 suppliers (in no particular order) for the Fiscal 2024 including Biorad, Boston Ivy, Phillips India, Samsung India Electronics, Siemens Healthineers, Wipro GE Healthcare, Carestream Health India, R.A. Enterprises, VIBGYOR, contributed to more than 50% of equipment, instrument, reagent and film manufacturers, including some vendors who sell more than one range of products. Further, one of our top 10 suppliers for Fiscal 2024, R.A. Enterprises, is also a member of our Promoter Group which contributed 15.24%, 11.59%, 19.32% and 13.48% of our total supply in three month period ended June 30, 2024 and Fiscals 2024, 2023 and 2022, respectively. The loss of any of our top 10 suppliers for any reason (including due to possible bankruptcy or liquidation or other financial hardship faced by such suppliers, decline in their sales, labour strikes or other work stoppages affecting production) could have a material adverse effect on our business. For details, see "*Our Business – Suppliers*" on page 240. The table below depicts the contribution of our top 10 suppliers for the periods indicated below:

Particulars	Total cost of supply as a percentage of total revenue from operations three month period ended June 30, 2024 (%)	Total cost of supply as a percentage of total revenue from operations in Fiscal 2024 (%)	Total cost of supply as a percentage of total revenue from operations in Fiscal 2023 (%)	Total cost of supply as a percentage of total revenue from operations in Fiscal 2022 (%)
Supplier 1	3.28^	10.52*	7.74^	14.47^
Supplier 2	2.39**^	5.30^	3.87*^	6.88*^
Supplier 3	2.12^	2.81*^	2.26*^	2.65*^
Supplier 4	1.31 **	1.81*^	2.05**	1.73**
Supplier 5	1.22*^**	1.83^^	1.60*^	1.56*^
Supplier 6	1.10*	1.61**	1.07*	1.30*
Supplier 7	0.73^^	1.41^	1.03^^	1.29^^
Supplier 8	0.69^^	1.08*^	0.85*	1.03^
Supplier 9	0.66^	1.07*^	0.70*	0.98^
Supplier 10	0.51^^^	0.64*	0.69*	0.81^
Total	**14.01**	**28.08**	**21.86**	**32.7**

Note: While we have mentioned the names of our top 10 suppliers above, we have anonymized for the purpose of contribution. The suppliers mentioned above are the top 10 suppliers in terms of our purchases for three months period ended June 2024, and may not necessarily be a part of the top 10 suppliers for Fiscal 2024, Fiscal 2023 and 2022.

**Supply of capex*

^Supply of consumables

***Supply of Annual Maintenance services*

^^Supply of IT Services

^^^ Advertisement services

Further, we often enter into placement agreements and reagent rental agreements with our vendors for renting and installation of equipment at our laboratories for an average term of five to seven years. We have entered into firm arrangements with two of our suppliers in the last three Fiscals. Certain of these agreements require us to purchase minimum quantities or value of purchases. We cannot assure you that we will be able to continue to obtain adequate supplies of equipment, reagents and test kits, in a timely manner and without any defects, in the future. Any disruption in our business may also result in us not meeting our minimum purchase obligations under these agreements resulting in an event of default and leading to potential disruption to our supply of equipment or reagents. While we have not faced disruptions in our supply of equipment or reagents which have affected our ability to provide our services in a timely manner in the preceding three financial years, we cannot assure you that we will not suffer any such disruptions in the future. Any reductions or interruptions in the supply of equipment or reagents, defects in reagent and test kits and any inability on our part to find alternate sources for the procurement of such items, may have an adverse effect on our ability to provide our services in a timely or cost-effective manner. Any such reductions or interruptions in the supply of equipment or reagents, defects in reagent and test kits and any inability on our part to find alternate sources for the procurement of such items, may have an adverse effect on our ability to provide our services in a timely or cost-effective manner. Further, the procurement cost of testing equipment and reagents produced outside India may increase due to depreciation of Indian Rupee, and the suppliers may therefore demand to re-negotiate the supply contracts with us. In the event of an increase in the price of such items, we cannot assure you that we will be able to correspondingly increase the price of our services.

In addition, under our rental/lease and reagent supply agreements, the supplier typically has the discretion to terminate the agreement with written notice in the event of a breach of any material term or condition of such agreement, including on account of a default in the purchase of a committed amount of reagents, movement of the leased equipment without prior consent of the manufacturer. In addition, manufacturers may discontinue the supply of, or recall reagents, test kits, instruments or equipment which could adversely affect our operations. Any such recall or termination and consequent removal of the installed equipment can adversely affect our business, results of operations and financial condition.

20. Failure or malfunction of our equipment could adversely affect our ability to conduct our operations.

Our operations expose us to liability risks that are inherent in the use of complex medical equipment which may experience failures or cause injury either because of defects, faulty maintenance or repair, or improper use, or lack of timely servicing of our equipment. We cannot assure you that our existing equipment and technologies are error-free, and incapable of malfunctioning. Any significant malfunction or breakdown of our equipment may entail significant repair and maintenance costs and cause disruptions and delays in our operations. Any injury caused by our medical equipment in our diagnostic centers due to equipment defects, improper maintenance or improper operation could subject us to liability claims. Regardless of their merit or eventual outcome, such liability claims could result in significant legal defence costs for us, harm our reputation, and otherwise have a material adverse effect on our business, financial condition and results of operations. While we have not faced any such instances in the three month period ended June 30, 2024 and Fiscals 2024, 2023 and 2022, any extended downtime of our medical equipment or significant quality deterioration in our suppliers' products, services or equipment in the future could materially and adversely affect customer experience, which in turn could result in loss of revenues, dissatisfaction on the part of customers and may damage our reputation We cannot assure you that we would be able to effectively respond to any such events, in a timely manner and at an acceptable cost, which could lead to an inability to effectively provide our services and, therefore, affect our business and reputation.

21. ***Any interruptions at our central reference laboratory and 'hub' diagnostic centers may affect our ability to process diagnostic tests, which in turn may adversely affect our business, results of operations and financial condition.***

Our central reference laboratory, which is located in New Town, Kolkata is equipped to conduct majority of the tests offered by us. Our central reference laboratory also receives test requests and related samples from diagnostic centers in our network. Consequently, if we experience any interruptions at our flagship laboratory, or if it fails to function, in whole or in part, because of events such as a fire, natural disaster or a loss of licenses, certifications or permits or other reasons or events beyond our control, our services at diagnostic centers may be adversely affected or suspended. Further, while we have 37 diagnostic centers in the vicinity of our flagship laboratory to maintain our continuity of services, there are certain tests that we only perform at our flagship laboratory. As a result, the occurrence of such events could also cause us to lose our patients and we may face significant increase in costs for test processing, transport and logistics which we may not be able to pass on to our patients. Any failure, malfunction, shutdown or partial or complete destruction of our flagship laboratory could adversely affect our business, prospects, results of operations and financial condition.

Further, we have 13 'hub' centers, which are equipped to collect and store pathology samples collection, basic radiology tests and certain advanced radiology tests. Any interruptions at these service centers or any failure in operating in whole or in part of these facilities may also adversely affect our business, results of operations and financial condition.

22. ***Our inability to effectively manage our growth or to successfully implement our business plan and growth and expansion strategy could have an adverse effect on our business, results of operations and financial condition.***

We have experienced considerable growth and we have significantly expanded our operations in the preceding three financial years. However, we cannot assure you that we will be able to continue to grow further, or at such rate. The table below showcases our growth in terms of revenue from operations, our profit after tax and number of operational customer touchpoints, for the relevant financial periods:

Particulars	**For the three months period June 30, 2024**	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2022**
Revenue from operations (in ₹ million)	607.32	2,187.09	1,901.34	2,231.93
Profit after tax (in ₹ million)	76.67	231.27	60.65	208.24
Customer touchpoints	215	194	174	154
- Diagnostic centres	49	48	43	41
- Collection centres	166	146	131	113

As part of our growth strategy, among others, we seek to increase the penetration of our existing test services in the eastern Indian market by opening new diagnostic centers in existing geographies in Kolkata and unexplored markets in eastern and north-eastern states where we have no presence currently, along with expansion of our sample collection network. See "*Our Business – Strategies*" beginning on page 228. Our inability to manage our expansion effectively and execute our growth strategy in a timely manner, or within budget estimates or our inability to meet the expectations of our stakeholders could have an adverse effect on our business, results of operations and financial condition. We may not be able to expand our business operations into unexplored geographies in eastern and north-eastern India successfully on account of delays in meeting expected timelines and subsequent failure to efficiently capitalize on business opportunities in such regions, which may not be similar to our experience in the existing areas where we operate. For instance, we had previously expanded our operations to the National Capital Territory of Delhi by setting up 3 diagnostic centers and a laboratory in Noida. However, we did not experience levels of operational efficiency and profitability similar to our existing operations in eastern India. As of the financial year ended March 31, 2020, we ceased operations at our diagnostic centers and laboratory in the National Capital Territory of Delhi.

Due to unforeseen circumstances, our existing strategies involving employing the 'hub-and-spoke' model of setting up diagnostic centers and establishing polyclinics housed in our diagnostic centers may not produce similar results to our operations in existing geographies. For instance, our 'hub-and-spoke' model of establishing 'hub' centers in newer geographies followed by 'small and medium 'spoke' centers allows us to centralize testing while collecting samples from a large number of locations at low incremental cost. However, the model implies substantial initial investment in establishing a 'hub' center, which may not provide the intended return on investment if our business operations in the new geography are not successful. In such cases, upon establishment of the 'hub' center, we may not be able to scale down operations and convert into a small or medium 'spoke' center without incurring losses.

We cannot assure you that our existing or future management, operational and financial systems, procedures and controls will be adequate to support our future operations or establish or develop business relationships beneficial to our future operations. Further, we cannot assure you that our trend of profitability and increase in our percentage of profit after tax in Fiscal 2024 from Fiscal 2023, will not be sustainable. For further details regarding the reasons for our changes in our profit after tax, please see "*Risk Factors - We are subject to seasonal fluctuations in operating results and cash flows, which could affect our business, results of operations and financial condition.*" and *"Management's Discussion and Analysis of Financial Condition and Results of Operations - Financial Year 2024 compared to Financial Year 2023- Profit for the year*' on page 64. Failure to manage growth effectively could have an adverse effect on our business, results of operations and financial condition.

23. If we pursue strategic acquisitions, we may not be able to successfully consummate favourable transactions or successfully integrate acquired businesses.

From time to time, we may evaluate potential selective acquisitions that would further the strategic objectives of our Company. However, we may not be able to (i) identify or secure suitable investment or acquisition opportunities, or our competitors may capitalize on such opportunities before we do; (ii) obtain requisite approvals from Central, State, and local governmental, statutory or regulatory authorities on a timely basis; (iii) consummate a transaction without delay and on terms that are favourable to us; or (iv) achieve expected returns and other benefits as a result of integration challenges or anti-monopoly regulations. Further, companies or operations acquired by us may not be profitable and may have unidentified issues not discovered in our due diligence process including hidden liabilities and legal contingencies or may not achieve sales levels and profitability that justify the investments made. Our corporate development activities may entail financial and operational risks, including diversion of management attention and other resources from our existing core businesses, difficulty in integrating, retaining or separating personnel and financial and other systems, and negative impacts on existing business relationships with suppliers and customers, difficulty in maintaining standards among diagnostic centers in different regions and complexity of large-scale business operations. Acquisitions could result in the use of substantial amounts of cash, potentially dilutive issuances of equity securities, the occurrence of significant goodwill impairment charges, amortization expenses for other intangible assets, and exposure to potential unknown liabilities of the acquired business. Any acquired business may be involved in legal proceedings originating from historical periods prior to the acquisition, and we may not be fully indemnified, or at all, for any damage to us resulting from such legal proceedings, which could materially and adversely affect our financial position and results of operations. If we fail to successfully source, execute and integrate investments or acquisitions, we may have to discontinue the operations of acquired companies and write off our investments, and as a result our overall growth could be impaired, and our business, results of operations and financial condition could be adversely affected. Future acquisitions could also result in potentially dilutive issuances of equity securities, the incurrence of debt, contingent liabilities and increased operating expenses, all of which could adversely affect our business, financial condition, results of operations and prospects.

24. Employee misconduct or failure of our internal processes or procedures could harm us by impairing our ability to attract and retain patients and subject us to significant legal liability and reputational harm.

Our business is exposed to the risk of employee misconduct or the failure of our internal processes and procedures.

For example, misconduct by employees could involve the improper use or disclosure of confidential information, which could result in costly litigation and serious reputational or financial harm. While we strive to monitor, detect and prevent fraud or misappropriation by our employees, through various internal control measures, internal policies and insurance coverage, we may be unable to adequately prevent or deter such activities in all cases. While we have not faced any such issues in the past, there could be instances of fraud and misconduct by our employees, which may go unnoticed for certain periods of time before corrective action is taken. In addition, we may be subject to regulatory or other proceedings in connection with any such unauthorised transaction, fraud or misappropriation by our employees, which could adversely affect our goodwill, business prospects and future financial performance. Even when we identify instances of fraud and other misconduct and pursue legal recourse or file claims with our insurance carriers, we cannot assure you that we will recover any amounts lost through such fraud or other misconduct.

Please refer "– *We may become subject to various operational, reputational, medical and legal claims, regulatory actions or other liabilities arising from the provision of healthcare services and may be subject to liabilities arising from claims of malpractice and medical negligence which could adversely affect our business, results of operations and financial condition.*" on page 49.

25. ***There have been certain instances of delays in payment of statutory dues by our Company in the past. Any delay in payment of statutory dues by our Company in the future may result in the imposition of penalties and in turn may have an adverse effect on our Company's business, financial condition, results of operation and cash flows.***

During the three month period ended June 30, 2024 and Fiscals 2024, 2023 and 2022, our Company has had certain instances of delays in the payment of certain statutory dues with respect to tax deductions and employee provident fund payments. For instance, there were delays in payment of ₹ 0.11 million and ₹ 0.22 million for Fiscals 2023 and 2022, respectively. We cannot assure you that such delays will not arise in the future. Any delay in payment of statutory dues by our Company in the future may result in the imposition of penalties and in turn may have an adverse effect on our Company's business, financial condition, results of operation and cash flows.

The following table sets forth the number of employees of the Company and the subsidiaries for which such provident fund payments were applicable, and the relevant paid and unpaid dues for the financial periods set out below:

(Amounts in ₹ million)

Particulars	**Three month period ended June 30, 2024**	**Financial year ended March 31, 2024**	**Financial year ended March 31, 2023**	**Financial year ended March 31, 2022**
Number of employees	1172	1,160	1,295	1,301
Total amounts due	1.37	1.27	1.22	1.21
Paid amounts	1.37	1.27	1.21	1.20
Unpaid amounts	Nil	Nil	0.01	0.01

26. ***Any major outbreak of a health epidemic may affect our workforce and in turn affect our business, our financial condition, and the results of our operations.***

Our operations involve the visit of patients at our facilities, including for sample delivery, radiology tests, medical consultation services, who may act as carriers of a variety of infectious and communicable diseases. Further, our employees also routinely visit the homes of such patients for sample collection. In situations of a major outbreak, epidemic or pandemic, our employees and doctors visiting our polyclinics may contract serious communicable diseases as a result of constant exposure and susceptibility to such diseases, and their infection could significantly reduce the manpower at our facilities, thereby affecting our revenue. Further, individuals visiting our facilities or coming into contact with the personnel at our facilities may contract such communicable diseases, which could result in significant claims for damages against us and, as a result of media reports and press coverage, cause damage to our reputation. For example, diseases or infections such as tuberculosis and COVID-19 had an impact on our workforce and our ability to run our operations without any disruption. For details to the impact of COVID-19 on our revenue from operations, please see "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 344.

Additionally, our operations at our laboratories, collection centres and pick-up points may be hampered due to the lockdown/restrictions imposed on account of a major outbreak, epidemic or pandemic. The occurrence of any such event in the future could also cause us to lose our customers (including due to a reduction in walk-in patients as patients may defer non-urgent diagnostic tests) and may result in an increase in costs for logistics or inputs such as chemicals and reagents, non-availability of equipment, testing supplies and key personnel and delay in renewal or obtaining the necessary registrations, approvals, licenses and permits from statutory/ regulatory authorities in a timely manner. While we have not faced such instances which have led to any material adverse effect on our business and operations in the three month period ended June 30, 2024 Fiscals 2024, 2023 and 2022, we cannot predict the impact of any such outbreak of another highly infectious or contagious disease which may have a material adverse effect on our reputation, business, results of operations and financial condition.

27. ***Implementation of pricing policies by the Government or other authorities could adversely affect our business, results of operations and financial condition.***

The prices that we charge for our services could become subject to recommended or maximum fees set by the Government or other authorities. For example, the government could introduce “price lists” for services that could be mandatory or, even if not mandatory, result in guidance for the prices we charge for our diagnostic healthcare services. Such restrictions or recommendations could lead to decrease in our profit margins and adversely affect our business and operations.

28. ***Our business operations are being conducted on premises owned by and leased from third parties. Our inability to continue operating from such premises, or to seek renewal or extension of such leases may adversely affect our business and results of operations***

Our business operations are primarily conducted on premises owned by and leased from third parties and we may continue to enter such transactions in future. Our leases may expire in the ordinary course. We cannot assure you that we will continue to be able to continue operating out of our existing premises or renew our leases on favourable terms or at all.

Given that our operations are conducted primarily on premises leased from third parties, any encumbrance or adverse impact, or deficiency in, the title, ownership rights or development rights of the owners from whose premises we operate, breach of the contractual terms of any lease or leave and license agreements, or any inability to renew such agreements on acceptable terms or at all may adversely affect our business and results of operations. Our central reference laboratory is operated on premises owned by us, whereas our eight satellite laboratories are operated on premises leased from third parties. In the event of relocation, we may be required to obtain fresh regulatory licenses and approvals. Further, we cannot assure you that in the event of relocation we would be able to find suitable locations and therefore, until we obtain a suitable location, we may suffer disruptions in our operations and our business which may also adversely affect our business and results of operations.

29. ***We do not own the brand name “Suraksha” which is registered in the name of Suraksha Diagnostic & Eye Centre Private Limited. While we have entered into an assignment deed with Suraksha Diagnostic & Eye Centre Private Limited, however, the trademarks are yet to be registered in our name. In the event that the intellectual property rights to be assigned to us pursuant to the assignment deed are not registered in our name in a timely manner, our business and financial condition could be adversely affected.***

We depend on the brand ‘Suraksha’ and its brand value for our business and operations which in turn, is dependent upon the quality of, and customer confidence in, our diagnostic healthcare services which are impacted by several factors, including our ability to maintain or improve the quality and efficiency of our existing diagnostic healthcare tests and services and the performance of our franchisees and business partners, to introduce new tests and services with the same levels of quality and efficiency and to maintain good relationships with and acceptance by healthcare professional and other healthcare providers. The trademark for our corporate logo ‘ ’ and ‘ ’ (together, the “**Transferred IP**”) are registered in the name of Suraksha Diagnostic & Eye Centre Private Limited (“**SDEPL**”) under class 42 and class 44 of the Trade Marks Act, 1999, which is being used by us for our diagnostic centers and polyclinics. The rights, title, interest and all intellectual property rights in the Transferred IP were assigned to our Company pursuant to the Assignment Deed for a nominal consideration of ₹1,000.00. Pursuant to the Assignment Deed, our Company has filed applications with the registry of trademarks for post-registration changes in trade marks under the Trade Marks Act, 1999, to reflect assignment of the Transferred IP in our name. Further, we have filed applications for the registration of our word trademark ‘Suraksha’, our corporate logo ‘ ’ and our logo ‘ ’, which are currently pending. Until our applications are accepted, any unauthorized or inappropriate use of our brand, trademarks and domain names by others, in their corporate names or service offerings or otherwise could harm our brand image, competitive advantages and business, and dilute or harm our reputation and brand recognition. While we will have legal claims under common law against such any unauthorized or inappropriate use of our brand, trade marks and domain names by others, our failure to register or protect our intellectual property rights may undermine our brand and hinder the growth of our business. We cannot assure you that the registration of trade marks applied for by us or to be assigned to us pursuant to the assignment deed, will be registered in our name in a timely manner or at all, or that we will be able to effectively protect our intellectual property rights in respect of the Transferred IP in the interim.

We rely on a combination of laws and regulations and contractual restrictions to protect our intellectual property. For instance, as per the franchise agreements entered into between our franchise partners and us, we reserve the right to institute legal proceedings without showing any reason, in case franchise partners are found to have misused any intellectual property or stationery bearing our name or logo. Despite our efforts to protect and enforce our proprietary rights, unauthorized parties may use our trademarks or similar trademarks, copy aspects of our website images, features, compilation and functionality or obtain and use information that we consider as proprietary. Further, if a dispute arises with respect to any of our intellectual property rights, we will be required to produce evidence to defend or enforce our claims, and we may become party to litigation, which may strain our resources and divert the attention of our management. While we have not faced any such instances in the past, we cannot assure you that any infringement claims that are material will not arise in the future or that we will be successful in defending any such claims when they arise. Unauthorized use of our intellectual property rights by third parties could adversely affect our reputation. Any adverse outcome in such legal proceedings or our failure to successfully enforce our intellectual property rights may adversely affect our ability to use intellectual property, which could have an adverse effect on our business, results of operations and cash flows.

30. Any inadequacy or delay in collection and transportation of samples to our laboratories could compromise the integrity of such samples, which in turn could adversely affect our business, results of operations and financial condition.

The process of collecting samples is highly dependent on the skill and performance of our front-end employees. Any losses or errors in the sample collection, preparation, labelling and storage process could result in us not being able to effectively provide our services and adversely affect our business and reputation. The timely pickup, transportation and delivery of samples from different sources (including patient residences, collection centres, in-hospital laboratories and diagnostic centres managed by us) to our laboratories is highly critical to our business operations, the logistics of which are subject to various uncertainties and risks.

The table below depicts the details of the samples collected and total patients collected from for the relevant periods:

Particulars	Three month period ended June 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Number of Patients (in million)	0.28	1.14	1.11	1.69
Number of Tests (in million)	1.58	5.98	5.17	4.99

A key challenge in the operation of a laboratory network is the maintenance of sample integrity and turnaround time, particularly when tests are conducted by laboratories far away from the sample collection points or otherwise difficult to reach from the patient residences, pick-up points or the in-hospital laboratories and diagnostic centers managed by us. The pickup, transportation and delivery of samples are subject to delays and disruptions due to inadequacies in the road or air infrastructure, weather related problems, natural disasters, strikes (including any other disruption due to conflicts in relation to trade unions and/or vendors), lock-outs, terrorism, or other events beyond our control. Any disruption in transportation and logistics services could affect our ability to receive samples and generate test results in a timely manner. In addition, the sample collection process is highly distributed, fragmented, and labour-intensive, and is dependent on the skill and focus of front-end healthcare professionals, such as phlebotomists. Any mix-ups, losses or errors in the sample collection process including mislabeling of samples can result in erroneous or invalid results and adversely affect the business and reputation of our Company. While there have been no such instances in the last three years, we cannot assure you that we will not experience in disruptions which may result in erroneous or invalid results. We had 186, 178, 172 and 144 employees involved in collections in the three month period ended June 30, 2024 and Fiscals 2024, 2023 and 2022, respectively.

Further, while we service parts of our network through our in-house logistics team, we are heavily reliant on the services of third-party logistics providers. We do not have long-term contractual arrangements with such third-party logistics providers, and their operations are not within our control. If we are unable to deliver or receive samples at our laboratories in a timely manner, their integrity as well as the outcome of results may be compromised, or the reporting of results of tests to customers may be delayed. In the event samples are lost, destroyed, damaged or contaminated or from delays in the generation of critical test results, and damage to our reputation and business, we may incur additional costs, such as the cost of re-administering tests or potential or threatened litigation, which may in turn lead to loss of customer confidence. The occurrence of any such event could adversely affect our business, results of operations and financial condition. While we have not faced any instances of inadequacies or delays in sample collection which have led to any material adverse effect on our business and operations in the three month period ended June 30, 2024 and Fiscals 2024, 2023 and 2022, there is no assurance that we will not face such instances in the future.

31. Failure to introduce new tests, services and technologies or acquire new or improved equipment could adversely affect our business, results of operations and financial condition.

The diagnostic healthcare services industry in India is subject to constant innovations in, and improvements to tests and services, processes and technologies. In order to maintain our position in our industry, we must continue to anticipate and keep abreast of the demands and needs of our patients through investing in technologies and equipment to develop new tests and services and improve existing tests and services. Please see below details of certain new test services and new equipment for the relevant period:

Details of new test/services	**Three month period ended June 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Revenue from operations (₹ million)	**% of total revenue from operations**	**Revenue from operations (₹ million)**	**% of total revenue from operations**	**Revenue from operations (₹ million)**	**% of total revenue from operations**	**Revenue from operations (₹ million)**	**% of total revenue from operations**
Pathology	10.56	1.74%	16.48	0.75%	9.28	0.49%	2.20	0.10%
Radiology	4.69	0.77%	20.48	0.94%	6.74	0.35%	5.48	0.25%
Vaccine	-	0.00%	-	0.00%	24.66	1.30%	448.37	20.09%
Total Revenue from new tests/services	15.25	2.51%	36.96	1.69%	40.68	2.14%	456.05	20.44%

For further information in relation to our test offerings, see "*Our Business*" on page 220. Further, competition among manufacturers for a greater share of the diagnostic healthcare equipment market may accelerate the development of new technologies and, consequently, result in the obsolescence of our equipment, and we may not have the financial ability to acquire new or improved equipment and may not be able to maintain a competitive equipment base. If we fail to anticipate trends in the industry, or we are not able to introduce or develop new tests, services and technologies before or at least concurrently with our competitors and at competitive prices, we may consequently be unable to deliver our diagnostic healthcare services involving new tests, services or technologies in an efficient and effective manner. While we have not faced any instances of failure to anticipate new market trends which led to any material adverse effect on our business and operations in the three month period ended June 30, 2024 and Fiscals 2024, 2023 and 2022,any such events in the future, where we fail to anticipate trends in the industry, or we are unable to introduce or develop or acquire new or improved tests, services and technologies before or at least concurrently with our competitors and at competitive prices, our business, results of operations and financial condition may be adversely affected.

In addition, technological advancement could lead to the development of more cost-effective technologies or non-invasive diagnostic healthcare tests which are more convenient or less expensive than the tests that we offer. The introduction of such technology and its subsequent use by our existing and potential patients could lead to a decline in the demand for our services. Advances in technology may lead to the development of more cost-effective tests that can be performed outside a commercial clinical laboratory, such as tests that can be performed by hospitals in their own laboratories, point-of-care tests that can be performed by doctors in their surgeries, or home-testing that can be performed by patients or other non-medical professionals themselves, such as pregnancy and diabetes tests. In addition, manufacturers of laboratory equipment and test kits could seek to increase their sales by marketing point-of-care laboratory equipment to physicians and by selling test kits approved for home use to both physicians and patients. Increased testing by physicians in their offices and home use by patients could affect the market for our services and, therefore, adversely affect our business, results of operations and financial condition.

32. ***We generated 93.83% of our revenue from operations for Fiscal 2024 from the B2C segment and our ability to attract individual patients is largely dependent on our brand recognition, reputation and brand image, the disposable income of such patients and increasing general health awareness of India's general population, which could decline due to a variety of factors.***

Our key source of income is from individual patients. The growth of these types of customers is dependent on brand recognition, wider acceptance of our business in the communities in which we operate and our ability to compete effectively within our industry, all of which may be negatively affected by a wide variety of reasons. For example, individual decisions regarding when to access healthcare services may also be impaired by the absence of a developed health insurance sector or the lack of appropriate government programs to cover the costs of healthcare. Only 38% of the Indian population were covered by health insurance in Fiscal 2023 *(Source: CRISIL Report, as replicated on page 184),* and given such small proportion of people in India presently with health insurance, customers in India generally are responsible for all or part of the cost of diagnostic healthcare services, which means that a decrease in disposable income that can be allocated for healthcare services, or even the perception thereof, such as during times of economic downturn, can lead to a reduction in individuals' expenditures for healthcare services. In addition, while according to the CRISIL Report, the COVID-19 pandemic has resulted in an increased awareness of self-testing, particularly in relation to preventive and wellness services, we cannot assure you that such current increase in health awareness and demand for preventive healthcare services will continue, and it may even reverse. Any of the above reasons may affect our ability to maintain or increase growth in individual patients, which may adversely affect our business, financial condition, results of operations and cash flows.

33. ***We operate 161 out of our 166 collection centers through franchisees. Any non-performance of the required specifications or parameters set by us by any of the franchisees may adversely affect our business, results of operations and financial condition.***

Our business depends on the performance of the franchisees, who may be responsible for setting up sample collection centers, obtaining required permissions, permits and approvals for setting up the sample collection centers, procuring equipment instruments and supplies, recruiting healthcare professionals, operating and managing the sample collection centers. As of June 30, 2024, out of our 166 sample collection centers, 161 centers were operated by franchisees. Please see below details in relation to the revenue generated through the franchise model from such sample collection centres in the relevant periods:

Particulars	Three month period ended	Fiscal		
	June 30, 2024	2024	2023	2022
Revenue from operations from franchise collection centres (₹ million)	23.96	89.89	83.46	96.41
% of total revenue from operations	3.95	4.11	4.39	4.32

There can be no assurance that the performance of such franchisees will meet our required specifications or performance parameters.

Our franchisees are contractually obligated to operate their centers in accordance with the standards prescribed by our Company from time to time. However, franchisees are independent third parties and we do not have any control over their actions, and the franchisees unilaterally operate and oversee the daily operations of their clinical laboratories and collection centers. As a result, the ultimate success and quality of our franchised network rests with the respective franchisee collection centers. Moreover, there can be no assurance that our franchisees will not enter into agreements with our competitors despite non-compete restrictions in our agreements. In addition, under the terms of our franchisee agreements, the obligation to maintain requisite licenses, approvals and registrations with government and other authorities rests with the respective franchisee collection centres. Our

Company has no control over the timely registration or renewal of such licenses or approvals, and our Company does not maintain records of licenses and approvals obtained by the franchisee collection centres. Any non-compliance by our franchisees of statutory and government regulations may have an adverse impact on our reputation and may impact customer confidence in our brand. As a result, our growth, results of operations and the integrity of our brand name in these areas is dependent on the performance of these franchisees. While we have not experienced any instances of inadequate or non-satisfactory performance of collection centers by our franchisees or disputes with our franchisees in the three month period ended June 30, 2024 and Fiscals 2024, 2023 and 2022 that have led to a material adverse effect on our business, reputation and operations, there can be no assurance that such events may not occur in the future. Additionally, there can be no assurance that our franchisees will be able to generate adequate revenue consistently, and we may be exposed to credit risks associated with non-payment or untimely payments from our franchisees and business partners.

34. ***Our indebtedness and the conditions and restrictions imposed by our financing agreements and any noncompliance thereof may lead to, among others, suspension of further drawdowns, which may adversely affect our business, results of operations and financial condition.***

Set out below are details of our outstanding borrowings for the dates indicated:

(in ₹ million)

Particulars	**As of**			
	June 30, 2024	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
Borrowings (non-current)	44.55	51.83	84.36	122.89
Borrowings (current)	31.11	34.54	55.71	67.38
Total Borrowings	75.66	86.37	140.07	190.27

Our ability to pay interest and repay the principal for our indebtedness is dependent upon our ability to manage our business operations and generate sufficient cash flows to service such debt. Our outstanding indebtedness and any additional indebtedness we incur may have significant consequences, including, without limitation, requiring us to use a significant portion of our cash flow from operations and other available cash to service our indebtedness, thereby reducing the funds available for other purposes, including capital expenditures, acquisitions, and strategic investments; reducing our flexibility in planning for or reacting to changes in our business, competition pressures and market conditions; and limiting our ability to obtain additional financing for working capital, capital expenditures, acquisitions, share repurchases, or other general corporate and other purposes.

Some of the financing arrangements entered into by us include conditions that require our Company to obtain respective lenders' consent prior to carrying out certain activities. These covenants vary depending on the requirements of the financial institution extending such loan and the conditions negotiated under each financing agreement. Some of the corporate actions that require prior consents from certain lenders include, among others, changes to the beneficial ownership or control of the Company, changes to the management of the Company and changes in the memorandum and articles of association of the Company. Failure to comply with such covenants or obtain consents may restrict or delay certain actions or initiatives that we may propose to take from time to time and could have significant consequences on our business and operations. Our Promoters, Dr. Somnath Chatterjee and Ritu Mittal, have provided personal guarantees as security for certain facilities taken by our Company. For further details, please see "*Financial Indebtedness*" on page 378. In addition, we have also availed loans which may be recalled at any time at the option of such lenders. Such recalls on borrowed amounts may also be contingent upon happening of an event beyond our control and there can be no assurance that we will be able to persuade our lenders to give us extensions or to refrain from exercising such recalls which may adversely affect our operations and cash flows. While we have not faced any instances of breach of financial covenants that led to a material adverse effect in the three month period ended June 30, 2024 and Fiscals 2024, 2023, and 2022, any failure on our part in the future to satisfactorily observe the covenants under our financing arrangements or to obtain necessary waivers may lead to the termination of our credit facilities, acceleration of amounts due under such facilities, suspension of further access/withdrawals, either in whole or in part, for the use of the facility and/or restructuring of our debt.

35. ***If we are unable to establish and maintain an effective internal controls and compliance system, over financial reporting, our reputation could be adversely affected.***

We take reasonable steps to maintain appropriate procedures for compliance and disclosure and to maintain effective internal controls over our financial reporting so that we produce reliable financial reports and prevent financial fraud. As risks evolve and develop, internal controls must be reviewed on an ongoing basis. Maintaining such internal controls requires human diligence and compliance and is therefore subject to lapses in judgment and failures that result from human error. Any lapses in judgment or failures that result from human error can affect the accuracy of our financial reporting, resulting in a loss of investor confidence and a decline in the price of our equity shares. See "*Risk Factors – Our Statutory Auditors have included certain emphasis of matters, and audit qualifications matters prescribed in the audit reports of our Company*" on page 39.

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

Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, working capital requirements and capital expenditure. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements. Additionally, our ability to pay dividends may also be restricted by the terms of financing arrangements that we may enter into. Dividends distributed by us will attract dividend distribution tax at rates applicable from time to time. We cannot assure you that we will be able to pay dividends in the future. For further information, see "*Dividend Policy*" on page 291.

37. ***We are subject to seasonal fluctuations in operating results and cash flows, which could affect our business, results of operations and financial condition.***

Our business is subject to seasonal fluctuations due to the outbreak of contagious diseases such as the COVID-19 pandemic. For instance, we made a profit after tax of ₹ 208.24 million in Fiscal 2022 due to the outbreak of the COVID-19 which resulted in more tests being purchased but only made a profit after tax of ₹ 60.65 million in Fiscal 2023 due to the decline of the COVID-19 pandemic. Please see below details of our profit after tax for the period indicated:

(in ₹ million)

Particulars	Three month period ended June 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Profit after tax	76.67	231.27	60.65	208.24

For further details, please see "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 344.

In addition, during the monsoon season, we also experience marginal seasonality during the monsoon season, as a result of a greater degree of prevalence of dengue and malaria. Diagnostic healthcare testing volume is also subject to decline due to severe weather, such as extreme hot or cold weather, which can deter patients from having tests performed and which can vary in frequency, duration and severity from year to year. Similarly, we typically experience lower revenue during December and January, when the temperature and humidity are lower in India and the prevalence of certain diseases that benefit from warmer and more humid weather generally decreases. This is also attributable to festivities and holidays at the end of the calendar year. Increased prevalence of a particular virus or other pathogen in the general population often causes an increased demand for specific diagnostic healthcare testing for that virus. As a result of these infectious disease outbreaks, we experience year-on-year seasonal fluctuations. As a result of these factors, we may be subject to seasonal fluctuations in operating results and cash flows during any interim financial period, and consequently, such results cannot be used as an indication of our annual financial results or relied upon as an indicator of our future performance.

38. ***We operate in east India, the East including Northeast region lags behind with 20-21% share in the diagnostic market (Source: CRISIL Report, as replicated on page 196)***

The diagnostic market in India for FY24 displays a notable regional split, with the North leading at 28-30%, followed closely by the South at 25-27% and the West at 25-27%. The East including Northeast region lags behind with 20-21% share. *(Source: CRISIL Report, as replicated on page 196)* We are a full-service and integrated diagnostic chain headquartered in east India. As per CRISIL, our Company's market share in the diagnostics services market in Eastern India was 1.15% to 1.30% in Fiscal 2024. In case the East including Northeast region does not grow as expected, our growth may be adversely impacted.

39. ***We require reagents to provide our services and any disruption in the supply of which may adversely affect our business, results of operations and financial condition and cash flows***

We require reagents, which are a substance or compound used in a chemical reaction to detect, measure, or produce other substances. We require them to process the samples collected from patients and provide results. We rely on third party suppliers who supply our reagents. We cannot assure you that we will be able to continue to obtain adequate supplies of reagents, in a timely manner and without any defects, in the future. Any disruption in the supply of reagents may impact our ability to provide testing services to our customers and may adversely affect our business results of operations and financial condition and cash flows.

40. Cyber threats and non-compliance with and changes in privacy laws and regulations may adversely affect our business, results of operations and financial condition and cash flows.

We may face cyber threats such as (i) phishing and trojans - targeting constituents, wherein fraudsters send unsolicited mails to the constituents seeking account sensitive information or to infect their systems to search and attempt ex-filtration of account sensitive information; (ii) hacking – wherein attackers seek to hack into our website and portal with the primary intention of causing reputational damage to us by disrupting services; (iii) data theft – wherein cyber criminals may attempt to intrude into our network with the intention of stealing our data or information; and (iv) advanced persistent threat – a network attack in which an unauthorized person gains access to our network and remains undetected for a long period of time with an intention to steal our data or information rather than to cause damage to our network or organization.

We process and transfer data, including personal information, financial information and other confidential data provided to us by constituents. Although we maintain systems and procedures to prevent unauthorized access and other security breaches, it is possible that unauthorized individuals could improperly access our systems, or improperly obtain or disclose sensitive data that we process or handle. Data security breaches could lead to the loss of intellectual property or could lead to the public exposure of personal information (including sensitive financial and personal information) of constituents. Any such security breaches or compromises of technology systems could result in damage to our reputation, institution of legal proceedings against us and potential imposition of penalties, which may have an adverse effect on our business and results of operations.

Further, we must comply with privacy laws and regulations with respect to the use, storage and disclosure of protected patients' health information, as well as laws pertaining to the electronic transmission of such information, such as the Information Technology (Reasonable security practices and procedures and sensitive personal data on information) Rules, 2011 ("**IT Rules**") and the Digital Personal Data Protection Act, 2023. In the ordinary course of our business, we receive certain personal information about our customers and their patients, including by electronic means. Under the applicable legal and regulatory framework, we are required to ensure security of all personal data collected by us, formulate a privacy policy and subsequently publish such policy on our website. Accordingly, we depend upon our internal information technology system for the storage and transmission of such confidential information. A compromise in our security systems (including systems of third-party information technology vendors) that results in customer or patient personal information being obtained by unauthorized persons or our failure to comply with security requirements for use, storage and transmission of sensitive information could adversely affect our reputation with our customers and result in litigation against us or the imposition of penalties and fines, all of which may adversely impact our business, results of operations, financial condition and liquidity. In addition, we may incur significant financial and operational costs to investigate, remediate and implement additional tools, devices and systems designed to prevent actual or perceived privacy breaches and other privacy incidents, as well as costs to comply with any notification obligations resulting from any such incidents. Any of these negative outcomes could adversely impact the market perception of our products and customer and investor confidence in our company, and would materially and adversely affect our business, prospects, financial condition, results of operations, and cash flows. See, "*Risk Factors – We rely on our information technology systems and third-party platform for the operation of our business and any disruption to our systems and/or third-party platform could adversely affect our business and reputation and result in litigation*" on page 54.

41. We may not be able to proceed with the Offer if the shareholding of certain of our Selling Shareholders does not fall below a certain threshold.

Our Investor Selling Shareholder, OrbiMed Asia II Mauritius Limited ("**OrbiMed**"), currently holds 33.35% of the equity paid-up capital of our Company, as on the date of this Red Herring Prospectus. We cannot assure you that the Offered Shares will be fully subscribed, and that OrbiMed will be able to decrease its shareholding below 25.00% of the paid-up equity capital, post completion of the Offer. Accordingly, we may be under an obligation to identify and disclose OrbiMed as a 'promoter' in the Offer Documents. We cannot assure you that we will be able to proceed with listing of the Equity Shares of our Company pursuant to the Offer, if OrbiMed fails to decrease its shareholding below the specified threshold.

42. ***We have certain contingent liabilities that have not been provided for in our financial statements, which, if they materialise, may adversely affect our results of operations.***

The following table and notes set forth the principal components of our contingent liabilities as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets as at June 30, 2024:

(in ₹ million)

Particulars	**As at June 30, 2024**
CONTINGENT LIABILITIES	Nil
COMMITMENTS	
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	87.69

Our contingent liabilities may become actual liabilities. If a significant portion of these liabilities materialize, it could have an adverse effect on our business, results of operations and financial condition. Further, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the current fiscal year or in the future. For further information, see "*Restated Consolidated Financial Information*" on page 292.

43. ***We are dependent on a number of key personnel, including our senior management and qualified and experienced laboratory professionals and doctors, and the loss of, or our inability to attract or retain such persons could adversely affect our business, results of operations and financial condition.***

Our performance depends largely on the efforts and abilities of our Key Managerial Personnel. Dr. Somnath Chatterjee, our Chairman and Joint Managing Director, and Ritu Mittal, our Joint Managing Director and Chief Executive Officer, have an average experience of over 32 and 28 years respectively in the medical diagnostic industry. The inputs and experience of our Promoters and our Key Managerial Personnel are valuable for the development of business and operations and the strategic directions taken by our Company. Within our Key Managerial Personnel, we faced no significant attrition of persons during the three month period ended June 30, 2024 and financial years 2024, 2023 and 2022. However, we cannot assure you that we will be able to continue to retain these employees or find adequate replacements in the event of their disassociation, in a timely manner, or at all. We may require a long period of time to hire and train replacement personnel when qualified personnel terminate their employment with our Company. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting employees that our business requires.

In addition, our sustained growth depends on our ability to attract, train, motivate and retain qualified and experienced laboratory professionals, including physicians, radiologists and technicians, and doctors providing medical consultation services through the polyclinics housed in our diagnostic centers. Our diagnostic services are provided by a medical professional team consisting of 23 laboratory doctors, 255 radiologists and other reporting doctors, 529 well-trained technical staff, 664 other staff and 750+ consulting doctors in our network, as of June 30, 2024. Our inability to retain and/or attract such skilled personnel, especially in smaller cities in India, could result in a decrease in the quality of our services. We also cannot assure you that these individuals will not leave us or join a competitor. Therefore, the loss of services of our healthcare professionals, doctors, and technicians, failure to recruit suitable replacements in a timely manner or the need to incur additional expenses to recruit and train new personnel could adversely affect our operations.

The following table sets forth the number of medical professionals who have disassociated from our Company in three month period ended June 30, 2024 and Fiscals 2024, 2023 and 2022:

S. No.	**Particulars**	**Three month period ended June 30, 2024**	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2022**
1.	Laboratory doctors	4	11	12	15
2.	Radiologists	12	8	16	10
3.	Technical staff	5	145	143	133
	Total	**21**	**164**	**171**	**158**

Further, if any of our executive officers or key employees, or associated doctors joins a competitor or forms a competing company, we may lose know-how, trade secrets, customers and key professionals and staff. The occurrence of any such events could have an adverse effect on our business, results of operations and financial condition.

44. ***Our Promoter and Promoter Group will continue to exert substantial voting control over our Company after completion of the Offer, which may limit your ability to influence the outcome of matters submitted for approval of our shareholders.***

As on the date of this Red Herring Prospectus, our Promoter and Promoter Group together hold 61.07% of our pre-Offer Equity Share capital on a diluted basis. For further details, see "*Capital Structure*" beginning on page 99. Following the completion of the Offer, our Promoter and Promoter Group shall continue to hold a significant portion of our Company's post-Offer Equity Share capital. While the Equity Shares previously held by late Kishan Kumar Kejriwal are in the process of transmission to Sarla Kejriwal and remain subject to completion of probate, Sarla Kejriwal is also a member of the Promoter Group. This concentration of ownership could limit your ability to influence corporate matters requiring shareholders' approval. As a result of our shareholding, our Promoter and Promoter Group will have the ability to significantly influence matters requiring shareholders' approval, including the ability to appoint Directors on our Board and the right to approve significant actions at Board and at shareholders' meetings, including the issuance of Equity Shares and dividend payments, business plans, mergers and acquisitions, any consolidation or joint venture arrangements, any amendment to our Memorandum of Association and Articles of Association. In addition, if our shareholders do not act together, such matters requiring shareholders' approval may be delayed or may not occur at all, which could adversely affect our business. Moreover, these shareholders are not obligated to provide any business opportunities to us. If such other shareholders invest in another company in competition with us, we may lose the support provided to us by them, which could adversely affect our business, results of operations, financial condition and cash flows. We cannot assure you that our existing shareholders will not have conflicts of interest with other shareholders or with our Company. Any such conflict may adversely affect our ability to execute our business strategy or to operate our business.

45. ***Certain of our Promoter, members of Promoter Group, Directors and Key Managerial Personnel have interests in our Company in addition to their normal remuneration or benefits and reimbursement of expenses incurred.***

Certain of our Promoter, members of Promoter Group, Directors, Key Managerial Personnel and Senior Management Personnel have interests in our Company that are in addition to reimbursement of expenses, sitting fees and normal remuneration payable to them. Our Promoters, Directors, Key Managerial Personnel and Senior Management Personnel may be deemed to be interested to the extent of Equity Shares held by them, as well as to the extent of any dividends, bonuses or other distributions on such Equity Shares.

We cannot assure you that our Promoter, Directors and our Key Management Personnel will exercise their rights as shareholders to the benefit and best interest of our Company. For further details of such interests, see "*Our Management*", "*Our Promoter and Promotor Group*" and "*Financial Information*" beginning on pages 265, 286 and 292, respectively.

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

The principal types of coverage under our insurance policies include electronic equipment and instruments, medical equipment, burglary insurance, neon sign, plate glass cover, transit insurance, money insurance, fire insurance, group mediclaim insurance and fidelity guarantee policy. We believe that the insurance coverage which we maintain is reasonably adequate to cover the normal risks associated with the operation of our businesses. Even if we have insurance for the incident giving rise to the loss, we may be required to pay a significant deductible on any claim for recovery of such a loss, or the amount of the loss may exceed our coverage for the loss. However, we cannot assure you that any claim under the insurance policies maintained by us will be honored fully, in part or on time, or that we have obtained sufficient insurance to cover all our losses. For instance, in 2021, our Company's claim of in respect of ₹ 16.35 million one of our damaged CT scan machines was rejected by the insurance company.

In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, and while we have no reason to believe that we will not be able to renew our existing insurance coverage as and when such policies expire, or obtain comparable coverage from similar institutions as may be necessary or appropriate to conduct our businesses as now conducted, we cannot assure you that such renewals will be granted in a timely manner, or at acceptable cost, or at all. To the extent that we suffer loss or damage, or successful assertion of one or more large claims against us for events for which we are not insured, or for which we did not obtain or maintain insurance, or which is not covered in full or part by insurance, exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, financial condition and cash flows could be adversely affected. The following table sets forth information in relation to our insurance cover as of the period indicated:

Particulars	As of June 30, 2024	As of March 31, 2024	As of March 31, 2023	As of March 31, 2022
Insured assets of the Company (in ₹ million)	1839.80	1,721.65	1,360.26	1,390.16
Total assets of the Company (in ₹ million)	3482.45	3,295.19	2,961.09	2,903.10
Insurance coverage (%) of total assets	52.83%	52.25%	45.94%	47.89%

For further details on our insurance arrangements, see "*Our Business – Insurance*" on page 244.

47. Certain information in this Red Herring Prospectus is based on our internal classification methodologies, which may change and which may or may not be consistent with companies operating in our industry, and hence we cannot assure you of the completeness or the accuracy of such data.

Certain statements contained in this Red Herring Prospectus, such as the categorisation of our customers and revenues generated from our B2C and B2B segments is based on our internal classification methodologies and the way we operate our business.

The table below depicts the details of our revenue contribution from our B2B and B2C segments in the relevant periods:

Segment	Three month period ended June 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from operations (₹ million)	% of total revenue from operations	Revenue from operations (₹ million)	% of total revenue from operations	Revenue from operations (₹ million)	% of total revenue from operations	Revenue from operations (₹ million)	% of total revenue from operations
B2C	567.72	93.48%	2,052.19	93.83%	1,825.50	96.01%	2,132.73	95.56%
B2B	39.59	6.52%	134.90	6.17%	75.84	3.99%	99.20	4.44%

There may be variation in the manner in which we and other companies operating in our industry categorise customers. Depending on our assessment and focus from time to time, this mix may change and there is no assurance that we will continue to see a substantial part of our business as being B2C business. In the future, we may have to focus more on our B2B business, which may result in the reduction of the proportion of our B2C business to our total business, and subject us to competitive pricing, increased discounts and reduced margins, which in turn may adversely affect our results of operations and financial condition.

48. Our operations are labour intensive, and we may be subject to strikes, work stoppages or increased wage demands by our employees, which could adversely affect our business, results of operations and financial condition.

Our operations are labour intensive, making us susceptible to strikes, work stoppages, or increased wage demands from our employees. These disruptions could affect our ability to maintain regular operations and could lead to higher labour costs. As of June 30, 2024, we employed a total of 1,506 personnel, including 1,173 full-time employees and 333 personnel on a contractual basis across our business. For more details, see "*Our Business – Employees*" on page 244. India has strict labour legislation designed to safeguard worker interests, particularly concerning dispute resolution, and the removal of employees. These regulations also impose financial obligations on employers during retrenchment.

Presently, our workforce is not unionized. However, if a substantial portion of our workforce were to become unionized in the future, our labour costs could rise. Compliance with labour laws and the negotiation of collective agreements might result in increased financial commitments, affecting our employee costs. We are also subject to laws and regulations governing various aspects of our relationship with our employees, encompassing minimum wages, working hours, working conditions, hiring and termination practices, and work permit authorization.

For further information, see "*Key Regulations and Policies in India*" on page 246. While we have not had any past instances of strikes or labour unrest during the three month period ended June 30, 2024 and Fiscals 2024, 2023 and 2022, we cannot assure you that such disruptions will not arise in the future due to disputes or unrest among our workforce. Any of the foregoing could adversely affect our business, results of operations and financial condition.

49. We may be exposed to the risks due to the growth of diagnostic chains from standalone diagnostic centres

As per CRISIL, the diagnostics services market in India has witnessed a shift from standalone diagnostic centres to diagnostic chains. Compared to Fiscal 2020, the overall market share of diagnostic chains in India is estimated to have increased from 13%-17% to 20%-24% in Fiscal 2024 against estimated decrease in overall market share of standalone centres from 45%-49% to 35%-39% in Fiscal 2024. (*Source: CRISIL Report, as replicated on page 165).* Diagnostic chains possess better national and international accreditations and scalable business models and cater to a larger set of population through their brand reputation and operational efficiency. (*Source: CRISIL Report on page 166*).

We are a diagnostic chain headquartered in east India and may be impacted by the growth of diagnostic chains. In case we are not able to compete effectively against newer diagnostic chains, our customers may choose our competitors. Further, any reputational impact to our brand may bolster our competitors business and may adversely affect our business, result of operations and cash flows.

50. Certain sections of this Red Herring Prospectus disclose information from the CRISIL Report which has been prepared exclusively for the Offer and commissioned by and paid for by our Company exclusively in connection with the Offer, and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.

We have commissioned and availed the services of an independent third-party research agency, CRISIL MI&A, a division of CRISIL Limited to prepare the report titled "*Assessment of the diagnostics industry in India"* dated October, 2024 (the **"CRISIL Report**"), for purposes of inclusion of such information in this Red Herring Prospectus to understand the industry in which we operate pursuant to the CRISIL Letters. A copy of the CRISIL Report is available on the website of our Company at http://www.surakshanet.com/investor-relations. The CRISIL Report has been exclusively commissioned by and paid for by our Company. Certain information in this section and "*Industry Overview*," "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", on pages 146, 220 and 344, respectively, have been derived from the CRISIL Report. Further, the CRISIL Report is prepared based on information as of specific dates, which may no longer be current or reflect current trends. The CRISIL Report may also base its opinion on estimates, projections, forecasts and assumptions that may prove to be incorrect. In addition, statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Red Herring Prospectus. The CRISIL Report also highlights certain industry, peer and market data, which may be subject to assumptions.

There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions vary widely among different industry sources. Furthermore, such assumptions may change based on various factors. We cannot assure you that the assumptions in the CRISIL Report are correct or will not change and, accordingly, our position in the market may differ from that presented in this Red Herring Prospectus. Further, the commissioned report is not a recommendation to invest or disinvest in our Company and shall not be construed as expert advice or investment advice. Prospective investors are advised not to unduly rely on the CRISIL Report or extracts thereof as included in this Red Herring Prospectus when making their investment decisions. For further information, see "*Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data*" on page 17.

51. The key performance indicators included in this Red Herring Prospectus have been included based on our understanding of our business and the industry and may not be an accurate indication of our past or future performance.

We have included certain key performance indicators ("**KPIs**") of our Company for the last three years in the section titled "*Basis of Offer Price*" and "*Our Business*" on pages 125 and 220, which we believe are the relevant metrics by which our Company's performance should be evaluated. We cannot assure you that all investors will be able to track these data points in the manner required or will have the knowledge and understanding to assess progress. Further, we have included a comparison of our KPIs with our competitors which may not be exhaustive as our competitors may not consider these to be their key performance indicators. These KPIs are only an indication of our past performance, and we cannot assure you these trends will continue in the future. The table below indicates a comparison of our KPIs with our comparable listed peers*:*

As at and for three-month period June 30, 2024					
Key Performance Indicators	**Suraksha Diagnostic**	**Dr Lal PathLabs**	**Metropolis Healthcare**	**Thyrocare**	**Vijaya Diagnostic**
Revenue from operations[1]	607.32	6,019.00	3,133.55	1,569.10	1,562.17
Restated profit for the period [2]	76.67	1,078.00	381.10	239.40	315.05
EBITDA[3]	217.21	1,906.00	812.71	462.60	648.01
EBITDA Margin [4]	35.77%	31.67%	25.94%	29.48%	41.48%
Return on Equity(in %)[5]	4.33[#]	NA	NA	NA	NA
Return on Capital Employed(in %) [6]	6.32[#]	NA	NA	NA	NA
Net debt/equity[7]	0.16	NA	NA	NA	NA
Average revenue per patient[8]	2,146.01	835.97	1,030.77	382.71	1,627.26
Average revenue per centre [9]	12.39	NA	NA	NA	NA
EBITDA per patient [10]	767.53	264.71	267.34	112.83	675.01
Key Operational Indicators					
Number of tests per patient[11]	5.58	2.93	2.07	9.93	3.52
Revenue generated from East India (%)	100%	NA	NA	NA	3%
B2B revenues	6.52%	NA	37%	94%	7%
B2C revenues	93.48%	NA	54%	6%	93%
Revenue from radiology	46.52%	NA	NA	8%	38%
Revenue from pathology	49.75%	NA	NA	88%	62%
Revenue from Covid-19 tests	0.03%	NA	NA	NA	NA
Number of Centres	49	NA	NA	NA	NA
Number of Laboratories	9	NA	204	30	NA
Number of NABL accredited labs	3	37	28	25	17
Number of patients served	0.28	7.2	3.04	4.1	0.96
Number of patients served per centre	5,776	NA	NA	NA	NA
Number of tests performed	1.58	21.1	6.3	40.7	3.38
Number of Small, Medium and Large centres & public private partnerships (PPP)[12]	Large-13 Medium-11 Small- 23 PPP-2	NA	NA	NA	NA
Customer touch points (CTP) - No. of Centres - Collection Centres (Franchisee) - Company Owned Collection Centres Total	49 161 5 **215**	NA	NA	NA	NA
Number of doctors (radiologists, pathologists and microbiologists)	278	NA	NA	NA	NA
- Radiologists	255	NA	NA	NA	NA
- Pathologists	19	NA	NA	NA	NA
- Microbiologists	4	NA	NA	NA	NA
Number of CT & MRI machines	CT-24 & MRI-13	NA	NA	NA	NA

Notes

**For Suraksha Diagnostic, all values above have been taken from Restated Consolidated Financials. For others, all values above are considered on a consolidated basis (Source: CRISIL Report. Please see section titled "Industry Overview", heading titled "Competitive landscape - Operational overview - Realisations of players considered (As of June 2024)" on page 207.)*

1. *Revenue from Operations = Revenue from Operations*
2. *Restated profit for the year/period = Profit after Tax*
3. *EBITDA is calculated as restated profit for the year/period plus exceptional items, tax expenses, finance costs, depreciation, and amortization expense.*
4. *EBITDA Margin is the percentage of EBITDA divided by revenue from operations*
5. *Return on Equity is calculated as restated profit for the year/period divided by average equity*
6. *Return on Capital Employed is calculated as a percentage of EBIT (i.e., calculated as restated profit for the year/period before tax expenses and finance costs) divided by capital employed (i.e., total equity plus total borrowings, lease liabilities, deferred tax liabilities excluding right of use assets and other intangible assets and intangible assets under development).*

As at and for three-month period June 30, 2024					
Key Performance Indicators	Suraksha Diagnostic	Dr Lal PathLabs	Metropolis Healthcare	Thyrocare	Vijaya Diagnostic

7. *Net Debt to Equity is calculated as Net Debt (i.e., Total Borrowings and Lease Liabilities less Cash and Bank Balances) divided by Total Equity*
8. *Average revenue per patient is calculated as revenue from operations divided by the number of patients served.*
9. *Average revenue per Centre is calculated as Revenue from operations divided by number of Centers*
10. *EBIDTA per Patient is calculated as EBITDA divided by the number of patients served*
11. *Number of tests per patient visit is calculated as number of tests divided by number of patients served*
12. *Large Centres include MRI, CT scan machine, USG, Xray, Cardio and Sample collection; Medium Centre includes CT scan machine, USG, Xray, Cardio and Sample collection; Small centres include USG, Xray, Cardio and Sample collection.*

1.

52. ***The financials of our Subsidiaries, including three Subsidiaries that have made a loss of ₹ 10.70 million for Suraksha Salvia LLP, ₹ 1.32 million for Asian Institute of Immunology and Rheumatology LLP and ₹ 0.70 million for Suraksha Radiology Private Limited in Fiscal 2024, have been consolidated in the Restated Consolidated Financial Information and any adverse financial performance of our Subsidiaries will adversely impact our business, financial condition, results of operations and prospects.***

The Restated Consolidated Financial Information included in this Red Herring Prospectus includes the financials of our Subsidiaries, Suraksha Radiology Private Limited, Asian Institute of Immunology and Rheumatology LLP, Suraksha Speciality LLP and Suraksha Salvia LLP, for the relevant periods therein. The table below provides a summary of the financials of our Subsidiaries for the relevant periods:

*[**Remainder of the page has been left blank intentionally]***

(In ₹ million, except for earnings per share)

Particulars	Suraksha Speciality LLP				Suraksha Salvia LLP				Asian India Institute of Immunology and Radiology LLP				Suraksha Radiology Private Limited			
	Three months ended June 30, 2024	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2022**	**Three months ended June 30, 2024**	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2022**	**Three months ended June 30, 2024**	**Fiscal 2024**	**Fiscal 2023***	**Fiscal 2022***	**Three months ended June 30, 2024**	**Fiscal 2024**	**Fiscal 2023***	**Fiscal 2022***
Reserves	0.20	0.12	(0.02)	(0.05)	(25.22)	(22.33)	(11.62)	(0.36)	(4.56)	(1.32)	-	-	(1.73)	(0.70)	-	-
Share Capital	-	-	-	-	-	-	-	-	-	-	-	-	0.10	0.10	-	-
Partners Capital	5.00	5.00	5.00	1.55	6.00	6.00	6.00	1.50	20.00	13.50	-	-	-	-	-	-
Total Income	0.32	1.00	0.31	-	0.72	4.58	2.79	-	3.96	-	-	-	0.67	0.04	-	-
Profit / (Loss) after tax	0.08	0.14	0.03	(0.01)	(2.89)	(10.70)	(11.26)	(0.01)	(3.24)	(1.32)	-	-	(1.03)	(0.70)	-	-
Earnings per Share- Basic	-	-	-	-	-	-	-	-	-	-	-	-	(102.60)	(70.10)	-	-
Earnings per Share- Diluted	-	-	-	-	-	-	-	-	-	-	-	-	(102.60)	(70.10)	-	-
Net worth	5.20	5.12	4.98	1.50	(19.22)	(16.33)	(5.62)	1.14	15.44	12.18	-	-	(1.63)	(0.60)	-	-

**Financials for Financial Year 2023 and 2022 are not available as the entity was incorporated in Financial Year 2024.*

As the Restated Consolidated Financial Information includes the financials of our Subsidiaries, any adverse financial performance of our Subsidiaries will have an impact on our business, financial condition, results of operations and prospects. We cannot assure you we may not be adversely affected in the future.

EXTERNAL RISK FACTORS

Risks relating to India

53. Political, economic or other factors that are beyond our control may have an adverse effect on our business, results of operations, cash flows and financial condition

The Indian economy and capital markets are influenced by economic, political and market conditions in India and globally. Adverse economic developments, such as rising fiscal or trade deficit, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Our Company is incorporated in India, and our assets and employees are all located in India. As a result, we are dependent on prevailing economic conditions in India and our results of operations are affected by factors influencing the Indian economy. Further, the following external risks may have an adverse impact on our business and results of operations, should any of them materialize. Such incidents could also create a perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the price of the Equity Shares:

- increase in interest rates may adversely affect our access to capital and increase our borrowing costs, if any, which may constrain our ability to grow our business and operate profitably;
- downgrade of India's sovereign debt rating by an independent agency;
- political instability, resulting from a change in governmental or economic and fiscal policies, may adversely affect economic conditions in India;
- strikes, lock-outs, work stoppages or increased wage demands by employees, suppliers or other service providers;
- civil unrest, acts of violence, terrorist attacks, regional conflicts or situations or war;
- fires and/or severe weather, which can result in damage to our property or inventory and generally reduce our productivity and may require us to evacuate personnel and suspend operations.
- India has experienced epidemics and natural calamities such as earthquakes, tsunamis, floods, and drought in recent years;
- financial instability and turmoil in other countries; and
- contagious diseases such as the COVID-19 pandemic, the highly pathogenic H7N9, H5N1 and H1N1 strains of influenza in birds and swine. Any similar future outbreaks of COVID-19, avian or swine influenza or a similar contagious disease could adversely affect the Indian economy and economic activity in the region.

We are dependent on domestic and regional economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, results of operations and financial condition and the price of the Equity Shares. Our performance and the growth of our business depend on the overall performance of the Indian economy as well as the economies of the regional markets in which we operate. As on the date of this Red Herring Prospectus, we have not faced any adverse impact on our business and results of operations due to such external risks, except to the extent disclosed in our "*Restated Consolidated Financial Information*" beginning on page 292.

54. Our operations may be adversely affected by the effects of health pandemics, civil disturbances, social unrest, hostilities or acts of terrorism, natural disasters such as extreme weather events and other criminal activities.

Certain events that are beyond our control, such as health pandemics, terrorist attacks, natural calamities and other acts of violence or war, may adversely affect worldwide financial and Indian markets, and could potentially lead to a severe economic recession, which could adversely affect our business, results of operations, financial condition and cash flows, and more generally, any of these events could lower confidence in India's economy.

India has experienced social unrest in some parts of the country. If such tensions occur in other parts of the country leading to overall political and economic instability, it could have an adverse effect on our business, financial condition, results of operations and the trading price of our Equity Shares. India has also experienced natural calamities such as earthquakes, tsunamis, floods and droughts in the past. Instances of floods or other natural calamities could have an adverse effect on our business, financial condition, results of operations and the trading price of our Equity Shares. While we have not been affected materially by such instances in the past, such events may result in a temporary decline in the number of patients who seek clinical testing services or in our employees' ability to perform their duties. In addition, such events may temporarily interrupt our ability to transport specimens, to receive materials from our suppliers or otherwise to provide our services.

55. Changing laws, rules and regulations and legal uncertainties, including any adverse application of tax laws and regulations across the multiple states we operate in, could have an adverse effect on our business, financial condition, results of operations and cash flows

The regulatory and policy environment in which we operate is evolving and is subject to change. Such changes may adversely affect our business, financial condition and results of operations, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. For instance, the Government of India announced the union budget for Fiscal 2025, pursuant to which the Finance Bill, 2024 ("**Finance Bill**"), proposes to introduce various amendments to taxation laws in India. The Finance Bill has received the assent of the President of India and has been enforced as the Finance Act, 2024. We cannot predict whether any amendments made pursuant to the Finance Act, 2024 would have any adverse effect on our business, financial condition, future cash flows and results of operations.

Unfavorable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, financial condition and results of operations. Uncertainty in the application, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our businesses in the future.

56. Investors may not be able to enforce a judgment of a foreign court against us, our Directors, the Book Running Lead Managers or any of their directors and executive officers in India respectively, except by way of a lawsuit in India

Our Company is incorporated under the laws of India. Our Company's assets are located in India and all of our Company's Directors and Key Managerial Personnel are residents of India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce against them judgments obtained in courts outside India. Moreover, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or that an Indian court would enforce foreign judgments if it viewed the amount of damages as excessive or inconsistent with Indian public policy or if judgments are in breach or contrary to Indian law.

Recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Code of Civil Procedure, 1908 ("**CPC**"). India has reciprocal recognition and enforcement of judgments in civil and commercial matters with a limited number of jurisdictions, which includes, the United Kingdom, Singapore, United Arab Emirates and Hong Kong. A judgment from certain specified courts located in a jurisdiction with reciprocity must meet certain requirements of the CPC. The United States and India do not currently have a treaty providing for reciprocal recognition and enforcement of judgments in civil and commercial matters. Therefore, a final judgment for the payment of money rendered by any federal or state court in a non-reciprocating territory, such as the United States, for civil liability, whether or not predicated solely upon the general laws, including securities laws of the non-reciprocating territory, including United States, would not be enforceable in India under the CPC as a decree of an Indian court.

The United Kingdom, Singapore, United Arab Emirates and Hong Kong have been declared by the Government of India to be reciprocating territories for purposes of Section 44A of the Civil Code. Section 13 of the Civil Code provides that foreign judgments shall be conclusive regarding any matter directly adjudicated upon between the same parties or parties litigating under the same title, except (i) where the judgment has not been pronounced by a court of competent jurisdiction, (ii) where the judgment has not been given on the merits of the case, (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or refusal to recognize the law of India in cases to which such law is applicable, (iv) where the proceedings in which the judgment was obtained were opposed to natural justice, (v) where the judgment has been obtained by fraud or (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. Under the CPC, a court in India shall, on the production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record. The CPC only permits the enforcement of monetary decrees, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India cannot be enforced by proceedings in execution in India. Even if an investor obtained a judgment in such a jurisdiction against us, our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court.

However, the party in whose favour such final judgment is rendered may bring a new suit in a competent court in India based on a final judgment that has been obtained in the United States or other such jurisdiction within three years of obtaining such final judgment. In addition, any person seeking to enforce a foreign judgment in India is required to obtain the prior approval of the RBI to repatriate any amount recovered.

57. Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares.

We are subject to Indian exchange control regulations that regulate borrowing in foreign currencies, including those specified under FEMA and the rules thereunder. Under such foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to compliance with sectoral norms and certain other restrictions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then a prior regulatory approval of the RBI will be required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which share a land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government of India. Any such approval(s) would be subject to the discretion of the regulatory authorities. Restrictions on foreign investment activities and any impact on our ability to attract foreign investors may cause uncertainty and delays in our future investment plans and initiatives.

We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all. For further information, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 437.

58. Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, IFRS and U.S. GAAP, which may be material to investors' assessment of our financial condition.

Our Restated Consolidated Financial Information for Fiscals 2024, 2023 and 2022 have been derived from the audited financial statements of our Company as at and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 prepared in accordance with the Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India. The aforementioned financial statements have been restated in accordance with the SEBI ICDR Regulations and the ICAI Guidance Note.

Ind AS differs in certain significant respects from Indian GAAP, IFRS, U.S. GAAP and other accounting principles with which prospective investors may be familiar in other countries. If our financial statement were to be prepared in accordance with such other accounting principles, our results of operations, cash flows and financial position maybe substantially different. Prospective investors should review the accounting policies applied in the preparation of our financial statements, and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. Any reliance by persons not familiar with Indian accounting practices, Ind AS, the Companies Act and the SEBI ICDR Regulations, on the financial disclosures presented in this Red Herring Prospectus should be limited accordingly.

59. Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

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

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

Name of Agency	Rating	Outlook	Date
Fitch	BBB-	Stable	January 16, 2024
Moody's	Baa3	Stable	August 21, 2023
DBRS	BBB (low)	Stable	May 16, 2023
S&P	BBB-	Stable	May 18, 2023

Any adverse revisions to sovereign credit ratings for India and other jurisdictions we operate in by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available, including raising any overseas additional financing. This could have an adverse effect on our ability to fund our growth on favourable terms and consequently adversely affect our business and financial performance and the price of the Equity Shares.

61. We may be affected by competition laws in India, the adverse application or interpretation of which could adversely affect our business.

The Competition Act, 2002 ("**Competition Act**") was enacted for the purpose of preventing practices that have or are likely to have an adverse effect on competition in India and has mandated the Competition Commission of India to prevent such practices. Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which causes or is likely to cause an appreciable adverse effect on competition ("**AAEC**") is void and attracts substantial penalties. Further, any agreement among competitors which, directly or indirectly, involves determination of purchase or sale prices, limits or controls production, or shares the market by way of geographical area or number of subscribers in the relevant market is presumed to have an appreciable adverse effect in the relevant market in India and shall be void. The Competition Act also prohibits abuse of a dominant position by any enterprise. On March 4, 2011, the Indian central government notified and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset-and turnover-based thresholds to be mandatorily notified to, and pre-approved by, the CCI. In addition, on May 11, 2011, the CCI issued the Competition Commission of India (Procedure for Transaction of Business Relating to Combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India.

The Competition (Amendment) Act, 2023 ("**Competition Amendment Act**") was notified on April 11, 2023, which amends the Competition Act and gives the CCI additional powers to prevent practices that harm competition and the interests of consumers. The Competition Amendment Act, *inter alia*, modifies the scope of certain factors used to determine AAEC, reduces the overall time limit for the assessment of combinations by the CCI from 210 days to 150 days and empowers the CCI to impose penalties based on the global turnover of entities, for anti-competitive agreements and abuse of dominant position.

The Competition Act aims to, among others, prohibit all agreements and transactions which may have an AAEC in India. Consequently, all agreements entered by us could be within the purview of the Competition Act. Further, the CCI has extraterritorial powers and can investigate any agreements, abusive conduct, or combination occurring outside India if such agreement, conduct, or combination has an AAEC in India. However, the impact of the provisions of the Competition Act on the agreements entered by us cannot be predicted with certainty at this stage. However, since we pursue an acquisition driven growth strategy, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations, cash flows, and prospects.

Risks relating to the Equity Shares and the Offer

62. ***The determination of the Price Band is based on various factors and assumptions, and the Offer Price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Offer.***

The determination of the Price Band is based on various factors and assumptions, and will be determined in accordance with applicable law and in consultation with the BRLMs. Further, there can be no assurance that our key performance indicators ("**KPIs**") will improve or become higher than our listed comparable industry peers in the future or whether we will be able to successfully compete against the listed comparable industry peers in these KPIs in the future. An inability to improve, maintain or compete, or any reduction in such KPIs in comparison with the listed comparable industry peers may adversely affect the market price of our Equity Shares. Moreover, there are no standard methodologies in the industry for the calculations of such KPIs and as a result, the listed comparable industry peers may calculate and present such financial ratios in a different manner. There can be no assurance that our methodologies are correct or will not change and accordingly, our position in the market may differ from that presented in this Red Herring Prospectus.

63. ***Our Equity Shares have never been publicly traded, and, after the Offer, our Equity Shares may experience price and volume fluctuations, and an active trading market for our Equity Shares may not develop.***

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Offer. The Offer Price of our Equity Shares will be determined in accordance with applicable law and in consultation with the BRLMs, through the Book Building Process. These will be based on numerous factors, including factors as described under "*Basis for the Offer Price*" on page 125 and may not be indicative of the market price for our Equity Shares after the Offer. The market price of our Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India, volatility in the Stock Exchanges, securities markets in other jurisdictions, strategic actions by us or our competitors, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications and changes in economic, legal and other regulatory factors. There is no assurance that investors in our Equity Shares will be able to resell their Equity Shares at or above the Offer Price.

64. ***Any future issuance of our Equity Shares or convertible securities or other equity linked instruments by us may dilute prospective investors' shareholding, and sales of our Equity Shares by our major shareholders may adversely affect the trading price of our Equity Shares.***

We may be required to finance our growth through future equity offerings. Any future equity that we issue, including a primary offering of Equity Shares, convertible securities or securities linked to Equity Shares, including through the exercise of employee stock options, may lead to the dilution of investors' shareholdings in our Company. Any future issuances of Equity Shares or the disposal of Equity Shares by our major shareholders including our Promoter, or the perception that such issuance or sales may occur, may adversely affect the trading price of our Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. There can be no assurance that we will not issue further Equity Shares or that the major Shareholders will not dispose of, pledge or encumber their Equity Shares. Any future issuances could also dilute the value of your investment in our Equity Shares. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares.

65. Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have a material adverse effect on the trading price of, and returns on, our Equity Shares, independent of our operating results.

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend foreign investors receive. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares, may reduce the proceeds received by Equity Shareholders. For example, the exchange rate between the Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have a material adverse effect on the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

66. QIBs and Non-Institutional Bidders are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid, and Retail Individual Bidders are not permitted to withdraw their Bids after Bid/Offer Closing Date.

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are required to pay the Bid Amount on submission of the Bid and are not permitted to withdraw or lower their bids (in terms of quantity of equity shares or the bid amount) at any stage after submitting a bid. Similarly, Retail Individual Bidders can revise or withdraw their bids at any time during the Bid/Offer Period and until the Bid/Offer Closing Date, but not thereafter. While we are required to complete all necessary formalities for listing and commencement of trading of our Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed, including Allotment within such period as may be prescribed by the SEBI, adverse events affecting the investors' decision to invest in our Equity Shares may arise between the date of submission of the Bid and Allotment. Therefore, QIBs and Non-Institutional Bidders will not be able to withdraw or lower their bids following adverse developments in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or otherwise at any stage after the submission of their bids. Our Company may complete the Allotment of our Equity Shares even if such events occur, and such events limit the Bidders' ability to sell our Equity Shares Allotted pursuant to the Offer or cause the trading price of our Equity Shares to decline on listing.

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

Under the Companies Act, a company incorporated in India and having share capital must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the equity shares voting on such resolution. However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for your benefit. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, your proportional equity interests in us may be reduced.

68. The ability of investors to acquire and sell Equity Shares is restricted by the distribution and transfer restrictions set forth in this Red Herring Prospectus.

No actions have been taken to permit a public offering of our Equity Shares in any jurisdiction, other than India. As such, our Equity Shares have not and will not be registered under the U.S. Securities Act, any state securities laws or the law of any jurisdiction other than India. Furthermore, our Equity Shares are subject to restrictions on transferability and resale. You are required to inform yourself about and observe these restrictions. See "*Other Regulatory and Statutory Disclosures – Selling restrictions and transfer restrictions*" on page 397. We, our representatives and our agents will not be obligated to recognize any acquisition, transfer or resale of our Equity Shares made other than in compliance with the restrictions set forth herein.

69. Investors will not be able to sell any Equity Shares on the Stock Exchange until we receive the appropriate

listing and trading approvals.

Our Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before our Equity Shares can be listed and trading of our Equity Shares may commence. Further, in accordance with Indian law, permission for listing of our Equity Shares will be granted only after our Equity Shares in this Offer have been Allotted and all other relevant documents authorizing the issuing of our Equity Shares have been submitted. The Allotment of Equity Shares in this Offer and the credit of such Equity Shares to the applicant's demat account with depository participant could take approximately two Working Days from the Bid/ Offer Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchanges is expected to commence within three Working Days of the Bid/ Offer Closing Date. There can be no assurance that our Equity Shares will be credited to investors' demat accounts, or that trading in our Equity Shares will commence, within the prescribed time periods. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the time periods prescribed under law.

70. A third party could be prevented from acquiring control of our Company because of anti-takeover provisions under Indian law.

Certain provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of your Equity Shares at a premium to the market price or would otherwise be beneficial to you. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in control of our Company. Under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SEBI Takeover Regulations**"), an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of our Equity Shares at a premium to their market price or would otherwise be beneficial to its stakeholders, it is possible that such a takeover would not be attempted or consummated because of the SEBI Takeover Regulations.

71. The current market price of some securities listed pursuant to certain previous issues managed by the BRLMs is below their respective issue prices.

The current market price of securities listed pursuant to certain previous initial public offerings managed by the BRLMs is below their respective issue prices. For further information, see "*Other Regulatory and Statutory Disclosures – Price information of past issues handled by the BRLMs*" on page 401. The factors that could affect the market price of our Equity Shares include, among others, broad market trends, financial performance and results of our Company post-listing, and other factors beyond our control. We cannot assure you that an active market will develop or that sustained trading will take place in our Equity Shares, or provide any assurance regarding the price at which our Equity Shares will be traded after listing.

72. Pursuant to listing of the Equity Shares, we may be subject to pre-emptive surveillance measures like Additional Surveillance Measure ("ASM") and Graded Surveillance Measures ("GSM") by the Stock Exchanges in order to enhance market integrity and safeguard the interest of investors.

SEBI and the Stock Exchanges have introduced various pre-emptive surveillance measures in order to enhance market integrity and safeguard the interests of investors, including ASM and GSM. ASM and GSM are imposed on securities of companies based on various objective criteria such as significant variations in price and volume, concentration of certain client accounts as a percentage of combined trading volume, average delivery, securities which witness abnormal price rise not commensurate with financial health and fundamentals such as earnings, book value, fixed assets, net worth, price/ earnings multiple, market capitalization etc.

Upon listing, the trading of our Equity Shares would be subject to differing market conditions as well as other factors which may result in high volatility in price, low trading volumes, and a large concentration of client accounts as a percentage of combined trading volume of our Equity Shares. The occurrence of any of the abovementioned factors or other circumstances may trigger any of the parameters prescribed by SEBI and the Stock Exchanges for placing our securities under the GSM and/or ASM framework or any other surveillance measures, which could result in significant restrictions on trading of our Equity Shares being imposed by SEBI and the Stock Exchanges. These restrictions may include requiring higher margin requirements, requirement of settlement on a trade for trade basis without netting off, limiting trading frequency, reduction of applicable price band, requirement of settlement on gross basis or freezing of price on upper side of trading, as well as mentioning of our Equity Shares on the surveillance dashboards of the Stock Exchanges. The imposition of these restrictions and curbs on trading may have an adverse effect on market price, trading and liquidity of our Equity Shares and on the reputation and conditions of our Company.

SECTION III – INTRODUCTION

THE OFFER

The following table summarises details of the Offer.

Offer (1)(2)	Offer for Sale of up to 19,189,330 Equity Shares of face value ₹ 2 each, aggregating up to ₹ [●] million
The Offer consists of:	
A. QIB Portion(3) (4)	Not more than [●] Equity Shares of face value ₹ 2 each aggregating up to ₹ [●] million
Of which:	
Anchor Investor Portion	Up to [●] Equity Shares of face value ₹ 2 each aggregating up to ₹ [●] million
Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares of face value ₹ 2 each aggregating up to ₹ [●] million
Of which:	
Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	[●] Equity Shares of face value ₹ 2 each aggregating up to ₹ [●] million
Balance for all QIBs including Mutual Funds	[●] Equity Shares of face value ₹ 2 each aggregating up to ₹ [●] million
B. Non-Institutional Portion(4)(5)	Not less than [●] Equity Shares of face value ₹ 2 each aggregating up to ₹ [●] million
Of which:	
One-third of the Non-Institutional Portion, available for allocation to Bidders with an application size between ₹ 0.20 million to ₹ 1.00 million.	[●] Equity Shares of face value ₹ 2 each aggregating up to ₹ [●] million
Two-thirds of the Non-Institutional Portion, available for allocation to Bidders with an application size of more than ₹ 1.00 million.	[●] Equity Shares of face value ₹ 2 each aggregating up to ₹ [●] million
C. Retail Portion(4)	Not less than [●] Equity Shares of face value ₹ 2 each aggregating up to ₹ [●] million
Pre and post-Offer Equity Shares	
Equity Shares outstanding prior to Offer	52,080,758 Equity Shares of face value ₹ 2 each
Equity Shares outstanding after the Offer	[●] Equity Shares of face value ₹ 2 each
Use of Net Proceeds of this Offer	Our Company will not receive any proceeds from the Offer. For further details, see "*Objects of the Offer*" on page 122.

(1) *The Offer has been authorised pursuant to the resolutions dated July 19, 2024, passed by the Board. Further, our Board has taken on record the consents of the respective Selling Shareholders for participation in the Offer for Sale pursuant to its resolution dated July 23, 2024.*

(2) *Each of the Selling Shareholders, severally and not jointly, specifically confirms and undertakes that its portion of the Offered Shares and where applicable, such outstanding CCPS have been converted into its respective portion of the Offered Shares, has been held by such Selling Shareholder for a continuous period of at least one year prior to the filing of the Draft Red Herring Prospectus in terms of Regulation 8 of the SEBI ICDR Regulations. For more details, see "Capital Structure" beginning on page 99. Each Selling Shareholder, severally and not jointly, has confirmed and authorised its respective participation in the Offer for Sale as set out below:*

S. No.	Selling Shareholder	Number of Equity Shares of face value ₹ 2 each, proposed to be offered in the Offer for Sale	Date of corporate authorization	Date of consent letter
1.	Dr. Somnath Chatterjee	2,132,148	NA	July 23, 2024
2.	Ritu Mittal	2,132,148	NA	July 23, 2024
3.	Satish Kumar Verma^	2,132,148	NA	July 23, 2024
4.	OrbiMed Asia II Mauritius Limited*	10,660,737	July 5, 2024	July 23, 2024
5.	Munna Lal Kejriwal	799,556	NA	July 23, 2024
6.	Santosh Kumar Kejriwal	1,332,593	NA	July 23, 2024

**Surviving entity pursuant to amalgamation of OrbiMed Asia II Mauritius FDI Investments Limited, the erstwhile shareholder, into OrbiMed Asia II Mauritius Limited on November 11, 2022*
^ *Shares are jointly held with Suman Verma*

(3) *Our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis*

in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids For details, see "Offer Procedure" beginning on page 418.

(4) *Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable laws. Under-subscription, if any, in the QIB Portion (excluding the Anchor Investor Portion) will not be allowed to be met with spill-over from other categories or a combination of categories of Bidders. In the event of under-subscription in the Offer, and complying with Rule 19(2)(b) of the SCRR, the Equity Shares will be allocated for Allotment proportionately to all Selling Shareholders, in the ratio of their respective Offered Shares. For further details, see "Terms of the Offer" beginning on page 409.*

(5) *The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders. The allotment to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis.*

Allocation to Bidders in all categories, except Anchor Investors, if any, Non-Institutional Bidders, and Retail Individual Bidders, shall be made on a proportionate basis, subject to valid Bids received at or above the Offer Price. The Allocation to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be Allocated on a proportionate basis. The allocation to each Non-Institutional Bidder shall not be less than the minimum application size, i.e. ₹ 200,000, subject to the availability of Equity Shares in Non-Institutional Investors' category, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis. For further details, see "*Offer Procedure*" beginning on page 418.

SUMMARY FINANCIAL INFORMATION

The following tables provide summary of financial information of our Company derived from the Restated Consolidated Financial Information.

The summary of financial information presented below should be read in conjunction with "Restated Consolidated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 292 and 244, respectively.

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SUMMARY OF RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(*in ₹ million, except if otherwise stated*)

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Assets				
Non-current assets				
Property, plant and equipment	1,365.33	1,350.50	1,127.89	1,175.54
Capital work-in-progress	71.82	13.13	23.91	12.35
Right-of-use assets	739.19	754.09	809.69	793.21
Other intangible assets	14.27	10.76	14.49	17.53
Intangible Assets under development	2.41	-	-	-
Financial assets				
Other financial assets	84.55	84.49	131.56	123.65
Non-current tax assets (net)	5.14	18.31	21.41	3.21
Other non-current assets	43.77	46.29	2.49	4.05
Total non-current assets	**2,326.48**	**2,277.57**	**2,131.44**	**2,129.54**
Current assets				
Inventories	63.20	66.78	61.62	62.25
Financial assets				
Trade receivables	93.33	88.75	46.80	67.31
Cash and cash equivalents	44.21	25.20	21.62	31.89
Bank balances other than cash and cash equivalents	548.85	525.03	528.77	419.50
Other financial assets	24.46	-	-	-
Other current assets	41.46	18.74	21.70	49.10
Total current assets	**815.51**	**724.50**	**680.51**	**630.05**
Total Assets	**3,141.99**	**3,002.07**	**2,811.95**	**2,759.59**
Equity and Liabilities				
Equity				
Equity share capital	86.25	69.00	69.00	69.00
Instruments entirely equity in nature^	16.29	16.29	16.29	16.29
Other equity	1,767.96	1,708.79	1,473.97	1,373.13
Equity attributable to owners of the parent	1,870.50	1,794.08	1,559.26	1,458.42
Non Controlling interest	(4.33)	(2.61)	(4.65)	(0.14)
Total equity	**1,866.17**	**1,791.47**	**1,554.61**	**1,458.28**
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings	44.55	51.83	84.36	122.89
Lease liabilities	705.67	703.06	719.28	708.47
Provisions	13.38	7.71	4.51	3.11
Deferred tax liabilities (net)	50.41	53.86	65.78	83.37
Total non-current liabilities	**814.01**	**816.46**	**873.93**	**917.84**
Current liabilities				
Financial liabilities				
Borrowings	31.11	34.54	55.71	67.38
Lease liabilities	103.94	115.33	109.39	99.21
Trade payables				
Total outstanding dues of micro enterprises and small enterprises	14.28	32.26	34.53	22.25
Total outstanding dues other than above micro enterprises and small enterprises	144.91	111.67	105.86	114.91
Other financial liabilities	129.72	77.68	64.71	44.43
Other current liabilities	20.48	17.47	12.41	20.02
Provisions	1.19	-	0.79	0.64
Current tax liabilities (net)	16.18	5.19	0.01	14.63
Total current liabilities	**461.81**	**394.14**	**383.41**	**383.47**
Total liabilities	**1,275.82**	**1,210.60**	**1,257.34**	**1,301.31**

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Total equity and liabilities	**3,141.99**	**3,002.07**	**2,811.95**	**2,759.59**

^^*'Instruments entirely equity in nature' is a concept under the Indian Accounting Standards ("**Ind AS**"), provided for under the 'Guidance Note on Division II – Ind AS Schedule III to the Companies Act, 2013' issued by the Institute of Chartered Accountants of India ("Guidance Note"). The Guidance Note provides that instruments entirely equity in nature (which includes CCPS) may be presented as a separate line item on the face of the balance sheet under "Equity" after "Equity Share Capital" but before "Other Equity". The Ind AS Schedule III (i.e. Division II of Schedule III to the Companies Act, 2013) permits the additional line items to be presented when such presentation is relevant to an understanding of the company's financial position or performance.*

SUMMARY OF RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(in ₹ million, except for earnings per equity share and if otherwise stated)

Particulars	For the three month period ended June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Income				
Revenue from operations	607.32	2,187.09	1,901.34	2,231.93
Other income	11.17	35.51	35.53	25.75
Total Income	**618.49**	**2,222.60**	**1,936.87**	**2,257.68**
Expenses				
Cost of materials consumed	66.37	272.51	274.04	604.05
Employee benefits expenses	103.79	400.67	398.19	342.29
Finance costs	22.15	87.88	90.60	88.46
Depreciation and amortisation expense	89.92	325.98	316.71	283.95
Other expenses	231.12	813.24	789.85	658.81
Total Expenses	**513.35**	**1,900.28**	**1,869.39**	**1,977.56**
Restated profit before exceptional items and tax	**105.14**	**322.32**	**67.48**	**280.12**
Exceptional items	-	7.79	-	-
Restated profit before tax	**105.14**	**314.53**	**67.48**	**280.12**
Income tax expense				
Current tax	30.92	94.70	35.38	92.25
Tax pertaining to earlier years	-	-	3.72	-
Deferred tax	(2.45)	(11.44)	(32.27)	(20.37)
Total tax expense	**28.47**	**83.26**	**6.83**	**71.88**
Restated Profit for the year/period	**76.67**	**231.27**	**60.65**	**208.24**
Other comprehensive income				
Items that will not be reclassified subsequently to profit or loss				
Remeasurement gain/(loss) of net defined benefit plan	(3.97)	(1.92)	0.15	0.89
Income tax effect on above	1.00	0.48	(0.04)	(0.22)
Other comprehensive income/(losses) for the year, net of tax	**(2.97)**	**(1.44)**	**0.11**	**0.67**
Restated total comprehensive income for the year/period	**73.70**	**229.83**	**60.76**	**208.91**
Profit/(Loss) for the year attributed to				
Owners of the parent	79.39	236.26	65.16	208.24
Non- controlling interests	(2.72)	(4.99)	(4.51)	-
	76.67	**231.27**	**60.65**	**208.24**
Other comprehensive income/(loss) for the year attributable to				
Owners of the parent	(2.97)	(1.44)	0.11	0.67
Non- controlling interests	-	-	-	-
	(2.97)	**(1.44)**	**0.11**	**0.67**
Restated total comprehensive income for the year attributable to				
Owners of the parent	76.42	234.82	65.27	208.91
Non- controlling interests	(2.72)	(4.99)	(4.51)	-
	73.70	**229.83**	**60.76**	**208.91**
Earnings per equity share :				
- Basic (Face Value - ₹ 2)	1.49#	4.43	1.22	3.91
- Diluted (Face Value - ₹ 2)	1.49#	4.43	1.22	3.91

Not annualised.

SUMMARY OF RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS

(in ₹ million, except if otherwise stated)

Particulars	For the three month period ended June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Cash flow from operating activities				
Profit before tax	105.14	314.53	67.48	280.12
Adjustments for:				
Depreciation and amortisation expenses	89.92	325.98	316.71	283.95
Finance costs	22.15	87.88	90.60	88.45
Interest on loans, deposits and IT refund	(8.75)	(32.21)	(25.37)	(18.94)
Unwinding of security deposit	(0.80)	(2.97)	(3.24)	(2.71)
Exceptional item – property, plant and equipment written off	-	7.79	-	-
Loss on sale of property, plant and equipment	-	21.45	24.33	14.15
Provision for credit allowances on trade receivables	(0.20)	1.34	-	0.72
Provision for credit allowances on security deposits	1.78	-	-	-
Security deposits written off	0.67	-	-	-
Bad debts written off	2.68	4.02	-	-
Liabilities/ provisions no longer required written back	(1.62)	-	(5.91)	(3.71)
Operating profit before working capital changes	**210.97**	**727.81**	**464.60**	**642.03**
Changes in operating assets and liabilities				
Adjustments for (increase) / decrease in operating assets				
Trade receivables	(7.06)	(47.29)	24.82	(15.71)
Inventories	3.58	(5.16)	0.63	(17.81)
Security deposits	(3.10)	-	-	-
Other financial assets	(24.46)	5.29	(9.08)	(4.00)
Other assets	(14.26)	2.96	27.40	(13.82)
Adjustments for increase / (decrease) in operating liabilities				
Trade payables	16.88	3.54	4.81	16.51
Other liabilities	3.01	5.06	(7.61)	9.87
Other financial liabilities	1.52	(1.76)	5.62	0.24
Provisions	2.90	0.49	1.70	(11.12)
Cash generated from operations	**189.98**	**690.94**	**512.89**	**606.19**
Income tax paid (net)	(6.46)	(86.10)	(71.93)	(27.96)
Net cash flows generated from operating activities (A)	**183.52**	**604.84**	**440.96**	**578.23**
Cash flows from investing activities				
Purchase of property, plant & equipment and other intangible assets (including capital work-in-progress, capital advances and capital creditors)	(74.40)	(446.94)	(131.67)	(192.49)
Proceeds from sale of property, plant & equipment	-	17.73	6.61	3.44
Investments in deposits with banks	(218.31)	(413.71)	(410.51)	(315.05)
Redemption of deposits with banks	183.61	461.06	302.25	-
Sale of mutual fund investments	-	-	-	54.12
Interest received on bank deposits	8.45	31.90	25.37	17.17
Net cash flows used in investing activities (B)	**(100.65)**	**(349.96)**	**(207.95)**	**(432.81)**
Cash flow from financing activities				
Contribution from non-controlling interests	1.00	7.03	-	-
Proceeds of borrowings	-	5.00	20.50	95.91

Particulars	For the three month period ended June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Repayment of borrowings	(10.71)	(58.70)	(70.70)	(69.95)
Payment of lease liabilities	(51.79)	(195.55)	(180.12)	(153.79)
Finance cost paid	(2.36)	(9.08)	(12.96)	(15.02)
Net cash flows (used in) financing activities (C)	**(63.86)**	**(251.30)**	**(243.28)**	**(142.85)**
Net increase/(decrease) in cash and cash equivalents (A+B+C)	**19.01**	**3.58**	**(10.27)**	**2.57**
Cash and cash equivalents at the beginning of the year	25.20	21.62	31.89	29.32
Cash and cash equivalents at the end of the year/period	**44.21**	**25.20**	**21.62**	**31.89**

GENERAL INFORMATION

Our Company was incorporated as 'Suraksha Diagnostic Private Limited' as a private limited company under the Companies Act, 1956 pursuant to a certificate of incorporation dated March 15, 2005, issued by the Deputy Registrar of Companies, West Bengal at Kolkata. Subsequently, our Company was converted into a public limited company pursuant to a special resolution passed in the extra-ordinary general meeting of our Shareholders held on June 5, 2024, and consequently, the name of our Company was changed to 'Suraksha Diagnostic Limited', and a fresh certificate of incorporation dated July 16, 2024, was issued by the Registrar of Companies, Central Processing Centre.

For details of changes in the name and registered and corporate office address of our Company, see '*History and Certain Corporate Matters*' on page 254.

Registered and Corporate Office

Plot No. DG-12/1, Action Area 1D
Premises No. 02-0327
New Town, Rajarhat
Kolkata 700 156
West Bengal, India

Corporate Identity Number and Registration Number

Corporate Identity Number: U85110WB2005PLC102265

Registration Number: 102265

Address of the Registrar of Companies

Our Company is registered with the RoC situated at the following address:

Registrar of Companies, West Bengal at Kolkata
Nizam Palace
2nd MSO Building
2nd Floor, 234/4, A.J.C.B. Road
Kolkata – 700020
West Bengal, India

Board of Directors

The table below sets forth the details of the constitution of our Board:

Name	Designation	DIN	Address
Dr. Somnath Chatterjee	Chairman and Joint Managing Director	00137075	BE – 366, Salt Lake City, Sector-I Near Kwality Bus stop, Bidhannagar (M), AE Market, Dist-North 24 Pargana- Kolkata-700064, West Bengal, India
Ritu Mittal	Joint Managing Director and Chief Executive Officer	00165886	3A, Bright Street, Ballygunge, Circus Avenue, Kolkata – 700 019, West Bengal, India.
Satish Kumar Verma	Non-Executive, Non Independent Director	00225444	House no. 2A, road no. 78, Punjabi Bagh West, West Delhi – 110 026 New Delhi, India
Arun Sadhanandham	Non-Executive, Non Independent (Nominee) Director*	08445197	Panorama – 1601, The Address, LBS Road, Ghatkopar West, Mumbai 400086
Pradip Kumar Dutta	Independent Director	00654286	Villa 5, Windmills of your Mind, 331, road number 5B, near KTPO, EPIP Zone, 2nd Phase Whitefield, Bangalore – 560 066, Karnataka, India
Ishani Ray	Independent Director	08800793	108/5B-1 Maniktala Main Road, Kankurgachi, Kolkata-700 054, West Bengal, India

Name	Designation	DIN	Address
Siddhartha Roy	Independent Director	00042757	Flat 3A and 3B, Tower 1, 160A, Bakul Bagan Road, Bhawanipore, Kolkata-700025, West Bengal
Dharam Chand Dharewa	Independent Director	05327284	240, S.N. Roy Road, Sahapur, Circus Avenue, Kolkata – 700038, West Bengal, India.

***** Nominee director of OrbiMed Asia II Mauritius Limited (*Surviving entity pursuant to amalgamation of OrbiMed Asia II Mauritius FDI Investments Limited, the erstwhile shareholder, into OrbiMed Asia II Mauritius Limited on November 11, 2022*)

For brief profiles of our Directors, please see "*Our Management*" on page 265.

Selling Shareholders

The selling shareholders in the Offer are as mentioned below:

S. No.	Name of the Selling Shareholder
1.	Dr. Somnath Chatterjee
2.	Ritu Mittal
3.	Satish Kumar Verma*
4.	OrbiMed Asia II Mauritius Limited**
5.	Munna Lal Kejriwal
6.	Santosh Kumar Kejriwal

** Shares are jointly held with Suman Verma*
***Surviving entity pursuant to amalgamation of OrbiMed Asia II Mauritius FDI Investments Limited, the erstwhile shareholder, into OrbiMed Asia II Mauritius Limited on November 11, 2022*

Company Secretary and Compliance Officer for the Offer

Mamta Jain
Company Secretary and Compliance Officer
Plot No. DG-12/1, Action Area 1D
Premises No. 02-0327
New Town, Rajarhat
Kolkata 700 156
West Bengal, India
E-mail: investors@surakshanet.com
Tel.: +91 33 66059750

Statutory Auditors of our Company

M S K A & Associates, Chartered Accountants
4th Floor, Duckback House,
41 Shakespeare Sarani,
Kolkata 700 017
West Bengal, India
Tel.: 033-6766 1600
E-mail: Dipakjaiswal@mska.in
ICAI Firm Registration Number: 105047W
Peer Review Number: 013267

Changes in Statutory Auditors

Except as disclosed below, there has been no change in the statutory auditors of our Company in the past five fiscal years preceding the date of this Red Herring Prospectus.

Sr. No.	Particulars	Date of change	Reason for change
1.	**M S K A & Associates, Chartered Accountants** 4th Floor, Duckback House, 41 Shakespeare Sarani, Kolkata 700017 **Tel.:** +91-33-67661600 **E-mail:** dipakjaiswal@mska.in	March 9, 2023^	Resignation as statutory auditors of the Company on account of commercials

Sr. No.	Particulars	Date of change	Reason for change
	Firm Registration Number: 105047W **Peer Review Number:** 013267		
2.	**Deloitte Haskins & Sells Chartered Accountants LLP** One International Center Tower 3, 27th-32nd floors Senapati Bapat Marg Elphinstone Road (West) Mumbai-400 013 Maharashtra, India **E-mail**: abdamle@deloitte.com **Firm Registration number**: 117366W	March 16, 2023*	Appointment as statutory auditors of the Company to fill casual vacancy cause by resignation of M S K A & Associates
3.	**Deloitte Haskins & Sells Chartered Accountants LLP** One International Center Tower 3, 27th-32nd floors Senapati Bapat Marg Elphinstone Road (West) Mumbai-400 013 Maharashtra, India **E-mail**: abdamle@deloitte.com **Firm Registration number**: 117366W	March 6, 2024	Expiry of tenure due to conclusion of the annual general meeting for Fiscal 2023-2024
4.	**M S K A & Associates, Chartered Accountants** 4th Floor, Duckback House, 41 Shakespeare Sarani, Kolkata 700 017 West Bengal, India **Tel.: 0**33 6766 1600 **E-mail:** Dipakjaiswal@mska.in **Firm Registration Number**: 105047W **Peer Review Number:** 013267	March 6, 2024	Appointment as statutory auditors of the Company to fill the vacancy caused due to expiry of tenure of the previous auditor on conclusion of the annual general meeting for Fiscal 2023-2024

** The form ADT-1 filed by our Company on March 16, 2023, inadvertently mentions a shorter audit period than the actual accounting period for which the audit was conducted. In addition, the same form ADT- 1 was erroneously filed twice. Our Company has filed a form GNL-2 in this regard, as clarification for such error. For applicable risks, see "Risk Factors - Certain of our corporate records and filings are not traceable and may have inadvertent errors or inaccuracies. We cannot assure that regulatory proceedings or actions will not be initiated against us in the future, and we will not be subject to any penalty imposed by the competent regulatory authority in this regard" on page 45.*

^Resigned before completion of the appointed term

Investor Grievances

Investors can contact our Company Secretary and Compliance Officer, the Book Running Lead Managers or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems, redressals of complaints, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode.

All Offer related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, UPI ID, PAN, date of submission of the Bid cum Application Form, address of the Bidder, number of Equity Shares applied for, the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder and ASBA Account number (for Bidders other than UPI Bidders using the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or the UPI ID in case of UPI Bidders using the UPI Mechanism.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

All Offer-related grievances of the Anchor Investors may be addressed to the Registrar, giving full details such as the name of the sole or First Bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the Book Running Lead Managers where the Anchor Investor Application Form was submitted by the Anchor Investor.

Book Running Lead Managers

ICICI Securities Limited
ICICI Venture House
Appasaheb Marathe Marg
Prabhadevi
Mumbai 400 025
Maharashtra, India
Tel: +91 22 6807 7100
Email: Surakshaipo@icicisecurities.com
Investor grievance email: customercare@icicisecurities.com
Website: www.icicisecurities.com
Contact person: Namrata Ravasia / Rupesh Khant
SEBI Registration No.: INM000011179

Nuvama Wealth Management Limited
801 - 804, Wing A, Building No 3
Inspire BKC, G Block
Bandra Kurla Complex, Bandra East,
Mumbai 400 051
Maharashtra, India
Tel: +91 22 4009 4400
E-mail: suraksha.ipo@nuvama.com
Website: www.nuvama.com
Investor grievance e-mail: customerservice.mb@nuvama.com
Contact person: Pari Vaya
SEBI registration no.: INM000013004

SBI Capital Markets Limited
1501, 15th floor, A & B Wing,
Parinee Crescenzo Building, G Block,
Bandra Kurla Complex, Bandra (East), Mumbai- 400 051,
Maharashtra.
Tel: +91 22 4006 9807
E-mail: : suraksha.ipo@sbicaps.com
Website: www.sbicaps.com
Investor Grievance E-Mail: investor.relations@sbicaps.com
Contact person: Karan Savardekar / Sambit Rath
SEBI Registration No.: INM000003531

Syndicate Members

SBICAP Securities Limited
Marathon Futurex, B Wing
Unit no 1201, 12th Floor
NM Joshi Marg Lower Parel,
Mumbai 400 013
Maharashtra, India
Tel: +91-22-69316204
Email: archana.dedhia@sbicapsec.com
Website: www.sbisecurities.in
Contact Person: Archana Dedhia
SEBI Registration No.: INZ000200032

Investec Capital Services (India) Private Limited
1103-04, 11th Floor, B Wing
Parinee Crescenzo, Bandra Kurla Complex
Mumbai 400 051
Maharashtra, India
Tel:+91 22 6849 7400
Email: kunal.naik@investec.co.in
Website:www.investec.com/india.html
Contact Person: Kunal Naik
SEBI Registration No.: INZ000007138

Nuvama Wealth Management Limited
801 - 804, Wing A, Building No 3
Inspire BKC, G Block, Bandra Kurla Complex, Bandra East,
Mumbai 400 051
Maharashtra, India
Tel: +91 22 4009 4400
E-mail: suraksha.ipo@nuvama.com
Website: www.nuvama.com
Investor grievance e-mail: customerservice.mb@nuvama.com
Contact person: Prakash Boricha
SEBI registration no.: INZ000166136

Statement of inter-se allocation of responsibilities among the BRLMs

The responsibilities and coordination by the BRLMs for various activities in this Offer are as follows:

Sr. No.	Activity	Responsibility	Co-ordinator
1.	Capital structuring, due diligence of the Company including its operations/management/business plans/legal etc. Drafting and design of the Draft Red Herring Prospectus, this Red Herring Prospectus, the Prospectus, abridged prospectus and application form. The Book Running Lead Managers shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalisation of Prospectus and	I-Sec, Nuvama, SBICAPS	I-Sec

Sr. No.	Activity	Responsibility	Co-ordinator
	RoC filing		
2.	Drafting and approval of all statutory advertisements	I-Sec, Nuvama, SBICAPS	I-Sec
3.	Drafting and approval of all publicity material other than statutory advertisements, including corporate advertising, brochures, media monitoring, etc. and filing of media compliance report	I-Sec, Nuvama, SBICAPS	Nuvama
4.	Appointment of intermediaries (including co-ordinating all agreements to be entered with such parties): advertising agency, registrar, printers, banker(s) to the Offer, Sponsor Bank, Share Escrow Agent, Syndicate Members, etc.	I-Sec, Nuvama, SBICAPS	SBICAPS
5.	Preparation of road show presentation and frequently asked questions	I-Sec, Nuvama, SBICAPS	Nuvama
6.	International institutional marketing of the Offer, which will cover, inter alia: • Institutional marketing strategy and preparation of publicity budget; • Finalising the list and division of international investors for one-to-one meetings • Finalising international road show and investor meeting schedules	I-Sec, Nuvama, SBICAPS	Nuvama
7.	Domestic institutional marketing of the Offer, which will cover, inter alia: • Institutional marketing strategy and preparation of publicity budget; • Finalising the list and division of domestic investors for one-to-one meetings • Finalising domestic road show and investor meeting schedules	I-Sec, Nuvama, SBICAPS	I-Sec
8.	Conduct non-institutional marketing of the Offer, which will cover, inter-alia: • Finalising media, marketing and public relations strategy; • Formulating strategies for marketing to non-institutional investors	I-Sec, Nuvama, SBICAPS	SBICAPS
9.	Retail marketing of the Offer, which will cover, *inter alia*, • Finalising media, marketing and public relations strategy including list of frequently asked questions at retail road shows; • Finalising centres for holding conferences for brokers, etc.; • Follow-up on distribution of publicity and Offer material including application form, the Prospectus and deciding on the quantum of the Offer material; and finalising collection centres	I-Sec, Nuvama, SBICAPS	SBICAPS
10.	Coordination with Stock Exchanges for book building software, bidding terminals, mock trading, intimation to Stock Exchanges for anchor portion.	I-Sec, Nuvama, SBICAPS	Nuvama
11.	Managing the book and finalization of pricing in consultation with our Company	I-Sec, Nuvama, SBICAPS	I-Sec
12.	Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with registrar, SCSBs and banks, intimation of allocation and dispatch of refund to bidders, etc. Post-Offer activities, which shall involve essential follow-up steps including allocation to anchor investors, follow-up with bankers to the Offer and SCSBs to get quick estimates of collection and advising the issuer about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, coordination for unblock of funds by SCSBs, finalization of trading, dealing and listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-issue activity such as registrar to the Offer, bankers to the Offer, SCSBs including responsibility for underwriting arrangements, as applicable. Payment of the applicable securities transaction tax (“**STT**”) on sale of unlisted equity shares by the Selling Shareholder under the Offer for Sale to the Government and filing of the STT return by the prescribed due date as per Chapter VII of Finance (No. 2) Act, 2004. Co-ordination with SEBI and stock exchanges submission of all post-offer reports including final post-offer report to SEBI.	I-Sec, Nuvama, SBICAPS	SBICAPS

Registrar to the Offer

KFin Technologies Limited
Selenium, Tower B, Plot No. 31 and 32
Financial District, Nanakramguda, Serilingampally
Hyderabad 500 032
Telangana, India
Telephone Number: +91 40 6716 2222/1800 309 4001
Website: www.kfintech.com
Investor Grievance E-mail: einward.ris@kfintech.com
Email ID: sdl.ipo@kfintech.com
Contact Person: M. Murali Krishna
SEBI Registration Number: INR000000221

Legal Advisor to the Issuer

Cyril Amarchand Mangaldas
5th floor, Peninsula Chambers
Peninsula Corporate Park, Ganpatrao Kadam Marg
Lower Parel, Mumbai 400 013
Maharashtra, India
Tel: +91 22 2496 4455

Bankers to our Company

HDFC Bank Limited
FIG-OPS Department, Lodha, I Think Techno Campus o-3 Level,
Next to Kanjurmarg Railway Station, Kanjurmarg (East),
Mumbai - 400 042
Tel.: +91 22 30752927
E-mail: siddharth.jadhav@hdfcbank.com
Website: www.hdfcbank.com
Contact Person: Siddharth Jadhav

Kotak Mahindra Bank Limited
22, Camac Street, Block - D, 4th Floor,
Kolkata - 700016
Tel.: +91 9967869133
E-mail: udayan.sinha@kotak.com
Website: www.kotak.com
Contact Person: Udayan Sinha

Bankers to the Offer

Escrow Collection Bank(s)/ Refund Bank(s)/Sponsor Bank

Kotak Mahindra Bank Limited
Kotak Infiniti, 6th Floor, Building No. 21,
Infinity Park, Off Western Express Highway,
General AK Vaidya Marg, Malad (East).
Mumbai – 400 097
Maharashtra, India.
Tel:022-66056588
Email:cmsipo@kotak.com
Website: www.kotak.com
Contact Person: Mr. Siddhesh Shirodkar, Associate Vice President
SEBI Registration Number: INBI00000927

Sponsor Bank/ Public Offer Account Bank

ICICI Bank Limited
Capital Market Division,
5th Floor, HT Parekh Marg
Churchgate, Mumbai -400020
Tel: 022- 68052182
E-mail: ipocmg@icicibank.com
Website: www.icicibank.com
SEBI Registration Number: INBI00000004
Contact Person: Mr. Varun Badai

Designated Intermediaries

Self Certified Syndicate Banks

The banks registered with the SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorizing an SCSB, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to UPI Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time.

Applications through the UPI Mechanism in the Offer can be made only through the SCSBs Mobile Applications. A list of SCSBs and mobile application, which are live for applying in public issues using UPI Mechanism is provided as Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The list is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.

SCSBs eligible as Issuer Banks for UPI and mobile applications enabled for UPI Mechanism

In accordance with SEBI RTA Master Circular, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, Retail Individual Investors Bidding using the UPI Mechanism may only apply through the SCSBs and Mobile Applications using the UPI handles specified on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time. A list of SCSBs and Mobile Applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors and RIIs) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35, which may be and updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do? Do Recognised=yes & in tm Id=35 or any such other website as may be prescribed by SEBI from time to time.

Registered Brokers

The list of the Registered Brokers, eligible to accept ASBA forms, including details such as postal address, telephone number, and email address, is provided on the websites of BSE and NSE at http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3 and http://www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm, respectively, or such other websites as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number, and e-mail address, are provided on the websites of BSE and NSE at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, or such other websites as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the websites of BSE and NSE at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, or such other websites as updated from time to time.

Credit Rating

As this is an offer of Equity Shares, there is no requirement to obtain credit rating for the Offer.

Grading of the Offer

No credit agency registered with SEBI has been appointed in respect of obtaining grading for the Offer.

Debenture Trustees

As this is an offer of Equity Shares, the appointment of debenture trustees is not required for the Offer.

Monitoring Agency

As the Offer is an offer for sale of Equity Shares, our Company is not required to appoint a monitoring agency for this Offer.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Appraising Entity

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency. Accordingly, no appraising entity is appointed for the Offer.

Experts

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent from the Statutory Auditors to our Company being M S K A & Associates, Chartered Accountants, holding a valid peer review certificate from ICAI, to include their name as required under sections 26 (1) and section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their: (i) examination report, dated October 21, 2024 on the Restated Consolidated Financial Information; (ii) their report dated November 23, 2024 on the Statement of Special Tax Benefits available to the Company and its shareholders under direct and indirect tax laws in this RHP and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Our Company has received written consent dated November 25, 2024, from Manian and Rao, Chartered Accountants, holding a valid peer review certificate from ICAI, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Red Herring Prospectus and as an ‘expert’ as defined under Section 2(38) of Companies Act, 2013 in respect of the certificates issued by them in their capacity as an independent chartered accountant to our Company and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Our Company has received written consent through their certificate dated November 25, 2024, from Manish Ghia & Associates, Company Secretaries, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus , and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of their search report and certificate in connection with the Offer and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Further, our Company has received written consent through their certificate dated November 25, 2024, from Shwetendu Sharad Dhanuka, an independent chartered engineer, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus , and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of their certificate in connection with the Offer and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

However, the term "expert" and the consent thereof shall not be construed to mean an "expert" or consent within the meaning as defined under the U.S. Securities Act.

Filing

A copy of the Draft Red Herring Prospectus has been filed through the SEBI Intermediary Portal at https://sipotal.sebi.gov.in, as specified in regulation 25(8) of the SEBI ICDR Regulations read with SEBI ICDR Master Circular, in accordance with the instructions issued by the SEBI on March 27, 2020, in relation to "*Easing of Operational Procedure – Division of Issues and Listing – CFD*".

A copy of this Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 32 of the Companies Act, 2013, has been filed with the RoC and a copy of the Prospectus required to be filed under Section 26 of the Companies Act, 2013 will be filed with the RoC at its office, and through the electronic portal at http://www.mca.gov.in/mcafoportal/loginvalidateuser.do.

Book Building Process

"Book building" refers to the process of collection of Bids from investors on the basis of this Red Herring Prospectus, the Bid cum Application Forms and the Revision Forms within the Price Band. The Price Band and minimum Bid Lot will be decided by our Company in consultation with the BRLMs, and advertised in all editions of the English national daily newspaper the Financial Express, all editions of the Hindi national daily newspaper Jansatta and Kolkata edition of Dainik Statesman, a Bengali daily newspaper (Bengali being the regional language of West Bengal, where our Registered and Corporate Office is located) each with wide, at least two Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their website. The Offer Price shall be determined by our Company in consultation with the BRLMs, after the Bid/ Offer Closing Date. For details, see "*Offer Procedure*" on page 418.

All Bidders, other than Anchor Investors, shall participate in the Offer mandatorily through the ASBA process by providing the details of their respective ASBA Accounts in which the corresponding Bid Amount will be blocked by the SCSBs and Sponsor Banks, as the case may be. Anchor Investors are not permitted to participate in the Offer through the ASBA process. UPI Bidders may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs or, (b) through the UPI Mechanism. Non-Institutional Investors with an application size of up to ₹ 0.50 million shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents.

In accordance with the SEBI ICDR Regulations, QIBs Bidding in the Net QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bid(s) (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date. Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date. Further, allocation to QIBs in the Net QIB Portion will be on a proportionate basis and allocation to Anchor Investors in the Anchor Investor Portion will be on a discretionary basis.

For further details, see "*Terms of the Offer*", "*Offer Structure*" and "*Offer Procedure*" on pages 409, 415 and 418, respectively.

Our Company will comply with the SEBI ICDR Regulations and any other directions issued by SEBI in relation to this Offer. Each Selling Shareholder specifically confirms that it will comply with the SEBI ICDR Regulations and any other directions issued by SEBI, as applicable to such Selling Shareholder, in relation to its respective portion of the Offered Shares. In this regard, our Company and the Selling Shareholders have appointed the BRLMs to manage this Offer and procure Bids for this Offer.

The Book Building Process is in accordance with guidelines, rules, regulations prescribed by SEBI. Bidders are advised to make their own judgment about an investment through this process prior to submitting a Bid.

Bidders should note the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the final approval of the RoC after the Prospectus is filed with the RoC.

Illustration of Book Building Process and the Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, see "*Offer Procedure*" on page 418.

Underwriting Agreement

Prior to the filing of Prospectus with the RoC, and in accordance with Regulation 40(3) of SEBI ICDR Regulations, the Selling Shareholders and our Company intend to enter into the Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. It is proposed that pursuant to the terms of the Underwriting Agreement, each of the BRLMs shall be severally responsible for bringing in the amount devolved in the event the respective Syndicate Member do not fulfill their underwriting obligations. Pursuant to the terms of the Underwriting Agreement, the obligations of each of the Underwriters are several and are subject to certain conditions specified therein.

The Underwriting Agreement is dated [●]. The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(This portion has been intentionally left blank and will be completed before the filing of the Prospectus with the RoC.)

Name, address, telephone number and email address of the Underwriters	Indicative Number of Equity Shares of face value ₹ 2 each to be underwritten	Amount underwritten (₹ million)
[●]	[●]	[●]
[●]	[●]	[●]
[●]	[●]	[●]
[●]	[●]	[●]
Total	[●]	[●]

The above-mentioned amount is indicative and will be finalised after determination of the Offer Price and finalisation of the Basis of Allotment and subject to the provisions of the SEBI ICDR Regulations.

In the opinion of our Board (based on representations given by the Underwriters), the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or are registered as brokers with the Stock Exchange(s). The Board of Directors/ IPO Committee, at its meeting, held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in the proportion of their underwriting commitments set forth in the table above. Notwithstanding the above table, each of the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to Bidders procured by them, in accordance with the Underwriting Agreement.

In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the

Underwriting Agreement, will also be required to procure subscribers for or subscribe to the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement.

The Underwriting Agreement has not been entered into as on the date of this Red Herring Prospectus. The Underwriting Agreement shall be entered into on or after the Pricing Date but prior to filing of the Prospectus with the RoC. The extent of underwriting obligations and the Bids to be underwritten in the Offer shall be as per the Underwriting Agreement.

CAPITAL STRUCTURE

The share capital of our Company as of the date of this Red Herring Prospectus is set forth below.

(In ₹, except share data)

Sr. No.	Particulars	Aggregate value at nominal value	Aggregate value at offer price*
A.	**AUTHORISED SHARE CAPITAL#**		
	61,000,000 Equity Shares of face value of ₹ 2 each	122,000,000.00	-
	180,000 Compulsory Convertible Preference Shares of face value of ₹ 100 each	18,000,000.00	-
	Total	**140,000,000.00**	-
B.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	52,080,758 Equity Shares of face value of ₹ 2 each^	104,161,516.00	-
	Total	**104,161,516.00**	-
C.	**PRESENT OFFER**		
	Offer for Sale of up to 19,189,330 Equity Shares aggregating up to ₹ [●] million by the Selling Shareholders (1)	Up to 38,378,660.00	[●]
D.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER**		
	[●] Equity Shares of face value of ₹ 2 each	[●]	[●]
E.	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer	₹ 464.83 million	
	After the Offer*	₹ [●] million	

**To be included upon finalisation of Offer Price.*

 # For details of changes in the authorised share capital of our Company, see "History and Certain Corporate Matters – Amendments to our MoA", on page 254.

^ Our Company has converted 162,859 outstanding CCPS into 8,955,761 Equity Shares on November 13, 2024. The conversion of such CCPS into Equity Shares was on a ratio of one CCPS into 54.99 Equity Shares of face value ₹ 2 each.

(1) Each of the Selling Shareholders, severally and not jointly, specifically confirms and undertakes that its portion of the Offered Shares and where applicable, such outstanding CCPS have been converted into its respective portion of the Offered Shares, has been held by such Selling Shareholder for a continuous period of at least one year prior to the filing of the Draft Red Herring Prospectus in terms of Regulation 8 of the SEBI ICDR Regulations, and are eligible for the Offer for Sale in accordance with the provisions of the SEBI ICDR Regulations. The Offer for Sale has been taken on record by our Board pursuant to resolution dated July 23, 2024. The Selling Shareholders have confirmed and approved its participation in the Offer for Sale as set out below:

Sr. No.	*Selling Shareholder*	*Aggregate amount of Offer for Sale (₹ million)*	*Number of Equity Shares proposed to be offered in the Offer for Sale*	*Date of resolution of the board/ committee of executive directors*	*Date of consent letter*
1.	Dr. Somnath Chatterjee	[●]	2,132,148	NA	July 23, 2024
2.	Ritu Mittal	[●]	2,132,148	NA	July 23, 2024
3.	Satish Kumar Verma*	[●]	2,132,148	NA	July 23, 2024
4.	OrbiMed Asia II Mauritius Limited**	[●]	10,660,737	July 5, 2024	July 23, 2024
5.	Munna Lal Kejriwal	[●]	799,556	NA	July 23, 2024
6.	Santosh Kumar Kejriwal	[●]	1,332,593	NA	July 23, 2024

** Shares are jointly held with Suman Verma*

***Surviving entity pursuant to amalgamation of OrbiMed Asia II Mauritius FDI Investments Limited, the erstwhile shareholder, into OrbiMed Asia II Mauritius Limited on November 11, 2022*

Notes to the capital structure

1. *History of equity share capital of our Company*

The following table sets forth the history of the equity share capital of our Company:

[***Remainder of this page intentionally kept blank***]

Date of allotment	Nature of allotment	Number of equity shares allotted	Cumulative number of equity shares	Face value (₹)	Issue price per equity share (₹)	Form of consideration	Name of allottees
March 15, 2005	Allotment pursuant to subscription to the Memorandum of Association	1,000	1,000	100	100	Cash	Allotment of 500 equity shares to Dr. Somnath Chatterjee and 500 equity shares to Kishan Kumar Kejriwal* (as subscribers to Memorandum of Association).
March 20, 2007	Further issue	179,000	180,000	100	100	Cash	Allotment of 9,500 equity shares to Kishan Kumar Kejriwal*, 85,000 equity shares to Oscar International Limited, 10,000 equity shares to Ritu Mittal, 24,500 equity shares to Dneema Overseas Private Limited, 20,000 equity shares to Satish Kumar Verma, 20,000 equity shares to Suraksha Diagnostic & Eye Centre Private Limited and 10,000 equity shares to Panorama Electronics Private Limited.
January 31, 2008	Further issue	90,000	270,000	100	100	Cash	Allotment of 52,500 equity shares to Oscar Marketing Company Private Limited, 5,000 equity shares to Satish Kumar Verma, 5,000 equity shares to Ritu Mittal, 10,000 equity shares to Suraksha Diagnostic & Eye Centre Private Limited, 12,500 equity shares to Dr. Somnath Chatterjee and 5,000 equity shares to Joydeep Chowdhury.
August 6, 2010	Further issue	135,000	405,000	100	100	Cash	Allotment of 39,375 equity shares to Kishan Kumar Kejriwal*, 7,500 equity shares to Ritu Mittal, 5,500 equity shares to Dneema Overseas Private Limited, 46,875 equity shares to Satish Kumar Verma, 15,000 equity shares to Suraksha Diagnostic & Eye Centre Private Limited, 7,500 equity shares to Panorama Electronics Private Limited, 13,250 equity shares to Tinni Investments Limited.
April 12, 2011	Further issue	216,000	621,000	100	100	Cash	Allotment of 12,000 equity shares to Joydeep Chowdhury, 23,000 equity shares to Munna Lal Kejriwal, 12,000 equity shares to Ritu Mittal, 40,000 equity shares to Santosh Kumar Kejriwal, 75,000 equity shares to Satish Kumar Verma, 24,000 equity shares to Suraksha Diagnostic & Eye Centre Private Limited, 30,000 equity shares to Tinni Investments Limited.
November 29, 2011^	Issue of sweat equity shares	69,000	690,000	100	Nil	Not applicable	Allotment of 34,500 equity shares to Dr. Somnath Chatterjee and 34,500 equity shares to Ritu Mittal.
Our Company sub-divided 690,000 equity shares of face value of ₹ 100 each into 34,500,000 Equity Shares of face value of ₹ 2 each pursuant to its shareholders resolution dated May							

Date of allotment	Nature of allotment	Number of equity shares allotted	Cumulative number of equity shares	Face value (₹)	Issue price per equity share (₹)	Form of consideration	Name of allottees
17, 2024							
June 3, 2024	Bonus issue in the ratio of 1 Equity Share for every 4 Equity Shares held	8,624,997	43,124,997	2	Nil	Not applicable	Allotment of 825,000 Equity Shares to Dr. Somnath Chatterjee, 1,972,112 Equity Shares to Ritu Mittal, 1,671,112 Equity Shares to Satish Kumar Verma, 1,682,337 Equity Shares to OrbiMed Asia II Mauritius Limited, 221,212 Equity Shares to Munna Lal Kejriwal, 384,725 Equity Shares to Santosh Kumar Kejriwal, 961,812 Equity Shares to late Kishan Kumar Kejriwal*, 91,375 Equity Shares to Sandeep Kejriwal, 481,400 Equity Shares to Tinni Investments Limited and 333,912 Equity Shares to Dneema Overseas Private Limited.
November 13, 2024	Allotment pursuant to conversion of CCPS	8,955,761	52,080,758	2	NA	Cash^^	Allotment of 8,955,761 Equity Shares to Orbimed Asia II Mauritius Limited pursuant to conversion of 162,859 Compulsorily Convertible Cumulative Preference Shares comprising of (i) 1,26,568 India 2020 Compulsorily Convertible Preference Shares of face value of ₹100 each and (ii) 36,291 Series A Compulsorily Convertible Cumulative Preference Shares of face value of ₹100. The conversion of such CCPS into Equity Shares was on a ratio of one CCPS into 54.99 Equity Shares of face value ₹ 2 each.

** As on the date of this RHP, Kishan Kumar Kejriwal is deceased. The process in relation to the transmission of all Equity Shares held by late Kishan Kumar Kejriwal to his successor, Sarla Kejriwal, is pending and subject to completion of probate. Notwithstanding, the transmission formalities under process, the said shares being part of the pre holding of the promoters group shall be locked in as per the provisions of SEBI ICDR Regulations.*

^The Form 23 in respect of special resolution passed by the shareholders of the Company granting their approval for issuance of 69,000 sweat equity shares at the extra-ordinary general meeting held on September 29, 2011), is neither available with the Company nor was found in the Ministry of Corporate Affairs portal during an online search by Manish Ghia & Associates, Company Secretaries. Further, the evidence for payment of stamp duty on Form 3 (filed in respect of particulars of contract for issuance of sweat equity shares) in terms of Section 75 of Companies Act, 1956 is not available with the Company. Our Company has filed form MGT-14, (erstwhile form 23), in relation to the aforementioned allotment on July 22, 2024, to correct the lapse. We have also filed an adjudication application dated July 23, 2024 with the Registrar of Companies, Kolkata at West Bengal, for adjudication of violation of section 192 of the Companies Act, 1956, due to non-filing of form 23. Furthermore, in the Form 2 filed in respect of the allotment, the Company has inadvertently attached resolution relating to issuance of sweat equity shares instead of resolution for allotment. Subsequent to hearing held on October 17, 2024, our Company has deposited fee of ₹ 0.2 million. For applicable risks, see "Risk Factors - Certain of our corporate records and filings are not traceable and may have inadvertent errors or inaccuracies. We cannot assure that regulatory proceedings or actions will not be initiated against us in the future, and we will not be subject to any penalty imposed by the competent regulatory authority in this regard." on page 45.

^^ Cash as consideration was paid at the time of allotment of CCPS. The amount paid on the acquisition of CCPS has been considered as the basis for arriving at the acquisition price of Equity Shares on conversion of CCPS.

[***Remainder of this page intentionally kept blank***]

2. *History of preference share capital of our Company*

There are no outstanding preference share capital of our Company as on the date of this Red Herring Prospectus. The following table sets forth the history of the Preference Share capital of the Company.

Date of Allotment	Number of CCPS allotted	Details of allottees and number of preference shares allotted	Face value (₹)	Acquisition price per Preference Share (₹)	Estimated Price per Equity Shares(₹)*	Nature of consideration	Nature of allotment	Conversion Ratio	Number of Equity Shares to be allotted/allotted post conversion	Cumulative number of Preference Shares	Cumulative paid-up Preference Share Capital (₹)
India 2020 CCPS^											
March 18, 2013	1,26,568	Allotment of 126,568 India 2020 CCPS to India 2020 Limited	100	2,370.27	43.10	Cash	Private placement	One CCPS up to 54.99 Equity Share of face value ₹2	69,60,087	1,26,568	1,26,56,800
November 13, 2024	(1,26,568)	Conversion of India 2020 CCPS to equity shares	100	NA	NA	NA	Conversion of CCPS	One CCPS up to 54.99 Equity Share of face value ₹2	(69,60,087)	-	-
Sub-total (A)	-	-	-	-	-	-	-	-	-	-	-
Series A CCPS^											
December 29, 2016	36,291	Allotment of 36,291 Series A CCPS to OrbiMed Asia II Mauritius Limited	100	5,510.87	88.17	Cash	Private Placement	One CCPS up to 54.99 Equity Share of face value ₹2	1,995,674	36,291	36,29,100
November 13, 2024	(36,291)	Conversion of Series A CCPS to	100	NA	NA	NA	Conversion of CCPS	One CCPS up to 54.99 Equity	(1,995,674)	-	-

		equity shares						Share of face value ₹2			
Sub-total (B)	-	-	-	-	-	-	-	-	-	-	-
Total(A+B)	-	-	-	-	-	-	-	-	-	-	-

^Cash as consideration was paid at the time of allotment of CCPS. The amount paid on the acquisition of CCPS has been considered as the basis for arriving at the acquisition price of Equity Shares on conversion of CCPS.

3. *Equity shares issued for consideration other than cash or through bonus issue or out of revaluation reserves*

Our Company has not issued any equity shares for consideration other than cash or out of revaluation reserves since its incorporation. Except as detailed below, our Company has not issued any equity shares through bonus issue since its incorporation:

Date of issue	Name of allotee	Number of equity shares allotted	Face value (₹)	Issue price per equity share (₹)	Reason/ Nature of allotment	Benefits accrued to our Company
Bonus issue	Allotment of 825,000 Equity Shares to Dr. Somnath Chatterjee, 1,972,112 Equity Shares to Ritu Mittal, 1,671,112 Equity Shares to Satish Kumar Verma, 1,682,337 Equity Shares to OrbiMed Asia II Mauritius Limited**, 221,212 Equity Shares to Munna Lal Kejriwal, 384,725 equity shares to Santosh Kumar Kejriwal, 961,812 Equity Shares to Kishan Kumar Kejriwal*, 91,375 Equity Shares to Sandeep Kejriwal, 481,400 Equity Shares to Tinni Investments Limited and 333,912 Equity Shares to Dneema Overseas Private Limited.	8,624,997	2	Nil	Bonus issue in the ratio of 1 Equity Share for every 4 Equity Shares held	NA

** As on the date of this RHP, Kishan Kumar Kejriwal is deceased. The process in relation to the transmission of all Equity Shares held by late Kishan Kumar Kejriwal to his successor, Sarla Kejriwal, is pending and subject to completion of probate. Notwithstanding, the transmission formalities under process, the said shares being part of the pre holding of the promoters group shall be locked in as per the provisions of SEBI ICDR Regulations.*

*** Surviving entity pursuant to amalgamation of OrbiMed Asia II Mauritius FDI Investments Limited, the erstwhile shareholder, into OrbiMed Asia II Mauritius Limited on November 11, 2022*

4. ***Issue of equity shares pursuant to schemes of arrangement***

As of the date of this Red Herring Prospectus, our Company has not allotted any Equity Shares pursuant to any scheme of arrangement approved under sections 230-234 of the Companies Act, 2013 or Sections 391 to 394 of the Companies Act, 1956.

5. ***Issue of equity shares under employee stock option schemes***

As of the date of this Red Herring Prospectus, our Company has not issued Equity Shares under the ESOP Scheme. For further details, see *" – 19 - Employee Stock Option Scheme ("ESOP Scheme")"* on page 117.

6. ***Issue of equity shares that may have been at a price lower than the Issue Price in the last year from the date of this Red Herring Prospectus***^

The Offer Price for the Equity Shares is ₹ [●]. The details of equity shares issued by our Company in the last one year preceding the date of filing of this Red Herring Prospectus which may have been issued at a price lower than the Offer Price are as follows:

Name of allottees	Whether allottees are part of the promoter group	Date of allotment	Number of equity shares allotted	Face value (in ₹)	Offer price per equity share (in ₹)	Reason for allotment
Allotment of 825,000 Equity Shares to Dr. Somnath Chatterjee, 1,972,112 Equity Shares to Ritu Mittal, 1,671,112 Equity Shares to Satish Kumar Verma, 1,682,337 Equity Shares to OrbiMed Asia II Mauritius Limited**, 221,212 Equity Shares to Munna Lal Kejriwal, 384,725 Equity Shares to Santosh Kumar Kejriwal, 961,812 Equity Shares to Kishan Kumar Kejriwal*, 91,375 Equity Shares to Sandeep Kejriwal, 481,400 Equity Shares to Tinni Investments Limited and 333,912 Equity Shares to Dneema Overseas Private Limited.	Yes, except for OrbiMed Asia II Mauritius Limited**, Santosh Kumar Kejriwal, Munna Lal Kejriwal and Sandeep Kejriwal	June 3, 2024	8,624,997	2	Nil	Bonus issue in the ratio of 1 Equity Share for every 4 Equity Shares held

** As on the date of this RHP, Kishan Kumar Kejriwal is deceased. The process in relation to the transmission of all Equity Shares held by late Kishan Kumar Kejriwal to his successor, Sarla Kejriwal, is pending and subject to completion of probate. Notwithstanding, the transmission* *formalities under process, the said shares being part of the pre holding of the promoters group shall be locked in as per the provisions of SEBI ICDR Regulations.*

*** Surviving entity pursuant to amalgamation of OrbiMed Asia II Mauritius FDI Investments Limited, the erstwhile shareholder, into OrbiMed Asia II Mauritius Limited on November 11, 2022*

^ The above table does not include conversion of CCPS where consideration was paid at the time of acquisition of CCPS, and not at conversion.

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7. Shareholding Pattern of our Company

The table below presents the shareholding pattern of our Company as on the date of this Red Herring Prospectus*.

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid-up Equity Shares held (IV)	Number of Partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) =(IV)+(V)+(VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of voting rights held in each class of securities (IX)			Number of Equity Shares underlying outstanding convertible securities (including warrants) (X)**	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) as a % of (A+B+C2)**	Number of Locked in Equity Shares (XII)		Number of Equity Shares pledged or otherwise encumbered ^ (XIII)		Number of Equity Shares held in dematerialized form (XIV)
								Number of voting rights		Total as a % of (A+B+ C)			Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
								Class: Equity Shares	Total								
(A)	Promoter and Promoter Group*	6	31,802,034	0	0	31,802,034	61.07%	31,802,034	3,18,02,034	61.07 %	0	61.07%	0	0	-	-	31,802,034
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Non-Promoter- Non-Public	4	2,02,78,724	0	0	2,02,78,724	38.93%	2,02,78,724	2,02,78,724	38.93 %	0	38.93%	0	0	-	-	2,02,78,724
	OrbiMed Asia II Mauritius Limited ***	-	1,73,67,448	0	0	1,73,67,448	33.35 %	1,73,67,448	1,73,67,448	33.35 %	0	33.35 %	0	0	-	-	1,73,67,448
	Munna Lal Kejriwa	-	1,106,062	0	0	1,106,062	2.12%	1,106,062	1,106,062	2.12%	0	2.12%	0	0	-	-	1,106,062

	l																
	Sandeep Kejriwal	-	456,875	0	0	456,875	0.88%	456,875	456,875	0.88%	0	0.88%	0	0	-	-	456,875
	Santosh Kumar Kejriwal	-	1,348,339	0	0	1,348,339	2.59%	1,348,339	1,348,339	2.59%	0	2.59%	0	0	-	-	1,348,339
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	**10**	**52,080,758**	**0**	**0**	**52,080,758**	**100.00%**	**52,080,758**	**52,080,758**	**100 %**	**0**	**100.00%**	**0**	**0**	**-**	**-**	**52,080,758**

**This includes the details of Equity Shares held by the late Kishan Kumar Kejriwal, in whose demat account 4,809,062 Equity Shares are currently held. The process in relation to the transmission of all Equity Shares held by late Kishan Kumar Kejriwal to his successor, Sarla Kejriwal, is pending and subject to completion of probate.*

*** Our Company has converted 162,859 outstanding CCPS into 8,955,761 Equity Shares on November 13, 2024. The conversion of such CCPS into Equity Shares was on a ratio of one CCPS into 54.99 Equity Shares of face value ₹ 2 each.*

*^Our Promoters and certain members of our Promoter Group have pledged certain Equity Shares held by them in favour of Vistra ITCL (India) Limited (“**Trustee**”), in its capacity as debenture trustee for the benefit of the debenture-holders, as security for debentures issued by our Promoter Group entity, Tinni Investments Limited, and in addition disposal restrictions have been created on Equity Shares held by certain other shareholders. Pursuant to consent letter dated July 16, 2024, the Trustee has provided consent to release the pledge and disposal restrictions on the Equity Shares prior to filing of the Red Herring Prospectus with the ROC. For details, see “Capital Structure - Encumbrance on Equity Shares held by our Promoters” on page 116. For risks in relation to the same, see “Risk Factors - Our Promoters and certain members of our Promoter Group have pledged some of the Equity Shares held by them in favour of Vistra ITCL (India) Limited, in its capacity as debenture trustee for the benefit of the debenture-holders, as security for debentures issued by our Promoter Group entity, Tinni Investments Limited, in addition to disposal restrictions on Equity Shares held by certain other shareholders. Any invocation of such pledge could dilute the aggregate shareholding of our Promoters, and such members of our Promoter Group, which may cause a change in control of our Company and trigger an open offer requirement under the Takeover Regulations.” on page 41.*

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8. Equity Shares held by the Shareholders holding 1% or more of the paid-up capital of our Company

The Shareholders holding 1% or more of the equity paid-up capital of our Company, on a fully diluted basis, as on the date of this Red Herring Prospectus are as follows:

Sr. No.	Name of Shareholder	Pre-Offer*	
		No. of Equity Shares of face value ₹ 2 each	Percentage of pre-Offer capital (%)
1.	Ritu Mittal	10,408,455	19.99%
2.	Satish Kumar Verma***	7,776,119	14.93%
3.	OrbiMed Asia II Mauritius Limited**	17,367,448	33.35%
4.	Late Kishan Kumar Kejriwal^	4,809,062	9.23%
5.	Dr. Somnath Chatterjee	4,731,836	9.09%
6.	Tinni Investments Limited	2,407,000	4.62%
7.	Santosh Kumar Kejriwal	13,48,339	2.59%
8.	Dneema Overseas Private Limited	16,69,562	3.21%
9.	Munna Lal Kejriwal	11,06,062	2.12%
	Total	**51,623,883**	**99.12%**

** Our Company has converted 162,859 outstanding CCPS into 8,955,761 Equity Shares on November 13, 2024. The conversion of such CCPS into Equity Shares was on a ratio of one CCPS into 54.99 Equity Shares of face value ₹ 2 each.*

***Surviving entity pursuant to amalgamation of OrbiMed Asia II Mauritius FDI Investments Limited, the erstwhile shareholder, into OrbiMed Asia II Mauritius Limited on November 11, 2022. Pursuant to the Offer, the post-Offer shareholding of OrbiMed Asia II Mauritius Limited will fall below 25% on a fully diluted basis.*

^ As on the date of this RHP, Kishan Kumar Kejriwal (in whose demat account the Equity Shares are held) is deceased. The process in relation to the transmission of all Equity Shares held by late Kishan Kumar Kejriwal to his successor, Sarla Kejriwal, is pending and subject to completion of probate. Notwithstanding, the transmission formalities under process, the said shares being part of the pre holding of the promoters group shall be locked in as per the provisions of SEBI ICDR Regulations.

**** Shares are jointly held with Suman Verma*

The Shareholders holding 1% or more of the equity paid-up capital of our Company, on a fully diluted basis, ten days prior to the filing of this Red Herring Prospectus are as follows:

Sr. No.	Name of Shareholder	Pre-Offer *	
		No. of Equity Shares of face value ₹ 2 each	Percentage of pre-Offer capital (%)
1.	Ritu Mittal	10,408,455	19.99%
2.	Satish Kumar Verma***	7,776,119	14.93%
3.	OrbiMed Asia II Mauritius Limited**	17,367,448	33.35%
4.	Kishan Kumar Kejriwal^	4,809,062	9.23%
5.	Dr. Somnath Chatterjee	4,731,836	9.09%
6.	Tinni Investments Limited	2,407,000	4.62%
7.	Santosh Kumar Kejriwal	13,48,339	2.59%
8.	Dneema Overseas Private Limited	16,69,562	3.21%
9.	Munna Lal Kejriwal	11,06,062	2.12%
	Total	**51,623,883**	**99.12%**

** Our Company has converted 162,859 outstanding CCPS into 89,55,761 Equity Shares on November 13, 2024. The conversion of such CCPS into Equity Shares was on a ratio of one CCPS into 54.99 Equity Shares of face value ₹ 2 each.*

***Surviving entity pursuant to amalgamation of OrbiMed Asia II Mauritius FDI Investments Limited, the erstwhile shareholder, into OrbiMed Asia II Mauritius Limited on November 11, 2022. Pursuant to the Offer, the post-Offer shareholding of OrbiMed Asia II Mauritius Limited will fall below 25% on a fully diluted basis.*

^ As on the date of this RHP, Kishan Kumar Kejriwal (in whose demat account the Equity Shares were then held) is deceased. The process in relation to the transmission of all Equity Shares held by late Kishan Kumar Kejriwal to his successor, Sarla Kejriwal, is pending and subject to completion of probate. Notwithstanding, the transmission formalities under process, the said shares being part of the pre holding of the promoters group shall be locked in as per the provisions of SEBI ICDR Regulations.

**** Shares are jointly held with Suman Verma*

The Shareholders holding 1% or more of the equity paid-up capital of our Company, on a fully diluted basis, as on one year prior to the date of this Red Herring Prospectus are as follows:

Sr. No.	Name of Shareholder	Pre-Offer*	
		No. of Equity Shares of face value ₹ 100 each	Percentage of pre-Offer capital (%)
1.	Ritu Mittal	157,769	18.93%
2.	Satish Kumar Verma***	133,689	16.04%
3.	OrbiMed Asia II Mauritius Limited**	277,879	33.35%

Sr. No.	Name of Shareholder	Pre-Offer*	
		No. of Equity Shares of face value ₹ 100 each	Percentage of pre-Offer capital (%)
4.	Kishan Kumar Kejriwal^	76,945	9.23%
5.	Dr. Somnath Chatterjee	66,000	7.92%
6.	Tinni Investments Limited	38,512	4.62%
7.	Santosh Kumar Kejriwal	30,778	3.69%
8.	Dneema Overseas Private Limited	26,713	3.21%
9.	Munna Lal Kejriwal	17,697	2.12%
	Total	**825,982**	**99.12%**

* *Our Company has converted 162,859 outstanding CCPS into 8,955,761 Equity Shares on November 13, 2024. The conversion of such CCPS into Equity Shares was on a ratio of one CCPS into 54.99 Equity Shares of face value ₹2 each.*
^As on the date of this RHP, Kishan Kumar Kejriwal (in whose demat account the Equity Shares were then held) is deceased. The process in relation to the transmission of all Equity Shares held by late Kishan Kumar Kejriwal to his successor, Sarla Kejriwal, is pending and subject to completion of probate. Notwithstanding, the transmission formalities under process, the said shares being part of the pre holding of the promoters group shall be locked in as per the provisions of SEBI ICDR Regulations.
***Surviving entity pursuant to amalgamation of OrbiMed Asia II Mauritius FDI Investments Limited, the erstwhile shareholder, into OrbiMed Asia II Mauritius Limited on November 11, 2022. Pursuant to the Offer, the post-Offer shareholding of OrbiMed Asia II Mauritius Limited will fall below 25% on a fully diluted basis.*
**** Shares are jointly held with Suman Verma*

The Shareholders holding 1% or more of the equity paid-up capital of our Company, on a fully diluted basis, as on two years prior to filing of this Red Herring Prospectus are as follows:

Sr. No.	Name of Shareholder	Pre-Offer*	
		No. of Equity Shares of face value ₹ 100 each	Percentage of pre-Offer capital (%)
1.	Ritu Mittal	1,57,769	18.93%
2.	Satish Kumar Verma***	1,33,689	16.04%
3.	OrbiMed Asia II Mauritius Limited**	2,77,879	33.35%
4.	Kishan Kumar Kejriwal^	76,945	9.23%
5.	Dr. Somnath Chatterjee	66,000	7.92%
6.	Tinni Investments Limited	38,512	4.62%
7.	Santosh Kumar Kejriwal	30,778	3.69%
8.	Dneema Overseas Private Limited	26,713	3.21%
9.	Munna Lal Kejriwal	17,697	2.12%
	Total	**825,982**	**99.12%**

* *Our Company has converted 162,859 outstanding CCPS into 8,955,761 Equity Shares on November 13, 2024. The conversion of such CCPS into Equity Shares was on a ratio of one CCPS into 54.99 Equity Shares of face value ₹2 each.*
***Surviving entity pursuant to amalgamation of OrbiMed Asia II Mauritius FDI Investments Limited, the erstwhile shareholder, into OrbiMed Asia II Mauritius Limited on November 11, 2022. Pursuant to the Offer, the post-Offer shareholding of OrbiMed Asia II Mauritius Limited will fall below 25% on a fully diluted basis.*
**** Shares are jointly held with Suman Verma*
^As on the date of this RHP, Kishan Kumar Kejriwal (in whose demat account the Equity Shares were then held) is deceased. The process in relation to the transmission of all Equity Shares held by late Kishan Kumar Kejriwal to his successor, Sarla Kejriwal, is pending and subject to completion of probate. Notwithstanding, the transmission formalities under process, the said shares being part of the pre holding of the promoters group shall be locked in as per the provisions of SEBI ICDR Regulations.

9. *Details of shareholding of our Promoters, members of our Promoter Group, and Selling Shareholders in our Company*

(i) ***Shareholding of our Promoters and the members of the Promoter Group in our Company***

As on the date of this Red Herring Prospectus, our Promoters and Promoter Group hold 31,802,034 Equity Shares of ₹ 2 each, which constitute 61.07 % of the issued, subscribed, and paid-up equity share capital of our Company, as set forth in the table below:

Sr. no.	Name of shareholders	Pre- Offer*		Post- Offer*	
		No. of Equity Shares of face value ₹ 2 each	Percentage of pre- Offer capital (%)	No. of Equity Shares of face value ₹ 2 each	Percentage of post- Offer capital (%)
Promoters					

Sr. no.	Name of shareholders	Pre- Offer*		Post- Offer*	
		No. of Equity Shares of face value ₹ 2 each	Percentage of pre- Offer capital (%)	No. of Equity Shares of face value ₹ 2 each	Percentage of post- Offer capital (%)
1.	Dr. Somnath Chatterjee	4,731,836	9.09	[●]	[●]
2.	Ritu Mittal	10,408,455	19.99	[●]	[●]
3.	Satish Kumar Verma**	7,776,119	14.93	[●]	[●]
Promoter Group					
4.	Tinni Investments Limited	2,407,000	4.62	[●]	[●]
5.	Dneema Overseas Private Limited	16,69,562	3.21	[●]	[●]
6.	Sarla Kejriwal (nominee and legal heir of late Kishan Kumar Kejriwal)*	4,809,062	9.23	[●]	[●]
	Total	**31,802,034**	**61.07**	**[●]**	**[●]**

* *The process in relation to the transmission of all Equity Shares held by late Kishan Kumar Kejriwal to his successor, Sarla Kejriwal, is pending and subject to completion of probate.*

** *Shares are jointly held with Suman Verma*

The entire shareholding of our Promoters and the Promoter Group is in dematerialised form as of the date of this Red Herring Prospectus.

(ii) ***Build-up of Promoters', members of Promoter Group, and Selling Shareholders' shareholding in our Company (to the extent applicable)***

Set forth below is the build-up of our Promoter's, members of Promoter Group, and Selling Shareholders' equity shareholding since the incorporation of our Company:

Date of allotment/ credit of transfer	Nature of transaction	Nature of Consideration	Number of equity shares	Face value per equity shares (in ₹)	Offer / acquisition/ transfer price per equity share (in ₹)	% of the pre-Offer equity share capital***@	% of the post-Offer equity share capital
Name of our Promoter: Dr. Somnath Chatterjee							
March 15, 2005	Allotment pursuant to subscription to the Memorandum of Association	Cash	500	100	100	0.05 %	[●]
January 31, 2008	Further issue	Cash	12,500	100	100	1.20 %	[●]
November 29, 2011	Issue of sweat equity shares	NA	34,500	100	Nil	3.31 %	[●]
September 4, 2012	Transfer from Satish Kumar Verma	Cash	8,625	100	100	0.83 %	[●]
December 29, 2016	Transfer to OrbiMed Asia II Mauritius Limited*	Cash	(6,149)	100	5,510.87	(0.59%)	[●]
October 21, 2021	Transfer from Satish Kumar Verma	Cash	16,024	100	11,725	1.54 %	[●]
Our Company sub-divided equity shares of face value of ₹ 100 each into Equity Shares of face value of ₹ 2 each pursuant to its shareholders resolution passed at the extra ordinary general meeting held on May 17, 2024							
June 3, 2024	Bonus issue	NA	825,000	2	NA	1.58 %	[●]
November 13, 2024	Transfer from Santosh Kumar Kejriwal	Cash	29,578	2	42.60	0.06 %	[●]
November 14, 2024	Transfer from Satish Kumar Verma	Cash	577,258	2	42.60	1.11 %	[●]
Total@			**4,731,836**			**9.09 %**	**[●]**
Name of our Promoter: Ritu Mittal							
March 20, 2007	Further issue	Cash	10,000	100	100	0.96 %	[●]

Date of allotment/ credit of transfer	Nature of transaction	Nature of Consideration	Number of equity shares	Face value per equity shares (in ₹)	Offer / acquisition/ transfer price per equity share (in ₹)	% of the pre-Offer equity share capital***@	% of the post-Offer equity share capital
January 31, 2008	Further issue	Cash	5,000	100	100	0.48 %	[●]
August 6, 2010	Further issue	Cash	7,500	100	100	0.72 %	[●]
April 12, 2011	Further issue	Cash	12,000	100	100	1.15 %	[●]
November 29, 2011	Issue of sweat equity shares	NA	34,500	100	NA	3.31 %	[●]
September 4, 2012	Transfer of equity shares from Kishan Kumar Kejriwal^	Cash	8,625	100	100	0.83 %	[●]
December 29, 2016	Transfer of equity shares to OrbiMed Asia II Mauritius Limited*	Cash	(9,056)	100	5,510.87	(0.87%)	[●]
December 18, 2020	Transfer of equity shares from Suraksha Diagnostic and Eye Centre Private Limited	Cash	53,092	100	1,716	5.10 %	[●]
October 8, 2021	Transfer from Joydeep Chowdhury	Cash	13,081	100	11,725	1.26 %	[●]
October 8, 2021	Transfer from Panaroma Electronics Private Limited	Cash	13,465	100	11,725	1.29 %	[●]
October 21, 2021	Transfer from Satish Kumar Verma	Cash	9,562	100	11,725	0.92 %	[●]
Our Company sub-divided equity shares of face value of ₹ 100 each into Equity Shares of face value of ₹ 2 each pursuant to its shareholders resolution passed at their extraordinary general meeting held on May 17, 2024							
June 3, 2024	Bonus issue	NA	1,972,112	2	NA	3.79 %	[●]
November 13, 2024	Gift of Equity Shares from Santosh Kumar Kejriwal	NA	545,708	2	NA	1.05 %	[●]
November 14, 2024	Transfer from Satish Kumar Verma	Cash	2,185	2	42.60	0.00 %	[●]
Total@			**10,408,455**			19.99%	**[●]**
Name of our Promoter: Satish Kumar Verma **							
March 20, 2007	Further issue	Cash	20,000	100	100	1.92 %	[●]
January 31, 2008	Further issue	Cash	5,000	100	100	0.48 %	[●]
August 6, 2010	Further issue	Cash	46,875	100	100	4.50 %	[●]
April 12, 2011	Further issue	Cash	75,000	100	100	7.20 %	[●]
September 4, 2012	Transfer to Dr. Somnath Chatterjee	Cash	(8,625)	100	100	(0.83%)	[●]
January 14, 2013	Transfer from Oscar International Limited to Satish Kumar Verma jointly with Suman Verma	Cash	68,750	100	100	6.60 %	[●]
December 29, 2016	Transfer to OrbiMed Asia II Mauritius Limited*	Cash	(47,725)	100	5,510.87	(4.58%)	[●]
October 21, 2021	Transfer to Dr. Somnath Chatterjee	Cash	(16,024)	100	11,725	(1.54%)	[●]
October 21, 2021	Transfer to Ritu Mittal	Cash	(9,562)	100	11,725	(0.92%)	[●]
Our Company sub-divided equity shares of face value of ₹ 100 each into Equity Shares of face value of ₹ 2 each pursuant to its shareholders resolution passed at their extraordinary general meeting held on May 17, 2024							
June 3, 2024	Bonus issue	NA	1,671,112	2	NA	3.21 %	[●]
November 14, 2024	Transfer to Dr. Somnath Chatterjee	Cash	(577,258)	2	42.60	(1.11%)	[●]
November 14, 2024	Transfer to Ritu Mittal	Cash	(2,185)	2	42.60	(0.00%)	[●]
Total@			**7,776,119**			14.93 %	[●]

Date of allotment/ credit of transfer	Nature of transaction	Nature of Consideration	Number of equity shares	Face value per equity shares (in ₹)	Offer / acquisition/ transfer price per equity share (in ₹)	% of the pre-Offer equity share capital***@	% of the post-Offer equity share capital
Name of Selling Shareholder: OrbiMed Asia II Mauritius Limited*							
December 29, 2016	Transfer from Dr. Somnath Chatterjee	Cash	6,149	100	5,510.87	0.59%	[●]
December 29, 2016	Transfer from Ritu Mittal	Cash	9,056	100	5,510.87	0.87%	[●]
December 29, 2016	Transfer from Kishan Kumar Kejriwal^	Cash	23,055	100	5,510.87	2.21%	[●]
December 29, 2016	Transfer from Munna Lal Kejriwal	Cash	5,303	100	5,510.87	0.51%	[●]
December 29, 2016	Transfer from Santosh Kumar Kejriwal	Cash	9,222	100	5,510.87	0.89%	[●]
December 29, 2016	Transfer from Suraksha Diagnostic & Eye Centre Private Limited	Cash	15,908	100	5,510.87	1.53%	[●]
December 29, 2016	Transfer from Dneema Overseas Private Limited	Cash	3,287	100	5,510.87	0.32%	[●]
December 29, 2016	Transfer from Tinni Investments Limited	Cash	4,738	100	5,510.87	0.45%	[●]
December 29, 2016	Transfer from Satish Kumar Verma	Cash	47,725	100	5,510.87	4.58%	[●]
December 29, 2016	Transfer from Joydeep Chowdhury	Cash	3,919	100	5,510.87	0.38%	[●]
December 30, 2016	Transfer from Panorama Electronics Private Limited	Cash	4,035	100	5,510.87	0.39%	[●]
December 29, 2016	Transfer from Sandeep Kejriwal	Cash	2,190	100	5,510.87	0.21%	[●]
Our Company sub-divided equity shares of face value of ₹ 100 each into Equity Shares of face value of ₹ 2 each pursuant to its shareholders resolution passed at their extraordinary general meeting held on May 17, 2024							
June 3, 2024	Bonus Issue	NA	1,682,337	2	NA	3.23%	[●]
November 13, 2024	Conversion of Compulsory Convertible Preference Shares into Equity Shares	Cash^^	6,960,087	2	100.21	13.36%	[●]
November 13, 2024	Conversion of Compulsory Convertible Preference Shares into Equity Shares	Cash^^	1,995,674	2	100.21	3.83%	[●]
Total@			**17,367,448**			**33.35%**	[●]
Name of Selling Shareholder: Munna Lal Kejriwal							
April 12, 2011	Further Issue	Cash	23,000	100	100	2.21%	[●]
December 29, 2016	Transfer to OrbiMed Asia II Mauritius Limited*	Cash	(5,303)	100	5,510.87	(0.51%)	[●]
Our Company sub-divided equity shares of face value of ₹ 100 each into Equity Shares of face value of ₹ 2 each pursuant to its shareholders resolution passed at their extraordinary general meeting held on May 17, 2024							
June 3, 2024	Bonus issue	NA	221,212	2	NA	0.42%	[●]
Total@			**1,106,062**			**2.12%**	**[●]**
Name of Selling Shareholder: Santosh Kumar Kejriwal							
April 12, 2011	Further Issue	Cash	40,000	100	100	3.84%	[●]
December 29, 2016	Transfer to OrbiMed Asia II Mauritius Limited*	Cash	(9,222)	100	5,510.87	(0.89%)	[●]
Our Company sub-divided equity shares of face value of ₹ 100 each into Equity Shares of face value of ₹ 2 each pursuant to its shareholders resolution passed at their extraordinary general meeting held on May 17, 2024							
June 3, 2024	Bonus issue	NA	384,725	2	NA	0.74%	[●]
November 13, 2024	Transfer to Dr. Somnath Chatterjee	Cash	(29,578)	2	42.60	(0.06%)	[●]

Date of allotment/ credit of transfer	Nature of transaction	Nature of Consideration	Number of equity shares	Face value per equity shares (in ₹)	Offer / acquisition/ transfer price per equity share (in ₹)	% of the pre-Offer equity share capital***@	% of the post-Offer equity share capital
November 13, 2024	Gift of Equity Shares to Ritu Mittal	NA	(545,708)	2	NA	(1.05%)	[●]
Total@			**1,348,339**			**2.59%**	[●]
Name of Promoter Group: Tinni Investments Limited							
August 6, 2010	Further issue	Cash	13,250	100	100	1.27%	[●]
April 12, 2011	Further issue	Cash	30,000	100	100	2.88%	[●]
December 29, 2016	Transfer to OrbiMed Asia II Mauritius Limited*	Cash	(4,738)	100	5,510.87	(0.45%)	[●]
Our Company sub-divided equity shares of face value of ₹ 100 each into Equity Shares of face value of ₹ 2 each pursuant to its shareholders resolution passed at their extraordinary general meeting held on May 17, 2024							
June 3, 2024	Bonus issue	NA	481,400	2	NA	0.92%	[●]
Total@			**2,407,000**			**4.62%**	**[●]**
Name of Promoter Group: Dneema Overseas Private Limited							
March 20, 2007	Further Issue	Cash	24,500	100	100	2.35%	[●]
August 6, 2010	Further Issue	Cash	5,500	100	100	0.53%	[●]
December 29, 2016	Transfer to OrbiMed Asia II Mauritius Limited*	Cash	(3,287)	100	5,510.87	(0.32%)	[●]
Our Company sub-divided equity shares of face value of ₹ 100 each into Equity Shares of face value of ₹ 2 each pursuant to its shareholders resolution passed at their extraordinary general meeting held on May 17, 2024							
June 3, 2024	Bonus issue	NA	333,912	2	NA	0.64%	[●]
Total@			**1,669,562**			**3.21%**	**[●]**
Name of Promoter Group: Sarla Kejriwal (nominee and legal heir of late Kishan Kumar Kejriwal)^							
March 15, 2005	Allotment pursuant to subscription to the Memorandum of Association	Cash	500	100	100	0.05%	[●]
March 20, 2007	Further issue	Cash	9,500	100	100	0.91%	[●]
August 6, 2010	Further issue	Cash	39,375	100	100	3.78%	[●]
September 4, 2012	Transfer of equity shares to Ritu Mittal	Cash	(8,625)	100	100	(0.83%)	[●]
January 14, 2013	Transfer from Oscar International Limited	Cash	68,750	100	100	6.60%	[●]
March 9, 2016	Transfer of equity shares to Sandeep Kejriwal	Cash	(9,500)	100	100	(0.91%)	[●]
December 29, 2016	Transfer to OrbiMed Asia II Mauritius Limited*	Cash	(23,055)	100	5,510.87	(2.21%)	[●]
Our Company sub-divided equity shares of face value of ₹ 100 each into Equity Shares of face value of ₹ 2 each pursuant to its shareholders resolution passed at their extraordinary general meeting held on May 17, 2024							
June 3, 2024	Bonus issue	NA	961,812	2	NA	1.85%	[●]
Total@			**4,809,062**			**9.23%**	**[●]**

** Surviving entity pursuant to amalgamation of OrbiMed Asia II Mauritius FDI Investments Limited, the erstwhile shareholder, into OrbiMed Asia II Mauritius Limited on November 11, 2022*

***Shares are jointly held with Suman Verma. The above build-up includes transfers only where there was a change in the ownership of Satish Kumar Verma as the first holder of the equity shares.*

**** Our Company has converted 162,859 outstanding CCPS into 8,955,761 Equity Shares on November 13, 2024. The conversion of such CCPS into Equity Shares was on a ratio of one CCPS into 54.99 Equity Shares of face value ₹2 each.*

@Considering the impact of share split

^ As on the date of this RHP, Kishan Kumar Kejriwal is deceased. The process in relation to the transmission of all Equity Shares held by late Kishan Kumar Kejriwal to his successor, Sarla Kejriwal, is pending and subject to completion of probate. Notwithstanding, the transmission formalities under process, the said shares being part of the pre holding of the promoters group shall be locked in as per the provisions of SEBI ICDR Regulations.
^^ Cash as consideration was paid at the time of allotment of CCPS. The amount paid on the acquisition of CCPS has been considered as the basis for arriving at the acquisition price of Equity Shares on conversion of CCPS.

Encumbrance on Equity Shares

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of allotment or acquisition of such Equity Shares. As of the date of this Red Herring Prospectus, certain Equity Shares of our Company held by our Promoters, members of the Promoter Group and certain other shareholders, are agreed to be pledged in favor of Vistra ITCL (India) Limited ("**Trustee**"), in its capacity as debenture trustee for the benefit of the debenture-holders, as security in relation to issuance of 8,000 unlisted, redeemable, secured, non-convertible debentures ("**NCDs**"), of face value of ₹1,00,000 each by our Promoter Group entity, Tinni Investments Limited. These Equity Shares were previously encumbered but have been released for the purposes of the Offer prior to the filing of this Red Herring Prospectus with the RoC. In the event the NCDs are outstanding after the completion of the Offer, on completion of lock-in period applicable to our Promoters in terms of Regulation 16 of the SEBI ICDR Regulations, shareholders identified below may be required to re-create encumbrance on the Equity Shares continued to be held by them after listing of Equity Shares pursuant to the Offer, subject to compliance with applicable laws. For further details, see "*Risk Factors- Our Promoters and certain members of our Promoter Group pledged some of the Equity Shares held by them in favour of Vistra ITCL (India) Limited, in its capacity as debenture trustee for the benefit of the debenture-holders, as security for debentures issued by our Promoter Group entity, Tinni Investments Limited, in addition to disposal restrictions on Equity Shares held by certain other shareholders. Any invocation of such pledge could dilute the aggregate shareholding of our Promoters, and such members of our Promoter Group, which may cause a change in control of our Company and trigger an open offer requirement under the Takeover Regulations*." on page 41. Pursuant to the arrangement, details of the Equity Shares agreed to be pledged after the Offer, subject to the NCDs remaining outstanding, are as below:

Sr. No.	Name of the pledgor	Number of Equity Shares agreed to be pledged	% of our paid-up Equity Share capital
1.	Dr. Somnath Chatterjee	4,125,000	7.90%
2.	Ritu Mittal	9,860,562	18.93%
3.	Tinni Investments Limited	2,407,000	4.62%
4.	Dneema Overseas Private Limited	1,669,562	3.20%
5.	Sarla Kejriwal (nominee and legal heir of late Kishan Kumar Kejriwal)*	3,259,375	6.25%
Total			**40.90%**

**Credit/transfer of such Equity Shares pursuant to succession is under process. Sarla Kejriwal is party to the NCD documents.*

Details of the Equity Shares for which an NDU has been executed are as below:

Sr. No.	Name of the NDU provider	Number of Equity Shares agreed to be covered by the NDU	% of our paid-up Equity Share capital
1.	Sandeep Kejriwal	456,875	0.87%
2.	Santosh Kumar Kejriwal	1,923,625	3.69%
3.	Munna Lal Kejriwal	1,106,062	2.12%
4.	Satish Kumar Verma**	8,355,562	16.04%
5.	Sarla Kejriwal (nominee and legal heir of late Kishan Kumar Kejriwal)*	1,549,687	2.97%
Total			**25.14%**

**Credit/transfer of such Equity Shares pursuant to succession is under process. Sarla Kejriwal is party to the NCD documents.*
*** Shares are jointly held with Suman Verma*

(iii) ***Sales or purchases of Equity Shares or other specified securities of our Company by the Promoter Group, or by our Directors and their relatives during the six months immediately preceding the date of this Red Herring Prospectus.***

Except as disclosed in "*Build-up of Promoters', members of Promoter Group, and Selling Shareholders' shareholding in our Company*" above, none of our Promoters, members of our Promoter Group, our Directors or their relatives have sold or purchased any Equity Shares or other specified securities of our Company during the period of six months immediately preceding the date of filing of this Red Herring Prospectus.

(iv) There have been no financing arrangements whereby the Promoters, Promoter Group, the directors of our Company and their relatives have financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity in the six months immediately preceding the date of this Red Herring Prospectus.

10. *Details of Promoter's contribution locked in for 18 months*

(i) Pursuant to Regulations 14 and 16(1) of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post- Offer Equity Share capital of our Company held by our Promoters, except for the Equity Shares offered by Dr. Somnath Chatterjee, Ritu Mittal and Satish Kumar Verma pursuant to the Offer for Sale, shall be locked-in for a period of eighteen (18) months from the date of Allotment as the minimum promoter's contribution ("**Promoter's Contribution**"). Our Promoter's shareholding in excess of 20% of the fully diluted post- Offer Equity Share capital shall be locked in for a period of six (6) months from the date of Allotment.

(ii) Our Promoters have given consent, pursuant to their letters each dated [●] to include such number of Equity Shares held by them, in aggregate, as may constitute 20% of the fully diluted post- Offer Equity Share capital of our Company as Promoter's Contribution. Our Promoters have agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber in any manner the Promoter's Contribution from the date of this Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time except as may be permitted, in accordance with the SEBI ICDR Regulations. Details of the Promoter's Contribution are as provided below:

Name of our Promoters: [●]							
Date of allotment/ transfer#	**Nature of transaction**	**No. of Equity Shares allotted/ received**	**No. of Equity Shares locked in***	**Face value per Equity Share (₹)**	**Offer / acquisition price per Equity Share (₹)**	**% of the fully diluted post- Offer paid-up Capital**	**Date up to which the Equity Shares are subject to lock-in**
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total			[●]			[●]	[●]

Note: To be updated at the Prospectus stage.
All Equity Shares were fully paid-up on the respective dates of allotment or acquisition, as the case may be, of such Equity Shares.
* *Subject to finalisation of Basis of Allotment.*

(iii) Our Company undertakes that the Equity Shares that shall be locked-in for computation of the minimum Promoter's Contribution are not and will not be ineligible in terms of the Regulation 15 of the SEBI ICDR Regulations. In this connection, we confirm the following:

(i) The minimum Promoter's Contribution does not include any Equity Shares acquired during the immediately preceding three years from the date of this Red Herring Prospectus: (a) for consideration other than cash and revaluation of assets or capitalisation of intangible assets, or (b) as a result of bonus shares issued by utilization of revaluation reserves or unrealised profits of our Company or from bonus issue against Equity Shares which are otherwise ineligible for computation of the Promoter's Contribution;

(ii) The Equity Shares offered for the Promoter's Contribution do not include any Equity Shares acquired during the immediately preceding one year from the date of this Red Herring Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

(iii) Our Company has not been formed by the conversion of one or more partnership firms or a limited liability partnership firm into a company and hence no Equity Shares have been issued in the one year immediately preceding the date of this Red Herring Prospectus pursuant to conversion from a partnership firm; and

(iv) The Equity Shares forming part of the Promoter's Contribution are not subject to any pledge.

(v) All the Equity Shares held by our Promoters is in dematerialised form as on the date of this Red Herring Prospectus.

11. *Details of Equity Shares locked-in for six months:*

In terms of Regulation 17 of the SEBI ICDR Regulations, the entire pre-Offer Equity Share capital of our

Company (other than the Promoter's Contribution), shall be locked in for a period of six months from the date of Allotment in the Offer, except for:

(i) the Promoter's Contribution which shall be locked in as above;

(ii) the Equity Shares sold or transferred by the Selling Shareholders pursuant to the Offer for Sale;

(iii) any Equity Shares held by eligible employees of our Company (whether currently employees or not) which may be allotted to them under the ESOP Scheme prior to the Offer;

(iv) any Equity Shares held by an employee stock option trust or transferred to the employees by an employee stock option trust pursuant to exercise of options by the employees, whether currently employees or not, in accordance with the employee stock option plan or employee stock purchase scheme; and

(v) any Equity Shares held by a registered VCF, category I AIFs, category II AIFs or FVCIs, as applicable. However, such Equity Shares shall be locked-in for a period of at least six months from the date of purchase by such VCF or category I AIFs, category II AIFs or FVCI.

12. *Lock-in of Equity Shares Allotted to Anchor Investors*
50% of the Equity Shares Allotted to Anchor Investors under the Anchor Investor Portion will be locked-in for a period of 30 days from the date of Allotment, and the remaining 50% of Equity Shares Allotted to Anchor Investors under the Anchor Investor Portion will be locked-in for a period of 90 days from the date of Allotment.

13. *Recording of non-transferability of Equity Shares locked-in*

As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository.

14. *Other requirements in respect of lock-in*

Pursuant to Regulation 21 of the SEBI ICDR Regulations, Equity Shares held by our Promoters which are locked-in, as per Regulation 16 of the SEBI ICDR Regulations, may be pledged as collateral security for a loan with a scheduled commercial bank, a public financial institution, a Systemically Important Non-Banking Financial Company or a housing finance company, subject to the following:

(i) with respect to the Equity Shares locked-in as the minimum Promoter's Contribution for 18 months from the date of Allotment, the loan must have been granted to our Company or its Subsidiaries for the purpose of financing one or more of the objects of the Offer, which is not applicable in the context of this Offer; and

(ii) with respect to the Equity Shares locked-in for six months from the date of Allotment, such pledge of the Equity Shares must be one of the terms of the sanction of the loan.

However, the relevant lock-in period shall continue post the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer the Equity Shares till the relevant lock-in period has expired in terms of the SEBI ICDR Regulations.

In terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Promoters which are locked-in, may be transferred to and amongst any member of the Promoter Group or to any new Promoters, subject to continuation of lock-in in the hands of the transferees for the remaining period and compliance with provisions of the Takeover Regulations, as applicable and such transferee shall not be eligible to transfer them till the lock-in period stipulated in SEBI ICDR Regulations has expired.

Further, the Equity Shares held by persons other than our Promoters and locked-in for a period of six months from the date of Allotment in the Offer, may be transferred to any other person holding Equity Shares which are locked-in, subject to the continuation of the lock-in in the hands of the transferee for the remaining period and compliance with provisions of the Takeover Regulations, as applicable and such transferee shall not be eligible to transfer them till the lock-in period stipulated in SEBI ICDR Regulations has expired.

15. As on the date of this Red Herring Prospectus, our Company has 10 holders of Equity Shares. This includes the details of Equity Shares held by the late Kishan Kumar Kejriwal, in whose demat account 4,809,062 Equity Shares are currently held. The process in relation to transmission of such shares to his nominee and legal heir, Sarla Kejriwal, is currently pending and is subject to completion of probate.

16. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing this Red Herring Prospectus. Further, the Equity Shares to be issued shall be fully paid-up at the time of Allotment, failing which no Allotment shall be made.

17. Neither the BRLMs and nor their respective associates as defined in the SEBI Merchant Bankers Regulations, hold any Equity Shares as on the date of filing of this Red Herring Prospectus.

18. Our Company, its Directors, or the BRLMs have not entered into any buy-back arrangements for purchase of the specified securities of our Company.

19. ***Employee Stock Option Scheme ("ESOP Scheme")***

Our Company has, pursuant to the resolutions passed by the Board on July 19, 2024, and the special resolution passed by our Shareholders on July 20, 2024, adopted the ESOP Scheme. The ESOP Scheme shall be effective from July 20, 2024. The maximum aggregate number of the Equity Shares which may be allotted pursuant to options granted by our Company under the ESOP Scheme should not exceed 500,000 Equity Shares of our Company. Each option granted to an employee under the ESOP Scheme shall entitle the employee to subscribe to one Equity Share in our Company, upon payment of exercise price as set out in the ESOP Scheme. Further, the ESOP Scheme is in compliance with the SEBI SBEB and Sweat Equity Regulations.

The purpose of the ESOP Scheme is to reward employees for their association, retention, dedication and contribution to the goals of the Company. The Company intends to use the scheme to attract, retain and motivate the key talents by way of rewarding their high performance and motivate them to contribute to the overall corporate growth and profitability.

As on date of this Red Herring Prospectus, under the ESOP Scheme, a cumulative of 208,164 options have been granted.

The details of the ESOP Scheme, as certified by Manian and Rao, Chartered Accountants, through a certificate dated November 25, 2024, are as follows:

Particulars	From the date of adoption of ESOP Scheme to the date of this Red Herring Prospectus
Total options outstanding as at the beginning of the period	Nil
Total options granted	208,164
Total options vested (excluding options that have been exercised)	Nil
Options exercised	Nil
Exercise price of options in ₹ (as on the date of grant options)	228
Total number of Equity Shares that would arise as a result of exercise of options granted (including options that have been exercised)	208,164
Options forfeited/ lapsed/ cancelled	Nil
Variation in terms of options	Nil
Money realised by exercise of options	Nil
Total number of options outstanding in force	208,164
Description of the pricing formula and the method and significant assumptions used during the year to estimate the fair values of options, including weighted-average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the option	1. **Pricing Formula: Black-Scholes Model** The **Black-Scholes formula** calculates the fair value of an option as follows: C=S·N(d1)−K·e−rT·N(d2)C = S \cdot N(d_1) - K \cdot e^{-rT} \cdot N(d_2)C=S·N(d1)−K·e−rT·N(d2) Where: • CCC: Fair value of the option • SSS: Current stock price • KKK: Exercise price of the option • TTT: Time to expiration (in years)

Particulars	From the date of adoption of ESOP Scheme to the date of this Red Herring Prospectus
	• rrr: Risk-free interest rate • σ\sigmaσ: Volatility of the underlying stock • N(d1)N(d_1)N(d1), N(d2)N(d_2)N(d2): Cumulative standard normal distribution functions • d1=ln(S/K)+(r+σ2/2)TσTd_1 = \frac{\ln(S/K) + (r + \sigma^2/2)T}{\sigma\sqrt{T}}d1=σTln(S/K)+(r+σ2/2)T • d2=d1−σTd_2 = d_1 - \sigma\sqrt{T}d2=d1−σT 2. **Methodology** The **Black-Scholes Model** is used for estimating the fair value because: • The price process of the stock is continuous. • It considers the time value of money, volatility, and other market conditions. • It is the most globally accepted model for option valuation under accounting standards like IND AS 102. 3. **Significant Assumptions** The following assumptions were made to estimate the fair value of the ESOPs for Suraksha Diagnostic Limited: **Weighted Average Information** 1. **Risk-free Interest Rate**: o Based on the **India 10-year Government Bond Yield** corresponding to the expected life of the options. o Value used: **6.82%**. 2. **Expected Life**: o The time period during which the option is expected to be exercised. o Vesting period: 1–4 years. o Weighted average life: **4 years**. 3. **Expected Volatility**: o Measured as the annualized standard deviation of continuously compounded returns of a comparable stock. o Volatility for this valuation: **40.65%**. o The high volatility indicates potential price fluctuations in the share. 4. **Expected Dividends**: o The company has not paid dividends in prior years. o Value used: **0%**. 5. **Market Price of the Underlying Share**: o The estimated market price of the stock at the time of grant (valuation date). o Value used: **INR 238.00** per share. 6. **Exercise Price**: o The price at which the option holder can purchase the stock. o Value used: **INR 228.00** per share. 4. **Fair Value Estimate** The Black-Scholes formula, using the above inputs, resulted in a fair value of **INR 77.73** per option. This represents the cost of granting each ESOP to the company. 5. **Key Considerations** 1. **Sensitivity to Assumptions**: o The fair value is sensitive to changes in volatility, interest rates, and time to maturity. o For example, higher volatility increases the option's fair value, while a higher risk-free rate reduces it. 2. **Accounting Impact**:

<table>
<tr><th>Particulars</th><th>From the date of adoption of ESOP Scheme to the date of this Red Herring Prospectus</th></tr>
<tr><td></td><td>IND AS 102 mandates this fair value be treated as an expense, amortized over the vesting period.</td></tr>
<tr><td>Employee wise details of options granted to:</td><td></td></tr>
<tr><td>Key Managerial Personnel and Senior Management Personnel</td><td>
<table>
<tr><th>Category</th><th>Name</th><th>Total no. of options granted</th></tr>
<tr><td rowspan="2">Key Managerial Personnel</td><td>Amit Saraf</td><td>16,700</td></tr>
<tr><td>Mamta Jain</td><td>16,700</td></tr>
<tr><td rowspan="4">Senior Management</td><td>Niren Kaul</td><td>23,856</td></tr>
<tr><td>Bhaskar Ghoshal</td><td>16,700</td></tr>
<tr><td>Balgopal Jhunjhunwala</td><td>23,856</td></tr>
<tr><td>Sangeeta Chakraborty</td><td>16,700</td></tr>
</table>
</td></tr>
<tr><td>Any other employee who receives a grant in any one year of options amounting to 5% or more of the options granted during the year</td><td>Nil</td></tr>
<tr><td>Identified employees who were granted options during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant</td><td>Nil</td></tr>
<tr><td>Fully diluted EPS on a pre-Offer basis on exercise of options calculated in accordance with Ind AS 33 'Earning Per Share' (₹)</td><td>Not determinable at this stage</td></tr>
<tr><td>Difference between employee compensation cost calculated using the intrinsic value of stock options and the employee compensation cost that shall have been recognized if our Company had used fair value of options and impact of this difference on profits and EPS of our Company</td><td>The difference between the 2 methods is INR 1,40,98,947.72 on the total number of options offered.

The impact on the profit due to the same:
• If the company uses the intrinsic value method, the profits will appear overstated compared to the fair value method.
• Annual impact (based on the 4-year vesting schedule):
<table>
<tr><th>Year</th><th>% of options that will vest</th><th>Difference between 2 methods on the total no. of options</th><th>Impact on Profit</th></tr>
<tr><td>Year 1:</td><td>15</td><td>1,40,98,947.72</td><td>21,14,842.16</td></tr>
<tr><td>Year 2:</td><td>25</td><td>1,40,98,947.72</td><td>35,24,736.93</td></tr>
<tr><td>Year 3:</td><td>30</td><td>1,40,98,947.72</td><td>42,29,684.32</td></tr>
<tr><td>Year 4:</td><td>30</td><td>1,40,98,947.72</td><td>42,29,684.32</td></tr>
</table>
The impact on EPS:
If the intrinsic value method is used, the lower compensation expense inflates net profit, leading to a higher EPS.
If the fair value method is used, EPS will decrease due to higher expense recognition.</td></tr>
<tr><td>Impact on profits and EPS of the last three years if our Company had followed the accounting policies specified in the SEBI SBEB and Sweat Equity Regulations in respect of options granted in the last three years</td><td>Not Applicable</td></tr>
<tr><td>Intention of the existing Key Managerial Personnel, Senior Management and whole-time directors who are holders of Equity Shares allotted on exercise of options to sell their shares within three months after the listing of Equity Shares pursuant to the Offer</td><td>Not applicable as the options do not vest within three months after listing of Equity Shares pursuant to the Offer.</td></tr>
<tr><td>Intention to sell Equity Shares arising out of ESOP within three months after the listing of Equity Shares, by Directors, Key Managerial Personnel and Senior</td><td>Not applicable as the options do not vest within three months after listing of Equity Shares pursuant to the Offer.</td></tr>
</table>

Particulars	From the date of adoption of ESOP Scheme to the date of this Red Herring Prospectus
Management and employees having Equity Shares arising out of the ESOP, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions) of our Company	

20. No person connected with the Offer, including, but not limited to the BRLMs, the Syndicate Members, our Company, our Directors, the Promoters or the members of the Promoter Group, shall offer or make payment of any incentive, whether direct or indirect, in the nature of discount, commission and allowance, except for fees or commission for services rendered in relation to the Offer, in any manner, whether in cash or kind or services or otherwise, to any Bidder for making a Bid.

21. There will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of this Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or all application moneys have been refunded to the Anchor Investors, or the application moneys are unblocked in the ASBA Accounts of ASBA Bidders on account of non-listing, under-subscription etc, as the case may be, other than any issue of Equity Shares pursuant to exercise of options which may be granted under the ESOP Scheme.

22. ***Details of the Shareholding of our Directors and Key Managerial Personnel and Senior Management***
Except as disclosed under "*– Shareholding of our Promoters and the members of our Promoter Group"* and as stated below, none of our Directors, KMPs and Senior Management hold any Equity Shares or Preference Shares in our Company:

Name of shareholder	Pre-Offer		Post-Offer	
	No. of Equity Shares	Percentage of pre-Offer capital (%)^	No. of Equity Shares	Percentage of post-Offer capital
Dr. Somnath Chatterjee	4,731,836	9.09	[●]	[●]
Ritu Mittal	10,408,455	19.99	[●]	[●]
Satish Kumar Verma*	7,776,119	14.93	[●]	[●]

* *Shares are jointly held with Suman Verma*

^ *Our Company has converted 162,859 outstanding CCPS into 8,955,761 Equity Shares on November 13, 2024. The conversion of such CCPS into Equity Shares was on a ratio of one CCPS into 54.99 Equity Shares of face value ₹2 each.*

23. Our Promoters and members of the Promoter Group will not submit Bids, or otherwise participate in this Offer.

24. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

25. As on the date of this RHP, the BRLMs and their associates (determined as per the definition of 'associate company' under the Companies Act, 2013 and as per definition of the term 'associate' under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The BRLMs and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

26. All issuances of our securities made since the incorporation of our Company till the date of filing of this Red Herring Prospectus were in compliance with the Companies Act, 1956 and the Companies Act, 2013, as applicable. However, the Form 23 (in respect of special resolution passed by the shareholders of the Company granting their approval for issuance of 69,000 sweat equity shares at the extra-ordinary general meeting held on September 29, 2011, is neither available with the Company nor was found in the Ministry of Corporate Affairs portal during an online search by Manish Ghia & Associates, Company Secretaries. Further, the evidence for payment of stamp duty on Form 3 (filed in respect of particulars of contract for issuance of sweat equity shares) in terms of Section 75 of Companies Act, 1956 is not available with the Company Furthermore, the Form 2 filed in respect of the said allotment, the Company has inadvertently attached the resolution relating to issuance of sweat equity shares instead of resolution for allotment. For applicable risks, see "*Risk Factors - Certain of our corporate records and filings are not traceable and may have inadvertent errors or inaccuracies. We cannot assure that regulatory proceedings or actions will not be initiated against us in the future, and we will not be subject to any penalty imposed by the competent regulatory authority in this* *regard.*” on page 45.

27. Other than the outstanding stock options under the ESOP Scheme, our Company has no outstanding warrants, options to be issued or rights to convert debentures, loans or other convertible instruments into Equity Shares as on the date of this Red Herring Prospectus.

28. Except for the Equity Shares to be allotted pursuant to any issue of Equity Shares pursuant to exercise of options granted under the ESOP Scheme, our Company presently does not intend or propose or is under negotiation or consideration to alter its capital structure for a period of six months from the Bid/ Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable for, directly or indirectly into Equity Shares), whether on a preferential basis or issue of bonus or rights or further public issue of Equity Shares. However, if our Company enters into acquisitions, joint ventures or other arrangements, our Company may, subject to necessary approvals, consider raising additional capital to fund such activity or use Equity Shares as currency for acquisitions or participation in such joint ventures.

29. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group, if any, during the period between the date of filing of this Red Herring Prospectus and the date of closure of the Offer shall be reported to the Stock Exchanges within 24 hours of such transactions.

OBJECTS OF THE OFFER

The objects of the Offer are to (i) carry out the Offer for Sale of up to 19,189,330 Equity Shares of face value ₹ 2 each aggregating to ₹ [●] million by the Selling Shareholders; and (ii) achieve the benefits of listing the Equity Shares on the Stock Exchanges. Further, our Company expects that the proposed listing of its Equity Shares will enhance our visibility and brand image as well as provide a public market for the Equity Shares in India.

Utilisation of the Offer Proceeds

Our Company will not receive any proceeds from the Offer ("**Offer Proceeds**") and all such proceeds (net of any Offer related expenses to be borne by the Selling Shareholders) will go to the Selling Shareholders, in proportion to the Offered Shares sold by the respective Selling Shareholder as part of the Offer.

The following table indicates the details of Equity Shares being offered in the Offer for Sale:

Name of the Selling Shareholder	Category of Investor	Number of Equity Shares held pre-Ofer	% of Equity Shares held pre-Offer	Number of Equity Shares being offered	% of Equity Shares being offered	Number of Equity Shares that will be held post-Offer*	% of Equity Shares held post-Offer*
Dr. Somnath Chatterjee	Promoter Selling Shareholder	4,731,836	9.09%	2,132,148	4.09%	2,599,688	4.99%
Ritu Mittal	Promoter Selling Shareholder	10,408,455	19.99%	2,132,148	4.09%	8,276,307	15.89%
Satish Kumar Verma**	Promoter Selling Shareholder	7,776,119	14.93%	2,132,148	4.09%	5,643,971	10.84%
OrbiMed Asia II Mauritius Limited^	Investor Selling Shareholder	17,367,448	33.35%	10,660,737	20.46%	6,706,711	12.88%
Munna Lal Kejriwal	Individual Selling Shareholder	11,06,062	2.12%	799,556	1.53%	306,506	0.58%
Santosh Kumar Kejriwal	Individual Selling Shareholder	13,48,339	2.59%	1,332,593	2.55%	15,746	0.03%
Total		**42,738,259**	**82.07%**	**19,189,330**	**36.84%**	**23,548,929**	**45.22%**

**Assuming full subscription to the Offer.*
***Shares are jointly held by Satish Kumar Verma and Suman Verma.*
^ Surviving entity pursuant to amalgamation of OrbiMed Asia II Mauritius FDI Investments Limited, the erstwhile shareholder, into OrbiMed Asia II Mauritius Limited on November 11, 2022.

For details of the Selling Shareholders and the number of Equity Shares offered by the Selling Shareholders in the Offer see "*The Offer*" and "*Other Regulatory and Statutory Disclosures*" on pages 80 and 393.

Offer related expenses

The total expenses of the Offer are estimated to be approximately ₹ [●] million.

The Offer expenses are estimated to be approximately ₹ [●] million. Other than (A) (a) the listing fees, (b) audit fees of the statutory auditors (other than the fees paid by the Company to the auditors in relation to any audit conducted solely in relation to the Offer), and (c) expenses for corporate advertisements and branding of the Company undertaken in the ordinary course of business by the Company, i.e. any corporate advertisements consistent with past practices of the Company and not including expenses relating to marketing and advertisements undertaken in connection with the Offer, which shall be solely borne by the Company, and (B) (a) fees for counsel to the Selling Shareholders, and (b) securities transaction tax pertaining to the respective portion of the Offered Shares sold pursuant to the Offer, if any, which shall be borne solely by the respective Selling Shareholder, the Selling Shareholders agree that all the costs and expenses directly attributable to the Offer, shall be borne by the Selling Shareholders, on a pro rata basis, in proportion to the number of Equity Shares sold by each of the Selling Shareholders through the Offer for Sale, upon listing of the Equity Shares on the Stock Exchange(s) pursuant to the Offer in accordance with Applicable Law. All the expenses relating to the Offer shall be paid by the Company in the first instance and upon commencement of listing and trading of the Equity Shares on the Stock Exchanges pursuant to the Offer, each Selling Shareholder agrees that it shall, severally and not jointly, reimburse the Company for any and all the expenses in relation to the Offer paid by the Company on behalf of the respective Selling Shareholder, and each Selling Shareholder authorises the Company to deduct from the proceeds of the Offer for Sale from the Offer directly from the Public Offer Account, expenses of the Offer required to be borne by such Selling Shareholder in proportion to the Offered Shares, in accordance with the Cash Escrow and Sponsor Bank Agreement and applicable law, including in the event of withdrawal of the Offer or if the Offer is not successful or consummated prior to one year of receipt of the final observations from SEBI.

The estimated Offer related expenses are as follows:

(₹ in million)

S. No	Activity	Estimated amount(1) (₹ in million)	As a % of total estimated Offer Expenses(1)	As a % of Offer Size(1)
1.	BRLMs fees and commissions (including underwriting commission)	[●]	[●]	[●]
2.	Brokerage, selling commission, bidding charges, processing fees and bidding charges for the Members of the Syndicate, Registered Brokers, SCSBs, RTAs and CDPs (2)(3)(4)(5)(6)	[●]	[●]	[●]
3.	Advertising and marketing expenses for the Offer	[●]	[●]	[●]
4.	Other expenses (i) Listing fees, SEBI filing fees, BSE & NSE processing fees, book building software fees, (ii) Other regulatory expenses, (iii) Printing and stationery expenses (iv) Fees payable to the Registrar to the Offer (v) Fees payable to the legal counsel (vi) Miscellaneous	[●]	[●]	[●]
	Total Estimated Offer Expenses	[●]	[●]	[●]

(1) Amounts will be finalised and incorporated in the Prospectus on determination of Offer Price

(2) Selling commission payable to the SCSBs on the portion for Retail Individual Bidders and Non-Institutional Bidders, which are directly procured by the SCSBs, would be as follows:

*Portion for Retail Individual Bidders**	*0.35% of the Amount Allotted* (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*0.20% of the Amount Allotted* (plus applicable taxes)*

**Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price*

(3) No processing fees shall be payable by our Company to the SCSBs on the applications directly procured by them.

Brokerage, selling commission and processing/uploading charges on the portion for RIBs (using the UPI mechanism) and Non-Institutional Bidders which are procured by members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs or for using 3-in-1 type accounts- linked online trading, demat & bank account provided by some of the brokers which are members of Syndicate (including their sub-Syndicate Members) would be as follows:

*Portion for Retail Individual Bidders**	*₹10.00 per valid application (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*₹10.00 per valid application (plus applicable taxes)*

**Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price*

(4) The Processing fees for applications made by UPI Bidders would be as follows:

Members of the Syndicate (including their sub syndicate members) / RTAs / CDPs	*₹ 30.00 per valid application (Plus applicable taxes)*
Kotak Mahindra Bank Limited	*Up to 400,000 valid Bid cum Application Forms: Nil* *Above 400,000 valid Bid cum Application Forms: ₹6 per valid Bid cum Application Form (plus applicable taxes)* *The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement, and other applicable laws.*

ICICI Bank Limited	*Up to 10,50,000 valid Bid cum Application Forms: Nil* *Above 10,50,000 valid Bid cum Application Forms: ₹5.50 per valid Bid cum Application Form (plus applicable taxes)* *The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement, and other applicable laws.*

**For each valid application*
The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI RTA Master Circular and the UPI Circulars.
Uploading Charges payable to members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs on the applications made by RIBs using 3-in-1 accounts/Syndicate ASBA mechanism and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking or using 3-in-1 accounts/Syndicate ASBA mechanism, would be as follows: ₹30.00, per valid application bid by the Syndicate (including their sub-Syndicate Members), RTAs and CDPs.

(5) Selling commission on the portion for Retail Individual Bidders and Non-Institutional Bidders which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, RTAs and CDPs would be as follows:

Portion for Retail Individual Bidders	*0.35% of the Amount Allotted* (plus applicable taxes)*
Portion for Non-Institutional Bidders	*0.20% of the Amount Allotted* (plus applicable taxes)*

**Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price*

(6) Bidding charges of ₹10.00 (plus applicable taxes) shall be paid per valid Bid cum Application Form collected by the Syndicate, RTAs and CDPs (excluding applications made by UPI Bidders). The terminal from which the Bid has been uploaded will be taken into account in order to determine the total bidding charges. No additional bidding charges shall be payable to SCSBs on the Bid cum Application Forms directly procured and bid by them.

(7) Selling commission payable to the Registered Brokers on the portion for Retail Individual Investors and, Non-Institutional Bidders which are directly procured by the Registered Brokers and submitted to SCSB for processing, shall be ₹ 10.00 per valid Bid cum Application Form (plus applicable taxes).

The Selling Commission payable to the Syndicate / Sub-Syndicate Members will be determined on the basis of the application form number/ series, provided that the application is also bid by the respective Syndicate / Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate / Sub-Syndicate Member. The selling commission and bidding charges payable to Registered Brokers the RTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the bid book of BSE or NSE.

In addition to the selling commission referred above, any additional amount(s) to be paid by our Company shall be as mutually agreed amongst the Book Running Lead Managers, their respective Syndicate Members, and our Company before the opening of the Offer.

Monitoring Utilization of Funds

Since the Offer is an Offer for Sale and our Company will not receive any proceeds from the Offer, our Company is not required to appoint a monitoring agency for the Offer.

Other Confirmations

Except to the extent of any proceeds received pursuant to the sale of Offered Shares proposed to be sold in the Offer in their capacity as Selling Shareholders, there are no material existing or anticipated arrangements whereby any portion of the Offer proceeds will be paid to our Directors, Key Management Personnel, Senior Management or Group Companies.

BASIS FOR OFFER PRICE

The Price Band and the Offer Price will be determined by our Company, in consultation with the BRLMs on the basis of assessment of market demand for the Equity Shares offered in the Offer through the Book Building Process and on the basis of the qualitative and quantitative factors as described below. The face value of the Equity Shares is ₹ 2 each and the Offer Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band.

Investors should also refer to the sections "*Our Business*", "*Risk Factors*", "*Financial Information – Restated Consolidated Financial Information*" and "*Management Discussion and Analysis"* on pages 220, 36, 292 and 344, respectively, to have an informed view before making an investment decision.

Qualitative Factors

Some of the qualitative factors and our strengths which form the basis for computing the Offer Price are:

- Diagnostic chain in eastern India well positioned to leverage growth opportunity for organized diagnostic chains in the diagnostic services markets in eastern and north-eastern India- We have built an extensive operational network across the states of West Bengal, Bihar, Assam, and Meghalaya. As of June 30, 2024, 44 of our diagnostic centres also house polyclinic chambers hosting specialized doctors for patient convenience;
- Track record of profitability and–financial performance- We believe our dominant position (as described above) and scale of operations have translated to our track record of profitability and financial performance, as demonstrated by following financial parameters:

(in ₹ million)

Particulars	Three months ended June 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Total income	618.49	2,222.60	1,936.87	2,257.68
Restated profit for the year/period	76.67	231.27	60.65	208.24
EBITDA*	217.21	736.18	474.79	652.53

**EBITDA is calculated as restated profit for the year/period plus exceptional items, tax expenses, finance costs, depreciation, and amortization expense.*

- Integrated diagnostics provider with one-stop solution offering pathology and radiology testing, and medical consultation services – We offer a comprehensive range of over 2,300 tests that cover a range of specialties and disciplines, as of June 30, 2024. Our diagnostic test menu included (a) 788 routine pathology tests ranging from basic biochemistry and hematology to 664 specialized pathology tests such as advanced biochemistry, histopathology, and molecular pathology, and (b) 766 basic/intermediate radiology tests ranging from basic x-rays, USG, and CT scans to 119 advanced radiology tests such as MRI scans and specialized CT scans, as of June 30, 2024;
- Technologically advanced clinical infrastructure and trained personnel providing diagnostic services- Currently, our testing operations are supported by 500+ medical equipment offering a test menu of 2,300+ tests with a capacity to handle over 30,000 pathology samples and over 5,000 scans a day, which includes radiology equipment consisting of 24 CT machines, 13 MRI machines, which we believe represent the leading technology used in the field, and a team of 23 laboratory doctors, 255 radiologists and other reporting doctors, and 529 well-trained technical staff in our operational network, as of June 30, 2024.
- Commitment to superior quality driving high individual consumer business share and customer retention- We have built a trusted, high quality and reliable brand of choice over the last three decades, evidenced by our high repeat rate of over 49%, and the primary contribution of the B2C segment to our revenue from operations, which was 93.48% for the three months period ended June 2024, 93.83% in Fiscal 2024, 96.01% in Fiscal 2023, and 95.56% in Fiscal 2022. Over the years, we have received several awards that recognize the strength of our brand and our focus on offering superior diagnostic services; and
- Management team with relevant industry experience- We are led by a team of experienced professionals with skill sets that are complementary and, we believe, requisite for the fast-growing Indian diagnostic market. Members of our management team have experience in the healthcare industry, and, under their leadership over the last several years, we have grown rapidly and increased both the productivity and efficiency of our network.

For details, see "*Our Business – Our Strengths*" on page 225 .

Quantitative factors

Some of the information presented in this section relating to our Company is derived from the Restated Consolidated Financial Information. For details, see "*Financial Information – Restated Consolidated Financial Information*" and *"Other Financial Information"* beginning on pages 292 and 341.

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

A. Basic and Diluted Earnings Per Equity Share ("EPS") (face value of each Equity Share is ₹2):

Fiscal/Period	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
Financial Year ended March 31, 2024	4.43	4.43	3
Financial Year ended March 31, 2023	1.22	1.22	2
Financial Year ended March 31, 2022	3.91	3.91	1
Weighted Average	**3.27**	**3.27**	-
For the three-month period ended June 30, 2024	1.49*	1.49*	-

Not annualised

Notes:

1. *Basic Earnings per share = Restated net profit after tax divided by weighted average number of equity shares outstanding during the year/period.*
2. *Diluted Earnings per share = Restated net profit after tax (loss after tax) as restated divided by the weighted average number of potential equity shares outstanding during the period/year.*
3. *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.*
4. *EPS has been calculated in accordance with the Indian Accounting Standard 33 – "Earnings per share" notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended).*
5. *The figures above are derived from the Restated Consolidated Financial Information of the Company.*
6. *Pursuant to resolutions passed by the Board of Directors of our Company and the Shareholders of our Company in their respective meetings held on May 15, 2024 and May 17, 2024, the face value of the equity shares of the Company was sub-divided from Rs. 100 each to Rs. 2 each and new bonus equity shares were issued, in proportion of 1 (One) equity shares for every 4 (Four) existing fully paid-up equity shares and allotted on June 3, 2024. Accordingly, the disclosure of basic and diluted EPS for all the years/periods presented has been arrived at after giving effect to the sub-division and bonus issue.*
7. *In accordance with the Restated Consolidated Financial Statements, the basic and diluted EPS was calculated assuming the conversion ratio of 1 CCPS into 62.5 Equity shares. However, subsequently on November 13, 2024 the CCPS was converted to equity shares in the ratio 1 CCPS for 54.99 equity shares.*

B. Price Earning ("P/E") Ratio in relation to the Price Band of ₹ [●] to ₹ [●] per Equity Share

Particulars	P/E at the Floor Price* (number of times)	P/E at the Cap Price* (number of times)
Based on basic EPS for year ended March 31, 2024	[●]	[●]
Based on diluted EPS for year ended March 31, 2024	[●]	[●]
Based on the basic EPS for the three month period ended June 30, 2024	[●]	[●]
Based on the diluted EPS for the three month period ended June 30, 2024	[●]	[●]

**The details shall be provided post the fixing of the price band by the Company at the filing of the price band advertisement*

Notes:

P/E ratio = Price per equity share / Earnings per equity share.

C. Industry Peer Group P/E ratio

Based on the peer group information (excluding our Company) given below in this section, The highest, lowest and average P/E ratio are set forth below:

Particulars	Industry Peer P/E
Highest	89.61
Lowest	65.52
Average	79.65

Notes:

1. *The industry high and low has been considered from the industry peer set provided later in this chapter.*
2. *For further details, see "Basis for Offer Price - Comparison of Accounting Ratios with Listed Industry Peers" beginning on page 127.*
3. *The industry P/E ratio mentioned above is computed based on the closing market price of equity shares on NSE on October 17, 2024 divided by the Diluted EPS as on for the financial year ended March 31, 2024.*

D. Return on Net Worth ("RoNW") on a consolidated basis

Financial Year/Period	RoNW, as derived from the Restated Consolidated Financial Information (%)	Weightage
Financial Year ended March 31, 2024	14.09%	3
Financial Year ended March 31, 2023	4.32%	2
Financial Year ended March 31, 2022	15.38%	1
Weighted Average	**11.05%**	-
For the three-month period ended June 30, 2024	4.33%*	-

Not annualised

Notes:

1. *Weighted average = Aggregate of year-wise weighted Net Worth divided by the aggregate of weights i.e. (Net Worth multiplied by Weight) for each year divided by Total of weights*
2. *Return on Net Worth (%) = Restated net profit after tax attributable to owners of the parent divided by average restated net worth as at year/period end.*
3. *Net worth means the aggregate value of the paid up share capital of the Company and all reserves created out of profits and securities premium account as per Restated Consolidated Financial Statement of Assets and Liabilities of the Company attributable to the owners of the parent.*

E. Net Asset Value ("NAV") per Equity Share#

Particulars	Amount (₹)(1)
As on March 31, 2024	33.66
As on June 30, 2024	35.09
After the completion of the Offer	
- At the Floor Price	[●]*
- At the Cap Price	[●]*
Offer Price	[●](1)

**To be computed after finalization of price band*

Net asset value per Equity Share has been calculated as restated net worth as of the end of the relevant year/period divided by the weighted average number of potential equity shares during the year/period.

(1) Offer Price per Equity Share will be determined on conclusion of the Book Building Process.

 # The net asset value as on June 30, 2024 has been computed assuming the conversion ratio of 1 CCPS into 62.50 equity shares and does not take into consideration the actual conversion ratio (1 CCPS into 54.99 equity shares)at which the CCPS were converted to equity shares on November 13, 2024.

F. Comparison of Accounting Ratios with Listed Industry Peers

Following is the comparison with our peer companies listed in India and in the same line of business as our Company for Fiscal 2024:

Name of Company	Face Value (₹ Per Share)	Closing price on October 17, 2024 (₹)	Total Income, for Fiscal 2024 (in ₹ million)	EPS (₹)		P/E	RoNW (%)	NAV (₹ per share)
				Basic	Diluted			
Suraksha Diagnostic Limited	2.00	NA	2,222.60	4.43	4.43	NA	14.09%	33.66
Peer Group								
Dr Lal PathLabs	10.00	3,312.70	22,266.00	43.05	42.98	77.08	20.35%	221.53
Metropolis Healthcare	2.00	2,228.70	12,077.09	24.95	24.87	89.61	12.26%	213.98
Thyrocare	10.00	877.95	5,723.90	13.42	13.40	65.52	13.34%	99.48
Vijaya Diagnostic	1.00	1,001.35	5,478.05	11.62	11.59	86.40	19.77%	64.21

Notes:

1) *Closing Price per share is closing price in NSE as on October 17, 2024.*
2) *P/E is calculated as closing price / diluted EPS.*
3) *For Suraksha Diagnostic Limited, all the numbers have been taken from Restated Consolidated Financial Statements. For others, all the numbers have been sourced from the CRISIL Report.*

G. Key Performance Indicators

The table below sets forth the details of certain key performance indicators ("**KPIs**") that our Company considers have a bearing for arriving at the basis for Offer Price. All the KPIs disclosed below have been approved by a resolution of our Audit Committee dated November 25, 2024. The Audit Committee has further confirmed that the KPIs pertaining to the Company that have been disclosed to earlier investors at any point of time during the three years period prior to the date of filing of this Red Herring Prospectus have been disclosed in this section and have been verified and audited by Manian and Rao, Chartered Accountants holding a valid certificate issued by the peer review board of the ICAI. The KPIs disclosed below have been certified by Manian and Rao, Chartered Accountants, pursuant to certificate dated November 25, 2024.

Our Company shall continue to disclose the KPIs disclosed in this section, on a periodic basis, at least once in a year (or for any lesser period as determined by our Company), for a duration that is at least one year after the listing date or period specified by SEBI. Any change in these KPIs, during the aforementioned period, will be explained by our Company. The ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

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

KPI		Explanation
Operational	Number of Tests per patient	This ratio helps our Company to track the number of tests done for every patient over multiple periods.
	Revenue generated from East India	This metric helps our Company to assess the regional revenue distribution, identify key markets, and evaluate the effectiveness of sales and marketing strategies in different geographic areas. It helps us to understand their market presence, customer base, and revenue diversification across various states or regions.
	B2C vs B2B revenues	This metric helps our Company to track B2C vs B2B Revenues is to understand the revenue composition, market segmentation, and customer base of a business. It helps assess the effectiveness of sales strategies, market positioning, and revenue diversification efforts across different customer segments.
	Revenue split into radiology and pathology	This metric helps our Company to track the Revenue Split into Radiology and Pathology to evaluate the revenue composition, service utilization, and market demand for diagnostic imaging and laboratory testing services.
	Number of Centres	This metric helps our Company to analyse the number of clinical laboratories & Centres to understand the operational strength of our Company and how it varies over multiple periods.
	Number of Laboratories	This metric helps our Company to assess the operational strength in focus areas and how it varies over multiple periods.
	Number of NABL accredited labs	This metric helps our Company to analyse the number of NABL accredited laboratories to understand how many laboratories have quality accreditations.
	Number of patients served	This metric helps our Company to analyse the number of patients served over multiple periods helping us to track the customer base of our Company - thereby modifying our business strategies accordingly.
	Number of patients served per centre	This metric helps our Company to track number of patients served over multiple periods in each centre to understand market demand and business strategies accordingly.
	Number of tests performed	This metric helps our Company to analyse the number of tests performed over multiple periods to understand the trends in the diagnostic industry and the areas which need more focus.
	Number of Small, Medium and Large Centres*	This metric helps our Company to assess the operational strength basis the extent of services provided and how it varies over multiple periods.

KPI		Explanation
	Customer touch points (CTP)	This metric helps our Company to track the number of collection centres and patient service centres over multiple periods.
	Number of Doctors (Radiologists, Pathologists & Microbiologists)	This metrics helps our Company to track number of doctors to assess the workforce capacity, expertise distribution, and staffing adequacy in critical diagnostic specialties. It helps us to ensure timely interpretation of diagnostic results, accurate diagnosis, and effective patient care delivery across different diagnostic domains.
	Number of CT machines, MRI machines	This metrics helps our Company to track number of CT Machines and MRI Machines to assess the imaging capacity, technological capabilities, and service delivery potential of the organization in providing advanced diagnostic imaging services. It helps us to evaluate resource allocation, equipment utilization, and investment decisions related to imaging technology.
Financial	Revenue from operations	This metric helps our Company to track revenue from operational services over multiple periods.
	Restated profit for the year/period	This metric helps our Company to track the overall profitability of our business after tax.
	EBITDA	This metric helps our Company to track EBIDTA across multiple periods to improve operating performance.
	EBITDA Margin	This metric helps our Company to track the margin profile of our business (both across cluster and overall company level) to improve operating performance accordingly.
	Return on Equity	This ratio helps our Company to measure the returns generated from equity financing.
	Return on Capital Employed	This ratio helps our Company to measure the operating returns generated from total capital employed in the business.
	Net debt/equity	This metric helps our Company track the leverage position over multiple periods and deploy the modified strategies.
	Average revenue per patient	This metric helps our Company to track the revenue it generates per patient over multiple periods.
	Average revenue per centre	This metric helps our Company to track Average Revenue per Centre according to Size (Big, medium & Small) to evaluate the revenue contribution and performance of each operating centre. It helps in assessing the effectiveness of sales, marketing, and operational strategies at the local level, as well as identifying opportunities for improvement.*
	EBIDTA per patient	This metric helps our Company to assess the financial performance and efficiency of healthcare operations in generating earnings relative to patient volume. It helps us to evaluate the effectiveness of cost management, revenue generation, and operational efficiency in delivering healthcare services while maintaining profitability.

**Small centres means centres whose offerings include USG, X-ray, cardio, sample collection; Medium centres means centres whose offerings include CT scan, USG, X-ray, cardio, sample collection; Large centres means centres whose offerings include MRI, CT scan, USG, X-ray, cardio, sample collection.*

Details of KPIs as at/for the three months ended June 30, 2024 and for the Fiscals ended March 31, 2024, March 31, 2023, and March 31, 2022:

KPIs	Unit	June 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Financial					
Revenue from operations[1]	(₹ in million)	607.32	2,187.09	1,901.34	2,231.93

KPIs	Unit	June 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Restated profit for the year/period[2]	(₹ in million)	76.67	231.27	60.65	208.24
EBITDA[3]	(₹ in million)	217.21	736.18	474.79	652.53
EBITDA Margin [4]	%	35.77	33.66	24.97	29.24
Return on Equity [5]	%	4.33#	14.09	4.32	15.38
Return on Capital Employed [6]	%	6.32#	21.46	9.05	23.11
Net debt/equity[7]	-	0.16	0.20	0.27	0.37
Average revenue per patient[8]	(₹)	2,146.01	1,922.44	1,711.58	1,317.81
Average revenue per centre (in ₹ million)[9]	(₹ in million)	12.39	45.56	44.22	54.44
EBITDA per patient (₹)[10]	(₹)	767.53	647.10	427.40	385.28
Operational					
Number of tests per patient[11]	Unit	5.58	5.26	4.65	2.95
Revenue generated from East India	%	100	100	100	100
B2C revenues	%	93.48	93.83	96.01	95.56
B2B revenues	%	6.52	6.17	3.99	4.44
Revenue from radiology	%	46.52	46.03	44.25	31.24
Revenue from pathology	%	49.75	53.30	53.89	35.71
Revenue from COVID-19 tests	%	0.03	0.18	1.86	33.05
Number of Centres	Unit	49	48	43	41
Number of Laboratories	Unit	9	9	8	7
Number of NABL accredited labs	Unit	3	3	3	3
Number of patients served	million	0.28	1.14	1.11	1.69
Number of patients served per centre	Unit	5,776	23,701	25,834	41,309
Number of tests performed	million	1.58	5.98	5.17	4.99
Number of Small centres[12]	Unit	23	23	19	18
Number of Medium centres[13]	Unit	11	10	10	10
Number of Large centres[14]	Unit	13	13	12	12
Number of public private partnerships[15]	Unit	2	2	2	1
Customer touch points					
- Number of Centres	Unit	49	48	43	41
- Collection Centres	Unit	161	142	123	111
- Company Owned Collection Centres	Unit	5	4	8	2
Total	Unit	215	194	174	154
Number of doctors (radiologists, pathologists and microbiologists)	Unit	278	283	234	186
- Radiologists	Unit	255	260	209	156
- Pathologists	Unit	19	19	22	27
- Microbiologists	Unit	4	4	3	3
Number of CT machines	Unit	24	24	23	23
Number of MRI machines	Unit	13	13	12	12

#Not annualised

Notes:
1. Revenue from operations = Revenue from operations
2. Restated profit for the year/period = Profit after Tax
3. EBITDA is calculated as restated profit for the year/period plus Exceptional items, tax expenses, finance costs, depreciation, and amortization expense
4. EBITDA Margin is the percentage of EBITDA divided by revenue from operations
5. Return on equity is calculated as restated profit for the year attributable to owners of the parent divided by average equity attributable to owners of the parent
6. Return on capital employed is calculated as a percentage of EBIT (i.e., calculated as restated profit for the year/period before tax expenses and finance costs) divided by average capital employed (i.e., total equity plus total borrowings, lease liabilities, deferred tax liabilities excluding right of use assets and other intangible assets and intangible assets under development).
7. Net Debt to equity is calculated as net debt (i.e., total borrowings and lease liabilities less cash and bank balances) divided by total equity
8. Average revenue per patient is calculated as revenue from operations divided by the number of patients served

9. Average revenue per centre is calculated as Revenue from operations divided by number of centers
10. EBIDTA per Patient is calculated as EBITDA divided by the number of patients served
11. Number of tests per patient visit is calculated as number of tests divided by number of patients served
12. Small centres means centres whose offerings include USG, X-ray, cardio, sample collection
13. Medium centres means centres whose offerings include CT scan, USG, X-ray, cardio, sample collection
14. Large centres means centres whose offerings include MRI, CT scan, USG, X-ray, cardio, sample collection.
15. Our Company currently operates 2 centres under public-private partnership model: (i) in Shillong through our Subsidiary, Suraksha Salvia LLP that provides diagnostic services, and (ii) at Kolkata, West Bengal, through partnership between a medical college and hospital and our Promoter Group entity and Group Company, Suraksha Diagnostic & Eye Centre Private Limited, which is managed by our Company that provides diagnostic services.

H. *Comparison of KPIs with listed industry peers:*

For Suraksha Diagnostic Limited:

KPIs	Unit	June 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Financial					
Revenue from operations[1]	(₹ in million)	607.32	2,187.09	1,901.34	2,231.93
Restated profit for the year/period [2]	(₹ in million)	76.67	231.27	60.65	208.24
EBITDA[3]	(₹ in million)	217.21	736.18	474.79	652.53
EBITDA Margin [4]	%	35.77	33.66	24.97	29.24
Return on Equity [5]	%	4.33[#]	14.09	4.32	15.38
Return on Capital Employed [6]	%	6.32[#]	21.46	9.05	23.11
Net debt/equity[7]	-	0.16	0.20	0.27	0.37
Average revenue per patient[8]	(₹)	2,146.01	1,922.44	1,711.58	1,317.81
Average revenue per centre [9]	(₹ in million)	12.39	45.56	44.22	54.44
EBITDA per patient [10]	(₹)	767.53	647.10	427.40	385.28
Operational					
Number of tests per patient[11]	Unit	5.58	5.26	4.65	2.95
Revenue generated from East India	%	100%	100%	100%	100%
B2B vs B2C revenues	%	B2B - 6.52% B2C – 93.48%	B2B - 6.17% B2C - 93.83%	B2B - 3.99% B2C - 96.01%	B2B - 4.44% B2C - 95.56%
Revenue split into radiology(R) and pathology(P) & Revenue from Covid-19 Tests (C)	%	R - 46.52% & P - 49.75% C- 0.03%	R - 46.03% & P - 53.30% C - 0.18%	R - 44.25% & P - 53.89% C - 1.86%	R - 31.24% & P - 35.71% C - 33.05%
Number of Centres	Unit	49	48	43	41
Number of Laboratories	Unit	9	9	8	7
Number of NABL accredited labs	Unit	3	3	3	3
Number of patients served	million	0.28	1.14	1.11	1.69
Number of patients served per centre	Unit	5,776	23,701	25,834	41,309
Number of tests performed	million	1.58	5.98	5.17	4.99
Number of Small, Medium and Large centres & public private partnerships (PPP)[12]	Unit	Large-13 Medium-11 Small-23 PPP-2	Large-13 Medium-10 Small- 23 PPP-2	Large-12 Medium-10 Small- 19 PPP-2	Large-12 Medium-10 Small- 18 PPP-1
Customer touch points (CTP) - No. of Centres - Collection Centres (Franchisee) - Company Owned Collection Centres	Unit	 49 161 5 **215**	 48 142 4 **194**	 43 123 8 **174**	 41 111 2 **154**

KPIs	Unit	June 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Total					
Number of doctors (radiologists, pathologists and microbiologists)	Unit	278	283	234	186
- Radiologists	Unit	255	260	209	156
- Pathologists	Unit	19	19	22	27
- Microbiologists	Unit	4	4	3	3
Number of CT & MRI machines	Unit	CT-24 & MRI-13	CT-24 & MRI-13	CT-23 & MRI-12	CT-23 & MRI-12

#Not annualised

For Dr. Lal Pathlabs Limited:

KPIs	Unit	June 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Financial					
Revenue from operations[1]	(₹ in million)	6,019.00	22,266.00	20,175.78	20,879.03
Restated profit for the year/period[2]	(₹ in million)	1,078.00	3,623.00	2,410.77	3,502.91
EBITDA[3]	(₹ in million)	1,906.00	6,668.08	5,246.20	6,086.19
EBITDA Margin [4]	%	31.67%	29.95%	26.00%	29.15%
Return on Equity [5]	%	NA	20.35%	15.08%	25.11%
Return on Capital Employed [6]	%	NA	51.71%	41.30%	51.55%
Net debt/equity[7]	-	NA	0.00	0.00	0.00
Average revenue per patient[8]	(₹)	835.97	806.75	750.03	764.8
Average revenue per centre [9]	(₹ in million)	NA	NA	NA	NA
EBITDA per patient [10]	(₹)	264.71	241.60	195.03	222.94
Operational					
Number of tests per patient[11]	Unit	2.93	2.83	2.69	2.42
Revenue generated from East India	%	NA	15%	14%	15%
B2B vs B2C revenues	%	NA	B2B - 27% B2C - 73%	B2B - 28% B2C - 72%	B2B - 26% B2C - 74%
Revenue split into radiology(R) and pathology(P) & Revenue from Covid-19 Tests (C)	%	NA	NA	NA	NA
Number of Centres	Unit	NA	NA	NA	NA
Number of Laboratories	Unit	NA	280	277	277
Number of NABL accredited labs	Unit	37	36	36	31
Number of patients served	million	7.2	27.6	26.9	27.3
Number of patients served per centre	Unit	NA	NA	NA	NA
Number of tests performed	million	21.1	78.20	72.30	66
Number of Small, Medium and Large centres & public private partnerships (PPP)[12]	Unit	NA	NA	NA	NA
Customer touch points (CTP) - No. of Centres - Collection Centres (Franchisee) - Company Owned Collection Centres Total	Unit	NA	NA	NA	NA
Number of doctors (radiologists, pathologists and microbiologists)	Unit	NA	NA	NA	NA
- Radiologists	Unit	NA	NA	NA	NA
- Pathologists	Unit	NA	NA	NA	NA
- Microbiologists	Unit	NA	NA	NA	NA
Number of CT & MRI machines	Unit	NA	NA	NA	NA

For Metropolis Healthcare Ltd:

KPIs	Unit	June 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Financial					
Revenue from operations[1]	(₹ in million)	3,133.55	12,077.09	11,482.10	12,283.21
Restated profit for the year/period[2]	(₹ in million)	381.10	1,284.56	1,433.94	2,146.86
EBITDA[3]	(₹ in million)	812.71	2,939.77	3,057.90	3,612.00
EBITDA Margin [4]	%	25.94%	24.34%	26.63%	29.41%
Return on Equity [5]	%	NA	12.26%	15.23%	26.86%
Return on Capital Employed [6]	%	NA	60.66%	59.69%	64.03%
Net debt/equity[7]	-	NA	0.11	0.19	0.23
Average revenue per patient[8]	(₹)	1,030.77	1,006.42	941.16	916.66
Average revenue per centre [9]	(₹ in million)	NA	NA	NA	NA
EBITDA per patient [10]	(₹)	267.34	244.98	250.65	269.55
Operational					
Number of tests per patient[11]	Unit	2.07	2.00	2.07	1.94
Revenue generated from East India	%	NA	4%	5%	5%
B2B vs B2C revenues	%	B2B - 37% B2C - 54% Others - 9%	B2B - 38% B2C - 53% Others - 10%	B2B - NA B2C - 50%	B2B - NA B2C - 44%
Revenue split into radiology(R) and pathology(P) & Revenue from Covid-19 Tests (C)	%	NA	R - NA & P - 99% & C- NA	R - NA & P - 98% & C - NA	NA
Number of Centres	Unit	NA	NA	NA	NA
Number of Laboratories	Unit	204	199	175	171
Number of NABL accredited labs	Unit	28	28	27	25
Number of patients served	million	3.04	12	12.2	13.4
Number of patients served per centre	Unit	NA	NA	NA	NA
Number of tests performed	million	6.3	24	25.3	26
Number of Small, Medium and Large centres & public private partnerships (PPP)[12]	Unit	NA	NA	NA	NA
Customer touch points (CTP) - No. of Centres - Collection Centres (Franchisee) - Company Owned Collection Centres Total	Unit	NA	NA	NA	NA
Number of doctors (radiologists, pathologists and microbiologists)	Unit	NA	NA	NA	NA
- Radiologists	Unit	NA	NA	NA	NA
- Pathologists	Unit	NA	NA	NA	NA
- Microbiologists	Unit	NA	NA	NA	NA
Number of CT & MRI machines	Unit	NA	NA	NA	NA

For Thyrocare Technologies Ltd:

KPIs	Unit	June 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Financial					
Revenue from operations[1]	(₹ in million)	1,569.10	5,723.90	5,270.60	5,906.60
Restated profit for the year/period[2]	(₹ in million)	239.40	694.90	643.6	1,761.40
EBITDA[3]	(₹ in million)	462.60	1,427.40	1,267.60	2,639.60
EBITDA Margin [4]	%	29.48%	24.94%	24.05%	44.69%
Return on Equity [5]	%	NA	13.34%	12.16%	36.93%
Return on Capital Employed [6]	%	NA	24.99%	23.00%	64.20%
Net debt/equity[7]	-	NA	0.06	0.01	0.01
Average revenue per patient[8]	(₹)	382.71	381.59	342.25	361.92
Average revenue per centre [9]	(₹ in million)	NA	NA	NA	NA
EBITDA per patient [10]	(₹)	112.83	95.16	82.31	161.74
Operational					
Number of tests per patient[11]	Unit	9.93	9.80	9.18	6.76
Revenue generated from East India	%	NA	NA	NA	NA
B2B vs B2C revenues	%	B2B- 94% B2C - 6%	B2B- 94% B2C - 6%	B2B- 94% B2C - 6%	NA
Revenue split into radiology(R) and pathology(P) & Revenue from Covid-19 Tests (C)	%	R - 8% & P - 88% C – NA	R - 8% & P - 89% C - NA	R - 8% & P - 92% C - NA	R - 5% & P - 95% C - NA
Number of Centres	Unit	NA	NA	NA	NA
Number of Laboratories	Unit	30	30	31	26
Number of NABL accredited labs	Unit	25	25	20	NA
Number of patients served	million	4.1	15	15.4	16.32
Number of patients served per centre	Unit	NA	NA	NA	NA
Number of tests performed	million	40.7	147.04	141.42	110.3
Number of Small, Medium and Large centres & public private partnerships (PPP)[12]	Unit	NA	NA	NA	NA
Customer touch points (CTP) - No. of Centres - Collection Centres (Franchisee) - Company Owned Collection Centres Total	Unit	NA	NA	NA	NA
Number of doctors (radiologists, pathologists and microbiologists)	Unit	NA	NA	NA	NA
- Radiologists	Unit	NA	NA	NA	NA
- Pathologists	Unit	NA	NA	NA	NA
- Microbiologists	Unit	NA	NA	NA	NA
Number of CT & MRI machines	Unit	NA	NA	NA	NA

For Vijaya Diagnostic Centre Ltd:

KPIs	Unit	June 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Financial					
Revenue from operations[1]	(₹ in million)	1,562.17	5,478.05	4,592.23	4,623.70
Restated profit for the year/period[2]	(₹ in million)	315.05	1,196.37	852.07	1,106.68

KPIs	Unit	June 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
EBITDA[3]	(₹ in million)	648.01	2,448.49	1,914.24	2,165.21
EBITDA Margin [4]	%	41.48%	44.70%	41.68%	46.83%
Return on Equity [5]	%	NA	19.77%	16.71%	26.52%
Return on Capital Employed [6]	%	NA	32.98%	26.21%	39.44%
Net debt/equity[7]	-	NA	0.28	0.23	0.00
Average revenue per patient[8]	(₹)	1,627.26	1,543.11	1,444.10	1,277.27
Average revenue per centre [9]	(₹ in million)	NA	NA	NA	NA
EBITDA per patient [10]	(₹)	675.01	689.71	601.96	598.12
Operational					
Number of tests per patient[11]	Unit	3.52	3.35	3.16	2.57
Revenue generated from East India	%	3%	3%	2%	NA
B2B vs B2C revenues	%	B2B - 7% B2C - 93%	B2B - 6% B2C - 94%	B2B - 5% B2C - 95%	B2B - 6% B2C - 94%
Revenue split into radiology(R) and pathology(P) & Revenue from Covid-19 Tests (C)	%	R - 38% & P - 62% C – NA	R - 36% & P - 64% C - NA	R - 35% & P - 65% C - NA	R - 33% & P - 67% C - NA
Number of Centres	Unit	NA	NA	NA	NA
Number of Laboratories	Unit	NA	22	17	12
Number of NABL accredited labs	Unit	17	17	12	11
Number of patients served	million	0.96	3.55	3.18	3.62
Number of patients served per centre	Unit	NA	NA	NA	NA
Number of tests performed	million	3.38	11.89	10.05	9.32
Number of Small, Medium and Large centres & public private partnerships (PPP)[12]	Unit	NA	NA	NA	NA
Customer touch points (CTP) - No. of Centres - Collection Centres (Franchisee) - Company Owned Collection Centres Total	Unit	NA	NA	NA	NA
Number of doctors (radiologists, pathologists and microbiologists)	Unit	NA	NA	NA	NA
- Radiologists	Unit	NA	NA	NA	NA
- Pathologists	Unit	NA	NA	NA	NA
- Microbiologists	Unit	NA	NA	NA	NA
Number of CT & MRI machines	Unit	NA	NA	NA	NA

Notes

**For Suraksha Diagnostic, all values above have been taken from Restated Consolidated Financials. For others, all values above are considered on a consolidated basis (Source: CRISIL Report. Please see section titled "Industry Overview", heading titled "Competitive landscape - Operational overview - Realisations of players considered (As of March 31, 2022)" on page 205, "Realisations of players considered (As of March 31, 2023)" on page 205, "Realisations of players considered (As of March 31, 2024)" on page 206, "Realisations of players considered (As of June 2024)" on page 207.)*

1. *Revenue from Operations = Revenue from Operations*
2. *Restated profit for the year/period = Profit after Tax*
3. *EBITDA is calculated as restated profit for the year/period plus exceptional items, tax expenses, finance costs, depreciation, and amortization expense.*
4. *EBITDA Margin is the percentage of EBITDA divided by revenue from operations*
5. *Return on Equity is calculated as restated profit for the year/ period divided by average equity*
6. *Return on Capital Employed is calculated as a percentage of EBIT (i.e., calculated as restated profit for the year/ period before tax expenses and finance costs) divided by capital employed (i.e., total equity plus total borrowings, lease liabilities, deferred tax liabilities excluding right of use assets and other intangible assets and intangible assets under development).*
7. *Net Debt to Equity is calculated as Net Debt (i.e., Total Borrowings and Lease Liabilities less Cash and Bank Balances) divided by Total Equity*

8. *Average revenue per patient is calculated as revenue from operations divided by the number of patients served.*
9. *Average revenue per Centre is calculated as Revenue from operations divided by number of Centers*
10. *EBIDTA per Patient is calculated as EBITDA divided by the number of patients served*
11. *Number of tests per patient visit is calculated as number of tests divided by number of patients served*
12. *Large Centres include MRI, CT scan machine, USG, Xray, Cardio and Sample collection; Medium Centre includes CT scan machine, USG, Xray, Cardio and Sample collection; Small centres include USG, Xray, Cardio and Sample collection.*

I. Weighted average cost of acquisition ("WACA"), floor price and cap price

(a) **Price per share of the Company (as adjusted for corporate actions, including split, bonus issuances) based on primary issuances of Equity Shares or convertible securities (excluding Equity Shares issued under the ESOP Plans and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuances")**

The Company has not issued any Equity Shares or convertible securities, excluding shares issued under ESOP Plans or Equity Shares issued pursuant to a bonus issue, during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s) and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

(b) **Price per share of the Company (as adjusted for corporate actions, including bonus issuances) based on secondary sale or acquisition of equity shares or convertible securities (excluding gifts) where Promoters or members of the Promoter Group or Selling Shareholder or other shareholders with rights to nominate directors are a party to the transaction during the 18 months preceding the date of filing of this Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Secondary Transactions")**
There have been no secondary sale/ acquisitions of Equity Shares or any convertible securities ("**Security(ies)**"), where the Promoter, members of the Promoter Group, Selling Shareholder or the Shareholder(s) having the right to nominate director(s) in our Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

Since there are no such transaction to report to under (a) and (b), the following are the details based on the last five primary or secondary transactions (secondary transactions where the Promoters or members of the Promoter Group or shareholders having a right to nominate directors to the Board are a party to the transaction, excluding gifts), not older than three years prior to the date of this Red Herring Prospectus irrespective of the size of transactions:

Date of allotment/transfer	Nature of transaction	No. of Equity Shares	Cost per Equity Share	Total Cost	Cumulative amount paid for the Equity Shares	Cumulative No. of Equity Shares
Primary transactions*						
June 3, 2024	Bonus issue in the ratio of 1 equity share for every 4 equity shares held	8,624,997	NA	NA	NA	8,624,997
Total					-	8,624,997
Weighted average cost of acquisition (primary transactions) (₹ per Equity Share)					**NA**	

Date of allotment/transfer	Nature of transaction	No. of Equity Shares	Cost per Equity Share	Total Cost	Cumulative amount paid for the Equity Shares	Cumulative No. of Equity Shares
Secondary transactions						
November 13, 2024	Transfer from Santosh Kumar Kejriwal to Dr Somnath Chatterjee	29,578	42.60	1,260,022.80	1,260,022.80	29,578
November 13, 2024	Gift from Santosh Kumar Kejriwal to Ritu Mittal	545,708	NA	NA	1,260,022.80	575,286
November 14, 2024	Transfer from Satish Kumar Verma** to Dr Somnath Chatterjee	577,258	42.60	24,591,190.80	25,851,213.60	1,152,544
November 14, 2024	Transfer from Satish Kumar Verma** to Ritu Mittal	2,185	42.60	93,081.00	25,944,294.60	1,154,729
Total					**25,944,294.60**	**1,154,729**
Weighted average cost of acquisition (secondary transactions) (₹ per Equity Share)					**22.47**	

Note: Weighted average cost of acquisition (WACA) is the total cost incurred for acquiring the securities of the Company during the relevant period divided by the total number of securities acquired during the relevant period less the acquisition cost of shares transferred (if any) divided by the total number of securities sold/ transferred during the relevant period, if any

^*As certified by Manian and Rao, Chartered Accountants pursuant to their certificate dated November 25, 2024.*

**Primary transaction does not include conversion of CCPS where consideration was paid at the time of acquisition of CCPS, and not at conversion.*

***Shares are jointly held with Suman Verma*

For further details in relation to the share capital history of our Company, see "*Capital Structure*" on page 99.

J. The Floor Price is [●] times and the Cap Price is [●] times the weighted average cost of acquisition based on the primary/ secondary transactions disclosed above, at which the Equity Shares were issued by our Company, or acquired by the shareholders with rights to nominate directors are disclosed below:

Past Transactions	Weighted average cost of acquisition (in ₹)#	Floor Price* (in ₹)	Cap Price* (in ₹)
WACA of equity shares that were issued by our Company	Nil	[●] times	[●] times
WACA of equity shares that were acquired by way of secondary transactions	22.47	[●] times	[●] times

Note: Weighted average cost of acquisition (WACA) is the total cost incurred for acquiring the securities of the Company during the relevant period divided by the total number of securities acquired during the relevant period less the acquisition cost of shares transferred (if any) divided by the total number of securities sold/ transferred during the relevant period, if any

**To be computed after finalization of Price Band.*

#*As certified by Manian and Rao, Chartered Accountants by way of their certificate dated November 25, 2024.*

K. Justification for Basis for Offer price

(i) The following provides an explanation to the Cap Price being [●] times of weighted average cost of acquisition of equity shares that were issued by our Company or acquired or sold by the Selling Shareholder or other shareholders with rights to nominate directors by way of primary and secondary transactions in the last three full Financial Years preceding the date of this Red Herring Prospectus compared to our Company's KPIs for the three months ended June 30, 2024 and Financial Years 2024, 2023 and 2022

[●]*

**to be computed after finalization of Price Band*

(ii) The following provides an explanation to the Cap Price being [●] times of weighted average cost of acquisition of equity shares that were issued by our Company or acquired or sold by the Selling Shareholder or other shareholders with rights to nominate directors by way of primary and secondary transactions in the last three full Financial Years preceding the date of this Red Herring Prospectus compared to our financial ratios for the three months ended June 30, 2024 and Financial Years 2024, 2023 and 2022

[●]*

**to be computed after finalization of Price Band*

(iii) The following provides an explanation to the Cap Price being [●] times of weighted average cost of acquisition of equity shares that were issued by our Company or acquired by the Selling Shareholder or other shareholders with rights to nominate directors by way of primary and secondary transactions in view of external factors, if any

[●]*

**to be computed after finalization of Price Band*

L. The Offer Price is [●] times of the face value of the Equity Shares.

The Offer Price of ₹ [●] has been determined by our Company in consultation with the BRLMs, on the basis of assessment of demand from investors for Equity Shares through the Book Building Process and, is justified in view of the above qualitative and quantitative parameters.

Investors should read the above-mentioned information along with "*Risk Factors*", "*Our Business*", "*Financial Information – Restated Consolidated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 36, 220, 292 and 344, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "*Risk Factors*" beginning on page 36 and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

To,

The Board of Directors
Suraksha Diagnostic Limited
(Formerly known as Suraksha Diagnostic Private Limited)
Plot No DG-12/1, Action Area 1D,
Premises No 02-0327,
New Town, Rajarhat,
Kolkata, West Bengal, India, 700156

Dear Sir/Madam,

Sub: Statement of possible special tax benefits available to Suraksha Diagnostic Limited (formerly known as Suraksha Diagnostic Private Limited) (the "Issuer" or the "Company"), and to its shareholders under the direct and indirect tax laws, prepared in accordance with the requirements under Schedule VI (Part A)(9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI ICDR Regulations")

1. We, M S K A & Associates ("the Firm"), Chartered Accountants, the statutory auditors of **Suraksha Diagnostic Limited (formerly known as Suraksha Diagnostic Private Limited)** (the "Company") hereby confirm the enclosed statement in the Annexure prepared and issued by the Company, which provides the possible special tax benefits under direct tax and indirect tax laws presently in force in India, including Income-tax Act, 1961 ('Act'), the Income-tax Rules, 1962, ('Rules'), the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, the Customs Act, 1962 and the Customs Tariff Act, 1975 and the Foreign Trade Policy 2023, each as amended (collectively the "Indian Taxation Laws"), the rules, regulations, circulars and notifications issued thereon, as amended by the Finance Act, 2024, and as applicable to the assessment year 2025-26 relevant to the financial year 2024-25, available to the Company and its shareholders identified as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Several of these benefits are dependent on the Company and its shareholders, as the case may be, fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company and its shareholders to derive the special tax benefits is dependent upon their fulfilling such conditions, if any, which are based on business imperatives the Company and its shareholders face in the future, the Company and its shareholders may or may not choose to fulfil such conditions for availing special tax benefits.

2. This statement of possible special tax benefits is required as per Schedule VI (Part A)(9)(L) of the SEBI ICDR Regulations. While the term 'special tax benefits' has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company and its shareholders, the same would include those benefits as enumerated in the statement. Any benefits under the Indian Taxation Laws other than those specified in the statement are considered to be general tax benefits and therefore not covered within the ambit of this statement. Further, any benefits available under any other laws within or outside India, except for those specifically mentioned in the statement, have not been examined and covered by this statement.

3. Our views are based on the existing provisions of law 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.

4. The benefits discussed in the enclosed statement cover the possible special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to them.

5. In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.

6. The benefits stated in the enclosed statement are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the distinct nature of the tax consequences and the changing tax laws,

each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares of the Company (the “Offer”) and we shall in no way be liable or responsible to any shareholder or subscriber for placing reliance upon the contents of this statement. Also, any tax information included in this written communication was not intended or written to be used, and it cannot be used by the Company or the investor, for the purpose of avoiding any penalties that may be imposed by any regulatory, governmental taxing authority or agency.

7. We do not express any opinion or provide any assurance whether:
   - The Company and its shareholders will continue to obtain these benefits in future;
   - The conditions prescribed for availing the benefits have been/would be met;and
   - The revenue authorities/courts will concur with the views expressed herein.

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

9. 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.

10. The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. We have relied upon the information and documents of the Company being true, correct, and complete and have not audited or tested them. Our view, under no circumstances, is to be considered as an audit opinion under any regulation or law. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our Firm or any of our partners or affiliates, shall not be responsible for any loss, penalties, surcharges, interest or additional tax or any tax or non-tax, monetary or non-monetary, effects or liabilities (consequential, indirect, punitive or incidental) before any authority / otherwise within or outside India arising from the supply of incorrect or incomplete information of the Company.

11. This Statement is addressed to Board of Directors and issued at the specific request of the Company. The enclosed Statement is intended solely for your information and for inclusion in the red herring prospectus, prospectus and any other material in connection with the Offer, and is not to be used, referred to or distributed for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. Any subsequent amendment / modification to provisions of the applicable laws may have an impact on the views contained in our statement. While reasonable care has been taken in the preparation of this certificate, we accept no responsibility for any errors or omissions therein or for any loss sustained by any person who relies on it.

For **M S K A & Associates**
Chartered Accountants
Firm Registration Number:105047W

Dipak Jaiswal
Partner
Membership No: 063682
UDIN: 24063682BKATFP1549

Place: Kolkata
Date: November 23, 2024

Annexure to the Statement of Possible Special Tax Benefits available to Suraksha Diagnostic Limited Formerly known as Suraksha Diagnostic Private Limited ('the Company') and its shareholders

A. Company and its shareholders

Direct Taxation

Outlined below are the possible special tax benefits available to the Company and its shareholders under the direct tax laws in force in India. This portion of the statement is as per the Income-tax Act, 1961 as amended by the Finance Act, 2024 read with the relevant rules, circulars and notifications applicable for the Financial Year 2024-25 relevant to the Assessment Year 2025-26, presently in force in India

1. Possible Special income-tax benefits available to the Company

(i) Section 115BAA of the Income-tax Act, 1961 ('the Act'), as inserted vide The Taxation Laws (Amendment) Act, 2019, provides that domestic company can opt for a corporate tax rate of 22% (plus applicable surcharge and education cess) for the financial year 2019-20 onwards, provided the total income of the company is computed without claiming certain specified incentives/deductions or set-off of losses, depreciation etc. and claiming depreciation determined in the prescribed manner. In case a company opts for section 115BAA, provisions of Minimum Alternate Tax ('MAT') would not be applicable and unutilized MAT credit will not be available for set-off. The option needs to be exercised on or before the due date of filing the tax return. Option once exercised, cannot be subsequently withdrawn for the same or any other tax year. The Company may claim such beneficial tax rate in future years subject to giving away any other income-tax benefits under the Act (other than the deduction available under section 80JJAA and 80M of the Act) and fulfilling the then prevailing provisions under the Act.

The Company has opted for the concessional tax regime as per the provisions of section 115BAA of the Act and consequently, MAT provisions as envisaged under section 115JB of the Act would not be applicable to the Company.

(ii) Pursuant to the provisions of section 80M of the Act, dividend received by the company from any other domestic company or a foreign company or a business trust, a deduction of an amount equal to so much of the amount of income by way of dividends received from such other domestic company or foreign company or business trust as does not exceed the amount of dividend distributed by the company on or before one month prior to due date of furnishing the income-tax return under Section 139(1) of the IT Act for the relevant year, be allowed. Since, the Company has investments in India, it can claim the above-mentioned deduction, subject to other conditions prescribed under section 80M of the Act.

(iii) Subject to fulfilment of prescribed conditions, the Company is entitled to claim deduction under section 80JJAA of the Act, of an amount equal to 30% of additional employee cost (pertaining to specified category of employees) incurred in the course of business in the financial year, for 3 assessment years including the assessment year relevant to the financial year in which such employment is provided. Said deduction shall be available subject to satisfaction of specified conditions.

2. Possible Special Income-tax Tax Benefits available to the Shareholders of the Company

Taxability of Dividend Income in the hands of the Shareholders

(i) Dividend income earned by the shareholders would be taxable in their hands at the applicable rates. However, in case of domestic corporate shareholders, deduction under section 80M of the Act would be available on fulfilling the conditions (as discussed above). Further, in case of shareholders, Hindu Undivided Family, Association of Persons, Body of Individuals, whether incorporated or not and every artificial juridical person, surcharge on such tax would be restricted to 15%, irrespective of the amount of total income.

(ii) Separately, any dividend income received by shareholders would be subject to tax deduction at source by the Company under section 194 of the Act @ 10%. However, in the case of individual shareholders, this would apply only in case the dividend income exceeds INR 5,000. Further, dividend income is now taxable in the hands of shareholders.

Taxability of Capital Gains in the hands of Resident Shareholders

(i) There are no possible income-tax special tax benefits available to the shareholders of the Company for investing in the shares of the Company. However, such shareholders shall be liable to concessional tax rates on certain incomes (arising from sale of equity shares of the Company).

(ii) As per Section 112A of the Act, any long term capital gains from transfer of equity shares, or a unit of any equity-oriented fund or a unit of a business trust on which Securities Transaction Tax ('STT') is paid both at the time of acquisition and sale, shall be taxed at the rate of 12.5% (without indexation) [w.e.f. 23 July 2024 by Finance (No.2) Act, 2024] of such capital gains subject to fulfilment of prescribed conditions of the Act as well as Notification No. 60/2018/F.No. 370142/9/2017-TPL dated 1 October 2018. It is worthwhile to note that tax shall be levied only where such capital gains exceeds INR 1,25,000/-.

(iii) As per Section 111A of the Act, short term capital gains arising from transfer of an equity shares, or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at 20% subject to fulfilment of prescribed conditions under the Act.

Taxability of Capital Gains in the hands of Non-Resident Shareholders

(i) In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident shareholder has fiscal domicile.

(ii) Apart from the tax benefits available to each class of shareholders as such, there are no possible special income tax benefits available to the shareholders under the provisions of the Act for investing in the shares of the Company.

Indirect Taxation

Outlined below are the possible special tax benefits available to the Company and its shareholders under the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 ("GST Acts"), the Customs Act, 1962 ("Customs Act") and the Customs Tariff Act, 1975 ("Customs Tariff Act"), as amended by the Finance Act, 2023, Foreign Trade Policy 2023, the rules, regulations, circulars and notifications issued thereon, applicable for the financial year 2024-25, presently in force in India.

1. **Possible Special indirect-tax benefits available to the Company**

I. Possible Special Indirect Tax Benefits available under the GST Acts

(i) Healthcare services, including diagnostic services provided by clinical establishments, are exempt from GST under Notification No. 12/2017-Central Tax (Rate) dated June 28, 2017.

(ii) Essential medical devices, and equipment used in healthcare services are subject to comparative lower GST rates. Such as benefit of GST rate of 12% is available on all pharmaceutical goods falling under heading 3006 along with all the laboratory reagents and other goods falling under heading 3822 notified under Entry at S. No. 65 and S. No. 80 respectively, of Schedule II of notification No. 1/2017-Central Tax (Rate) dated 28.6.2017, amended time to time. Further the same has been also clarified vide Circular No. 163/19/2021-GST dated 6th October 2021.

(iii) If the company, engages in providing any services to the patients from neighbouring countries, wherein the recipient of service is located outside India as per the provisions of place of supply, determined under section 13 of Integrated Goods And Services Tax Act, 2017 and further such service, satisfies the definition of "export of services", defined under section 2(6) of such act, then as per the provisions laid down in section 16 of the Integrated Goods And Services Tax Act, 2017, the company may claim the benefit of zero-rated supplies upon such services.

II. Possible Special indirect tax benefits available under Customs Act and Customs Tariff Act

(i) In exercising its powers conferred by sub-section (1) of section 25 of the Customs Act, 1962 and sub-section (12) of section 3, of Customs Tariff Act, 1975, vide Notification No. 50 /2017 -Customs, F.No. 354/119/2017- TRU, dated, 30th June, 2017, Government of India, the Ministry of Finance (Department of Revenue), in the public interest has either levied concessional rate of duty or has exempted, from the duty of customs leviable under the First Schedule of Customs Tariff Act, 1975 and IGST from the integrated tax leviable under sub-section (7) of section 3 of said Customs Tariff Act, read with section 5 of the Integrated Goods and Services Tax Act, 2017 on import of certain reagents, chemicals, surgical and laboratory supplies, equipment and stores, which may or may not be subject to certain conditions, specified in the annexure to such notification, if availed within the time specified thereon. A glance of the description of goods along with its concessional rate, defined in the notification relating to industry in which the company operates, has been tabulated below:

S.No.	Chapter or heading	Description of goods	Rate of Duty (Exempted or concessional duty)	Integrated Goods and Services Tax (Exempted or concessional duty)
166	28, 29, 30 or 38	Drugs, medicines, diagnostic kits or equipment etc.	5%	-
167	28, 29, 30 or 38	Lifesaving drugs/medicines including their salts and esters and diagnostic test kits etc.	-	-

213	30 or any other Chapter	Drugs and materials etc.	-	-
563	9019 10 20, 9022 90 10 or 9022 90 30	Goods required for medical, surgical, dental or veterinary use	5%	-
565	9022 14 10	X-Ray Generator	10%	-
569	Any Chapter	Accessories of the medical equipment	5%	-
570	90 or any other Chapter	Medical and surgical instruments, apparatus and appliances including spare parts and accessories thereof	-	-

(ii) As per section 25B of Customs Act, 1962, the Central Government may, by notification, exempt surgical and laboratory equipment and stores, which are re-imported after being exported for the purposes of repair, further processing or manufacture, as may be specified therein, from the whole or any part of duty of customs leviable thereon, subject to the certain conditions.

III. Possible Special indirect tax benefits available to the Company under Foreign Trade Policy 2015-20

(i) In case, if the company exports any services, it may receive the benefit allowed on importation of capital goods, used in providing such services, under Export Promotion Capital Goods (EPCG) Scheme defined under chapter 5 of the Foreign Trade Policy 2023, which also covers a service provider who is certified as a Common Service Provider (CSP) by the DGFT, subject to an export obligation equivalent to 6 times of duties, taxes and cess saved on such capital goods, to be fulfilled in 6 years reckoned from date of issue of authorisation and only if the company satisfies all the other conditions laid down in such chapter.

2. Possible Special Indirect Tax Benefits available to the Shareholders of the Company

The shareholders of the Company are not required to discharge any GST on transaction in securities of the Company. Securities are excluded from the definition of Goods as defined u/s 2(52) of the Central Goods and Services Tax Act, 2017 as well from the definition of Services as defined u/s 2(102) of the Central Goods and Services Tax Act, 2017. Accordingly, transactions in the security of the Company may not attract GST.

Apart from above, the shareholders of the Company are not eligible for any possible special tax benefits under the provisions of the GST Acts, Customs Act, Customs Tariff Act and Foreign Trade Policy 2023 including the relevant rules, notifications and circulars issued there under.

Notes:

1. This Statement sets out only the possible special tax benefits available under the current provisions of Indian Taxation Laws.

2. The above Statement of possible special tax benefits sets out the provisions of the Indian Taxation Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of equity shares of the Company.

3. The tax benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Indian Taxation Laws. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company or its shareholders may or may not choose to fulfil.

4. The tax benefits discussed in the Statement are not exhaustive and are only intended to provide general information to the investors and hence, are neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Offer.

5. This part A of the statement (Company and its Shareholders) does not discuss any tax consequences in the country outside India of an investment in the shares. The shareholders in the country outside India are advised to consult their own advisors regarding possible Income tax consequences applicable to them.

6. The Statement is prepared on the basis of information available with the Management of the Company and there is no assurance that:

   i. the Company or its shareholders will continue to obtain these benefits in future;
   ii. the conditions prescribed for availing the benefits have been/ would be met with; and
   iii. the revenue authorities/courts will concur with the view expressed herein.

7. The above statements are based on the existing provisions of Indian Taxation 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. The views expressed in this statement are based on the facts and assumptions indicated in the statement. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein.

For and on behalf of the Board of Directors of
Suraksha Diagnostic Limited
(Formerly known as Suraksha Diagnostic Private Limited)

____

Dr Somnath Chatterjee
Chairman and Joint Managing Director
Place: Kolkata
Date: November 23, 2024

SECTION IV – ABOUT OUR COMPANY

INDUSTRY OVERVIEW

*The information in this section is derived from the report dated October, 2024 (the "**CRISIL Report**") prepared by CRISIL Limited ("CRISIL"). A copy of the CRISIL Report will be available on the website of our Company at www.surakshanet.com/investor-relations from the date of the filing of the Red Herring Prospectus. The CRISIL Report was exclusively commissioned and paid for by our Company in connection with the Offer, pursuant to the CRISIL Letters, for the purposes of confirming our understanding of the industry exclusively in connection with the Offer. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the Offer), that have been left out or changed in any manner.*

*CRISIL Market Intelligence & Analytics ("**CRISIL MI&A**"), a division of CRISIL has taken reasonable care and diligence in preparing the CRISIL Report based on the information obtained by CRISIL from sources which it considers reliable.*

Macroeconomic assessment

A review of India's Gross Domestic Product (GDP) growth

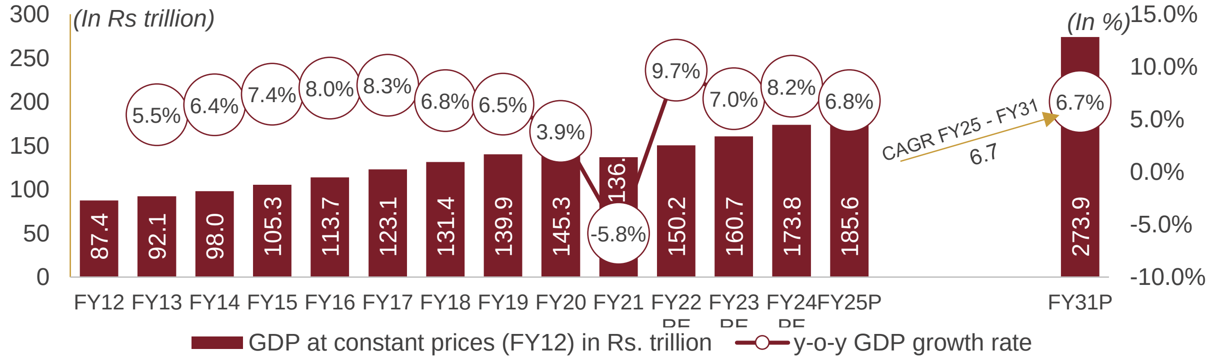
India's Gross Domestic Product (GDP) grew at 5.9% Compounded Annual Growth Rate (CAGR) between FY12 and FY24

India's GDP grew at 5.9% Compounded Annual Growth Rate (CAGR) between FY12 and FY24 to Rs 173.8 trillion in FY24. A large part of the lower growth rate was because of challenges heaped by the Covid-19 pandemic in FY20 and FY21. In FY22, the economy recovered with abating of the pandemic and subsequent easing of restrictions and resumption in economic activity.

In FY23, GDP rose 7% on continued strong growth momentum, propelled by investments and private consumption. In fact, the share of investments in GDP was at 33.3% and that of private consumption was at 58.0%.

For FY24, The National Statistics Office (NSO) estimated India's real GDP growth to be at 8.2% in its Provisional Estimates (PE), compared to its earlier projection of 7.6%. Analysis of the FY24 year's growth reveal notable dichotomies. Growth has primarily been fuelled by fixed investments, exhibiting a robust 9% expansion, while private consumption growth lagged behind at 4%, trailing overall GDP growth. On the supply side, the industry sector experienced the most substantial growth at 9.9%, while the agriculture and Electricity, Gas, Water Supply & Other Utility services sectors exhibited more modest growth rates of 1.4% and 7.5%, respectively. These trends underscore the varied performance across sectors, highlighting the nuanced dynamics shaping India's economic landscape in FY24.

Real Gross Domestic Product (GDP) growth in India (new series) – constant prices



Notes: PE: provisional estimates, RE: revised estimates, P: projected
The values are reported by the government under various stages of estimates

Actuals, estimates and projected data of GDP are provided in the bar graph
Source: Provisional estimates of national income 2022-2023 and quarterly estimates of GDP for the fourth quarter of fiscal 2023, Central Statistics Office (CSO), Ministry of Statistics and Programme Implementation (MoSPI), CRISIL MI&A

Between FY25 and FY31, India's growth seen averaging ~6.7%

Between FY25 and FY31, CRISIL expects India to sustain average GDP growth of ~6.7%, which will make it the third-largest economy in the world.

FY31 will be when India becomes, according to World Bank definition, an upper middle-income country with per capita income rising to ~$4,500.

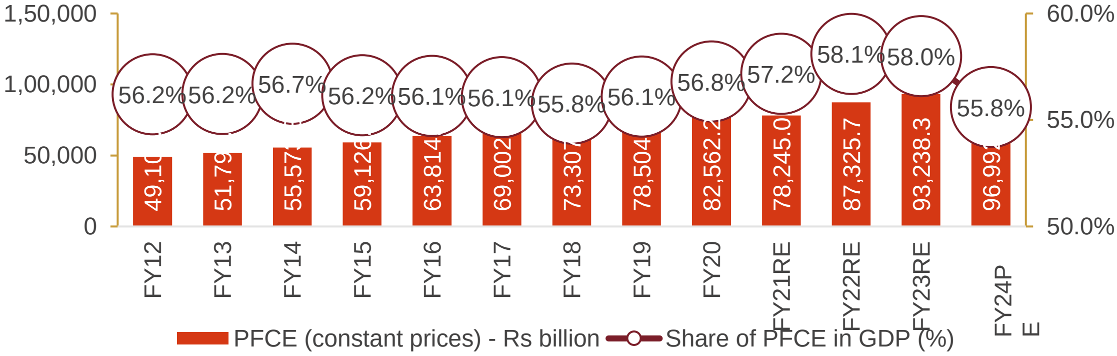
Some of the key drivers of this growth is:

- Capital Investments will play a significant part in this growth, With an increasing share of private sector investments and government focus on fiscal consolidation
- The manufacturing sector is expected to grow at a faster rate than in the past decade between FY11 till FY20 with an estimated growth of 9.1% between FY25 and FY31
- The services sector will remain the dominant driver, contributing to 55.5% share in GDP by FY31
- Strong demand will play an important role in bolstering the manufacturing sector's growth compensating for a relatively tepid global growth and restrictive trade environment.

Private Final Consumption Expenditure (PFCE) to maintain dominant share in Gross Domestic Product (GDP)

Private final consumption expenditure (PFCE) at constant prices clocked 6% CAGR between FY12 and FY23, maintaining its dominant share of 58.0% in FY23 (~Rs 93,238.3 billion in absolute terms, up 6.8% on-year). Growth was led by healthy monsoon, wage revisions due to the implementation of the Seventh Central Pay Commission's (CPC) recommendations, benign interest rates, growing middle age population and low inflation. As of FY24, PFCE is estimated to have further increased to Rs 96,992.1 billion, registering a y-o-y growth of ~4% and forming ~56% of India's GDP.

PFCE (at constant prices)



Note: RE: Revised estimates; PE: Provisional estimates
Source: MoSPI, CRISIL MI&A

India saw robust growth in per capita income between FY12 and FY23

India's per capita income, a broad indicator of living standards, rose to Rs 99,404 in FY23 from Rs 63,462 in FY12, i.e., 4.2% CAGR. Growth was led by better job opportunities, propped up by overall economic growth. Moreover, population growth was stable at ~1% CAGR. Also, as per the provisional estimates, per capita net national income (constant prices) was estimated to have increased to Rs 106,744, thereby registering an on-year growth of ~7.4%.

With per capita income rising to upper middle-income category by FY31, the share of PFCE is expected to be dominant in India's GDP growth.

Per capita net national income at constant (2011-12) prices

	FY12	FY13	FY14	FY15	FY16	FY17	FY18	FY19	FY20	FY21RE	FY22 RE	FY23 RE	FY24PE
Per-capita NNI (Rs)	63,462	65,538	68,572	72,805	77,659	83,003	87,586	92,133	94,270	86,054	94,054	99,404	106,744
Y-o-Y growth (%)		3.3	4.6	6.2	6.7	6.9	5.5	5.2	2.3	-8.7	9.3	5.7	7.4

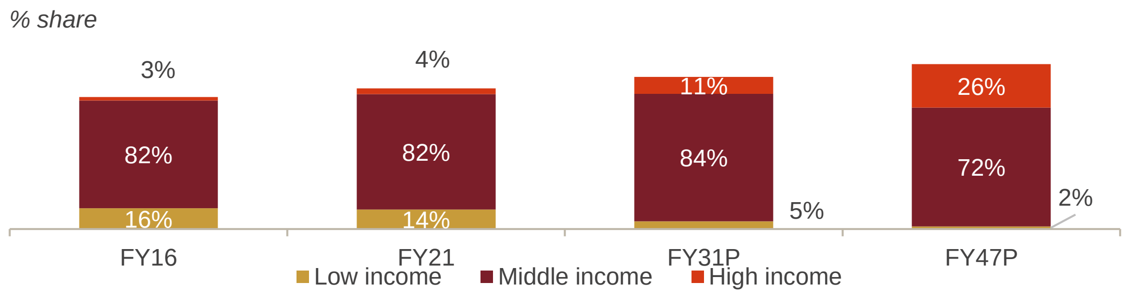
RE – revised estimates, PE – Provisional estimates of NNI, NNI – net national income
Source: Provisional Estimates of Annual National Income, 2022-23, CSO, MoSPI, CRISIL MI&A

Decline in poverty indicating rise in middle- and high-income population in India will support consumption growth

The proportion of poor in India (defined as households living at or below Rs 125,000 per annum) declined from ~16% to ~14% between FY16 and FY21, according to the ICE 360° survey by the People Research on India's Consumer Economy (PRICE).

Conversely, the proportion of middle- and high-income groups in the country increased to ~86% in FY21 from ~85% in FY16. Their proportion is expected to reach ~95% by FY31. The middle-income group formed ~82% of the total population in FY21. A positive economic outlook and growth across key employment-generating sectors (such as real estate, infrastructure and automotives) are expected to have a cascading effect on the overall per-capita income of the population in the medium-to-long term. This, in turn, is expected to drive consumption expenditure and discretionary spending.

Income-based split of the population



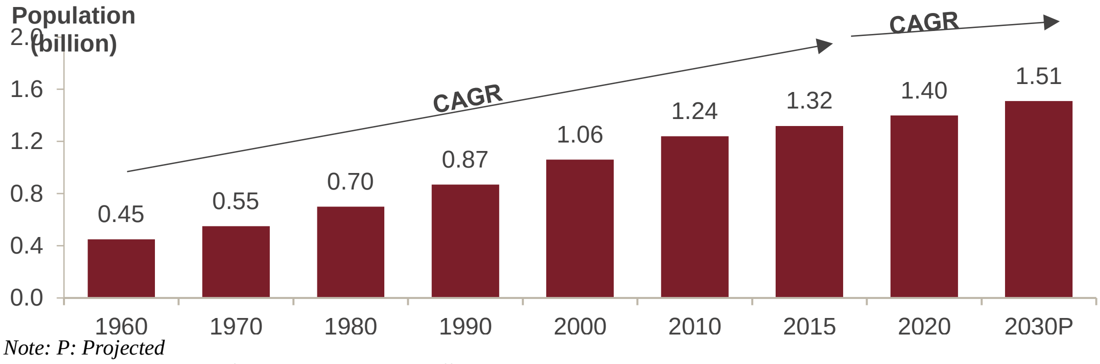
Note:
Percentages may not add up to 100 due to rounding off decimals
E: Estimated; P: Projected
Low-income group: Defined as households earning less than Rs 125,000 per annum
Middle-income group: Defined as households earning between Rs 125,000 and Rs 3 million per annum
High-income group: Defined as households earning more than Rs 3 million per annum
Source: PRICE ICE 360° survey, CRISIL MI&A

Population to clock 0.8% Compounded Annual Growth Rate (CAGR) between 2020 and 2030

According to Census 2011, India's population grew to ~1.2 billion at 1.9% CAGR during CY01-CY11. The estimated number of households stood at ~246 million.

According to the United Nations (UN) World Population Prospects 2022, the country's population is expected clock 0.8% CAGR between 2020 and 2030 to reach 1.5 billion. The UN has estimated that with 1.425 billion people, the country surpassed China to become the most populous country in April 2023.

India's population growth

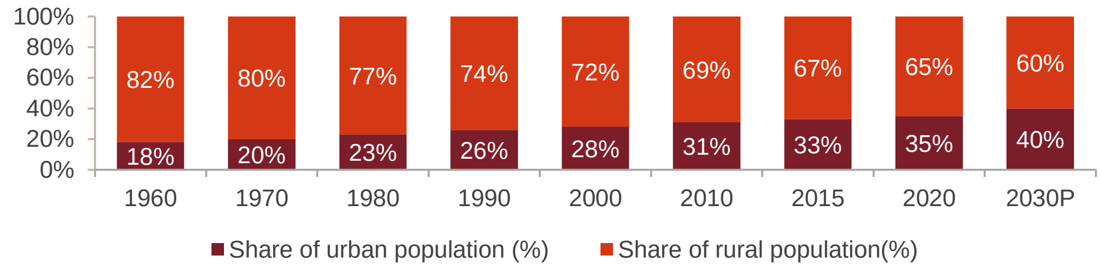


Note: P: Projected
Source: UN Department of Economic and Social Affairs, World Population Prospects 2022, CRISIL MI&A

Urbanisation likely to reach 40% by 2030

India's urban population has been increasing over the years. The trend is expected to continue as economic growth increases. From ~31% of the total population in 2010, the country's urban population is projected to reach nearly 40% by 2030, according to a UN report on urbanisation. People from rural areas move to cities for better job opportunities, education and quality of life. Typically, migration can be of the entire family or a few individuals (generally an earning member or students).

India's urban population versus rural



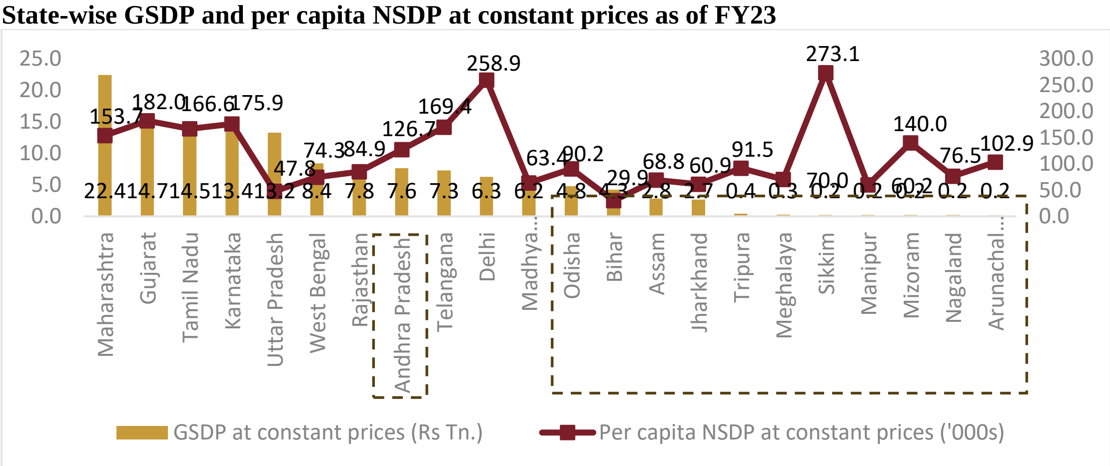
Note: P: Projected
Source: World Urbanization Prospects: The 2018 Revision, UN, CRISIL MI&A

State-wise macroeconomic indicators

West Bengal among the top six states in terms of Gross State Domestic Product (GSDP) in FY23

In FY23, Maharashtra Gujarat, Tamil Nadu, Karnataka, Uttar Pradesh and West Bengal were the top six ranking states in terms of gross state domestic product (GSDP) at constant prices.

State-wise GSDP and per capita NSDP at constant prices as of FY23

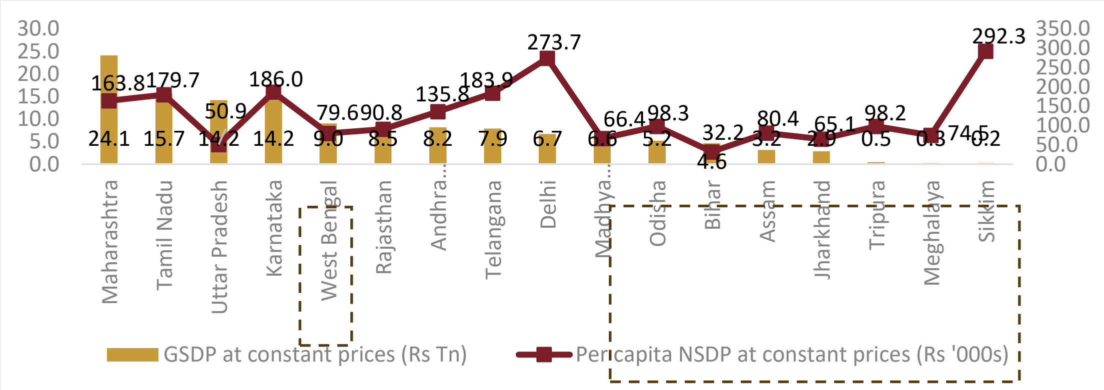


Note: Dotted box represents select eastern states
Source: MOSPI, CRISIL MI&A

West Bengal among the top five states in terms of Gross State Domestic Product (GSDP) in FY24 among the states for which data is available

In FY24, Maharashtra, Tamil Nadu, Uttar Pradesh, Karnataka and West Bengal were top five states in terms of gross state domestic product (GSDP) at constant prices. However, in terms of per-capita net state domestic product (NSDP) at constant prices, Sikkim and Delhi led the peer states in FY24. West Bengal, Odisha, Bihar, Assam and Jharkhand are the top five states in the east and north-east region contributing to majority of the region’s gross domestic product. However, FY24 data for states like Gujarat, Manipur, Arunachal Pradesh, Mizoram and Nagaland was not available.

State-wise GSDP and per capita NSDP at constant prices as of FY24

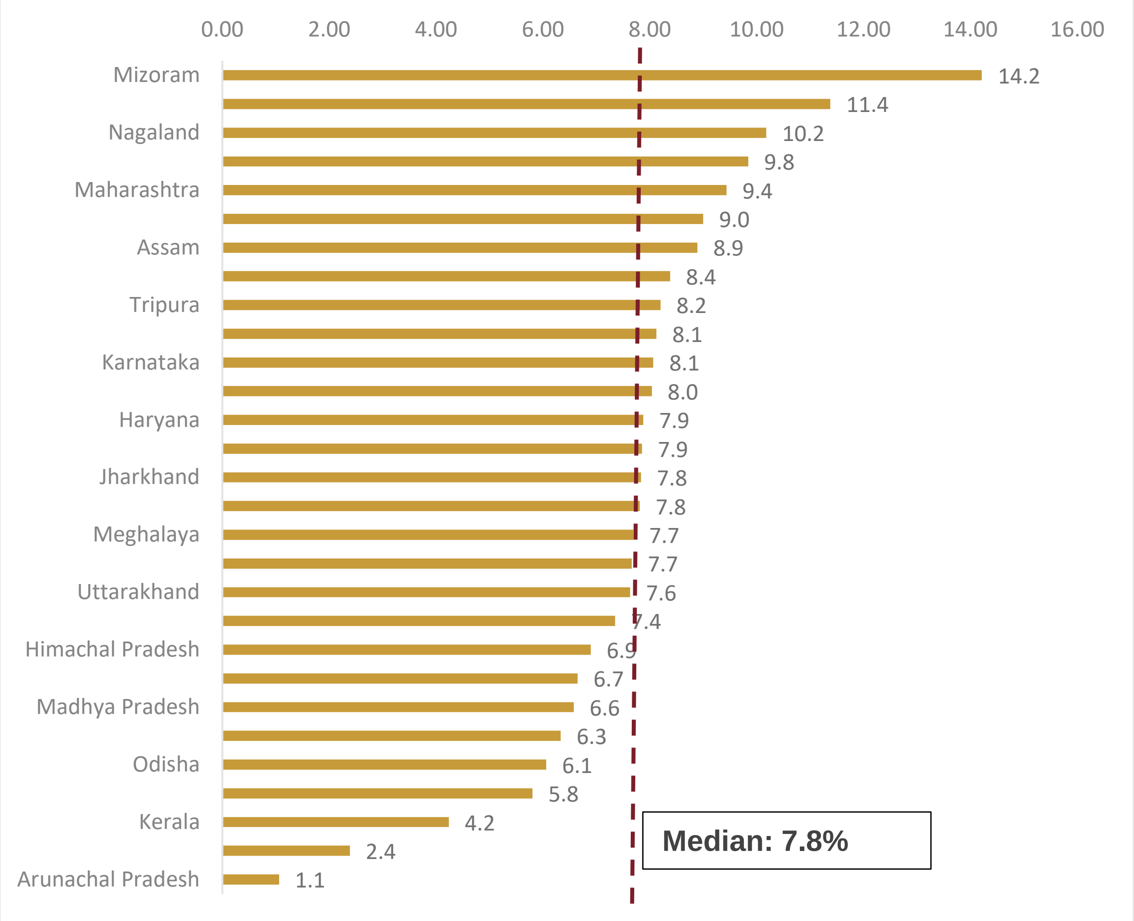


Note: Dotted box represents select eastern states
Note: Latest data has been considered. Among the states under consideration, FY24 data for Gujarat, Manipur, Arunachal Pradesh, Mizoram and Nagaland was not available
Source: MOSPI, CRISIL MI&A

Top three fastest growing states in FY23 were from East including Northeast India

In FY23, among the states considered, Mizoram, Manipur, Nagaland, Bihar and Maharashtra have grown the fastest at 14.2%, 11.4%, 10.2%, 9.8% and 9.4% respectively.

GSDP (constant) growth across states in FY23 (%)

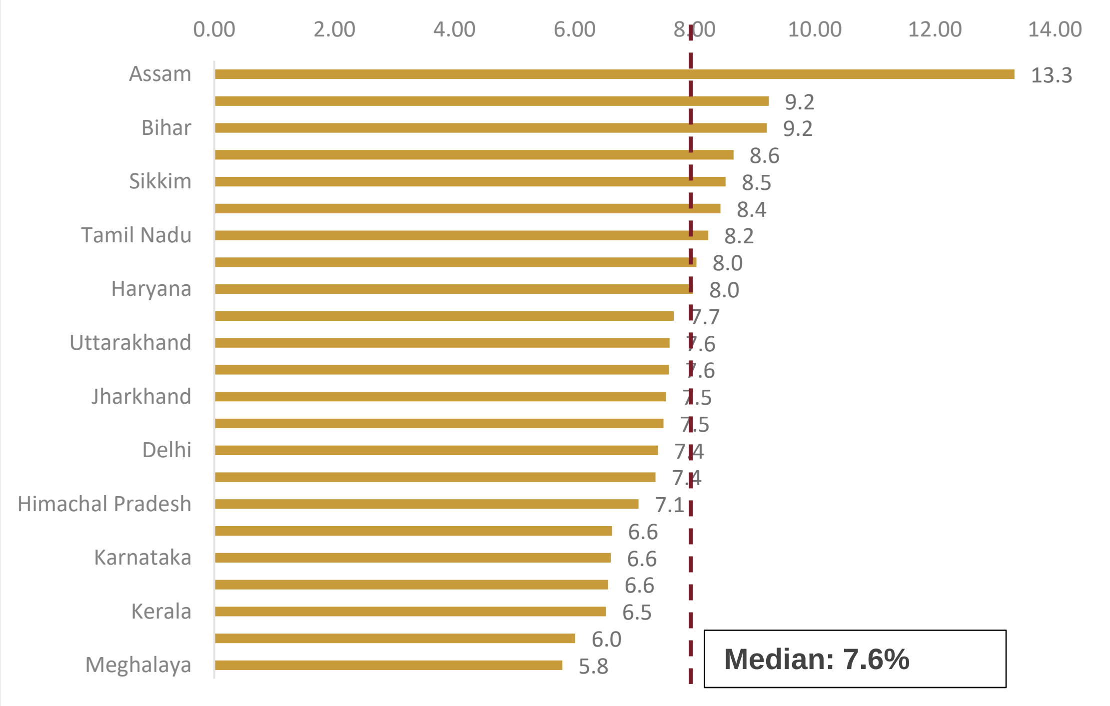


Note:
The dotted line represents the median for the set of states
Source: MOSPI, CRISIL MI&A

6 out of the top 10 fastest growing states were in East including Northeast India in FY24

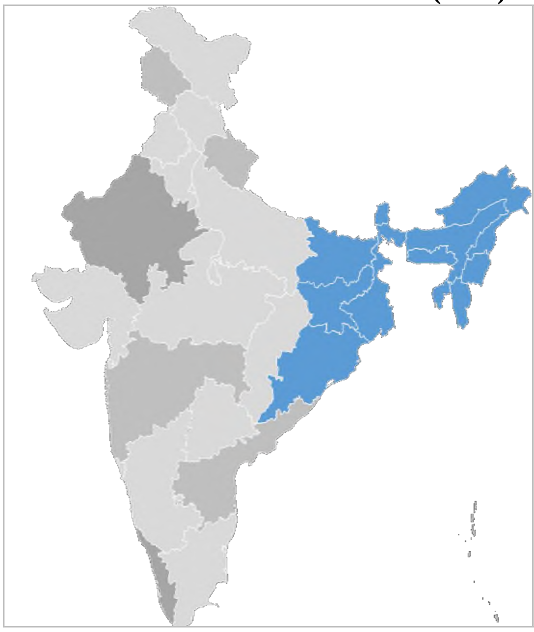
In FY24, Assam, Telangana, Bihar, Tripura and Sikkim have grown the fastest among other states in India. Among the states showing the fastest growth in FY24, 6 out of the top 10 states were from the east including northeast region with Assam growing the fastest at 13.3%.

GSDP (constant) growth across states in FY24 (%)



Note: The dotted line represents the median for the set of states
Latest data has been considered. Among the states under consideration, FY24 data for Gujarat, Manipur, Arunachal Pradesh, Mizoram and Nagaland was not available
Source: MOSPI, CRISIL MI&A

Overview of Gross Domestic Product (GDP) of east and north-east states



East and North-East states contributed to ~17.2% of India's GDP in FY23

The gross domestic state product of this region (East and North-east) has grown at a CAGR of 4.3% as against 3.4% growth in India's GDP from FY20 to FY23.

In FY23, Mizoram saw a rise of 14.1% in GSDP on-year basis, while Manipur and Nagaland saw a growth of 11.5% and 10.4% repectively in FY23. India's GDP is estimated to have grown 7.3% in FY23 on-year basis

The region has an estimated population of 394 Mn people contributing 28% of India's population as of FY23. West Bengal, Odisha, Jharkhand and Assam are highly populated states in the east and north east region.

Three out of thirteen states considered have higher NDP per capita at current prices than national average as of FY23

Note: East: Bihar, Jharkhand, Odisha, West Bengal, Chhattisgarh; Northeast: Sikkim, Arunachal Pradesh, Assam, Tripura, Mizoram, Nagaland, Manipur, Meghalaya
Source: Ministry of Statistics Programme and Implementation (MOSPI), CRISIL MI&A

Sikkim, Mizoram and Arunachal Pradesh are among the top three states in terms of per capita Net State Domestic Product (NSDP) in FY23 in the East including Northeast region

In terms of per capita income, states such as Sikkim, Mizoram and Arunachal Pradesh are the top three states in the east and north-east region as of FY23. The three states have higher per capita income (current prices) as compared to the national average per capita income as of FY23, which is Rs. 1,69,496. Mizoram, Tripura and Sikkim have seen fastest growth in per capita income between FY12 and FY23 in the east and north-east region. The economies of Mizoram, Tripura, Sikkim and Arunachal Pradesh is largely driven by its service sector which contributed ~70% ,44%, 51% and 60% of the GVA respectively in FY23.The services sector consists of Electricity, gas, water supply & other utility services, Trade, repair, hotels and restaurants, Transport, storage, communication & services related to broadcasting, Financial services, Real estate, ownership of dwelling & professional services, Public administration and Other services.

In FY23, Sikkim, Mizoram and Arunachal Pradesh were the top three states in terms of per capita income (Constant Prices) in the east and north-east region. However from FY12 to FY23, Mizoram, Tripura and Odisha have seen fastest growth in per capita income in the east and north-east region growing at a CAGR of 8.4%, 6.2% and 5.8% respectively.

From FY21 to FY24, West Bengal’s SGDP at constant prices grew from Rs. 7,040 billion in FY21 to Rs. 9,041 billion in FY24 growing at a CAGR of 8.7% which is more than India’s growth rate of 8.3% during the same period.

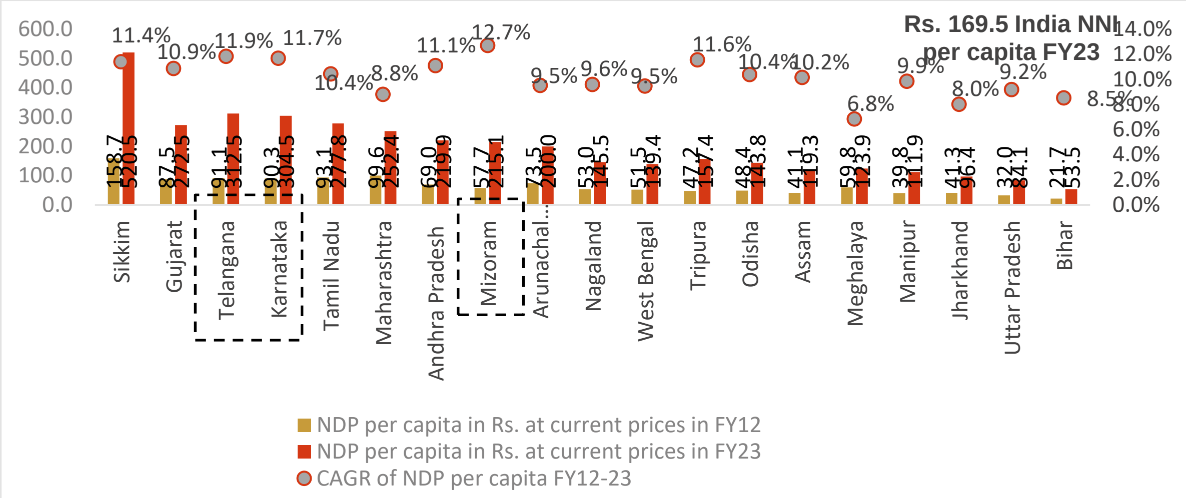
From FY21 to FY24, Odisha registered the highest CAGR growth of 10.2% followed by Jharkhand, West Bengal and Assam at 9.1%, 8.7% and 8.7% respectively among the states for which data is available The East including Northeast region grew at a CAGR of 4.3% from FY20 to FY23 which is more than India’s CAGR growth rate of 3.4% during the same period.

State gross domestic product for select states in Rs Billion at constant prices

States	FY20	FY21	FY22	FY23	FY24	FY20-23 CAGR	FY21-24 CAGR
West Bengal	7,618	7,040	7,874	8,398	9,041	3.3%	8.7%
Bihar	3,983	3,690	3,873	4,254	4,645	2.2%	8.0%
Odisha	3,975	3,891	4,529	4,804	5,209	6.5%	10.2%
Chhattisgarh	2,515	2,512	2,806	3,021	3,219	6.3%	8.6%
Assam	2,407	2,478	2,581	2,811	3,186	5.3%	8.7%
Jharkhand	2,318	2,195	2,459	2,651	2,851	4.6%	9.1%
Tripura	381	364	395	428	465	4.0%	8.5%
Meghalaya	249	230	249	268	283	2.4%	7.2%
Sikkim	195	196	212	229	249	5.6%	8.3%
Manipur	192	181	200	223	NA	5.1%	NA
Arunachal Pradesh	191	184	186	188	NA	-0.6%	NA
Nagaland	185	177	183	202	NA	2.9%	NA
Mizoram	179	164	177	202	NA	4.1%	NA
East including Northeast region	24,388	23,301	25,724	27,678	NA	4.3%	NA
India	1,45,346	1,36,949	1,50,218	1,60,714	1,73,817	3.4%	8.3%

Note: NA: not available
Source: Ministry of Statistics Programme and Implementation (MOSPI), CRISIL MI&A

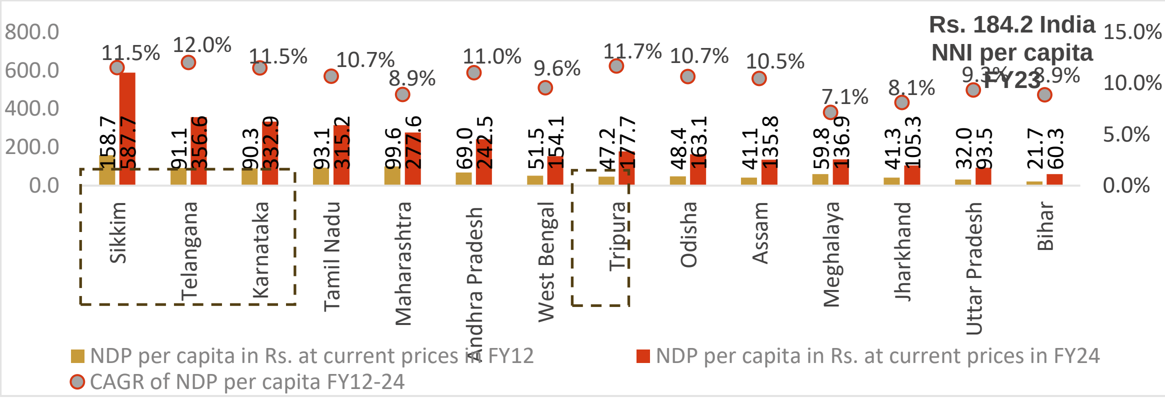
State net domestic product (S-NDP) per capita for selected states (in Rs ‘000) – FY12 vs FY23



Note: Top three states with highest CAGR are highlighted

Source: Ministry of Statistics Programme and Implementation (MOSPI), CRISIL MI&A

State net domestic product (S-NDP) per capita for selected states (in Rs '000) – FY12 vs FY24

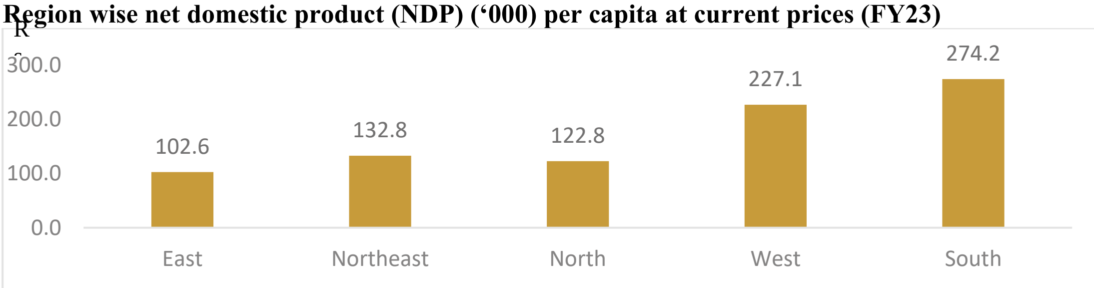


Note: FY24 data for Gujarat, Mizoram, Arunachal Pradesh, Nagaland and Manipur was not available

Top four states with highest CAGR are highlighted

Source: Ministry of Statistics Programme and Implementation (MOSPI), CRISIL MI&A

Region wise net domestic product (NDP) ('000) per capita at current prices (FY23)



Note: States considered for classification include: East: Bihar, Jharkhand, Odisha, West Bengal, Chhattisgarh; Northeast: Sikkim, Arunachal Pradesh, Assam, Tripura, Mizoram, Nagaland, Manipur, Meghalaya; North: Punjab, Uttarakhand, Uttar Pradesh, Haryana, Madhya Pradesh; West: Maharashtra, Gujarat, Rajasthan; South: Andhra Pradesh, Karnataka, Tamil Nadu, Kerala, Telangana

Source: Ministry of Statistics Programme and Implementation (MOSPI), UIDAI, CRISIL MI&A

Mizoram, Tripura and Kerala lead in terms of better health parameters, higher focus on healthcare spending

As per the scale used, 1 indicates the highest rank and 28 the lowest. The scatter plots that follow juxtapose the latest available rankings on each of these metrics from independent sources (X-axis) with our rankings based on the states' spending towards healthcare as a percentage of its total spending (Y-axis).

Mizoram, Tripura and Kerala fare as the leading states in India in terms of both better health parameters as well as higher focus on healthcare spending. Sikkim also falls in the quadrant of better health parameters. It is ranked 12th, based on NITI Aayog's Health Index report. North-east states of Meghalaya, Arunachal Pradesh and Manipur fall under the category of poor current health infrastructure but focusing on higher healthcare spending to boost the health infra, based on NITI Aayog's Health Index report.

In terms of healthcare expenditure compared to overall expenditure of the states as per FY24 budgets, Northeastern state of Meghalaya ranked 1st, while Manipur ranked 7th.

Meghalaya and West Bengal among the states to see highest jump in healthcare budget for FY25 compared to FY17 budget; Assam and Jharkhand too, see a considerable jump

The Government of Meghalaya has increased its health budget to ~Rs. 19,710 million in FY25, an increase of ~164.73% compared to FY17 budgeted figures.

West Bengal's budget for Health and Family Welfare has been increased to Rs. 200,530.0 million in FY25.

State	FY 25 Health and Family Welfare Budget (Rs. Million)	FY24 Health and Family Welfare Budget (Rs. Million)	Increase over FY17 budgeted (%)	Avg. spend on health care as a ratio to aggregate expenditure (2017-22)	Key provisions under Health & Family Welfare budget
West Bengal	200,530	184,900	138.46%	5.6	1. Urban health services-allopathy has been allocated Rs 71,090 million. 2. Rural health services-allopathy has been allocated Rs 23,030 million
Odisha* **	NA	159,330	233.89%	5.9	1. Rs 30,030 million has been allocated towards Mukhya Mantri Swasthya Seva Mission. 2. Rs 23,800 million has been towards the Biju Swasthya Kalyan Yojana.
Bihar	144,880	167,040	89.22%	5.5	1. Rs 36,200 million has been allocated towards National Health Mission
Assam	83,990	75,060	111.42%	6.4	1. Rs 37,820 million has been allocated for Rural Health Services – Allopathy. 2. Rs 11,A570 million has been allocated for medical education, training, and research.
Jharkhand	72,320	70,500	133.49%	5.2	1. Rs 17,790 million has been allocated towards the National Health Mission.
Meghalaya	19,710	18,050	164.73%	8.2	1. Rs 2,480 million allocated for Self-help Group (SHG) program
Manipur* **	NA	19,200	223.02%**	5.7	1. Rs 400 million allocated for 'Chief Minister's Hakshelgi Tengbang' scheme
Tripura* **	NA	16,710	147.06%	6.1	1. Rs 300 million allocated for strengthening basic health care infrastructure and Rs. 550 million for the construction of separate centre for communicable Diseases
Arunachal	NA	15,000	34.04%	5.8	1. Rs 90 million allocated for

State	FY 25 Health and Family Welfare Budget (Rs. Million)	FY24 Health and Family Welfare Budget (Rs. Million)	Increase over FY17 budgeted (%)	Avg. spend on health care as a ratio to aggregate expenditure (2017-22)	Key provisions under Health & Family Welfare budget
Pradesh* **					Asha workers and Rs 200 million for upgradation of healthcare centres
Mizoram	8,400	7,510	90.93%	5.9	1. Rs 1,050 million has been budgeted to build public health centres in rural areas
India	**906,590**	**891,550**	**135.60%**	**5.3**	

Note: NA: Not Available
*Limited data was available for Nagaland and Sikkim from their state budget documents; **FY18 data used*
****Data for Odisha, Arunachal Pradesh, Manipur, Tripura has been considered for FY24 due to unavailability of FY25 data.*
Source: State Budgets, CRISIL MI&A

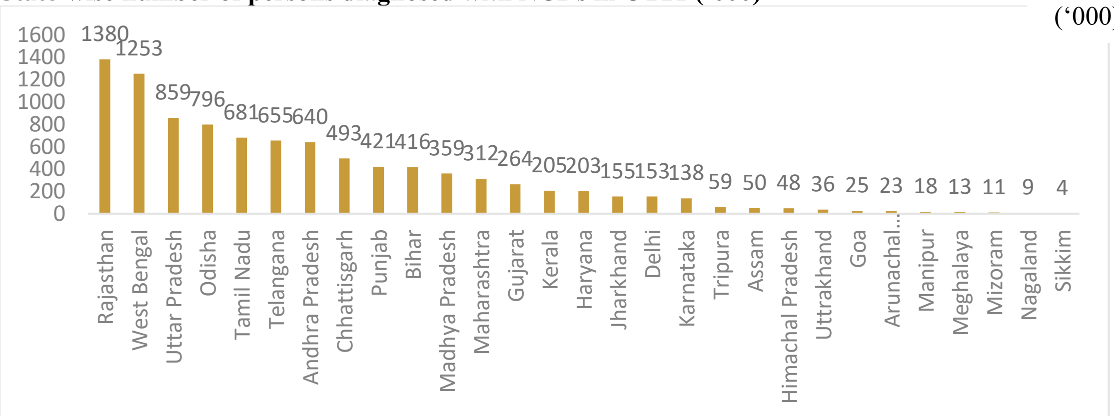
Disease profile in India

Eastern India states together recorded one of the highest number of Non-Communicable Diseases (NCDs) in CY21

As per the National Health Profile 2022, out of 59,100,228 patients who attended NCD clinics in CY21, 5.9% were diagnosed with diabetes, 7.6% with hypertension, 2.5% with both diabetes and hypertension, 0.3% with cardiovascular ailments, 0.1% with stroke, and 0.2% with common cancers. Out of the 29 states compared, Rajasthan, West Bengal, and Uttar Pradesh topped the number of persons diagnosed with NCDs out of those screened in CY21 whereas Mizoram, Nagaland and Sikkim were at the bottom. East India states recorded 31,13,517 cases in CY21 while North-eastern states recorded 1,86,233 cases in CY21, which are relatively high considering the population of these states. The above statistics indicate that the eastern and northeastern states require considerable healthcare services and the infrastructure and the demand for healthcare is also forecasted to go up.

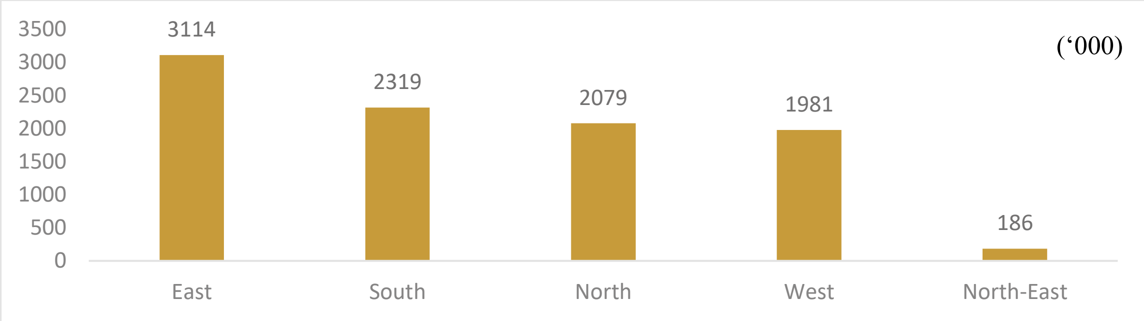
State-wise number of persons diagnosed with NCDs in CY21 ('000)

(‘000)



Data for National Programme for Prevention and Control of Cancer, Diabetes, Cardiovascular Diseases and Stroke (NPCDCS) from January 2021to December 2021.
NCDs include addition of positive cases of diabetes, hypertension, both diabetes and hypertension, cardiovascular ailments, stroke and common cancers
Source: NHP 2022, CRISIL MI&A

Region-wise number of persons diagnosed with NCDs in CY21 ('000)



Note: Northeast includes states like Arunachal Pradesh, Assam, Manipur, Meghalaya, Mizoram, Nagaland, Sikkim and Tripura
East includes states like Bihar, Jharkhand, Odisha, West Bengal and Chattisgarh
North includes states like Punjab, Uttarakhand, Uttar Pradesh, Haryana, Madhya Pradesh, Delhi and Himachal Pradesh
West includes states like Maharashtra, Gujarat, Rajasthan, and Goa
South includes states like Andhra Pradesh, Karnataka, Tamil Nadu, Kerala and Telangana
NCDs include addition of positive cases of diabetes, hypertension, both diabetes and hypertension, cardiovascular ailments, stroke and common cancers
Data for National Programme for Prevention and Control of Cancer, Diabetes, Cardiovascular Diseases and Stroke (NPCDCS) from January 2021 to December 2021
Source: NHP 2022, CRISIL MI&A

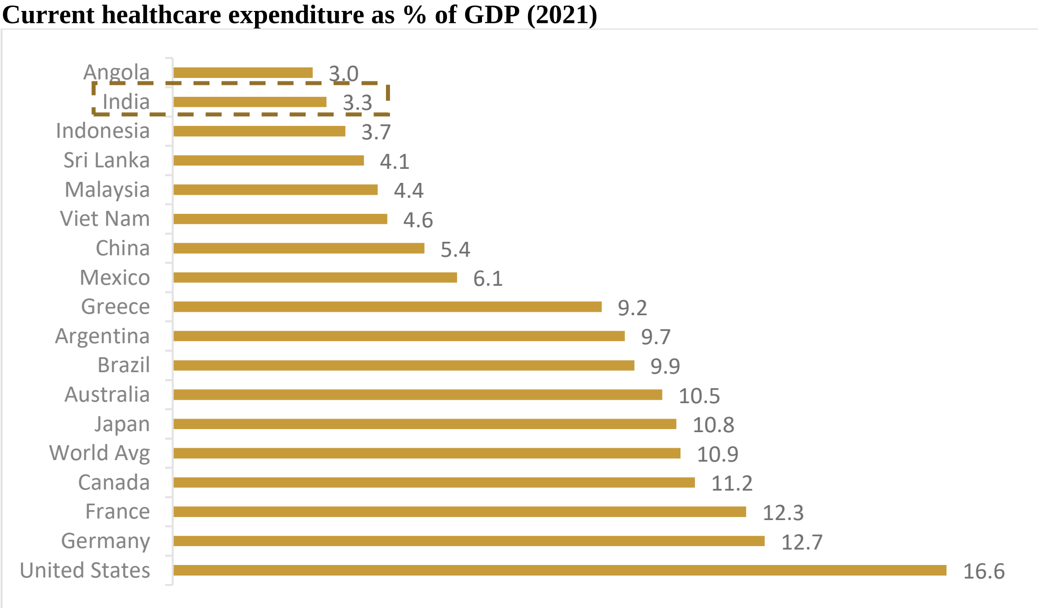
India's social and healthcare parameters

Along with the structural demand existing in the country and the potential opportunity it provides for growth, provision of healthcare in India is still riddled with many challenges. The key challenges are inadequate health infrastructure, unequal quality of services provided based on affordability and healthcare financing.

India lags peers in healthcare expenditure

Global healthcare spending has been rising faster in keeping with the economic growth. As the economy grows, public and private spending on health increases, too. Also, greater sedentary work is giving rise to chronic diseases, which is also pushing up healthcare spending. Fast-growing economies with low spending on health are seeing chronic diseases increase dramatically as they move up the income ladder. Developed economies such as United states, Germany, France, Japan, United Kingdom, spend higher on healthcare as compared to developing nations such as India, Vietnam, Indonesia, etc.

Current healthcare expenditure as % of GDP (2021)



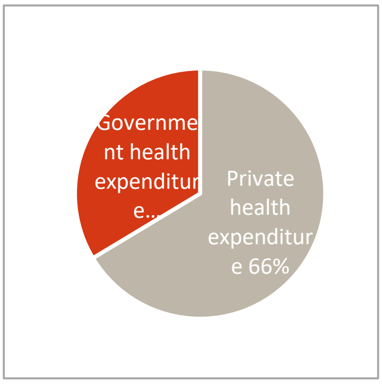
Note: Latest data has been considered. Data for Canada, Germany and United States is as of 2022, rest 2021
World average is for the year 2020
Source: Global Health Expenditure Database accessed in May 2024, World Health Organization; CRISIL MI&A

According to the Global Health Expenditure Database compiled by the WHO, in CY2021, India's expenditure on healthcare was 3.3% of GDP. As of CY2021, India's healthcare spending as a percentage of GDP trails not just developed countries, such as the US and UK, but also developing countries such as Brazil, Vietnam, Sri Lanka and Malaysia.

India spends too little on healthcare

Public healthcare expenditure is low, with private sector accounting for a lion's share

Domestic general expenditure on health as % of Current Healthcare Expenditure (CHE) (CY2021)

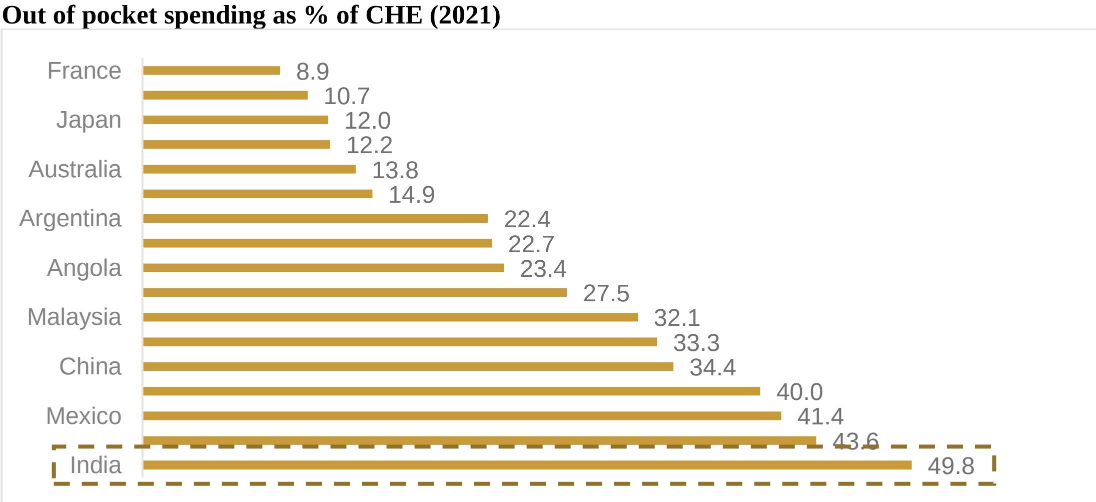


India's current healthcare expenditure (CHE) is skewed more towards private expenditure compared with public expenditure. Government expenditure on healthcare has remained range-bound at 20-30% of the current healthcare expenditure from CY10 to CY16. Government expenditure has since crossed 30% in the last five years. The rest of the expenditure is private in nature (expenditure from resources with no government control such as voluntary health insurance, and the direct payments for health by corporations (profit, not-for-profit and non-government organisations) and households. However, the government aims to increase public healthcare expenditure to 2.5-3% of GDP by 2025 from the current 2%, as per the National Health Policy.

Source: Global Health Expenditure Database- World Health Organisation, CRISIL MI&A

Nearly 17% of the rural population and 13% of the urban population are dependent on borrowings for funding their healthcare expenditure for July 2017- June 2018 as per NSS 75th Round Health in India Report. And nearly 80% of the rural population and 84% of the urban population use their household savings on healthcare-related expenditure as per "Health in India – 2018, NSS 75th Round". Health expenditures incurred by people contribute to nearly 3.6% and 2.9% of rural and urban poverty, respectively. And annually, an estimated 50 to 60 million people fall into poverty due to healthcare-related expenditure. However, with measures like Pradhan Mantri Jan Arogya Yojana (PMJAY), the problems with regards to affordability of healthcare is expected to ease especially for the deprived population.

Out of pocket spending as % of CHE (2021)

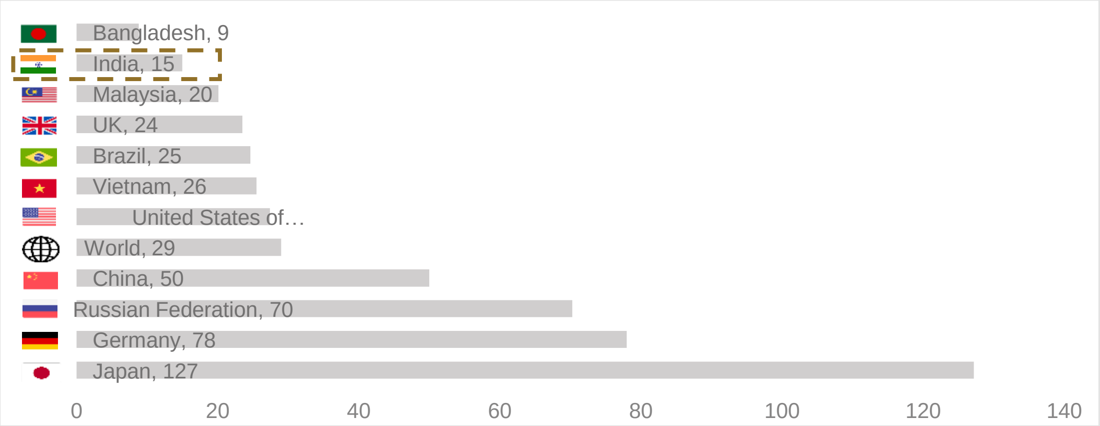


Note: Latest data has been considered. Data for Canada is as of 2022, rest 2021
Source: Global Health Expenditure Database accessed in May 2024, World Health Organization; CRISIL MI&A

Health infrastructure of India needs improvement

The adequacy of a country's healthcare infrastructure and personnel is a barometer of its quality of healthcare. India accounts for nearly a fifth of the world's population but has an overall bed density of merely 15 per 10,000 people, with the situation being far worse in rural than urban areas. India's bed density not only falls far behind the global median of 29 beds, it also lags that of other developing countries such as Brazil (25 beds), Malaysia (20 beds), and Vietnam (26 beds).

Bed densities across countries - hospital beds (per 10,000 population)



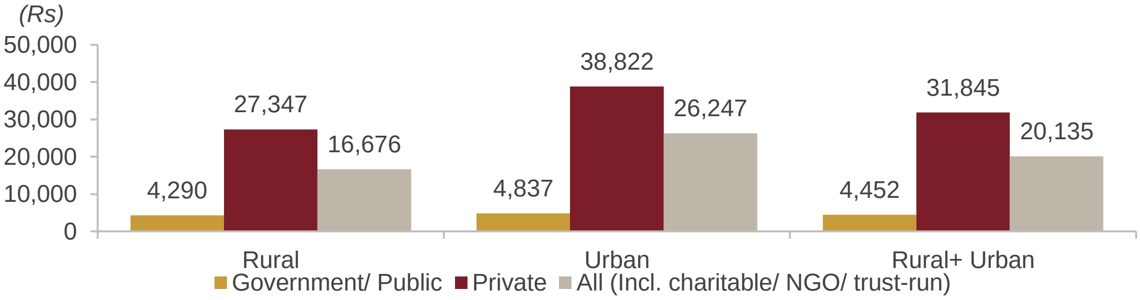
Note: India bed density is estimated by CRISIL MI&A for FY 2022, CY2019 figure for Bangladesh, CY2020 figures for Japan, Germany, China, United States and World, CY2021 figures for Russian Federation, Brazil, UK and Malaysia, CY2017 for Vietnam
Source: World Health Organization Database, The World Bank, CRISIL MI&A

Hospitalisation cost in private hospitals in India is 7.2x more than government hospitals

In rural areas, the average medical expense per hospitalisation in government/public hospitals was Rs 4,290 vis-à-vis Rs 27,347 for private hospitals (NSS Survey: July 2017-June 2018). The average medical expense for all hospitals, including charitable/NGO/trust-run, in rural areas was Rs 16,676 per hospitalisation. Similarly, the average medical expense for government/ public hospitals in urban areas was Rs 4,837 per hospitalisation, while for private hospitals and charitable hospitals, it was Rs 38,822 and Rs 26,247, respectively.

Overall, the cost of healthcare in private hospitals is much higher than in government/public hospitals, and this difference is more pronounced in urban areas, owing to several factors, such as higher cost of living, availability of advanced medical technology and higher salaries of doctors and other healthcare professionals.

Average medical expenditure per hospitalisation case in India (July 2017 to June 2018)



Source: NSS, CRISIL MI&A

The onset of the Covid-19 pandemic posed significant challenges to the healthcare sector across the world. In India, it exposed the structural weakness of the healthcare system, such as inadequacy of equipment, supplies and medicines. To address these, the government implemented several measures, both on the fiscal and policy fronts.

In March 2020, the government expanded AB-PMJAY, which provides health insurance to the poor, bringing the cost of Covid-19 treatment under its ambit.

Further, to enhance healthcare infrastructure, the government established the PM CARES Fund to mobilise resources for Covid-19 relief efforts. In FY22, donations totalled ~Rs 19.4 billion, which was utilised to set up Covid-19 makeshift hospitals, procure medical equipment, and strengthen healthcare facilities across the country.

On the policy front, the government issued guidelines governing telemedicine to promote remote healthcare consultation, ensuring access to medical services while minimising physical contact. The move helped patients receive medical assistance even during the pandemic-induced lockdown. Furthermore, regulatory reforms were initiated to expedite the approval process for Covid-19-related drugs, diagnostic kits, and medical devices. These changes were aimed at facilitating timely access to medicines and technologies required for pandemic management. In addition, the government took concrete steps to increase awareness about Covid-19, social distancing and vaccination drives.

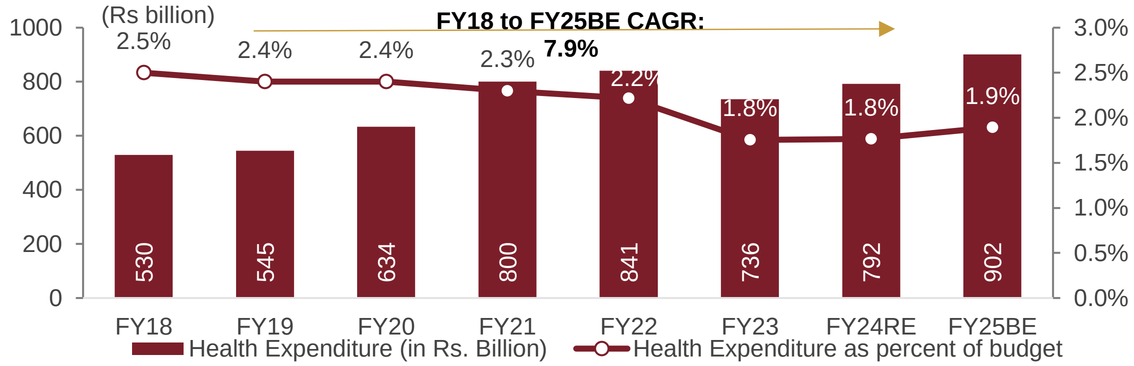
Government health spend up in absolute terms, but down as % of total budget

In absolute terms, the government's allocation to healthcare has increased from Rs 530 billion in FY18 to Rs 902 billion for FY25 (budgeted estimates), at a CAGR of 7.9%. However, as a percentage of the Union Budget 2024-25, the allocation has decreased from 2.5% in FY18 to 1.9%.

Although healthcare expenditure increased significantly by ~26% on-year in FY21 due to fund allocation for pandemic-related measures such as vaccination drives sustaining in FY22, it declined ~8% on-year in FY23 with the withdrawal of pandemic support.

In FY24, healthcare allocation in the budget rose ~7.7% on-year, driven by increase in expenditure on schemes such as Pradhan Mantri Atmanirbhar Swasth Bharat Yojana, which aims to establish primary healthcare infrastructure, Pradhan Mantri Swasthya Suraksha Yojana, which focuses on setting up new All India Institute of Medical Sciences hospitals and enhancing facilities at government medical colleges in states, and PMJAY, a health insurance scheme. In addition, the budget's allocation to healthcare has increased ~13.8% on-year FY25, improving the share of healthcare allocation in the total budget to 1.9%.

Budgetary allocation for healthcare over the years



RE: Revised estimates; BE: Budget estimates
Source: Budget documents, CRISIL MI&A

Key healthcare schemes and programmes under implementation/ announced

Key government healthcare schemes

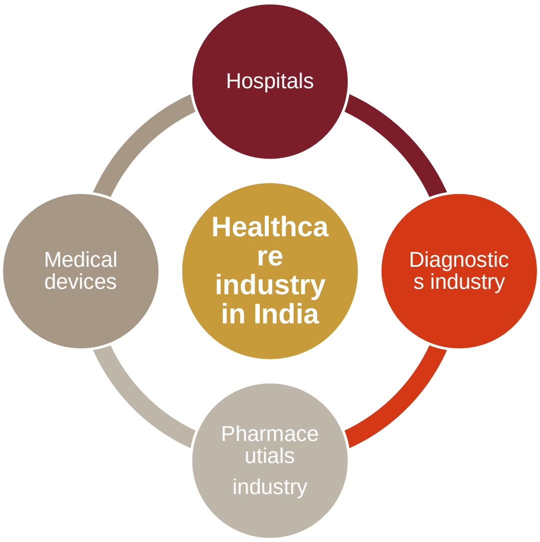
Sl. No.	Scheme	Launched	Description
1	**National Health Mission (NHM)**	-	• The National Health Mission (NHM) is a flagship programme of the government, which provides accessible, affordable, and quality healthcare to all sections of the society. It takes a comprehensive approach to address the country's healthcare needs. NHM has two sub-missions — National Rural Health Mission (NRHM) and the National Urban Health Mission (NUHM) — which target rural and urban populations, respectively.
1.1	National Sickle Cell Anaemia Elimination Mission	2023	• As a part of the NHM, the government announced the National Sickle Cell Anaemia Elimination Programme in the Union Budget 2022-23. It focuses on addressing significant health challenges posed by sickle cell disease, particularly among the tribal population. As of July 2023, it has been implemented in 17 high-focus states to improve the care and prospects of all sickle cell disease patients while reducing its prevalence.

Sl. No.	Scheme	Launched	Description
1.2	Free Diagnostics Service Initiative	2015	• This was launched under the NHM to provide better access to diagnostic services at public health facilities, with the aim of reducing OOP expenditure on diagnostics, which was relatively high at 10% as per National Sample Survey Office's (NSSO) 71st round. This initiative, which improves accessibility of free diagnostics services through in-house, public-private partnership (PPP) and hybrid modes, has three components – Essential Pathology Initiative, Tele-Radiology Initiative, and CT Scan Services at District Hospital and Technology Support.
1.3	National Urban Health Mission	2013	• Addresses the healthcare needs of the urban population with a focus on the poor, by making available to them essential primary healthcare services and reducing their OOP expenditure for treatment
1.4	National Rural Health Mission	2005	• Provides accessible, affordable and quality healthcare to the rural population, especially the vulnerable groups
2	**Ayushman Bharat Digital Mission**	**2021**	• Ayushman Bharat Digital Mission aims to create a national digital health ecosystem that will enable seamless exchange of electronic health records (EHRs) and other health-related information. It was launched in September 2021 and is expected to be fully implemented by 2025.
3	**Pradhan Mantri Ayushman Bharat Health Infrastructure Mission**	**2021**	• The PM-ABHIM was announced on February 1, 2021, as part of the Atmanirbhar Bharat package for the healthcare sector. Its primary aim is to address critical gaps in the health infrastructure, surveillance, and healthcare research in urban and rural areas. It also promotes self-reliance and empowers communities to effectively manage pandemics and health crises. The scheme's total financial outlay for FY22-FY26 is Rs 641.8 billion, which includes the cost of monitoring and evaluation and setting up of a project management unit.
4	**Ayushman Bharat**		• Ayushman Bharat, also known as Pradhan Mantri Jan Arogya Yojana (PMJAY), was launched in September 2018 to provide affordable healthcare to economically vulnerable sections of the society. • The PM-JAY aims to provide Rs 0.5 million health cover per family per year for secondary and tertiary care hospitalisation. The scheme is expected to benefit over 107.4 million poor and vulnerable families (~500 million individuals).
4.1	Health and Wellness Centres	2018	• Aims to deliver an expanded range of services to address the primary healthcare needs of the entire population in their area, expanding access, and ensuring universality and equality
4.2	Pradhan Mantri Jan Arogya Yojana	2018	• Aims to provide Rs 5 lakh health cover per family per year for secondary and tertiary care hospitalisation to over 107.4 million vulnerable families (approximately 500 million beneficiaries.)

Source: Budget documents, CRISIL MI&A

Introduction to healthcare industry in India

Structure of healthcare industry



Source: CRISIL MI&A

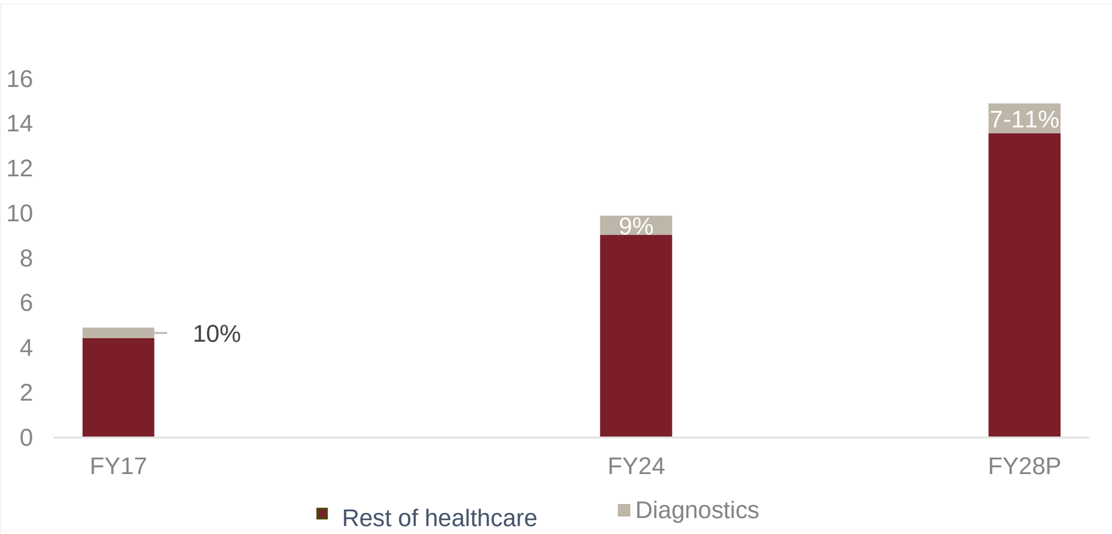
India's fast-growing healthcare industry has become one of the leading contributors to the economy. A combination of economic and demographic factors is driving healthcare demand in the country. Factors such as an ageing population, a growing middle class, increasing incidence of lifestyle diseases, and the adoption of technology are some of the key drivers.

The domestic healthcare industry comprises the following segments: hospitals, pharmaceuticals, medical devices, diagnostic services, medical equipment, and other support services to the healthcare players.

Healthcare market in India to grow at a 10-11% Compounded Annual Growth Rate (CAGR) between FY24 and FY28

The healthcare industry grew at 10-11% CAGR between FY17 and FY24 to ~Rs 9.5-10.5 trillion. By FY28, the industry is expected to grow to Rs 14.5-15.5 trillion, at a CAGR of 10-11%, driven by factors such as an aging population, increased incidence of lifestyle diseases, growing healthcare awareness, technology adoption and a growing affluent middle class.

Indian healthcare market



	Indian diagnostics market	Total Indian healthcare market
CAGR FY17-24	9-10%	10-11%
CAGR FY24-28P	10-12%	10-11%

E: Estimated; P: Projected

Notes:

1) Hospitals market in the above table include the overall healthcare delivery segment in India, including clinic/physician consultations, however it excludes the Pharmaceuticals and diagnostic market for IPD and OPD at hospitals

Source: Industry data, CRISIL MI&A

Within the healthcare industry, Diagnostics formed about 10% of the industry in FY17. The diagnostic industry grew at 9-10% from FY17 to FY24 to form 9% of the 9.5-10.5 trillion Healthcare market in FY24. The growth was led by increasing number of people undergoing preventive health check-ups, Rising disposable income, prevalence of non-communicable diseases etc. From FY24 to FY28, the diagnostics industry is expected to grow at 10-12% thereby outpacing the growth of the healthcare industry which is expected to grow at 10-11% CAGR during the same period.

Assessment of Indian diagnostics industry

Overview of the Indian diagnostic industry

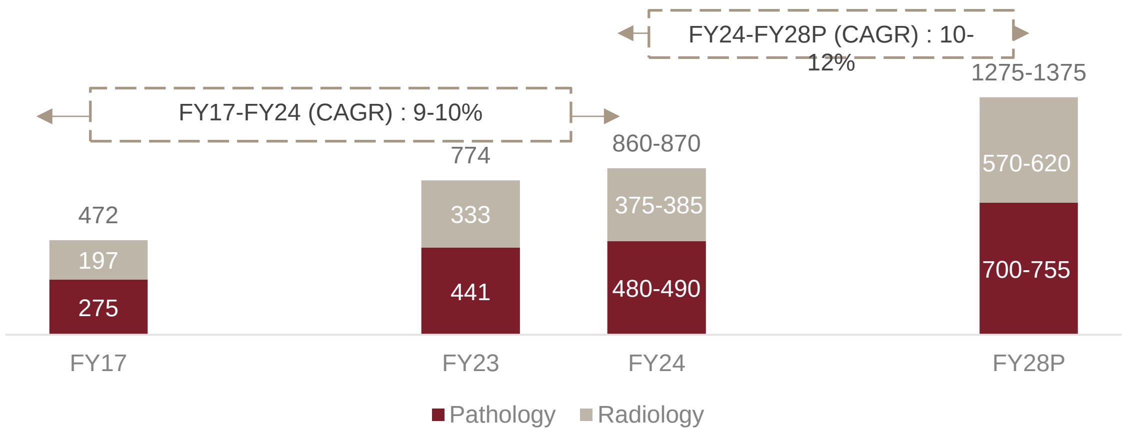
Indian diagnostics industry to log a 10-12% Compounded Annual Growth Rate (CAGR) between FY24 and FY28

The diagnostic services sector plays a pivotal role in recommending essential treatments and monitoring the recovery of patients post-treatment. The industry experienced robust growth at a CAGR of 9-10% over FY17 and FY24 due to factors like increasing urbanisation, rising disposable income, increased test menu by players, increase in prevalence of non-communicable diseases which has led to a rise in healthcare demand.

The diagnostics industry's market size is poised to grow at a CAGR of 10-12% over FY24 and FY28 to Rs 1,275-1,375 billion led by rising literacy rates and disposable income among the population, leading to increased awareness and demand for quality healthcare services, including diagnostics. Further, a rise in urbanisation, coupled with lifestyle-related diseases and aging population, will create a greater need for accurate and timely diagnostic services to identify and manage these health issues effectively. Chained diagnostic players are expected to grow at a faster rate than the overall industry between FY24 and FY28.

Overall, increased focus on preventative medicine, rising incidence of chronic and lifestyle diseases, a growing preference for evidence-based treatment, the changing nature of diseases, expansion of organised healthcare and increased use of technology in healthcare are set to drive Indian diagnostics services industry's growth.

Indian diagnostics industry, trend and projection (Rs. billion)



E: Estimated; P: Projected
Source: CRISIL MI&A

The pathology segment, estimated to have grown steadily at a CAGR of ~8-9% over FY17 to FY24, is estimated to clock a CAGR of 9-11% over FY24 to FY28. This trajectory suggests an increasing demand for pathology diagnostic services, potentially driven by factors such as rising chronic disease prevalence and improved diagnostic technologies. Similarly, the radiology segment, estimated to have grown at a CAGR of ~9.5-10.5% over FY17 to FY24, is expected to rise further at a CAGR of 11-13% over FY24 to FY28, indicating robust growth potential led by technological advancements and heightened demand for diagnostic imaging across medical specialties. Overall, the analysis underscores positive growth prospects for both pathology and radiology segments in the Indian diagnostic market, driven by evolving healthcare needs and technological innovation.

Structure of diagnostics industry

Based on service offerings

+

Pathology

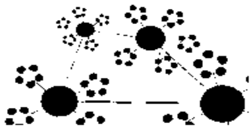
Pathology testing involves reporting diagnostic information based on collected samples (blood, urine, stool, and so on) and analysing them in a laboratory to arrive at useful clinical information.

Radiology

Radiology involves procedures ranging from simple X-rays and ultrasounds to specialised tests such as CT and PET-CT scans, which help diagnose diseases by indicating anatomical and physiological changes in a patient's body.

Based on business models

1. Hospital-based



2. Pan-India/regional chain

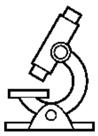
3. Standalone centre

4. Public-private partnership

Source: Industry, CRISIL MI&A

Segment-wise break-up of the diagnostics industry (FY24 estimates)

Pathology forms a 56% of the overall diagnostics industry

	**Pathology 56%**	**Pathology testing, including routine and specialised tests, commands a higher share of the diagnostics market. Typically, a battery of tests is prescribed under a single pathology test panel for a single patient.**

E: Estimated
Note: The above analysis is without taking into consideration Covid-19 testing business
Source: CRISIL MI&A

Region-wise pathology tests as per Health Management Information System (HMIS)

Region	**Pathology**
North	24%
South	38%
East including Northeast	14%
West	24%

Source: Health Management Information System (HMIS) data for the year 2021, CRISIL MI&A

Radiology forms a 44% of the overall diagnostics industry

	**Radiology 44%**	**Radiology tests are costlier than pathology tests. Though the volumes of pathology tests prescribed are greater, the price of a single pathology test is usually lower than a single imaging test such as an MRI or even an X-ray scan. The latter may usually cost 2-3 (or more) times a regular pathological test.**

E: Estimated
Note: The above analysis is without taking into consideration Covid-19 testing business
Source: CRISIL MI&A

Region-wise radiology tests as per Health Management Information System (HMIS)

Region	**Radiology**
North	26%

South	30%
East including Northeast	18%
West	26%

Source: Health Management Information System (HMIS) data for the year 2021, CRISIL MI&A

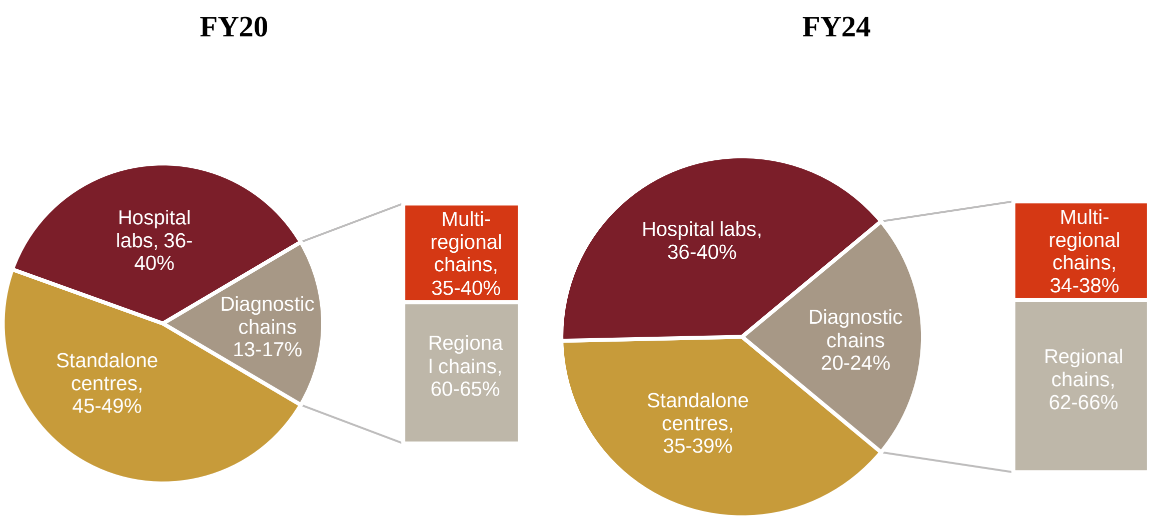
As per volume data reported in HMIS by the Ministry of Health & Family Welfare, the penetration rates of pathology and radiology services in East including Northeast India (data as of March 2021) underscore significant disparities with other regions. The region exhibits the lowest penetration rates for both pathology (14%) and radiology (18%) services. These figures point towards potential challenges in access to and penetration of diagnostic facilities in the region.

There are various reasons for the disparity, including inadequate healthcare infrastructure, limited availability of diagnostic facilities, geographical barriers and socioeconomic factors. Also, in the region, particularly in rural and remote areas, healthcare facilities are scarcely equipped with pathology and radiology services.

Addressing these challenges requires targeted interventions aimed at improving healthcare infrastructure, increasing access to diagnostic services and addressing socioeconomic determinants of health. Investments in healthcare facilities, equipment and trained personnel are essential to enhance the availability and quality of diagnostic services in East India including Northeast. Initiatives such as mobile healthcare units, telemedicine and community health programmes can also help reach underserved populations in remote areas.

Furthermore, policy interventions focused on promoting preventive healthcare, early diagnosis and awareness about the importance of diagnostic services are crucial. By prioritising healthcare initiatives tailored to the specific needs of the eastern region, policymakers can work towards reducing healthcare disparities, improving health outcomes and ensuring equitable access to diagnostic services across the region.

Estimated break-up of the Indian diagnostics industry



Note: The average of ranges mentioned add up to 100%
E: Estimated; P: Projected
Source: CRISIL MI&A

Industry shifting towards diagnostic chains

The Indian diagnostics industry is highly fragmented, given the high proportion of standalone centres and hospitals labs occupying a smaller share of the pie. Diagnostic chains are further split into regional and multi-regional chains, with regional chains accounting for the majority.

The industry's profitability is defined based on high volume of testing and optimal utilisation of labs. Given the low entry barriers and lack of a strong regulatory environment, the industry has many standalone players. This has made the industry highly competitive and fragmented, and hence, standalone diagnostic players are finding it hard to stay profitable. The standalone players also face problems in scaling up their operations on account of the large capital expenditure required for investment into technologies enabling complex radiology and pathology services

Diagnostic chains, on the other hand, have stronger financial discipline and negotiating power with suppliers, greater capital, and administrative resources to meet the needs to sustain the business compared with standalone diagnostic centres. Diagnostic chains have expanded into geographies, where they have limited presence via the inorganic route. Tier 2 and 3 cities are the major focus of these established players, where struggling standalone centres become prime opportunities for acquisition.

The industry has witnessed a shift from standalone centres to diagnostic chains, due to their higher quality of service and unavailability of complex tests with standalone centres - not only at the country level but also in regional markets.

The shift was further accelerated by Covid-19 pandemic, which significantly increased the demand for diagnostic testing, highlighting the importance of reliable and accessible diagnostic services. Diagnostic chains, with their extensive networks and advanced infrastructure, were better positioned to handle the surge in testing volumes. The diagnostic chains could quickly scale up their operations, adhere to safety protocols, and provide accurate and timely results. Furthermore, their ability to provide home collection services and online report access during lockdowns made them more accessible and convenient for patients, which led to a significant increase in their market share.

In addition, diagnostic chains possessing better national and international accreditations and a scalable business model, wherein through brand reputation and operational efficiency these chains can cater to a larger set of population, has led to an increase in the share of diagnostic chains to 20-24% of the overall diagnostics industry as of FY24 from 13-17% in FY20. Within the diagnostics chains, multi-regional chains led diversified presence, large scale of operations supporting volume growth coupled with acquisitions have gained market during the period mentioned.

Hospital-based diagnostic centres

Many hospitals have in-house pathology laboratories and radiology centres. Some private hospitals outsource the management of their diagnostic facilities to third-party private players, while major hospital chains such as Fortis Healthcare, Apollo Hospitals, and Max Healthcare, have their own diagnostic arm. Diagnostic centers which are located within the premises of hospitals form a major part of the Indian diagnostic industry forming 36-40% of the industry in FY24.

Generally, mid- and small-sized hospitals prefer to outsource their tests rather than set up in-house laboratory testing facilities. Hospitals that lack equipment to conduct advanced tests may also partner with other qualified diagnostic centres for radiology and pathology requirements. Furthermore, equipment for advanced tests is expensive and many hospitals may find it economically unviable to operate them owing to low testing volumes. For example, a hospital may have a machine to test whether a patient is HIV positive; however, the sample will be sent to a specialised pathology lab to determine the virus count. Specialised tests with low patient volumes may also be outsourced to chain diagnostic labs. Certain high maintenance and capex intensive radiology services such as magnetic resonance imaging (MRI) and computed tomography (CT) scan are also done through independent diagnostic chains.

Diagnostic chains

Diagnostic chains such as Agilus Diagnostics, Dr Lal PathLabs, Krsnaa Diagnostics, Metropolis, Suraksha Diagnostics and Thyrocare are present either in a specific region/geography or across regions and offer either or both pathology and radiology services. There are also prominent regional chains across different geographies, such as Vijaya Diagnostic, Medall Healthcare, Suraksha Diagnostic, Suburban Diagnostic and Aarthi Scans, which have significant brand resonance. Diagnostic chains adopt a hub-and-spoke model (usually for pathology-centric services), helping them increase their catchment area. Tele-reporting, another new technology offering has helped increase the coverage of players as it provides scope for reporting from any corner of the country. Specialised testing has seen many new entrants such as iGenetics and CORE Diagnostic, since substantial growth is expected in this area owing to a shift in disease epidemiology in the country.

Standalone centres

Low entry barriers and the absence of stringent regulations have led to growth in standalone centres. These centres usually carry out basic tests that require minimal investment and space; however, some offer specialised tests such as MRI, CT and positron emission tomography (PET) scan. They mostly have accreditations as a testimony of their expertise and quality of services.

Government-led Public (PPP) model

The model involves diagnostic players entering into PPP arrangements with the government to provide specific diagnostic services (pathology, radiology or both) for a specific concession period at predefined rates to improve health facilities and enable healthcare access to all, especially people at the bottom of the pyramid. In a PPP model, government support can vary from providing land lease and upfront capital infusion to financial concessions on the capital infused by private players, rent-free land and captive customers. Players with an established track record and most competitive prices have a significant chance of winning such PPP tenders. The government can contribute towards building infrastructure and managing operations of hospitals and diagnostic centres and, as a payer, it can pay for healthcare services provided by the private sector. The PPP player will carry out regular maintenance and operations of the facilities and equipment providing up-to-date services to enable healthcare access to all. The concession period for such agreements is generally long, for instance, a duration of 10 years.

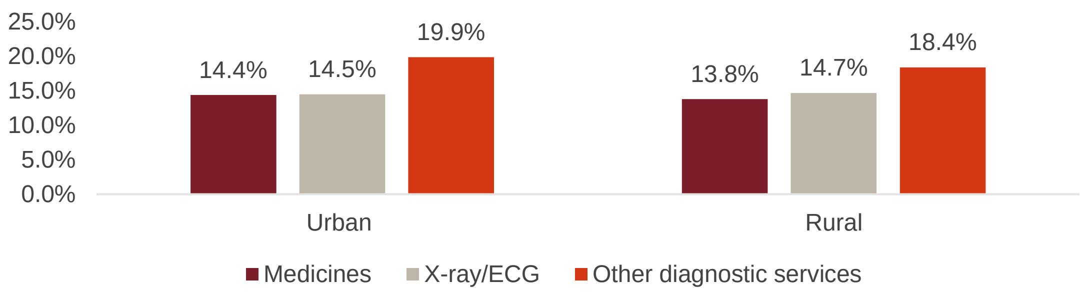
The Public-Private Partnership (PPP) model and its potential

The public-private partnership (PPP) model in the diagnostic sector entails a collaborative effort between government entities and private diagnostic service providers to enhance the delivery of diagnostic services. This model encompasses various aspects, including infrastructure development, technology and equipment procurement, service delivery, capacity building, financial sustainability, quality assurance, and integration with healthcare systems. This partnership combines government investment and regulatory oversight with the efficiency and innovation of the private sector to ensure the accessibility, affordability, and quality of diagnostic services. By leveraging the strengths of both sectors, PPPs aim to address healthcare challenges and improve health outcomes for the population, particularly in underserved areas.

Huge potential for Public-Private Partnership (PPP) model diagnostics in an underpenetrated rural India

The NSS data on the percentage of cases that receive free medicines and diagnostic services reveal that there is no significant difference in the statistics between urban and rural areas. As per the report, the percentage of cases receiving free medicines in urban areas is 14.4% and that in rural stood at 13.8%. The figures remain similar for free X-ray/ECG. However, the trend differs slightly for other diagnostic services as the percentage is higher in urban areas (19.9%) compared with rural (18.4%). This can be attributed to the low penetration of diagnostic services in rural India. This offers a huge potential for the government to get into partnerships with diagnostic players to tap the highly underpenetrated rural areas of India.

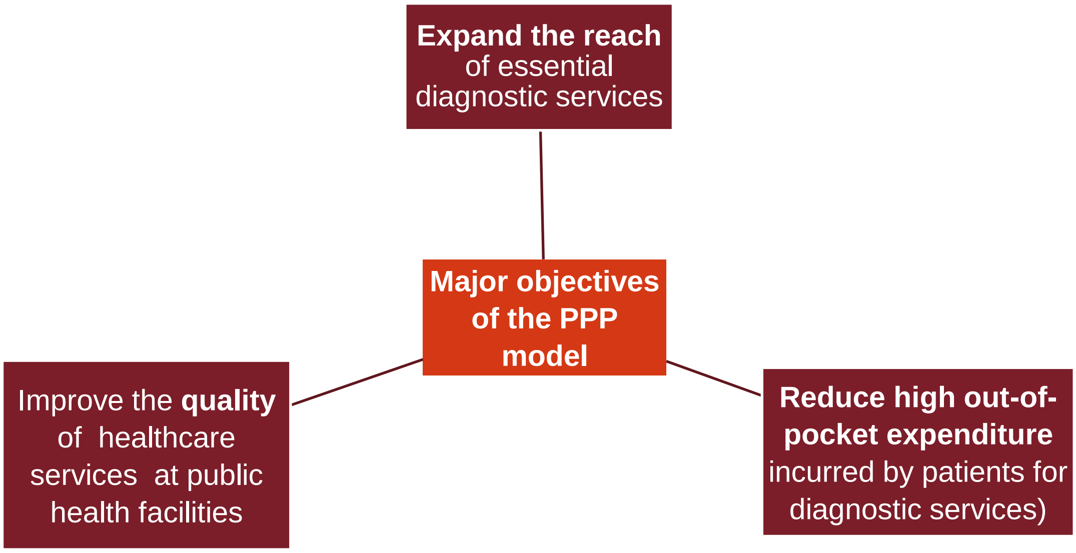
Percentage of cases receiving free medicines, X-ray/ECG and other diagnostic tests



Source: NSS Report (75th round), CRISIL MI&A

Public-Private Partnership (PPP) model aims to expand reach of services and reduce out-of-pocket expenditure

Over the years, the government has realised the importance of private participation in the healthcare industry and therefore, PPP models in diagnostics have gained traction over the past five years. The model is expected to see further growth as India focuses more on strengthening primary healthcare centres, increasing the number of HWCs and making a policy shift towards preventive care from curative care. Schemes such as AB-HWCs and the Pradhan Mantri Atmanirbhar Swasth Bharat Yojana are evidence of this policy shift. The model has been adopted in various states such as Maharashtra, Andhra Pradesh, West Bengal, Bihar, Odisha, Uttar Pradesh, Jharkhand, Haryana and Uttarakhand.



The PPP model involves the development of a greenfield or brownfield diagnostic centre by the private player (service provider) across various hospitals in the country and, in certain cases, such a model involves the setting up of collection points at sub-centres, primary health centres, community health centres and other remote regions (hub and spoke model). The gamut of services provided by these centres involves both pathology and radiology. However, the service provider may only be involved in one aspect of the diagnostic services such as X-ray, CT scan or laboratory services. The physical premises for the development is provided by the authority and, largely, these PPP implementations are in existing hospitals, requiring improvement by the private player.

In certain cases, the project is greenfield and requires the private player to establish the centre from scratch. This would involve planning, designing and developing the diagnostic centres, as per the agreement. The concession period for such agreements is around 10 years and the premises are usually provided by the authority.

The PPP model works in two different manners. First, the authority (such as the state government) may involve the private players for the development of diagnostic centres across clusters of hospitals; and second, it can only involve an individual hospital. The method depends on the appeal to the private player in terms of volume of patients. In the case of the first method, a cluster of 3-6 districts is considered that requires improved diagnostics. Although the authority may bundle such assets, the bidders can bid for any or all the packages. Bidders would need to submit single technical proposals for all the packages and separate financial proposals for each package. The first method is more appealing to private players as it ensures standardisation, higher scale of returns, and economies of scale.

Operational & Maintenance (O&M) responsibilities of the service provider under the Public-Private Partnership (PPP) model

The PPP model relies on the expertise and operational efficiency of the service provider (private player) and holds the service provider responsible for the costs incurred in the functioning of the centre. The operational and maintenance responsibilities of the service provider are largely given below:

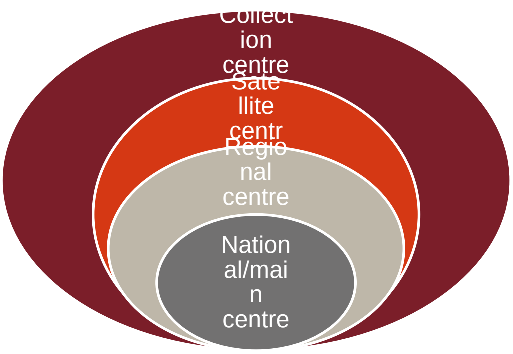
Working of the model

The services are provided free of cost to beneficiaries referred by government institutes, with the cost reimbursed by the authorities on a timely basis. Private beneficiaries are usually charged as per the rate quoted by the service provider. In terms of the services offered, essential diagnostic tests and their charges to respective patients are predetermined by the authority. Charges for additional services are mutually agreed between the authority and the concessionaire. These user charges have escalation clauses and therefore increase over the course of the concession period. These covenants are mentioned in the agreement and must be abided by.

Hub-and-spoke the most preferred model for diagnostic chains

The diagnostics industry's hub-and-spoke model, especially in the field of pathology, refers to a centralised approach for diagnostic testing and laboratory services. In this model, a central laboratory acts as the hub that receives and processes samples and smaller satellite locations — or spokes — collect and send the samples to the central facility for analysis.

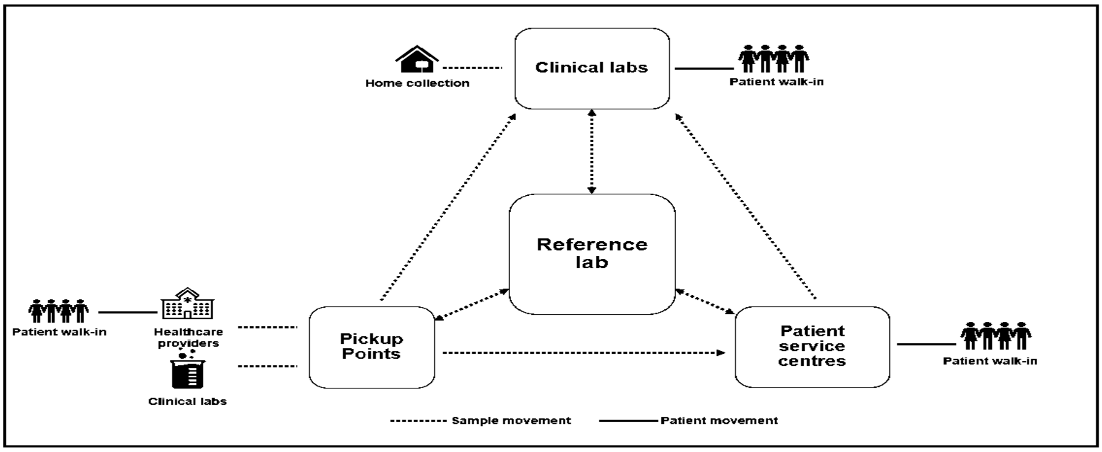
In the context of pathology, this model involves a central pathology laboratory that handles a large volume of diagnostic tests. The central lab is equipped with advanced infrastructure, skilled personnel, and sophisticated technology to perform complex pathological examinations, including tissue biopsies, cytology and molecular testing. It acts as the primary site for sample analysis and result generation, and the satellite locations, such as clinics, hospitals, or collection centres, could serve as the spokes and handle sample collection, initial processing, and transportation to the central lab. These satellite locations often have limited testing capabilities and lack specialised equipment or expertise for comprehensive pathological examinations. Therefore, they rely on the hub for accurate and timely diagnosis.The hub-and-spoke model in the pathology industry offers several advantages. It centralises resources, expertise, and technology, ensuring standardised and high-quality testing across locations. It also enables efficient utilisation of expensive equipment and minimises duplication of services. Moreover, the model facilitates better coordination and collaboration among healthcare providers, as they can rely on a centralised pathology lab for accurate and timely test results.



The components of this model include a national reference centre, regional or reference centres, satellite centres and collection centres

Note: The model above represents the typical flow of samples from the collection centre to the national reference centre. However, it may vary from player to player.
Source: Industry data, CRISIL MI&A

Value chain of the diagnostics industry



Note: Patient service centres serve as sample collection centres, accommodating walk-in patients for convenient specimen submission. However, samples are sent to clinical and reference labs for testing. Similarly, pickup points are designated only as sample collection centres aimed at efficiently gathering samples from clinical labs and healthcare providers.
Source: Industry data, CRISIL MI&A

National reference centres (main centre): These are located centrally, usually in large metropolitan areas, and serve as the corporate headquarters of diagnostic chain companies. They are equipped to conduct both routine and specialised pathology and radiology tests. All operations between the national reference centre and its spokes are centrally coordinated through a central server-applied laboratory information management system (LIMS), which offers customised enterprise resource planning (ERP) solutions for diagnostic lab companies, helping manage patient information and lab services. Reports generated by the regional/national reference centres are sent to patients through the collection/satellite centres or can be viewed online. The usual turnaround time for a national reference lab for report generation ranges from a few hours (for routine tests such as blood analyses and sugar tests) to two to four days, depending on the tests conducted.

Diagnostic centres can also opt for air logistics, transporting samples collected at their collection centres in other cities by air. This is usually done for specialised tests that may be performed only at the national reference labs or, in the context of a hub-and-spoke model, at regional reference labs. Samples may be collected during the day and airlifted overnight to the national reference centre. In this case, the samples may take 12-24 hours to reach the reference lab. These labs then ensure faster turnaround times for sample analysis so that the overall time taken from sample collection to final report generation remains the shortest.

Many industry players are also adopting the tele-radiology practice, wherein the digital copies of images are sent to a radiologist at a distant location. The radiologist examines the images and provides insights in the report, which is sent to the centre and delivered to the patient. Hence, the practice operates via a hub-and-spoke model.

Regional reference centres: These are situated in large metropolitan cities and act as regional hubs that collect samples from the satellite and collection centres across the country. Like the main labs, reference centres also offer comprehensive and specialised testing facilities.

Satellite centres: These offer limited services. They mainly act as feeders for regional reference centres and the national/main centre. Based on the complexity of the test, a satellite centre may choose to transfer samples to a regional or national reference lab (whichever is closer and adequately equipped to carry out the required test). Satellite centres may be either owned or franchised by a diagnostic chain.

Collection centres: These are located in hospitals, nursing homes, pathology labs, clinics, prime commercial properties and retail spaces, among others. They may be company-owned or franchised. Collection centres do not carry out testing and are involved only in the collection and forwarding of patient samples to a satellite or reference lab. A single collection centre can typically cater to a 3-5 km radius. These collection centres usually have basic equipment in the form of a refrigerator and centrifuge and employ minimal staff, such as a receptionist, lab technician, attendants and delivery staff.

Diagnostic tests are critical and drive 70% of medical decisions

The diagnostics industry plays a pivotal role in preventing diseases by providing vital tools and services for early detection, accurate diagnosis and monitoring of several health conditions. According to the US Centers for Disease Control and Prevention (CDC), 70% of medical decisions depend on laboratory test results, indicating their importance in healthcare diagnosis. Furthermore, doctors usually prescribe multiple diagnostics tests such as blood tests, imaging scans and genetic screening for the early detection and monitoring of diseases. These tests not only help detect risk factors and diseases at an early stage, but also enable healthcare professionals to track disease progression, adjust treatment plans and provide personalised care. Hence, generally a single visit to the doctor leads to multiple diagnostic tests for proper treatment.

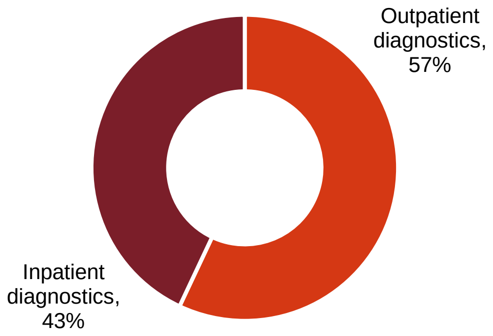
Moreover, the diagnostics industry assumes a crucial role in advancing proactive healthcare, especially in the post-pandemic era. Diagnostic tests identify potential health issues through early detection of symptoms, enabling timely intervention and treatment and promotion of proactive healthcare practices.

The outpatient department (OPD) and IPD serve critical roles in healthcare delivery, catering to patients with varying medical needs. The OPD acts as a primary interface for patients seeking non-emergency medical care, offering consultations, diagnostic tests and minor procedures. In contrast, the IPD provides comprehensive care for patients requiring hospitalisation, including intensive treatments, surgical interventions and post-operative care. Both departments are interconnected and rely on each other to ensure seamless patient care.

In OPD and IPD, ECG tests aid in identifying heart issues such as blockages. In the OPD, ECG is conducted during consultations to detect abnormalities such as ST-segment changes or arrhythmias. Similarly, in the IPD, ECG enables initial assessment of patients with symptoms of acute cardiac events. ECG variations observed in both settings guide further diagnostic evaluation and treatment decisions, facilitating timely interventions for patients at risk of or experiencing heart-related complications.

Pathology and radiology are integral components of both OPD and IPD services, playing crucial roles in the diagnostic process. In the OPD, pathology and radiology services support diagnostic evaluations and treatment planning for patients with diverse medical conditions. Similarly, in the IPD, these services play a vital role in disease monitoring, treatment assessment and surgical interventions.

Outpatients the prominent segment for diagnostic centres (FY24)



Outpatients account for a 57% share of the overall diagnostics industry. They are patients who do not require overnight stay at the hospital and include those seeking consultation and undergoing wellness tests; in-patients are patients treated while being admitted in a hospital

Note:
E: Estimated
Inpatient diagnostics includes wellness and preventive diagnostic tests
Source: Industry data, CRISIL MI&A

Rural areas account for only 24% of the diagnostics industry revenue

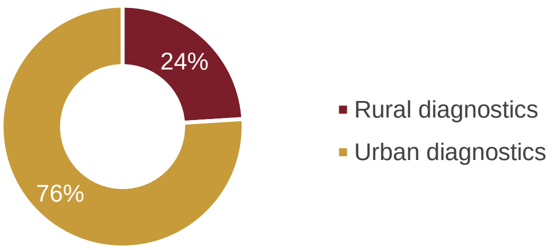
The diagnostics industry can also be broadly segregated into urban and rural centres. Urban centres typically have modern facilities and higher priced tests. These facilities are usually in public and private hospitals and clinics or are standalone centres or diagnostic chains. In contrast, rural centres are largely primary healthcare centres, government dispensaries and private dispensaries that have small-scale facilities and carry out basic tests. Ticket sizes are also usually lower than in urban centres.

In rural areas, diagnostic tests are carried out at government and public hospitals, primary healthcare centres, private doctor-run clinics, nursing homes, private dispensaries, charitable institutes and private hospitals. For more advanced diagnostic tests, rural patients are referred to the nearest urban centre, which indicates that there is a huge gap within healthcare services to serve rural India.

India's rural population (~70% of country’s total population) contributed only 24% of the overall revenue of diagnostics market in FY24, suggesting under-penetration of diagnostics services in rural areas, as well as smaller ticket sizes.

In addition, as of FY24, Delhi NCR and Mumbai accounted for 14-16% of the diagnostics industry in value terms.

Region-wise revenue break-up of diagnostics industry (FY24)



E: Estimated
Note: Urban centres are areas or towns with a municipality, corporation, cantonment board, notified town area committee, and so on. Urban centres also fulfil the following criteria: a minimum population of 5,000, ~75% of the male population engaged in non-agricultural work, and a population density of at least 400 people per sq km. All areas that do not fulfil these requirements are classified as rural centres.
Source: Industry, CRISIL MI&A

Divergent diagnostic costs across rural and urban areas

In rural areas, the average diagnostic test cost for hospitalisation cases is Rs 1,889, markedly higher than the cost for non-hospitalisation cases, which is Rs 65. Conversely, urban areas exhibit higher diagnostic test costs, with hospitalisation cases averaging Rs 2,441 and non-hospitalisation cases averaging Rs 92.

Average price of diagnostic test (Rs)

	Hospitalisation case	Non-hospitalisation case
Rural	1,889	65
Urban	2,441	92

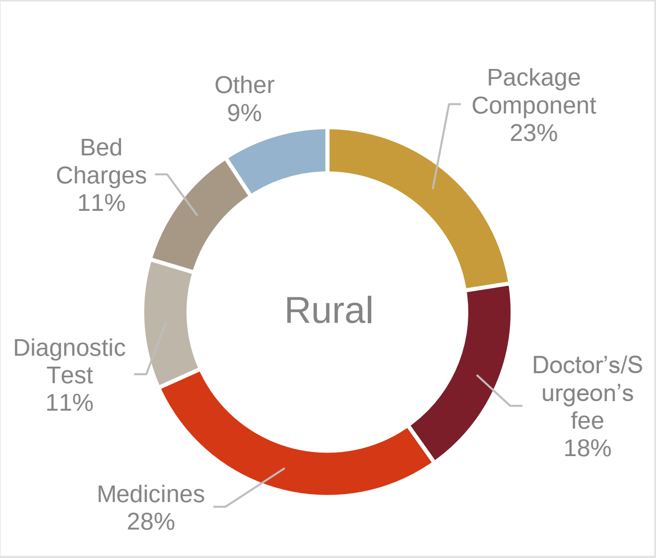
Source: NSS Report 75th Round, CRISIL MI&A

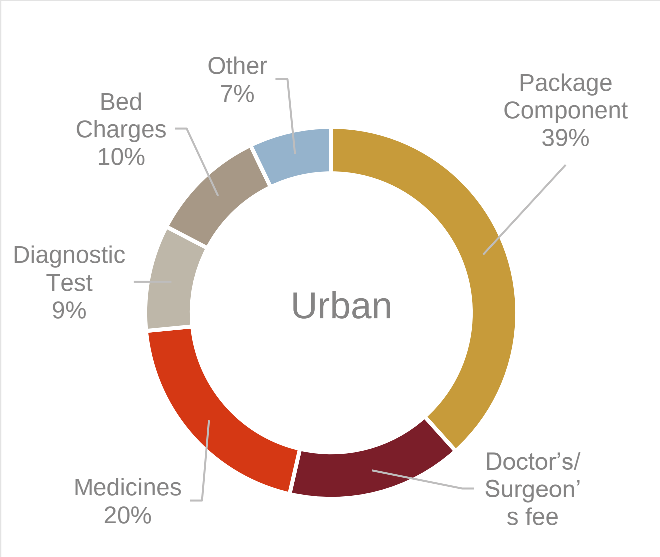
Share of diagnostic in average medical expenditure per hospitalisation case in India

The allocation of healthcare expenditure in India exhibits nuanced disparities between rural and urban areas, particularly concerning the share attributed to diagnostic services per hospitalisation case. Data reveals that diagnostics constitute a higher proportion, accounting for 11% of the average medical expenditure in rural regions, compared with 9% in urban locales. This disparity underscores several key factors influencing healthcare spending patterns.

In rural areas, limited access to comprehensive healthcare facilities prompts a heightened reliance on diagnostic tests to compensate for the absence of specialised medical services. Additionally, the prevalence of certain health conditions, combined with a lack of preventive care infrastructure in rural settings may necessitate more frequent diagnostic evaluations. Conversely, urban areas benefit from better-equipped healthcare facilities, potentially leading to lower diagnostic expenses relative to total medical expenditure. Addressing these discrepancies demands targeted interventions to enhance healthcare access and affordability, especially in rural regions, through initiatives aimed at strengthening healthcare infrastructure, improving diagnostic services and promoting preventive healthcare measures. Such efforts are crucial for ensuring equitable healthcare delivery and mitigating the financial burden on patients across diverse socio-economic contexts in India.

Share of healthcare expenditure in rural and urban





Source: NSS Report (75th round), CRISIL MI&A

Diagnostic services are the most evenly divided in terms of employment

Within the healthcare sector, diagnostic services stand out as one of the most evenly distributed areas in terms of employment. Diagnostic services typically require a diverse range of professionals working together in various capacities which includes radiologists, pathologists, laboratory technicians, medical technologists, and support staff such as administrative personnel. Diagnostic services play a critical role in the healthcare continuum, providing essential information for accurate diagnosis, treatment planning, and disease management. As a result, the demand for diagnostic services cuts across different medical specialties and healthcare settings, including hospitals, clinics, diagnostic laboratories and imaging centres. Employment within diagnostic services is distributed across multiple disciplines and levels of expertise, with each contributing to the overall functioning of the diagnostic process. For example, radiologists interpret medical images, pathologists analyse tissue samples, laboratory technicians perform diagnostic tests, and administrative staff manage patient records and schedules. This diversity in employment reflects the collaborative nature of diagnostic services, where professionals from various backgrounds work together to deliver accurate and timely diagnostic information to support patient care. It also highlights the interdisciplinary nature of modern healthcare, emphasising the importance of teamwork and coordination in delivering high-quality diagnostic services to patients. Overall, the even distribution of employment within diagnostic services underscores its integral role within the healthcare sector and the diverse skill sets required to meet the diagnostic needs of patients effectively

According to data from the NSSO and National Health Workforce Account (NHWA), the healthcare professional pool in India in 2018 included ~1.16 million doctors, 2.34 million nurses/midwives, and 0.79 million traditional medicine professionals, primarily AYUSH practitioners. After adjusting for net migration, mortality and retirement, the actual stock of healthcare professionals in 2018 was estimated at 1.05 million doctors and 2.18 million nurses/midwives. However, the active healthcare workforce was substantially lower, with only 0.66 million doctors and 0.79 million nurses/midwives. Together, doctors and nurses/midwives accounted for ~45% of the total actual stock of healthcare professionals. The disparity between the stock of healthcare professionals and the active healthcare workforce was attributed to labour market attrition, with a significant proportion of qualified professionals not actively engaged in healthcare. Data from Public Labour Force Survey 2018–2019 revealed that ~4% of medical graduates and 11% of diploma holders in medicine/nursing were unemployed, while a considerable number were employed in non-health sectors. Alarmingly, around 20% of doctors and 30% of nurses reported being out of the labour force.

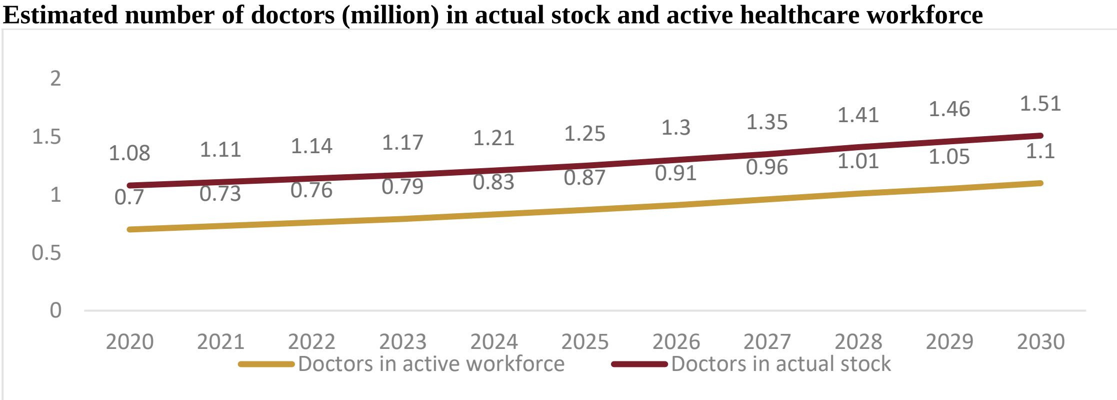
Healthcare workforce in India

	NHWA total production 2018 (million)	Actual number of healthcare professionals in 2018 (million)	Active healthcare workforce in 2019 (million)
Allopathic doctors	1.16	1.05	0.66
Nurses	2.34	2.18	0.79
AYUSH practitioners	0.79	0.76	0.25

Source: WHO, CRISIL MI&A

By 2030, number of doctors in the actual stock is projected to increase to ~1.51 million from 1.25 million in 2025. Concurrently, number of doctors in active healthcare workforce is expected to rise to 1.1 million from 0.87 million. Notably, the increase in the actual stock of doctors is anticipated to be more substantial (0.26 million) from 2025 to 2030 compared with the period until 2025, which saw a rise of only 0.17 million. Similarly, the increase in active healthcare workforce is projected to be higher from 2025 to 2030 as against 2020 to 2025. This growth is attributed to the establishment of new medical colleges in the country.

Estimated number of doctors (million) in actual stock and active healthcare workforce

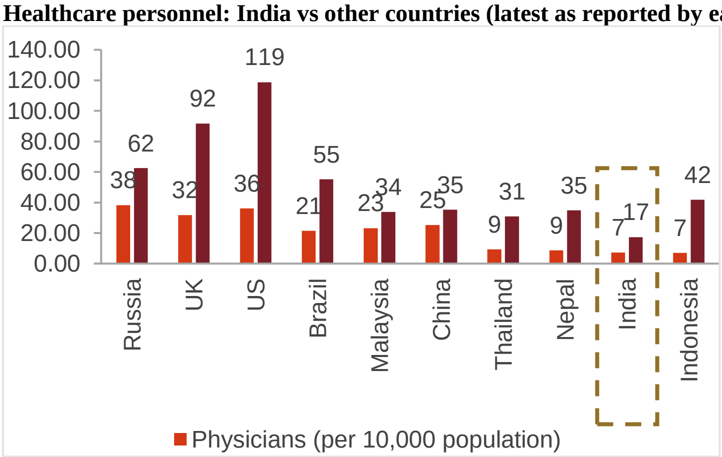


Source: WHO, CRISIL MI&A

Healthcare personnel shortages in India

India's healthcare personnel landscape presents a nuanced picture characterized by disparities in distribution and shortages in critical areas. While the country boasts a rich pool of medical professionals, including physicians, nurses, and allied health workers, the density per capita falls below the global average and lags significantly behind that of developed nations. This shortage, particularly pronounced in rural and underserved areas, underscores persistent challenges in ensuring widespread access to quality healthcare services. Efforts to address these gaps are underway, with initiatives aimed at bolstering training programs, enhancing infrastructure, and promoting innovative models of care delivery. However, the journey toward achieving equitable healthcare access for all remains an ongoing endeavor, requiring continued investment and strategic interventions to strengthen the healthcare workforce and improve health outcomes across the nation.

Healthcare personnel: India vs other countries (latest as reported by each country)



Paucity of healthcare personnel compounds the problem. At 7 physicians and 17 nursing personnel per 10,000 population as of CY20, India trails the global median of 17 physicians and 38 nursing personnel. India even lags developing countries such as Brazil (21 physicians, 55 nurses), Malaysia (23 physicians, 34 nurses) and other Southeast Asian countries.

Note: CY22 figure for UK, Indonesia; Physicians figure for the US is for CY21 and Nurses figure for CY22; CY21 figure for, Brazil, China, Nepal; Physicians figure for Malaysia is for CY21 and Nurses figure for CY19; Physicians figure for Thailand is for CY20 and Nurses figure for CY19; CY20 figures for India and Russia
Source: WHO, World Bank, CRISIL MI&A

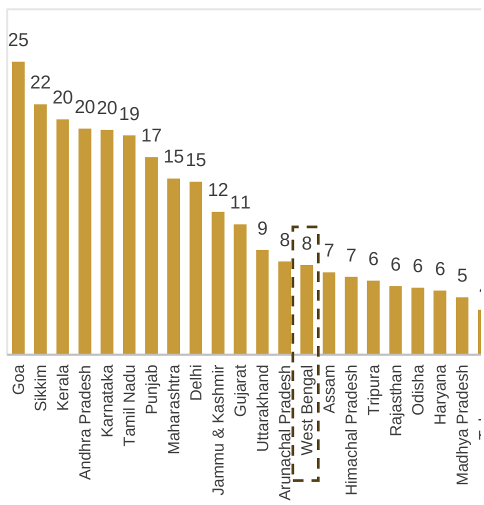
*Note: *World average as of CY22, India average as of CY20*
Source: WHO, World Bank, CRISIL MI&A

West Bengal leads in terms of absolute number of doctors as of CY 2020 for East India states, but lags behind in terms of doctor and nurse density per 10,000 population compared to states with more developed healthcare infrastructure

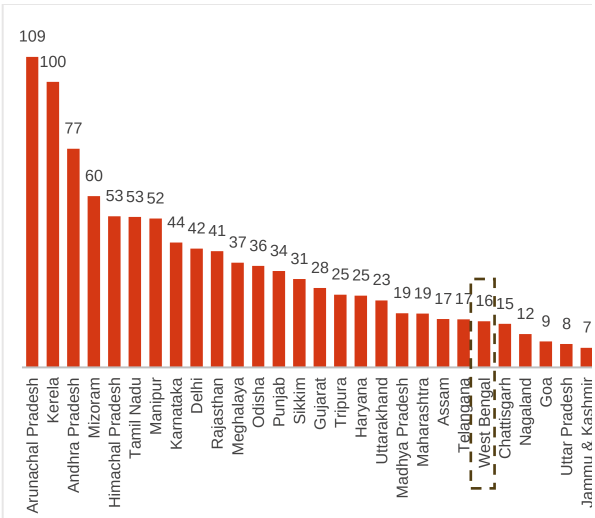
As of CY20, there were 1,300,290 doctors with recognised medical qualifications (under the IMC Act) registered with state medical councils or the Medical Council of India. Further, there were 2,474,319 registered nurses and registered midwives, 982,932 auxiliary nurse midwives and 57,122 lady healthcare visitors serving in the country as on December 31, 2021.

Maharashtra leads in terms of absolute number of registered doctors as of CY20 with 188,540 registered doctors. Among the eastern India states, West Bengal has the maximum number of registered doctors – 77,664 as of CY20. However, West Bengal had eight doctors per 10,000 population, lower than states with more developed healthcare infrastructure such as Andhra Pradesh, Kerala, Karnataka (~20 doctors per 10,000 population) and Tamil Nadu (~19 doctors per 10,000 population). Although, there is a significant presence of registered doctors in these states, a large presence is attributed to metropolitan areas, While Non-metropolitan areas face dearth of specialised medical professionals such as paediatricians, gynaecologists, surgeons, cardiologists, neurologists, rheumatologists, oncologists, haematologists and nephrologists.

Number of doctors possessing recognised medical qualifications (under the IMC Act) per 10,000 population – CY 2020



Number of registered nurses per 10,000 population – as on December 31, 2021



Note: 17 states under the non-special category given by the RBI (except Goa) along with our key states of study have been considered above. Amongst our key states, doctor numbers for Manipur and Meghalaya are not available, while nurse numbers for Nagaland are not available
For Nurse data,:

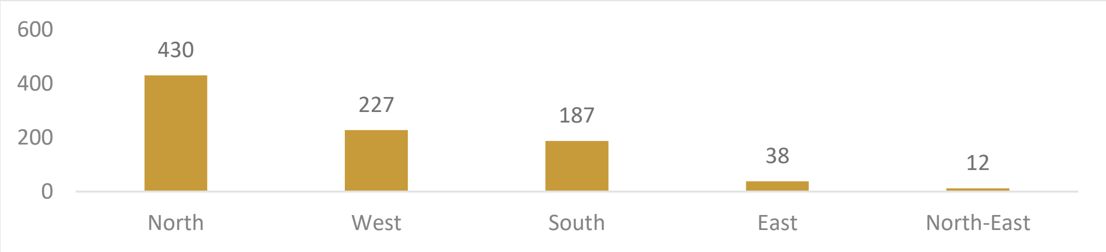
Data up to December 31, 2019, for the following states: Himachal Pradesh, Jharkhand, Karnataka, Madhya Pradesh, Punjab, Telangana, Uttar Pradesh
Data up to December 31, 2020, for the following states: Bihar, Maharashtra, Odisha, Rajasthan, Uttarakhand
Andaman and Nicobar is combined with Tamil Nadu; Lakshadweep combined with Kerala; Daman & Diu and Dadra Nagar Haveli combined with Gujarat
Source: National Health Profile 2022, CRISIL MI&A

Region wise doctor and nurse density

Region	States covered for doctors and nurses' data	Avg. doctors per 10,000 (CY20)	Avg. registered nurses per 10,000 (CY21)	Estimated bed density per 10,000 (CY20)
East India including Northeast	Bihar, Jharkhand, Odisha, West Bengal, Chhattisgarh, Sikkim, Arunachal Pradesh, Assam, Tripura, Mizoram, Nagaland*, Manipur**, Meghalaya**	5.2	14.4	7-8
North India	Jammu & Kashmir, Himachal Pradesh, Punjab, Uttarakhand, Uttar Pradesh, Haryana, Delhi	6.2	15.4	15-16
West India	Maharashtra, Gujarat, Rajasthan, Madhya Pradesh, Goa	10.0	25.4	10-11
South India	Andhra Pradesh, Karnataka, Tamil Nadu, Kerala, Telangana	17.3	56.4	26-27

*Note: 17 states under the non-special category given by the Reserve Bank of India (except Goa) along with our key states of study have been considered above. Amongst our key states, doctor numbers for Manipur and Meghalaya are not available, while nurse numbers for Nagaland are not available, *Nurse data for Nagaland is not available and hence is excluded from nurse density calculations, **doctor data for Manipur and Meghalaya is not available and is excluded for doctor density calculations*
For Nurse data:
Data upto 31st December 2019 for the following states: Himachal Pradesh, Jharkhand, Karnataka, Madhya Pradesh, Punjab, Telangana, Uttar Pradesh
Data upto 31st December 2020 for the following states: Bihar, Maharashtra, Odisha, Rajasthan, Uttarakhand
Andaman Nicobar is included with Tamil Nadu; Lakshadweep included with Kerala; Daman & Diu and Dadra & Nagar Haveli is included with Gujarat
For bed density calculation, Chandigarh has been included in North India, Dadra & Nagar Haveli and Diu & Daman in West India, and Puducherry and Lakshadweep in South India.
Source: National Health Profile 2022, CRISIL MI&A

Region wise NABH Accredited Hospitals



Note: Northeast includes states like Arunachal Pradesh, Assam, Manipur, Meghalaya, Mizoram, Nagaland, Sikkim and Tripura
East includes states like Bihar, Jharkhand, Odisha, West Bengal and Chhattisgarh
North includes states like Punjab, Uttarakhand, Uttar Pradesh, Haryana, Madhya Pradesh, Delhi, and Himachal Pradesh
West includes states like Maharashtra, Gujarat, Rajasthan, and Goa
South includes states like Andhra Pradesh, Karnataka, Tamil Nadu, Kerala, and Telangana
Source: NABH, CRISIL MI&A

East and North-East region which together comprises 13 states has a total of 50 NABH accredited hospitals, whereas the north region alone contributes to about 48% of the total NABH accredited hospitals in the country. The low number of NABH accredited hospitals in the east and north-east region is attributed to the lack of infrastructure and quality Healthcare which gives rise to a significant demand supply gap.

Private hospitals occupy higher share compared with government hospitals

In India, private hospitals have come to occupy a dominant share in the diagnostics industry, surpassing government hospitals. As of FY24, the share of private hospitals (in value terms) in the diagnostics segment stood at 68-73%.

One of the primary reasons for the dominance of private hospitals is their higher quality and accessibility.

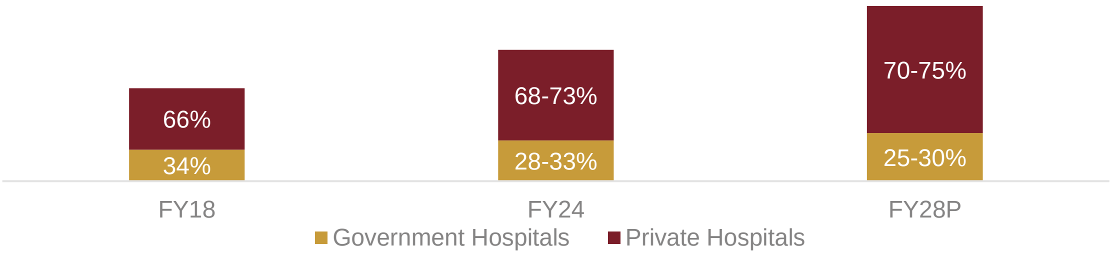
Private hospitals in India have often been associated with better infrastructure, modern medical equipment, and a higher standard of care compared with government hospitals. Patients seeking reliable services are drawn to private hospitals due to the perceived quality and accessibility of these facilities.

Private hospitals often specialise in certain medical fields such as cardiology and oncology. These specialised facilities attract patients with specific medical concerns, leading to a higher volume of patients seeking these services.

In addition, India being a popular destination for medical tourism, private hospitals playing a pivotal role in catering to international patients.

Thus, preference for private hospitals over government hospitals has led to a higher patient footfall in private hospitals, subsequently driving more demand for diagnostic services.

Share of private and government hospitals in the diagnostics segment (%)



E: Estimated; P: Projected
Source: CRISIL MI&A

Preventive and wellness testing packages to gain traction

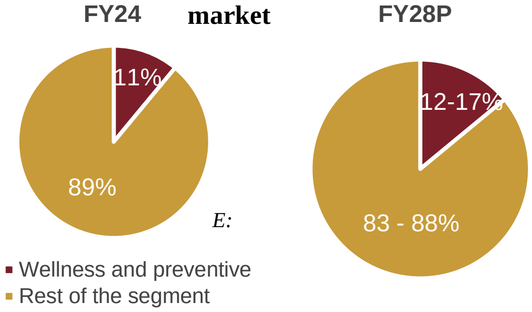
There has been a significant growth in the demand for preventive health check-ups in India in recent years and the Covid-19 pandemic has resulted in an increased awareness of self-testing, particularly in relation to preventive and wellness services. Mid-to-large sized diagnostic chains and hospital-based diagnostic centres are increasingly packaging and marketing their test menus in the form of preventive and wellness packages.

These health checkup packages help identify pre-existing diseases, or the likely risk from a particular disease before the actual symptom appears, helping individuals take corrective action before chronic conditions take hold.

Diagnostic companies offer such health checkup packages through corporate clients and market these directly through labs and collection centres. Most of the packages either specifically screen for a chronic disease or comprise a slew of tests to ascertain the overall health of an individual. Moreover, preventive and wellness tests consist of biochemistry tests to check an individual's risk to chronic diseases such as cardiovascular diseases and diabetes, among others.

The overall market for wellness and preventive diagnostics – which is ~11% of the total diagnostics segment as of FY24 – is expected to grow at a healthy rate of 16-18% between FY24 and FY28, led by rising disposable incomes, increasing urbanisation and awareness about prevention and wellness following Covid-19, etc.

Share of preventive and wellness segment in the Indian diagnostics market



FY24-FY28P (CAGR)
Wellness and preventive: 16-18%

Rest of pathology segment: 7-9%

E: Estimated; P:

Source: Industry, CRISIL MI&A

Radiology tests are at least two to three times more expensive than pathology tests

Radiology tests, such as X-rays, CT scans and MRIs are generally more expensive than pathology tests, due to complex and costly equipment, specialised training and expertise required. Also, Radiology equipment require extensive capital expenditure, it is viable only in case of adequate patient volume. Conversely, pathology tests analyse tissue samples or bodily fluids using simpler equipment, resulting in lower costs. Despite the expense, radiology tests provide detailed imaging crucial for diagnosing various medical conditions. However, for routine health check-ups, pathology tests offer convenience, accessibility and affordability. They analyse blood samples or bodily fluids, providing comprehensive insights into health parameters. Pathology tests are preferred for regular monitoring, enabling proactive health management, especially in resource-constrained settings.

Indicative test costs in pathology and radiology segments (2023)

Sr no.	Name of test	Indicative cost (Rs)	
		In private diagnostic centres	PPP model
Pathology tests			
1	Glucose test	150-200	25-40
2	HbA1c	500-550	75-105
3	Thyroid profile	500-550	120-165
4	Lipid profile	650-750	120-165
Radiology tests			
1	Sonography test	700- 1200	275-330
2	CT scan	2000-5000	525-2000
3	MRI scan	5000-10000	850-4550

Thyroid profile includes T3, T4, and TSH. Glucose test includes fasting and postprandial blood sugar
Source: CRISIL MI&A

Name of the Test		Description
Pathology tests		
1	Glucose test	• Glucose test is a type of blood test which measure the current level of glucose in the blood. The test involves a prick in the finger or blood drawn from a vein. Healthcare providers mainly use glucose test to screen for diabetes.
2	HbA1c	• HbA1c stands for Glycosylated Haemoglobin. It is a test which involves drawing a small amount of blood through the veins. HbA1c estimates the average level of glucose in the blood over the last 10-12 weeks.
3	Thyroid profile	• The thyroid is a tiny, butterfly-shaped gland located at the base of the front of the neck that is responsible for producing the hormones thyroxine(T4) and triiodothyronine(T3). These hormones have an impact on every facet of metabolism as well as the regulation of critical bodily functions such as heart rate and temperature. Thyroid hormones T2, T4 and TSH are included in the thyroid profile test, which aids in assessing how well the thyroid gland functions within the body. This profile shows if the thyroid gland is under functioning, over functioning or functioning normally.
4	Lipid profile	• Lipid profile test often called the lipid panel, is a blood test that measures the quantity and kind of lipids, or fats, in the blood to determine a person's risk of developing cardiovascular disease.
Radiology tests		
1	Sonography test	• Sonography is a diagnostic medical test that produces images of the body's tissues, glands, organs and blood or fluid flow using high-frequency sound waves, also known as ultrasound waves. Sonography sends ultrasonic waves onto the skin's surface and detects the echo using a device known as a transducer. The ultrasonic waves are converted into a picture by a computer. A medical professional interprets the pictures to understand the nature of the ailment. A sonography test is mainly used to identify a variety of medical conditions such as pregnancy, kidney stones, Blood clots, tumours etc.
2	CT scan	• A Computerized tomography or CT scan is a kind of imaging that builds detailed images of the body using X-ray techniques. It then makes cross-sectional pictures,

Name of the Test		Description
		or slices of the body's soft tissues, blood arteries and bones using a computer. Compared to standard X-rays, CT scan images provide more information. CT scan images has variety of uses such as radiation treatments, planning of medical surgery, diagnosis of illness or injury etc.
3	MRI scan	• Magnetic Resonance Imagining scan or MRI scan is a non-invasive medical test that produces comprehensive images of practically every internal structure of the human body including the blood arteries, muscles, bones, and organs. MRI scanners use radio waves and a big magnet to create images of the body. Unlike X-rays, no ionizing radiation is generated during the MRI test. MRI scans is mainly used to diagnose medical conditions like, tumours, cancers, bone injuries etc.

Source: CRISIL MI&A

Key equipment cost

Type	Price (Rs million)	Description
Pathology equipment		
Biochemistry analyser	0.05-17.70	Two types of biochemistry analysers, i.e., semi-automatic and automatic, are commonly used. The former can perform 50-100 tests per hour, whereas the latter, 200-400 tests per hour. Biochemistry analysers perform routine (for glucose, cholesterol, etc) and specialised (for bilirubin, creatinine, calcium, magnesium, chloride, sodium and potassium) tests. Such tests help detect kidney, liver and bone diseases, thyroid disorders and tissue injuries
Immunology instrument	0.06-17.70	Used to diagnose hormonal disorders and infectious diseases such as malaria, dengue and influenza. Diagnostic centres choose machines according to their patient load and test volume
Haematology analyser	0.2-4.72	Determines red and white blood cell count, and haemoglobin, folic acid, serum and uric acid levels in blood, and helps detect liver and kidney diseases, and other ailments such as leukaemia, tuberculosis, malnutrition, hypothyroidism and cirrhosis
Microscope	0.03-5.31	Helps analyse abnormalities that are too fine for the naked human eye. Hence, it is an important instrument for diagnosis as well as monitoring of diseases
Radiology segment		
X-ray machine	0.2-11.20	Non-invasive instrument used to diagnose diseases or abnormal conditions such as fractures, as well as for periodic monitoring
Ultrasound machine	0.5-12.32	Comprises a console with a computer, a video display screen and a transducer that scans body parts
ECG machine	0.03-0.15	Measures abnormal rhythms of the heart, particularly those caused by damage to conductive tissues that carry electrical signals
CT scan	14-60	Also called computer axial tomography scans, used for diagnosing cancers of the liver, lungs and pancreas
MRI scan	40-180	Provides a good contrast between the different soft tissues of the body, and useful in imaging the brain, muscles and heart
PET-CT machine	70- 260	Creates dual images of the body, using both an X-ray CT image and a PET image. Diagnosis relies on the use of fludeoxyglucose 18F and helps pinpoint cancer in patients

Source: Industry, CRISIL MI&A

Indian diagnostic industry lacks stringent regulatory framework

The diagnostic industry is relatively under-regulated, compared with other sectors such as pharmaceuticals and hospitals. With the introduction of the list of essential diagnostic tests, prices of some tests could be subject to regulation.

Lack of comprehensive and stringent regulatory framework

The Indian diagnostic industry lacks a stringent regulatory framework, compared with other related sectors such as pharmaceuticals or hospitals, which are relatively more regulated.

The Clinical Establishments (Registration and Regulation) Act 2010 aims to bring all diagnostic centres and laboratories (labs) under its ambit their registration with the respective state council as clinical establishments. The Act, to be implemented through the National Council for Standards, also aims to impart guidance on the minimum standards of facilities and services, which should be provided by diagnostic centres and labs to improve public health.

Till date, the Act has been adopted by 11 states - Sikkim, Mizoram, Arunachal Pradesh, Himachal Pradesh, Uttar Pradesh, Bihar, Jharkhand, Rajasthan, Uttarakhand, Assam and Haryana and all Union Territories, except Delhi, since March 2012, however, they are yet to implement it. Uttar Pradesh, Rajasthan and Jharkhand have adopted the Act under Clause (1) of Article 252 of the Constitution and violation of any provision of this Act leads to monetary penalty.

Another major approval needed to set up a diagnostic centre is a licence from the municipal corporation under the Shops and Establishments Act, 1948. Diagnostic centres also have to register with the pollution control board that monitors regular and proper disposal of bio-medical waste.

Radiology centres have to additionally adhere to regulations under the Pre-Conception and Pre-Natal Diagnostic Techniques for operating ultrasound machines. Centres also must adhere to the Bhabha Atomic Research Centre's (BARC's) guidelines for setting up CT, MRI and X-ray equipment.

Mandatory licences and regulations

Name of licenses and regulations
The Clinical Establishments (Registration and Regulation) Act, 2010 and rules made thereunder
The Pre-Conception and Pre-Natal Diagnostic Techniques (Prohibition of Sex Selection) Act, 1994 and rules made thereunder
The Atomic Energy Act, 1962
Biomedical Waste (Management and Handling) Rules, 1988, as amended up to date
Shop Establishment Licence

The Indian Council of Medical Research published a list of national essential diagnostics list (NEDL) in 2019, after consultations with relevant industry players. The list includes in-vitro and radiology tests for communicable and non-communicable diseases. The tests included in the list would allow for price-capping under the entry level of treatment (village to a district hospital).

The NEDL has more tests than a similar list released by the WHO (includes ~58 tests at primary health centres and 55 at reference laboratories). The list mentions ~117 general laboratory tests, 29 disease specific tests (HIV, hepatitis and tuberculosis) and 24 imaging tests.

Voluntary accreditations

Additionally, diagnostic centres can obtain accreditation voluntarily wherein an authorised agency or organisation such as the National Accreditation Board for Testing and Calibration Laboratories (NABL) evaluates and recognises the diagnostic services according to a set of standards. NABL is the sole accreditation body with the criteria of assuring accuracy, reliability and conformity of the tests results. It is an autonomous body under the Ministry of Science and Technology and most large laboratories in India are accredited by NABL.

Other main accreditations include the College of American Pathologists (CAP) laboratory accreditation and ISO certification. The CAP is an internationally recognised programme that offers accreditation service to help laboratories obtain the ISO 15189 certification (for medical laboratories).

Accreditations

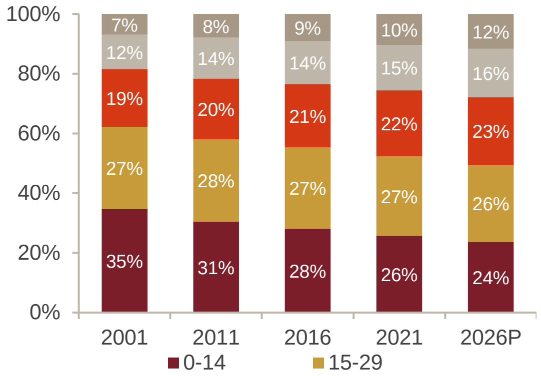
Accreditations
National Accreditation Board for Testing and Calibration Laboratories (NABL)
College of American Pathologists (CAP)

Key growth drivers of the Indian diagnostics industry

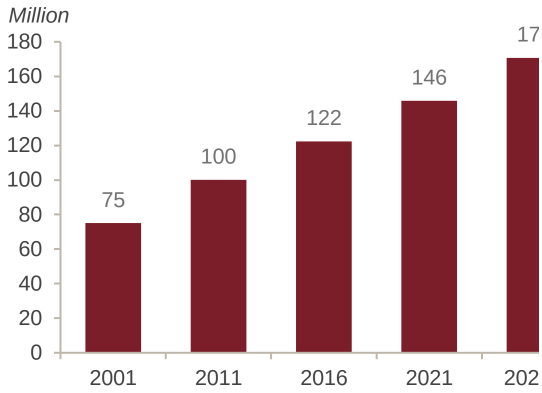
Ageing population

India is experiencing a demographic shift, with more people entering the older age bracket. The share of the population in the 60 and above year age bracket, which was just 7% in 2001, is expected to increase to 12% by 2026. This trend is driven by factors such as increased life expectancy, owing to improved healthcare infrastructure and advancements in medical care.

Break-up of India's population by age



India's population of 60 and above years



Note: Percentages may not add up to 100 due to rounding off decimals
P: Projected
Source: World Population Prospects 2022, Department of Economic and Social Affairs Population Division, CRISIL MI&A

However, as people age, the risk of developing chronic and age-related illnesses, such as cardiovascular diseases, diabetes, cancer and neurodegenerative disorders, rises. Owing to increasing prevalence of age-related diseases, the need for regular health check-ups and the demand for specialised diagnostic services are expected to propel the growth of the diagnostics industry.

Government initiatives have significantly benefitted the diagnostics industry

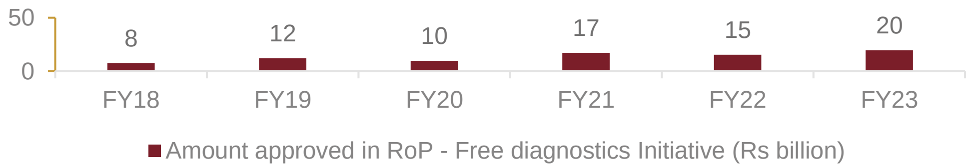
The government has implemented several measures and policies, such as the Free Diagnostics Service Initiative under the NHM, to improve healthcare access and infrastructure and promote preventive care through diagnostic services. Additionally, the government has encouraged PPPs in the diagnostics space to leverage the expertise and resources of both the private and public segments. These partnerships have led to improvements in infrastructure, technology and service delivery, enabling better access to diagnostic services across the country, besides propelling industry growth.

Take the case of the Free Diagnostic Service Initiative, which is delivered through in-house, PPP and hybrid modes in states/ UTs. As of April 2024, the initiative had been implemented in 36 states/ UTs.

In fact, government initiatives, such as AB-PMJAY, Free Diagnostics Service Initiative, NUHM, NRHM and more have emerged as significant growth drivers for the Indian diagnostics industry.

Programmes such as PMJAY are expected to boost health insurance coverage in India, ensuring affordability in availing healthcare services, including diagnostics services. Furthermore, policies such as the NHM and Ayushman Bharat have focused on expanding healthcare infrastructure, promoting preventive care and increasing access to diagnostic services, particularly in rural and underserved areas.

Amount approved towards record of proceedings (RoP) – Free Diagnostics Service Initiative (Rs billion)

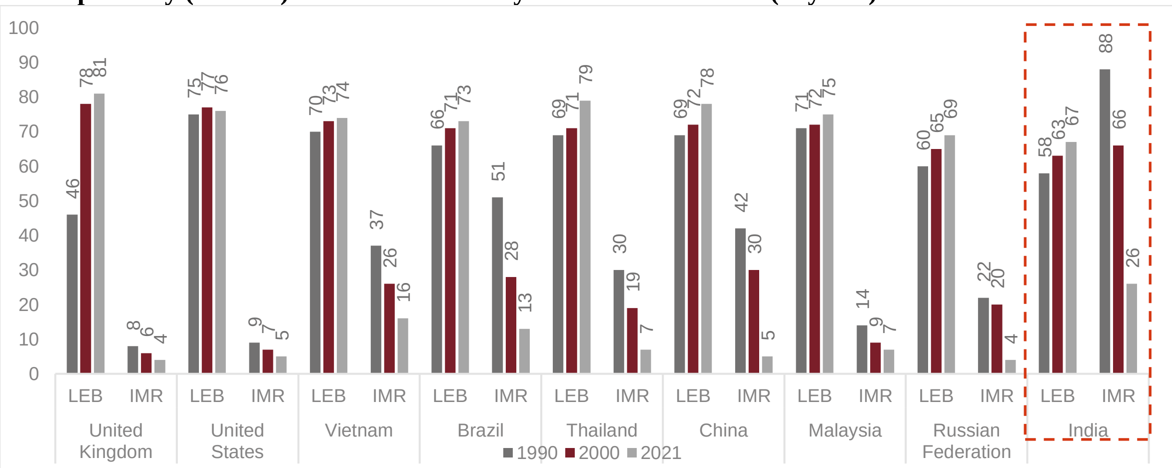


Source: Ministry of Health and Family Welfare (MoHFW) annual report, CRISIL MI&A

With improving life expectancy and changing demographic profile, healthcare services are a must

With improving life expectancy, the demographic profile of the country is also witnessing a change. As of 2011, nearly 8% of the Indian population was of 60 years or more, and this is expected to surge to 13% by 2026. However, the availability of a documented knowledge base concerning the healthcare needs of the elderly (aged 60 years or more) remains a challenge. Nevertheless, the higher vulnerability of this age group to health-related issues is an accepted fact.

Life expectancy (at birth) and infant mortality rate: India vs others (in years)



Note: LEB – life expectancy at birth; IMR – infant mortality rate (probability of dying by age one year per 1000 live births)
Source: World Bank, CRISIL MI&A

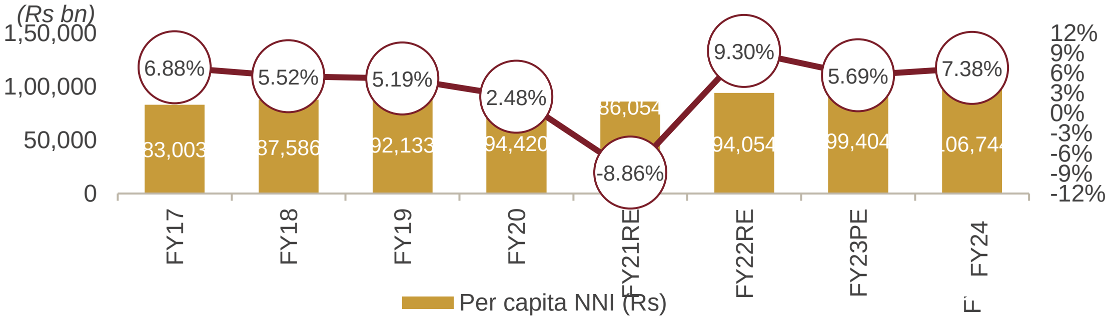
According to the Report on Status of Elderly in Select States of India, 2011, published by the United Nations Population Fund in November 2012, chronic ailments, such as arthritis, hypertension, diabetes, asthma, and heart diseases, were commonplace among the elderly, with ~66% of the respective population reporting at least one of these. In terms of gender-based tendencies, while men are more likely to suffer from heart, renal and skin diseases, women showed higher tendencies of contracting arthritis, hypertension and osteoporosis.

With the Indian population expected to grow to ~1.45 billion by 2026 and considering the above-mentioned factors, the need to ensure healthcare services to this vast populace is imperative. But this also provides a huge opportunity to expand into a space that bears huge potential.

Rising income levels

India's per capita income, a broad indicator of living standards, rose to Rs 99,404 in FY23 from Rs 63,462 in FY12 at a CAGR of 4.2%. Growth was led by better job opportunities, propped up by overall economic growth. Additionally, population growth was stable at ~1% CAGR. Also, as per provisional estimates, the per capita net national income (constant prices) was estimated to have increased to Rs 106,744, thereby registering an on-year growth of ~7.4%.

Per capita NNI



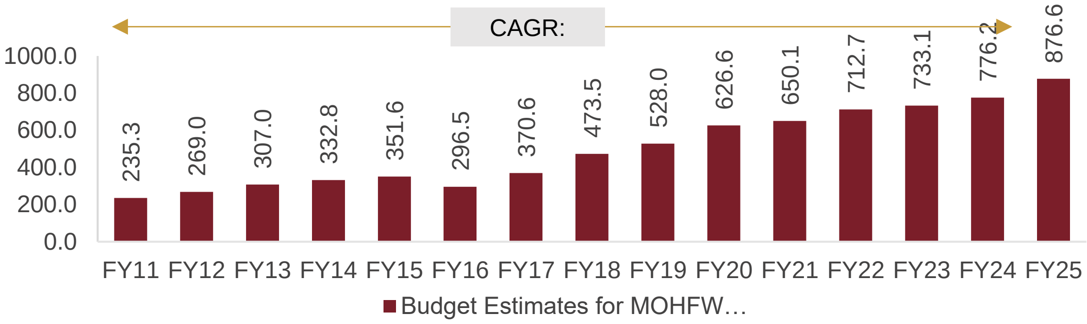
RE: Revised estimates, PE: Provisional estimates;
Source: Provisional Estimates of Annual National Income, 2022-23 and quarterly estimates of GDP for the fourth quarter of FY

2023, CSO, MoSPI, CRISIL MI&A

Budget allocation towards healthcare logged a Compounded Annual Growth Rate (CAGR) of ~10% between FY11 and FY25

The healthcare budget has seen increases on-year. Between FY11 and FY25, the budget for the Ministry of Health and Family Welfare (MoHFW) clocked a CAGR of ~10%. In recent years, the utilisation rate has been 100% or above, as has been the case since FY16. This, too, is a strong growth driver for the industry and particularly the PPP initiative from government so as to achieve the government's goal of providing healthcare services to all.

Budget estimates for MoHFW



Source: Union Budgets, CRISIL MI&A

Growing health awareness with subsiding Covid-19 infections

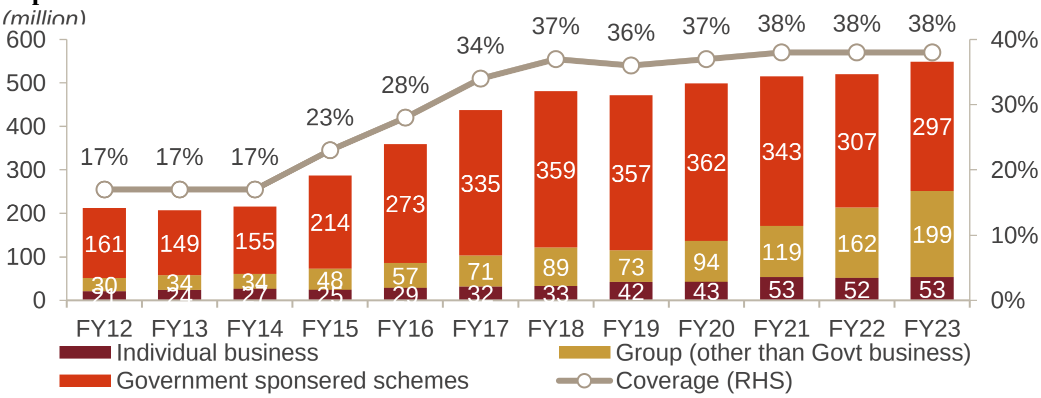
There has been a significant increase in health awareness and a growing emphasis on preventive healthcare in India, especially following the onset of Covid-19. The pandemic has heightened the importance of healthcare, including preventive care, such as early detection and regular health check-ups. This has increased the importance of diagnostic services, further driving demand for a wide range of diagnostic tests.

Various awareness campaigns organised by the government are also increasing health awareness, thereby driving the demand for diagnostics services.

Increased health insurance penetration

The number of individuals covered under health insurance crossed 550 million in FY23 versus 482 million in FY18. Furthermore, health insurance penetration in the country has continuously increased, covering 38% of population as of FY23.

Population-wise distribution of various insurance businesses



Source: Insurance Regulatory & Development Authority of India report 22-23

As health insurance provides financial protection to individuals and families against healthcare expenses, including diagnostic tests, they are more likely to seek necessary diagnostic services. With individuals not having to resort to out-of-pocket expenses, affordability of diagnostics services will increase. This will encourage individuals to undergo regular health check-ups, preventive screenings and specialised diagnostic tests, thereby driving demand for diagnostic services.

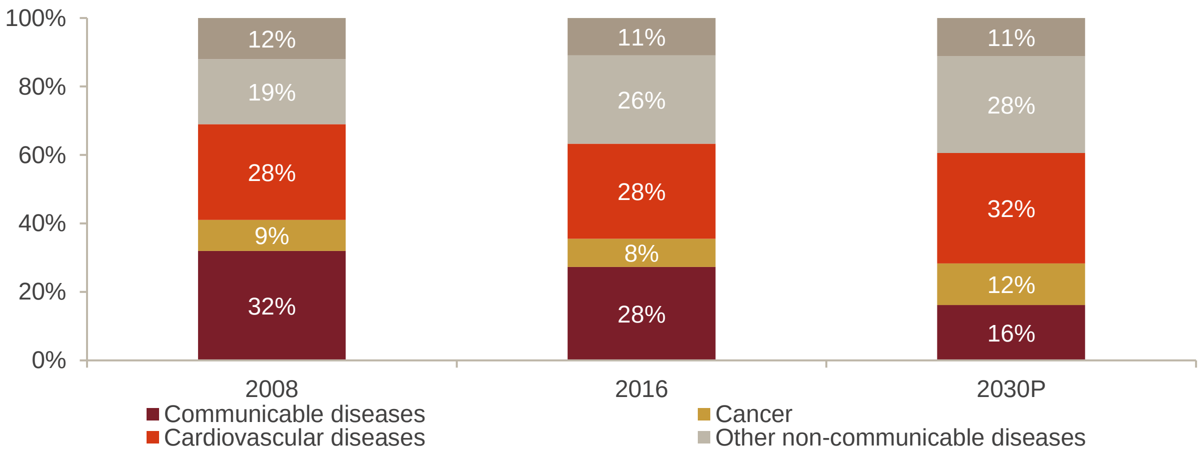
Non-Communicable Diseases (NCDs) boost demand for diagnostics services

India is currently undergoing a significant transition in disease pattern, characterised by the rising prevalence of NCDs, such as cardiovascular diseases, diabetes, cancer and respiratory disorders.

In fact, NCDs are emerging as the primary contributor to the country's disease burden, accounting for 59% of DALYs in India in 2019 versus 36% in 2000. Moreover, the share of NCDs in death is also increasing, with NCDs expected to comprise ~72% share of total deaths by FY30.

This can be attributed to factors such as an ageing population and a more sedentary lifestyle. Hence, given the increasing prevalence of NCDs, and the need for early detection and effective management, demand for diagnostic services is anticipated to grow significantly. Additionally, the changing disease profile has led to a shift in healthcare priorities, with increased focus on preventive healthcare, early detection and disease management. This, in turn, is expected to translate into higher demand for diagnostic services, including routine check-ups, screenings and specialised tests.

Causes of death in India



Note: Percentages may not add up to 100 due to rounding off decimals
P: Projected
Source: WHO Global Burden of Disease, India: Health of the Nation's States, CRISIL MI&A

Under-penetration of non-metro regions provides growth opportunity

As of FY24, diagnostic test penetration in India was 600-650 tests per 1,000 population. Bifurcating the numbers, metro regions had a penetration of 1,500-2,000 tests per 1,000 population, whereas in non-metro regions, it was 550-600 tests. However, non-metro regions accounted for 85-90% share of the total tests.

Hence, this under-penetration in non-metro regions provides a growth opportunity for the industry.

Region	Tests per 1,000 population in FY24 (estimates)
Metro	**1,500 – 2,000**
Non-metro	**550 – 600**
India	**600 – 650**

Source: Health Management Information System, CRISIL MI&A

Key risk factors for the Indian diagnostics industry

Shortage of skilled labour

There is considerable shortage of full-time doctors and staff in the diagnostics industry, due to which training and retention of seasoned employees has become critical for players. The situation is more critical for standalone diagnostic centres, which may not be able to employ well-trained lab technicians and pathologists, thereby affecting the quality of outcomes. This is essential, as accredited labs must mandatorily employ a full-time lab technician/phlebotomist and a radiologist.

High cost of equipment

Diagnostic centres must constantly upgrade their technology to stay ahead of the competition and provide precise results. These upgrades not only involve significant capital investment, but also incur maintenance cost and require trained technicians, leading to higher overall cost. Furthermore, the capital intensity is higher for advanced radiology and molecular diagnostics, which require high-end equipment. Due to the capital-intensive nature of the equipment, large diagnostic chains are inclining towards the reagent-purchase model. In this model, diagnostic companies usually install the equipment on rent, provided they purchase reagents from the manufacturer for a certain period or agree to pay the manufacturer a specified price per test conducted.

Intense competition due to large number of players

The diagnostics industry is highly fragmented, with standalone players comprising the major share of the market as there are minimal entry barriers. That said, national diagnostics chains and hospitals are growing through the inorganic route, such as mergers and acquisitions of smaller players. But the diagnostic chains face competition among themselves as well, in terms of patient sample volumes and aggressive pricing of tests, thereby impacting their profitability. However, despite growing competition and undercutting of prices to gain market share, consolidation in the sector would bode well from the quality and standardisation perspective.

Geographical concentration makes diagnostics chains susceptible to local demand-supply dynamics

Majorly all the labs are concentrated in urban areas, which may lead to untapped demand in rural areas. Furthermore, many small diagnostic chains operating multiple labs and concentrated in a particular area or region are also susceptible to the demand-supply dynamics of that area.

Steep discounts by online players

Online players offering steep discounts pose a significant risk to the Indian diagnostic industry. These discounts may lead to price erosion and margin compression for traditional brick-and-mortar diagnostic centres. Moreover, such aggressive pricing strategies could disrupt the market equilibrium and affect the profitability of established diagnostic players. Additionally, reliance on online platforms may compromise quality assurance and patient safety standards, thereby eroding consumer trust in the overall diagnostic industry. Furthermore, regulatory challenges and uncertainties surrounding online diagnostic services could exacerbate risks associated with compliance and legal implications. Recently, online players have been reducing discounts, however, the prevalence of steep discounts by online players still presents a notable risk to the stability and sustainability of the Indian diagnostic industry.

Price capping

With the adoption of National Essential Diagnostic List (NEDL) in India in 2019, the regulatory risk in terms of price capping may pose a threat to the existing diagnostic players. The NEDL builds upon the free diagnostic service initiatives of the Ministry of Health and Family Welfare (MoHFW). Under this initiative, the National Health Mission (NHM) is supporting all states in providing essential laboratory and radiology test at their facilities, free of cost. Currently the initiative is limited to public health facilities, but there is a chance that the initiative in order to reach a wider audience may cap the test price at private facilities as well.

Limited infrastructure

The final phase in the diagnostic process is transporting or distributing test results to patients. Smooth last-mile delivery of this diagnostic service is often hindered by the lack of infrastructure. The diagnostic players face significant challenges due to India’s poor connectivity and extensive terrain which causes delays in the delivery of test results. It is further exasperated due to erratic traffic in metropolitan regions.

Key success factors for the diagnostics industry

The success of a diagnostic centre depends on multiple factors. In the long term, a centre or chain is recognised for its brand name, gained through consistently providing high quality and accurate test results, along with strong doctor referral network, robust logistics network, and expanded customer reach.

Comprehensive test menu

A comprehensive test menu serves as a pivotal success factor within the diagnostics industry, as it allows thorough examination of a wide range of medical conditions under one roof, thereby offering additional convenience to patients as well as healthcare professionals, and improving the overall customer experience. Offering specialised test menus also builds trust among healthcare professionals and patients, as providing these tests requires substantial investment in equipment, adherence to stringent quality standards, as well as concerted research and development efforts.

Pan-India presence

Establishing a pan-India presence is pivotal for the success of the diagnostics industry, as it directly improves accessibility to diagnostic services. Furthermore, pan-India presence also provides diagnostic providers with larger patient pool and network of healthcare professionals, thereby accelerating their growth opportunities. Additionally, pan-India presence also helps in winning confidence and trust of patients as well as healthcare providers.

Brand name and reach

Building a strong brand presence in East India demands a focused approach towards crafting a distinct brand identity, penetrating the market effectively, and fostering enduring customer loyalty. This involves consistent messaging, impactful marketing strategies, and consistently delivering exceptional service quality. By engaging in targeted marketing campaigns and actively participating in community initiatives, companies can solidify their brand recognition within the region. Moreover, expanding reach necessitates strategic expansion into key urban and rural areas, forming beneficial partnerships, and adapting distribution channels to suit local preferences. Prioritising brand development and expansive reach allows diagnostic companies to instill trust, cultivate loyalty, and establish a recognisable presence among consumers and healthcare professionals, ultimately driving market growth and maintaining a competitive edge.

Strong legacy of trust with doctors and regional know-how

Trust of healthcare professionals such as doctors is an important parameter for success in the diagnostics industry as healthcare professionals are major influencers for patients, especially in specialised test segment. Factors such as prior experience in diagnostics industry, reliable test results, NABL accreditation, comprehensive test offerings, and good customer experience are important in developing trust of healthcare providers as well as customers. Additionally, a strategic focus on regional know-how and penetration can further enhance success. By understanding the unique healthcare needs and cultural nuances of specific regions, diagnostic companies can tailor their offerings, entrench with clients, and capitalize on opportunities for growth in under-penetrated markets. This targeted approach not only strengthens client relationships but also unlocks untapped market potential, contributing to overall success in the industry.

Multiple channels

Diversifying distribution channels is essential to cater to the diverse needs and preferences of patients. Diagnostic companies should leverage various platforms such as online portals, walk-in clinics, mobile units, and partnerships with healthcare providers to reach a broader audience. This multi-channel approach enhances convenience for patients, making diagnostic services more accessible and increasing customer engagement.

Robust logistics network

Efficient logistics play a pivotal role for diagnostic firms operating in East India, considering the region's diverse geography and infrastructure limitations. Establishing a robust logistics network requires careful planning, investment in transportation infrastructure, and integration of technology to streamline operations. From efficient sample collection to prompt result delivery, optimising logistical processes ensures reliable and timely service provision. Employing technologies such as GPS tracking, route optimisation software, and real-time monitoring enhances operational efficiency and minimises delays. Additionally, addressing last-mile connectivity challenges in remote areas is essential for comprehensive market coverage. By prioritizing logistics excellence, diagnostic companies can elevate customer satisfaction, optimize resource allocation, and gain a competitive advantage in the dynamic East Indian market.

Shorter Turnaround time (TAT)

Shorter TAT for test results is a crucial determinant of success in the diagnostics industry, especially in the routine tests segment. Patients as well as healthcare providers prefer diagnostic centres that can provide rapid results without compromising on accuracy, as they help in timely diagnosis of abnormalities/diseases. For the same reason, many diagnostic players are setting up STAT (short turnaround time) labs to reduce their turnaround time without compromising on the accuracy, thereby enhancing the holistic customer experience.

Omni-channel presence

Omni-channel presence provides more convenience and accessibility to customers, by allowing them to choose their preferred channel to book appointments, receive test results, and access other services, irrespective of their location or time constraints. For the same purpose, diagnostic providers are increasingly integrating online as well as offline channels, to facilitate convenient scheduling and seamless access to diagnostic services. Diagnostic providers are also providing facility of home collection of samples as well as delivery of digital reports through online platforms, such as websites and mobile applications, to enhance the overall accessibility and customer experience. This omni-channel approach also fosters increased patient engagement through additional touchpoints, thereby providing competitive advantage to the diagnostic providers.

Additionally, diagnostics chains with an established presence across various channels, including hospitals, online platforms, and retail outlets are better positioned to provide more convenience & flexibility to their customers.

Captive hospital diagnostic network

Collaborating with hospitals to establish captive diagnostic networks offers numerous benefits. By integrating diagnostic facilities within hospitals, companies can streamline patientcare pathways, improve coordination between healthcare providers, and enhance the overall patient experience. Additionally, a captive hospital diagnostic network ensures a steady flow of referrals, boosting patient volume and revenue generation for diagnostic centres.

Affordable price points

Developing a competitive edge in the east Indian diagnostic industry involves a nuanced approach to pricing strategies. Conducting thorough market research enables companies to understand pricing dynamics and competitive positioning. By optimising internal processes and supply chain management, firms can offer competitive pricing without compromising on service quality. Additionally, implementing value-based pricing models allows for differentiation based on the unique benefits and features of diagnostic services. Adapting pricing strategies to cater to diverse customer segments ensures accessibility and affordability while maintaining profitability. Through a balanced approach to pricing, diagnostic companies can effectively capture market share, meet customer expectations, and sustain long-term growth in east India.

Quality and accuracy of tests

The quality and accuracy of diagnostic tests are paramount in determining the success of the diagnostics industry as customers, including healthcare providers and patients, rely on the results of these tests for critical medical decisions and treatment plans. One key success factor is implementing rigorous quality control measures throughout the testing process. Furthermore, diagnostic companies must also invest in state-of-the-art equipment, employ highly trained personnel, and adhere to standardised protocols to minimise errors and variability.

National Accreditation Board for Testing and Calibration Laboratories (NABL) accreditation

The National Accreditation Board for Testing and Calibration Laboratories (NABL) accreditation is a key success factor for the diagnostics industry as it signifies adherence to proper standards and instils confidence among healthcare providers as well as patients regarding the reliability of the diagnostic services offered. Moreover, NABL accreditation helps in collaborations with healthcare institutions, research organisations, and corporate clients. As of February 2024, there were total 2,147 accredited labs in India.

Regionwise NABL labs

Region	NABL Lab	Share (%)
North	548	26%
South	679	32%
East including Northeast	365	17%
West	555	26%
Total	2,147	

Note: Percentages may not add up to 100 due to rounding off decimals
East including Northeast region is defined as: Bihar, Jharkhand, Odisha, West Bengal, Chhattisgarh, Sikkim, Arunachal Pradesh, Assam, Tripura, Mizoram, Nagaland, Manipur, Meghalaya
North region is defined as: J&K, Himachal Pradesh, Punjab, Chandigarh, Uttarakhand, Haryana, Delhi and Uttar Pradesh
West region is defined as: Rajasthan, Madhya Pradesh, Gujarat, Daman & Diu, Dadra & Nagar Haveli, Maharashtra and Goa
South region is defined as: Andhra Pradesh, Karnataka, Lakshadweep, Kerala, Tamil Nadu, Telangana, Puducherry, Andaman & Nicobar
Source: NABL; CRISIL MI&A

Location of diagnostic centres

The location of the lab has several important implications for the efficiency, accessibility and competitiveness of diagnostic services. Proximity to healthcare providers and patients is crucial since having a lab in close proximity to hospitals, clinics, and healthcare facilities not only reduces transportation time and enables faster delivery of samples for testing, but also increases the potential customer base and market reach. It also allows for easier collaboration and partnerships with local healthcare facilities, enabling the company to establish strong relationships and secure contracts for diagnostic services.

Furthermore, the location of the lab impacts the logistics and supply chain management of diagnostic materials. A central location allows for streamlined transportation routes, reduces costs and minimises the risk of sample degradation or loss during transit. It also facilitates efficient procurement and distribution of testing supplies and equipment, ensuring smooth operations and timely delivery.

Underpenetrated healthcare

Identifying and targeting underpenetrated segments of the healthcare market in east India presents significant growth opportunities for diagnostic firms. This involves conducting thorough market research to identify areas with a shortage of healthcare facilities, professionals, or diagnostic services. By strategically allocating resources and implementing targeted marketing and outreach initiatives, companies can raise awareness and expand access to diagnostic services in underserved communities. Collaborating with local healthcare providers, government agencies, and community organizations allows firms to tailor their services to meet the specific needs and preferences of the target market. Additionally, engaging in community health programs and educational initiatives fosters trust and strengthens relationships with the local population. By prioritising the underpenetrated healthcare market, diagnostic companies can address the unmet requirement, expand their customer base, and contribute to improving healthcare access and outcomes in east India.

Recent trends in the diagnostics industry

Adoption of technology in the diagnostics industry (in testing and delivery)

Post-Covid-19, customers are expecting more convenience in terms of home collection, digital ecosystem and shorter TAT. As a result, there is an increasing shift towards integrating cutting-edge technology in both testing and service delivery to enhance accuracy, decrease TAT and provide better customer experience. The diagnostic players are leveraging technology and digital media to enable data-driven business decisions to enhance performance marketing, improve customer experience through operational agility and customer loyalty, open up new channels and aid in hyper local digital campaigns

Inclusion of Diagnostic tests in corporate health insurance plans

Corporates have increasingly recognized the importance of diagnostic tests in preventive healthcare and have started including them in their insurance plans. Many companies now offer comprehensive health insurance policies that cover a wide range of test involving radiology and pathology. The companies have recognised that focusing on preventive healthcare leads to the overall wellbeing of the employee thereby reducing absenteeism. Some companies have thereby partnered with diagnostic firms to provide diagnostic services either for free or at subsidised rates.

Optimised disease detection through AI-assisted pathology and advanced robotics

Newer models are using disease-detection algorithms and detection processes through AI and ML-assisted pathology. For example, to diagnose diabetes retinopathy – a serious eye condition which can cause blindness in people who are diabetic – a doctor needs to study the patients’ retina. However, there are several software products available that can help diagnose diabetes retinopathy through images, which will improve TAT as well as decrease dependence on trained doctors.

Furthermore, the use of technologies, such as telepathology, which use telecommunications technology to facilitate the transfer of image-rich pathology data between distant locations for diagnosis, education, and research. Wearable biosensors, which can detect and analyse data to give information on the patients' heart rate, blood pressure, blood sugar, and hormone levels, are also increasingly being used. Additionally, mobile health (mHealth) is gaining popularity. The term is typically associated with using mobile communication devices, such as mobile phones, tablet computers or personal digital assistant, for availing healthcare services and information. The mHealth field has emerged as a sub-segment of eHealth, which can be defined as the use of information and communication technology, such as computers, mobile phones, communications satellite and patient monitors, for health services and information.

Digital transformation in the industry

The industry is also transforming digitally on the operational front. For instance, before Covid-19, customers expected a physical copy of their reports, which not only led to increased TAT and costs, but was also not a sustainable practice. In addition, it has also altered customer preferences, including expectations in relation to convenience, safety, home services, digital payments and quicker TAT. However, post Covid-19, most of the big diagnostic chains have digital platforms that not only provide online appointment scheduling but also access to digital test results, thereby elevating the overall patient experience. Also, intensifying competition has prompted industry players to adopt various techniques to differentiate themselves in terms of bandwidth, such as providing home pick-up and point-of-contact testing.

Furthermore, labs have started using platforms such as electronic health record (EHR) platforms to centralise and manage patient data efficiently since these systems facilitate seamless data exchange between various departments. This enables a smoother flow of information throughout the diagnostic process. Additionally, prominent diagnostic players are also leveraging technology and digital media to enable data-driven business decisions to enhance performance marketing, improve customer experience through operational agility and customer loyalty, open new revenue channels, and aid in hyper-local digital campaigns.

Sustainable practices

The healthcare sector, including the diagnostics segment, has considerable environmental footprint and high-water consumption. Hence, the diagnostics industry is actively embracing sustainable practices, and shifting towards more eco-friendly measures to reduce its ecological footprint. For example, efforts to minimise single-use plastic waste or replace glass with plastic are becoming increasingly popular in the diagnostics industry. Furthermore, many diagnostics centres have stopped giving physical copies of test results, which not only helps save paper, but also helps to control the carbon footprint in the supply chain.

Additionally, some laboratories are exploring renewable energy sources and adopting greener technologies to power their operations. By incorporating sustainable practices, the diagnostics industry is aligning itself with global efforts to combat climate change and protect the environment.

Advanced tests offerings

Technology adoption has accelerated the development of specialised tests. For example, genetic and genomic testing, facilitated by next-generation sequencing (NGS) technologies, has revolutionised genetic analysis, enabling the identification of specific genetic variations associated with various diseases. Additionally, liquid/ fluid biopsies have also been made possible by advancements in technology. Liquid biopsies are increasingly being used for molecular profiling of tumours as well as for facilitating a precision medicine treatment approach.

Integrated Offerings

An emerging trend in the diagnostic industry particularly for diagnostic companies, is the strategic integration of radiology and pathology services. This trend reflects a proactive approach by companies to enhance their service offerings and stay ahead in the competitive market landscape. By combining radiology and pathology expertise, diagnostic companies can provide comprehensive diagnostic solutions that satisfy the ever changing needs of the patients and healthcare providers. Key drivers of this trend include advancements in technology, such as digital pathology platforms and AI-powered imaging solutions, which enable seamless integration and analysis of data across radiology and pathology.

Consolidation in the industry with larger players acquiring standalone entities and expanding geographic presence through acquisition

The diagnostics industry has been consolidating, with large diagnostic chains acquiring standalone diagnostic centres and regional diagnostic chains. However, large corporations and pharma companies are foraying into the diagnostics industry owing to low entry barriers. For example, Adani Enterprises is foraying into this space through its subsidiary Adani Heath Ventures. In 2022, pharma major Lupin and Torrent Pharma entered the diagnostics through Lupin Diagnostics and Torrent Diagnostics Pvt Ltd, respectively. Emergence of these players has intensified the competition in the industry, which is expected to put more price pressure on the diagnostics industry, especially in the routine and wellness tests segment.

Nonetheless, as of FY23, standalone players accounted for 42-46% of the total diagnostics industry revenue and diagnostic chains, 16-20%. However, deepening penetration of national diagnostic chains, increasing adoption of specialised tests and diverse test menu offered by diagnostic chains provide an opportunity for faster consolidation in the diagnostics industry.

Increasing role of diagnostics in preventive and targeted medicine research

Diagnostics have become the centre of patient care and may gain prominence as genomics-based diagnostics pave the way for targeted therapy and personalised medicine. Earlier, the diagnostics industry was mainly confined to the diagnosis of diseases or conditions after the symptoms surface. However, owing to notable advances in technology, the diagnostics industry is playing a significant role in preventive as well as targeted medicines.

One of the most noteworthy changes is the rise of personalised medicine, enabled by cutting-edge technologies, such as genomic sequencing. Genomic sequencing allows analyses of the genetic make-up of individuals and early prediction of diseases, which can help provide personalised treatment for patients. Moreover, individuals are increasingly undergoing next generation tests before marriage to gain a deeper understanding of their genomic make-up and how it may impact the health of their future offspring. This growing emphasis on pre-emptively identifying and preventing genetic disorders in future children offers parents and their prospective offspring the possibility of a healthy and fulfilling life.

Additionally, strides are being made in biomarkers and liquid diagnostics, which are also contributing significantly to preventive wellness. Biomarkers have gained prominence in precision medicine, as they facilitate precise risk assessment and targeted therapies, ensuring that treatments are tailored to suit the patient's needs. Similarly, liquid biopsy is a significant advancement in diagnostic capabilities and a quicker and minimally invasive test for detecting cancer cells. It can also complement tissue biopsy by capturing intra-tumour and intra-patient heterogeneity.

Furthermore, continuous improvements are being made in point-of-care diagnostics and digital health technologies to provide more portable testing kits to enhance the accessibility and convenience of patients without compromising on the accuracy of results. In conclusion, the diagnostics has evolved into a critical pillar of preventive and targeted medicine research. As this field continues to evolve, diagnostics will play a prominent role in shaping preventive and targeted medicine, ultimately improving patients' lives.

Research & Development (R&D) in diagnostics

The healthcare industry is expected to focus more on treating illness to promoting wellness, prioritising diagnosis and delivering care at the patient's home rather than in a healthcare facility, which will not only help increase the penetration of diagnostics services but will also facilitate R&D.

The domestic diagnostics industry has been witnessing significant R&D to advance healthcare diagnostics and improve patient outcomes through advancements in next generation diagnostics, including genome diagnostics, point-of-care testing, telemedicine and remote diagnostics. Companies and even countries are engaging in global as well as academic partnerships for R&D purposes. India has several bilateral science and technology cooperation agreements with other countries to facilitate cooperation in biomedical research. For example, the Indo-US memorandum of understanding (MoU) for Cooperation on Cancer Research Prevention Control and Management was signed in June 2015 for establishment of a general framework of collaboration for promoting and conducting high-quality research to strengthen the evidence base necessary for cancer prevention, treatment and management.

Furthermore, focused efforts are also being made for advancements in point-of-care testing through R&D as it results in rapid and on-the-spot diagnosis, thereby increasing accessibility in remote areas, where diagnostic services are still under-penetrated. Currently, metro regions have a penetration level of 1,500-2,000 tests per 1,000 people while in non-metro regions, it is only 550-600 tests per 1,000 people. However, non-metro regions account for 85-90% of the total tests. This signifies the under-penetration of diagnostic services in the non-metro regions of India and need for point-of-care testing.

Molecular diagnostics is another area that is seeing significant R&D. Molecular diagnostics involves diagnosing and monitoring of diseases, identifying risks and determining optimal therapeutic interventions through analyses of biological markers in the genome and proteome of an individual's genetic code, elucidating how their cells express genes as proteins.

Furthermore, diagnostic companies are actively exploring the integration of AI and ML into diagnostic processes. These advanced technologies have the capability to analyse extensive datasets, such as medical images and patient records, leading to improved diagnostic accuracy, enhanced operational efficiency and optimised decision-making in treatment.

Availability of diagnostics services increasing in remote areas

In FY23, only 24% of diagnostics revenue came from rural areas in India, though more than 70% of the population in the country resides in rural areas. This shows how under-penetrated diagnostics services are in rural India. However, owing to the multiple government initiatives, particularly focused on rural healthcare, such as the National Rural Health Mission and free services offered, accessibility to diagnostics in these areas has been improving steadily. As of October 2022, the government has implemented free diagnostics service initiatives implemented in 33 states/ Union Territories. Similarly, it has also started providing free teleradiology services in 13 states/ UTs under the PPP mode to increase accessibility of diagnostic services in rural India.

Furthermore, mobile medical units and teleconsultation services are being offered to improve access to healthcare, particularly in rural areas. Additionally, establishment of health and wellness centres across the country under the Ayushman Bharat scheme to provide comprehensive primary healthcare, including preventive healthcare, is improving the accessibility of healthcare in rural areas.

Overall, even though government efforts have improved the accessibility and quality of diagnostic services in the rural areas through various schemes, challenges persist in terms of lack of quality medical professionals, limited digital connectivity and limited awareness about healthcare services in rural India. Hence, various stakeholders (union government, state government, healthcare providers and prominent diagnostics chains) must collaborate to widen the coverage of diagnostic services in the rural areas.

Increasing focus on B2C segment

In the diagnostic services industry, the B2C segment (comprising direct customers/ patients who are the prime decision makers) provides higher brand visibility with repeat customer relationships. The B2B segment comprises healthcare institutions such as hospital establishment, doctors and corporate bodies, where the management of healthcare institutions and corporate bodies are the prime decision makers, and not the patients/ customers. It also includes diagnostics tests as part of clinical trials. The segment is instrumental in increasing access to hospital infrastructure, including established doctor network and higher volumes of tests. However, in recent years, the focus of diagnostic chains on the B2C segment has been increasing, driven by changing consumer preferences, technological advancements and a growing emphasis on preventive healthcare. Diagnostics chains are increasingly leveraging digital channels, especially post the Covid-19 pandemic, to enhance their B2C presence by offering customers more convenience through online test bookings, consultations and digital test results.

Prominent players in diagnostics are also acquiring relatively smaller players with good regional presence to increase their overall market share as well as their B2C footprint. For example, Metropolis Healthcare acquired Hitech Diagnostic Centre, to strengthen the B2C presence in southern India. Agilus Diagnostics Ltd also acquired the DDRC-SRL joint venture, to improve the B2C presence.

Diagnostic chains are also expanding their geographical footprint by adding more labs, test centres, customer touchpoints and patient service centres to increase accessibility of diagnostic services for potential customers.

Overall, prominent diagnostic chains are increasingly employing strategic initiatives to expand their B2C presence through wider geographical footprint and acquisitions. Furthermore, increasing awareness about preventive healthcare, prioritisation of timely diagnosis and the rising popularity of at-home/ point-of-care diagnostic tests are expected to further drive demand for diagnostic services from the B2C segment, further solidifying the diagnostics industry's focus on the segment. Moreover, there is a growing preference for evidence-based treatment and personalised medicine, which will expand the role of diagnostics in clinical decision-making.

Out-of-pocket expenses on diagnostics services in India a significant concern

According to the 71st round of the National Sample Survey Office data, 10% of the total out-of-pocket expenses (OOPE) on healthcare in India is for diagnostics. Specifically, in the outpatient department, 11% of the expenses are incurred on diagnostics and in the inpatient department, 9.6%. This indicates a high share of OOPE and is a reflection of the challenges the Indian healthcare system faces, where individuals, especially from the lower income group, have to bear a significant financial burden for diagnostic tests and related services.

The government has undertaken various initiatives, such as the National Diagnostics Service Initiative, under the National Health Mission, through which it aims to improve the accessibility and affordability of diagnostics in the country, especially in rural areas.

However, there is still a need for continued focus on reducing OOPE on diagnostics, especially for the population in rural India, where accessibility and affordability of diagnostic services remain a prominent challenge.

Pricing of diagnostic services in tier 2 and 3 cities

Owing to government initiatives as well as increasing awareness of diagnostic services, especially in the preventive healthcare segment, accessibility of diagnostic services has increased in tier 2 and 3 cities. According to a report by the Healthcare Federation of India, more than 50% of the districts identified by NITI Aayog as aspirational districts and lacking basic infrastructure the most, are being served by at least one national diagnostic player.

Additionally, cross subsidisation is a widely used business strategy in the diagnostics industry as the cost of providing discounted services to a particular group (for instance, government employees) is offset by charging higher prices to other groups (for instance, civilians). The prices of diagnostic services under the central government healthcare subsidisation scheme are heavily discounted compared with the average prices charged by national diagnostic players.

Additionally, pathology test prices in tier 2 and 3 cities are generally 20-30% lower than that in tier 1 cities, depending on the diagnostic services provider. In contrast, prices of radiology tests are typically 2-12% lower in tier 2 and 3 cities than in tier 1 cities.

Pricing of diagnostic services in tier 2 and 3 cities

	Pathology	**Radiology**
Tier 1	100 (base)	713
Tier 2 and 3	78	693

Note: The above values are not actual prices, but a scaled version with base as tier 1 national players = 100
Source: Industry, CRISIL MI&A

Hospital-partnership model an emerging trend for the radiology business

From a radiology business perspective, the hub-and-spoke model works for players with multiple centres in a region. A satellite centre may offer basic radiology tests such as ECG, X-ray and sonography and refer patients to either regional centres or main/national centres for advanced radiology services. Patients have to visit the centres where the equipment is present in the case of radiology but test samples can be collected and sent to central testing labs in the case of pathology. Radiology involves physical examination of patients using latest medical technology.

However, a hospital-partnership model is emerging among radiology players. In this model, a hospital typically refers its patients to a radiology player based on their partnership. This model gives hospitals an opportunity to reduce their capital outlay towards in-house radiology equipment, ensures better managed services and helps avoid maintenance costs towards radiology equipment. It also provides hospitals quality output without having to employ dedicated professionals to run these services. Also, certain in-house radiology services have to be established by hospitals for examination of patients admitted to inpatient department (IPD).

Further, as diagnostic companies have a singular focus, they are able to provide better services, leading to better footfalls, which in turn also help generate more footfalls for hospitals. Diagnostic companies not only get an advantage of the hospital's captive footfalls but these footfalls also help them attain a brand image since they get an opportunity to cater to a large audience. This partnership model also enables a diagnostic centre to cut down/avoid real estate related expenses in cases where a diagnostic company establishes its service within the hospital premise itself. In such cases, the diagnostic company enters into a revenue sharing model with the hospital. The model bodes well for the diagnostic company as the hospital takes an equal responsibility for footfalls.

Revenue and profitability for select diagnostic chains

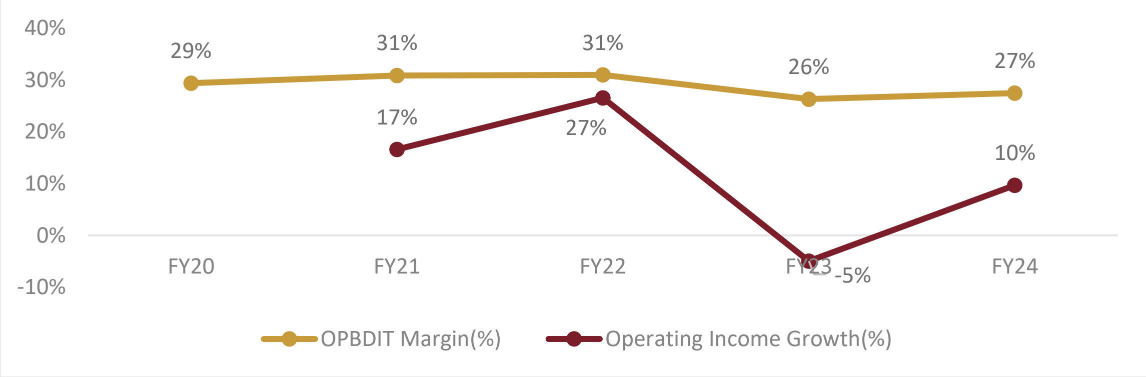
OPBDIT margins for organised diagnostic players expected to remain range bound in FY25

The profitability of diagnostic centres contracted in FY23 and remained range bound in FY24 owing to higher investment into digitization and direct acquisition of customers. Contraction of margins in FY23 can also be attributed to dip in Covid-19 revenues. Going forward, OPBDIT margins to remain range bound in FY25, on account of escalated reagent prices and focus of large diagnostic chains towards expanding geographic presence. Steep discounts offered by online players is also a risk which leads to contraction of margins.

To combat pricing pressures, companies are increasingly looking at higher share from walk-in customers, corporate clients, and preventive and wellness test packages. Because of this, large diagnostic chains are expected to have been favourably placed in terms of revenue growth as compared to their smaller counterparts. Many large diagnostic chains are still focusing on opening more collection centres in smaller tier-II and tier-III cities, which is expected to help boost revenues going forward as the capacity utilisation improves.

Major listed players have expanded vigorously through franchisees as part of their hub and spoke, as reflected in their revenue growth numbers and attractive OPBDIT margins.

Operating Incomes of select diagnostic chains expected to have witnessed recovery in FY24, after normalisation in FY23



Note: Companies considered- Dr. Lal Pathlabs Limited, Vijaya Diagnostics, Metropolis Healthcare, Thyrocare Technologies
Source: CRISIL MI&A

In FY22, Diagnostic chains like Dr Lal, Metropolis, Thyrocare & Vijaya recorded aggregate top line growth of 27%. At an aggregate level, these diagnostic chains clocked an OPBDIT margin in the range of 25-45% during the period. In FY23, a dip of ~9% in the operating income and a decline of 450-500 bps in OPBDIT margin was witnessed, owing to fall in covid revenues and high base of previous fiscal. The operating income has recovered in FY24 growing ~10% over FY23, driven by a mix of growing number of patients and improving revenue per patient.

Going forward, CRISIL MI&A expects large chains to focus on containing costs, especially across their centres in large metro cities. About 55-60% of total costs (including lease rentals, employee, power, fuel and maintenance costs) are largely fixed and a marginal amount of cost savings is expected on this front too. Furthermore, many large diagnostic labs are expected to bring in more cost-control over their reagents/consumables through bulk supply deals.

However, diagnostic chains aiming for expanding their geographic presence, are opening reference labs at key locations to cater to collection centres in the region. This would lead to increasing overheads at these operational/soon to be operational reference labs.

Overview of diagnostic market in East including Northeast India

(East including Northeast region includes states like Bihar, Jharkhand, Odisha, West Bengal, Chhattisgarh, Sikkim, Arunachal Pradesh, Assam, Tripura, Mizoram, Nagaland, Manipur, Meghalaya)

Diagnostic market in East including Northeast India to log 10.5-12.5% Compounded Annual Growth Rate (CAGR) between FY24 and FY28

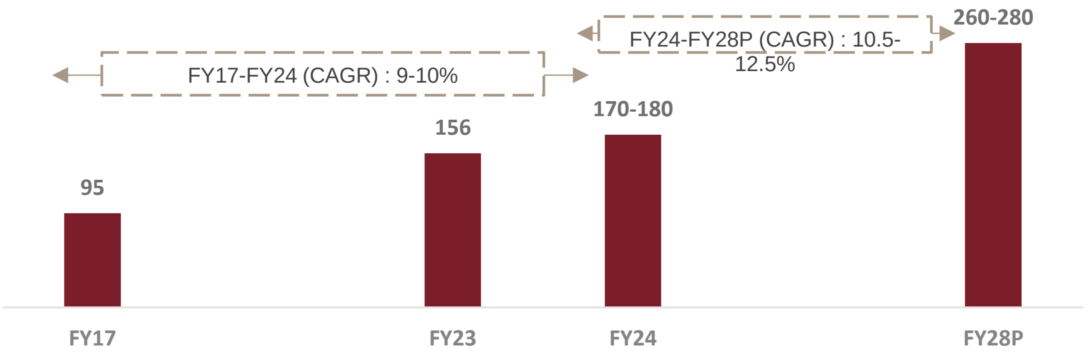
The East including Northeast India diagnostic market grew at a CAGR of 9-10% between FY17 and

FY24 to reach Rs 170-180 billion in FY24. The growth has been driven by a mix of growing number of patients and improving revenue per patient.

The diagnostic industry plays a crucial role in the healthcare ecosystem, facilitating the detection, diagnosis and monitoring of diseases. In East including Northeast India, the diagnostic sector holds immense potential amid evolving healthcare landscapes and increasing demand for quality healthcare services. The nature of the industry is fragmented, with presence of many unorganized players.

The diagnostics market in the region is expected to clock 10.5-12.5% CAGR between FY24 and FY28, and this growth is slightly more than India's diagnostic market growth of 10-12% projected during the same period. However, chained diagnostic players in the region are expected to grow faster than the industry, given that major chains have announced expansion plans in East including Northeast India. A robust diagnostic sector in East including Northeast India is an urgent need owing to several compelling factors. For one, the region has diverse landscapes, including remote and underserved areas, where access to quality healthcare services, particularly diagnostics, is limited. The region has limited presence of organised diagnostic chains. Establishing diagnostic facilities in these areas is imperative to ensure equitable access to healthcare and timely disease detection. Secondly, the region grapples with a considerable number of diseases, both communicable and non-communicable, which warrants advanced diagnostic capabilities for accurate diagnosis and effective management. Moreover, the region's dense population, in rural and urban areas, with matured population of ~30% individuals of more than 40 years of age underscores the need for a comprehensive diagnostic infrastructure capable of catering to diverse healthcare needs.

East including Northeast India diagnostic market overview and outlook (Rs billion)

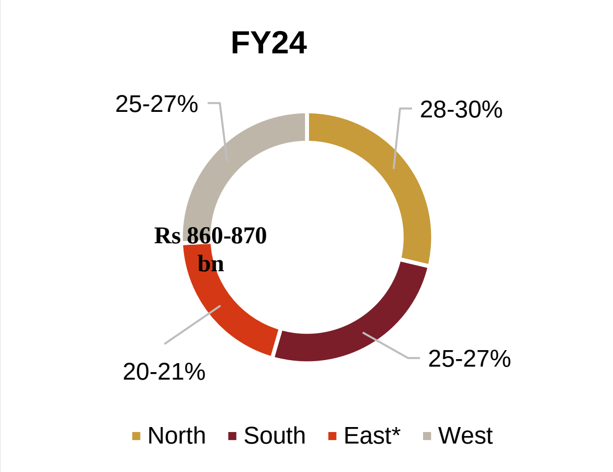


East including Northeast region for above market is defined as: Bihar, Jharkhand, Odisha, West Bengal, Chhattisgarh: Sikkim, Arunachal Pradesh, Assam, Tripura, Mizoram, Nagaland, Manipur, Meghalaya
Source: Industry, CRISIL MI&A

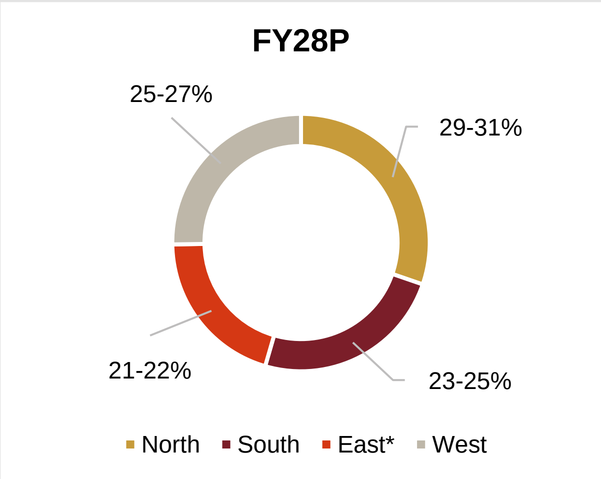
The diagnostic market in India for FY24 displays a notable regional split, with the North leading at 28-30%, followed closely by the South at 25-27% and the West at 25-27%. The East including Northeast region lags behind with 20-21% share. Basis expansion activities planned by major players in the diagnostics segment, hospital segment and factoring in the disease burden in various states in India, it is estimated that North region is expected to gain an additional small share by FY28 compared to FY24. Meanwhile, the East including Northeast region is currently underserved given that it has some of the key cities like Bhubaneswar, Ranchi, Agartala, Patna, Shillong and Guwahati. The region is expected to grow at 10.5-12.5% CAGR, which is more than the overall industry growth rate of 10-12% between FY24-28. In FY28, the East including Northeast region is estimated to have an increased share in the diagnostic industry at 21-22% from the current 20-21%.

This regional split highlight the varying demand for diagnostic services across different regions. Understanding these regional dynamics is crucial for diagnostic companies to tailor their strategies and offerings to meet specific regional needs and capitalize on untapped market potential.

Region-wise split of Indian diagnostic market



Rs 1,275-1,375 bn



**East including Northeast*
East including Northeast region is defined as: Bihar, Jharkhand, Odisha, West Bengal, Chhattisgarh: Sikkim, Arunachal Pradesh, Assam, Tripura, Mizoram, Nagaland, Manipur, Meghalaya
North region is defined as: J&K, Himachal Pradesh, Punjab, Chandigarh, Uttarakhand, Haryana, Delhi and Uttar Pradesh
West region is defined as: Rajasthan, Madhya Pradesh, Gujarat, Daman & Diu, Dadra & Nagar Haveli, Maharashtra and Goa
South region is defined as: Andhra Pradesh, Karnataka, Lakshadweep, Kerala, Tamil Nadu, Puducherry, Andaman & Nicobar
Source: Industry, CRISIL MI&A

Investing in the diagnostics sector not only addresses healthcare disparities but also stimulates economic growth by generating employment opportunities and fostering innovation. Furthermore, a robust diagnostics industry enables proactive preventive healthcare measures, facilitating early disease detection and intervention. Therefore, the development and expansion of the diagnostic sector in East India is crucial to enhancing healthcare accessibility, improving health outcomes and fostering socio-economic development in the region.

East including Northeast region faces disparity in lab access

Region-wise split of NABL-accredited labs (February 2024)

Region	NABL-accredited labs	NABL-accredited labs as a % of total	Population proportion (%)	NABL Labs/1 million Population
North	548	26%	25%	**1.62**
South	679	32%	20%	**2.50**
East including Northeast	365	17%	28%	**0.96**
West	555	26%	26%	**1.60**
Total	2,147	-	-	**1.61**

Note: Percentages may not add up to 100 due to rounding off decimals
East Including Northeast region is defined as: Bihar, Jharkhand, Odisha, West Bengal, Chhattisgarh, Sikkim, Arunachal Pradesh, Assam, Tripura, Mizoram, Nagaland, Manipur, Meghalaya
North region is defined as: J&K, Himachal Pradesh, Punjab, Chandigarh, Uttarakhand, Haryana, Delhi and Uttar Pradesh
West region is defined as: Rajasthan, Madhya Pradesh, Gujarat, Daman & Diu, Dadra & Nagar Haveli, Maharashtra and Goa

South region is defined as: Andhra Pradesh, Karnataka, Lakshadweep, Kerala, Tamil Nadu,Telangana, Puducherry, Andaman & Nicobar
*NABL Labs/10,000 population = (NABL accredited labs * 1000000)/ Population*
Source: NABL, CRISIL MI&A

As of February 2024, the eastern region, with the highest share of population at 28%, has the lowest number of NABL-accredited labs — both in absolute terms (365) and as a percent of total number of such labs in the country (17%). This suggests a disparity in access to accredited testing services in the region relative to population needs. While the south India boasts the highest share of NABL-accredited labs at 32%, the region is home to 20% of the country's population, indicating a potentially higher concentration of accredited testing facilities relative to its population size. Compared to other regions such as northern, southern, and western India, the diagnostics market in the eastern India is underserved, which is evidenced by the number of NABL-accredited laboratories. While the northern, southern and western India had 1.62, 2.50, and 1.60 NABL accredited labs per 1 million population, eastern India including Northeast had 0.96 NABL accredited laboratories per 1 million population. This highlights the importance of aligning the distribution of accredited laboratories with proportion of population to ensure equitable access to quality testing facilities across regions, which will ultimately enhance healthcare accessibility and quality nationwide.

As of March 31, 2024, Suraksha Diagnostics is the only company providing diagnostic services and having a reference laboratory in East and Northeast India to hold the College of American Pathologists accreditation.

Average diagnostic test expenditure region-wise

Average diagnostic test expenditure (Rs)

	Hospitalization	Non-hospitalization
North	2,600-2,700	70-80
South	2,000-2,100	55-65
East Including Northeast	1,400-1,500	80-90
West	2,100-2,200	80-90
India	2,000-2,100	73-83

Source: NSS 75th round, CRISIL MI&A

As per data from 75th round of National Sample Survey (NSS) on Health, in the East including Northeast region, the average expenditure on diagnostic tests varies significantly across different healthcare settings. Patients undergoing hospitalisation in this region tend to incur lower costs for diagnostic tests compared with the regional average, indicating potentially more affordable healthcare services in hospital settings. Similarly, diagnostic tests conducted in government healthcare facilities exhibit a lower average expenditure in the East including Northeast region, suggesting that these facilities may offer subsidised or lower-cost diagnostic services to patients. Charitable institutions in the East including northeast region also show a trend of lower diagnostic test expenditure, indicating accessibility to affordable healthcare services for underserved populations. However, the average expenditure on diagnostic tests in private healthcare facilities is relatively higher in the region, highlighting the potential financial burden on patients. The higher realisation in private diagnostic facilities is due to the demand-supply gap, reflecting the limited availability of high-quality infrastructure compared to other states, resulting in a demand-supply imbalance. Despite slightly higher costs for non-hospitalisation diagnostic tests, the overall trend suggests that diagnostic services in the eastern region are relatively more affordable and accessible in government and charitable healthcare settings, while in the private setting it is the most affordable among all the regions..

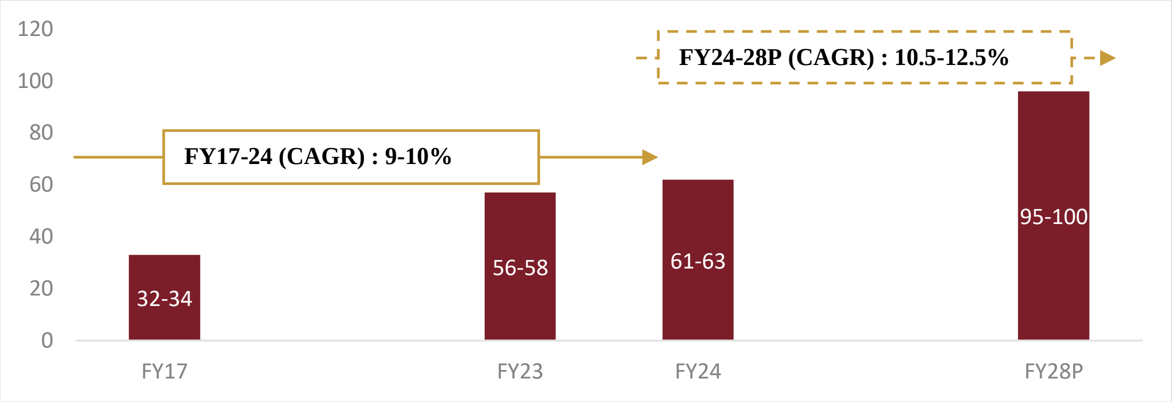
Overview of diagnostic market in West Bengal

West Bengal diagnostic market is expected to clock 10.5-12.5% Compounded Annual Growth Rate (CAGR) thereby reaching a market size of Rs. 95-100 billion in FY28

The Diagnostic market in West Bengal grew at a CAGR of 9-10% from FY17 to FY24 to reach a market of Rs. 61-63 billion in FY24. From FY24 to FY28, West Bengal diagnostic market is expected to clock 10.5-12.5% CAGR thereby reaching a market size of Rs. 95-100 billion in FY28.

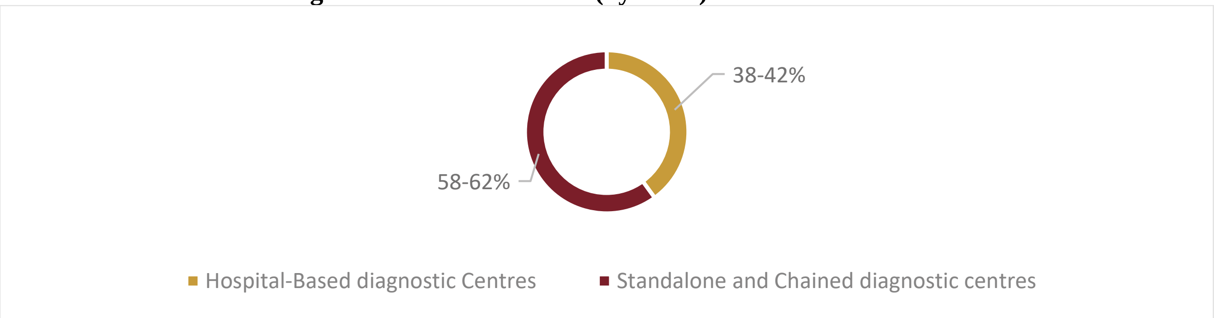
The growth has been mainly driven by growing middle class population with higher disposable income who are willing to spend on quality healthcare, regular health checkups and preventive care, rising incidence of chronic non-communicable diseases (NCDs) such as diabetes, hypertension and cardiovascular diseases, and medical tourism wherein West Bengal particularly Kolkata has become a healthcare hub with patients from neighbouring states and even countries such as Bangladesh visiting the state for treatment, thereby driving up demand for diagnostic services. The state had second highest incidence of NCDs in CY21 as per data report in the National Health Profile 2022. . In terms of medical tourism, Bangladesh accounted for 69% of all medical tourists visiting India in CY22. The West Bengal diagnostics market is fragmented in nature, with low penetration of chained diagnostic centres and high concentration of standalone centres. The fragmented nature of the market highlights an opportunity for chained players to increase their market share in the region.

West Bengal diagnostic market overview and outlook (Rs billion)



Source: CRISIL MI&A

Breakup of West Bengal diagnostic market in terms of hospital-based diagnostic centres and standalone and chained diagnostic centres for FY24 (by value)



Source: CRISIL MI&A

The hospital-based diagnostic market is characterized by integrated services that provide immediate and comprehensive testing capabilities for inpatients, outpatients, and emergency care. Hospitals offer a broad spectrum of diagnostic services, ranging from routine blood tests to advanced imaging. Standalone and chained diagnostic centres on the other hand comprises of standalone radiology/pathology centres, and chained diagnostic centres that operate independently from the hospitals. These centres are often more accessible with locations spread across urban, semi-urban and rural areas.

For FY24, hospital-based diagnostic centres made up 38-42% of the West Bengal diagnostic market by value, while stand-alone and chained diagnostic centres together made up 58-62% of the West Bengal diagnostic market by value.

West Bengal district-wise population

West Bengal is the fourth most populous state in India with an estimated population of ~99-100 million as of 2023. The state has a total of 23 districts which include Alipurduar, Bankura, Birbhum, Cooch Behar, Dakshin Dinajpur, Darjeeling, Hooghly, Howrah, Jalpaiguri, Jhargram, Kalimpong, Kolkata, Malda, Murshidabad, Nadia, North 24 Parganas, Paschim Bardhaman, Paschim Medinipur, Purba Bardhaman, Purba Medinipur, Purulia, South 24 Parganas and Uttar Dinajpur with Kolkata being the capital of the state. Estimated population of each district is given below.

West Bengal district wise estimated population (2023)

District	Estimated Population 2023 (million)
Alipurduar	NA
Bankura	~3.90
Birbhum	~3.80
Cooch Behar	~3.06
Dakshin Dinajpur	~1.82
Darjeeling	~2.00
Hooghly	~5.99
Howrah	~5.26
Jalpaiguri	~4.20
Jhargram	NA
Kalimpong	NA
Kolkata	~4.88
Malda	~4.33
Murshidabad	~7.71
Nadia	~5.61
North 24 Parganas	~10.87
Bardhaman*	~8.38
Paschim Medinipur	~6.42
Purba Medinipur	~5.53
Purulia	~3.07
South 24 Parganas	~8.86
Uttar Dinajpur	~3.26

Note:
District wise population has been estimated using census 2011 data and UIDAI 2023 data for West Bengal.
As the population is estimated based on the 2011 census data, the data for Alipurduar, Jhargram, Kalimpong is not available as these districts were not formed then.
** Bardhaman district population comprises of Paschim Bardhaman and Purba Bardhaman*
Source: Census 2011, UIDAI, CRISIL MI&A

Competitive landscape

The diagnostics industry in India can be categorised as standalone centres, hospital labs and diagnostics chains. CRISIL MI&A has considered the following diagnostics chains as competitors of Suraksha Diagnostics Pvt Ltd. These chains either operate in the same line of business or have the same product portfolio as that of Suraksha Diagnostics.

A note: The peer set considered is indicative and not exhaustive. Also, the data has been obtained from publicly available sources, including annual reports of players, regulatory filings and/or company websites. Financials in the competitive landscape analysis section have been reclassified by CRISIL unless otherwise stated.

The following nomenclature has been used in further section of report as legal entity name: representative company name

- Agilus Diagnostics Limited: Agilus Diagnostics
- Dr. Lal Pathlabs Limited: Dr Lal Pathlabs
- Metropolis Healthcare Limited: Metropolis Healthcare

- Thyrocare Technologies Limited: Thyrocare

- Vijaya Diagnostic Centre Limited: Vijaya Diagnostic

- Suraksha Diagnostic Limited: Suraksha Diagnostics

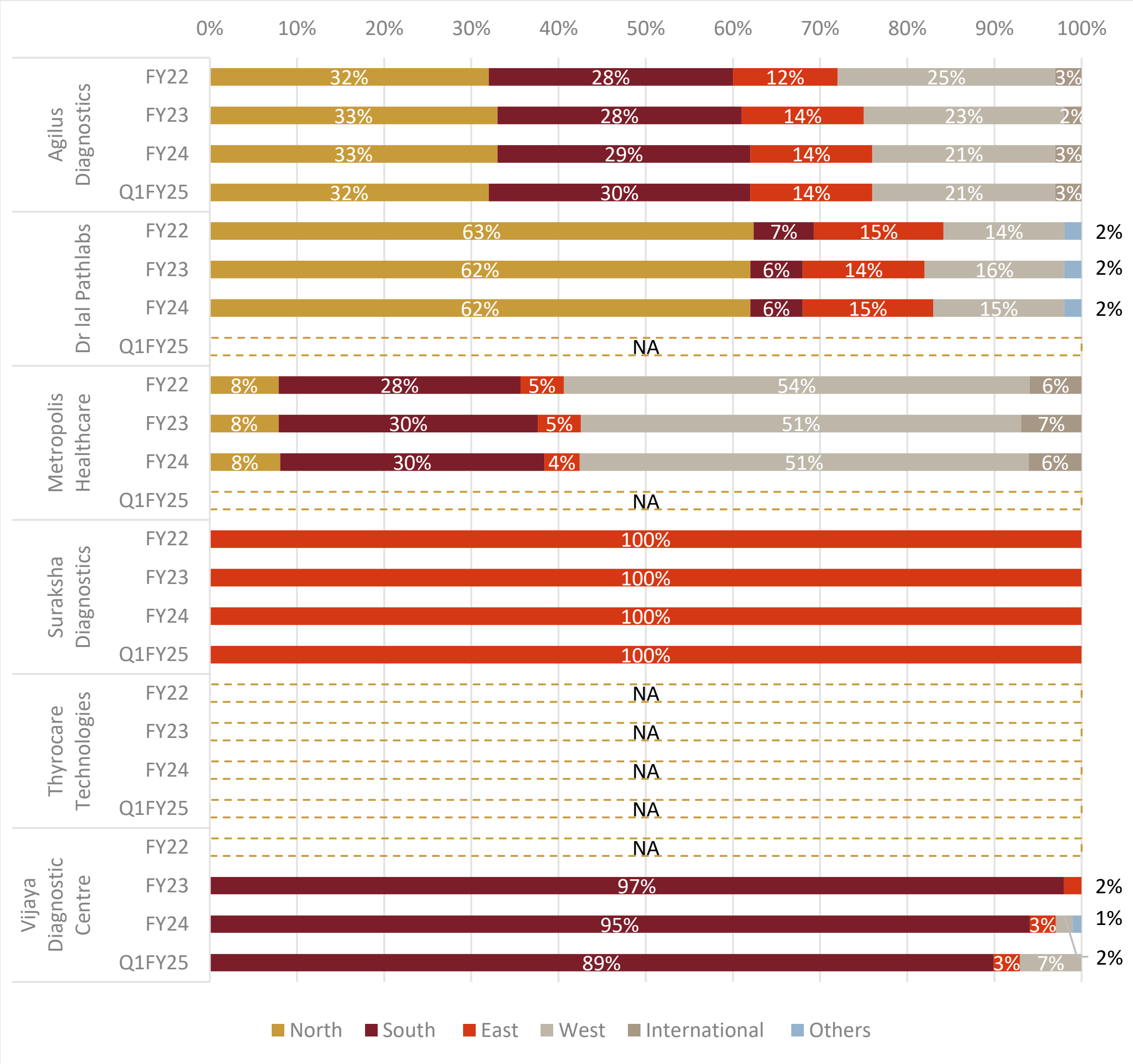
Overview of players considered

Parameters (FY24)	Year of incorporation	Geographic presence**	Major Regional Presence in terms of revenue*	Market share in Major market***	Tie-ups
Agilus Diagnostics (erstwhile SRL Ltd.)	1995	Pan-India, international	North – 33%	North: 1.70-1.90%	Three collaborative tie-ups with start-up/NGO (Haystack Analytics, Department of Bioscience and Bioengineering IIT Mumbai and One Health Trust) to conduct collaborative/population research studies.
Dr Lal PathLabs	1995	Pan-India, international	North – 62%	North: 5.30-5.70%	Tie-up with IIM Ahmedabad for healthcare research
Metropolis Healthcare	2000	Pan-India, international	West – 51%	West: 2.50-2.80%	NA
Thyrocare	2001	Pan-India	NA	NA	NA
Vijaya Diagnostic	2002	South India-focused	South - 95%	South: 2.20-2.50%	NA
Suraksha Diagnostic	2005	Eastern India	East – 100%	East: 1.15-1.30%	Tie up with State Govt of Meghalaya to setup a Diagnostic Centre, Arrangement of PPP model with NRS Hospital.

**The companies derive the maximum revenues from the mentioned regions as reported by them and it denotes the percentage of total revenues these companies earn from the mentioned regions*
***Geographic presence is given basis presence of labs & centres*
**** Market share is calculated using revenue reported by the company for the respective region and the overall diagnostic market in that region*
East region is defined as: Bihar, Jharkhand, Odisha, West Bengal, Chhattisgarh: Sikkim, Arunachal Pradesh, Assam, Tripura, Mizoram, Nagaland, Manipur, Meghalaya
North region is defined as: J&K, Himachal Pradesh, Punjab, Chandigarh, Uttarakhand, Haryana, Delhi and Uttar Pradesh
West region is defined as: Rajasthan, Madhya Pradesh, Gujarat, Daman & Diu, Dadra & Nagar Haveli, Maharashtra and Goa
South region is defined as: Andhra Pradesh, Karnataka, Lakshadweep, Kerala, Tamil Nadu, Puducherry, Andaman & Nicobar
Source: Ministry of Corporate Affairs, Company documents, Company website, CRISIL MI&A

- As of FY24, the market share of Suraksha Diagnostics in its major market which is East India is 1.15-1.30%. This is less than peers like Dr.Lal Pathlabs which has a market share of 5.30-5.70% in its major market i.e North India and Vijaya diagnostics which has a market share of 2.20-2.50% in its major market, i.e. South India.

Regional revenue mix



Notes: NA: Not Available
Values in the table are rounded off to the nearest zero decimal for consistency, as not all companies report the values in single or double decimal, hence they may not add upto 100%.
CRISIL has used numbers reported by the respective companies
For Metropolis Healthcare, FY23 and FY24 share is based on core business reported in quarterly filings by the company, FY22 share is based on total business as reported by the company
Source: Company documents, Company website, concall transcripts, CRISIL MI&A

Key Observations

- While Dr. Lal Pathlabs and Metropolis have pan India presence, they have more than 50% of revenue coming from one single geography - 62% from North for Dr. Lal Pathlabs and 51% from West for Metropolis in FY24.

- Suraksha Diagnostic and Vijaya Diagnostic are regional players with 100% of Suraksha Diagnostics' revenues coming from East region, while Vijaya Diagnostic has 95% of its revenues coming from East region in FY24.

Micro-market Analysis of select Key Players (FY24)

Comparison with Dr. Lal Pathlabs (FY24)

Parameters (FY24)	Key market	Key market estimated Population	Key Market Revenue* (Rs Million)	Key Region/state Revenue* (Rs Million)	Key Region/state population (Million)
Dr Lal PathLabs	Delhi-NCR	~70-75 million	6902.46	North Region: 13,804.92	North region: 351.92
Suraksha Diagnostics	Kolkata & adjacent districts^	~24.61 million**	1,680.55	East and Northeast Region: 2,187.09	East and Northeast Region: 393.92

Note: Agilus Diagnostics, Metropolis Healthcare and Thyrocare Technologies do not report numbers at a micro-market level and hence they have been excluded from the above table
^ Adjacent districts of Kolkata consists of North 24 Parganas and South 24 Parganas district
*** 2023 estimated population*
East and Northeast region is defined as: Bihar, Jharkhand, Odisha, West Bengal, Chhattisgarh, Sikkim, Arunachal Pradesh, Assam, Tripura, Mizoram, Nagaland, Manipur, Meghalaya
North region is defined as: J&K, Himachal Pradesh, Punjab, Chandigarh, Uttarakhand, Haryana, Delhi and Uttar Pradesh
**Key Market revenue and key region/state revenue is calculated using revenue reported by the company for the respective region and the Overall revenue.*
Source: Company and Company documents, UIDAI, CRISIL MI&A

Comparison with Vijaya Diagnostics (FY24)

Parameters (FY24)	Key market	Key market estimated Population	Key Market Revenue* (Rs Million)	Key Region/state Revenue* (Rs Million)	Key Region/state population (Million)
Vijaya Diagnostic	Hyderabad	~11.07 million	4,272.92	Andhra Pradesh (AP)-Telangana: 5,204.20	AP-Telangana: 91.25
Suraksha Diagnostics	Kolkata & adjacent districts^	~24.61 million**	1,680.55	West Bengal: 2,088.19	West Bengal: 99.08

Note: Agilus Diagnostics, Metropolis Healthcare and Thyrocare Technologies do not report numbers at a micro-market level and hence they have been excluded from the above table
^Adjacent districts of Kolkata consists of North 24 Parganas and South 24 Parganas district
***2023 estimated population*
**Key Market revenue and key region/state revenue is calculated using revenue reported by the company for the respective region and the Overall revenue.*
Source: Company and Company documents, UIDAI, CRISIL MI&A

- Diagnostic markets in Delhi-NCR and Hyderabad are more competitive markets than in Kolkata, on account of number of chained players operating in those markets.

Operational overview

Scale of operations of players considered (As of March 31, 2022)

Parameters (As of March 31, 2022)	Agilus Diagnostics	Dr Lal PathLabs	Metropolis Healthcare	Suraksha Diagnostics	Thyrocare	Vijaya Diagnostic
Total number of labs[1]	423	277[2]	171[3]	7	26[4]	12[5]
NABL-accredited labs	NA	31	25	3	NA	11
Collection centres / customer touch points[1]	3,050	4,731[6]	3,134[7]	154	9,000+[8]	95[9]
Collection centres/Customer touch points per lab[9]*	7	17	18	22	346	8
Total Number of tests offered	NA	5,113	4,000+	1,924	700+	2,550+

Note: NA: not available
**Values are rounded off to nearest zero decimal value for consistency*
[1] No. of labs is not strictly comparable across players as definition for the same is not provided across players. Similarly, collection centres / customer touch points are not comparable, as each player has a different definition of what constitutes these
[2] Dr Lal PathLabs includes 38 labs of Suburban Diagnostics (India) Pvt Ltd

[3] Labs for Metropolis Healthcare include 30 labs of Hitech Diagnostics Centre Pvt Ltd
[4] For Thyrocare, 1 central processing lab, 22 regional processing labs including 1 Covid RTPCR Testing van, 3 zonal processing labs are added to arrive at total labs
[5] For Vijaya Diagnostic, 1 national reference lab and 11 reference labs are added to arrive at total labs
191 patient service centres, which are centres operated by the company, and 318 labs with walk-in facility
[6] Patient service centres inclusive of 177 PSCs of Suburban Diagnostics (India) Pvt. Ltd
[7] Patient service centres inclusive 70 centres of Hitech
[8] Collection centres
[8] Diagnostic centres
[9] Number of customer touch points / collection centres serving one lab, which is calculated as collection centres / total number of labs
Source: Company documents, Company website, CRISIL MI&A

Scale of operations of players considered (As of March 31, 2023)

Parameters (As of March 31, 2023)	Agilus Diagnostics	Dr Lal PathLabs	Metropolis Healthcare	Suraksha Diagnostics	Thyrocare	Vijaya Diagnostic
Total number of labs[1]	413	277[2]	175[3]	8	31[4]	17[5]
NABL-accredited labs	43	36	27	3	20	12
Collection centres / customer touch points[1]	3,757[6]	5,102[7]	3,675[7]	174	NA	121[8]
Collection centres/Customer touch points per lab[9]*	9	18	21	22	NA	7
Total Number of tests offered	3,600+	5,191	4,000+	2,037	720	2,550+

Note: NA: not available
**Values are rounded off to nearest zero decimal value for consistency*
[1] No. of labs is not strictly comparable across players as definition for the same is not provided across players. Similarly, collection centres / customer touch points are not comparable, as each player has a different definition of what constitutes these
[2] Dr Lal PathLabs includes labs of Suburban Diagnostics (India) Pvt Ltd
[3] Labs for Metropolis Healthcare include 20 labs of Hitech Diagnostics Centre Pvt Ltd
[4] For Thyrocare, 1 central processing lab, 20 regional processing labs, 3 zonal processing labs, 4 satellite processing labs, and 3 Covid-19 labs are added to arrive at total labs
[5] For Vijaya Diagnostic, 1 national reference lab and 16 reference labs are added to arrive at total labs
[6] For Agilus Diagnostics, customer touch points include 3,248 collection centres, which are centres operated by franchisees, 191 patient service centres, which are centres operated by the company, and 318 labs with walk-in facility
[7] Patient service centres inclusive of Hitech network
[8] Diagnostic centres
[9] Number of customer touch points / collection centres serving one lab, which is calculated as collection centres / total number of labs
Source: Company documents, Company website, CRISIL MI&A

Scale of operations of players considered (As of March 31, 2024)

Parameters (As of March 31, 2024)	Agilus Diagnostics	Dr Lal PathLabs	Metropolis Healthcare	Suraksha Diagnostics	Thyrocare	Vijaya Diagnostic
Total number of labs[1]	420	280[2]	199[3]	9	30	22[9]
NABL-accredited labs	42	36	28	3	25	17
Collection centres / customer touch points[1]	3,976	5,762[4]	4,150[5]	194	NA	145[6]
Collection centres/Customer touch points per lab[7]*	9	21	21	22	NA	7
Total Number of tests offered	3600+	4,857[8]	4000+	2,302	929	2700+[10]

Note: NA: not available
**Values are rounded off to nearest zero decimal value for consistency*
[1] No. of labs is not strictly comparable across players as definition for the same is not provided across players. Similarly, collection centres / customer touch points are not comparable, as each player has a different definition of what constitutes these
[2] Dr Lal PathLabs includes labs of Suburban Diagnostics (India) Pvt Ltd
[3] Labs for Metropolis Healthcare include 20 labs of Hitech Diagnostics Centre Pvt Ltd
[4] Patient Service Centres
[5] Customer touch points for Metropolis Healthcare includes 775-ARC, 2,944-Third Party PSCs, 316-Owned PSCs and 115 – service network of Hitech
[6] Centres

[7] Number of customer touch points / collection centres serving one lab, which is calculated as collection centres / total number of labs
[8] Test count has been rationalized basis current practice
[9] For Vijaya Diagnostic, 1 national reference lab and 21 reference labs are added to arrive at total labs
[10] For Vijaya Diagnostic, total number of tests offered consists of 2,000 pathology tests and 700+ radiology tests
Source: Company documents, Investor Presentation, CRISIL MI&A

Scale of operations of players considered (As of June 30, 2024) (Q1FY25)

Parameters (As of June 30, 2024)	Agilus Diagnostics	Dr Lal PathLabs	Metropolis Healthcare	Suraksha Diagnostics	Thyro care	Vijaya Diagnostic
Total number of labs[1]	NA	NA	204	9	30[2]	NA
NABL-accredited labs	NA	37	28	3	25	17
Collection centres / customer touch points[1]	4,055	NA	4,216[3]	215	NA	146[4]
Collection centres/Customer touch points per lab[7]*	NA	NA	21	24	NA	NA
Total Number of tests offered	NA	NA	4,000+	2,337	NA	NA

Note: NA: not available
**Values are rounded off to nearest zero decimal value for consistency*
[1] No. of labs is not strictly comparable across players as definition for the same is not provided across players. Similarly, collection centres / customer touch points are not comparable, as each player has a different definition of what constitutes these
[2] Includes 29 labs across pan India and 1 lab in Tanzania
[3] Service Network includes 816-Rural, 2,929-Franchisee and 471-Owned centres
[4] Centres includes 18 centres of PH
[7] Number of customer touch points / collection centres serving one lab, which is calculated as collection centres / total number of labs
Source: Company documents, Investor Presentation, CRISIL MI&A

Realisations of players considered (As of March 31, 2022)

Parameters (As of March 31, 2022)	Agilus Diagnostics	Dr Lal PathLabs	Metropolis Healthcare	Suraksha Diagnostics	Thyro care	Vijaya Diagnostic
Operating Income (mn)#	16,051.86	20,879.03	12,283.21	2,231.93	5,906.60	4,623.70
No. of tests conducted in a year (mn)	44.18*	66.00***	26.00*	4.99*	110.30**	9.32*
No, of patients served (mn)	21.40	27.30	13.40	1.69	16.32	3.62
Tests per patient[1]	2.06	2.42	1.94	2.95	6.76	2.57
Revenue per test (Rs)[2]	363.33	316.35	472.43	447.00	53.55	496.11
Revenue per patient (Rs)[3]	750.09	764.80	916.66	1,317.81	361.92	1,277.27
Revenue per lab (mn)[4]	37.95	75.38	71.83	318.85	227.18	385.31
Patients per centre[5]	7,016.39	5,770.45	4,275.69	10,997.87	1,813.33	38,105.26

Note:
 # Restated values as per CRISIL standards
** tests perfomed*
*** investigations performed*
**** Samples collected*
Number is derived / calculated by CRISIL MI&A as mentioned below:
[1] Test per patient = no. of tests conducted in a year / no. of patients served
[2] Revenue per test = operating income / no. of tests conducted in a year
[3] Revenue per patient = operating income / no. of patients served
[4] Revenue per lab = operating income / total no. of labs
[5] Patients per centre = no. of patients served / collection centres (customer touch points)
Source: Company documents, Company website, concall transcripts, CRISIL MI&A

Realisations of players considered (As of March 31, 2023)

Parameters (As of March 31, 2023)	Agilus Diagnostics	Dr Lal PathLabs	Metropolis Healthcare	Suraksha Diagnostics	Thyrocare	Vijaya Diagnostic
Operating Income (mn)#	13,480.66	20,175.78	11,482.10	1,901.34	5,270.60	4,592.23
No. of tests conducted in a year (mn)	39.07*	72.3***	25.3*	5.17*	141.42**	10.05*
No, of patients served (mn)	16.62	26.9	12.20	1.11	15.40	3.18
Tests per patient[1]	2.35	2.69	2.07	4.65	9.18	3.16
Revenue per test (Rs)[2]	345.04	279.06	453.84	367.92	37.27	456.94
Revenue per patient (Rs)[3]	811.11	750.03	941.16	1,711.58	342.25	1,444.10
Revenue per lab (mn)[4]	32.64	72.84	65.61	237.67	170.02	270.13
Patients per centre[5]	4,423.74	5,272.44	3,319.73	6,384.32	NA	26,280.99

NA: Not available
 # Restated values as per CRISIL standards
** tests perfomed*
*** investigations performed*
**** Samples collected*
Number is derived / calculated by CRISIL MI&A as mentioned below:
[1] Test per patient = no. of tests conducted in a year / no. of patients served
[2] Revenue per test = operating income / no. of tests conducted in a year
[3] Revenue per patient = operating income / no. of patients served
[4] Revenue per lab = operating income / total no. of labs
[5] Patients per centre = no. of patients served / collection centres (customer touch points)
Source: Company documents, Company website, concall transcripts, CRISIL MI&A

Realisations of players considered (As of March 31, 2024)

Parameters (As of March 31, 2024)	Agilus Diagnostics	Dr Lal PathLabs	Metropolis Healthcare	Suraksha Diagnostics	Thyrocare	Vijaya Diagnostic
Operating Income (mn)#	13,720.00^	22,266.41	12,077.09	2,187.09	5,723.90	5,478.05
No. of tests conducted in a year (mn)	40.00*	78.20***	24.00*	5.98*	147.04**	11.89*
No, of patients served (mn)	16.40	27.60	12.00	1.14	15.00	3.55
Tests per patient[1]*	2.44	2.83	2.00	5.26	9.80	3.35
Revenue per test (Rs)[2]	343.00	284.74	503.21	365.64	38.93	460.73
Revenue per patient (Rs)[3]	836.59	806.75	1,006.42	1,922.44	381.59	1,543.11
Revenue per lab (mn)[4]	32.67	79.52	60.69	243.01	190.80	249.00
Patients per centre[5]*	4,124.75	4,790.00	2,973.98	5,864.23	NA	24,482.76

NA: Not available
 # Restated values as per CRISIL standards except for Agilus diagnostics
^ For Agilus Diagnostics, Operating income, No. of tests conducted in a year and No. of patients served is as reported by Fortis Healthcare Ltd. in its Q4FY24 investor presentation and annual report. Rest of the numbers are calculated based on the data.
** tests perfomed*
*** investigations performed*
**** Samples collected*
Notes:
Number is derived / calculated by CRISIL MI&A as mentioned below:
[1] Test per patient = no. of tests conducted in a year / no. of patients served
[2] Revenue per test = operating income / no. of tests conducted in a year
[3] Revenue per patient = operating income / no. of patients served

[4] Revenue per lab = operating income / total no. of labs
[5] Patients per centre = no. of patients served / collection centres (customer touch points)
Source: Company documents, Company website, concall transcripts, CRISIL MI&A

Realisations of players considered (As of June 30, 2024) (Q1FY25)

Parameters (As of June 30, 2024)	Agilus Diagnostics	Dr Lal PathLabs	Metropolis Healthcare	Suraksha Diagnostics	Thyro care	Vijaya Diagnostic
Operating Income (mn)[#]	3,430.00^	6,019.00	3,133.55	607.32	1,569.10	1,562.17
No. of tests conducted in a year (mn)	9.92*	21.10***	6.30*	1.58*	40.70**	3.38*
No, of patients served (mn)	4.00	7.20	3.04	0.28	4.10	0.96
Tests per patient[1]*	2.48	2.93	2.07	5.64	9.93	3.52
Revenue per test (Rs)[2]	345.77	285.26	497.39	393.52	38.55	462.18
Revenue per patient (Rs)[3]	857.50	835.97	1,030.77	2,146.01	382.71	1627.26
Revenue per lab (mn)[4]	NA	NA	15.36	67.48	52.30	NA
Patients per centre[5]*	NA	NA	721.06	1,316.28	NA	6,575.34

NA: Not available
 # Operating Income for all the companies is as reported by the companies in its Q1FY25 quarterly reports and has not been reclassified by CRISIL
^ For Agilus Diagnostics, Operating income, No. of tests conducted in a year and No. of patients served is as reported by Fortis Healthcare Ltd. in its Q1FY25 investor presentation. Rest of the numbers are calculated based on the data.
** tests perfomed*
*** investigations performed*
**** Samples collected*
Notes:
Number is derived / calculated by CRISIL MI&A as mentioned below:
[1] Test per patient = no. of tests conducted in a year / no. of patients served
[2] Revenue per test = operating income / no. of tests conducted in a year
[3] Revenue per patient = operating income / no. of patients served
[4] Revenue per lab = operating income / total no. of labs
[5] Patients per centre = no. of patients served / collection centres (customer touch points)
Source: Company documents, Company website, concall transcripts, CRISIL MI&A

- Among the players considered, Suraksha Diagnostics had the highest revenue generated per patient of Rs.1,922.44 and the second highest revenue per lab of Rs. 243.01 million in FY24.

- For FY24, Among the considered peers, Suraksha Diagnostics reported the second highest Tests/patients of 5.26.

Segmental revenue contribution of players considered

Pathology and radiology

FY24	Radiology	Pathology
Agilus Diagnostics	ü	ü
Dr Lal PathLabs	ü	ü
Metropolis Healthcare	✘	ü
Suraksha Diagnostics	ü	ü
Thyrocare	ü	ü
Vijaya Diagnostic	ü	ü

Notes:
Source: Company Website, Company Documents, CRISIL MI&A

The model of integrated pathology and radiology services offers significant barriers to entry including against new age technology-led diagnostic chains on account of capital expenditure required, brand equity of existing companies amongst the network of doctors, and stringent regulation in terms of authorizations required for business operations.

Revenue contribution from pathology and radiology

	FY22		FY23		FY24		Q1FY25	
	Radiology	Pathology	Radiology	Pathology	Radiology	Pathology	Radiology	Pathology
Agilus Diagnostics	NA	NA	4%	96%	NA	NA	NA	NA
Dr Lal PathLabs	NA	NA	NA	NA	NA	NA	NA	NA
Metropolis Healthcare	NA	NA	NA	98%	NA	99%	NA	NA
Suraksha Diagnostics^	31%	36%	44%	54%	46%	53%	47%	50%
Thyrocare%	5%	95%	8%	92%	8%	89%	8%	88%
Vijaya Diagnostic	33%	67%	35%	65%	36%	64%	38%	62%

Notes: NA: Not Available
1 Values in the table are rounded off to the nearest zero decimal for consistency, as not all companies report values in single or double decimal. CRISIL has used numbers reported by the respective companies
2 Radiology includes high-end tests such as CT scan and MRI
% For Thyrocare,
For Q1FY25, Materials & Others which comprises of about 3% of the consolidated revenue has not been represented in the above table for consistency
For FY24, Materials & Others which comprises of about 3% of the consolidated revenue has not been represented in the above table for consistency
For FY23 and FY22, annual revenue for pathology and radiology has been collated to arrive at the share
^ For Suraksha Diagnostics,
1 For FY24, Doctor Consultation revenue and Covid Revenue of ~0.67% has not been included in the above table for consistency
2 For FY23, Covid Revenue of 1.87% has not been included in the above table for consistency
3 For FY22, Covid Revenue of 33.05% has not been included in the above table for consistency
Source: Company documents, Company Website, CRISIL MI&A

- Suraksha Diagnostics is the largest full-service and integrated diagnostic chain headquartered in East India, by operating income, with an operating income of Rs. 1,901.34 million as of FY23.

- Suraksha Diagnostics is the most diversified in terms of pathology and radiology among the players considered as it derived 53.30% of its revenue from pathology and 46.03% from radiology for FY24. Remaining 0.67% of their revenue comes from Covid-19 tests and doctor consultations.

Services offered by the players considered

Company	Services
Agilus Diagnostics	• **Packages offered:** Complete care diabetes, Complete care immunity, Immune check with spike antibody test,Complete care geno-wellness etc. • **Major tests offered:** Hemogram, Lipid Profile, Glycosylated Hemoglobin, Liver & Kidney Profile, Sugar PP, Anti Islet Cell Antibody, Thyroid Profile: Serum, Prothrombin Time: Plasma, Hepatitis C Antibodies etc.
Dr Lal PathLabs	• **Packages Offered:** Diabetic Care program, Pregnancy Packages, SwasthFit, Allergy, Oncopro, etc. • **Major Tests Offered:** Allergy Screen, Glucose:Fasting, HbA1c:Glucosylated Hemoglobin, Thyroid Profile, Kidney Panel, Lipid Screen, Platelet Count, Cholesterol:Total, Liver Panel etc.
Metropolis Healthcare	• **Packages offered:** Health Checkup-Truhealth Vital Plus, Whole body checkup-Truhealth Vital, Senior Citizen Health Checkup Package-Truhealth Expert Male, Full body Checkup for Women-Truhealth Proactive Female etc. • **Major Tests Offered:** CBC Test, Thyroid, Allergy Panel, Lipid Profile, HbA1C Test, Renal Function, Testosterone Profile, Vitamin Profile Test, HBV Profile, Liver Onco Marker Profile, Prostate Profile, Stomach Marker

Company	Services
	Profile, Athritis Profile
Suraksha Diagnostics	• **Packages offered:** Bone & Joint, Men's Health, Women's Health, Diabetes Care, Fever, At home Packages, Full-body Checkups, Heart & Hypertension, etc • **Major Tests Offered:** Thyroid Profile, Lipid Profile, Allergy Screening, Platelet Count, Ultrasound Liver, Liver Function Test, Cancer Hotspot Panel, Lung Cancer Panel, Ultrasound pregnancy, Ultrasound Doppler Heart etc. • Suraksha Diagnostics also provides services in the form of **polyclinic chambers** housed in diagnostic centers which provide medical consultation services, enabling patient convenience through holistic integration of services.
Thyrocare	• **Packages Offered:** Aarogyam 1.1 With Utsh-Lipid, Liver, Thyroid, Renal etc, Aarogyam 1.5 With Utsh- Lipid, Liver, Hormone, Elements, Vitamins etc, Aarogyam X With Utsh- Arthritis, Cardiac Risk Markers, Pancreatic, Renal, Urinogram etc • **Major Tests Offered:** HbA1c,Beta HCG, Erythrocyte Sedimentation Rate(ESR), Free Thyroxine(FT4), Postprandial Blood Sugar etc.
Vijaya Diagnostic	• **Packages offered:** Vijaya PH Bone Health Panel, Vijaya PH Cardiac Profile-Basic/Advanced, Vijaya PH General Health Check, Vijaya PH Gold Package, Vijaya PH Diabetic Profile-Basic/Advanced etc. • **Major Tests Offered:** Glycated Haemoglobin(HbA1c), Thyroid Profile, Lipid Profile, Liver Function Test, ECG, Ultrasound, Prolactin, Beta HCG,MRI, Cytology PAP Smear-LBC, Mammography etc.

Note: Above list is not exhaustive and represents a few key packages and tests provided by respective players
Source: Company website, CRISIL MI&A

Break-up by customer segment and types of tests offered in terms of revenue

Companies	Year	B2B vs B2C[1]			Specialised, routine and wellness tests[2]		
Agilus Diagnostics	FY22	45%	55%		54%	40%	6%
	FY23	46%	54%		38%	53%	9%
	FY24	47%	53%		36%	54%	10%
	Q1FY25	46%	54%		34%	54%	12%
Dr Lal PathLabs[3] *	FY22	26%	74%		NA	NA	18%
	FY23	28%	72%		50%	32%	18%
	FY24	27%	73%		NA	NA	22%
	Q1FY25	NA	NA		NA	NA	22%
Metropolis Healthcare[4]	FY22	NA	44%		49%	43%	7%
	FY23	NA	50%		39%	48%	12%
	FY24	38%	53%	10%	35%	50%	15%
	Q1FY25	37%	54%	9%	37%	46%	17%
Suraksha Diagnostics[5]	FY22	4%	96%		10%	88%	3%
	FY23	4%	96%		12%	85%	3%
	FY24	6%	94%		12%	85%	3%
	Q1FY25	7%	93%		12%	83%	6%
Thyrocare[6]	FY22	NA	NA		NA		NA
	FY23	94%	6%		60%		40%
	FY24	94%	6%		NA		NA

	Q1FY25	94%	6%	NA	NA
Vijaya Diagnostic	FY22	6%	94%	NA	NA
	FY23	5%	95%	88%	12%
	FY24	6%	94%	87%	13%
	Q1FY25	7%	93%	87%	13%

NA: Not available
Note: Values mentioned in the table are rounded off to nearest zero decimal value for consistency, as not all companies report the values in single or double decimal. CRISIL has used numbers reported by the respective companies.
** For Dr Lal Pathlabs, FY23 numbers have been used for revenue split by specialised, routine and wellness tests since FY24 numbers were not available*
[1] B2C segment comprises direct customers/patients who are the prime decision-makers and B2B segment comprises hospitals, doctors and corporate bodies, where the management of healthcare institutions and corporate bodies are the prime decision-makers, and not the patients/ customers. It also includes diagnostics tests as a part of clinical trials. However, it should be noted that this definition might vary from player to player, and no such disclosure has been made by the players when disclosing the numbers considered above
[2] Routine and wellness tests are screening tests, comprising basic immunology, haematology and biochemistry tests, with a turnaround time of typically less than 6 hours. Specialised tests help in deep diagnosis and analysis of diseases. Some tests include oncology (cancer markers), genomic and hepatitis testing. However, it should be noted that this definition might vary from player to player, and no such disclosure has been made by the players when disclosing the numbers considered
[3] For Dr Lal PathLabs, specialised segment includes specialised tests and less-frequently ordered tests. Wellness test value is considered based on revenue of its Swasthfit package
[4] For Metropolis Healthcare, routine tests share includes routine and semi-specialised segment share
[5] For Suraksha Diagnostics,

- *Advanced tests revenue has been considered as specialised*
- *For FY24, B2C includes PPP revenue of ~2%*
- *For FY23, B2C Includes PPP revenue of ~2%*
- *For FY22, B2C Includes PPP revenue of ~1%*

[6] For Thyrocare:

- *For Q1FY25, B2B includes revenue from franchise model which contributes 64% and Partnership + B2G Model which contributes 30%; D2C Business revenue of 6% is taken as B2C revenue*
- *For FY24, B2B includes revenue from franchise model which contributes 65% and Partnership + B2G Model which contributes 29%; D2C Business revenue of 6% is taken as B2C revenue*
- *For FY23, B2B includes revenue from franchise model which contributes 61% and Partnership + B2G Model which contributes 33%; D2C Business revenue of 6% is taken as B2C revenue*
- *Wellness segment share is calculated based on Aarogyam package revenue*

B2B B2C Others
Specialised Routine Wellness
Non-wellness

Source: Company documents, Company Website, concall transcripts, CRISIL MI&A

- Among the peers considered, Vijaya Diagnostic and Suraksha Diagnostics are the top two in terms of B2C revenue for FY24 with both reporting ~94% of their total revenues coming from B2C channel. For FY22 and FY23, Suraksha Diagnostic had the highest portion of their revenues coming from the B2C channel with ~96% of their total revenues coming from the B2C channel.

Regional presence of players considered

Presence across states and districts

Parameters	Agilus Diagnostics	Dr Lal PathLabs	Metropolis Healthcare	Suraksha Diagnostics	Thyrocare	Vijaya Diagnostic
Presence across Indian states and union territories	30+	34	22+	4	29	6
Presence across Indian districts	532	NA	220*	14	570+	23*

NA: Not available

** Cities*
Source: Annual reports, Company documents, CRISIL MI&A

Presence across districts in West Bengal

Presence across West Bengal	No. of districts present
Agilus Diagnostics	8
Dr Lal PathLabs	21
Metropolis Healthcare	10
Suraksha Diagnostics	11
Thyrocare	15
Vijaya Diagnostic	1

Note:
Presence in terms of labs/ centres in West Bengal is taken into consideration
Source: Annual reports, company websites, CRISIL MI&A

Financial overview

Operating income

Operating income (Rs mn)	FY22	FY23	FY24	Q1FY25	CAGR (FY22- FY24)
Agilus Diagnostics^	16,051.86	13,480.66	13,720.00	3,430.00	-7.55%
Dr Lal PathLabs	20,879.03	20,175.78	22,266.41	6,019.00	3.27%
Metropolis Healthcare	12,283.21	11,482.10	12,077.09	3,133.55	-0.84%
Suraksha Diagnostics	2,231.93	1,901.34	2,187.09	607.32	-1.01%
Thyrocare	5,906.60	5,270.60	5,723.90	1,569.10	-1.56%
Vijaya Diagnostic	4,623.70	4,592.23	5,478.05	1,562.17	8.85%

Notes:
NA: Not Available
^ For Agilus Diagnostics, Operating revenue for FY24 and Q1FY25 is considered which is as reported by Fortis Healthcare Ltd. in its Q4FY24 investor presentation
Q1FY25 numbers is as reported by the companies in their respective quarterly reports and has not been restated by CRIISIL
Operating income of Agilus Diagnostics includes liabilities/provisions that no longer need to be written back, as disclosed in the company's annual report
Operating income includes other miscellaneous income
All values are considered on consolidated basis
All values except FY24 values of Agilus Diagnostics and Q1FY25 quarterly numbers of all the companies are restated as per CRISIL standards
Source: Annual reports, Investor Presentation, CRISIL MI&A

Non-Covid Revenue of key players (in millions)

Non-Covid Revenue (Rs. Mn)	FY22	FY23	FY24	CAGR(FY22-FY24)
Agilus Diagnostics^	11,433.40	12,877.32	13,678.84	9.38%
Dr Lal PathLabs*	16,913.00	19,917.00	22,232.00	14.65%
Metropolis Healthcare%	9355.93	11,040.00	11,660.00	11.64%
Suraksha Diagnostics	1,494.33	1,865.88	2,183.15	20.87%
Thyrocare*	3,758.00	4,572.00	5,061.00	16.05%
Vijaya Diagnostic$	3,930.40	4,500.16	NA	NM

Note: NA: Not Available, NM: Not Meaningful
^For Agilus Diagnostics, FY23 and FY24 has been calculated using Revenues and percentage breakup of revenue in terms of Covid and Non-Covid taken from Fortis Healthcare Ltd.'s Q4FY24 investor presentation
**For Dr. Lal Pathlabs and Thyrocare, FY22, FY23 and FY24 numbers have been taken from their respective annual reports*
% For Metropolis Healthcare, For FY24, Core business revenue (Including Hi-tech) reported in the Q4FY24 investor presentation is considered as non-covid revenue. For FY23, the value is as reported in the FY23 annual report, while for FY22 it is calculated based on growth reported in the FY23 annual report.
$ For Vijaya Diagnostics, FY22 and FY23 non-covid revenue is calculated using the revenue from operations and the non-covid & covid allied breakdown reported in Q4FY23 investor presentation.
Source: Investor Presentation, Annual reports, CRISIL MI&A

- Suraksha Diagnostics reported the highest CAGR growth of 20.87% in non-covid revenues from FY22-FY24 among the players considered for which data is available.

Operating profit before depreciation, interest, and tax (OPBDIT)

OPBDIT (Rs mn)	FY22	FY23	FY24	Q1FY25	CAGR (FY22- FY24)
Agilus Diagnostics	4,136.39	2,413.29	NA	NA	NA
Dr Lal PathLabs	5,618.20	4,905.30	6,094.60	1,700.00	4.15%
Metropolis Healthcare	3,482.97	2,955.52	2,889.82	788.13	-8.91%
Suraksha Diagnostics	640.93	463.58	722.12	206.04	6.14%
Thyrocare	2,366.90	1,237.20	1,402.40	426.40	-23.03%
Vijaya Diagnostic	2,036.90	1,820.27	2,208.99	612.37	4.14%

Notes: NA: Not Available
All values except Q1FY25 quarterly numbers of all the companies are restated as per CRISIL standards.
For Q1FY25 OPBDIT = Revenue from Operations – Cost of sales
All values are considered on consolidated basis
OPBDIT = operating income – cost of sales
Source: Annual reports, Investor Presentation, CRISIL MI&A

- The OPBDIT of Suraksha Diagnostics increased from Rs.640.93 million in FY22 to Rs. 722.12 million in FY24, growing at a CAGR of 6.14% which is the highest among the players considered during the same period.

Earnings before interest, tax, depreciation, and amortisation (EBITDA)

EBITDA (Rs mn)	FY22	FY23	FY24	Q1FY25	CAGR (FY22- FY24)
Agilus Diagnostics^	7,323.95*	2,626.25	2,090.00	550.00	-46.58%
Dr Lal PathLabs	6,086.19	5,246.20	6,668.08	1,906.00	4.67%
Metropolis Healthcare	3,612.00	3,057.90	2,939.77	812.71	-9.78%
Suraksha Diagnostics	652.53	474.79	736.18	217.21	6.22%
Thyrocare	2,639.60	1,267.60	1,427.4	462.60	-26.46%
Vijaya Diagnostic	2,165.21	1,914.24	2,448.49	648.01	6.34%

** Value includes exceptional item of Rs 3,061.43 million related to gain on remeasurement of previously held equity interest. Excluding the exceptional item of Rs 3,061.43 million, EBITDA was 4,262.52 million*
Notes: NA: Not Available
^ For Agilus Diagnostics, operating EBITDA for FY24 and Q1FY25 is considered which is as reported by Fortis Healthcare Ltd. in its Q4FY24 investor presentation
All values except FY24 values of Agilus Diagnostics and Q1FY25 quarterly numbers of all the companies are restated as per CRISIL standards
For Q1FY25 EBITDA = Revenue from Operations + Other Income – Cost of Sales
All values are considered on consolidated basis
EBITDA = OPBDIT + non-operating income
Source: Annual reports, Investor Presentation, CRISIL MI&A

- Suraksha Diagnostics reported the second highest CAGR growth in EBITDA of 6.22% among the considered players where its EBITDA grew from Rs. 652.53 million in FY22 to Rs. 736.18 million in FY24.

Profit after tax (PAT)

PAT (Rs mn)	FY22	FY23	FY24	Q1FY25	CAGR (FY22- FY24)
Agilus Diagnostics	5,547.08	1,166.35	NA	NA	NA
Dr Lal PathLabs	3,502.91	2,410.77	3,623.00	1,078.00	1.70%
Metropolis Healthcare	2,146.86	1,433.94	1,284.56	381.10	-22.65%
Suraksha Diagnostics	208.24	60.65	231.27	76.67	5.38%
Thyrocare	1,761.40	643.60	694.9	239.4	-37.19%
Vijaya Diagnostic	1,106.68	852.07	1,196.37	315.05	3.97%

Notes: NA: Not Available
All values are considered on consolidated basis
For Agilus Diagnostics, PAT for FY22 was higher than OPBDIT due to exceptional items during the year arising from the acquisition of 50% stake in DDRC SRL Diagnostics Pvt Ltd from joint venture partner of Agilus Diagnostics (erstwhile SRL Ltd)

Source: Annual reports, Investor Presentation, CRISIL MI&A

- Among the peers considered, Suraksha Diagnostics reported the highest CAGR growth in PAT of 5.38%, rising from Rs.208.24 million in FY22 to Rs. 231.27 million in FY24.

Working capital cycle

FY24	Inventory days*			Debtor days*			Payable days*			Working capital cycle*		
	FY 22	FY23	FY24	FY22	FY23	FY24	FY22	FY23	FY24	FY22	FY23	FY24
Agilus Diagnostics ^	17.38	20.11	NA	34.38	39.22	NA	118.25	161.11	NA	(66.49)	(101.79)	NA
Dr. Lal PathLabs	12.57	8.08	8.42	14.93	12.82	12.69	107.11	127.42	150.85	(79.61)	(106.52)	(129.74)
Metropolis Healthcare	21.20	19.09	15.37	40.26	38.75	38.17	79.66	135.59	149.63	(18.20)	(77.75)	(96.09)
Suraksha Diagnostics	14.28	15.64	16.64	11.01	8.98	14.81	82.88	186.99	192.78	(57.59)	(162.36)	(161.33)
Thyrocare	25.29	25.04	40.14	58.50	60.07	27.94	35.56	53.64	87.82	48.24	31.47	(19.75)
Vijaya Diagnostic	6.03	2.70	5.79	7.72	7.55	10.82	110.46	171.80	183.79	(96.71)	(161.56)	(167.17)

Note:
** Values are restated as per CRISIL reclassification standards*
*Inventory days = (total Inventory / cost of sales) * 365*
*Debtor days = (total receivables / net sales) * 365*
*Payable days = (creditor for goods / material costs) * 365*
Working capital cycle = inventory days + debtor days - payable days
All values are considered on consolidated basis
Source: Annual reports, Investor Presentation, CRISIL MI&A

Key financial ratios (FY24)

OPBDIT Margin (%)

OPBDIT Margin (%)	FY22	FY23	FY24	Q1FY25
Agilus Diagnostics	25.77	17.90	15.30*	16.10*
Dr Lal PathLabs	26.91	24.31	27.37	28.24
Metropolis Healthcare	28.36	25.74	23.93	25.15
Suraksha Diagnostics	28.72	24.38	33.02	33.93
Thyrocare	40.07	23.47	24.50	27.17
Vijaya Diagnostic	44.05	39.64	40.32	39.20

Note: All values are considered on consolidated basis
All values except for FY24 value of Agilus and Q1FY25 quarterly numbers of all the companies are restated as per CRISIL standards
For Agilus Diagnostics, Operating EBITDA margin which is as reported by Fortis Healthcare Ltd. for its Agilus diagnostic business in its Q4FY24 and Q1FY25 investor presentation has been used for FY24 and Q1FY25 respectively
OPBDIT margin = OPBDIT/ Operating income
Source: Annual reports, Investor Presentation, CRISIL MI&A

EBITDA Margin (%)

EBITDA Margin (%)	FY22	FY23	FY24	Q1FY25
Agilus Diagnostics	26.55	19.48	15.30*	16.10*
Dr Lal PathLabs	29.15	26.00	29.95	31.67
Metropolis Healthcare	29.41	26.63	24.34	25.94
Suraksha Diagnostics	29.24	24.97	33.66	35.77
Thyrocare	44.69	24.05	24.94	29.48
Vijaya Diagnostic	46.83	41.68	44.70	41.48

Note: All values are considered on consolidated basis
All values except for FY24 value of Agilus and Q1FY25 quarterly numbers of all the companies are restated as per CRISIL standards
** For Agilus Diagnostics, Operating EBITDA margin which is as reported by Fortis Healthcare Ltd. for its Agilus diagnostic business in its Q4FY24 and Q1FY25 investor presentation has been used for FY24 and Q1FY25 respectively*

EBITDA margin = EBITDA / Operating income
Source: Annual reports, Investor Presentation, CRISIL MI&A

- Suraksha Diagnostics reported the second highest EBITDA margin of 33.66% among the considered peers for FY24.

PAT Margin (%)

PAT Margin (%)	FY22	FY23	FY24	Q1FY25
Agilus Diagnostics	34.56	8.65	NA	NA
Dr Lal PathLabs	16.78	11.95	16.27	17.91
Metropolis Healthcare	17.48	12.49	10.64	12.16
Suraksha Diagnostics	9.33	3.19	10.57	12.62
Thyrocare	29.82	12.21	12.15	15.26
Vijaya Diagnostic	23.93	18.55	21.84	20.17

Note: NA: Not Available
All values except for Q1FY25 quarterly numbers of all the companies are restated as per CRISIL standards
All values are considered on consolidated basis
PAT margin = PAT / Operating income
Source: Annual reports, Investor Presentation, CRISIL MI&A

Gearing

Gearing (Times)	FY22	FY23	FY24
Agilus Diagnostics	0.00	0.00	NA
Dr Lal PathLabs	0.59	0.30	0.08
Metropolis Healthcare	3.58	0.49	0.00
Suraksha Diagnostics	0.13	0.09	0.05
Thyrocare	0.00	0.00	0.05
Vijaya Diagnostic	0.00	0.00	0.00

Note: NA: Not Available
All values are considered on consolidated basis
Gearing = Total debt / Tangible net worth
Source: Annual reports, Investor Presentation, CRISIL MI&A

Net Debt / Equity

	Net Debt / Equity			Net Debt / Equity (Including Intangible assets)		
	FY22	FY23	FY24	FY22	FY23	FY24
Agilus Diagnostics	0.00	0.00	NA	0.00	0.00	NA
Dr Lal PathLabs	0.00	0.00	0.00	0.00	0.00	0.00
Metropolis Healthcare	2.85	1.15	0.47	0.23	0.19	0.11
Suraksha Diagnostics	0.38	0.27	0.20	0.37	0.27	0.20
Thyrocare	0.02	0.01	0.08	0.01	0.01	0.06
Vijaya Diagnostic	0.00	0.24	0.35	0.00	0.23	0.28

Note: NA: Not Available
All values are considered on consolidated basis
0.00 for companies that have negative net debt
Net Debt / Equity = (Total debt + lease liabilities –Total cash and Bank balances) / tangible networth.
Tangible Networth = Total paid-up equity share capital + reserves – intangible assets
Net Debt / Equity (including intangible assets) = (Total debt + lease liabilities –Total cash and Bank balances) / total equity (tangible networth + intangible assets)
Source: Annual reports, Investor Presentation, CRISIL MI&A

Quick Ratio, Interest Coverage, NCA / Debt

	Quick Ratio			Interest Coverage			NCA/Debt		
	FY2	FY2	FY24	FY22	FY23	FY24	FY22	FY23	FY24

	Quick Ratio			Interest Coverage			NCA/Debt		
	2	3							
Agilus Diagnostics ^	2.12	1.73	NA	46.46	17.00	NA	282.09	72.68	NA
Dr. Lal PathLabs	1.62	2.00	2.38	20.42	14.16	23.11	0.99	1.22	3.66
Metropolis Healthcare	1.10	0.92	1.10	15.47	9.77	10.65	0.92	2.42	NM
Suraksha Diagnostics	1.43	1.59	1.66	7.38	5.20	8.29	2.59	2.69	6.45
Thyrocare	3.66	2.48	2.56	111.3 8	27.47	27.27	NM	NM	0.98
Vijaya Diagnostic	3.20	3.99	2.77	13.17	9.37	9.99	257.41	NM	NM

Note: NA: Not Available
NM: Not meaningful, as debt in FY24 was nil
All values are considered on consolidated basis
Quick ratio = (current assets – total inventory – receivables (more than 6 months)) / current liabilities
Interest coverage = profit before depreciation, interest and tax (PBDIT)/ interest and finance charges
NCA/debt = net cash accruals / total debt
Net cash accruals = accretion to reserves + depreciation + miscellaneous expenses written-off – Non-cash adjustment
Accretion to reserves = PAT – dividend
Total Debt = short-term debt + long-term debt
Source: Annual reports, Investor Presentation, CRISIL MI&A

Return ratios (FY24)

Return on Assets (RoA)

RoA	FY22	FY23	FY24
Agilus Diagnostics	2.98	2.19	NA
Dr Lal PathLabs	3.44	2.72	2.84
Metropolis Healthcare	3.65	2.64	2.35
Suraksha Diagnostics	1.07	0.85	0.88
Thyrocare	2.03	1.56	1.52
Vijaya Diagnostic	1.45	0.67	0.64

Note: NA: Not Available
All Values are restated as per CRISIL reclassification standards
All values are considered on consolidated basis
ROA = Operating income / 2-year average of gross block
Source: Annual reports, Investor Presentation, CRISIL MI&A

Return on Capital Employed (RoCE)

	RoCE			RoCE (Capital employed includes lease liabilities but does not include Right-of-use assets)		
	FY22	FY23	FY24	FY22	FY23	FY24
Agilus Diagnostics	81.15	23.62	NA	80.79	23.48	NA
Dr Lal PathLabs	50.83	40.40	51.76	51.55	41.30	51.71
Metropolis Healthcare	64.95	61.72	63.60	64.03	59.69	60.66
Suraksha Diagnostics	22.92	8.92	21.95	23.11	9.05	21.46
Thyrocare	61.82	22.30	24.29	64.20	23.00	24.99
Vijaya Diagnostic	40.73	27.30	34.90	39.44	26.21	32.98

Note: NA: Not Available
Values are restated as per CRISIL reclassification standards
ROCE = EBIT / (Average Tangible networth + Average total debt + Average deferred tax liability)
ROCE (Capital employed includes lease liabilities but does not include Right-of-use assets) = EBIT / (Average Total equity –

Average right-of-use assets – Average intangible assets + Average total debt + Average lease liability + Average deferred tax liability).
Source: Annual reports, Investor Presentation, CRISIL MI&A

Return on Equity (RoE) / Return on Networth (RoNW)

	RoE / RoNW (Considering tangible networth)			ROE / RoNW (Considering profit attributable to the owners and including Intangible networth)		
	FY22	**FY23**	**FY24**	**FY22**	**FY23**	**FY24**
Agilus Diagnostics	69.32	16.53	NA	34.91	6.12	NA
Dr Lal PathLabs	40.87	35.03	39.67	25.11	15.08	20.35
Metropolis Healthcare	64.96	122.89	61.25	26.86	15.23	12.26
Suraksha Diagnostics	15.63	4.07	13.93	15.38	4.32	14.09
Thyrocare	46.88	14.97	16.22	36.93	12.16	13.34
Vijaya Diagnostic	27.16	17.02	22.62	26.52	16.71	19.77

Note:NA: Not Available
Values are restated as per CRISIL reclassification standards
ROE / RoNW (Considering tangible networth) = PAT / Average Tangible networth
ROE / RoNW (Considering profit attributable to the owners and including intangible networth) = Profit attributable to the owners of the company / (Average equity attributable to the owners of the company)
Source: Annual reports, Investor Presentation, CRISIL MI&A

Other key ratios

Parameters	Cash flow from operations / OPBDIT				Free operating cash flow / OPBDIT			
	FY22	**FY23**	**FY24**	**3-year average (FY22-FY24)**	**FY22**	**FY23**	**FY24**	**3-year average (FY22-FY24)**
	Times	Times	Times	Times	Times	Times	Times	Times
Agilus Diagnostics^	0.72	0.80	NA	0.64	(1.36)	(0.12)	NA	(0.46)
Dr Lal PathLabs	0.58	0.67	0.49	0.58	0.30	0.49	0.37	0.39
Metropolis Healthcare	0.57	0.68	0.82	0.69	(1.63)	0.11	0.36	(0.38)
Suraksha Diagnostics	1.01	0.78	0.67	0.82	0.69	0.28	(0.10)	0.29
Thyrocare	0.22	0.37	0.39	0.33	(0.07)	0.01	(0.08)	(0.05)
Vijaya Diagnostic	0.71	0.75	0.71	0.72	(0.19)	(0.39)	(0.38)	(0.32)

Notes: NA: Not Available
^ For Agilus Diagnostics, For the 3-year average cash flow from operations/ OPBDIT, FY21-FY23 average is considered as FY24 numbers were not available
All values are considered on consolidated basis, and are restated as per CRISIL standards
Cashflow from operations = cashflow from operations for debt servicing – interest and finance costs – principal payments
OPBDIT = operating income – cost of sales
Free operating cashflow = cashflow from operations – investments in fixed assets
Source: Annual reports, CRISIL MI&A

Other parameters (FY24)

Face Value/ Share

	Face Value / Share			
	FY22	**FY23**	**FY24**	**Q1FY25**
Agilus Diagnostics	10	10	NA	NA

	Face Value / Share			
	FY22	FY23	FY24	Q1FY25
Dr Lal PathLabs	10	10	10	10
Metropolis Healthcare	2	2	2	2
Suraksha Diagnostics	100	100	100	2
Thyrocare	10	10	10	10
Vijaya Diagnostic	1	1	1	1

Note: NA: Not Available
Source: Annual reports, Quarterly reports, CRISIL MI&A

Earnings per share-basic/diluted

	Earnings per share-Basic* (Rs.)				Earnings per share-Diluted* (Rs.)			
	FY22	FY23	FY24	Q1FY25	FY22	FY23	FY24	Q1FY25
Agilus Diagnostics	70.73	14.87	NA	NA	70.21	14.76	NA	NA
Dr Lal PathLabs	41.70	28.82	43.05	12.79	41.57	28.74	42.98	12.76
Metropolis Healthcare	41.87	27.91	24.95	7.41	41.66	27.81	24.87	7.37
Suraksha Diagnostics%	301.80	94.43	342.41	1.49	244.17	76.40	277.02	1.49
Thyrocare	33.30	12.16	13.42	4.52	33.25	12.14	13.40	4.51
Vijaya Diagnostic	10.76	8.29	11.62	3.06	10.69	8.26	11.59	3.05

Note: NA: Not Available
** Earnings per share (Basic/Diluted) for all the companies except Suraksha diagnostics is as reported by the companies in its annual reports*
% For Suraksha Diagnostics, EPS for Q1FY25 is as reported by the company in its Q1FY25 quarterly report and EPS for FY22, FY23 and FY24 calculated as follows
EPS-Basic= Profit attributable to the owners of the parent/Equity shares
EPS-Diluted= Profit attributable to the owners of the parent / (Equity shares + Instruments entirely equity in nature)
For Suraksha Diagnostics, Pursuant to resolution passed by the Board and Shareholders dated 15 May 2024 and 17 May 2024, respectively, each equity shares of face value of Rs 100 each of Holding Company has been split into fifty equity shares of face value of Rs 2 each. Accordingly, the issued, subscribed, and paid-up capital of Holding Company has been sub-divided from 6,90,000 equity shares of face value of Rs 100 each to 3,45,00,000 equity shares of face value of Rs 2 each. Subsequent to period end March 31, 2024, the Holding Company has allotted 86,24,997 equity shares of Rs.2 each as bonus shares in proportion of 1 bonus equity shares of Rs. 2 each for every four equity share of Rs 2 each. This has been approved by Board and Shareholders on 15 May 2024 and 17 May 2024, respectively. Basis this, using the formula (equity attributable to the owners of the company / weighted average number of equity shares outstanding during the year) the Book Value (NAV)- Basic/diluted comes out to be Rs. 33.66. Post this corporate action, the company reported the EPS-Basic and EPS-Diluted to be Rs. 4.43
Source: Annual reports, CRISIL MI&A

Book Value-Basic/Diluted

	Book value (NAV)-Basic (Rs.)			Book value (NAV)- Diluted (Rs.)
	FY22	FY23	FY24	FY24
Agilus Diagnostics	237.95	248.08	NA	N.Ap
Dr Lal PathLabs	180.17	199.87	221.53	N.Ap
Metropolis Healthcare	173.56	192.97	213.98	N.Ap
Suraksha Diagnostics	2,113.65	2,259.80	2,600.12	2,103.61
Thyrocare	99.54	100.94	99.48	N.Ap
Vijaya Diagnostic	45.92	53.37	64.21	N.Ap

Note: N.Ap: Not Applicable
All values are considered on a consolidated basis
Book Value(NAV)-Basic = (Equity attributable to the owners of the company) / (Total paid up equity share capital / Face value per share)
Book Value(NAV)-Diluted = (Equity attributable to the owners of the company) / (Total equity shares + Instruments entirely equity in nature)
Source: Annual reports, CRISIL MI&A

Other key parameters

Operating income per test

Operating income / test (Rs)	FY22	FY23	FY24	Q1FY25
Agilus Diagnostics^	363.33	345.04	343.00	345.77
Dr Lal PathLabs	316.35	279.06	284.74	285.26
Metropolis Healthcare	472.43	453.84	503.21	497.39
Suraksha Diagnostics	447.00	367.92	365.64	384.38
Thyrocare	53.55	37.27	38.93	38.55
Vijaya Diagnostic	496.11	456.94	460.73	462.18

NA: Not available
Notes:
^ For Agilus Diagnostics, Operating revenue for FY24 and Q1FY25 is considered which is as reported by Fortis Healthcare Ltd. in its Q4FY24 and Q1FY25 investor presentation respectively
For Q1FY25, the operating Income is as reported by the company in its quarterly financials and has not been restated as per CRISIL Standards
Values are rounded off to the nearest zero decimal value for consistency, as not all companies report the values in single or double decimal. CRISIL has calculated the numbers using operating income, which has been restated as per CRISIL standards, and used the test numbers reported by the respective companies
Values are calculated using (operating income / no. of tests conducted)
Operating income for all the players is considered on consolidated basis
Source: Annual reports, Company Documents, CRISIL MI&A

- Among the players considered, Suraksha Diagnostics reported third highest operating income per test of Rs. 365.64 in FY24.

Operating income per accession

Operating income/ patient (Rs)	FY22	FY23	FY24	Q1FY25
Agilus Diagnostics^	750.09	811.11	836.59	857.50
Dr Lal PathLabs	764.80	750.03	806.75	835.97
Metropolis Healthcare	916.66	941.16	1,006.42	1,030.77
Suraksha Diagnostics	1,317.81	1,711.58	1,922.44	2,146.01
Thyrocare	361.92	342.25	381.59	382.71
Vijaya Diagnostic	1,277.26	1,444.10	1,543.11	1,627.26

NA: Not available
Notes:
^ For Agilus Diagnostics, Operating revenue for FY24 and Q1FY25 is considered which is as reported by Fortis Healthcare Ltd. in its Q4FY24 and Q1FY25 investor presentation respectively
For Q1FY25, the operating Income is as reported by the company in its quarterly financials and has not been restated as per CRISIL Standards
Operating income per accession is defined as revenue generated by the company per patient
Values are rounded off to the nearest zero decimal value for consistency, as not all companies report the values in single or double decimal. CRISIL has calculated the numbers using operating income, which has been restated as per CRISIL standards, and used the test numbers reported by the respective companies
Values are calculated using (operating income / no. of patients)
Operating income for all player is considered on consolidated basis.
Source: Annual reports, Company Documents, CRISIL MI&A

OPBDIT per test

OPBDIT / test (Rs)	FY22	FY23	FY24	Q1FY25
Agilus Diagnostics	93.63	61.77	NA	NA
Dr Lal PathLabs	85.12	67.85	77.92	80.57
Metropolis Healthcare	133.96	116.82	120.41	125.10
Suraksha Diagnostics	128.36	89.70	120.73	130.41
Thyrocare	21.46	8.75	9.54	10.48
Vijaya Diagnostic	218.55	181.12	185.79	181.17

NA: Not available
Notes:
Q1FY25 OPBDIT for all the companies is calculated based on quarterly reports and has not been restated as per CRISIL Standards
OPBDIT = operating income – cost of sales
Operating income for all players is considered on consolidated basis.
Values are calculated using (OPBDIT / no. of tests conducted)
Source: Annual reports, Company Documents, CRISIL MI&A

OPBDIT per patient

OPBDIT/ patient (Rs)	FY22	FY23	FY24	Q1FY25
Agilus Diagnostics	193.29	145.20	NA	NA
Dr Lal PathLabs	205.79	182.35	220.82	236.11
Metropolis Healthcare	259.92	242.26	243.82	259.25
Suraksha Diagnostics	378.43	417.31	634.74	728.06
Thyrocare	145.03	80.34	93.49	104.00
Vijaya Diagnostic	562.68	572.41	622.25	637.89

NA: Not available
Notes:
Q1FY25 OPBDIT for all the companies is calculated based on quarterly reports and has not been restated as per CRISIL Standards
OPBDIT = operating income – cost of sales
Operating income for all players is considered on consolidated basis
Values are calculated using (OPBDIT / no. of patients)
Source: Annual reports, Company Documents, CRISIL MI&A

- In FY24, Suraksha Diagnostics had the highest OPBDIT/Patient of Rs. 634.74 among the considered peers.

EBITDA per patient

EBITDA/ patient (Rs)	FY22	FY23	FY24	Q1FY25
Agilus Diagnostics	342.24*	158.02	127.44	137.50
Dr Lal PathLabs	222.94	195.03	241.60	264.71
Metropolis Healthcare	269.55	250.65	244.98	267.34
Suraksha Diagnostics	385.28	427.40	647.10	767.53
Thyrocare	161.74	82.31	95.16	112.83
Vijaya Diagnostic	598.12	601.96	689.71	675.01

NA: Not available
Notes:
Q1FY25 EBITDA for all the companies except Agilus is calculated based on quarterly reports and has not been restated as per CRISIL Standards
^ For Agilus Diagnostics, Operating EBITDA for FY24 and Q1FY25 is considered which is as reported by Fortis Healthcare Ltd. in its Q4FY24 investor presentation
**For Agilus, In FY22. The Value for EBITDA used for calculation includes exceptional item of Rs 3,061.43 million related to gain on remeasurement of previously held equity interest. Excluding the exceptional item of Rs 3,061.43 million, EBITDA was 4,262.52 million*
EBITDA = OPBDIT + non-operating income
Values are calculated using (EBITDA / no. of patients)
Source: Annual reports, Company Documents, CRISIL MI&A

- In FY24, Suraksha Diagnostics had the second highest EBITDA/Patient of Rs. 647.10 among the considered peers.

OUR BUSINESS

Some of the information in the following section, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read "Forward-Looking Statements" on page 19 for a discussion of the risks and uncertainties related to those statements and "Risk Factors" on page 36 for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, and references to a particular Fiscal are to the 12 months ended March 31 of that year. Unless otherwise indicated or the context requires otherwise, the financial information included herein is based on our Restated Consolidated Financial Information for Fiscals 2022, 2023 and 2024 included in this Red Herring Prospectus. For further information, see "Restated Consolidated Financial Information" on page 292.

Unless otherwise indicated, industry and market data used in this section have been derived from the report titled "Assessment of the diagnostics industry in India" dated October, 2024 (the "CRISIL Report") prepared and released by CRISIL MI&A, a division of CRISIL Limited, exclusively commissioned and paid for by our Company in connection with the Offer, pursuant to the CRISIL Letters. A copy of the CRISIL Report will be available on the website of our Company at www.surakshanet.com/investor-relations from the date of the filing of this Red Herring Prospectus. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Offer), that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar year. For further information, see "- Internal Risk Factors - Certain sections of this Red Herring Prospectus disclose information from the CRISIL Report which has been prepared exclusively for the Offer and commissioned by and paid for by our Company on behalf of the Selling Shareholders exclusively in connection with the Offer, and any reliance on such information for making an investment decision in the Offer is subject to inherent risks." on page 69. We have also included various operational and financial performance indicators in this Red Herring Prospectus, some of which have not been derived from our Restated Consolidated Financial Information. The manner of calculation and presentation of some of the operational and financial performance indicators, and the assumptions and estimates used in such calculation, may vary from that used by other companies in India and other jurisdictions. Unless otherwise indicated or the context otherwise requires, in this section, references to "the Company" or "our Company" are to Suraksha Diagnostic Limited on a standalone basis, and references to "the Group", "we", "us", "our", are to Suraksha Diagnostic Limited and our Subsidiaries, on a consolidated basis.

OVERVIEW

We offer a one-stop integrated solution for pathology and radiology testing, and medical consultation services to our customers through our extensive operational network, consisting of our flagship central reference laboratory, 8 satellite laboratories (co-located with our diagnostic centers) and 215 customer touchpoints which include 49 diagnostic centres, and 166 sample collection centres (primarily franchised), as of June 30, 2024 across the states of West Bengal, Bihar, Assam, and Meghalaya. For details of our operational network, see "- *Our Operational Network*" on page 232. Our central reference laboratory has an accreditation from the College of American Pathologists, 3 of our laboratories hold National Accreditation Board for Testing and Calibration Laboratories ("**NABL**") and 3 of our advanced diagnostic centres hold National Accreditation Board for Hospitals & Healthcare Providers ("**NABH**") accreditations. As of June 30, 2024, 44 of our diagnostic centres also housed 126 polyclinic chambers hosting 750+ specialized doctors for patient convenience. . During the three months period ended 2024, we conducted approximately 1.58 million tests serving approximately 0.28 million patients and derived 95.34% of our revenue from operations from our core geography, Kolkata and the rest of West Bengal. During the Fiscal 2024, we conducted approximately 5.98 million tests serving approximately 1.14 million patients and derived 95.48% of our revenue from operations from our core geography, Kolkata and the rest of West Bengal. Our radiology equipment consists of 24 CT and 13 MRI machines. As of June 30, 2024, our operational network comprises a diagnostic center network of (i) 13 hub centres, which are equipped to conduct all pathology sample collections, basic and advanced radiology tests; and (ii) our 'spoke' diagnostic centres which include our 11 medium centers, 23 small centres and 2 centres operated under public-private partnership ("**PPP**") model, which are equipped to conduct all pathology sample collection and certain basic radiology tests, further supported by 166 sample collection centres (primarily franchised); and a laboratory network of (i) our flagship central reference laboratory; and (ii) 8 satellite laboratories which are co-located with certain hub centres. For details, see "- Operational Network" on page 232. Our Company's market share in the diagnostics services market in Eastern India was 1.15% to 1.30% in Fiscal 2024 whereas peers such as Dr. Lal Pathlabs Limited have a market share of 5.30% to 5.70% in its major market i.e., north India and Vijaya Diagnostic Centre Limited, a market share of 2.20% to 2.50% in its major market, i.e. South India. (*Source: CRISIL Report, as replicated on page 201)* We offered a comprehensive range of 2,300+ tests that cover a range of specialties and disciplines, as of June 30, 2024. Our diagnostic test menu included (a) 788 routine pathology tests ranging from basic biochemistry and hematology to 664 specialized pathology tests such as advanced biochemistry, histopathology, and molecular pathology, and (b) 766 basic/intermediate radiology tests ranging from basic x-rays, ultrasonography ("**USG**"), and computerized tomography ("**CT**") scans to 119 advanced radiology tests such as magnetic resonance imaging ("**MRI**") scans and specialized CT scans, as of June 30, 2024. The table below depicts the revenue contribution of our services offered for the periods indicated:

Particulars	**Three months period ended June 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Revenue (in ₹ million)	**% of Total Revenue from Operations (in %)**	**Revenue (in ₹ million)**	**% of Total Revenue from Operations (in %)**	**Revenue (in ₹ million)**	**% of Total Revenue from Operations (in %)**	**Revenue (in ₹ million)**	**% of Total Revenue from Operations (in %)**
Radiology	282.52	46.52	1,006.72	46.03	841.31	44.25	697.32	31.24
Pathology	302.14	49.75	1,165.81	53.30	1,024.57	53.89	797.00	35.71
Doctor Consultation	22.45	3.70	10.62	0.49	-*	-	-*	-
Covid tests	0.21	0.03	3.94	0.18	35.46	1.87	737.60	33.05
Total	**607.32**	**100.00**	**2,187.09**	**100.00**	**1,901.34**	**100.00**	**2,231.93**	**100.00**

** Doctor Consultation services were offered but no revenue was generated for the relevant periods.*

We believe that the combination of our strong brand position driven by our long operating history in our core geography, extensive network and reputation for providing quality diagnostic services positions us well to continue to grow our business in Kolkata and remaining east and north-east Indian markets and take advantage of the growth of the industry.

We offered a comprehensive range of 2,300+ tests that cover a range of specialties and disciplines, as of June 30, 2024. Our diagnostic test menu included (a) 788 routine pathology tests ranging from basic biochemistry and hematology to 664 specialized pathology tests such as advanced biochemistry, histopathology, and molecular pathology, and (b) 766 basic/intermediate radiology tests ranging from basic x-rays, ultrasonography ("**USG**"), and computerized tomography ("**CT**") scans to 119 advanced radiology tests such as magnetic resonance imaging ("**MRI**") scans and specialized CT scans, as of June 30, 2024. Our radiology equipment consists of 24 CT and 13 MRI machines. For three month period ended June 30, 2024, we derived 49.75% of our revenue from pathology, 46.52% of our revenue from radiology and 0.03% of our revenue from COVID-19 tests. For Fiscal 2024, we derived 53.30% of our revenue from pathology, 46.03% of our revenue from radiology and 0.18% of our revenue from COVID-19 tests. We believe our combined offering of pathology and radiology tests enabled us to provide 5.26 tests per patient. We also provide vaccination services, and a broad spectrum of customized test packages, aimed at prediction/early detection of diseases.

In addition to integrated pathology and radiology testing services, we also offer omnichannel medical consultation services via online and offline modes to our customers under a single roof through 44 of our diagnostic centres which house 126 polyclinic chambers hosting 750+ doctors, as of June 30, 2024. The doctors at our polyclinics range across specialties and super-specialties such as cardiology, pediatrics, dermatology, rheumatology, oncology, and nephrology. Our model of polyclinic chambers housed in diagnostic centres providing medical consultation services enables patient convenience through holistic integration of services and offering us the first right to a patient's prescription leading to higher cross-selling opportunities to us.

We derive the majority of our revenues from the B2C segment (i.e., individual patients, who either walk into our customer touchpoints or use our home collection services or avail medical consultation services through our polyclinics. Our B2C segment contributed to 93.83% of our revenue from operations for the Fiscal 2024 and 93.48% of our revenue from operations for the three month period ended June 30, 2024, which we believe is due to the trust built among the public and the medical community while rendering, over decades, quality diagnostic services and experience gained. Over the years, we have received several awards that recognize the strength of our brand and our focus on offering superior diagnostic services. For example, we were recognized for 'excellence in exemplary trust & commitment towards diagnostic services' and 'excellence in quality diagnosis and convenient service in eastern India' by Zee 24Ghanta in 2023 and 2022 respectively, as 'business leader of the year' in 2021 by the World Leadership Congress & Awards, and for 'best customer service in healthcare' and 'best quality in service delivery' by ABP News in 2019 and 2017 respectively.

The diagnostics industry's hub-and-spoke model, especially in the field of pathology, refers to a centralised approach for diagnostic testing and laboratory services. In this model, a central laboratory acts as the hub that receives and processes samples and smaller satellite locations — or spokes — collect and send the samples to the central facility for analysis. (*Source: CRISIL Report, as replicated on page 169*). We have implemented a cluster based 'hub and spoke' model which provides greater economies of scale, enables increased consistency in testing procedures, and enhances our brand penetration through our ability to serve more customers in remote areas. Samples are collected across multiple locations within a cluster for delivery to our laboratories for diagnostic testing. All of our diagnostic centres offer integrated diagnostics services (pathology and radiology tests under one roof) with small and medium centres ("**spoke centres**") offering pathology tests and basic and intermediate radiology tests, and large centres ("**hub centres**") offering pathology tests, basic and advanced radiology tests.

As of June 30, 2024, our operational network comprises a diagnostic center network of (i) 13 hub centres, which are equipped to conduct all pathology sample collections, basic and advanced radiology tests; and (ii) our 'spoke' diagnostic centres which include our 11 medium centers, 23 small centres and 2 centres operated under public-private partnership ("**PPP**") model, which are equipped to conduct all pathology sample collection and certain basic radiology tests, further supported by 166 sample collection centres (primarily franchised); and a laboratory network of (i) our flagship central reference laboratory; and (ii) 8 satellite laboratories which are co-located with certain hub centres. For details, see "- *Operational Network*" on page 232.

Set out below are certain key performance indicators and other financial and operational indicators, as of and for the years indicated:

KPIs	Unit	June 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Financial					
Revenue from operations[1]	(₹ in million)	607.32	2,187.09	1,901.34	2,231.93
Restated profit for the year/ period[2]	(₹ in million)	76.67	231.27	60.65	208.24
EBITDA[3]	(₹ in million)	217.21	736.18	474.79	652.53
EBITDA Margin [4]	%	35.77	33.66	24.97	29.24
Return on Equity [5]	%	4.33#	14.09	4.32	15.38
Return on Capital Employed [6]	%	6.32#	21.46	9.05	23.11
Net debt/equity[7]	-	0.16	0.20	0.27	0.37
Average revenue per patient[8]	(₹)	2,146.01	1,922.44	1,711.58	1,317.81
Average revenue per centre[9]	(₹ in million)	12.39	45.56	44.22	54.44
EBITDA per patient [10]	(₹)	767.53	647.10	427.40	385.28
Operational					
Number of tests per patient[11]	Unit	5.58	5.26	4.65	2.95
Revenue generated from East India	%	100	100	100	100
B2C revenues	%	93.48	93.83	96.01	95.56
B2B revenues	%	6.52	6.17	3.99	4.44
Revenue from radiology	%	46.52	46.03	44.25	31.24
Revenue from pathology	%	49.75	53.30	53.89	35.71
Revenue from COVID-19 tests	%	0.03	0.18	1.86	33.05

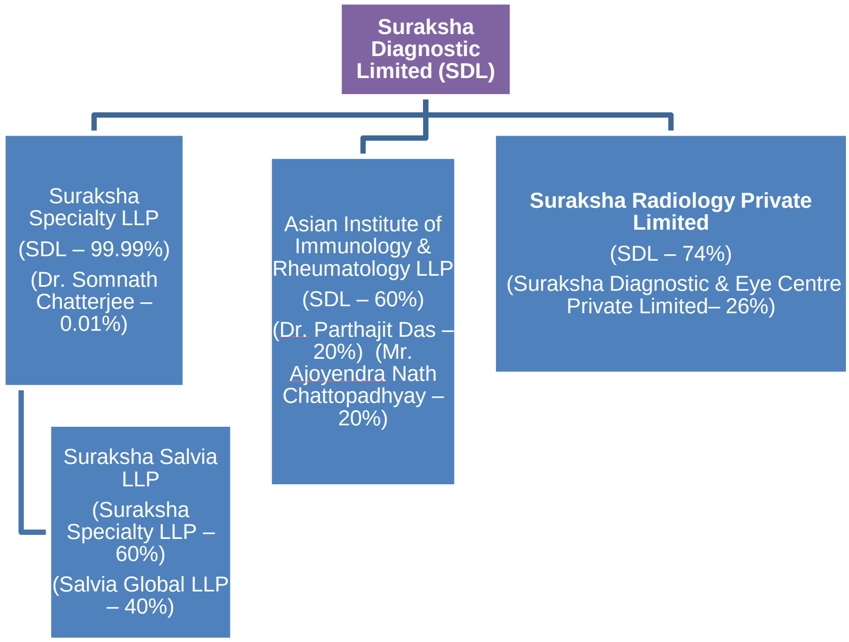
Number of Centres	Unit	49	48	43	41
Number of Laboratories	Unit	9	9	8	7
Number of NABL accredited labs	Unit	3	3	3	3
Number of patients served	million	0.28	1.14	1.11	1.69
Number of patients served per centre	Unit	5,776	23,701	25,834	41,309
Number of tests performed	million	1.58	5.98	5.17	4.99
Number of Small centres[12]	Unit	23	23	19	18
Number of Medium centres[13]	Unit	11	10	10	10
Number of Large centres[14]	Unit	13	13	12	12
Number of public private partnerships[15]	Unit	2	2	2	1
Customer touch points					
- Number of Centres	Unit	49	48	43	41
- Collection Centres	Unit	161	142	123	111
- Company Owned Collection Centres	Unit	5	4	8	2
Total	Unit	215	194	174	154
Number of doctors (radiologists, pathologists and microbiologists)	Unit	278	283	234	186
- Radiologists	Unit	255	260	209	156
- Pathologists	Unit	19	19	22	27
- Microbiologists	Unit	4	4	3	3
Number of CT machines	Unit	24	24	23	23
Number of MRI machines	Unit	13	13	12	12

#Not annualised

Notes:
1. Revenue from operations = Revenue from operations
2. Restated profit for the year/period = Profit after Tax
3. EBITDA is calculated as restated profit for the year/period plus Exceptional items, tax expenses, finance costs, depreciation, and amortization expense
4. EBITDA Margin is the percentage of EBITDA divided by revenue from operations
5. Return on equity is calculated as restated profit for the year attributable to owners of the parent divided by average equity attributable to owners of the parent
6. Return on capital employed is calculated as a percentage of EBIT (i.e., calculated as restated profit for the year/period before tax expenses and finance costs) divided by average capital employed (i.e., total equity plus total borrowings, lease liabilities, deferred tax liabilities excluding right of use assets and other intangible assets and intangible assets under development).
7. Net Debt to equity is calculated as net debt (i.e., total borrowings and lease liabilities less cash and bank balances) divided by total equity
8. Average revenue per patient is calculated as revenue from operations divided by the number of patients served
9. Average revenue per centre is calculated as Revenue from operations divided by number of centers
10. EBIDTA per Patient is calculated as EBITDA divided by the number of patients served
11. Number of tests per patient visit is calculated as number of tests divided by number of patients served
12. Small centres means centres whose offerings include USG, X-ray, cardio, sample collection
13. Medium centres means centres whose offerings include CT scan, USG, X-ray, cardio, sample collection
14. Large centres means centres whose offerings include MRI, CT scan, USG, X-ray, cardio, sample collection.
15. Our Company currently operates 2 centres under public-private partnership model: (i) in Shillong through our Subsidiary, Suraksha Salvia LLP that provides diagnostic services, and (ii) at Kolkata, West Bengal, through partnership between a medical college and hospital and our Promoter Group entity and Group Company, Suraksha Diagnostic & Eye Centre Private Limited, which is managed by our Company that provides diagnostic services.

Dr. Somnath Chatterjee along with late Kishan Kumar Kejriwal built a fully comprehensive diagnostic centre in Kolkata, under the 'Suraksha' brand in 1992. The centre enabled patients to avail radiology and pathology diagnostics under one roof. The diagnostic centre was operated under our Group Company, Suraksha Diagnostic & Eye Centre Private Limited, which was later acquired by our Company in 2013. Our Company is currently promoted by Dr. Somnath Chatterjee, our Chairman and Joint Managing Director, and Ritu Mittal, our Joint Managing Director and Chief Executive Officer. Dr. Somnath Chatterjee has more than 32 years and Ritu Mittal also has an experience of over 28 years in the field of medical and diagnostics business. Having worked in the diagnostics business under the 'Suraksha' brand since 1996, she is now our Chief Executive Officer and we have been guided by and benefitted from her experience.

The growth of our Company has also benefitted from our private equity investors such as Lighthouse Funds, through their investment entity, India 2020 Limited, associated with us from 2013 to 2016, and the OrbiMed group, through their investment entities, OrbiMed Asia II Mauritius FDI Investments Limited since amalgamated into OrbiMed Asia II Mauritius Limited, which is a healthcare-focused fund associated with us since 2016, providing us continuous support through our growth in business. We believe we have benefited significantly from the vision and leadership of our Promoters and shareholders, and they along with our board of directors and the senior management, have been instrumental in formulating and executing the core strategy of our Company. The below chart indicates our organization structure:



STRENGTHS

Our strengths include:

- Diagnostic chain with in eastern India well positioned to leverage growth opportunity for organized diagnostic chains in the diagnostic services markets in eastern and north-eastern India
- Track record of profitability and financial performance
- Integrated diagnostics provider with one-stop solution offering pathology and radiology testing, and medical consultation services
- Technologically advanced clinical infrastructure and trained personnel providing diagnostic services
- Commitment to quality driving high individual consumer business share and customer retention
- Management team with relevant industry experience

Diagnostic chain in eastern India well positioned to leverage growth opportunity for organized diagnostic chains in the diagnostic services markets in eastern and north-eastern India

We reported a compounded annual growth rate ("**CAGR**") of 20.87% in terms of non-COVID revenues between Fiscals 2022 and 2024. We have built an extensive operational network across the states of West Bengal, Bihar, Assam, and Meghalaya. As of June 30, 2024, 44 of our diagnostic centres also house polyclinic chambers hosting specialized doctors for patient convenience.

As of Fiscal 2024, the market share of our Company eastern India is 1.15% to 1.30%, which is less than peers such as Dr. Lal Pathlabs Limited which has a market share of 5.30% to 5.70% in its major market i.e north India and Vijaya Diagnostic Centre Limited which has a market share of 2.20% to 2.50% in its major market, i.e. South India, (*Source: CRISIL Report on page 201*). We believe this indicates headroom for growth in our core geography.

We believe that the combination of our dominant position driven by our operating history in our core geography, extensive network and reputation for providing quality diagnostic services positions us best to continue to grow our business in Kolkata and remaining east Indian and adjacent north-east Indian markets and take advantage of the tailwinds for organized diagnostic chains in the large and fast-growing of the diagnostic services markets in eastern and north-eastern India.

Track record of profitability and financial performance

We believe our dominant position (as described above) and scale of operations have translated to our track record of profitability and financial performance, as demonstrated by following financial parameters:

(in ₹ million)

Particulars	Three month period ended June 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Total income	618.49	2,222.60	1,936.87	2,257.68
Restated profit for the year/period	76.67	231.27	60.65	208.24
EBITDA*	217.21	736.18	474.79	652.53

**EBITDA is calculated as restated profit for the year plus exceptional items, tax expenses, finance costs, depreciation, and amortization expense.*

On account of our consistent financial performance, we believe we have a fairly unleveraged balance sheet as evidenced by our net debt to equity ratio

Particulars	As at June 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Net debt to equity ratio^	0.16	0.20	0.27	0.37

^Net debt to equity ratio is calculated as net debt (i.e., total borrowings and lease liabilities less cash and bank balances) divided by total equity

Our Company reported a CAGR in profit after tax and EBITDA of 5.38% and 6.22% between Fiscals 2022 and Fiscals 2024.

Integrated diagnostics provider with one-stop solution offering pathology and radiology testing, and medical consultation services

We offer a comprehensive range of 2,300+ tests that cover a range of specialties and disciplines, as of June 30, 2024. Our diagnostic test menu included (a) 788 routine pathology tests ranging from basic biochemistry and hematology to 664 specialized pathology tests such as advanced biochemistry, histopathology, and molecular pathology, and (b) 766 basic/intermediate radiology tests ranging from basic x-rays, USG, and CT scans to 119 advanced radiology tests such as MRI scans and specialized CT scans, as of June 30, 2024. For three month period ended June 30, 2024, we derived 49.75% of our revenue from pathology, 46.52% of our revenue from radiology and 0.03% of our revenue from COVID-19 tests. For Fiscal 2024, we derived 53.30% of our revenue from pathology, 46.03% of our revenue from radiology and 0.18% of our revenue from COVID-19 tests.

We believe that a key differentiating factor for our business compared to our competitors is on account of our offering of omnichannel medical consultation services via online and offline modes through our polyclinic chambers. As of June 30, 2024, 44 of our diagnostic centres house 126 polyclinic chambers hosting 750+ doctors. Such diagnostic centres house typically between 2 to 6 polyclinic chambers. Doctors visiting our polyclinics range across almost all specialties and super-specialties, which includes pediatricians, dermatologists, gynecologists, surgeons, cardiologists, neurologists, and super-specialists such as rheumatologists, oncologists, hematologists, and nephrologists.

We believe our ability to provide one-stop diagnostic solutions is an important factor in customers choosing us as their diagnostic service provider, helps us in retaining our customers. Our integrated offerings of pathology, radiology and medical consultation under a single roof, enable us to provide comprehensive services to patients and adds to patient convenience.

As a result, it presents cross-selling opportunity to us, evidenced by below parameters:

Company	**Revenue per patient[2] (₹)**	**Revenue per lab[3] (₹)**	**Patients per centre[4]***	**Tests per patient[1*]**
June 30, 2024	2,146.01	67.48	5,776	5.58
Fiscal 2024	1,922.44	243.01	23,701	5.26
Fiscal 2023	1,711.58	237.67	25,834	4.65
Fiscal 2022	1,317.81	318.85	41,309	2.95

[1]Test per patient is calculated as no. of tests conducted in a year divided by no. of patients served.
[2] Revenue per patient is calculated as operating income divided by no. of patients served.
[3] Revenue per lab is calculated as operating income divided by total no. of labs.
[4] Patients per centre is calculated as no. of patients served divided by collection centres (customer touch points).
** Values mentioned in the table are rounded off to nearest zero decimal value for consistency.*

We aim to provide customers quality, hygienic and reliable diagnostic services at marginally premium yet affordable prices. Our cluster based 'hub and spoke' model allows samples to be collected across multiple locations within a cluster for delivery to our laboratories for diagnostic testing, greater economies of scale, enables increased consistency in our testing procedures, and enhances our brand penetration through our ability to serve more customers in under-served areas. For a depiction of our 'hub and spoke' model based clusters, see "–*Diagnostic Centre Network*" on page 233. All of our centres offer integrated diagnostics services (pathology and radiology tests under one roof) with spoke centres offering pathology tests (routine and specialized) and basic and intermediate radiology tests such as USG, x-ray, and CT, and hub centres offering pathology tests (routine and specialized), basic and advanced radiology tests such as MRI, mammography, gastrointestinal radiology, and specialised CT. As of June 30, 2024, our operational network consists of diagnostic centre network of (i) 13 hub centres, which are equipped to collect all pathology samples, conduct all basic and advanced radiology tests; and (ii) 'spoke' diagnostic centres (which includes 11 medium centers, 23 small centres and 2 centres operated under public-private partnership ("**PPP**") model), which are equipped to collect all pathology samples and certain basic radiology tests, further supported by 166 sample collection centres (primarily franchised); and a laboratory network of (i) our flagship central reference laboratory; and (ii) 8 satellite laboratories which are co-located with certain hub centres.

Technologically advanced clinical infrastructure and trained personnel providing diagnostic services

We believe we have been at the forefront of technology in diagnostics and our strong technical capability and ability to adopt to the latest technologies in the diagnostic industry have ensured that our patients benefit from the latest technologies and receive high quality and reliable diagnostic services. Currently, our testing operations are supported by 500+ medical equipment offering a test menu of 2,300+ tests with a capacity to handle over 30,000 pathology samples and over 5,000 scans a day, which includes radiology equipment consisting of 24 CT machines, 13 MRI machines, which we believe represent the leading technology used in the field, and a team of 23 laboratory doctors, 255 radiologists and other reporting doctors, and 529 well-trained technical staff in our operational network, as of June 30, 2024.

Our flagship central reference laboratory located in New Town, Kolkata, spread over an area of 40,000 square feet, houses a fully automated AI enabled robotic track and also houses liquid chromatography with tandem mass spectroscopy ("**LC-MS-MS**"), cytogenetics, and next-generation sequencing capabilities.. 3 of our laboratories hold NABL and 3 of our advanced diagnostic centres hold NABH accreditations.

We use digital pathology and artificial intelligence to report blood tests. All our radiology reporting operates on a digital platform enabling us to report cases from across our diagnostic centres reducing turnaround time considerably. We have introduced peer review in all high-end radiology reporting. Our MRI portfolio ranges from 1.5T to 3T. We also offer up to 128-slice CT scans. We believe all of these underscores our commitment to providing high quality and reliable diagnostic services.

We believe that owing to our continuous investment and the long-standing relationships we enjoy with certain medical technology vendors such as HORIBA, Schiller Healthcare India, Beckman Coulter, ITDOSE, Boston Ivy, Siemens Healthineers, Wipro GE Healthcare, bioMérieux, Biorad, BPL Medical Technologies Limited, Phillips India, Carestream Health India, Roche Diagnostics India, Samsung India Electronics, Qiagen India, Becton Dickinson India, R.A. Enterprises, we have been at the forefront of introducing new tests by adopting the latest medical technologies across our operational network.

Our diagnostic centre operations are supported by the technology platforms and systems used by us to streamline such as our Laboratory Information Management System ("**LIMS**"), fully integrated Radiology Information Systems ("**RIS**") - Picture Archive and Communication Systems ("**PACS**") and Enterprise Resource Planning ("**ERP**") system. These enable us to streamline operations, reduce the margin of error, enable cross locational functioning, and efficient utilisation of our resources. For details, see "*-Information Technology*" on page 239.

Commitment to quality driving high individual consumer business share and customer retention

We have built a trusted, high quality and reliable brand of choice over the last three decades, evidenced by our high repeat rate of over 49%, and the primary contribution of the B2C segment to our revenue from operations, which was 93.48% in three month period ended June 30, 2024, 93.83% in Fiscal 2024, 96.01% in Fiscal 2023, and 95.56% in Fiscal 2022. Over the years, we have received several awards that recognize the strength of our brand and our focus on offering superior diagnostic services. For example, we were recognized for 'excellence in exemplary trust & commitment towards diagnostic services' and 'excellence in quality diagnosis and convenient service in eastern India' by Zee 24Ghanta in 2023 and 2022 respectively, as 'business leader of the year' in 2021 by the World Leadership Congress & Awards, and for 'best customer service in healthcare' and 'best quality in service delivery' by ABP News in 2019 and 2017 respectively.

Customers choose us because of our well-established brand name and superior diagnostic service experience. A substantial majority of our customers are individual customers, with over 93.83% of our revenue from operations for the Fiscal 2024, being directly attributed to our B2C segment, which we believe is a result of our trusted and quality diagnostic services built over decades of experience. See " *– Description of our Business – Our Customers – B2C Segment*" on page 237. Set forth below is a table indicating the contribution of B2C segment in revenue for the periods indicated:

Our Company^	**% contribution of the B2C segment[1] in revenue from operations**
Three months ended June 30, 2024	93.48%
Fiscal 2024	93.83%
Fiscal 2023	96.01%
Fiscal 2022	95.56%

[1] *B2C segment comprises direct customers/patients who are the prime decision-makers and B2B segment comprises hospitals, doctors and corporate bodies, where the management of healthcare institutions and corporate bodies are the prime decision-makers, and not the patients/ customers. It also includes diagnostics tests as a part of clinical trials.*
^For our Company, B2C includes PPP revenue of approximately 2%.

Please see below the relevant data in relation to repeat customers of the Company for the three months ended June 30, 2024, and Fiscals 2024, 2023 and 2022:

Particulars	Three months ended June 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Repeat rate (in %)	52.23	49.43	45.20	26.76
Revenue generated from repeat customers (in ₹ million)	272.10	953.80	768.60	677.21
% contribution of repeat customers in revenue from operations (in %)	46.54	43.68	40.45	30.38
New customers added in the financial period specified	135,269	577,474	610,969	1,243,318

We focus on a customer centric approach to delivering our services leads to high customer satisfaction and increasing customer retention. Our diagnostic centres are designed in accordance with templatised specifications, which include requirements in relation to design of work area, physical infrastructure and placement of technical equipment. For convenience of our customers, we provide value-added services such as home collection of samples, house calls and various delivery and access modes (i.e., at diagnostic centres, SMS, email, web portal) to test reports. Our home collection service allows samples to be collected from our customers' locations, such as their homes or offices. We believe our focus on the consumer together with our brand's focus on quality diagnostic services, integrated service model, centre infrastructure and customer experience, convenience of our operational network and home collection, results in higher brand recall in our core geography and enable us to have a high share of walk-in customers leading to sticky individual consumer revenues, which sets us apart from our competitors.

Management team with relevant industry experience

We are led by a team of experienced professionals with skill sets that are complementary and, we believe, requisite for the fast-growing Indian diagnostic market. Members of our management team have experience in the healthcare industry, and, under their leadership over the last several years, we have grown rapidly and increased both the productivity and efficiency of our network.

Several key members of our management team including our Joint Managing Directors, Non-Executive, Non Independent (Nominee) Director, Chief Financial Officer and Company Secretary have extensive functional/industry experience. In particular, our Founder, Promoter, and Chairman and Joint Managing Director, Dr. Somnath Chatterjee has more than 32 years of experience in the diagnostics industry. Our Promoter, Joint Managing Director and Chief Executive Officer, Ritu Mittal, also has 28 years of experience in the diagnostics industry and is presently leading our business. For details, see "*Our Management*" beginning on page 265. Our Board of Directors includes a combination of management executives and experts from healthcare industry. The combination of our experienced Board of Directors and our dynamic management team positions us well to capitalize on future growth opportunities.

STRATEGIES

Our strategies include:

- Strengthen our position in our core geography i.e. Kolkata and the rest of West Bengal
- Expand beyond our core markets in adjacent geographies of eastern and north-eastern India.
- Supplement organic growth with selective acquisitions
- Leverage technology to elevate customer experience
- Augmenting medical consultation services offered through polyclinic chambers at our diagnostic centres to boost our revenue
- Enhance our revenue by inking business-to-business ("**B2B**") and corporate partnerships

The aforementioned strategies have been approved by our Board in their meeting held on July 16, 2024.

Strengthen our position in our core geography i.e. Kolkata and the rest of West Bengal

We intend to strengthen our presence in the regions in which we operate, with emphasis on Kolkata. Our diagnostic centres are primarily located in urban regions of Kolkata. To capitalize on our existing brand equity, we intend to expand our operations further into sub-urban regions of Kolkata i.e. Greater Kolkata, and replicate our existing performance.. We also believe that our newer centres in southern Kolkata are yet to reach their full capacity.

Our Company also plans to augment our presence in the rest of West Bengal, especially in the northern and southern regions of the state. The below table depicts our district-wise presence in the state of West Bengal*)* and the revenue derived from them in Fiscal 2024:

District	Revenue in Fiscal 2024 (in ₹ million)	Number of diagnostic centers
North 24 Parganas	1,073.59	20
Kolkata	529.96	10
South 24 Parganas	77.00	2
Hooghly	60.33	2
Howrah	16.33	2
Jalpaiguri	32.76	2
Darjeeling	69.61	2
Nadia	83.84	1
Bardhaman*	39.80	2
Purba Mednipore	14.72	1
Cooch Behar	0.28	1

** Bardhaman district population comprises of Paschim Bardhaman and Purba Bardhaman*

Approximately 25% of the diagnostic centres of our Company, located in West Bengal, Shillong, and Guwahati have been inaugurated in the last three years, and therefore, we believe these centres are yet to reach the optimum scale of operations and offer potential to maximize growth. We believe that Kolkata and the rest of West Bengal themselves present significant headroom for growth.

We intend to deepen our penetration and increase customer base to consolidate leading position in our core geography by (i) expanding our service network by opening additional diagnostic centres and increase our franchisee partnerships with local entrepreneurs to augment our sample collection centre network (ii) enhancing our laboratory capacity and test menu by adding latest technologies; (iii) increasing our home collection services and (iv) setting up more hub centres to form new clusters, and spoke centres in our existing clusters.

Expand beyond our core markets in adjacent geographies of eastern and north-eastern India.

Beyond our core geography, we also intend to augment and/or establish our presence in adjacent geographies of eastern India and north-eastern India. We intend to identify such locations where our brand is or would be well regarded and establish hub format diagnostic centres to lay the path for spoke centres.

Our diagnostic centres in Patna, Bihar, and Guwahati, Assam, co-located with our satellite laboratories at such locations, are already working as hub centres and we intend to build spoke centres around them. In 2019, we also expanded our operations to Meghalaya by entering into a memoranda of understanding for public-private partnership with the Department of Health and Family Welfare, Government of Meghalaya to establish a high-end diagnostics facility. These centres in Patna, Meghalaya, and Guwahati have cumulatively contributed to 4.52% of our revenue from operations for the Fiscal 2024. We expect that a wider geographic reach will expand our customer base as well as improve our profitability by allowing us to better leverage our infrastructure.

We intend to focus on consolidation opportunities in a largely unorganized diagnostics service market. While expanding into these geographies, we intend to replicate our (a) 'hub and spoke' model to unlock economies of scale and (b) polyclinic model to drive higher number of patient footfalls into our centres. We plan to set up additional diagnostic centres in these regions.

Supplement organic growth with selective acquisitions

We believe that there are high-quality well-run standalone diagnostic centres in these markets operated by radiologists and pathologists.

We believe given our industry position and considerable experience, we are in a unique position to leverage this scenario and consolidation opportunities and build win-win equations. In light of this opportunity, we intend to supplement our organic growth with selective acquisitions of and/or strategic partnerships with local diagnostic centres across eastern and north-eastern India operated by pathologists and radiologists, who possess brand recognition among an existing customer base to increase our customer base to consolidate our position in core geography, achieve operating leverage in core geography by unlocking potential efficiency, strengthening or expanding our technological capabilities and achieve synergy benefits, and grow in new markets.

When evaluating acquisition targets, we primarily consider factors such as brand, customer base, technical capability and resources. For instance, in 2020, we acquired 2 pre-existing diagnostic centres in Kolkata from Future Medical and Research Trust.

Leverage technology to elevate customer experience

We believe we have been at the forefront of technology in diagnostics and our strong technical capability and ability to adopt to the latest technologies in the diagnostic industry have ensured that our patients benefit from such technologies. We use ERP in our diagnostics operations and have shifted completely to cloud based operations. For further details of medical and digital technologies adopted by us, see *"- Strengths - Technologically advanced clinical infrastructure and trained personnel ensuring high quality and reliable diagnostic services*" and "- *Information Technology*" on pages 227 and 239, respectively. We intend to continue our business transformation, improve customer experience and create a more convenient one-stop solution for all patients' diagnostics needs through further integration of digital technology, artificial intelligence and machine learning.

We intend to increase our touch points and engagement with customers through digital and technological initiatives. We have a web application for our customers to enable them to easily book home collection service requires and access their test reports. We are constantly enhancing and upgrading our website in order to ensure a smooth and seamless experience for our customers. We also intend to use detailed data from our various segments and regions to support and develop solutions based on artificial intelligence in pathology and radiology.

Augmenting medical consultation services offered through polyclinic chambers at our diagnostic centres to boost our revenue

We believe that a key differentiating factor for our business is our offering of omnichannel medical consultation services via online and offline modes through our polyclinic chambers, as it enables patient convenience through holistic integration of services and offers us the first right to a patient's prescription leading to higher cross-selling opportunities to us. As of June 30, 2024, 44 of our diagnostic centres house 126 polyclinic chamber hosting 750+ doctors. Such diagnostic centres house typically between 2 to 6 polyclinic chambers. Doctors visiting our polyclinics range across almost all specialties and super-specialties, which includes pediatricians, gynecologists, surgeons, cardiologists, neurologists, and super-specialists such as rheumatologists, oncologists, hematologists, and nephrologists which enables our diagnostic centres to become local hubs for medical consultation.

We have long standing relationships with such doctors, including out-of-state doctors, who visit our diagnostic centres in remote areas at regular intervals, which offers value proposition to patients reducing the need for them to travel to metropolitan cities.

We intend to augment medical consultation services offered through polyclinic chambers at our diagnostic centres in order to boost revenue through cross-selling our diagnostic services which will help us to achieve higher footfalls, tests per patient, and average operating revenue per patient. We will implement this by (i) setting up more polyclinics in our existing diagnostic centres, and (ii) increasing the number and specialties of doctors associated with us.

Enhance our revenue by inking business-to-business ("B2B") and corporate partnerships

In addition to our B2C segment, a portion of our revenue is also derived from institutional customers. We provide services under the West Bengal Health Scheme in West Bengal and under the Central Government Health Scheme to patients across West Bengal, Bihar, and Assam. We also are empanelled with the Employees State Insurance Corporation to provide superspecialty diagnostic services to its beneficiaries in West Bengal. Our wide operational network enables us to serve a number of employees of public sector undertakings and corporates. While the revenue derived from our B2B segment continues to contribute similarly to our revenue from operations in the last three years, we believe there is potential in this space to grow our business. We also serve numerous hospitals, nursing homes with outsourced radiology services.

The table below depicts our revenue generated from the B2B segment in the relevant periods:

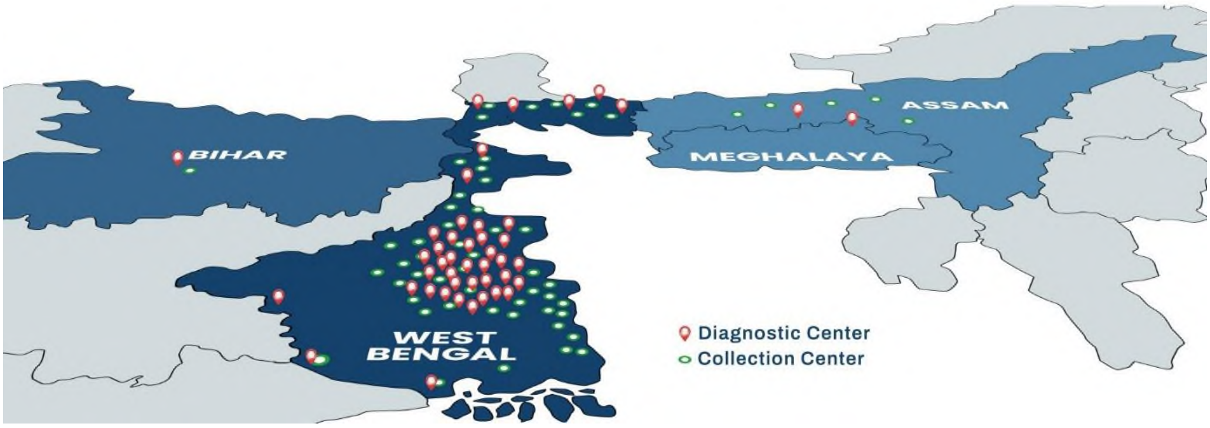
Segment	Three month period ended		Fiscal					
	June 30, 2024		2024		2023		2022	
	Revenue from operations (₹ million)	**% of total revenue from operations**	**Revenue from operations (₹ million)**	**% of total revenue from operations**	**Revenue from operations (₹ million)**	**% of total revenue from operations**	**Revenue from operations (₹ million)**	**% of total revenue from operations**
B2B	39.59	6.52%	134.90	6.17%	75.84	3.99%	99.20	4.44%

We aim to further increase our revenue from the B2B segment to further diversify our revenue mix, and increase our customer base and brand penetration. We will implement this by actively seeking institutional customers through referrals or internal lead-generation.

Our Geographical Spread

We offer integrated diagnostic services to our customers through a network of diagnostic centres and laboratories across 12 cities and towns in the states of West Bengal, Bihar, Assam and Meghalaya. Over the years, we have grown rapidly through our singular focus on expanding in our core geography of Kolkata and the rest of West Bengal.

The map below depicts the geographical spread of our network of diagnostic centres and sample collection centres in West Bengal, Bihar, Assam and Meghalaya, as of June 30, 2024:



The chart below sets forth number of our centres by states for three months ended June 30, 2024 and Fiscals 2024, 2023 and 2022:

State	As of three months ended	As of March 31		
	June 30, 2024	2024	2023	2022
West Bengal	46	45	40	39
Bihar	1	1	1	1
Assam	1	1	1	1
Meghalaya	1	1	1	-
Total	**49**	**48**	**43**	**41**

The chart below sets forth our revenue from operations by states for the three months ended June 30, 2024 and Fiscals 2024, 2023 and 2022:

(in ₹ million)

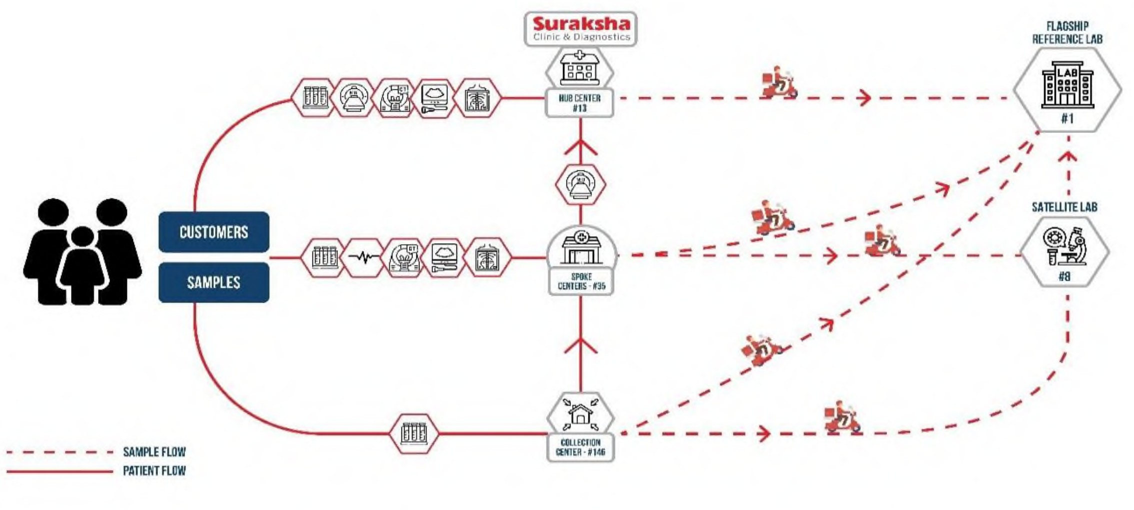
States	Three months ended June 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
West Bengal	579.04	2,088.19	1,839.45	2,166.13
Bihar	6.74	19.01	21.29	28.32
Assam	20.83	75.31	37.81	37.47
Meghalaya	0.71	4.58	2.79	-
Total	**607.32**	**2,187.09**	**1,901.34**	**2,231.93**

Our Operational Network

We offer comprehensive and high-quality diagnostic services in India through our own operational network, consisting of our flagship central reference laboratory, satellite laboratories and customer touchpoints which include diagnostic centres, and sample collection centres (primarily franchised). Some of our centres also house polyclinics hosting specialized doctors for patient convenience. We have implemented a cluster based ‘hub and spoke’ model, whereby samples are collected from across multiple locations within a cluster for delivery to our laboratories for diagnostic testing. Typically, customers come to our diagnostic centres when they need to undergo certain pathology and/or radiology tests for preventive and/or curative purposes either on their own or for servicing prescribed tests requests from a physician, other qualified healthcare professional or a hospital, clinic or nursing home. Based on the particular request, our staff at diagnostic centres collect the samples required for pathology tests and/or conduct radiology tests. Samples collected either at our diagnostic centres or through home collection services are delivered through our logistics network to a satellite laboratory predesignated to process the type of test requested from the specific diagnostic centre that collected the sample. If the test requested is of a certain nature or complexity, the sample is directed to our flagship central reference laboratory for processing.

Our centralized testing and procurement provides greater economies of scale, enables increased consistency in testing procedures, and enhances our brand penetration through our ability to serve more customers in remote areas, thereby improving the overall efficiency of our diagnostic services. We aim to continue to achieve economies of scale in both procurement and service provision as we expand our network to serve our customers’ needs.

The chart below sets forth details of our operational network as of June 30, 2024:



Customer touchpoints

Operational Facilities	As of	As of March 31, 2024

	three months ended			
	June 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Diagnostic centres				
- Hub centres	13	13	12	12
- Spoke centres (small)	23	23	19	18
- Spoke Centres (Medium, CT Machine)	11	10	10	10
- PPP	2	2	2	1
Total	49	48	43	41
Sample collection centres				
Self-operated	5	4	8	2
Franchised	161	142	123	111
Total sample collection centres	166	146	131	113
Total customer touchpoints	**215**	**194**	**174**	**154**

Laboratories

Operational Facilities	As of three months ended	As of March 31, 2024		
	June 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Central reference laboratory	1	1	1	1
Satellite laboratories^	8	8	7	6
Total	**9**	**9**	**8**	**7**

^ *Our satellite laboratories are co-located with certain hub centres for ease of operation.*

Diagnostic Centre Network

Our diagnostic centres are for the purpose of walk-in customers as well as our institutional customers to provide their samples for pathology tests and/or to receive radiology tests, depending on the nature of the test sought. As of June 30, 2024, we had a total of 49 diagnostic centres of which, we had 13 hub centres, and 36 'spoke' diagnostic centres which include 11 medium centers, 23 small centres and 2 centres operated under public-private partnership ("**PPP**") model. Our diagnostic centres are designed in accordance with certain specifications, which include requirements in relation to design of work area, physical infrastructure and placement of technical equipment, with an aim to provide our customers with uniformity of experience for every visit.

Hub Centres

Our hub centres are located at locations including various parts of Kolkata, Nadia, Bardhaman and northern parts of West Bengal, and Guwahati in Assam. Recently, in February 2024, we established our largest hub centre in New Town, Kolkata, which houses our most advanced equipment. Going forward, we expect this centre to contribute materially to our revenue.

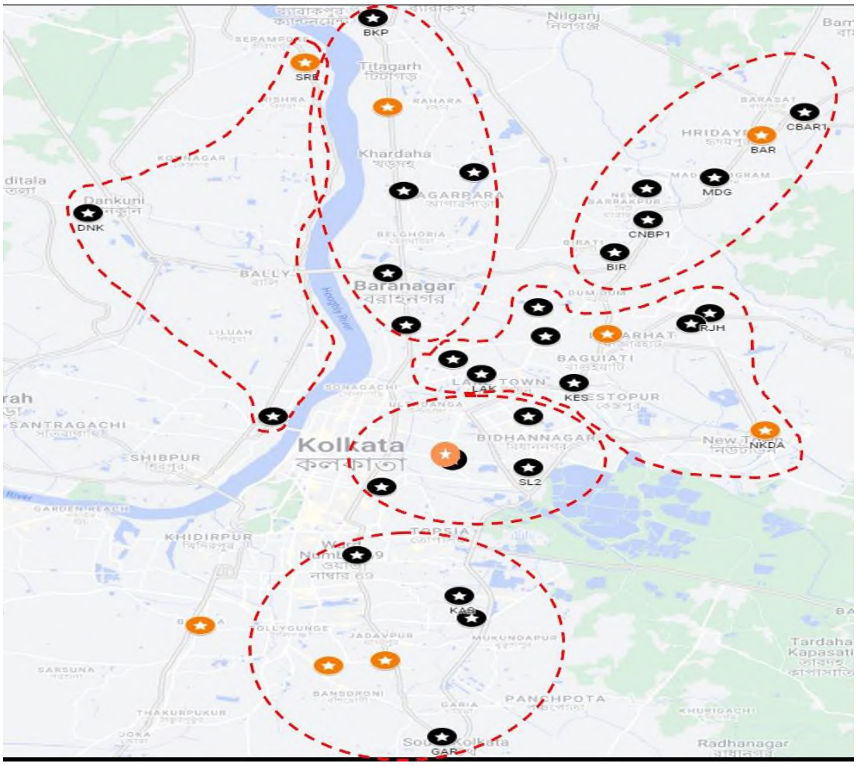
These centres are equipped to collect all pathology samples required for our tests and conduct basic and advanced radiology tests such as MRI scans and multi slice CT scans offered by us, depending on the requirements of the cluster in which the hub centre is located. Our hub diagnostic centres house advanced radiology equipment for x-rays, ultrasounds and color doppler, digital mammography, bone density scans, and MRI, and multi slice CT scans. Customers either visit the hub centre directly or are referred by our diagnostic centres. Our hub centres also serve a collection point for samples coming from our institutional clients. Our hub centres housing around 30 to 40 doctors and employees and typically range from 5,000 to 8,000 square feet in area.

Spoke Centres

Our medium and small diagnostic centres are located at various parts of Kolkata, Hooghly, Mednipur, Bardhaman, and northern parts of West Bengal, Boring Road in Bihar and Shillong in Meghalaya. Our centre in Shillong, Meghalaya is operated through our investee entity, Suraksha Salvia LLP, under a public-private partnership model. One of our spoke centres is operated on a PPP model between a medical college and hospital and our Group Company, Suraksha Diagnostic & Eye Centre Private Limited, in Kolkata, West Bengal and managed by our Company.

Our spoke centres are equipped to conduct all pathology sample collection and certain basic and intermediate radiology tests offered by us. Customers who visit our diagnostic centres, but require advanced radiology tests such as MRI scans are transferred to hub centres, for their specific needs. Our medium and small 'spoke' centres house around 20 to 25 and 12 to 15 doctors and employees respectively, and measure around 2,500 to 5,000 square feet and 1,500 to 3,500 square feet respectively.

Set forth below is a map illustrating the 'hub and spoke' model in our diagnostic centre network in Kolkata, West Bengal, representing clusters formed by combining our hub centres (in orange) and our spoke centres (in black):



Polyclinic Chambers

A majority of our diagnostic centres house typically between 2 to 6 polyclinic chambers hosting doctors providing out-patient consultation. Doctors visiting our polyclinics range across almost all specialties and super-specialties, which includes general physicians, pediatricians, gynecologists, surgeons, cardiologists, neurologists, and super-specialists such as rheumatologists, oncologists, hematologists, and nephrologists. The table below set forth details of our polyclinic chambers as of specified dates:

	As of June 30, 2024	As of March 31, 2024		
		Fiscal 2024	Fiscal 2023	Fiscal 2022
Polyclinic chambers	126	120	108	101

Home Collection Service

Home collection service is a key part of our customer-centric approach, as we strive to provide convenient and quality services to our consumers. Our home collection service allows samples to be collected from our consumers' locations, such as their homes or offices. The collected samples are then transported in a specially designed transportation box to the designated diagnostic centre. Samples are then delivered to our laboratories, depending on the nature and complexity of the tests required.

Sample Collection Centres

Our sample collection centres are usually located near hospitals, nursing homes, pathology labs, clinics, among other places. Such centres do not carry out testing, and usually cater to an area of 1 to 5 km radius. These centres have basic equipment in the form of a refrigerator and a centrifuge, and employ minimal staff, such as a receptionist, phlebotomists, attendants, and delivery staff. We enter into franchisee patient service agreements with local entrepreneur and doctor run clinics. As of June 30, 2024, 5 of our sample collection centres were owned and operated by our Company and 161 sample collection centres operated on a franchisee basis. We ensure that all sample collection centres adhere to strict quality, hygiene, and reliability standards by providing a detailed Standard Operating Procedure (SOP), which outlines the necessary thresholds. To maintain consistency collection vials are supplied directly by our company, and our logistics team oversees both the sample pickup and transit to ensure safety and timeliness. Additionally, our audit team oversees process of the collection centres on a sample basis to verify compliance with the SOP.

Laboratory Network

As of June 30, 2024, our laboratory network consists of one flagship central reference laboratory and 8 satellite laboratories, which are co-located with certain hub centres for ease of operation. 3 of our laboratories are accredited by NABL and 3 of our advanced diagnostic centres hold NABH accreditations. Our flagship central reference laboratory holds the College of American Pathologists accreditation. As of June 30, 2024, we provide diagnostic services and having a reference laboratory in East and North-East India holding the College of American Pathologists accreditation. Sample transits between diagnostic centres and laboratories, are serviced by third-party logistics couriers.

Central Reference Laboratory

Our flagship central reference laboratory, spread over an area of 40,000 square feet was established in 2018 and is co-located with our registered office and corporate office at New Town, Kolkata. Our central reference laboratory has several analytical departments including (i) clinical biochemistry; (ii) haematology and clinical pathology; (iii) histopathology, cytopathology and immune histochemistry (iv) microbiology and serology; (v) molecular pathology; and (vi) cytogenetics. It receives routine and specialized testing requests and related samples for testing from our hub centres, diagnostic centres and satellite laboratories, and is equipped to collect all pathology samples required for our tests. Our flagship central reference laboratory holds the College of American Pathologists accreditation.

Satellite Laboratory Network

5 of our satellite laboratories are located in West Bengal. We also have one satellite laboratory each in Bihar, Assam and Meghalaya. They receive routine and specialized testing requests and related samples for testing from our hub centres and diagnostic centres. Our satellite laboratories carry out routine and certain specialised tests in the areas of clinical biochemistry, basic serology, cytopathology, clinical pathology and haematology. Some of our laboratories also provide anatomic pathology and basic microbiology testing services. Certain of our satellite laboratories hold NABL accreditations.

Process of establishing new diagnostic centres

We have an experienced projects team which identifies new locations for setting up our diagnostic centres. Our team identifies new locations for expansion opportunities based on the following parameters :

- *Market analysis*: Assessment of the demand for diagnostic services in different areas by observing the population density, demographics (age, income levels), existing healthcare infrastructure, and competition.
- *Accessibility*: Easy accessibility to our target customers, whether in a commercial area, residential area or near medical facilities, in terms of factors such as proximity to public transportation, parking availability, and visibility.

- *Space requirements*: Assessment of the size and layout required for our diagnostic centre based on our standard requirements for opening new centres.
- *Infrastructure and utilities*: Accessibility to essential utilities such as electricity, water, and internet connectivity and evaluation of the condition of the building and need for renovations or upgrades.
- *Competitive landscape*: Analysis of existing diagnostic centres in the area to understand their services, pricing, and reputation. Identifying gaps in service offerings or areas with high demand but limited competition.
- *Potential partnerships*: Partnership opportunities with local healthcare providers, clinics, or hospitals to establish referral networks and enhance our credibility.
- *Community needs*: Assessment of community healthcare needs and preferences through surveys or focus groups to gather insights from potential customers. Further through assessment of patient visits from different locations to identify need of diagnostic centres in such locations.
- *Financial feasibility*: Evaluation of costs associated with leasing as well as ongoing operational expenses and calculation of potential revenue based on projected patient volume.

Our Diagnostic Services

We offer a one-stop solution for pathology and radiology testing services through our operational network. We offered a comprehensive range of 2,300+ tests that cover a range of specialties and disciplines, as of June 30, 2024.

Routine Pathology Tests

Routine tests generally are performed on whole blood, serum, plasma and other body fluids and samples such as microbiology samples. Our routine tests include basic biochemistry, basic haematology, clinical pathology and surgical/anatomic pathology, microbiology and cytology tests. All tests are done on high throughput automated equipment and/or instruments with integrated software systems. These tests measure various important health parameters such as the functions of the kidney, heart, liver, thyroid gland and other organs and cancer diagnosis. They also provide information to physicians in advising treatments/management for the underlying disease conditions and clinicians in advising life-style changes as and where required, for their patients.

Specialized Pathology Tests

Specialized tests include (i) advanced biochemistry tests such as protein chemistry involving liquid chromatography mass spectrometry, immunoassays, protein electrophoresis, , and osmolarity test; (ii) haematology tests such as immunological parameters with lyphocheck immunoassays, flowcytometry and high performance liquid chromatography ("**HPLC**"); (iii) advanced microbiology tests such as automated blood culture systems ("**BATEC**") for blood cultures and mycobacterium tuberculosis ("**MGIT**"); (iv) histopathology tests such as immunohistochemistry tests and fine needle aspiration cytology; and (v) molecular pathology tests such as cytogenetics including karyotyping, Fanconi's anemia stress cytogenetics and other molecular diagnostics techniques such as real-time reverse transcription – polymerase chain reaction ("**RT- PCR**"). Given their complexity, these tests require highly skilled, well-trained personnel and high precision equipment and/or instruments of sophisticated technology, specialized collection and transport methods, which are properly incorporated into our operations.

Basic and Intermediate Radiology Tests

Basic and intermediate radiology tests include neuroradiology, gastrointestinal ("**GI**") diagnostics such as ECG, X-rays, CT scans, ultrasounds, and mammography. X-rays are used to detect bone disease, degeneration, fractures, dislocations, infections and tumours by examining parts of body such as bones, chest and abdomen. We offer different types of basic X-rays, including abdominal, barium, bone, chest, extremity and neck, among others. Ultrasounds are used from confirming and dating a pregnancy to diagnosing a wide variety of conditions affecting the organs and soft tissues of the body, including the heart and blood vessels, liver, gallbladder, spleen, pancreas, kidneys, bladder, uterus, ovaries, eyes, thyroid, and testicles. We offer a variety of special types of ultrasounds such as echo that creates images of blood flow through vessels or blood pressure to determine the speed of the blood flow and any obstructions. We also offer conventional and 3D mammography, breast USG and biopsies to detect breast cancer and other abnormalities in the breast.

Advanced Radiology Tests

Advanced radiology tests include specialized CT scans and MRI scans which require advanced machinery to conduct such tests. We offer (i) CT scans to provide more detailed image of the organs, bones, soft tissue and blood vessels and detect medical conditions such as communicable diseases, trauma, musculoskeletal disorders, appendicitis, heart disease, and cancer; and (ii) MRI scans to examine various parts of body which include spinal cord, bones and joints, breasts, heart and blood vessels and other internal organs such as breast, prostate gland, uterus and liver and diagnose various medical conditions such as endometriosis. We also offer specialized Cardiac CT to measure calcium levels and the state of cardiac arteries, to determine cases of occlusion, 3D rendering of CT images to assist surgeons pre-surgery. We conduct studies related to epilepsy, Alzheimer's studies and spectroscopy. In addition, we conduct functional MRIs to resolve approach before brain surgery. We also offer advanced USG to identify foetal profile, foetal echocardiography and placental blood flow, and penile ultrasounds for infertility studies. Some of our diagnostic centres are also capable of conducting folliculometry for ovarian egg maturity, interventional USG, CT guided biopsy, and bone density scan also called dual-energy X-ray absorptiometry ("**DEXA**"), to measure the bone density of spine, pelvis, lower arm and thigh and detect osteoporosis.

Preventive and Wellness Services

Given our ability to provide integrated diagnostics services across our centres, we are able to provide a comprehensive preventive and wellness services offering for our customers. Our experience in pathological testing and radiological testing has allowed us to selectively combine diagnostic tests into various service packages to assist customers seeking to monitor their health and to prevent and/or treat diseases and other health conditions. These packages are a combination of a variety of early detection and diagnostic tests to screen selected diseases and disorders with primary focus on life-style diseases. Based on age, sex, clinical history, parental history and affordability, we offer options of several packages. We also provide special wellness packages customized for healthcare needs specific to men and women respectively. With an aim to create awareness among the general population, we also conduct free health camps focused on common health ailments for corporate entities or large residential communities.

Our Customers

Our diagnostic centres cater to individual customers and institutional customers.

Individual Consumer Business/Business-to-Consumer segment ("B2C segment")

Our B2C segment, or individual consumer business, constitutes 93.83% of our revenue for operations for Fiscal 2024. Our individual consumer business consists of consumers who typically walk-in to our different diagnostics centres or use our home collection services. We actively market to our individual consumers and believe that such consumers choose us based on our strengths, particularly, our strong brand, integrated services model, quality of our diagnostic services, centre infrastructure and customer experience, convenience of our operational network and home collection in our core geography.

Our individual consumer business customers comprise of: (i) customers who visit our diagnostic centres and avail our services as per our price list; (ii) customers whose samples are collected at their residence and processed by us; and (iii) customers who avail our services basis discretionary discounts provided by us as part of our various marketing and other initiatives. In addition, we also provide diagnostics services to employees of certain companies including pre-employment checks. This category of customers typically pays on a negotiated fee-for-service basis. We also serve customers who are employees of Government companies or are covered under Government initiatives or are beneficiaries of life/health insurance policies and choose to undergo tests at our diagnostic centres. We provide services under the West Bengal Health Scheme in West Bengal and under the Central Government Health Scheme to patients across West Bengal, Bihar, and Assam.

Institutional Business/Business-to-Business segment ("B2B segment")

We provide diagnostics services to our institutional customers, including their employees. These institutional customers include other smaller laboratories and hospitals, whose customers requires diagnostic services (pathology and/or radiology services), and the samples collected by them are sent to our laboratories for analysis.

Logistics and Procedures

Logistics and Sample Tracking

We have implemented a cluster based "hub and spoke" model, whereby samples are collected across multiple centres/locations within a cluster for testing at a predesignated laboratory for centralized diagnostic testing. Samples are collected at our diagnostic centres, other laboratories, hospitals, corporate sites and home collection. Once collected, a sample is transported to a laboratory capable of processing the specific type of test sought, which could be a nearby satellite laboratory or in the event a test sought is of certain specialized nature, to our central reference laboratory.

We believe that an efficient logistics network is critical to maintain quality of samples collected by us. Our laboratories within each cluster are connected through a logistics network comprising of our in-house logistics team and third-party logistics team. The samples collected are transported, under the requisite temperature controlled conditions, to our laboratories via road networks. Our dedicated logistics team is responsible for monitoring, in real time, daily shipments from all locations, recording the status of the shipment from the time of collection of the sample, until it arrives and is accepted at our laboratories.

Sample Receipt, Registration and Barcoding

To ensure a smooth process of identification and tagging of samples, our sample vials are pre-labelled with barcodes. This ensures that each sample is easily traceable throughout the testing process. When a sample (such as blood, urine, or tissue) is collected from a patient in such pre-barcoded vials, the barcode is scanned and linked to the patient's information in our database. Samples are transported from collection points to our laboratories. Upon arrival, they are checked in and logged into the system and it is verified that the samples match their corresponding requisition forms and ensured that all necessary information is accurately recorded. Depending on the testing requirements, samples undergo various processing steps. Once testing is complete, results are reviewed, interpreted, and reported.

Testing procedures

Most of our pathology tests are conducted through fully automated systems. The samples are placed in the testing equipment, which are interfaced with our customized LIMS which allows medically defined protocols to be configured. The testing equipment can take instructions from LIMS after it reads the sample barcode and automatically connects to LIMS for customer and test details. The process is fully automated, and once the equipment and/or instrument concludes the testing, the results are automatically uploaded into LIMS under the relevant barcode. Authorized signatories of the department closely monitor the results and, wherever needed, order re-check. Validated results, if relevant, are then transferred into LIMS for medical review by laboratory doctors and authenticate the results in reports. The LIMS application is hosted on a reliable cloud database.

Reports

We prepare detailed reports which include the precise values of the parameters requested with the biological reference ranges and the methodology followed. Once the results are ready, the customer gets a trigger through a SMS to download the report through email, our web portal/website or collect the reports from the centre. Doctors at our polyclinics are available for further consultation and to discuss and clinically correlate the test reports with our customers.

Sales and Marketing

We have invested and expect to continually invest in sales and marketing activities. We have a dedicated team to coordinate our sales and marketing activities and promote our brand. We market our brand through advertising campaigns through mediums such as print, social media and outdoor advertising, organizing health awareness programs and community events, providing discount offers and health packages to target groups. We also engage in search engine optimization and search engine marketing to increase the visibility of the 'Suraksha' brand. We generate our sales leads through various modes such as our sales representatives who reach out to doctors, clinics and other healthcare providers, through engaging with key opinion leaders, and forging corporate partnerships. Our customer relationship management systems are employed to manage customer data, track interactions and follow up with leads.

Quality Assurance

Our quality assurance team possesses experience in maintaining various accreditation and certification standards such as CAP, NABH, NABL and ISO standards. We participate in the elective and compulsory external inspections and proficiency testing programs required by the Government of India and other applicable regulatory agencies. We have systems in place to emphasize and monitor quality systems and maintain reporting standards within our operational network.

Laboratory Quality Assurance

Our quality assurance system enables a process-oriented approach to ensure quality testing through use of standard operating procedures, management of documents and records, implementation of quality control, external quality assessment (including proficiency testing) and robust internal audits. Our quality assurance system covers the entire value chain of our laboratory operations. Besides core laboratory operations and front-end services, our quality assurance system extends to physical infrastructure, procedures for purchase and inventory management, equipment and instrument maintenance, customer services, human resource management and process improvement.

Our set-up of certain diagnostic centres and satellite laboratories are based on the guidelines of the NABL. We have adopted standard operating procedures for our diagnostic centres designed to improve processes for customers preparation and collection, handling, storage and transportation of samples, as well as to ensure accurate and timely delivery of test results. We have an intensive program of quality assurance in place so as to be able to meet the industry standards in clinical laboratory testing. The laboratories participate in extensive proficiency testing programs such as those of College of American Pathologists for hematology, histopathology, microbiology, serology, cytopathology, Biorad clinical chemistry for biochemistry, LC-MS, and molecular pathology.

3 of our laboratories are accredited by NABL. Our flagship central reference laboratory holds accreditations from CAP and NABL and certification from ISO 9001:2015 (for quality management system in medical laboratories).

Imaging Quality Assurance

Our imaging quality assurance committee is designated to provide confidence in radiation safety, maintain the optimal diagnostic image quality and ensure the consistent provision of prompt and accurate diagnosis. Our imaging quality assurance system essentially consists of an organized set of activities and processes that ensure proper record keeping, equipment are functioning properly and providing satisfactory diagnostic information in a timely manner with minimum radiation exposure to customers and staff, validation of imaging reports, and administrative procedures to ensure uniform application of recommended techniques throughout the network centres.

Although 3 of our diagnostic centres are accredited by NABH, we endeavour to adhere to the recommended standards set by NABH for our diagnostic centres that provide radiology testing services. As a part of quality assurance effort, our quality assurance team conducts quality assessment through regular review.

Quality assurance also encompasses other facets of our services including turnaround time and customer satisfaction. Using quality assessment techniques, our diagnostic services employ a variety of programs to monitor critical aspects of service to our customers.

Information Technology

We leverage our information technology ("**IT**") capabilities to enable superior care for our patients and convenience. Our IT infrastructure is designed to satisfy the requirements of our operations and support the growth of our business. It helps to ensure the reliability of our operations as well as the security of our patient information.

Our diagnostic centre operations are supported by front-end centralized information technology platform. We use Laboratory Information Management System ("**LIMS**") to automate laboratory workflows, manage samples, test results and associated data for pathology tests, a fully integrated Radiology Information Systems ("**RIS**") - Picture Archive and Communication Systems ("**PACS**") to manage radiology workflows, archive and access images from multiple modalities and locations for radiology tests. Our front-end information technology system enables us to (i) achieve standardization across our operations; (ii) reduce incidence of errors due to human intervention; (iii) monitor technical operations; (iv) closely track our key performance metrics and maintain the turn-around time ("**TAT**"); (v) provide convenience to our consumers and customers, by allowing them to book appointments, complete registration and access test reports online; and (vi) allows consumers to make payments online (via a secured gateway). We have also adopted certain back-end applications to ensure seamless integration of our IT systems and efficient management of our operations.

The main components of our technology architecture include the following:

Laboratory Information Management System

LIMS application manages the complete customer lifecycle from processing of collected samples to report delivery. LIMS supports processing of samples labelled with pre-printed barcodes to ensure accurate reporting. Laboratory analysers are integrated with bi-directional interface for seamless and accurate transfer of results to the reporting system. Delta checks and validation are an integral part of the application. The application also supports omni channel (at diagnostic centres, SMS, email and portal) delivery of reports.

Radiology Information System

RIS/PACS application manages the workflow of radiology testing services. The RIS/PACS application is tightly integrated with registration and dispatch systems. The centralized PACS is enabled with latest digital imaging and communications in medicine ("**DICOM**") viewer with high end functionalities such as maximal inspiratory pressure ("**MIP**"), multi-planar reformatting ("**MPR**") and 3D. Modality work list interface ensures bi-directional integration between RIS and imaging modalities.

Backend Applications

Our Company has adopted back-end centralized LIMS and Enterprise Resource Planning ("**ERP**") system which allow us to more efficiently manage every aspect of our operation, including optimal utilisation of our equipment, billing and receivables management, inventory management, central purchasing and financial controls.

Privacy and Security of User Data

Data security and privacy of customer data are integral and crucial aspects of our information management practices. Customer demographic and clinical details captured during the registration and testing process are stored on secure servers within our designated data centre and laboratories and hosted on a reliable cloud database. These servers are accessible only to authorized personnel, ensuring that customer data remains protected and that sensitive information is handled with the utmost confidentiality and integrity. Access to customer data and reports is facilitated exclusively through secure sockets layer ("**SSL**") enabled web portals. These portals are currently safeguarded by password protection.

Tailored Customer Program and Interface

Customer centricity is one of the key drivers to our technology platform which offers customer an easy and convenient way of accessing their reports. Customers can access their reports through SMS, email and secured web portal. Customers can track the sample status through a client portal.

Data Collection and Analytics

As part of the registration and testing process, considerable amount of demographic data and test results are captured and stored in our secured servers. Periodic analysis of this data gives us insights into the prescription patterns and seasonal trends which helps us to improve our operational efficiency. Analytics also helps us to finetune our wellness and preventive health check offerings. As part of its ERP system, the Company uses reliable tools for data analysis.

Data Recovery

Data protection, data loss prevention and business continuity are ensured through streamlined backup. We perform regular backups of patient health records and store backup in a secure, offsite location. We also test data recovery procedures periodically to ensure data can be restored in the event of a loss.

Suppliers

Our key suppliers include a diverse range of leading multinational equipment, instrument, reagent and film manufacturers, including some vendors who sell more than one range of products. We purchased basic and advanced radiology and pathology equipment and instruments from HORIBA, Schiller Healthcare India, Beckman Coulter, ITDOSE, Boston Ivy, Siemens Healthineers, Wipro GE Healthcare, bioMérieux, Biorad, BPL Medical Technologies Limited, Carestream Health India, Roche Diagnostics India, Samsung India Electronics, Becton Dickinson India, and Phillips India. We own some of the radiology and pathology equipment and instruments used by us. We typically rent most of the laboratory equipment and instruments from various vendors, including Siemens Healthineers. Roche Diagnostics India, HORIBA, Biorad Laboratories and Qiagen India under reagent rental arrangements. Further, our reagent rental agreements typically require us to meet minimum purchase commitment levels on either a monthly basis or on an annual basis.

Our top 10 suppliers for the Fiscal 2024 and three month period ended June 30, 2024 (in no particular order), Biorad, Boston Ivy, Phillips India, Samsung India Electronics, Siemens Healthineers, Wipro GE Healthcare, Carestream Health India, R.A. Enterprises, VIBGYOR, contributed to more than 50% of equipment, instrument, reagent and film manufacturers, including some vendors who sell more than one range of products. One of our top 10 suppliers for Fiscal 2024 and three month period ended June 30, 2024 have not been disclosed here due to non-receipt of consent. Further, contribution of each individual supplier has not been separately disclosed to preserve confidentiality. One of our top 10 suppliers for Fiscal 2024 and three month period ended June 30, 2024, R.A. Enterprises, is also a member of our Promoter Group. The table below depicts the contribution of our top 10 suppliers in the for the periods indicated below:

Particulars*	**Total cost of supply as a percentage of total revenue from operations in three months period ended June 30, 2024 (%)**	**Total cost of supply as a percentage of total revenue from operations in Fiscal 2024 (%)**	**Total cost of supply as a percentage of total revenue from operations in Fiscal 2023 (%)**	**Total cost of supply as a percentage of total revenue from operations in Fiscal 2022 (%)**
Supplier 1	3.28	10.52	7.74	14.47
Supplier 2	2.39	5.30	3.87	6.88
Supplier 3	2.12	2.81	2.26	2.65
Supplier 4	1.31	1.81	2.05	1.73
Supplier 5	1.22	1.83	1.60	1.56
Supplier 6	1.10	1.61	1.07	1.30
Supplier 7	0.73	1.41	1.03	1.29
Supplier 8	0.69	1.08	0.85	1.03
Supplier 9	0.66	1.07	0.70	0.98
Supplier 10	0.51	0.64	0.69	0.81
Total	**14.01**	**28.08**	**21.86**	**32.7**

Note: While we have mentioned the names of our top 10 suppliers above, we have anonymised for the purpose of contribution. The suppliers mentioned above are the top 10 suppliers in terms of our purchases for Fiscal 2024 and may not necessarily be a part of the top 10 suppliers for Fiscal 2023 and 2022.

Equipment and Instruments Maintenance

The timely and effective maintenance of our equipment and instrument is essential for our operations. We do not own majority of our laboratory equipment and instead typically source them on a placement basis from various vendors under equipment and product supply agreements or reagent purchase agreements with terms ranging between 5 and 6 years and consisting of 3 preventive maintenance visits. In certain cases, where we purchase the equipment, we are typically provided with supplier warranties for any defects, malfunctions and repairs required. We also enter into annual maintenance contracts or comprehensive maintenance contracts for most of our equipment with the respective manufacturers or their authorized dealers, under which the manufacturer or dealer is responsible for the maintenance and repair of equipment. In addition, such maintenance contracts make the manufacturer or dealer responsible for replacing spare parts at their own cost.

Competition

Our business is highly competitive and we face competition from organized as well as unorganized providers.

Particularly, diagnostic chains such as Agilus Diagnostics Limited, Dr. Lal Pathlabs Limited, Metropolis Healthcare Limited, Thyrocare Technologies Limited, and Vijaya Diagnostic Centre Limited are considered as our competitors since they either operate in the same line of business or have the same product portfolio as our Company. (*Source: CRISIL Report, as replicated on page 200).* For further information regarding the highly competitive nature of our industry, see "*Industry Overview*" beginning on page 146.

We believe the strength of our brand, integrated services model, quality of our diagnostic services, centre infrastructure and customer experience, convenience of our operational network and home collection in our core geography are important differentiating factors in customers choosing us as their preferred diagnostic service provider, which helps us in retaining our customers, and sets us apart from our competitors. Please see below a table providing comprehensive analysis with our comparable listed peers:

As at and for three month period June 30, 2024					
Key Performance Indicators	**Suraksha Diagnostic**	**Dr Lal PathLabs**	**Metropolis Healthcare**	**Thyrocare**	**Vijaya Diagnostic**
Revenue from operations[1]	607.32	6,019.00	3,133.55	1,569.10	1,562.17
Restated profit for the period[2]	76.67	1,078.00	381.10	239.40	315.05
EBITDA[3]	217.21	1,906.00	812.71	462.60	648.01
EBITDA Margin [4]	35.77%	31.67%	25.94%	29.48%	41.48%
Return on Equity (in %)[5]	4.33[#]	NA	NA	NA	NA
Return on Capital Employed (in %)[6]	6.32[#]	NA	NA	NA	NA
Net debt/equity[7]	0.16	NA	NA	NA	NA
Average revenue per patient[8]	2,146.01	835.97	1,030.77	382.71	1,627.26
Average revenue per centre [9]	12.39	NA	NA	NA	NA
EBITDA per patient [10]	767.53	264.71	267.34	112.83	675.01
Key Operational Indicators					
Number of tests per patient[11]	5.58	2.93	2.07	9.93	3.52
Revenue generated from East India (%)	100%	NA	NA	NA	3%
B2B revenues	6.52%	NA	37%	94%	7%
B2C revenues	93.48%	NA	54%	6%	93%
Revenue from radiology	46.52%	NA	NA	8%	38%
Revenue from pathology	49.75%	NA	NA	88%	62%
Revenue from Covid-19 tests	0.03%	NA	NA	NA	NA
Number of Centres	49	NA	NA	NA	NA
Number of Laboratories	9	NA	204	30	NA
Number of NABL accredited labs	3	37	28	25	17
Number of patients served	0.28	7.2	3.04	4.1	0.96
Number of patients served per centre	5,776	NA	NA	NA	NA
Number of tests performed	1.58	21.1	6.3	40.7	3.38
Number of Small, Medium and Large centres & public private partnerships (PPP)[12]	Large-13 Medium-11 Small- 23 PPP-2	NA	NA	NA	NA
Customer touch points (CTP) - No. of Centres - Collection Centres (Franchisee) - Company Owned Collection Centres Total	 49 161 5 **215**	NA	NA	NA	NA
Number of doctors (radiologists, pathologists and microbiologists)	278	NA	NA	NA	NA
- Radiologists	255	NA	NA	NA	NA
- Pathologists	19	NA	NA	NA	NA
- Microbiologists	4	NA	NA	NA	NA
Number of CT & MRI machines	CT-24 & MRI-13	NA	NA	NA	NA

Notes

**For Suraksha Diagnostic, all values above have been taken from Restated Consolidated Financials. For others, all values above are considered on a consolidated basis (Source: CRISIL Report. Please see section titled "Industry Overview", heading titled "Competitive landscape - Operational overview - Realisation of players considered (As of June 2024)" on page 207.)*

1. *Revenue from Operations = Revenue from Operations*
2. *Restated profit for the year/period = Profit after Tax*
3. *EBITDA is calculated as restated profit for the year plus exceptional items, tax expenses, finance costs, depreciation, and amortization expense.*
4. *EBITDA Margin is the percentage of EBITDA divided by revenue from operations*
5. *Return on Equity is calculated as restated profit for the year/period divided by average equity*
6. *Return on Capital Employed is calculated as a percentage of EBIT (i.e., calculated as restated profit for the year/period before tax expenses and finance costs) divided by capital employed (i.e., total equity plus total borrowings, lease liabilities, deferred tax liabilities excluding right of use assets and other intangible assets and intangible assets under development).*
7. *Net Debt to Equity is calculated as Net Debt (i.e., Total Borrowings and Lease Liabilities less Cash and Bank Balances) divided by Total Equity*
8. *Average revenue per patient is calculated as revenue from operations divided by the number of patients served.*
9. *Average revenue per Centre is calculated as Revenue from operations divided by number of Centers*
10. *EBIDTA per Patient is calculated as EBITDA divided by the number of patients served*
11. *Number of tests per patient visit is calculated as number of tests divided by number of patients served*
12. *Large Centres include MRI, CT scan machine, USG, Xray, Cardio and Sample collection; Medium Centre includes CT scan machine, USG, Xray, Cardio and Sample collection; Small centres include USG, Xray, Cardio and Sample collection.*

Intellectual Property

The trademarks of our primary operating brand ' Suraksha ' (Trademark (TM) Registration No.: 1257149 under Class:42) and ' Suraksha ' (Trademark (TM) Registration No.: 2684022 under Class:44) is currently registered in the name of our Group Company, Suraksha Diagnostic & Eye Centre Private Limited ("**SDECPL**"). Pursuant to a deed of assignment dated April 1, 2024, SDECPL has undertaken to assign the rights to our Company. The transfer of registration of the trademarks are currently ongoing. We have also filed applications for the registration of our word trademark 'Suraksha' under class 42 and 44 of the Trade Mark Act, 1999, our corporate logo ' Suraksha Clinic & Diagnostics ', under class 42 and 44 of the Trade Mark Act, 1999 and our logo ' Suraksha DIAGNOSTICS ' under class 42 and 44 of the Trade Mark Act, 1999', which are currently pending.

Environmental, Health and Safety matters

We are subject to Indian laws and regulations relating to the protection of the environment, human health and safety, and laws and regulations relating to the handling, transportation and disposal of medical samples, infectious and hazardous waste and radioactive materials/wastes. All our laboratories are subject to applicable laws and regulations relating to biohazard disposal of all laboratory samples. For further details, see "*Key Regulations and Policies*" beginning on page 246.

We also strive to provide employees with a safe working environment. We have formed a safety committee to oversee safety measures and also designated key personnel such as safety officer, chemical hygiene officer, safety supervisor and lab safety administrator. Our employees are trained and encouraged to use protective equipment and instruments while handling biological sample and adhere to national and local safety guidelines, including that of biomedical waste disposal. We monitor radiation levels of all the personnel working in radiation generating area. We imbibe knowledge of radiation safety practices to all our staff working in radiation zone through our regular academic programs. Safety devices are provided and the functions of which are regularly checked. Fire evacuation plans and emergency exits are displayed at provisional areas.

Corporate Social Responsibility

We have established a corporate social responsibility ("**CSR**") committee and adopted a CSR policy in line with the requirements of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014 notified by Central Government and as modified from time to time.

For the three month period ended June 30, 2024, and Fiscals 2024, 2023 and 2022, our corporate social responsibility expenditure was ₹ 1.44 million, ₹ 3.55 million, ₹ 4.04 million and ₹ 3.37 million respectively. As part of its CSR activities, the Company contributes towards funds of charitable organizations who carry out activities such as distribution of safety kits at zoological parks.

Employees

As of June 30, 2024, we have 1,506 permanent employees and contractual employees/consultants on retainer basis, including 23 laboratory doctors, 255 radiologists/other reporting doctors and 529 technical staff. Our laboratories are managed by qualified scientific staff and supervised by a team of pathologists with specializations in relevant fields of laboratory medicine.

The following table sets forth the number of our employees and consultants as of June 30, 2024:

Particulars	Number of permanent employees	Number of contractual employees/consultants	Total
Technical staff	509	20	529
Laboratory doctors	-	23	23
Radiologists and other reporting doctors	-	255	255
Other staff	664	35	699
Total	**1173**	**333**	**1506**

We organize training sessions for our employees on an ongoing basis. These training sessions are designed to train new employees on protocols involving the various testing services and patient care. These sessions are conducted by the management, and other relevant department head. We have established a learning and development team inside our Company which is in charge of planning, organizing and carrying out learning and development activities across the organization. As part of our training programs for our employees, we arrange inductions on their joining, initial role training sessions followed by on-the-job training. Their specific needs are also supported by developmental training based on feedback collected by the human resources department. In addition, employees are also required to attend safety training sessions. We also involve manufacturers of the radiology and laboratory equipment and instruments during the training to ensure the comprehensiveness of the training.

We have certain recruitment policies in place which have been developed through our experience, which establish processes such as identification of media that will attract the required talent, issuing standardized communication with job descriptions. We focus on both internal and external recruitment, and generally conduct personal interviews and examinations for shortlisting followed by final round of interviews in order to select our employees.

Insurance

Certain of our diagnostic centres, laboratories and office locations including our corporate office are insured against fire and certain special perils, including earthquake and terrorism damage. We also have several other insurance policies covering electronic equipment and instruments, medical equipment, burglary insurance, neon sign, plate and glass cover, transit insurance and money insurance. We have also obtained group mediclaim policy for our employees, covering *inter alia* maternity benefits, hospitalization arising out of psychiatric ailments and mental illnesses. Additionally, our Company is also insured against professional indemnity liability including liability arising out of breach of confidentiality, breach of contract, fraud, dishonesty and data loss. We believe that our insurance coverage is of the type and in the amounts commensurate with the nature and scope of our operations.

Property

Set forth below are details of our Company's principal properties. The table depicts the details of the property which is owned by our Company, as on June 30, 2024:

S. No.	Purpose for which the property is used	Address
1.	Registered Office	12/1, Premises N. 02-0327, DG Block, Action Area 1D, New Town, Kolkata - 700156, West Bengal
2.	Corporate Office	12/1, Premises N. 02-0327, DG Block, Action Area 1D, New Town, Kolkata - 700156, West Bengal
3.	Central Laboratory	12/1, Premises N. 02-0327, DG Block, Action Area 1D, New Town, Kolkata - 700156, West Bengal

The table depicts the details of the property which is leased by our Company, as on June 30, 2024:

S. No.	Purpose for which the property is used	Address	Lessee	Lessor(s)	Tenure
1.	Diagnostic Centre and Satellite Laboratory	No 196, Sunity Road, Sahar Cooch Behar, Ward No. 20 of Cooch Behar Municipality, PS Kotwali, District Cooch Behar, West Bengal, 736101	Suraksha Diagnostic Limited	Jayanta Roy	9 Years
2.	Diagnostic Centre and Satellite Laboratory	Mouza-Faridpur, J.L. No. 74, Touzi No. 20, C.S. Plot No. 3601, located at 101/N, Shahid Khudiram Sarani, , PS - Durgapur, Durgapur, Burdwan, West Bengal - 713216	Suraksha Diagnostic Limited	G.K. Diagnostic Private Limited	9 Years
3.	Diagnostic Centre and Satellite Laboratory	Municipal Holding No. 60 & 62, M.M Ghosh Street, Ward No - 17 Krishnanagar Municipality, P.S. Kotowali, Nadia, West Bengal - 741101	Suraksha Diagnostic Limited	Somnath Dutta, Nepal Chandra Ghosh, Apurba Ghosh and Tapan Ghosh	9 Years
4.	Diagnostic Centre and Satellite Laboratory	R.S. Dag No. 9659, L.R Khatian Nos. 1693, J.L. No 110(88), in Mouza Siliguri, P.O & P.S. Siliguri, Darjeeling, Municipal Holding No. 15/10, Udham Singh Sarani, Ashram Para, Sevoke Road, Ward No. 13 of Siliguri Municipality Siliguri,West Bengal -734001	Suraksha Diagnostic Limited	Dr. Rajendra Kumar Agarwal and Dr. Krishna Agarwal	9 Years
5.	Diagnostic Centre and Satellite Laboratory	Flat No. – A, B, C & D, Ground Floor of Palace Apartment, Mouza-Padumbasan, J.L.No. 144, P.S- Tamluk, Tamluk municipality, West Bengal - 721636	Suraksha Diagnostic Limited	Sekj Saidul Islam, Sekh Imran Ali and Sekh Firdous	9 Years
6.	Diagnostic Centre and Satellite Laboratory	Planco Shanti Awas, C-Wing, 3rd Floor, New Patliputra Colony, Boring Pataliputra Road, Patna, Bihar - 800013	Suraksha Diagnostic Limited	Sanjay Kumar and Manoj Kumar	9 Years
7.	Diagnostic Centre and Satellite Laboratory	Sri Kamakhya Tower, Village Dispur, Mouza Beltola at G.S. Road, Christian Basti, Guwahati, District: Kamrup (Metro), Assam - 781005	Suraksha Diagnostic Limited	Shyam Sundar More, Vikash Kumar Gangwal, Alka Kejriwal, Kashik Patni, Anshu Patni and Pankaj Sarawgi	9 Years
8.	Diagnostic Centre and Satellite Laboratory	Pasteur Institute Complex, Lawmali, Shillong, Meghalaya-793001	Suraksha Salvia LLP	Meghalaya Government	10 Years

In addition to the above, we also have four company owned collection centres and business premises are on leased premises.

KEY REGULATIONS AND POLICIES

Given below is a summary of certain major sector specific and relevant statutes, rules and/or policies, which are applicable to our business operations in India. Taxation statutes such as the Income-tax Act, 1961, Customs Act, 1962, the Central Goods and Service Tax Act, 2017, and other miscellaneous regulations and statutes apply to us as they do to any Indian company.

The information in this section has been obtained from various statutes, rules and/or local legislations available in the public domain. The description of the applicable statutes, rules, circulars, regulations, directions, policies and/or local legislations as given below has been provided in a manner to provide general information to the investors and may not be exhaustive and is neither designed nor intended to be a substitute for professional legal advice. The indicative summary is based on the current provisions of applicable law, which are subject to change or modification or amended by subsequent legislative, regulatory, administrative, or judicial decisions.

Under the provisions of various Central Government and State Government statutes and legislations, our Company is required to obtain and regularly renew certain licenses or registrations and to seek statutory permissions to conduct our business and operations. *For details, see "Government and Other Approvals" on page 387.*

Key Regulations applicable to our Company

The Clinical Establishments (Registration and Regulation) Act, 2010 ("CERRA")

The CERRA is a central legislation which provides for the registration and regulation of clinical establishments. Defined under the CERRA, a clinical establishment includes a place established in connection with the diagnosis or treatment of diseases where pathological, bacteriological, genetic, radiological, chemical, biological investigations or other diagnostic or investigative services with the aid of laboratory or other medical equipment, are usually carried on. The CERRA mandates the registration of a clinical establishment. Every clinical establishment is mandated to obtain a certificate of provisional registration and thereafter, upon fulfilment of prescribed standards, a certificate of permanent registration from the district registering authority which is valid for five years from the date of issue. Further, the councils established at the national and state levels under the CERRA are, *inter alia*, required to maintain registers, develop and periodically review the minimum standards to be followed by the clinical establishments and hearing appeals against orders of the district registering authority. In addition, the states in India where we operate may legislate their own clinical establishment law. For instance, the West Bengal Clinical Establishments (Registrations, Regulation and Transparency) Act, 2017 is applicable to our operations in West Bengal.

The Clinical Establishments (Central Government) Rules, 2012 ("CECG Rules")

The CECG Rules *inter alia* provide for conditions for registration and continuation of clinical establishments. In terms of the CECG Rules, clinical establishments are required to (i) charge rates for each type of procedure and service within the range of rates determined by the Central Government, (ii) display the rates in a local language as well as in English language in a conspicuous place, (iii) ensure compliance with the standard treatment guidelines issued by the Central Government and state governments, (iv) maintain electronic medical and health records of patients and statistics.

The Ministry of Health and Family Welfare ("**MoHFW**") *vide* its notifications dated May 18, 2018 and February 14, 2020 amended the CECG Rules. Through the amendment in 2018, the MoHFW introduced minimum standards for medical diagnostic laboratories (or pathological laboratories), stipulated that each clinical establishment undertaking diagnosis or treatment of diseases, pathological, bacteriological, genetic, radiological, chemical, biological investigations or other diagnostic or investigative services should carry on such services with the aid of laboratory or other medical equipment, to comply with the minimum standards of facilities and services. Through the amendment in 2020, the MoHFW substituted schedule III relating to human resources and modified the specifications therein.

Certain states in India have framed rules under the CERRA or under respective state legislation for clinical establishment, prescribing *inter alia* the powers of registration authority, procedure for registration of clinical establishments and applicable fee. These include *inter alia* the (i) West Bengal Clinical Establishment (Registration, Regulation and Transparency) Rules, 2017; (ii) Bihar Clinical Establishments (Registration and Regulation) Rules, 2013; and (iii) Assam Clinical Establishment (Registration & Regulation) Rules, 2016.

Pre-Conception and Pre-Natal Diagnostic Techniques (Prohibition of Sex Selection) Act, 1994 ("PCNDT Act")

The PCPNDT Act was enacted to provide for the prohibition of sex selection, before or after conception and for the regulation of pre-natal diagnostic techniques for the purposes of detecting genetic abnormalities or metabolic disorders or chromosomal abnormalities or certain congenital malformations or sex-linked disorders and for the prevention of their misuse for sex determination leading to female foeticide. The PCPNDT Act regulates the registration of genetic counselling centres, laboratories or clinics, and lays down conditions for performing prenatal diagnostic techniques. The PCPNDT Act prohibits any person, organisation, including genetic counselling centre, laboratory or clinic from issuing, publishing or distributing any advertisement regarding facilities of prenatal determination of sex at the genetic counselling centres, genetic laboratories or genetic clinics. The central supervisory board constituted under the PCPNDT Act is authorised to lay down a code of conduct to be observed by persons working in any genetic counselling centre, genetic laboratory or genetic clinic. The appropriate authority appointed by Central Government and the respective State Governments are conferred with powers *inter alia to* grant, suspend or cancel the registration certificate of a genetic counselling centre, laboratory or clinic. The PCPNDT Act lays down instances under which penal action may be taken against genetic counselling centres, genetic laboratories and genetic clinics including non-registration, communicating to the pregnant woman concerned or her relatives or any other person the sex of the foetus by words, signs or in any other manner by the person conducting pre-natal procedures or any other person. Contravention of any of the provisions of the PCPNDT Act shall be punishable with imprisonment for a term which may extend to three years and with fine which may extend to ten thousand rupees and on any subsequent conviction, with imprisonment which may extend to five years and with fine which may extend to fifty thousand rupees. The PCPNDT Act was amended by the Pre-Natal Diagnostic Techniques (Regulation and Prevention of Misuse) Amendment Act, 2002.

The Preconception and Pre-Natal Diagnostic Techniques (Prohibition of Sex Selection) Rules, 1996 ("PCPNDT Rules")

The PCPNDT Rules prescribe qualifications of employees, requirement of equipment for a ultrasound clinic and imaging centre. The PCPNDT Rules stipulate the format in which an application for registration should be made by such centre or clinic before the appropriate authority appointed under the PCPNDT Act and lays down the manner in which records are to be maintained and preserved by such ultrasound clinic or imaging centre. The PCPNDT Rules provide for a code of conduct and conditions to be followed by owners, employees or any other persons associated with an ultrasound clinic or imaging centre registered under the PCPNDT Act.

National Accreditation Board for Hospitals and Healthcare Providers ("NABH") Policies

NABH is a constituent board of the Quality Council of India, set up to establish and operate accreditation programme for healthcare organisations. NABH is structured to cater to much desired needs of the consumers and to set benchmarks for progress of health industry. NABH undertakes the accreditation of hospitals and healthcare organisations through certain policies including the policies & procedures for assessment, surveillance and reassessment of healthcare organisations, policy and guidelines for use of NABH accreditation/ certification mark. NABH offers a certification programme for laboratories that conduct biological, microbiological, immunological, chemical, haematological, pathological, cytological or other examination of materials derived from the human body for the purpose of providing information for the diagnosis, prevention and treatment of disease.

National Accreditation Board for Testing and Calibration Laboratories ("NABL")

NABL is an autonomous body established under the aegis of the Department of Science and Technology, Government of India. NABL provides the government, regulators and the diagnostic industry with a set of policies for laboratory accreditation through third-party assessment including policy on accreditation process and procedure, specific criteria for accreditation of calibration laboratories (mechanical, fluid flow, radiological, electro-technical & thermal calibration). Through these measures, NABL formally recognizes the quality and technical competence of testing and calibration laboratories in accordance with international standards ISO 15189:2012. NABL certification is a mandatory eligibility condition for diagnostic centres to be empanelled under the Central Government Health Scheme. Diagnostic laboratories which are not accredited by NABL may also participate in application and get empanelled under the Central Government Health Scheme but their empanelment is provisional till they are inspected by the Quality Council of India or NABL and are recommended for continuation of empanelment under the Central Government Health Scheme, however, there is no legal obligation to obtain certification from NABL.

ICMR Guidelines for Good Clinical Laboratory Practices, 2021 ("GCLP Guidelines")

The GCLP Guidelines issued by the Indian Council of Medical Research ("**ICMR**") are with the objective of promoting uniformity in maintaining quality of laboratory services. The first GCLP guidelines were issued in the year 2008. The GCLP Guidelines are a set of principles that define the quality system for the organisational process and conditions under which laboratory studies are planned and performed. The GCLP Guidelines aim to establish minimum criteria which should be followed by clinical and research laboratories involved in examining human samples, in routine healthcare delivery and clinical research, respectively. The GCLP Guidelines regulate the (i) infrastructure, (ii) personnel training, (iii) equipment, (iv) examination processes, (v) sample storage and disposal, (vi) safety and hygiene measure, (vii) ethical considerations, and (viii) quality control and management. The Atomic Energy Act, 1962 as amended (the "AE Act")

In order to ensure the safe disposal of radioactive waste and public safety, including that of persons handling radioactive substances, the AE Act empowers the Central Government to regulate the disposal of minerals, concentrates and other materials which contain uranium in excess of the prescribed proportion. The AE Act states that the Central Government may prohibit acquisition, production, possession, use, disposal, export or import of any prescribed equipment or substance, except under a license granted by it to that effect. Further, the AE Act enables the Central Government to make rules regarding premises or places where radioactive substances are manufactured, produced, mined, treated, stored or used or radiation generating plant, equipment or appliance is used. Where an offence under the AE Act has been committed by a company, every person who at the time the offence was committed was in charge of, and was responsible to, the company for the conduct of the business of the company as well as the company, shall be deemed to be guilty of the offence and shall be liable to be proceeded against and punished accordingly. The AE Act was amended in 2015 vide the Atomic Energy (Amendment) Act, 2015**.**

The Atomic Energy (Radiation Protection) Rules, 2004 (the "AERP Rules")

The AERP Rules stipulate that every person intending to use any radioactive material for any purpose, in any location and in any quantity, has to comply with the requirements of AE Act. The AERP Rules mandate every person handling radioactive material or operating any radiation generating equipment to apply for a license which may be subsequently modified, revoked or withdrawn at the discretion of the competent authority and such license is valid for a period of five years from the date of its issue. The AERP Rules lay down conditions precedent to the issue of a license as well as various compliance measures regarding inter alia maintenance of radiation protection equipment and health surveillance of workers. The AERP Rules also prescribe certain general safety guidelines, directives for emergency preparedness and accidents.

The AERP Rules also require every licensee to comply with the surveillance procedures, safety codes and safety standards specified by the Atomic Energy Regulatory Board ("**AERB**"). Every license issued, unless otherwise specified, is valid for a period of five years from the date of issuance of such license. The AERP Rules provide for radiation surveillance requirements that provide that the siting, design, construction, commission, operation, servicing and maintenance and decommissioning of facilities involving the use of radiation should be done in accordance to the specifications laid down by competent authority in the relevant safety codes and standards; the workers should be subjected to personnel monitoring and health surveillance and appropriate record of the same to be maintained; the transport of radioactive material in public domain should be in accordance to the relevant regulations pertaining to transport by different modes; and appropriate quality assurances of the premises must be maintained. We have prepared training manuals for our employees which instruct them on safety procedures to be followed while operation of radioactive materials.

Radiation Surveillance Procedures for Medical Application of Radiation, 1989 ("Surveillance Procedures")

The Surveillance Procedures provide for safety requirements and procedures to be complied with in connection with operating a radiation generating equipment. The Surveillance Procedures require that a radiology safety officer, whose appointment is approved by the AERB, be appointed with respect to the operation of radiation generating equipment.

Atomic Energy Regulatory Board – Radiation Safety in Manufacture, Supply and Use of Medical Diagnostic X-Ray Equipment AERB/RF-MED/SC-3 (Rev. 2) (the "X-Ray Code")

The X-Ray Code, issued by the AERB, governs radiation safety in design, installation and operation of X-ray generating equipment for medical diagnostic purposes. The X-Ray Code stipulates that all medical X-ray machines are required to be operated in accordance with the requirements stipulated therein and that it is the responsibility of the employer, employee and end user of medical X-ray installation equipment to ensure compliance with the stipulated provisions. The X-Ray Code mandates that only the medical X-ray machines approved by the AERB can be installed for use in compliance with the specific requirements of the X-Ray Code, including in relation to location and orientation.

The Radiation Surveillance Procedure for Medical Applications of Radiation, 1989 ("RSPM Notification")

The RSPM Notification was promulgated to ensure that procedures and installations involving radiation installations, radiation equipment and radioactive material are performed in conjunction with a pre-planned surveillance programme approved by the competent authority to ensure adequate protection. The RSPM Notification lays down that a license or an authorisation from the competent authority must be procured by anyone handling radioactive material or radiation equipment. The RSPM Notification stipulates the working conditions that are to be ensured at every medical radiation installation and provides safety guidelines regarding *inter alia* design safety of equipment, planning of radiation instalments, commissioning of radiation equipment and isolation and disposal of radioactive effluents or damaged radioactive material.

Epidemic Disease Act, 1897 as amended by the Epidemic Diseases (Amendment) Act, 2020 ("Epidemic Diseases Act")

The Epidemic Diseases Act is a central legislation that provides for the prevention of spread of a dangerous epidemic disease. It prescribes certain powers to the State government and Central Government to take special measures to prevent the spread of epidemic diseases. The Epidemic Diseases Act lays down certain enforcement measures which the State government can take to protect clinical establishments and healthcare service personnel from acts of violence including levying penalty and punishment.

Key environmental legislations

Environment (Protection) Act, 1986 (the "EP Act"), Environment (Protection) Rules, 1986 (the "EP Rules") and Environmental Impact Assessment Notification, 2006 ("EIA Notification")

The EP Act has been enacted for the protection and improvement of the environment. EP Act empowers the Central Government and State Government to take all measures to protect and improve the quality of environment, such as laying down standards for emission and discharge of environmental pollutants. It is in the form of an umbrella legislation designed to provide a framework for Central Government to coordinate the activities of various central and state authorities established under previous laws. Further, the EP Rules specify, *inter alia*, the standards for emission or discharge of environmental pollutants and restrictions on the handling of hazardous substances in different areas. The EP Rules have been amended pursuant to the Environment Protection (Second) Amendment Rules, 2022. For contravention of any of the provisions of the EP Act or the rules framed thereunder, the punishment includes either imprisonment or fine or both. Additionally, under the EIA Notification and its subsequent amendments, projects are required to mandatorily obtain environmental clearance from the concerned authorities depending on the potential impact on human health and resources.

The Water (Prevention and Control of Pollution) Act, 1974 (the "Water Act")

The Water Act provides for one Central Pollution Control Board, as well as state pollution control boards ("**State PCB**"), to be formed to implement its provisions, including enforcement of standards for factories discharging pollutants into water bodies. The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set down by the State PCB. The Water Act also provides that the consent of the State PCB must be obtained prior to opening of any new outlets or discharges, which are likely to discharge sewage effluent. The Water Act prescribed specific amounts of fine and terms of imprisonment for various contraventions. The Parliament of India has recently passed the Water (Prevention and Control of Pollution) Amendment Act, 2024, which seeks to amend the Water Act, to *inter alia*, decriminalize certain offences, increased penalties for violation of the provisions of the Water Act in the range of ₹ 10,000 to ₹ 1,500,000.

The Air (Prevention and Control of Pollution) Act, 1981 (the "Air Act")

The Air Act provides for the prevention, control and abatement of air pollution. Under the Air Act, the State Government may, after consultation with the State PCB declare, any area or areas within the State as air pollution control area or areas for the purposes of the Air Act. Pursuant to the provisions of the Air Act, must be obtained emission of air pollutants in any air pollution control area in excess of the standards laid down by the State PCB is not permitted, without prior consent of the relevant State PCB. The Air Act prescribes specific amounts of fine and terms of imprisonment for various contraventions.

Bio-Medical Waste Management Rules, 2016 ("BMW Rules")

The BMW Rules apply to all persons who generate, collect, receive, store, transport, treat, dispose or handle bio-medical waste in any form including hospitals, nursing homes and clinics. Our Company is required to obtain an authorisation under the BMW Rules for the generation of bio-medical waste to ensure that such waste is handled without any adverse effect to human health and the environment and to set up bio–medical waste treatment facilities as prescribed under the BMW Rules, including pre-treating laboratory and microbiological waste, and proving training to health care workers and others involved in handling biomedical waste. We are also required to submit an annual report to the prescribed authority and also to maintain records related to the generation, collection, storage, transportation, treatment, disposal, and/ or any form of handling of biomedical waste in accordance with the BMW Rules and the guidelines issued thereunder. The prescribed authority may cancel, suspend or refuse to renew an authorisation, if for reasons to be recorded in writing, the occupier/operator has failed to comply with any of the provisions of Environment Protection Act or BMW Rules. We have prepared training manuals for our employees which instruct them on safety procedures to be followed while disposal of biomedical waste.

Guidelines for Exchange of Human Biological Material for Biomedical Research Purposes, 1997 ("HBM Guidelines")

The HBM Guidelines, issued by the GoI, authorise the Indian Council of Medical Research ("**ICMR**") to set up a committee for consideration of proposals relating to import of biological materials, such as blood samples, for commercial purposes. Pursuant to these guidelines, ICMR has issued the "Guidance on Transfer of Human Biological Material for Commercial Purposes" ("**ICMR Guidance**"). In accordance with the ICMR Guidance, applications for import of blood samples are required to be made to the ICMR for onward consideration by a committee. Applicant companies are required to comply with, amongst others, the Guidance on Regulations for the Transport of Infectious Substances (2013-2014) and Laboratory Biosafety Manual–2004, issued by the World Health Organization, United Nations, class (6.2) specifications for packing instructions, and the Environment Protection Act, 1986, along with the rules framed thereunder.

Labour Laws

In addition to the aforementioned material legislations which are applicable to our Company, some of the labour legislations that may be applicable to the operations of our Company include:

a. Contract Labour (Regulation and Abolition) Act, 1970;
b. Employees' State Insurance Act, 1948;
c. Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
d. Payment of Gratuity Act, 1972;
e. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act and Rules, 2013;
f. Minimum Wages Act, 1948;
g. Payment of Bonus Act, 1965;
h. Equal Remuneration Act, 1976;
i. Apprenticeship Act, 1961;
j. Maternity Benefit Act, 1961, as amended; and
k. Shops & Establishment Act, 1947, along with other state-wise shops and establishment regulations, and the rules made thereunder.

To rationalize and reform labour laws in India, the Government has enacted the following codes, which will be brought into force on a date to be notified by the Central Government:

(a) **Code on Wages, 2019**, which regulates and amalgamates wage and bonus payments and subsumes four existing laws namely – the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. It regulates, inter alia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees. The Central Government has notified certain provisions of the Code on Wages, mainly in relation to the constitution of the central advisory board.

(b) **Code on Social Security, 2020**, which amends and consolidates laws relating to social security, and subsumes various social security related legislations, inter alia including the Employee's State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, Building and Other Construction Workers' Welfare Cess Act, 1996 and the Payment of Gratuity Act, 1972. It governs the constitution and functioning of social security organisations such as the Employee's Provident Fund Organization and the Employee's State Insurance Corporation, regulates the payment of gratuity, the provision of maternity benefits and compensation in the event of accidents that employees may suffer, among others.

(c) **The Occupational Safety, Health and Working Conditions Code, 2020**, consolidates and amends the laws regulating the occupational safety and health and working conditions of the persons employed in an establishment. It replaces 13 old central labour laws including the Factories Act, 1948, Contract Labour (Regulation and Abolition) Act, 1970, the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996 and the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979.

Certain portions of the Code on Wages, 2019 and Code on Social Security, 2020, have come into force upon notification by the Ministry of Labour and Employment. The remaining provisions of these codes shall become effective as and when notified by the Government of India.

Taxation Laws

Goods and Services Tax

The Goods and Services Tax ("**GST**") is levied on supply of goods or services or both jointly by the Central Government and State Governments. GST provides for imposition of tax on the supply of goods or services and will be levied by the Central Government and by the state government including union territories on intra-state supply of goods or services. Further, Central Government levies GST on the inter-state supply of goods or services. The GST is enforced through various acts viz. Central Goods and Services Act, 2017 ("**CGST**"), relevant state's Goods and Services Act, 2017 ("**SGST**"), Union Territory Goods and Services Act, 2017 ("**UTGST**"), Integrated Goods and Services Act, 2017 ("**IGST**"), Goods and Services (Compensation to States) Act, 2017 and various rules made thereunder.

Income Tax

Further, the Income-tax Act, 1961 (the "**Income Tax Act**") is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of the Income Tax Act or rules made there under depending upon its "Residential Status" and "Type of Income" involved. The Income Tax Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every company assessable to income tax under the Income Tax Act is required to comply with the provisions thereof, including those relating to tax deduction at source, advance tax, minimum alternative tax, etc. In 2019, the Government has also passed an amendment act pursuant to which concessional rates of tax are offered to a few domestic companies and new manufacturing companies.

The Research and Development Cess Act, 1986 (the "R&D Cess Act")

The R&D Cess Act provides for the levy and collection of a cess on all payments made for the import of technology. It enables the Central Government to levy and collect a cess at such rate not exceeding five per cent. on all payments made towards the import of technology. The cess shall be payable to the Central Government by an industrial concern which imports technology on or before making any payments towards such import and shall be paid by the industrial concern to any specified agency. The R&D Act provides penalty for non-payment of cess which can extend up to ten times the amount in arrears.

Foreign Investment Laws

Foreign investment in India is governed by the provisions of the FEMA Non-Debt Instruments Rules along with the FDI Policy issued by the DPIIT, from time to time. Further, the RBI has enacted the Foreign Exchange

Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 which regulate the mode of payment and reporting requirements for investments in India by a person resident outside India. The DPIIT on October 29, 2020, has issued the consolidated Foreign Direct Investment Policy of 2020, which lays down certain guidelines and conditions for foreign direct investment in various sectors. Foreign trade in India is governed by the provisions of the Foreign Trade (Development and Regulation) Act, 1992 ("**FTA**"), read along with the Foreign Trade (Regulation) Rules, 1993, provide for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India. The FTA authorize the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The FTA read with the Foreign Trade Policy, 2023, prohibit anybody from undertaking any import or export except under an importer-exporter code ("**IEC**") number granted by the Director General of Foreign Trade.

Overseas Direct Investment ("ODI")

RBI and Ministry of Finance ("**MoF**") has combined erstwhile FEMA (Transfer or Issue of Foreign Security) Regulations, 2004 and FEMA (Acquisition and Transfer of immovable property outside India) Regulations, 2015 into FEMA (Overseas Investment) Regulations, 2022, FEMA (Overseas Investment) Rules, 2022 and Foreign Exchange Management (Overseas Investment) Directions, 2022, in terms of which an Indian entity is allowed to make ODI under the automatic route up to limits prescribed by the RBI, which currently should not exceed 400% of its net worth as on the date of the last audited balance sheet.

Other applicable legislations

Consumer Protection Act, 2019

The Consumer Protection Act, which repeals the Consumer Protection Act, 1986, was designed and enacted to provide simpler and quicker access to redress consumer grievances. It seeks, inter alia to promote and protect the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. The definition of "consumer" under the Consumer Protection Act also includes persons engaged in offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. It provides for the establishment of consumer disputes redressal forums and commissions for the purposes of redressal of consumer grievances. In addition to awarding compensation and/or passing corrective orders, the forums and commissions under the Consumer Protection Act, in cases of misleading and false advertisements, are empowered to impose imprisonment for a term which may extend to two years and fine which may extend to ten lakhs.

Information Technology Act, 2002 ("IT Act") Information Technology (Reasonable security practices and procedures and sensitive personal data on information) Rules, 2011 ("IT Rules")

The IT Act and IT Rules aim to protect sensitive personal data such as medical records and history which is collected by an individual or a person who is involved in commercial or professional activities. Further, the IT Rules pose an obligation on such persons to provide a privacy policy for handling of or dealing in sensitive personal data. Such policy should be made available and should also be published on the website of the persons collecting such information.

The Digital Personal Data Protection Act, 2023 ("Data Protection Act")

The Data Protection Act provides for collection and processing of digital personal data by companies. According to the Data Protection Act, the individual to whom the data relates is termed as the data principal and any person who determines the purpose and means of processing of personal data is a data fiduciary. The Central Government may notify any data fiduciary or class of data fiduciaries as a significant data fiduciary, based on an assessment of such relevant factors as it may determine. These significant data fiduciaries will be required to fulfil certain additional obligations under the Data Protection Act including appointment of a data protection officer who will be the point of contact between such fiduciaries and individuals for grievance redressal. Further such data fiduciaries will also be required to appoint an independent data auditor who will evaluate their compliance with the Data Protection Act. The provisions of the Data Protection Act shall come into force upon being notified by the Central Government.

Trade Marks Act, 1999 ("Trademarks Act") and the Trade Marks Rules, 2017 ("Trademarks Rules")

The Trademarks Act provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement of such marks. The Trademarks Act permits registration of trademarks for goods and services and prohibits any registration of deceptively similar trademarks or compounds, among others. It also covers infringement of trademarks and falsifying and falsely applying for trademarks. As per the Trademarks Act, any person found to be falsifying trademarks shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to three years and with fine which shall not be less than fifty thousand rupees but which may extend to two lakh rupees. The Trademarks Rules provide for *inter alia* the procedures for filing an application for registration of trademarks to the Trade Marks Registry and for filing an opposition to any application for registration of a trademark.

Other Indian Laws

In addition to the above, our Company is also required to comply with other applicable laws and regulations imposed by the Central and State Governments and other authorities for its day-to-day operations, including the Companies Act and rules framed thereunder, various central and state tax laws, municipal laws, fire safety laws and legal metrology laws, to the extent applicable.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated as 'Suraksha Diagnostic Private Limited' as a private limited company under the Companies Act, 1956 pursuant to a certificate of incorporation dated March 15, 2005, issued by the Deputy Registrar of Companies, West Bengal at Kolkata ("**RoC**"). Subsequently, our Company was converted into a public limited company pursuant to a special resolution passed in the extra-ordinary general meeting of our Shareholders held on June 5, 2024, and consequently, the name of our Company was changed to 'Suraksha Diagnostic Limited', and a fresh certificate of incorporation dated July 16, 2024, was issued by the Registrar of Companies, Central Processing Centre.

Changes in the registered office

Our Company was originally incorporated with its registered office at DD-18/1, Sector-1, Salt Lake City, Kolkata - 700 064 West Bengal, India. Details of subsequent change in the registered office of our Company is set as below:

Effective Date	Details of change	Reasons for change
November 19, 2018	Change in registered office of the Company from DD-18/1, Sector-1, Salt Lake City, Kolkata - 700 064 West Bengal, India to Plot No. DG-12/1, Action Area 1D, Premises No. 02-0327, New Town, Rajarhat, Kolkata - 700 156 West Bengal, India.	Change in address due to requirement of larger space.

The Registered and Corporate Office of our Company is currently situated at Plot No. DG-12/1, Action Area 1D, Premises No. 02-0327, New Town, Rajarhat, Kolkata - 700 156, West Bengal, India.

Our main objects

The main objects of our Company as contained in our MoA are:

"To establish, construct, erect, build, organize, manage, undertake, promote, improve, equip, initiate, encourage, provide, maintain, operate, conduct, subsidize, take on lease, own and run in India or abroad Diagnostic Centres, Scan Centres, Nursing Homes, Hospitals, Clinics, Polyclinics, Dispensaries, Chemist Shops, Blood Banks, Eye Banks, Kidney Banks, Maternity Homes, Child Welfare and Family Planning Centres, Clinical and Pathological Testing Laboratories, Consulting Chambers, X-Ray and ECG Clinics, Sonography Centres, Physiotherapy Centres, Polio Clinics, Dialysis Centres, Research Laboratories & Centres, and to do all incidental acts and things necessary for attainment of the above objects."

The main objects as contained in the Memorandum of Association enable our Company to carry on the business presently being carried out.

Amendments to our MoA

Set out below are the amendments to our MoA in the last 10 years:

Date of Shareholders' resolution/Effective date	Nature of amendment
December 28, 2016	Clause V of the MoA was amended to reflect the reclassification in authorized share capital of the Company from ₹90,000,000 consisting of ₹75,000,000 divided into 750,000 equity shares of face value ₹ 100 and ₹15,000,000 consisting of 150,000 compulsorily convertible preference share of face value ₹100 to ₹7,20,00,000 divided into 720,000 equity shares of face value ₹100 and ₹18,000,000 consisting of 180,000 compulsorily convertible preference share of face value ₹100.
March 16, 2018	Clause V of the MoA was amended to reflect the increase in authorized share capital of the Company from ₹90,000,000 consisting of ₹72,000,000 divided into 720,000 equity shares of face value ₹100 and ₹18,000,000 consisting of 180,000 compulsorily convertible preference share of face value ₹100 to ₹122,000,000 divided into 1,220,000 equity shares of face value ₹100 and ₹18,000,000 consisting of 180,000 compulsorily convertible preference share of face value ₹100 pursuant to the amalgamation of

Date of Shareholders' resolution/Effective date	Nature of amendment
	Sunwell Diagnostic Private Limited with our Company.
May 17, 2024	Clause V of the MOA was amended to reflect the decrease in face value of equity shares of our Company. The authorised share capital of our Company was amended from ₹122,000,000 divided into 1,220,000 equity shares of face value of ₹100 each to ₹122,000,000 divided into 61,000,000 equity shares of face value of ₹2 each.
June 5, 2024	Clause I of the MoA was amended to reflect the change in name of our Company from Suraksha Diagnostic Private Limited to Suraksha Diagnostic Limited pursuant to the conversion of our Company from a private limited company to a public limited company.

Key awards, accreditations, and recognition

The table below sets forth some of the awards and accreditations received by our Company:

Year	Particulars
2017	Best quality in service delivery awarded by ABP News
2019	Best customer service in healthcare awarded by ABP News
2021	Business Leader of the Year organised by World Leadership Congress & Awards and certificate of excellence at the Health Conclave 2021 organised by Zee24 Ghanta
2022	Awarded the outstanding diagnostic chain of eastern Indian by ABP Ananda.
2023	Certificate of excellence in exemplary trust and commitment towards diagnostic services at the Health Conclave 2023 organised by Zee24 Ghanta

Major events and milestones

The table below sets forth some of the major events in the history of our Company. For details, also see "*Our Business*" on page 220.

Calendar Year	Details
2007	Launched the first centre of the Company at Kestopur, West Bengal.
2010	Launched centre at Khardah, West Bengal and number of operating centres increased to 5.
2013	Received first round of funding of ₹300 million from private equity investor Lighthouse Funds, through their investment entity India 2020 Limited.
2016	Number of laboratories increased to 4 and number of operating centres increased to 25.
2016	Received second round of funding of ₹ 200 million from OrbiMed Asia II Mauritius FDI Investments Limited (since amalgamated into OrbiMed Asia II Mauritius Limited), and also marked the exit of the India 2020 Limited from our Company.
2017	Acquired the business of Sunwell Diagnostic Private Limited for a consideration of ₹ 30 million.
2019	Expansion of our operations to Meghalaya through a public-private partnership with the Government of Meghalaya.
2020	Acquisition of 2 pre-existing diagnostic centres in Kolkata from Future Medical and Research Trust for a consideration of ₹67 million.
2023	Established our first 3T MRI and 128 CT at New Town

Time and cost overrun

As on the date of this Red Herring Prospectus, our Company has not experienced any time or cost overruns in respect of our business operations.

Defaults or rescheduling/restructuring of borrowings from Financial Institutions/Banks

As on the date of this Red Herring Prospectus, there are no instances of defaults, restructuring or rescheduling of borrowings availed by our Company from financial institutions or banks.

Lock-out and strikes

As on the date of this Red Herring Prospectus, there have been no lockouts or strikes at any time in our Company.

Capacity, facility creation and location of manufacturing plants

As on the date of this Red Herring Prospectus, our Company does not have any manufacturing plants. For further details of in relation to the capacity, creation of facilities and location of the manufacturing plants, please refer to the section titled *"Our Business*" beginning on page 220.

Launch of key products or services, entry in new geographies or exit from existing market

For details of key products or services launched by our Company, entry in new geographies or exit from existing markets, see "*Our Business*" beginning on page 220.

Accumulated Profits or Losses

There are no accumulated profits or losses of the Subsidiaries that are not accounted for by our Company in the Restated Consolidated Financial Information.

Significant strategic or financial partnerships

As on the date of this Red Herring Prospectus, our Company does not have any significant strategic or financial partner.

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets, in the last ten years

Except as disclosed below, our Company has not made any divestments of any material business or undertaking, and has not undertaken any material, amalgamation or revaluation of assets in the last 10 years immediately preceding the date of this Red Herring Prospectus. Further our Company has not made any material acquisitions in the last 10 years immediately preceding the date of this Red Herring Prospectus.

Scheme of amalgamation of Sunwell Diagnostic Private Limited with Suraksha Diagnostic Private Limited approved by the High Court at Calcutta on September 5, 2016

Pursuant to the scheme of amalgamation of Sunwell Diagnostic Private Limited ("**Transferor Company**") with our Company, there was a transfer of the entire business and whole of the undertaking of the Transferor Company including but not limited to all its assets, properties, land, building, tenancies, furniture & fixture, office equipment, computer software, stock in trade, investments, bank balances, cash in hand, loan, advances, balances with Government Department, prepaid expenses, right (including rights under contracts, registered or unregistered agreement, memorandum of understanding etc) deposits recoverable, advance taxes, TDS receivables, MAT Credit, Cenvat credit, VAT credit, interest accrued, other tangibles assets, intangible assets and liabilities shall without further act or deed be transferred to and be vested in or deemed to have been transferred to and vested in our Company pursuant to Section 391 and 394(2) of the Companies Act, 1956. The effective date of the scheme of amalgamation is March 16, 2018.

Based on the valuation report dated April 1, 2016 issued by Shashi Agarwal & Co, Chartered Accountants for the purpose of amalgamation, the valuation of equity shares of respective companies on a going concern and non-marketable minority basis based on NAV basis the fair value of each share of the Transferor Company was ₹ 9.56 and the fair value of each equity share of our Company was ₹ 695.91. The Transferor Company was a wholly-owned subsidiary of our Company.

Business Transfer Agreement dated March 20, 2020 amongst our Company, Future Medical and Research Trust ("Trust"), Silajit Ghosh, Mousumi Ghosh, Mritikka Ghosh and Future Education and Research Trust

Our Company entered into a business transfer agreement dated March 20, 2020, with the Trust to purchase on a going concern all assets, rights, title, interest, benefits and obligations of the Trust under its contracts identified employees, and the goodwill of the Trust the diagnostics business of the Trust, on a slump sale basis under the provisions of the Income Tax Act, 1961 for a lumpsum consideration of ₹67.00 million. An external valuer was not appointed for the business transfer agreement and the valuation was undertaken internally as the requirement for a valuation report was mandated vide amendment to section 50B of the Income Tax Act, 1961 which came into effect on April 01, 2021, retrospectively from April 01, 2020. Therefore, a valuation report was not mandated for this business transfer agreement. Further, there is no relationship between the promoters or directors of our

Company with the Trust.

Business Transfer Agreement dated December 15, 2014 between our Company and Suraksha Imaging and PathLab LLP ("Seller")

Our Company entered into a business transfer agreement dated December 15, 2014, with the Seller to purchase the entire undertaking of Seller related to the operating business, including the diagnostic centres and diagnostic division, on a slump sale basis under the provisions of the Income Tax Act, 1961 for a lumpsum consideration of ₹39.60 million. An external valuer was not appointed for the business transfer agreement and the valuation was undertaken internally as the requirement for a valuation report was mandated vide amendment to section 50B of the Income Tax Act, 1961 which came into effect on April 01, 2021, retrospectively from April 01, 2020. Therefore, a valuation report was not mandated for this business transfer agreement. While Company held the controlling stake of the Seller, there is no relationship between the promoters or directors of our Company with the Seller.

Agreements with Key Managerial Personnel, Senior Management , Director, Promoters or any other employee

Except as stated in "*Our Management- Terms of appointment of our Directors*", there are no agreements entered into by a Key Managerial Personnel, Senior Management , Director or Promoter or any other employee of our Company, either by themselves or on behalf of any other person, with any Shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Details of Shareholders' agreements

Except as disclosed below, our Company does not have any agreements entered among our Shareholders vis-à-vis our Company:

Share Purchase Agreement dated October 8, 2021, entered into amongst our Company, Satish Kumar Verma and Panorama Electronics Private Limited ("Sellers") and Dr. Somnath Chatterjee and Ritu Mittal ("Purchasers")

The Purchasers acquired cumulatively 6.11% of total paid up share capital including preference share capital of the Company whereby Ritu Mittal acquired 36,108 equity shares of face value of ₹100 of the Company for a price of ₹11,725.00 per share from the Sellers and Dr. Somnath Chatterjee acquired 16,024 equity shares of face value of ₹100 of the Company for a price of ₹11,725.00 per share from Satish Kumar Verma in order to carry on the business activities as per the Memorandum of Association of the Company vide this Share Purchase Agreement.

Shareholders' agreement dated December 5, 2016, ("2016 SHA") entered into amongst our Company, OrbiMed Asia II Mauritius Limited (Surviving entity pursuant to amalgamation of OrbiMed Asia II Mauritius FDI Investments Limited, the erstwhile shareholder, into OrbiMed Asia II Mauritius Limited) ("Investor") and Dr. Somnath Chatterjee, Ritu Mittal ("Promoters"), Kishan Kumar Kejriwal*, Munna Lal Kejriwal, Santosh Kumar Kejriwal, Suraksha Diagnostic and Eye Centre Private Limited, Dneema Overseas Private Limited, Tinni Investments Limited, Satish Kumar Verma, Joydeep Chowdhury, Panorama Electronics Private Limited, Sandeep Kejriwal (collectively, referred to as "Other Shareholders" for the purpose of the SHA) along with shareholders' amendment agreement dated March 28, 2024 ("First Amendment Agreement") and shareholders' amendment agreement dated July 20, 2024 ("Second Amendment Agreement") (Collectively, with the 2016 SHA, First Amendment Agreement and Second Amendment Agreement, referred to as the "SHA")

The SHA sets out the rights and obligations of the parties thereto in relation to their respective shareholding in the Company and other rights including governance and management of the Company and matters in connection therewith, pursuant to the investment received by the Company from the Investor. The SHA sets out, amongst others, the following matters:

<u>*Board, management and related matters*</u>

Under the 2016 SHA, the Investor, as long as the Minimum Investor Threshold (defined later) was held, had a right to appoint directors in proportion to their shareholding in the Company on As If Converted Basis and at least one nominee director each, ("**Investor Director**"). The Promoters had a right to appoint Directors to the Board in proportion to their shareholding in the Company ("**Promoter Director**"). Vide the Second Amendment

Agreement, the aforementioned clause was revised to reflect that as long as the Investor holds the Minimum Investor Threshold, Investor shall have a right to nominate a director, i.e., an Investor Director on the Board and the Promoters shall have a right to nominate one director each to the Board, i.e., Promoter Director. The Investors further had a right to nominate one Investor Director to each of the committees of the Board and could appoint an observer on the Board ("**Observer**") till the shareholding of such investor was at least equal to the Minimum Investor Threshold (defined later). Here, the Minimum Investor Threshold was defined as 42,643 Investor shares which represented 5% of the share capital of the Company on a fully diluted basis ("**Minimum Investor Threshold**"). Vide the Second Amendment Agreement, the right to appoint an observer shall stand waived from the date of filing of the red herring prospectus in relation to the IPO with the Registrar of Companies, West Bengal at Kolkata.The Individual Promoters and Investors also had a right to appoint independent directors on the Board.

The Company shall indemnify and hold the Investor Director harmless from all claims and liabilities to the maximum extent permitted under Applicable Law for any liability incurred by him in connection with bona fide and diligent discharge of duties and exercise of powers and holding of office of a Director. In the event of resignation, retirement or vacation of office of a nominated Director, the Party/Parties nominating such Director shall be entitled to appoint another Director in place of such outgoing Director.

Information and inspection rights
Until completion of the qualified IPO or the Investor ceasing to be a shareholder of the Company, the Promoters or the Promoter Director, the Investor, the Investor Directors and Observer shall be entitled to receive, from the Company, certain information regarding the Company, and allow the Investor certain inspection rights. The Second Amendment to 2016 SHA states that parties agree that the rights of the Investor to receive information, and share with its affiliates, shall be subject to compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, as applicable, and such information and inspection rights will cease to be effective from the date of filing of this Red Herring Prospectus with Registrar of Companies, West Bengal at Kolkata, in relation to a Qualified IPO, in compliance with the 2016 SHA.

Further issue of shares and pre-emptive rights
The Investor also has affirmative voting rights on certain matters, for instance, for any amendments to our Company's articles of association, any amendment or change of the rights, powers or restrictions provided for the benefit of the shares held by the Investor and declaration of any dividends by the Company. The Investor also has pre-emptive and anti-dilution rights, along with right of first refusal on the shares proposed to be transferred by any shareholder in the Company (except the Investor). In the event the Company proposes to issue new securities, it shall first offer such new dilution instruments (means shares, securities, rights, warrants or which are convertible into or exercisable or exchangeable for or entitle the holder to acquire or receive any shares, or any rights to purchase or subscribe to shares or securities by their terms convertible into or exchangeable for shares) to the Investors and the Promoters ("**Right Holders**"). The Right Holders will have a right, at their sole direction to (a) subscribe to their pro rata share of the securities; or (b) subscribe to such number of additional securities unsubscribed by other shareholders of the Company in addition to their pro rata share of the issue offered, at their sole discretion.

Put option
The First Amendment to the 2016 SHA was amended to terminate the put option available pursuant to the 2016 SHA.

Drag along rights
The Investor also has certain drag along rights which extends to a right to compel the Promoters to dispose their shareholding to any third party upon occurrence of any event which trigger the drag along rights of the Investors.

Restrictions on transfer of shares
The Promoters shall not, without the consent of the Investor, and subject to the right of first refusal, sell or otherwise transfer, directly or indirectly, or part with any portion of their shareholding in the Company, in whatever form until the completion of a public offer or a strategic sale.

Investor tag-along rights
If the Promoters and/or any of the other shareholders (excluding the Investors) decide to transfer any of their shares to any person/proposed transferee, the Investors have a prior right to purchase such shares at the same price and under the same terms and conditions as those offered to the proposed transferees.

Exit

The 2016 SHA provides for exit rights to the Investors through: (a) a qualified IPO which refers closing of public offering of Shares or other securities of the Company (including depository receipts) resulting in a listing of the Shares or securities on the Stock Exchanges or any recognised stock exchange elsewhere in the world, which satisfies the following conditions: (i) the offering complies with all regulatory and listing requirements and (ii) the terms of the offering, including size of the offering shall be agreed to by the Investor, subject to compliance with Applicable Law, including regulatory feedback, or (b) a general IPO; or (c) a strategic sale which ensures that the Investors realise a minimum return on its investment. Minimum return in this context refers to the higher of: (a) the initial investment amount along with any accrued or unpaid dividends, reduced by dividends already declared and paid out, as well as any other payouts received from the company related to shareholder distributions; or (b) the fair market value of the investment.; or (d) a third party sale., in the event a qualified IPO or strategic sale has not been consummated within the drop dead date, i.e., May 21, 2025 or such later date as may be mutually agreed in writing by the parties to the 2016 SHA ("**Drop Dead Date**").

Liquidity preference
The First Amendment Agreement provides that in any liquidity event, the Investor shall have a preference over other shareholders of the Company (including the Promoters) for the return of the investment amount set out in the 2016 SHA.

Non-compete
The 2016 SHA provides that until the expiry of six months after the Investor ceases to hold the Minimum Investor Threshold the Promoters would not compete with the whole or part of the business being carried out by the Company or a subsidiary without the Investor's consent.

Termination
The 2016 SHA provides that it will terminate: (i) in case of a material breach, the Promoters would be obligated to provide an exit within ninety business days from the date of the expiry of the cure period of forty five days; (ii) at any time by the written agreement of all the parties to the 2016 SHA; or (iii) on the listing of Investor shares. The Second Amendment Agreement states that all the rights and obligations of the Investor under the 2016 SHA, and the amendment agreements shall terminate upon receipt of final listing and trading approval from the Stock Exchanges for listing of the Equity Shares pursuant to the IPO.

Amendment to the SHA
The Second Amendment Agreement provides that in order to facilitate the IPO, the parties the SHA agree to waive with effect from the respective date(s) indicated in the Second Amendment and until the Drop Dead Date, or termination of the SHA, or the date on which the IPO process is formally withdrawn, whichever is earlier: (a) transfer restrictions on shares to the extent of transfer of Equity Shares by the Promoters and Other Shareholders, pursuant to an offer for sale of their Equity Shares in the IPO. Provided that this waiver does not apply to any transfer of shareholding prior to the allotment and transfer of Equity Shares pursuant to the IPO; and (b) investor's right of first refusal to the extent of the Equity Shares being transferred by the Promoters and Other Shareholders pursuant to offer for sale of their Equity Shares in the IPO. Provided that this waiver does not apply to any transfer of shareholding prior to the allotment and transfer of Equity Shares pursuant to the IPO.

The Second Amendment Agreement shall stand automatically terminated on the (i) earlier of the Drop Dead Date, or the date on which the Board decides not to undertake the IPO, or termination of the SHA, or (ii) such other date as agreed to amongst the parties in writing. In case of termination of the Second Amendment Agreement, all amendments to the SHA and the articles of association, under or pursuant to this Agreement, and any other action taken pursuant to the Second Amendment Agreement and all waivers granted in connection with the SHA (in relation to the IPO), shall automatically cease to have effect.

[*]As on the date of this RHP, Kishan Kumar Kejriwal is deceased. The process in relation to the transmission of all Equity Shares held by late Kishan Kumar Kejriwal to his successor, Sarla Kejriwal, is pending and subject to completion of probate. Notwithstanding, the transmission formalities under process, the said shares being part of the pre holding of the promoters group shall be locked in as per the provisions of SEBI ICDR Regulations.

Key terms of other subsisting material agreements

Deed of assignment under Trademarks Act, 1999 between Suraksha Diagnostic & Eye Centre Private Limited ("Assignor") and our Company dated April 1, 2024 ("Deed of Assignment")

The Assignor is the owner of the registered trademark "SURAKSHA" vide trademark registration number 2684022 under class 44 and trademark registration number 1257149 under class 42 before the Trademarks

Registry ("***Assigned Trademarks***"). Under this Deed of Assignment, our Company is entitled to have full ownership and control over the Assigned Trademarks, including the exclusive right to use, license, sublicense, and enforcement in consideration of the sum of ₹ 1,000 by our Company to the Assignor. Dr. Somnath Chatterjee, one of the Promoters of our Company, is a director on the board of the Assignor.

For details with respect to intellectual property rights used by our Company, see "*Our Business – Intellectual Property*" on page 243. For risks related to our intellectual property, see "*Risk Factors – We do not own the brand name "Suraksha" which is registered in the name of Suraksha Diagnostic & Eye Centre Private Limited. While we have entered into an assignment deed with Suraksha Diagnostic & Eye Centre Private Limited, however, the trademarks are yet to be registered in our name. In the event that the intellectual property rights to be assigned to us pursuant to the assignment deed are not registered in our name in a timely manner, our business and financial condition could be adversely affected.*" on page 59.

Except as disclosed in "*– Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets, in the last ten years*" on page 256 and below, our Company has not entered into any subsisting material agreements including with strategic partners, joint venture partners, and/or financial partners other than in the ordinary course of the business of our Company or which are otherwise material and need to be disclosed in this Red Herring Prospectus in context of the Offer or which needs to be disclosed or non-disclosure of which may have bearing on any investment decision in the Offer. Additionally, there are no other clauses or covenants in these material agreements which are adverse or pre-judicial to the interest of the public shareholders.

Joint venture

As on the date of this Red Herring Prospectus, our Company does not have any joint ventures.

Associate

As on the date of this Red Herring Prospectus, our Company does not have any associate companies.

Our Subsidiaries

As on the date of this Red Herring Prospectus, our Company has four Subsidiaries:

Suraksha Radiology Private Limited

Corporate Information:

Suraksha Radiology Private Limited was incorporated as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated September 21, 2023, issued by the Registrar of Companies, Central Registration Centre. Its CIN is U86905WB2023PTC265197, and its registered office is situated at DG-12/1, Action Area 1D, Premises No. 02-0327, New Town, Rajarhat, Kolkata 700 156 West Bengal, India.

Nature of Business: Suraksha Radiology Private Limited is engaged in the business of running diagnostic centres, scan centres, clinical and pathological testing laboratories, as authorized under the objects clause of its memorandum of association.

Capital Structure: The authorized share capital of Suraksha Radiology Private Limited is ₹ 15,00,000, divided into 1,50,000 shares of ₹ 10 each and its issued, subscribed and paid-up equity share capital is ₹ 100,000 divided into 10,000 equity shares of ₹ 10 each.

Shareholding:

The following table sets forth the details of the shareholding of Suraksha Radiology Private Limited:

Sr. No.	Name of the shareholder	Number of equity shares of face value of ₹10 each	Percentage of total equity shareholding (%)
1.	Suraksha Diagnostic Limited (Represented by Ritu Mittal)	7,400	74.00

Sr. No.	Name of the shareholder	Number of equity shares of face value of ₹10 each	Percentage of total equity shareholding (%)
2.	Suraksha Diagnostic & Eye Centre Private Limited (Represented by Dr Somnath Chatterjee)	2,600	26.00
Total		10,000	**100.00**

Further, as on the date of this Red Herring Prospectus, our Company holds more than 50% shareholding in the following limited liability partnership firms:

Asian Institute of Immunology and Rheumatology LLP

Corporate Information: Asian Institute of Immunology and Rheumatology LLP's limited liability partnership identification number is ACC-0504 and its registered office is situated at premises number 02/0327, plot number DG/12/1, Action Area ID Barasat Sadar, North 24 Parganas, Newtown, Kolkata - 700 156, West Bengal, India.

Nature of Business: Asian Institute of Immunology and Rheumatology LLP is engaged in the business of running polyclinic, pharmacy, day care unit of rheumatology and immunology, healthcare centres and diagnostic centres under limited liability partnership deed dated July 22, 2023.

Capital contribution:

Sr. No.	Name of the Designated Partner	Amount of contribution (in ₹)	Percentage of total Contribution (%)
1.	Suraksha Diagnostic Limited (Represented by Dr. Somnath Chatterjee)	1,20,00,000	60.00
2.	Dr. Parthajit Das	40,00,000	20.00
3.	Ajoyendra Nath Chattopadhyay	40,00,000	20.00
Total		2,00,00,000	**100.00**

Suraksha Speciality LLP

Corporate Information: Suraksha Speciality LLP's limited liability partnership identification number is AAO-2200 and its registered office is situated at plot number DG-12/1, Action Area 1D, Premises No. 02-0327, New Town, Rajarhat, Kolkata 700 156 West Bengal, India.

Nature of Business: Suraksha Speciality LLP is engaged in the business of running diagnostic centres as authorized under the limited liability partnership deed dated April 16, 2019.

Capital contribution:

Sr. No.	Name of the Designated Partner	Amount of contribution (in ₹)	Percentage of total Contribution (%)
1.	Suraksha Diagnostic Limited (Represented by Ritu Mittal)	49,99,500	99.99
2.	Dr. Somnath Chatterjee	500	0.01
Total		50,00,000	**100.00**

Suraksha Salvia LLP (Investment by Suraksha Speciality LLP)

Corporate Information: Suraksha Salvia LLP's limited liability partnership identification number is AAQ-0697 and its registered office is situated at premises number 02/0327 plot Number DG/12/1 Action Area ID Barasat Sadar North 24 Parganas Newtown, Kolkata, Parganas North, West Bengal, India, 700156.

Nature of Business: Suraksha Salvia LLP is established to carry on the business of running polyclinics, OPD, pharmacy, diagnostic centres, pathology testing laboratories, etc., as authorized under the limited liability partnership deed dated August 21, 2019.

Capital contribution:

Sr. No.	Name of the Designated Partner	Amount of contribution (in ₹)	Percentage of total Contribution (%)
1.	Suraksha Speciality LLP (Represented by Dr. Somnath Chatterjee)	60,00,000	60.00
2.	Salvia Global LLP (represented by	40,00,000	40.00

Sr. No.	Name of the Designated Partner	Amount of contribution (in ₹)	Percentage of total Contribution (%)
	Christopher Rani)*		
Total		1,00,00,000	**100.00**

* *As on the date of this Red Herring Prospectus, Suraksha Salvia LLP has not received the capital contribution from Salvia Global LLP.*

Summary of the financials of our Subsidiaries

The table below provides a summary of the financials of our Subsidiaries for the relevant periods:

(In ₹ million, except for earnings per share)

Particulars	**Suraksha Speciality LLP**				**Suraksha Salvia LLP**				**Asian India Institute of Immunology and Radiology LLP**				**Suraksha Radiology Private Limited**			
	Three months ended June 30, 2024	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2022**	**Three months ended June 30, 2024**	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2022**	**Three months ended June 30, 2024**	**Fiscal 2024**	**Fiscal 2023***	**Fiscal 2022***	**Three months ended June 30, 2024**	**Fiscal 2024**	**Fiscal 2023***	**Fiscal 2022***
Reserves	0.20	0.12	(0.02)	(0.05)	(25.22)	(22.33)	(11.62)	(0.36)	(4.56)	(1.32)	-	-	(1.73)	(0.70)	-	-
Share Capital	-	-	-	-	-	-	-	-	-	-	-	-	0.10	0.10	-	-
Partners Capital	5.00	5.00	5.00	1.55	6.00	6.00	6.00	1.50	20.00	13.50	-	-	-	-	-	-
Total Income	0.32	1.00	0.31	-	0.72	4.58	2.79	-	3.96	-	-	-	0.67	0.04	-	-
Profit / (Loss) after tax	0.08	0.14	0.03	(0.01)	(2.89)	(10.70)	(11.26)	(0.01)	(3.24)	(1.32)	-	-	(1.03)	(0.70)	-	-
Earnings per Share-Basic	-	-	-	-	-	-	-	-	-	-	-	-	(102.60)	(70.10)	-	-
Earnings per Share-Diluted	-	-	-	-	-	-	-	-	-	-	-	-	(102.60)	(70.10)	-	-
Net worth	5.20	5.12	4.98	1.50	(19.22)	(16.33)	(5.62)	1.14	15.44	12.18	-	-	(1.63)	(0.60)	-	-

**Financials for Financial Year 2023 and 2022 are not available as the entity was incorporated in Financial Year 2024.*

Common Pursuits between our Subsidiaries and our Company

Our Subsidiaries have common pursuits with our Company. They are either engaged in or are authorised by its constitutional documents to engage in the same line of business as that of our Company. Except as disclosed under "*Other Financial Information – Note 39 – Related Party Transactions*" on page 332, there are no common pursuits between our Subsidiaries and our Company.

Our Subsidiaries do not compete with our Company and accordingly, there is no conflict of interest. Further, our Company and our Subsidiaries will adopt the necessary procedures and practices, as permitted by law, to address any conflict situation as and when they arise.

Business Interest of our Subsidiaries in our Company

Except as disclosed in "*Our Business*" and "*Financial Information – Restated Consolidated Financial Information*" on page 220 and 292, our Subsidiaries do not have or propose to have any business interest in our Company.

Guarantees given by the Promoter Selling Shareholders

Except as disclosed below, our Promoters, who are also Selling Shareholders, have not provided personal guarantees to third parties with respect to the Company as on the date of this Red Herring Prospectus.

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Guarantee issued by	Guarantee issued in favour of	Borrower	Name of lender	Guarantee amount (in ₹ million)	Type of facility	Security available	Period of guarantee	Sanctioned Amount (in ₹ million)	Purpose of the Facility	Financial implications in case of default
Dr. Somnath Chatterjee and Ritu Mittal	HDFC Bank Limited	Suraksha Diagnostic Limited	HDFC Bank Limited	20.00	Overdraft facility	Charge on credit card collection	Yearly renewal.	20.00	Merchant overdraft	Up to the extent of the overdraft facility.
Dr. Somnath Chatterjee and Ritu Mittal	HDFC Bank Limited	Suraksha Diagnostic Limited	HDFC Bank Limited	26.54	Medical equipment loan	Medical equipment hypothecated	5 years from the date of the sanction letter	26.54	Health care infrastructure finance loan for purchase of medical equipment	Up to the extent of the medical equipment loan
Dr. Somnath Chatterjee and Ritu Mittal	Kotak Mahindra Bank Limited	Suraksha Diagnostic Limited	Kotak Mahindra Bank Limited	70.00	Term loan	Charge on machineries purchased through facility	60 months	70.00	Term loan for purchase of medical equipment	Up to the extent of the medical equipment loan
Dr. Somnath Chatterjee and Ritu Mittal	HDFC Bank Limited	Suraksha Diagnostic Limited	HDFC Bank Limited	54.14	Term loan	Hypothecation on movable fixed assets including and second charge on the above security to be created in favour of National Credit Guarantee Trustee Company Limited	60 months	54.14	Term loan taken under Loan Guarantee Scheme for Covid-Affected Sectors for purchase of medical equipment	Up to the extent of the term loan.
Dr. Somnath Chatterjee and Ritu Mittal	HDFC Bank Limited	Suraksha Diagnostic Limited	HDFC Bank Limited	54.00	Term loan	Medical equipment hypothecated	60 months	54.00	Health care equipment capital expenditure loan.	Up to the extent of the term loan.

OUR MANAGEMENT

In accordance with the Companies Act and our Articles of Association, our Company is required to have not less than three Directors and not more than 15 Directors. As of the date of this Red Herring Prospectus, our Board comprises eight Directors, of which two are Executive Directors, two are Non-Executive Non-Independent Directors, and four are Independent Directors which includes one woman Independent Director.

The following table sets forth details regarding our Board as of the date of this Red Herring Prospectus.

S. No.	Name, DIN, Designation, Address, Occupation, Term, Period of Directorship and Date of Birth	Age (Years)	Other Directorships
1.	**Dr. Somnath Chatterjee** ***DIN*****:** 00137075 ***Designation*****:** Chairman and Joint Managing Director ***Address*****:** BE – 366, Salt Lake City, Sector-I Near Kwality Bus stop, Bidhannagar (M), AE Market, Dist- North 24 Pargana-Kolkata-700064, West Bengal, India. ***Occupation*****:** Business ***Term*****:** Liable to retire by rotation ***Period of Directorship***: Since March 15, 2005 ***Date of birth:*** January 1, 1960	64	*Indian Companies:* • Suraksha Radiology Private Limited • Suraksha Diagnostic & Eye Centre Private Limited • Tinni Investments Limited *Foreign Companies* Nil
2.	**Ritu Mittal** ***DIN*****:** 00165886 ***Designation*****:** Joint Managing Director and Chief Executive Officer ***Address*****:** 3A, Bright Street, Ballygunge, Circus Avenue, Kolkata – 700 019, West Bengal, India. ***Occupation*****:** Business ***Term*****:** Liable to retire by rotation ***Period of Directorship***: Since November 8, 2006 ***Date of birth:*** September 12, 1973	51	*Indian Companies:* • ERC India Limited • Manila Enclave Private Limited • Rama Special Steels Private Limited • Suraksha Radiology Private Limited *Foreign Companies:* Nil
3.	**Satish Kumar Verma** ***DIN*****:** 00225444 ***Designation*****:** Non-Executive, Non-Independent Director ***Address*****:** House no. 2A, road no. 78, Punjabi Bagh West, West Delhi – 110 026 New Delhi, India. ***Occupation*****:** Business ***Term*****:** Liable to retire by rotation	75	*Indian Companies:* • Akanksha Viniyog Limited • Kanika Audio Visuals Private Limited • Senao International Limited *Foreign Companies:* Nil

S. No.	Name, DIN, Designation, Address, Occupation, Term, Period of Directorship and Date of Birth	Age (Years)	Other Directorships
	Period of Directorship: Since July 16, 2024 ***Date of birth:*** April 7, 1949		
4.	**Arun Sadhanandham** ***DIN:*** 08445197 ***Designation:*** Non-Executive, Non-Independent (Nominee) Director* ***Address:*** Panorama – 1601, The Address, LBS Road, Ghatkopar West, Mumbai 400086. ***Occupation:*** Professional ***Term:*** Liable to retire by rotation ***Period of Directorship***: Since November 20, 2023 ***Date of birth:*** September 23, 1984	40	*Indian Companies:* • Blue Sapphire Healthcares Private Limited • Entero Healthcare Solutions Limited • LifeWell Diagnostics Private Limited *Foreign Companies:* Nil
5.	**Pradip Kumar Dutta** ***DIN*****:** 00654286 ***Designation*****:** Independent Director ***Address*****:** Villa 5, Windmills of your Mind, 331, road number 5B, near KTPO, EPIP Zone, 2nd Phase Whitefield, Bangalore – 560 066, Karnataka, India. ***Occupation*****:** Service ***Term*****:** For a period of five years with effect from July 16, 2024 ***Period of Directorship***: Since July 16, 2024 ***Date of birth:*** May 18, 1959	65	*Indian Companies:* Nil *Foreign Companies:* Nil
6.	**Ishani Ray** ***DIN*****:** 08800793 ***Designation*****:** Independent Director ***Address*****:** 108/5B-1 Maniktala Main Road, Kankurgachi, Kolkata-700 054, West Bengal, India. ***Occupation*****:** Practising chartered accountant ***Term*****:** For a period of five years with effect from July 16, 2024 ***Period of Directorship***: Since July 16, 2024 ***Date of birth:*** January 4, 1964	60	*Indian Companies:* • ABC India Limited • Gloster Limited • Yellow Hat Consultants Private Limited • Rahee Infratech Limited *Foreign Companies:* Nil

S. No.	Name, DIN, Designation, Address, Occupation, Term, Period of Directorship and Date of Birth	Age (Years)	Other Directorships
7.	**Siddhartha Roy** ***DIN*:** 00042757 ***Designation*:** Independent Director ***Address*:** Flat 3A and 3B, Tower-1, 160A, Bakul Bagan Road Bhawanipore, Kolkata – 700025, West Bengal, India. ***Occupation*:** Retired from service ***Term*:** For a period of five years with effect from October 3, 2024 ***Period of Directorship*:** Since October 3, 2024 ***Date of birth:*** May 2, 1956	68	*Indian Companies:* • Amgoorie India Limited *Foreign Companies* Nil
8.	**Dharam Chand Dharewa** ***DIN*:** 05327284 ***Designation*:** Independent Director ***Address*:** 240, S.N. Roy Road, Sahapur, Circus Avenue, Kolkata – 700038, West Bengal, India. ***Occupation*:** Professional ***Term*:** For a period of five years with effect from October 3, 2024 ***Period of Directorship*:** Since October 3, 2024 ***Date of birth:*** August 5, 1958	66	*Indian Companies:* • Singhi Capital Finance Private Limited • Warren Tea Limited *Foreign Companies* Nil

***** Nominee director of OrbiMed Asia II Mauritius Limited (*Surviving entity pursuant to amalgamation of OrbiMed Asia II Mauritius FDI Investments Limited, the erstwhile shareholder, into OrbiMed Asia II Mauritius Limited*)

Relationship between our Directors

None of our Directors are related to each other.

Brief Biographies of our Directors

Dr. Somnath Chatterjee is the Chairman and Joint Managing Director of the Board of our Company, and he is currently responsible for overall planning and business strategies of our Company. He obtained his bachelor's degree in medicine and surgery from the University of Calcutta in 1985 and is registered with the West Bengal Medical Council. He has been associated with our Company and Suraksha Diagnostic & Eye Centre Private Limited since their incorporation and has more than 32 years of experience in the field of medical and diagnostics business.

Ritu Mittal is the Joint Managing Director and Chief Executive Officer of our Company, and she is currently responsible for end to end operations of our Company. She has cleared the examination for a bachelor's degree in commerce from the University of Calcutta in 1996. She has more than 28 years of experience in the field of medical and diagnostics business. Prior to joining our Company, she was associated with Suraksha Diagnostic & Eye Centre Private Limited.

Satish Kumar Verma is a Non-Executive, Non-Independent Director of our Company, and he is currently responsible for strategic planning and customer relationship management of our Company. He obtained his bachelor's degree in mechanical engineering from Punjabi University in 1969 and post-graduate diploma in engineering from Punjab University in 1971. He has more than 40 years of experience in management. He is currently a director with Kanika Audio Visuals Private Limited.

Arun Sadhanandham is a Non-Executive Non-Independent (Nominee) Director of our Company and a nominee of OrbiMed Asia II Mauritius Limited (*Surviving entity pursuant to amalgamation of OrbiMed Asia II Mauritius FDI Investments Limited, the erstwhile shareholder, into OrbiMed Asia II Mauritius Limited*). He obtained his bachelor's degree of engineering from the Anna University, Chennai and a post graduate diploma in management from Indian Institute of Management, Bengaluru. He has more than 13 years of work experience. He is currently an Executive Director with OrbiMed Advisors India Private Limited and prior to joining OrbiMed Advisors India Private Limited, was associated with Kotak Mahindra Capital Company Limited, o3 Capital Global Advisory Private Limited and Mu Sigma Business Solution Private Limited.

Pradip Kumar Dutta is an Independent Director of our Company. He obtained his bachelor's degree in technology in electronics and electrical communication engineering from Indian Institute of Technology Kharagpur in 1981, a master's degree in science from the University of Maryland in 1983 and a doctorate in philosophy from the University of Maryland in 1988. During his time at University of Maryland, he also held a National Bureau of Standards Graduate Research Fellowship. He has several years of work experience. Prior to joining our Company, he was associated as vice president – engineering of Synopsys (India) Private Limited and is currently advisor to the board at Simyog Technology. He was conferred the distinguished alumnus award by Indian Institute of Technology Kharagpur in 2011.

Ishani Ray is an Independent Director of our Company. She obtained her bachelor's degree in commerce and master's degree in commerce from the University of Calcutta in 1986 and 1989 respectively. She has been an associate of the Institute of Chartered Accountants of India and is eligible to practice as a chartered accountant since 1991. She has more than 27 years of experience in finance. Prior to joining our Company, she was associated with Khadim India Limited as the chief financial officer and chief executive officer, and with Saregama India Limited as manager – finance and taxation.

Siddhartha Roy is an Independent Director of our Company. He obtained his bachelor's degree in law from Calcutta University in 1985. He is also a member of the Institute of Company Secretaries of India since 1984. He has over 39 years of work experience. Prior to joining our Company, he worked at Warren Tea Limited for over 23 years where at the time of retirement from the services of the company, he was President (Legal) and Company Secretary. Further, he was associated with other organizations such as KHSL Industries Limited, Brooke Bond Lipton India Limited and Ityadi Prakasani Limited. He is currently an independent director on the board of Amgoorie India Limited.

Dharam Chand Dharewa is an Independent Director of our Company. He obtained his bachelor's degree in commerce from G.D. Binani Mahavidyalaya in 1979. He is also a practicing chartered accountant since 1987. He has over 30 years of experience. He is currently an independent director on the boards of Singhi Capital Finance Private Limited and Warren Tea Limited.

Terms of appointment of our Directors

1. Appointment details of our Joint Managing Director

Dr. Somnath Chatterjee is the Chairman and Joint Managing Director of our Company. He was designated as a Joint Managing Director and is liable to retire by rotation, pursuant to a board resolution dated July 16, 2024. He was designated as Chairman of the Board, pursuant to a board resolution dated October 03, 2024. He was paid a remuneration of ₹ 18.00 million for the Fiscal Year ended on March 31, 2024.

Details of the remuneration that Dr Somnath Chatterjee is entitled to receive in the Fiscal Year 2025, and the other terms of his employment are enumerated below:

S. No.	Particulars	Remuneration per annum (₹ million)
1.	Fixed salary	21.60
2.	Conveyance facilities	Our Company shall provide suitable vehicle to them. All the repairs, maintenance and running expenses including driver's salary shall be borne /

S. No.	Particulars	Remuneration per annum (₹ million)
		reimbursed by our Company.
3.	Telephone, mobile, internet and other communication facilities	Our Company shall provide telephone, mobile, internet and other communication facilities at their residence.

In addition, he is entitled to in addition, he is entitled to gratuity, leave with full pay or encashment and to be paid or reimbursed for all costs. Further, he is eligible to receive conveyance facilities, telephone, internet and other communication facilities and reimbursement of expenses and to be paid or reimbursed for all costs, charges and expenses including entertainment expenses subject to such ceiling as may be decided by the Board. He is also subject to a non-compete during the duration of his employment with the Company, and for a cool off period of six months after the shareholding of our Investor Selling Shareholder falls below 5% of the total shareholding of our Company on a fully diluted basis as on the date of this Red Herring Prospectus.

2. Appointment details of our Joint Managing Director and Chief Executive Officer

Ritu Mittal is the Joint Managing Director and Chief Executive Officer of our Company. She was appointed as the Joint Managing Director and Chief Executive Officer of our Company, and is liable to retire by rotation, pursuant to the board resolution dated July 16, 2024. She was paid remuneration of ₹18.00 million for the Fiscal Year 2024.

Details of the remuneration that Ritu Mittal is entitled to receive in the Fiscal Year 2025, and the other terms of her employment are enumerated below:

S. No.	Particulars	Remuneration per annum (₹ million)
1.	Fixed salary	21.60
2.	Conveyance facilities	Our Company shall provide suitable vehicle to them. All the repairs, maintenance and running expenses including driver's salary shall be borne / reimbursed by our Company.
3.	Telephone, mobile, internet and other communication facilities	Our Company shall provide telephone, mobile, internet and other communication facilities at their residence.

In addition, she is entitled to in addition, she is entitled to gratuity, leave with full pay or encashment and to be paid or reimbursed for all costs. Further, she is eligible to receive conveyance facilities, telephone, internet and other communication facilities and reimbursement of expenses and to be paid or reimbursed for all costs, charges and expenses including entertainment expenses subject to such ceiling as may be decided by the Board. She is also subject to a non-compete during the duration of her employment with the Company, and for a cool off period of six months after the shareholding of our Investor Selling Shareholder falls below 5% of the total shareholding of our Company on a fully diluted basis as on the date of this Red Herring Prospectus.

Employment Agreements between our Company and Joint Managing Directors

Except for the employment agreements dated October 1, 2020 and addendum to the employment agreement entered into on July 16, 2024, between our Company with each of Dr Somnath Chatterjee and Ritu Mittal respectively, as on the date of this Red Herring Prospectus, there are no employment agreements between our Company and our Directors.

3. Remuneration paid to our Non – Executive, Non-Independent Directors

Our non-executive directors were not paid any remuneration for the Fiscal Year 2024, as they were appointed in the current Fiscal Year.

4. Remuneration paid to our Independent Directors

Pursuant to the Board resolution dated July 16, 2024, our Company pays each non-executive independent director a sitting fees of ₹ 0.035 million and ₹ 0.020 million for attending Board and Committee meetings respectively and commission as may be decided by the Board in accordance with the applicable law. Further, our Independent Directors were not paid any remuneration for the Fiscal Year 2024, as they were appointed in the current Fiscal Year.

Deferred or contingent compensation

There is no deferred or contingent compensation payable to any of our Directors for the Fiscal Year 2024.

Remuneration from Subsidiaries

None of our Directors have been paid any remuneration by our Subsidiaries, including contingent or deferred compensation accrued for the year during the Fiscal Year 2024.

Shareholding of our Directors in our Company

As per our Articles of Association, our Directors are not required to hold any qualification shares.

For details of the shareholding of our Directors in our Company, see "*Capital Structure – Details of the Shareholding of our Directors and Key Managerial Personnel and Senior Management"* on page 120.

None of our Directors hold any employee stock options.

Arrangement or Understanding with Major Shareholders, Customers, Suppliers or Others

Except for Arun Sadhanandham, who is a nominee of OrbiMed Asia II Mauritius Limited (*Surviving entity pursuant to amalgamation of OrbiMed Asia II Mauritius FDI Investments Limited, the erstwhile shareholder, into OrbiMed Asia II Mauritius Limited*), none of our Directors have been presently appointed or selected as a director pursuant to any arrangement or understanding with our major shareholders, customers, suppliers, or others. For details, see "*History and Certain Corporate Matters – Details of Shareholders' agreements*" on page 257.

Except for the employment agreements dated October 1, 2020 and addendum to the employment agreement entered into on July 16, 2024, between our Company with each of Dr. Somnath Chatterjee and Ritu Mittal respectively, there are no contracts appointing or fixing the remuneration of the Directors of our Company entered into within, or prior to the two years immediately preceding the date of this Red Herring Prospectus.

Interest of Directors

All of our Directors may be deemed to be interested to the extent of:

(i) sitting fees, if any, payable to them for attending meetings of our Board and committees of our Board and other remuneration or commission, if any, payable or reimbursement of expenses to them under our Articles of Association or to the extent of services rendered as an officer or employee of our Company,
(ii) Equity Shares, if any, already held by them or their relatives or any firms, companies and trusts in which our Directors are interested as a director, member, partner or trustee, in our Company, or that may be Allotted to them in the Offer in terms of this Red Herring Prospectus and any dividend payable to them and other benefits arising out of such shareholding,
(iii) Guarantees provided by certain Directors in favour of our Company. For details, see "*History and Certain Corporate Matters – Guarantees given by the Promoters*" on page 263.
(iv) transactions entered into in the ordinary course of business with companies in which our Directors hold directorship, and
(v) their directorship on the board of directors of, and/or their shareholding in our Company, Subsidiaries and our Group Companies, as applicable.

Except for Dr Somnath Chatterjee, Ritu Mittal and Satish Kumar Verma, who are Promoters of our Company, none of our Directors are interested in the promotion or formation of our Company.

Except for any dividend that may be payable to Dr Somnath Chatterjee, Ritu Mittal and Satish Kumar Verma, in their capacity as a Shareholder of our Company, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of our Directors except the normal remuneration for services rendered as a director of our Company.

Except for Dr Somnath Chatterjee and Ritu Mittal who are entitled to amounts outstanding pursuant to their employment agreements with the Company, our Directors have not entered into any service contracts with our Company providing for benefits upon termination of their employment.

None of our Directors is a party to any bonus or profit-sharing plan by our Company.

Our Directors have no interest in any property acquired by our Company preceding the date of this Red Herring Prospectus or proposed to be acquired by our Company or of our Company.

Our Directors are not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to our Directors or to such firm or company in cash or shares or otherwise by any person either to induce him to become, or to help him qualify as a Director, or otherwise for services rendered by him or by the firm or company in which he is interested, in connection with the promotion or formation of our Company.

None of our Directors have any interest in our business other than as disclosed in this section and in "*Our Promoters and Promoter Group*", "*Our Group Companies*" and "*Other Financial Information – Note 39 – Related Party Transactions*", on pages 286, 390 and 332, respectively.

None of our Directors have any interest in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

No loans have been availed by our Directors from our Company.

Confirmations

Except as disclosed below, none of our Directors is, or was a director of any listed company during the five years immediately preceding the date of this Red Herring Prospectus, whose shares have been, or were suspended from being traded on any of the stock exchanges in India during their tenure in such company:

Satish Kumar Verma is a director on the board of Akanksha Viniyog Limited and Senao International Limited ("***Promoter Group Companies***"), which were suspended from trading on Calcutta Stock Exchange Limited (the "***CSE***") with effect from March 21, 2014 due to non-compliances with the listing agreement executed with CSE. The suspension of dealing in the securities of the Promoter Group Companies has been revoked by CSE with effect from January 7, 2022 pursuant to its notice dated December 30, 2021. As on the date of this RHP, the Promoter Group Companies have initiated the process of getting voluntarily delisted from the CSE, pursuant to their applications, each dated July 25, 2023. For further details, see "*Risk Factors – The securities of certain of our Promoter Group members have been suspended from trading on a recognized stock exchange in the past. We cannot assure you that there will be no such instances in the future which may adversely affect our operations, reputation and ability to raise capital through further public issue of securities*." on page 37.

None of our Directors is or was a director of any company which has been or was delisted from any stock exchange in India during their tenure in such company.

Changes in our Board during the Last Three Years

The changes in our Board in the three immediately preceding years are set forth below:

S. No.	Name	Designation	Effective Date of Appointment/ Cessation	Reason
1.	Sunny Sharma	Nominee Director	August 28, 2023	Cessation
2.	Late Kishan Kumar Kejriwal	Executive Director	November 5, 2023	Death
3.	Arun Sadhanandham	Non-Executive, and Non-Independent (Nominee) Director	November 20, 2023	Appointment
4.	Karan Kanika Verma	Executive Director	July 18, 2024	Cessation
5.	Satish Kumar Verma	Non-Executive, Non-Independent Director	July 16, 2024	Appointment
6.	Pradip Kumar Dutta	Independent Director	July 16, 2024	Appointment

S. No.	Name	Designation	Effective Date of Appointment/ Cessation	Reason
7.	Ishani Ray	Independent Director	July 16, 2024	Appointment
8.	Siddhartha Roy	Independent Director	October 3, 2024	Appointment
9.	Dharam Chand Dharewa	Independent Director	October 3, 2024	Appointment

Borrowing Powers of our Board

Pursuant to our Articles of Association, Board resolution dated July 16, 2024 and shareholder resolution dated July 18, 2024, subject to applicable laws, our Board is authorised to borrow in any manner from time to time any sum or sums of monies at its discretion on such terms and conditions as the Board of Directors may deem fit, which together with the monies already borrowed by our Company (apart from temporary loans obtained or to be obtained from our Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of our Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of ₹ 1,500,000,000 notwithstanding that such investment and acquisition together with existing investments of the Company in all other bodies corporate, loans and guarantees given the Company in all other bodies corporate, loans and guarantees given and securities provided over and above the permissible limit of Section 186 (2) of the Companies Act, 2013 which is sixty per cent of the paid-up share capital, free reserves and securities premium account of the Company or one hundred per cent of free reserves and securities premium account of the Company, whichever is more at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company.

Corporate Governance

The provisions relating to corporate governance prescribed under the SEBI Listing Regulations will be applicable to us immediately upon listing of the Equity Shares on the Stock Exchanges. We are in compliance with the requirements of corporate governance with respect to composition of Board and constitution of the committees of the Board, including the audit committee, stakeholder's relationship committee, and nomination and remuneration committee by our Company and formulation and adoption of policies, as prescribed under the SEBI Listing Regulations.

Our Board has been constituted in compliance with the Companies Act and the SEBI Listing Regulations. The Board of Directors function either as a full board, or through various committees constituted to oversee specific operational areas.

Committees of our Board

In addition to the committees of our Board described below, our Board may constitute committees for various functions from time to time, such as:

Audit Committee

The members of our Audit Committee are:

Name of the Directors	Designation	Designation in Committee
Ishani Ray	Independent Director	Chairperson
Dharam Chand Dharewa	Independent Director	Member
Ritu Mittal	Joint Managing Director and Chief Executive Officer	Member

Our Audit Committee was constituted by our Board pursuant to a resolution dated July 16, 2024 and re-constituted on October 3, 2024. The terms of reference of the Audit Committee were approved by our Board pursuant to a resolution dated July 16, 2024.

The scope and functions of the Audit Committee are in accordance with Section 177 of the Companies Act and Regulation 18 of the SEBI Listing Regulations and its terms of reference are as disclosed below:

(a) Overseeing the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

(b) Recommendation to the Board for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company including the internal auditor, cost auditor and statutory auditor of the Company, and fixation of the audit fee;

(c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

(d) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

  (i) matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;

  (ii) changes, if any, in accounting policies and practices and reasons for the same;

  (iii) major accounting entries involving estimates based on the exercise of judgment by management;

  (iv) significant adjustments made in the financial statements arising out of audit findings;

  (v) compliance with listing and other legal requirements relating to financial statements;

  (vi) disclosure of any related party transactions;

  (vii) modified opinion(s) in the draft audit report;

(e) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

(f) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring utilisation of proceeds of a public or rights issue or preferential issue or qualified institutional placement, and making appropriate recommendations to the Board to take up steps in this matter;

(g) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

(h) Formulating a policy on related party transactions, which shall include materiality of related party transactions;

(i) Approval or any subsequent modification of transactions of the Company with related parties; All related party transactions shall be approved by only independent directors who are the members of the committee and the other members of the committee shall recuse themselves on the discussions related to related party transactions;

Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.

(j) Review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;

(k) Scrutiny of inter-corporate loans and investments;

(l) Valuation of undertakings or assets of the Company, wherever it is necessary; Appointment of Registered Valuer under Section 247 of the Companies Act, 2013.

(m) Evaluation of internal financial controls and risk management systems;

(n) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

(o) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

(p) Discussion with internal auditors of any significant findings and follow up thereon;

(q) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

(r) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

(s) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

(t) To review the functioning of the whistle blower mechanism;

(u) Approval of appointment of chief financial officer (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

(v) carrying out any other function as is mentioned in the terms of reference of the audit committee or as required as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, or any other applicable law, as and when amended from time to time;

(w) ensuring that an information system audit of the internal systems and process is conducted at least once in two years to assess operational risks faced by the Company;

(x) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;

(y) To formulate, review and make recommendations to the Board to amend the Terms of Reference of Audit Committee from time to time;

(z) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;

(aa) Reviewing compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as may be amended from time to time, at least once in a financial year and shall verify that the systems for internal control under the said regulations are adequate and are operating effectively;

(bb) Investigating any activity within its terms of reference, seeking information from any employee, obtaining outside legal or other professional advice and securing attendance of outsiders with relevant expertise, if it considers necessary;

(cc) To consider the rationale, cost, benefits and impact of schemes involving merger, demerger, amalgamation etc. of the Company and its shareholders, and provide comments;

(dd) Reviewing:
   (i) Any show cause, demand, prosecution and penalty notices against the Company or its directors which are materially important including any correspondence with regulators or government agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies;
   (ii) Any material default in financial obligations by the Company;

(iii) Any significant or important matters affecting the business of the Company; and

(ee) Carrying out any other functions as provided under the provisions of the Companies Act, the SEBI Listing Regulations and other applicable laws, and carrying out any other functions as may be required / mandated and/or delegated by the Board as per the provisions of the Companies Act, 2013, SEBI Listing Regulations, uniform listing agreements and/or any other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.

The Audit Committee is required to meet at least four times in a year with a maximum interval of 120 days between two meetings in accordance with the SEBI Listing Regulations. The Audit Committee has the authority to investigate into any matter in relation to the items specified under the terms of reference or such other matter as may be referred to it by our Board for such purpose.

Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

Name of the Directors	Designation	Designation in Committee
Ishani Ray	Independent Director	Chairperson
Pradip Kumar Dutta	Independent Director	Member
Satish Kumar Verma	Non-Executive, Non-Independent Director	Member

The Nomination and Remuneration Committee was constituted by our Board pursuant to a resolution dated July 16, 2024. The terms of reference of the Nomination and Remuneration Committee were approved by our Board pursuant to a resolution dated July 16, 2024.

The scope and functions of the Nomination and Remuneration Committee are in accordance with Section 178 of the Companies Act, Regulation 19 of the SEBI Listing Regulations, and its terms of reference are as disclosed below:

(a) Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.

(b) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may

(i) use the services of an external agencies, if required;
(ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and
(iii) consider the time commitments of the candidates;

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

(i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
(ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
(iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

(c) Formulating criteria for evaluation of performance of independent directors and the Board;

(d) Devising a policy on diversity of Board;

(e) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of the Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;

(f) Extending or continuing the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

(g) Recommending to the board, all remuneration, in whatever form, payable to senior management;

(h) Analysing, monitoring and reviewing various human resource and compensation matters, including the compensation strategy;

(i) Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

(j) Recommending the remuneration, in whatever form, payable to non-executive directors and the senior management personnel and other staff (as deemed necessary);

(k) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

(l) Framing suitable policies and systems to ensure that there is no violation, as amended from time to time, of any securities laws or any other applicable laws in India or overseas, including:

 (i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and

 (ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended;

(m) performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Companies Act, each as amended or other applicable law;

(n) Perform such functions as are required to be performed by the Compensation Committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

(o) Administering, monitoring and formulating detailed terms and conditions of the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the terms of such scheme/plan ("ESOP Scheme") including the following:

 (i) Determining the eligibility of employees to participate under the ESOP Scheme;

 (ii) Determining the quantum of option to be granted under the ESOP Scheme per employee and in aggregate;

 (iii) Date of grant;

 (iv) Determining the exercise price of the option under the ESOP Scheme;

 (v) The conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;

 (vi) The exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;

 (vii) The specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an employee;

(viii) The right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;

(ix) Re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the equity shares;

(x) The grant, vest and exercise of option in case of employees who are on long leave;

(xi) the vesting and exercise of option in case of grantee who has been transferred or whose services have been seconded to any other entity within the group at the instance of the Company;

(xii) Allow exercise of unvested options on such terms and conditions as it may deem fit;

(xiii) The procedure for cashless exercise of options;

(xiv) Forfeiture/ cancellation of options granted;

(xv) arranging to get the shares issued under the ESOP Scheme listed on the stock exchanges on which the equity shares of the Company are listed or maybe listed in future.

(xvi) Formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration:

- the number and the price of stock option shall be adjusted in a manner such that total value of the option to the employee remains the same after the corporate action;

- for this purpose, global best practices in this area including the procedures followed by the derivative markets in India and abroad may be considered; and

- the vesting period and the life of the option shall be left unaltered as far as possible to protect the rights of the employee who is granted such option.

(p) Construing and interpreting the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the terms of such scheme/plan ("ESOP Scheme") and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme;

(q) engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy; and

(r) Performing such other functions as may be necessary or appropriate for the performance of its duties.

The Nomination and Remuneration Committee is required to meet at least once every year in accordance with the SEBI Listing Regulations.

Stakeholders' Relationship Committee

The members of the Stakeholders' Relationship Committee are:

Name of the Directors	Designation	Designation in Committee
Siddhartha Roy	Independent Director	Chairperson
Ritu Mittal	Joint Managing Director and Chief Executive Officer	Member
Dr. Somnath Chatterjee	Chairman and Joint Managing Director	Member

The Stakeholders' Relationship Committee was constituted by our Board pursuant to a resolution dated July 16, 2024 and re-constituted on October 3, 2024. The terms of reference of the Stakeholders' Relationship Committee were approved by our Board pursuant to a resolution dated July 16, 2024.

The scope and functions of the Stakeholders' Relationship Committee are in accordance with Section 178 of the Companies Act and Regulation 20 of the SEBI Listing Regulations, and its terms of reference are as disclosed below:

(a) Redressal of all security holders' and investors' grievances such as complaints related to transfer of shares, including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, dematerialisation and re-materialisation of shares, non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, etc., assisting with quarterly reporting of such complaints and formulating procedures in line with statutory guidelines to ensure speedy disposal of various requests received from shareholders;

(b) Resolving the grievances of the security holders of the Company including complaints related to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;

(c) Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;

(d) Reviewing the adherence to the service standards by the Company with respect to various services rendered by the registrar and transfer agent of our Company and to recommend measures for overall improvement in the quality of investor services;

(e) Review of measures taken for effective exercise of voting rights by shareholders;

(f) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the registrar & share transfer agent;

(g) To approve allotment of shares, debentures or any other securities as per the authority conferred / to be conferred to the Committee by the board of directors from time to time;

(h) To approve requests for transfer, transposition, deletion, consolidation, sub-division, change of name, dematerialization, rematerialisation etc. of shares, debentures and other securities;

(i) To monitor and expedite the status and process of dematerialization and rematerialisation of shares, debentures and other securities of the Company;

(j) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company; and

(k) Performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations and the Companies Act or other applicable law.

The Stakeholders' Relationship Committee is required to meet at least once in a year in accordance with the SEBI Listing Regulations.

Corporate Social Responsibility Committee

The members of the Corporate Social Responsibility Committee are:

Name of the Directors	Designation	Designation in Committee
Dr. Somnath Chatterjee	Chairman and Joint Managing Director	Chairperson
Ritu Mittal	Joint Managing Director and Chief Executive Officer	Member
Pradip Kumar Dutta	Independent Director	Member

The Corporate Social Responsibility Committee was re-constituted by our Board pursuant to a resolution dated July 16, 2024.

The terms of reference of the Corporate Social Responsibility Committee were approved by our Board pursuant to a resolution dated July 16, 2024. Its terms of reference are as disclosed below:

(a) To formulate and recommend to the Board, a Corporate Social Responsibility Policy stipulating, amongst others, the guiding principles for selection, implementation and monitoring the activities as well as formulation of the annual action plan which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act and the rules made thereunder and make any revisions therein as and when decided by the Board;

(b) To review and recommend the amount of expenditure to be incurred on the activities referred to in (a) and amount to be incurred for such expenditure shall be as per the applicable law;

(c) To identify corporate social responsibility policy partners and corporate social responsibility policy programmes;

(d) To review and recommend the amount of expenditure to be incurred for the corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;

(e) To delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;

(f) To review and monitor the Corporate Social Responsibility Policy of the company and its implementation from time to time, and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;

(g) To do such other acts, deeds and things as may be required to comply with the applicable laws;

(h) To take note of the Compliances made by implementing agency (if any) appointed for the corporate social responsibility of the Company;

(i) The Corporate Social Responsibility Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its corporate social responsibility policy, which shall include the following:

    (i) the list of corporate social responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act;

    (ii) the manner of execution of such projects or programmes as specified in the rules notified under the Companies Act;

    (iii) the modalities of utilisation of funds and implementation schedules for the projects or programmes;

    (iv) monitoring and reporting mechanism for the projects or programmes; and

    (v) details of need and impact assessment, if any, for the projects undertaken by the Company; and

(j) To perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 or by the SEBI Listing Regulations or statutorily prescribed under any other law or by any other regulatory authority.

IPO Committee

The members of the IPO Committee are:

Name of the Directors	Designation	Designation in Committee
Dr. Somnath Chatterjee	Chairman and Joint Managing Director	Chairperson
Ritu Mittal	Joint Managing Director and Chief	Member

Name of the Directors	Designation	Designation in Committee
	Executive Officer	
Satish Kumar Verma	Non-Executive, Non-Independent Director	Member

Our IPO Committee was constituted by our Board pursuant to a resolution dated March 30, 2024.

The terms of reference of the IPO Committee were approved by our Board pursuant to a resolution dated July 16, 2024. Its terms of reference are as disclosed below:

(a) To decide, negotiate and finalize, in consultation with the book running lead managers appointed in relation to the Offer (the "BRLMs"), all matters regarding the pre-IPO placement, if any, out of the fresh issue of Equity Shares by the Company in the Offer, decided by the Board, including entering into discussions and execution of all relevant documents with investors;

(b) To amend the terms of participation by the selling shareholders in the offer for sale;

(c) To approve amendments to the memorandum of association and the articles of association of the Company;

(d) To take all actions as may be necessary and authorised in connection with the offer for sale and to approve and take on record the approval of the selling shareholder(s) for offering their Equity Shares in the offer for sale and the transfer of Equity Shares in the offer for sale including the quantum in terms of number of Equity Shares/ amount offered by the selling shareholders in the Offer, allowing revision of the offer for sale portion in case any selling shareholder decides to revise it, in accordance with the applicable laws;

(e) To decide on other matters in connection with or incidental to the Offer, including the pre-IPO placement, timing, pricing and terms of the Equity Shares, the Offer price, the price band, the size and all other terms and conditions of the Offer including the number of Equity Shares to be offered and transferred in the Offer, the bid / Offer opening and bid/Offer closing date, discount (if any), reservation, determining the anchor investor portion, issue price for anchor investors and allocating such number of Equity Shares to anchor investors in consultation with the BLRMs and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") and to do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Offer including to make any amendments, modifications, variations or alterations in relation to the Offer and to constitute such other committees of the Board, as may be required under Applicable Laws, including as provided in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations");

(f) To make applications, seek clarifications, obtain approvals and seek exemptions from, where necessary, SEBI, the RoC and any other governmental or statutory authorities as may be required in connection with the Offer and accept on behalf of the Company such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required and wherever necessary, incorporate such modifications/ amendments as may be required in the draft red herring prospectus (the "DRHP"), the red herring prospectus (the "RHP") and the prospectus ("Prospectus") as applicable;

(g) To finalize, settle, approve, adopt and file in consultation with the BRLMs where applicable, the DRHP, the RHP the Prospectus, the preliminary and final international wrap and any amendments (including dating of such documents), supplements, notices, addenda or corrigenda thereto, together with any summaries thereof and take all such actions as may be necessary for the submission, filing and/ or withdrawal of these documents including incorporating such alterations/corrections/ modifications as may be required by SEBI, the RoC or any other relevant governmental and statutory authorities or in accordance with applicable laws;

(h) To appoint and enter into and terminate arrangements with the BRLMs, and appoint and enter into and terminate arrangements, in consultation with the BRLMs, with underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, escrow collection bankers to the Offer, refund bankers to the Offer, registrars to the Offer, public offer account bankers to the Offer, sponsor banks, legal advisors, auditors, independent chartered accountants, advertising agency, depositories, custodians, grading agency, monitoring agency, industry expert, credit rating agencies, printers, and any other agencies or persons or intermediaries whose appointment is required in relation to the Offer including any successors or replacements thereof, and to negotiate, finalize the amend the terms of their appointment, including but not limited to the execution of the engagement letter with the BRLMs and negotiation, finalization, execution and, if required, amendment or termination of the offer agreement with the BRLMs and the selling shareholders, if any;

(i) To decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any;

(j) To negotiate, finalize and settle and to execute and deliver or arrange the delivery of or to resubmit the DR.HP, the RHP, the Prospectus, offer agreement, syndicate agreement, underwriting agreement, share escrow agreement, cash escrow and sponsor bank agreement, ad agency agreement, agreements with the registrar to the issue and all other documents, deeds, agreements and instruments whatsoever with the registrar to the Offer, legal advisors, auditors, stock exchange(s), BRLMs and any other agencies/intermediaries in connection with the Offer with the power to authorize one or more officers of the Company to execute all or any of the aforesaid documents or any amendments thereto as may be required or desirable in relation to the Offer;

(k) To authorize the maintenance of a register of holders of the Equity Shares;

(l) To seek, if required, the consent and/ or waiver of the lenders of the Company, customers, suppliers, vendors, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents and/or waivers that may be required in relation to the Offer or any actions connected therewith;

(m) To open and operate bank accounts in terms of the escrow agreement and to authorize one or more officers of the Company to execute all documents/ deeds as may be necessary in this regard;

(n) To open and operate bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013, as amended, and to authorize one or more officers of the Company to execute all documents/ deeds as may be necessary in this regard;

(o) To authorize and approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer;

(p) To accept and appropriate the proceeds of the Offer in accordance with the Applicable Laws;

(q) To approve codes of conduct as may be considered necessary or as required under applicable laws, regulations or guidelines for the Board, officers of the Company and other employees of the Company;

(r) To implement any corporate governance requirements that may be considered necessary by the Board or the any other committee or as may be required under the applicable laws, including the SEBI Listing Regulations and the uniform listing agreements to be entered into by the Company with the relevant stock exchanges, to the extent allowed under law;

(s) To issue receipts/ allotment letters/ confirmation of allotment notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchanges, with power to authorize one or more officers of the Company or the Registrar to the Offer to sign all or any of the aforestated documents;

(t) To authorize and approve notices, advertisements in relation to the Offer, in accordance with the SEBI ICDR Regulations and other applicable laws, in consultation with the relevant intermediaries appointed for the Offer;

(u) To do all such acts, deeds, matters and things and execute all such other documents, etc., as may be deemed necessary or desirable for such purpose, including without limitation, to finalize the basis of allocation and to allot the shares to the successful allottees as permissible in law, issue of allotment letters/ confirmation of allotment notes, share certificates in accordance with the relevant rules, in consultation with the BRLMs;

(v) To do all such acts, deeds and things as may be required to dematerialize the Equity Shares and to authorize individuals to sign and/ or modify, as the case maybe, agreements and/ or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, authorities or bodies as may be required in this connection and to authorize one or more officers of the Company to execute all or any of the afore-stated documents;

(w) To make applications for listing of the Equity Shares in one or more stock exchanges for listing of the Equity Shares and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchanges in connection with obtaining such listing including without limitation, entering into listing agreements and affixing the common seal of the Company where necessary;

(x) To settle all questions, difficulties or doubts that may arise in regard to the Offer, including such issues or allotment, terms of the IPO, utilization of the IPO proceeds and matters incidental thereto as it may deem fit;

(y) authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from ti.me to ti.me in relation to the Offer;

(z) authorizing any officers (the "Authorized Officers"), for and on behalf of the Company, to negotiate, finalize, execute, deliver and terminate, on a several basis, any agreements and arrangements as well as amendments or supplements thereto that any such Authorized Officer considers necessary, desirable or advisable, in connection with the Offer, including, without limitation, engagement letter(s), memoranda of understanding, the uniform listing agreements with the relevant stock exchanges, the registrar's agreement, the depositories agreements, the offer agreement with the Selling Shareholders and the book running lead managers (and other entities as appropriate), the underwriting agreement, the share escrow agreement, the syndicate agreement, the cash escrow and sponsor bank agreement, confirmation of allocation notes, the advertisement agency agreement, and any agreement or document in connection with any pre-IPO placement (including any placement agreement, escrow agreement and Offer documentation), with, and to make payments to or remunerate by way of fees, commission, brokerage or the like or reimburse expenses incurred in connection with the Offer by the book running lead managers, syndicate members, placement agents, registrar to the Offer, bankers to the Offer, underwriters, escrow agents, accountants, auditors, legal counsel, depositories, credit rating agencies, advertising agencies, monitoring agencies, and all such persons or agencies as may be involved in or concerned with the Offer; and any such agreements or documents so executed and delivered and acts and things done by any such Authorized Officer shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing;

(aa) To submit undertaking/ certificates or provide clarifications to the SEBI, the RoC and the relevant stock exchanges where the Equity Shares are to be listed;

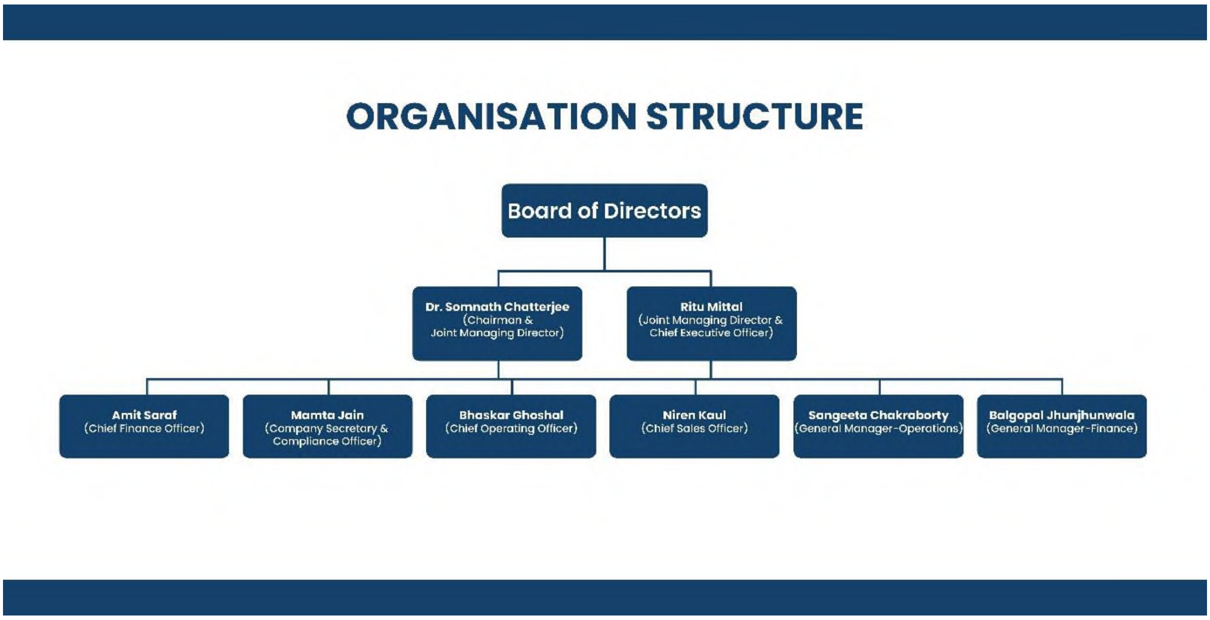
(bb) To approve suitable policies on insider trading, whistle-blowing, risk management, and any other policies as may be required under the SEBI Listing Regulations or any other Applicable Laws;

(cc) To approve the list of 'group companies' of the Company, identified pursuant to the materiality policy adopted by the Board, for the purposes of disclosure in the DRHP, RHP and Prospectus;

(dd) To withdraw the DRHP or the RHP or to decide to not proceed with the Offer at any stage in accordance with applicable laws and in consultation with the BRLMs; and

(ee) To delegate any of its powers set out under (a) to (w) hereinabove, as may be deemed necessary and permissible under applicable laws to the officials of the Company.

Management Organisation Structure



Key Managerial Personnel of our Company

In addition to Dr. Somnath Chatterjee and Ritu Mittal who are the Chairman and Joint Managing Director, and Joint Managing Director and Chief Executive Officer respectively of our Company, whose details are provided in "*Our Management – Brief Biographies of our Directors*" on page 267. The details of our other Key Managerial Personnel as of the date of this Red Herring Prospectus are set forth below:

Amit Saraf is the Chief Financial Officer of our Company. He has been associated with our Company as Chief Financial Officer since June 3, 2024. He handles financial modelling and analysis, forecasting, budgeting, financial strategy and working capital management. He holds a bachelor's degree in commerce in 2006 from University of Calcutta and has been an associate member of the Institute of Chartered Accountants of India since 2011. He also has a master's degree in business administration from Symbiosis Centre for Distance Learning in 2010. He has more than 15 years of experience in the finance and general accounting sector. Before his association with our Company, he has previously served as the assistant general manager - Finance with Balrampur Chini Mills Limited, the deputy general manager - finance with Hindustan National Glass and Industries Limited, the manager of finance and accounts with Niti International Limited and the finance manager with Must Garments Limited, Hong Kong. He was not paid remuneration in Fiscal 2024 as he was appointed in the current Fiscal Year.

Mamta Jain is the Company Secretary and Compliance Officer of our Company. She has been associated with our Company as the Company Secretary and Compliance Officer since April 15, 2024. She is currently responsible for secretarial and compliance advisory in our Company. She has cleared the examination for a bachelor's degree in commerce from University of Calcutta and a post graduate diploma in business administration from Symbiosis Centre for Distance Learning and has been an associate member of the Institute of Company Secretaries of India since 2010, and has been a member of the Institute of Cost and Works Accountants of India since 2011. She has more than nine years of experience in the secretarial sector. Before her association with our Company, she has previously served as a company secretary with VISA International Limited, and the company secretary and compliance officer with Dollar Industries Limited. She was not paid remuneration in Fiscal 2024 as she was appointed in the current Fiscal Year.

Senior Management of our Company

In addition to the Key Managerial Personnel of our Company, respectively, whose details are provided in "*Key Managerial Personnel*" on page 283, the details of our other Senior Management are set out below:

Balgopal Jhunjhunwala is the General Manager - Finance in our Company and he is currently responsible for timely financial reporting, including preparing financial statements, budgeting, etc of our Company. He obtained his bachelor's degree in commerce from University of Calcutta in 2006. He has more than 15 years of experience. In the Fiscal Year 2024, he received a remuneration of ₹ 1.83 million.

Bhaskar Ghoshal is the Chief Operating Officer in our Company and he is currently responsible for overseeing the daily operations and ensuring that business operations are effective and efficient in our Company. He obtained his bachelor's degree in science from University of Bombay and master's degree in management studies in 1993 from University of Bombay. He also completed an advanced programme in supply chain management in 2017 from Indian Institute of Management - Calcutta. He has more than 30 years of experience. Prior to joining our Company, he was associated with Neuberg Diagnostics as chief commercial officer, with Metropolis Health Services Limited as general manager – materials and with Dr. Lal PathLabs Private Limited as vice president – commercial operations. In the Fiscal Year 2024, he received a remuneration of ₹ 4.86 million.

Niren Kaul is the Chief Sales Operations in our Company and he is currently responsible for leading and managing all aspects of the sales function of our Company. He obtained his bachelor's degree in of engineering in electrical engineering from Pandit Ravishankar Shukla University, Raipur and master's degree in business administration from University of Pune in 2001. He has more than 22 years of experience. Prior to joining our Company, he was associated with Bharti Hexacom Limited as assistant manager in the commercial department, with Bharti Infratel Limited as deputy general manager in circle supply chain management and other organizations in various managerial roles. In the Fiscal Year 2024, he received a remuneration of ₹ 5.20 million.

Sangeeta Chakraborty is the General Manager - Operations in our Company and she is currently responsible for overall operations, and developing and implementing operational strategies of our Company. She has cleared the examination for a bachelor's degree in arts from University of Calcutta in 1995. She has more than 26 years of experience. Prior to joining our Company, she was associated with Miracles Infertility and Genetics Research Private Limited as inventory manager. In the Fiscal Year 2024, she received a remuneration of ₹ 2.28 million.

Status of Key Managerial Personnel and Senior Management

All the Key Managerial Personnel and Senior Management are permanent employees of our Company.

Relationship between our Key Managerial Personnel and Senior Management and Directors

None of our Key Managerial Personnel and Senior Management are related to each other or to our Directors.

Shareholding of Key Managerial Personnel and Senior Management

For details of the shareholding of our Key Managerial Personnel and Senior Management in our Company, see "*Capital Structure – Details of the Shareholding of our Directors and Key Managerial Personnel and Senior Management*" on page 120.

Bonus or Profit-Sharing Plan of our Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel and Senior Management are party to any bonus or profit-sharing plan of our Company.

Arrangement or Understanding with Major Shareholders, Customers, Suppliers or Others

There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of our Key Managerial Personnel and Senior Management were selected as members of our management.

Interest of Key Managerial Personnel and Senior Management

Except as disclosed in "*Interest of Directors*", none of our Key Managerial Personnel and Senior Management have any interest in our Company, other than to the extent of (i) the remuneration or benefits to which they are entitled in accordance with the terms of their appointment or reimbursement of expenses incurred by them during the ordinary course of business, and (ii) the Equity Shares held by them, if any, and any dividend payable to them and other benefits arising out of such shareholding.

None of our Key Managerial Personnel and Senior Management have been paid any consideration of any nature by our Company other than remuneration in the ordinary course of their employment.

Other than as disclosed in "*Terms of appointment of our Directors*", "*Key Managerial Personnel of our Company" and "Senior Management of our Company"* on pages 268, 283 and 283, respectively our Company has not paid any compensation or granted any benefit to any of our Key Managerial Personnel and Senior Management (including contingent or deferred compensation) in all capacities in the Fiscal Year 2024. Further, there is no deferred or contingent compensation payable to any of our Key Managerial Personnel and Senior Management for the Fiscal Year 2024.

Changes in the Key Managerial Personnel and Senior Management during the Last Three Years

The changes in our Key Managerial Personnel or Senior Management Personnel in the three immediately preceding years are set forth below:

Name	Designation	Date of Change	Reason for Change
Amit Saraf	Chief Financial Offer	June 3, 2024	Appointment
Mamta Jain	Company Secretary and Compliance Officer	April 15, 2024	Appointment

The rate of attrition of our Key Managerial Personnel and Senior Management is not high in comparison to the industry in which we operate.

Payment or Benefit to Key Managerial Personnel and Senior Management

No amount or benefit has been paid or given within the preceding two years or is intended to be paid or given to any officers of our Company, including our Key Managerial Personnel and Senior Management, other than normal remuneration and any employee stock options, for services rendered as officers of our Company and other than as disclosed in "*Other Financial Information – Note 39 –Related Party Transactions*" on page 332.

Other than statutory benefits upon termination of their employment in our Company on retirement, none of our Key Managerial Personnel and Senior Management has entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Employee Stock Option/Purchase Schemes

For details on the ESOP Scheme and employee stock options held by our Key Managerial Personnel and Senior Management, see "*Capital Structure – Employee Stock Option Scheme*" on page 120.

OUR PROMOTERS AND PROMOTER GROUP

The Promoters of our Company are Dr Somnath Chatterjee, Ritu Mittal and Satish Kumar Verma.

As on the date of this Red Herring Prospectus, our Promoters collectively hold 22,916,410 Equity Shares of face value ₹2 each, representing 44.02% of the pre-Offer issued, subscribed and paid-up equity share capital of our Company. For details, please see "*Capital Structure – Details of Shareholding of our Promoters and members of the Promoter Group in the Company – Build-up of Promoters', members of Promoter Group, and Selling Shareholders' shareholding in our Company*" beginning on page 110.

Details of our Promoters

1. **Dr Somnath Chatterjee**

Dr Somnath Chatterjee, aged 64 years, is one of our Promoters and is also the Chairman and Joint Managing Director on our Board. For the complete profile of Dr. Somnath Chatterjee along with details of his date of birth, personal address, educational qualifications, professional experience, position / posts held in the past, directorships held, and business and financial activities, other directorships, other ventures and special achievements, see "*Our Management – Brief Biographies of our Directors*" on page 267.

His permanent account number is ACSPC5341E.

As on date of this Red Herring Prospectus, Dr Somnath Chatterjee individually holds 4,731,836 Equity Shares of face value ₹2 each representing 9.09% of the issued, subscribed and paid-up equity share capital of our Company.

2. **Ritu Mittal**

Ritu Mittal, aged 50 years, is one of our Promoters and is also the Chief Executive Officer and Joint Managing Director on our Board. For the complete profile Ritu Mittal along with details of her date of birth, personal address, educational qualifications, professional experience, position / posts held in the past, directorships held, and business and financial activities, other directorships, other ventures and special achievements, see "*Our Management – Brief Biographies of our Directors*" on page 267.

Her permanent account number is ADXPM4047M.

As on date of this Red Herring Prospectus, Ritu Mittal individually holds 10,408,455 Equity Shares of face value ₹2 each representing 19.99% of the issued, subscribed and paid-up equity share capital of our Company.

3. **Satish Kumar Verma**

Satish Kumar Verma, aged 75 years, is one of our Promoters and is a Non-Executive Director on our Board. For the complete profile of Satish Kumar Verma along with details of his date of birth, personal address, educational qualifications, professional experience, position / posts held in the past, directorships held, and business and financial activities, other directorships, other ventures and special achievements, see "*Our Management – Brief Biographies of our Directors*" on page 267.

His permanent account number is AACPV6771D.

As on date of this Red Herring Prospectus, Satish Kumar Verma jointly with Suman Verma holds 7,776,119 Equity Shares of face value ₹2 each representing 14.93% of the issued, subscribed and paid-up equity share capital of our Company.

Our Company confirms that the permanent account number, bank account number, Aadhaar number, driving license number and passport number, as applicable, of our Promoters has been submitted to the Stock Exchanges at the time of filing the Draft Red Herring Prospectus.

Change in control of our Company

Dr Somnath Chatterjee is the original Promoter of our Company. Pursuant to a Board Resolution dated March 30, 2024, our Company has identified Dr Somnath Chatterjee, Ritu Mittal and Satish Kumar Verma as the Promoters of our Company. There has been no effective change in control of our Company in the last five years. For details in relation to the shareholding of our Promoter and Promoter Group, and changes in the shareholding of our Promoter, including in the five years preceding the date of this Red Herring Prospectus, see "*Capital Structure - History of equity share capital of our Company*" and "*Capital Structure - Details of Promoter's contribution locked in for 18 months*" on pages 100 and 117 .

Interests of Promoters

Our Promoters are interested in our Company to the extent that they are the Promoters of our Company and to the extent of their respective shareholding in our Company, Dr Somnath Chatterjee, Ritu Mittal and Satish Kumar Verma's directorships in our Company and the dividends payable, if any, and any other distributions in respect of their respective shareholding in our Company, the shareholding of their relatives in our Company, or the shareholding of entities in which our Promoters are interested, in our Company. For details of the shareholding of our Promoters in our Company, see "*Capital Structure*" beginning on page 99.

Further, our Promoters are also directors on the boards or are shareholders, kartas, trustees, proprietors, members or partners of entities with which our Company has had related party transactions and may be deemed to be interested to the extent of the payments made by our Company, if any, to these entities. For further details of interest of our Promoters in our Company, see "*Other Financial Information – Related Party Transactions*" beginning on page 343.

Dr Somnath Chatterjee, Ritu Mittal and Satish Kumar Verma may also be deemed to be interested to the extent of remuneration, benefits, reimbursement of expenses, sitting fees and commission payable, if any, to them as Directors on our Board. For further details, see "*Our Management – Interest of Directors*" beginning on page 270.

None of our Promoters have any interest, whether direct or indirect, in any property acquired by our Company within the preceding three years from the date of this Red Herring Prospectus or proposed to be acquired by our Company as on the date of this Red Herring Prospectus, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Our Promoters are not interested as a member in any firm or company which has any interest in our Company, other than as disclosed above. Further, no sum has been paid or agreed to be paid to any of our Promoters or to any firm or company in which any of our Promoters are interested as a member, in cash or shares or otherwise by any person either to induce any of our Promoters to become, or qualify them as a director, or otherwise for services rendered by any our Promoters or by such firm or company in connection with the promotion or formation of our Company.

Except as disclosed in "*Group Companies - Common pursuits among Group Companies*" at page 391, our Promoters do not have any interest in any venture that is involved in any activities similar to those conducted by our Company.

Experience of the Promoters in the business of our Company

Our Promoters have adequate experience in the business activities currently undertaken by our Company. Our Company do not intend to venture into any new line of business.

Companies or firms from which our Promoters have disassociated in the last three years

Except as disclosed below, none of our Promoters have disassociated themselves from any other company or firm in the three years preceding the date of this Red Herring Prospectus:

S. No.	Name of company/firm disassociated from	Name of the Promoter	Date of disassociation	Reasons for and circumstances leading to disassociation and terms of disassociation
1.	Suraksha Diagnostics & Eye Centre Private Limited	Dr Somnath Chatterjee	May 28, 2024	Sale of entire shareholding in Suraksha Diagnostics & Eye Centre Private Limited

Payment or Benefits to Promoters or members of Promoter Group

Except as disclosed herein and as stated in "*Other Financial Information – Related Party Transactions*" at page 343, there has been no payment or benefits by our Company to our Promoters or any of the members of the Promoter Group during the two years preceding the date of this Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoters or Promoter Group as on the date of this Red Herring Prospectus.

Material Guarantees

Except for as disclosed in *"History and Certain Corporate Matters- Guarantees given by Promoters"* on page 263, as on the date of this Red Herring Prospectus, our Promoters have not given any material guarantees to any third party with respect to Equity Shares of the Company.

Promoter Group

In addition to our Promoters, the individuals and entities that form a part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations are set out below:

Natural persons who are part of the Promoter Group

The natural persons who are part of the Promoter Group, other than our Promoters, are as follows:

S. No.	Name of Promoter	Name of Promoter Group Member	Relationship with Promoter (as defined under the Companies Act, 2013)
1.	Dr. Somnath Chatterjee	Tandra Chatterjee	Spouse
		Bholanath Chattopadhayay	Father
		Manjusri Chatterjee	Mother
		Tathagata Chatterjee	Son
		Aparajita Chatterjee	Daughter
		Gayatri Bhattacharya	Spouse's Sister
		Goutam Chattopadhayay	Spouse's Brother
2.	Ritu Mittal	Bipul Mittal	Spouse

S. No.	Name of Promoter	Name of Promoter Group Member	Relationship with Promoter (as defined under the Companies Act, 2013)
		Sarla Kejriwal	Mother
		Rahat Mittal	Son
		Raghavi Mittal	Daughter
		Raman Kejriwal	Brother
		Poonam Kanodia	Sister
		Rinku Chirimar	Sister
		Shilpa Girotra	Sister
		Ram Avtar Mittal	Spouse's Father
		Kanta Mittal	Spouse's Mother
		Gopal Krishna Mittal	Spouse's Brother
		Ravindra Kumar Mittal	Spouse's Brother
		Savita Kasera	Spouse's Sister
		Kavita Bhuwalka	Spouse's Sister
		Twinkle Agarwal	Spouse's Sister
3.	Satish Kumar Verma	Suman Verma	Spouse
		Karan Kanika Verma	Son
		Arpita Verma	Daughter
		Raj Bedi	Sister
		Kamlesh Trehan	Sister
		Usha Jhulka	Sister
		Sarla Grover	Sister
		Sanjeev Vij	Spouse's Brother
		Sarita Chaddha	Spouse's Sister

Entities forming part of the Promoter Group

The entity forming part of our Promoter Group is as follows:

1. Dneema Overseas Private Limited;
2. Tinni Investments Limited;
3. Oscar International Limited;
4. Sahayta Clinic LLP;
5. Eastern Road Carriers Private Limited;
6. ERC India Limited;
7. ERC Logistics Private Limited;
8. Manila Enclave Private Limited;
9. Rama Special Steels Private Limited;
10. Bright Comptech LLP;
11. Omega Futuristic LLP;
12. Kosmic Kris Industries LLP;
13. Terriific Infracon LLP;
14. Terriific Niketan LLP;
15. Terriific Complex LLP;
16. Terriific Abasan LLP;
17. Terriific Regency LLP;
18. Terriific Skyview LLP;
19. Terriific Conclave LLP;
20. Terriific Realdev LLP;
21. Terriific Realcon LLP;
22. Terriific Devcon LLP;
23. Terriific Niwas LLP;
24. Terriific Plaza LLP;
25. Terriific Nirman LLP;
26. Terriific Enclave LLP;
27. Terriific Residency LLP;
28. Terriific Realty LLP;

29. Terriific Buildcon LLP
30. Terriific Buildwell LLP;
31. Terriific Builders LLP;
32. Terriific Aawas LLP;
33. Terriific Electricals LLP;
34. Terriific Realstate LLP;
35. R.A. Enterprises;
36. Bright Enclave Private Limited;
37. Aska Investments Private Limited;
38. Devsthan Realtors Private Limited;
39. Safex Securities Private Limited;
40. Aska Roadways Private Limited;
41. Deep Fund Managers Private Limited;
42. Masterlook Tracon Private Limited;
43. Eastern Road Carriers - LLP;
44. Ashutosh Vyapaar Private Limited;
45. Senao International Limited;
46. Puskar Infrastructure LLP;
47. ASV Electronics LLP;
48. SRD Agencies LLP;
49. Oscar Exports;
50. Oscar Enclave Private Limited;
51. Kevin Infotech Private Limited;
52. Ravindra Kumar Mittal HUF;
53. Bipul Mittal HUF;
54. Gopal Krishna Mittal HUF;
55. Satish Kumar Verma HUF;
56. Reliance Electronics Industries (India) LLP;
57. Santosh Radio Products;
58. Cube Developers Private Limited;
59. Akanksha Viniyog Limited;
60. Saltee Parks Private Limited;
61. Kanika Audio Visuals Private Limited; and
62. Pushkar Niwas LLP.

DIVIDEND POLICY

The declaration and payment of dividends, if any, will be recommended by our Board and approved by our Shareholders at their discretion, subject to the provisions of our Articles of Association and the applicable laws including the Companies Act together with the applicable rules issued thereunder. The dividends, if any, will depend on a number of factors, including but not limited to the earnings, capital requirements, acquisitions, overall financial condition of our Company and restrictive covenants of our financial arrangements. Our Company may also, from time to time, pay interim dividends. We may retain all our future earnings, if any, for use in the operations and expansion of our business. Our Company has adopted a formal policy on dividend distribution. ("**Dividend Policy**") pursuant to a resolution of the Board dated July 20, 2024. In terms of the Dividend Policy, the dividend pay-out, if any, shall be determined by the Board after taking into account a number of financial parameters, including internal factors and external factors, including but not limited to the profit earned during the year as well as general reserves of the Company, projections of future profits and cashflows, profit earned during the year as well as general reserves of the Company, projections of future profits and cashflows. Our Company may decide against paying dividend due to, *inter alia*, retention of profit by the Company under significant expansion plan and future growth, higher working capital requirement adversely impacting free cash flow, and acquisition and restricting activity.

No dividends have been declared and paid by the Company on the Equity Shares or Preference Shares for the Fiscals 2024, 2023, 2022 and from April 1, 2024 till the date of filing of this Red Herring Prospectus.

SECTION V – FINANCIAL INFORMATION

RESTATED CONSOLIDATED FINANCIAL INFORMATION

Independent Auditors Examination Report on the Restated Consolidated Statement of Assets and Liabilities as at June 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 and Restated Consolidated Statement of Profits and Loss (including Other Comprehensive Income), Restated Consolidated Statement of Changes in Equity, Restated Consolidated Statement of Cash Flows along with the Statement of Material Accounting Policies and other explanatory information for three months period ended June 30, 2024, and the years ended March 31, 2024, March 31, 2023 and March 31, 2022 of Suraksha Diagnostic Limited (formerly known as Suraksha Diagnostic Private Limited) (collectively, the "Restated Consolidated Financial Information")

The Board of Directors
Suraksha Diagnostic Limited
(Formerly known as Suraksha Diagnostic Private Limited)
Plot No DG-12/1, Action Area 1D,
Premises No 02-0327,
New Town, Rajarhat,
Kolkata, West Bengal, India, 700156

Dear Sirs/ Madams,

1. We, M S K A & Associates, Chartered Accountants, ("We" or "Us" or "Our" or "the Firm") have examined the Restated Consolidated Financial Information of **Suraksha Diagnostic Limited (formerly known as Suraksha Diagnostic Private Limited)** (the "Company" or the "Holding Company" or the "Issuer") and its subsidiaries (the Company and its subsidiaries together referred to as the "Group") which comprises of the Restated Consolidated Statement of Assets and Liabilities as at June 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Statement of Cash Flows along with the Statement of Material Accounting Policies and other explanatory information for the three months period ended June 30, 2024 and the years ended March 31, 2024, March 31, 2023 and March 31, 2022 (collectively, the "Restated Consolidated Financial Information"), annexed to this report for the purpose of inclusion in the Red Herring Prospectus ("RHP") and Prospectus prepared by the Company in connection with its proposed Initial Public Offer of equity shares of face value of Rs. 2 each ("Offer"). The Restated Consolidated Financial Information, which have been approved by the board of directors of the Company (the "Board of Directors") at their meeting held on October 21, 2024, and have been prepared by the Company in accordance with the requirements of:

   a) the Sub-section (1) of Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");

   b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations");

   c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note"); and

   d) Email dated October 28, 2021 from Securities and Exchange Board of India (SEBI) to Association of Investment Bankers of India ("SEBI Communication").

2. The Company's Board of Directors are responsible for the preparation of Restated Consolidated Financial Information for the purpose of inclusion in the RHP and Prospectus to be filed with Securities and Exchange Board of India ("SEBI"), BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (collectively, "the Stock Exchanges") and the Registrar of Companies, West Bengal at Kolkata ("ROC") in connection with the Offer. The Restated Consolidated Financial Information have

been prepared by the management of the Company in accordance with the basis of preparation stated in Note 2(a) to Annexure V of the Restated Consolidated Financial Information. The respective Board of Directors of the Companies included in the Group are responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The respective Board of Directors are also responsible for identifying and ensuring that the Group complies with the Act, the SEBI ICDR Regulations, the Guidance Note and SEBI Communication.

3. We have examined the Restated Consolidated Financial Information taking into consideration:

a) the terms of reference and our engagement agreed with you vide our engagement letter dated April 15, 2024, in connection with the Offer.

b) the Guidance Note which also requires that we comply with the ethical requirements as stated in the Code of Ethics issued by the ICAI;

c) the concepts of test check and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and

d) the requirements of Section 26 of the Act, the SEBI ICDR Regulations and the SEBI Communication.

Our work was performed solely to assist you in meeting your responsibilities in relation to compliance with the Act, the SEBI ICDR Regulations, the Guidance Note and SEBI Communication, in connection with the Offer.

4. The Restated Consolidated Financial Information have been compiled by the management of the Company from:

a) Audited special purpose Ind AS interim consolidated financial statements of the Group as at and for the three months period ended June 30, 2024, prepared by the management in accordance with the basis of preparation, as set out in Note 2(a) of Annexure V to the Restated Consolidated Financial Information, which have been approved by the Board of Directors at their meeting held on September 16, 2024;

b) Audited consolidated financial statements of the Group as at and for the year ended March 31, 2024, prepared by the management in accordance with the Indian Accounting Standards as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended (referred to as "Ind AS"), and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on July 16, 2024;

c) Audited special purpose consolidated financial statements of the Group as at and for the year ended March 31, 2023, prepared by the management in accordance with the basis of preparation, as set out in Note 2(a) of Annexure V to the Restated Consolidated Financial Information, which have been approved by the Board of Directors at their meeting held on July 16, 2024; and

d) Audited special purpose consolidated financial statements of the Group as at and for the year ended March 31, 2022, prepared by the management in accordance with the basis of preparation, as set out in Note 2(a) of Annexure V to the Restated Consolidated Financial Information, which have been approved by the Board of Directors at their meeting held on July 16, 2024.

Audited special purpose consolidated financial statement of the Group as at and for the year ended March 31, 2023, and audited special purpose consolidated financial statement of the Group as at and for the year ended March 31, 2022, together is referred as "Audited Special Purpose Consolidated Financial Statements".

The Audited Special Purpose Consolidated Financial Statements have been prepared after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) consistent with that used at the date of transition to Ind AS (April 01, 2022) and as per the presentation, accounting policies and grouping/classifications including Revised Schedule III disclosures followed as at and for three months period ended June 30, 2024, in accordance with Ind AS, pursuant to the SEBI Communication.

e) Audited special purpose Ind AS interim consolidated financial statements, consolidated financial statements and special purpose consolidated financial Statements referred to in paragraph (a), (b), (c) and (d) above includes financial statements and other financial information in relation to the Company's subsidiaries, as listed below, which are audited by component auditors;

Name of the Entity	Relationship	Name of Component Auditor	Three Months Period/ Years audited by Component Auditor
Suraksha Speciality LLP	Subsidiary	K.S. Bothra & Co.	June 30, 2024, March 31, 2024, and March 31, 2023
Suraksha Salvia LLP	Step down Subsidiary	K.S. Bothra & Co.	June 30, 2024, March 31, 2024, and March 31, 2023
Suraksha Radiology Private Limited	Subsidiary	K.S. Bothra & Co.	June 30, 2024 and March 31, 2024
Asian Institute of Immunology and Rheumatology LLP	Subsidiary	K.S. Bothra & Co.	June 30, 2024 and March 31, 2024

5. For the purpose of our examination, we have relied on:

a) Auditor's report issued by us dated September 16, 2024 on the special purpose Ind AS interim consolidated financial statements of the Group as at and for the three months period ended June 30, 2024 as referred in Para 4(a) above;

b) Auditor's report issued by us dated July 16, 2024 on the consolidated financial statements of the Group as at and for the year ended March 31, 2024 as referred in Para 4(b) above;

c) Auditor's report issued by us dated July 16, 2024 on the special purpose consolidated financial statements of the Group as at and for the year ended March 31, 2023, as referred in Para 4 (c) above; and

d) Auditor's report issued by us dated July 16, 2024 on the special purpose consolidated financial statements of the Group as at and for the year ended March 31, 2022, as referred in Para 4 (d) above;

6. The audit reports issued by us referred in paragraph 5 included following matters which did not require any adjustment in the Restated Consolidated Financial Information:

Emphasis of Matter paragraphs with respect to our audit reports issued by us referred in paragraph 5(a)

Emphasis of Matter- Basis of Accounting and Restriction on Distribution and Use

We draw attention to Note 2.1 to Special Purpose Ind AS Interim Consolidated Financial Statements which describes the purpose and basis of accounting the Special Purpose Ind AS Interim Consolidated Financial Statements. These Special Purpose Ind AS Interim Consolidated Financial Statements are prepared by the management and approved by the Board of Directors of the Holding Company solely for the purpose of preparation of Restated Consolidated Financial Information of the Holding Company to be included in the Red Herring Prospectus ("RHP") and Prospectus (collectively referred to as "Offer

Documents") in connection with its proposed initial public offering of equity shares of Holding Company as required by Section 26 of Part I of Chapter III of the Act, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations"), the SEBI Communications and the Guidance Note on Reports in Company Prospectuses (Revised 2019) ("the Guidance Note") issued by the ICAI. As a result, the Special Purpose Ind AS Interim Consolidated Financial Statements may not be suitable for any other purpose.

Our report is addressed to the Board of Directors of the Holding Company solely for the purpose as specified above and should not be distributed to or used by other parties. M S K A & Associates shall not be liable to the Holding Company or to any other concerned for any claims, liabilities or expenses relating to this assignment. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

Our Opinion is not modified in respect of the above matter.

Emphasis of Matter paragraphs with respect to our audit reports issued by us referred in paragraph 5(b)

We draw attention to Note 50 to the Consolidated Financial Statements, which describes receipt of multiple emails alleging financial irregularities by the Holding Company/ Directors over the period from 2021 to 2024, in respect of which we were unable to obtain sufficient appropriate audit evidence with regard to existence and validity of certain Property, Plant & Equipment items purchased from a vendor which aggregated to Rs. 9.58 millions during the period April 1, 2021 till March 31, 2024.

Further, the Board of Directors of the Holding Company had appointed an independent firm of Chartered Accountants to investigate certain allegations stated in these emails. The report submitted by the said firm did not observe any negative findings other than an incorrect charge of Goods and service tax ('GST') by the abovementioned vendor against the purchase of certain Property, Plant & Equipment, aggregating to Rs. 1.88 millions, in respect of which GST has remained unrecovered till date.

Pending substantiation of the capital purchase payments including GST, made to the said vendor, as a matter of prudence, the management of the Holding Company has written off the carrying value of the Property, Plant & Equipment purchased from the said vendor including the GST thereon, amounting to Rs 7.79 millions, and presented it as an exceptional item in the Statement of Profit & Loss for the year ended March 31, 2024.

Our opinion is not modified in respect of the above matter.

Report on Other Legal and Regulatory Requirements paragraphs with respect to our audit reports issued by us referred in paragraph 5(b)

Reporting on Audit Trail

Based on our examination, the Holding Company has used accounting software for maintaining its books of account for the year ended March 31, 2024, which has a feature of recording audit trail (edit log) facility. However, the audit trail feature has not been enabled and operated throughout the year for all transactions recorded in the accounting software (refer note 53 to the restated consolidated financial information).

Emphasis of Matter paragraphs with respect to our audit reports issued by us referred in paragraph 5(c) and (d)

Emphasis of Matter- Basis of Accounting and Restriction on Distribution and Use

Without modifying our opinion, we draw attention to Note 2.1 to the special purpose consolidated financial statements which describes the purpose and basis of accounting the special purpose consolidated financial statements. These special purpose consolidated financial statements are prepared by the management of the Holding Company and approved by the Board of Directors of the Holding Company solely for the purpose of preparation of restated consolidated financial information to be included in the Draft Red Herring Prospectus ("DRHP"), Red Herring Prospectus ("RHP") and Prospectus (collectively referred to as "Offer Documents") in connection with its proposed initial public offering of equity shares of the Holding Company as required by Section 26 of Part I of Chapter III of the Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations"), the SEBI Communications and the Guidance Note on Reports in Company Prospectuses (Revised 2019) ("the Guidance Note") issued by the ICAI. As a result, the Special Purpose Consolidated Financial Statements may not be suitable for any other purpose.

Our report is intended solely for the use of Holding Company's Board of Directors solely for the purpose as specified above and should not be distributed to or used by other parties. M S K A & Associates shall not be liable to the Holding Company or to any other concerned for any claims, liabilities or expenses relating to this assignment. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

Other Matter Paragraph with respect to our audit reports issued by us referred in paragraph 5(a), (b), (c) and (d)

As indicated in our audit report referred to in Paragraph 4(e) above, we did not audit the financial statements of certain subsidiaries as at and for three months period ended June 30, 2024 and the years ended March 31, 2024, and March 31, 2023 whose share of total assets, total revenues and net cash inflows/(outflows) for the relevant three months period/years are tabulated below, which have been audited by other auditors and whose reports have been furnished to us by the Management and our opinion on the Restated Consolidated Financial Information, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the component auditors.

(Rs in millions)

Particulars	As at/ for the three months period ended June 30, 2024	As at/ for the year ended March 31, 2024	As at/ for the year ended March 31, 2023
Total assets	205.03	78.08	23.49
Total revenue	4.56	5.61	3.10
Net cash inflows/(outflows)	(0.67)	(0.04)	4.14

Our opinion is not modified in respect of this matter.

We did not audit the financial statements of certain subsidiaries as at and for the years ended March 31, 2022, whose share of total assets, total revenues and net cash inflows/(outflows) for the year ended are tabulated below, which are unaudited and have been furnished to us by the Management and our opinion on the Restated Consolidated Financial Information, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

(Rs in millions)

Particulars	As at/ for the year ended March 31, 2022
Total assets	3.62
Total revenue	Nil
Net cash inflows/(outflows)	(0.82)

Our opinion is not modified in respect of this matter.

The comparative financial information of the Group for the year ended March 31, 2024 included in these consolidated financial statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2021, specified under Section 133 and other relevant provisions of the Act audited by the predecessor auditor whose report for the year ended March 31, 2023 dated January 31, 2024 expressed a modified audit opinion on those consolidated financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us.

Our opinion is not modified in respect of this matter.

The financial information of the Group, for the transition date opening balance sheet as at April 1, 2022 included in these consolidated financial statements are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2021, specified under Section 133 and other relevant provisions of the Act for the year ended March 31, 2022 on which we issued an unmodified audit opinion vide our report dated September 30, 2022 on those consolidated financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have also been audited by us.

Our opinion is not modified in respect of this matter.

The Holding Company has prepared a separate set of Statutory Consolidated Financial Statements for the year ended March 31, 2023, in accordance with the Accounting Standards prescribed under Section 133 of the Act, read with the Companies (Accounting Standards) Rules, 2021 and other accounting principles generally accepted in India which were audited by M/s. Deloitte Haskins & Sells LLP ("Predecessor Auditors") who have issued a modified independent auditor's report to the members of the Holding Company dated January 31, 2024.

Our opinion is not modified in respect of this matter.

On account of our appointment as auditor subsequent to March 31, 2023, it was impracticable for us to attend the physical verification of inventory carried out by management. Consequently, we have performed alternate procedures to audit the existence of inventory as per the guidance provided in SA 501 "Audit Evidence Specific Considerations for Selected Items", which includes inspection of supporting documentation relating to purchases, results of cyclical count performed by the Management through the period and have obtained sufficient appropriate audit evidence over the existence of inventory amounting to Rs. 61.62 millions as on March 31, 2023.

Our opinion is not modified in respect of this matter.

The Holding Company has prepared a separate set of Statutory Consolidated Financial Statements for the year ended March 31, 2022, in accordance with the Accounting Standards prescribed under Section 133 of the Act, read with the Companies (Accounting Standards) Rules, 2021, and other accounting principles generally accepted in India on which we have issued a separate unmodified auditor's report to the members of the Holding Company dated September 30, 2022.

Our opinion is not modified in respect of this matter.

Qualification paragraphs with respect to our audit reports issued by us referred in paragraph 5(c)

Following matter gave rise to qualification

(a) "As described in Note 49 to the Special Purpose Consolidated Financial Statements, in contravention of the provisions of section 185 of the Act, during the previous year, the Holding Company had given a guarantee and created a charge on its Land and Building and certain items of medical equipments which form part of Property Plant and Equipment amounting to Rs. 336.78 millions, as security in favour of, a lender against the personal loans of Rs. 670 millions advanced to the Whole Time Directors of the Holding Company. Further, the Holding Company has made adequate provision against the said contravention in the Special Purpose Consolidated Financial Statements for the year ended March 31, 2023."

The aforesaid charge on the property, plant & equipment and the guarantee of the Holding Company has been released w.e.f. March 30, 2024 and the application under section 441 of the Act for compounding of the offence under section 185 of the Act filed before the Ministry of Corporate Affairs has been compounded vide the final order dated July 12, 2024. Consequently, the financial impact of aforesaid compounding order has been considered in the Special Purpose Consolidated Financial Statements for the year ended March 31, 2023.

Accordingly, the above-mentioned matter does not require any adjustments.

(b) "In relation to the multiple emails alleging financial irregularities by the Holding Company/directors over the period 2021 to 2024, as described in Note 50 to the Special Purpose Consolidated Financial Statements, we were unable to obtain sufficient appropriate audit evidence with respect to certain Property, Plant & Equipment items purchased from a vendor, since there were concerns regarding the existence and validity of the procurement transactions, which aggregated to Rs. 9.58 millions during the period from April 1, 2021 till March 31, 2024.

Further, the Board of Directors of the Holding Company appointed an independent firm of Chartered Accountants to investigate certain allegations stated in these emails. The report submitted by the said firm did not observe any negative findings other than an incorrect charge of Goods and service tax ('GST') by the abovementioned vendor against the purchase of certain Property, Plant & Equipment, in respect of which GST has remained unrecovered till date.

In view thereof, we are unable to opine on the nature of these transactions and its impact, if any, on these Special Purpose Consolidated Financial Statements including any adjustments, other disclosures and compliances that may be required." Pursuant to the same, as a measure of prudence, the Management of the Holding Company has written off the carrying value of the Property, Plant & Equipment purchased from the said vendor including the GST thereon, amounting to Rs. 7.79 millions and has presented it as an exceptional item in the Consolidated Statement of Profit & Loss for the year ended March 31, 2024.

Further, the Holding Company has filed a First Information Report ('FIR') with the Bidhan Nagar Cyber Crime police station relating to the emails as stated above, which is pending for further investigation. (refer note 51 to the Restated Consolidated Financial Information).

Accordingly, the above-mentioned matter does not require any adjustments.

7. Based on the above and according to the information and explanations given to us, we report that Restated Consolidated Financial Information:

   i) have been prepared after incorporating adjustments for the changes in accounting policies, any material errors and regroupings/ reclassifications retrospectively in the financial years as at and for the years March 31, 2024, March 31, 2023 and March 31, 2022, to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for three months period ended June 30, 2024, as more fully described in Note 2(a) of Annexure V to the Restated Consolidated Financial Information;

   ii) does not contain any qualifications requiring adjustments. There are Emphasis of Matter paragraphs (refer paragraph 6 above), which do not require any adjustment to the Restated Consolidated Financial Information; and

   iii) have been prepared in accordance with the Act, the SEBI ICDR Regulations, the Guidance Note and SEBI Communication.

8. We have not audited any financial statements of the Group as at any date or for any period subsequent to June 30, 2024. Accordingly, we express no opinion on the financial position, results of operations, cash flows and statement of changes in equity of the Group as at any date or for any period subsequent to June 30, 2024.

9. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial statements mentioned in paragraph 5 above.

10. This report should not in any way be construed as a reissuance or re-dating of any of the previous auditor's reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

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

12. Our report is intended solely for use of the Board of Directors and for inclusion in the RHP and Prospectus to be filed with the SEBI, Stock Exchanges and the ROC, as applicable in connection with the Offer. Our report should not be used, referred to or distributed for any other purpose without prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care towards any other person relying on the report.

For M S K A & Associates
Chartered Accountants
Firm Registration Number: 105047W

Dipak Jaiswal
Partner
Membership No. 063682

UDIN: 24063682BKATFC2650

Place: Kolkata
Date: October 21, 2024

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Suraksha Diagnostic Limited (Formerly known as Suraksha Diagnostic Private Limited)
CIN- U85110WB2005PLC102265
Annexure I -Restated Consolidated Statement of Assets and Liabilities
(All amount are in Rs. millions, unless otherwise stated)

Particulars	Notes	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Assets					
Non-current assets					
Property, plant and equipment	6	1,365.33	1,350.50	1,127.89	1,175.54
Capital work-in-progress	7	71.82	13.13	23.91	12.35
Right-of-use assets	8	739.19	754.09	809.69	793.21
Other intangible assets	9(a)	14.27	10.76	14.49	17.53
Intangible assets under development	9(b)	2.41	-	-	-
Financial assets					
Other financial assets	10	84.55	84.49	131.56	123.65
Non-current tax assets (net)	11	5.14	18.31	21.41	3.21
Other non-current assets	12	43.77	46.29	2.49	4.05
Total non-current assets		**2,326.48**	**2,277.57**	**2,131.44**	**2,129.54**
Current assets					
Inventories	13	63.20	66.78	61.62	62.25
Financial assets					
Trade receivables	14	93.33	88.75	46.80	67.31
Cash and cash equivalents	15	44.21	25.20	21.62	31.89
Bank balances other than cash and cash equivalents	16	548.85	525.03	528.77	419.50
Other financial assets	17	24.46	-	-	-
Other current assets	18	41.46	18.74	21.70	49.10
Total current assets		**815.51**	**724.50**	**680.51**	**630.05**
Total Assets		**3,141.99**	**3,002.07**	**2,811.95**	**2,759.59**
Equity and Liabilities					
Equity					
Equity share capital	19	86.25	69.00	69.00	69.00
Instruments entirely equity in nature	19	16.29	16.29	16.29	16.29
Other equity	20(a)	1,767.96	1,708.79	1,473.97	1,373.13
Equity attributable to owners of the parent		**1,870.50**	**1,794.08**	**1,559.26**	**1,458.42**
Non Controlling interest	20(b)	(4.33)	(2.61)	(4.65)	(0.14)
Total equity		**1,866.17**	**1,791.47**	**1,554.61**	**1,458.28**
Liabilities					
Non-current liabilities					
Financial liabilities					
Borrowings	21(a)	44.55	51.83	84.36	122.89
Lease liabilities	8	705.67	703.06	719.28	708.47
Provisions	22	13.38	7.71	4.51	3.11
Deferred tax liabilities (net)	35	50.41	53.86	65.78	83.37
Total non-current liabilities		**814.01**	**816.46**	**873.93**	**917.84**
Current liabilities					
Financial liabilities					
Borrowings	21(b)	31.11	34.54	55.71	67.38
Lease liabilities	8	103.94	115.33	109.39	99.21
Trade payables	23				
Total outstanding dues of micro enterprises and small enterprises		14.28	32.26	34.53	22.25
Total outstanding dues other than above micro enterprises and small enterprises		144.91	111.67	105.86	114.91
Other financial liabilities	24	129.72	77.68	64.71	44.43
Other current liabilities	25	20.48	17.47	12.41	20.02
Provisions	26	1.19	-	0.79	0.64
Current tax liabilities (net)	27	16.18	5.19	0.01	14.63
Total current liabilities		**461.81**	**394.14**	**383.41**	**383.47**
Total liabilities		**1,275.82**	**1,210.60**	**1,257.34**	**1,301.31**
Total equity and liabilities		**3,141.99**	**3,002.07**	**2,811.95**	**2,759.59**

Note: The above statement should be read with Material Accounting Policies forming part of the Restated Consolidated Financial Information in Annexure V, Statement of adjustments to Restated Consolidated Financial Information in Annexure VI and Notes to Restated Consolidated Financial Information in Annexure VII.

As per our report of even date
For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No: 105047W

For and on behalf of the Board of Directors of
Suraksha Diagnostic Limited
(formerly known as Suraksha Diagnostic Private Limited)

Dipak Jaiswal
Partner
Membership No: 063682

Dr Somnath Chatterjee
Chairman and Joint Managing Director
DIN: 00137075

Ritu Mittal
Joint Managing Director and Chief Executive Officer
DIN: 00165886

Amit Saraf
Chief Financial Officer

Mamta Jain
Company Secretary
M No: ACS25654

Place: Kolkata
Date: October 21, 2024

Place: Kolkata
Date: October 21, 2024

Place: Kolkata
Date: October 21, 2024

Suraksha Diagnostic Limited (Formerly known as Suraksha Diagnostic Private Limited)
CIN- U85110WB2005PLC102265
Annexure II -Restated Consolidated Statement of Profit And Loss
(All amount are in Rs. millions, unless otherwise stated)

Particulars	Notes	For the period April 01, 2024 to June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Income					
Revenue from operations	28	607.32	2,187.09	1,901.34	2,231.93
Other income	29	11.17	35.51	35.53	25.75
Total Income		**618.49**	**2,222.60**	**1,936.87**	**2,257.68**
Expenses					
Cost of materials consumed	30	66.37	272.51	274.04	604.05
Employee benefits expenses	31	103.79	400.67	398.19	342.29
Finance costs	32	22.15	87.88	90.60	88.46
Depreciation and amortisation expense	33	89.92	325.98	316.71	283.95
Other expenses	34	231.12	813.24	789.85	658.81
Total Expenses		**513.35**	**1,900.28**	**1,869.39**	**1,977.56**
Restated profit before exceptional items and tax		**105.14**	**322.32**	**67.48**	**280.12**
Exceptional items	51	-	7.79	-	-
Restated profit before tax		**105.14**	**314.53**	**67.48**	**280.12**
Income tax expense	35				
Current tax		30.92	94.70	35.38	92.25
Tax pertaining to earlier years		-	-	3.72	-
Deferred tax		(2.45)	(11.44)	(32.27)	(20.37)
Total tax expense		**28.47**	**83.26**	**6.83**	**71.88**
Restated profit for the period/ year		**76.67**	**231.27**	**60.65**	**208.24**
Other comprehensive income					
Items that will not be reclassified subsequently to profit or loss					
Remeasurement gain/(loss) of net defined benefit plan	38	(3.97)	(1.92)	0.15	0.89
Income tax effect on above	35	1.00	0.48	(0.04)	(0.22)
Other comprehensive income/(losses) for the period/ year, net of tax		**(2.97)**	**(1.44)**	**0.11**	**0.67**
Restated total comprehensive income for the period/ year		**73.70**	**229.83**	**60.76**	**208.91**
Profit/(Loss) for the period/ year attributed to					
Owners of the parent		79.39	236.26	65.16	208.24
Non- controlling interests		(2.72)	(4.99)	(4.51)	-
		76.67	**231.27**	**60.65**	**208.24**
Other comprehensive income/(loss) for the period/ year attributable to					
Owners of the parent		(2.97)	(1.44)	0.11	0.67
Non- controlling interests		-	-	-	-
		(2.97)	**(1.44)**	**0.11**	**0.67**
Restated total comprehensive income for the period/ year attributable to					
Owners of the parent		76.42	234.82	65.27	208.91
Non- controlling interests		(2.72)	(4.99)	(4.51)	-
		73.70	**229.83**	**60.76**	**208.91**
Earnings per equity share :	36				
- Basic (Face Value - Rs.2)		1.49*	4.43	1.22	3.91
- Diluted (Face Value - Rs.2)		1.49*	4.43	1.22	3.91
*(Not annualised)					

Note: The above statement should be read with Material Accounting Policies forming part of the Restated Consolidated Financial Information in Annexure V, Statement of adjustments to Restated Consolidated Financial Information in Annexure VI and Notes to Restated Consolidated Financial Information in Annexure VII.

As per our report of even date
For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No: 105047W

For and on behalf of the Board of Directors of
Suraksha Diagnostic Limited
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Dipak Jaiswal
Partner
Membership No: 063682

Dr Somnath Chatterjee
Chairman and Joint Managing Director
DIN: 00137075

Ritu Mittal
Joint Managing Director and Chief Executive Officer
DIN: 00165886

Amit Saraf
Chief Financial Officer

Mamta Jain
Company Secretary
M No: ACS25654

Place: Kolkata
Date: October 21, 2024

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Place: Kolkata
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Suraksha Diagnostic Limited (Formerly known as Suraksha Diagnostic Private Limited)
CIN- U85110WB2005PLC102265
Annexure III -Restated Consolidated Statement of Cash Flows
(All amount are in Rs. millions, unless otherwise stated)

Particulars	For the period April 01, 2024 to June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Cash flow from operating activities				
Profit before tax	105.14	314.53	67.48	280.12
Adjustments for:				
Depreciation and amortisation expenses	89.92	325.98	316.71	283.95
Finance costs	22.15	87.88	90.60	88.45
Interest on loans, deposits and IT refund	(8.75)	(32.21)	(25.37)	(18.94)
Unwinding of security deposit	(0.80)	(2.97)	(3.24)	(2.71)
Exceptional item - Property, plant and equipment written off (refer note 51)	-	7.79	-	-
Loss on sale of property, plant and equipment	-	21.45	24.33	14.15
Provision for credit allowances on trade receivables	(0.20)	1.34	-	0.72
Provision for credit allowances on security deposits	1.78	-	-	-
Security deposits written off	0.67	-	-	-
Bad debts written off	2.68	4.02	-	-
Liabilities/ provisions no longer required written back	(1.62)	-	(5.91)	(3.71)
Operating profit before working capital changes	**210.97**	**727.81**	**464.60**	**642.03**
Changes in operating assets and liabilities				
Adjustments for (increase) / decrease in operating assets				
Trade receivables	(7.06)	(47.29)	24.82	(15.71)
Inventories	3.58	(5.16)	0.63	(17.81)
Security deposits	(3.10)			
Other financial assets	(24.46)	5.29	(9.08)	(4.00)
Other assets	(14.26)	2.96	27.40	(13.82)
Adjustments for increase / (decrease) in operating liabilities				
Trade payables	16.88	3.54	4.81	16.51
Other liabilities	3.01	5.06	(7.61)	9.87
Other financial liabilities	1.52	(1.76)	5.62	0.24
Provisions	2.90	0.49	1.70	(11.12)
Cash generated from operations	**189.98**	**690.94**	**512.89**	**606.19**
Income tax paid (net)	(6.46)	(86.10)	(71.93)	(27.96)
Net cash flows generated from operating activities (A)	**183.52**	**604.84**	**440.96**	**578.23**
Cash flows from investing activities				
Purchase of property, plant & equipment and other intangible assets (including capital work-in-progress, capital advances and capital creditors)	(74.40)	(446.94)	(131.67)	(192.49)
Proceeds from sale of property, plant & equipment	-	17.73	6.61	3.44
Investments in deposits with banks	(218.31)	(413.71)	(410.51)	(315.05)
Redemption of deposits with banks	183.61	461.06	302.25	-
Sale of mutual fund investments	-	-	-	54.12
Interest received on bank deposits	8.45	31.90	25.37	17.17
Net cash flows used in investing activities (B)	**(100.65)**	**(349.96)**	**(207.95)**	**(432.81)**
Cash flow from financing activities				
Contribution from non-controlling interests	1.00	7.03	-	-
Proceeds of borrowings	-	5.00	20.50	95.91
Repayment of borrowings	(10.71)	(58.70)	(70.70)	(69.95)
Payment of lease liabilities	(51.79)	(195.55)	(180.12)	(153.79)
Finance cost paid	(2.36)	(9.08)	(12.96)	(15.02)
Net cash flows used in financing activities (C)	**(63.86)**	**(251.30)**	**(243.28)**	**(142.85)**
Net increase/(decrease) in cash and cash equivalents (A+B+C)	**19.01**	**3.58**	**(10.27)**	**2.57**
Cash and cash equivalents at the beginning of the Period	25.20	21.62	31.89	29.32
Cash and cash equivalents at the end of the Period	**44.21**	**25.20**	**21.62**	**31.89**

Suraksha Diagnostic Limited (Formerly known as Suraksha Diagnostic Private Limited)
CIN- U85110WB2005PLC102265
Annexure III -Restated Consolidated Statement of Cash Flows
(All amount are in Rs. millions, unless otherwise stated)
Cash and cash equivalents comprises: (Refer Note 15)

Particulars	For the period April 01, 2024 to June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Balances with banks				
- in current accounts	37.29	19.15	15.99	21.37
- Deposits with maturity of less than 3 months		-	-	6.08
Cash in hand	6.92	6.05	5.63	4.44
Balances as per statement of cash flows	**44.21**	**25.20**	**21.62**	**31.89**

(i) The above statement of Cash Flow has been prepared under the indirect method set out in Indian Accounting Standard 7 (IND AS 7), "Statement of Cash Flows" notified under section 133 of the Companies Act 2013.

(ii) Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities:

Particulars	For the period April 01, 2024 to June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening balance	904.76	968.74	997.95	1,033.73
Ind AS adjustments (Refer note 8)	-	-	28.84	-
Restated Opening Balance	**904.76**	**968.74**	**1,026.79**	**1,033.73**
Cash flows:				
Proceeds of borrowings	-	5.00	20.50	95.91
Repayment of borrowings	(10.71)	(58.70)	(70.70)	(69.95)
Payment on leases	(51.79)	(195.55)	(180.12)	(153.79)
Non cash flows :				
Additions to lease liabilities	23.08	106.23	94.57	18.85
Interest expenses on leases	19.93	79.04	77.70	73.20
Closing balance	**885.27**	**904.76**	**968.74**	**997.95**

Note: The above statement should be read with Material Accounting Policies forming part of the Restated Consolidated Financial Information in Annexure V, Statement of adjustments to Restated Consolidated Financial Information in Annexure VI and Notes to Restated Consolidated Financial Information in Annexure VII.

As per our report of even date
For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No: 105047W

For and on behalf of the Board of Directors of
Suraksha Diagnostic Limited
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Dipak Jaiswal
Partner
Membership No: 063682

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DIN: 00137075

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Joint Managing Director and Chief Executive Officer
DIN: 00165886

Amit Saraf
Chief Financial Officer

Mamta Jain
Company Secretary
M No: ACS25654

Place: Kolkata
Date: October 21, 2024

Place: Kolkata
Date: October 21, 2024

Place: Kolkata
Date: October 21, 2024

Annexure IV -Restated Consolidated Statement of Changes in Equity
(All amount are in Rs. millions, unless otherwise stated)

(A) (i) Equity share capital

Particulars	No. of Shares	Amount
Balance as at April 1, 2021	**6,90,000**	**69.00**
Changes in Equity Share capital during the year	-	-
Balance as at March 31, 2022	**6,90,000**	**69.00**
Changes in Equity Share capital during the year	-	-
Balance as at March 31, 2023	**6,90,000**	**69.00**
Changes in Equity Share capital during the year	-	-
Balance as at March 31, 2024	**6,90,000**	**69.00**
Increase in number of share on account of stock split	**3,38,10,000**	**-**
Increase in number of share on account of Bonus Issue	**86,24,997**	**17.25**
Balance as at June 30, 2024	**4,31,24,997**	**86.25**

(ii) Instruments Entirely Equity in Nature: 0.0001% Compulsorily Convertible preference shares

Particulars	No. of Shares	Amount
Balance as at April 1, 2021	**1,62,859**	**16.29**
Issued during the year	-	-
Balance as at March 31, 2022	**1,62,859**	**16.29**
Issued during the year	-	-
Balance as at March 31, 2023	**1,62,859**	**16.29**
Issued during the year	-	-
Balance as at March 31, 2024	**1,62,859**	**16.29**
Issued during the period	-	-
Balance as at June 30, 2024	**1,62,859**	**16.29**

Refer Note 19 for Equity share capital

(B) Other equity

Particulars	Attributable to owners of the parent		Attributable to Non-controlling interests	Total
	Reserve and surplus			
	Retained Earnings	Securities Premium		
Balance as at April 1, 2021	**680.51**	**483.71**	**(0.14)**	**1,164.08**
Profit for the year	208.24	-	-	**208.24**
Other comprehensive income for the year	0.67	-	-	**0.67**
Total comprehensive income for the year	**208.91**	**-**	**-**	**208.91**
Balance as at March 31, 2022	**889.42**	**483.71**	**(0.14)**	**1,372.99**
Ind AS adjustment (Refer note 49)	**35.57**	**-**	**-**	**35.57**
Restated Balance as at April 1, 2022	**924.99**	**483.71**	**(0.14)**	**1,408.56**
Profit/(Loss) for the year	65.16	-	(4.51)	**60.65**
Other comprehensive income for the year	0.11	-	-	**0.11**
Total comprehensive income for the year	**65.27**	**-**	**(4.51)**	**60.76**
Balance as at March 31, 2023	**990.26**	**483.71**	**(4.65)**	**1,469.32**
Non-controlling interests on further acquisition	-	-	7.03	7.03
Profit/(Loss) for the year	236.26	-	(4.99)	**231.27**
Other comprehensive income for the year	(1.44)	-	-	**(1.44)**
Total comprehensive income for the year	**234.82**	**-**	**(4.99)**	**229.83**
Balance as at March 31, 2024	**1,225.08**	**483.71**	**(2.61)**	**1,706.18**
Contribution from non-controlling interests	**-**	**-**	**1.00**	**1.00**
Profit/(loss) for the period	**79.39**	**-**	**(2.72)**	**76.67**
Other comprehensive income for the period	**(2.97)**	**-**	**-**	**(2.97)**
Bonus shares issued during the period	**-**	**(17.25)**	**-**	**(17.25)**
Total comprehensive income for the period	**76.42**	**(17.25)**	**(2.72)**	**56.45**
Balance as at June 30, 2024	**1,301.50**	**466.46**	**(4.33)**	**1,763.63**

Note: The above statement should be read with Material Accounting Policies forming part of the Restated Consolidated Financial Information in Annexure V, Statement of adjustments to Restated Consolidated Financial Information in Annexure VI and Notes to Restated Consolidated Financial Information in Annexure VII.

As per our report of even date
For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No: 105047W

For and on behalf of the Board of Directors of
Suraksha Diagnostic Limited
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Company Secretary
M No: ACS25654

Place: Kolkata
Date: October 21, 2024

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1 Corporate information

Suraksha Diagnostic Limited (formerly known as Suraksha Diagnostic Private Limited) ("the Company" or "the Holding company") is a public company domiciled in India and was incorporated on March 15, 2005 under the provision of Companies Act, 1956 with its registered office in Kolkata, West Bengal. The Group (the Holding Company together with subsidiaries are referred as the "Group") is primarily engaged in the business of running diagnostic centres for carrying out various pathological and radiological services. Refer 2(f) for Group Structure.

The Holding Company has been converted from Private Limited Company to Public Limited Company, pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the Holding Company held on June 05, 2024 and consequently the name of the Company has been changed to Suraksha Diagnostic Limited pursuant to a fresh certificate of incorporation issued by the Registrar of Companies on July 16, 2024.

2 Basis of preparation of Restated Consolidated Financial Information

(a) Basis of preparation and statement of compliance

The Restated Consolidated Financial Information of the Group has been specifically prepared for inclusion in the Red Herring Prospectus (the “RHP”) and the Prospectus to be filed by the Company with the Securities and Exchange Board of India (“SEBI”) in connection with the proposed Initial Public Offer of equity shares (“IPO”) of the Company (referred to as the “issuer”). The Restated Consolidated Financial Information comprises the Restated Consolidated Statement of Assets and Liabilities as at June 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Statement of Cash Flows and the material accounting policies and explanatory notes to Restated Consolidated Financial Information for three months period ended June 30, 2024 and the years ended March 31, 2024, March 31, 2023 and March 31, 2022 (hereinafter collectively referred to as “Restated Consolidated Financial Information”).

These Restated Consolidated Financial Information have been prepared by the Management of the Company to comply with the requirements of:
a. Section 26 of Part I of Chapter III of the Companies Act, 2013 (the “Act”);
b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations"); and
c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“ICAI”), as amended (the “Guidance Note”) and
d. Email dated October 28, 2021 received from Securities and Exchange Board of India (SEBI) to Association of Investment Bankers if India (the “SEBI Communication”).

The Restated Consolidated Financial Information have been compiled by the Management from:
a. Audited special purpose Ind AS interim consolidated financial statements of the Group as at and for the three months period ended June 30, 2024 prepared by in accordance with the recognition and measurement principle under Indian Accounting Standard 34 “Interim Financial Reporting” (referred to as “Ind AS”) as prescribed under Section 133 of the Act as amended and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on September 16, 2024. Further, the Company has not presented comparative information as those are not given in the Restated Consolidated Financial Information as per the option available to the Issuer under paragraph (A)(i) of clause 11(I) of Part A of Schedule VI of SEBI ICDR Regulation.

b. Audited consolidated financial statements of the Group as at and for the year ended March 31, 2024 prepared in accordance with the Indian Accounting Standards, as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended (referred to as “Ind AS”), and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on July 16, 2024.

c. Audited special purpose consolidated financial statements of the Group as at and for the year ended March 31, 2023 and the audited special purpose consolidated financial statements of the Group as at and for the year ended March 31, 2022, which were prepared by the management of the Company after taking into consideration the requirements of SEBI letter and were approved for issue in accordance with the resolution passed by the Board of Directors at their meeting held on July 16, 2024.

Pursuant to the Companies (Indian Accounting Standard) Second Amendment Rules, 2015, the Company voluntarily adopted March 31, 2024, as reporting date for first time adoption of Ind-AS – notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and consequently April 01, 2022, is the transition date for preparation of its statutory financial statements as at and for the year ended March 31, 2024. Hence, the financial statements as at and for the year ended March 31, 2024, were the first financials, prepared in accordance with Ind-AS. Upto the financial year ended March 31, 2023, the Company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with Companies (Accounting Standards) Rules, 2021 (“Indian GAAP” or “Previous GAAP”) due to which the special purpose consolidated financial statements are prepared as per SEBI Communication. Further, these special purpose financial statements are not the statutory financial statements under the Act.
The Special Purpose consolidated financial statements as at and for the year ended March 31, 2023 and March 31, 2022 have been prepared after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) consistent with that used at the date of transition to Ind AS (1 April 2022) and as per the presentation, accounting policies and grouping/classifications including Revised Schedule III disclosures followed as at and for three months period ended June 30, 2024 pursuant to the SEBI Letter.

The special purpose Ind AS interim consolidated financial statements and the special purpose consolidated financial statements referred above have been prepared solely for the purpose of preparation of Restated Consolidated Financial Information for inclusion in RHP and Prospectus in relation to proposed IPO. Hence, these special purpose Ind AS interim consolidated financial statements and the special purpose consolidated financial statements are not suitable for any other purpose other than for the purpose of preparation of Restated Consolidated Financial Information.
These Restated Consolidated Financial Information were approved in accordance with a resolution of the Board of Directors on October 21, 2024.
All amounts disclosed in Restated Consolidated Financial Information are reported in nearest millions of Indian Rupees and are been rounded off to the nearest millions, except per share data and unless stated otherwise.

(b) Basis of measurement

The Restated Consolidated Financial Information have been prepared on a historical cost convention on accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS:
i) Certain financial assets and liabilities measured at fair value (refer accounting policy on financial instruments)
ii) Net Defined Benefit obligations

(c) Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:
►▫Expected to be realised or intended to be sold or consumed in normal operating cycle
►▫Held primarily for the purpose of trading
►▫Expected to be realised within twelve months after the reporting period, or
►▫Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period
All other assets are classified as non-current.
A liability is current when:
►▫It is expected to be settled in normal operating cycle
►▫It is held primarily for the purpose of trading
►▫It is due to be settled within twelve months after the reporting period, or
►▫There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period
The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.
The Group classifies all other liabilities as non-current.
Deferred tax assets and liabilities are classified as non-current assets and liabilities.
The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

(d) Going Concern

The Group has prepared the Restated Consolidated Financial Information on the basis that it will continue to operate as a going concern.

(All amount are in Rs. millions, unless otherwise stated)

2 Basis of preparation of Restated Consolidated Financial Information (cont'd)

(e) Use of estimates

The preparation of Restated Consolidated Financial Information in conformity with Ind AS requires the Management to make estimate and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date.
The estimates and assumptions used in the Restated Consolidated Financial Information are based upon the Management's evaluation of the relevant facts and circumstances as at the date of the Restated Consolidated Financial Information. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates, if any, are recognized in the year in which the estimates are revised and in any future years affected. Refer Note 3 for details on estimates and judgments.

(f) Basis of consolidation

The Restated Consolidated Financial Information comprise the financial statements of the Company and its subsidiaries as at June 30, 2024 March 31, 2024, March 31, 2023 and March 31, 2022.
Where the Group has control over an investee, it is classified as a subsidiary. The Group controls an investee if all three of the following elements are present:
(i) power over the investee,
(ii) exposure to variable returns from the investee, and
(iii) the ability of the investor to use its power to affect those variable returns.
Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

Restated Consolidated Financial Information are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the Restated Consolidated Financial Information for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the Restated Consolidated Financial Information to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Holding company, i.e., period ended June 30 and year ended on March 31.

Consolidation procedure:

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the Restated Consolidated Financial Information at the acquisition date.

(b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

(c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the Restated Consolidated Financial Information.

(d) Profit or loss and each component of other comprehensive income ("OCI") are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-Group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

(e) The interest of non-controlling shareholders is initially measured either at fair value or at the non-controlling interests' proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity of subsidiaries.

(f) Profit or loss and each component of other comprehensive income are attributed to the owners of the Group and to the noncontrolling interests. Total comprehensive income of the subsidiaries is attributed to the owners of the Company and to the noncontrolling interests even if this results in the non-controlling interests having a deficit balance.

Sl. No.	Name of the entity	Country of incorporation/ establishment	Relationship	% ownership held either directly or through subsidiaries			
				As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
1	Asian Institute of Immunology and Rheumatology LLP	India	Subsidiary	60.00%	60.00%	*	*
2	Suraksha Radiology Private Limited	India	Subsidiary	74.00%	74.00%	*	*
3	Suraksha Speciality LLP	India	Subsidiary	99.99%	99.99%	99.99%	99.99%
4	Suraksha Salvia LLP (Investment by Suraksha	India	Step down subsidiary	60.00%	60.00%	60.00%	60.00%

* newly incorporated/ established during the year ended March 31, 2024

2.1 Summary of material accounting policies

(a) Property, plant, and equipment

Property, plant and equipment, are stated at historical cost of acquisition or construction less accumulated depreciation and impairment losses, if any. The cost of property, plant and equipment comprises its purchase price net of any discounts and rebates, any import duties and other taxes (other than those subsequently recovered from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance of revenue nature are charged to Statement of Profit and Loss during the reporting year in which they are incurred.

Property, plant and equipment are tested for impairment whenever events or changes in circumstances indicate that an asset may be impaired. If an impairment loss is determined, the remaining useful life of the asset is also subject to adjustment. If the reasons for previously recognised impairment losses no longer exists, such impairment losses are reversed and recognised in income. Such reversal shall not cause the carrying amount to exceed the amount that would have resulted had no impairment taken place during the preceding periods.

Property, plant and equipment not ready for the intended use on the date of Balance Sheet are disclosed as "Capital work-in-progress". Such items are classified to the appropriate category of Property, plant and equipment when completed and ready for intended use. Advances given towards acquisition/construction of Property, plant and equipment outstanding at each Balance Sheet date are disclosed as Capital Advances under "Other non-current assets".

On transition to Ind AS, the Group has elected to continue with the carrying value of all of its property, plant and equipment recognized as at April 1, 2022 measured as per the Indian GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Depreciation method, estimated useful lives and residual value

Depreciation is provided for property, plant and equipment on a straight-line basis so as to expense the cost less residual value over their estimated useful lives as prescribed in Schedule II of the Companies Act, 2013. The estimated useful lives and residual values are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis.
Assets purchased during the year costing Rs. 5,000 or less are depreciated at the rate of 100%. Depreciation on sale/disposal of property plant and equipment is provided up to the date preceding the date of sale/disposal as the case may be. Gains and losses on disposals are determined by comparing the sale proceeds with carrying amount and accordingly recorded in the Statement of Profit and Loss during the reporting year in which they are sold/disposed.

The estimated useful lives are as mentioned below:

Asset Type	Useful life
Building	60 years
Plant and Equipments	5-15 years
Office Equipment	5 years
Furniture and Fixtures	10 years
Laboratory Equipments	13 years
Leasehold Improvements **	NA
Computers	3-6 years
Vehicles	8 years

**Leasehold improvements are amortised over the period of the lease.

2.1 Summary of material accounting policies (cont'd)

(b) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. The useful lives of all the intangible assets of the Group are assessed as finite.

Particulars	Useful life
Computer Software	5 years

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another assets.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

(c) Leases

Identifying leases

The Group assesses at contract inception whether a contract is or contains a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Lease contracts entered by the Group majorly pertains for premises and equipments taken on lease to conduct its business in the ordinary course.

Group as a lessee

On April 1, 2022, the Group had adopted Ind AS 116 “Leases” using the modified retrospective approach by applying the standard to all leases existing at the date of initial application. The Group also elected to use the recognition exemption for lease contracts that, at the commencement date, have a lease term of twelve months or less and do not contain a purchase option (“short-term leases”) and lease contracts for which the underlying asset is of low value other than land. (“low value assets”). The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section 2.2(d) "Impairment of non-financial assets".

Lease Liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

(d) Impairment of non financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset’s recoverable amount. An asset’s recoverable amount is the higher of an asset’s or cash-generating unit’s (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group’s CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Group extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the Group operates, or for the market in which the asset is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss.

(e) Inventories

Inventories comprises of reagents, chemicals, surgical and laboratory supplies and stores are initially recognized at cost, and subsequently at the lower of cost and net realizable value. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in first out method (FIFO) basis.

(f) Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less, and – for the purpose of the statement of cash flows - bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the restated consolidated balance sheet.

(g) Share Capital

Financial instruments issued by the Group are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Group's ordinary shares are classified as equity instruments.

2.1 Summary of material accounting policies (cont'd)

(h) Financial assets

(i) Initial recognition and measurement

At initial recognition, financial asset is measured at its fair value plus the transaction cost directly attributable to the acquisition of the financial asset in the case of a financial asset measured not at fair value through profit or loss. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

(ii) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in following categories:
a) at amortized cost; or
b) at fair value through other comprehensive income; or
c) at fair value through profit or loss.
The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

The Group does not hold any Financial assets classified at fair value through other comprehensive income; or at fair value through profit or loss. Accordingly, the Group holds only financial assets measured at amortised cost , therefore accounting policy of financial assets classified at amortised cost stated below:

<u>Amortized cost</u>:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in finance income using the effective interest rate method (EIR).

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the Statement of Profit and Loss.

(iii) Impairment of financial assets

In accordance with Ind AS 109 "Financial Instruments", the Group applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Trade receivables:

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables resulting from transactions within the scope of Ind AS 115 "Revenue from Contracts with Customers". The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

b) Other financial assets:

For recognition of impairment loss on financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent years, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12 month ECL.

Lifetime ECL is the expected credit loss resulting from all possible default events over the expected life of a financial instrument. The 12 month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after year end.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all cash flows that the entity expects to receive (i.e. all shortfalls), discounted at the original effective interest rate (EIR). When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including prepayment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

ECL impairment loss allowance (or reversal) recognized during the year is recognized as income/expense in the Statement of Profit and Loss. For financial assets measured at amortised cost, ECL is presented as an allowance, i.e. as an integral part of the measurement of those assets in the Balance Sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

(iv) Derecognition of financial assets

A financial asset is derecognised only when:
a) the contractual rights to receive cash flows from the financial asset is transferred or expired.
b) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the received cash flows in full without material delay to one or more recipients.

Where the financial asset is transferred then in that case financial asset is derecognised only if substantially all risks and rewards of ownership of the financial asset is transferred. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the financial asset is neither transferred, nor the entity retains substantially all risks and rewards of ownership of the financial asset, then in that case financial asset is derecognized only if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

On derecognition of a financial asset, the difference between the carrying amount and the consideration received is recognised in the Restated Consolidated Statement of Profit and Loss.

(i) Financial liabilities and equity instruments

Classification as debt or equity

An instruments issued by a Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.
Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in Restated Consolidated Statement of Profit and Loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Dividend paid on equity instruments are directly reduced from equity.

Financial liabilities

(i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or at amortized cost, as appropriate.
All financial liabilities being loans, borrowings and payables are recognised net of directly attributable transaction costs.

(ii) Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:
Financial liabilities at amortised cost
Financial liabilities at fair value through profit or loss
The Group does not owe any financial liability which is either classified or designated at fair value though profit or loss. Accordingly, the Group holds only financial liabilities designated at amortised cost , therefore accounting policy of financial liabilities classified at amortised cost stated below:

Financial liabilities at amortised cost

All the financial liabilities of the Group are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the Restated Consolidated Statement of Profit and Loss when the liabilities are derecognised as well as through the EIR amortization process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the Restated Consolidated Statement of Profit and Loss.

2.1 Summary of material accounting policies (cont'd)

Financial liabilities (cont'd)

(iii) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Restated Consolidated Statement of Profit and Loss as finance costs.

(iv) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the assets and settle liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

Financial instruments issued by the Group are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Group's ordinary shares are classified as equity instruments.

(j) Fair value measurement

A number of assets and liabilities included in the Group's financial statements require measurement at, and/or disclosure of, fair value.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

► In the principal market for the asset or liability, or

► In the absence of a principal market, in the most advantageous market for the asset or liability accessible to the Group.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Restated Consolidated Financial Information are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

► Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

► Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

► Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

(k) Provisions, Contingent liabilities and Contingent Assets

Provisions are recognised only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that probability will not require an outflow of resources or where a reliable estimate of the obligation cannot be made. Contingent assets are neither recorded nor disclosed in the Restated Consolidated Financial Information.

(l) Revenue from contract with customers

The Group's revenue is primarily generated from the business of diagnostic services comprises of amount billed (net of discounts) in respect of tests conducted. The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and when the underlying tests are conducted, samples are processed and test report is generated for requisitioned diagnostic tests.

Revenue is measured based on the consideration specified in a contract with a customer. Revenue is recognised at a point in time when the Group satisfies performance obligations by transferring the promised services to its customers. Generally, each test represents a separate performance obligation for which revenue is recognised when the test report is generated i.e. when the performance obligation is satisfied.

Revenue towards satisfaction of performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of services rendered is net of variable consideration on account of discounts and schemes offered to the customers by the Group.

For allocating the transaction price, the Group has measured the revenue in respect of each performance obligation of a contract at its relative consolidated selling price net of discounts. The price that is regularly charged for a test when registered separately is the best evidence of its consolidated selling price.

A contract liability is the obligation to transfer services to a customer for which the Group has received consideration from the customer. If a customer pays consideration before the Group transfer services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Group performs under the contract. Invoicing in excess of revenues are classified as contract liabilities.

Cost of obtaining the contract - Practical exemptions

The Group expenses the incremental costs of obtaining a contract since the amortisation period of the asset is one year or less.

Other Income

Interest Income from Bank Deposits

Interest income is accrued on a time proportion basis by reference to the principal outstanding and the effective interest rate.

Other items of income are accounted as and when the right to receive arises and it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably.

(m) Earning per Share

Basic earnings per share (EPS) is calculated by dividing the net profit or loss attributable to equity holders of the Group (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period.

The weighted average number of shares classified as equity in nature outstanding is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders of the Group and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(n) Employee benefits

(i) Short-term employee benefits

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the year in which the employees render the related service are recognized in respect of employees' services up to the end of the year and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Other long-term employee benefit obligations

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

Defined contribution plans

A defined contribution plan is a post-employment benefit plan where the Group's legal or constructive obligation is limited to the amount that it contributes to a separate legal entity. The Group makes specified monthly contributions towards Government administered provident fund scheme and Employees' State Insurance ('ESI') scheme. Obligations for contributions to defined contribution plans are expensed as an employee benefits expense in statement of profit and loss in the period in which the related services are rendered by employees.

2.1 Summary of material accounting policies (cont'd)

(n) Employee benefits (cont'd)

Defined Benefit Plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefits that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets. The defined benefit obligation is calculated annually by a qualified actuary using the projected unit credit method.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in OCI. They are included in retained earnings in the statement of changes in equity and in the balance sheet. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate determined by reference to market yields at the end of the reporting period on government bonds. This rate is applied on the net defined benefit liability (asset), both as determined at the start of the annual reporting period, taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Compensated Absences

Accumulated compensated absences are unused leaves which can be encashed only on discontinuation of service by employee. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end. The liabilities of earned leaves which are not expected to be settled within 12 months after the end of the year in which the employee render the related service, are measured at the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit cost method based on actuarial valuations. Actuarial gains/ losses are recognized in Restated Consolidated Statement of Profit and Loss.

(o) Taxes

Income-tax expenses comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

Current Income Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted at the reporting date.

Tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred Income Tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is not recognised for temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Group recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

(p) Borrowing Costs

Borrowing costs comprise interest cost on borrowings, lease liabilities and amortization of initial costs incurred in connection with the arrangement of borrowings. Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that takes a substantial period of time to get ready for its intended use are capitalized. All other borrowing costs are recognised as expenditure in the period in which they are incurred.

(q) Segment Reporting

The Group identifies segment basis of the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are regularly reviewed by the CODM ('chief operating decision maker'). The accounting policies adopted for segment reporting are in line with the accounting policies of the Group. The business of the Group falls within a single line of business i.e. business of diagnostic services. All other activities of the Group revolve around its main business. Hence no separate reportable primary segment.

3 Critical accounting Judgments, estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the year end date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the Restated Consolidated Financial Information were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

(a) Useful lives of property, plant and equipment and intangible assets

As described in the material accounting policies, the Group reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period. Useful lives of intangible assets is determined on the basis of estimated benefits to be derived from use of such intangible assets. These reassessments may result in change in the depreciation /amortization expense in future periods.

(b) Actuarial Valuation

The determination of Group's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognised in the Statement of Profit and Loss and in Other Comprehensive Income. Such valuation depend upon assumptions determined after taking into account discount rate, salary growth rate, expected rate of return, mortality and attrition rate. Information about such valuation is provided in notes to the Restated Consolidated Financial Information.

(c) Impairment of non-financial assets

In assessing impairment, management estimates the recoverable amount of each asset or cash-generating units based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

(d) Contingencies

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/ claim/ litigation against Group as it is not possible to predict the outcome of pending matters with accuracy.

3 Critical accounting Judgments, estimates and assumptions (cont'd)

(e) Provisions

Provisions are recognised in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgement to existing facts and circumstances which may be subject to change. The litigations and claims to which the Group is exposed are assessed by management and in certain cases with the support of external specialised lawyers.

(f) Income taxes

Management judgment is required for the calculation of provision for income taxes and deferred tax assets and liabilities. The Group reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the Restated Consolidated Financial Information.

(g) Leases

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgement. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Group determines the lease term as the non cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

4 Changes in accounting policy and disclosures

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated March 31, 2023 to amend the following Ind AS which are effective for annual periods beginning on or after April 1, 2023. The Group has applied these amendments in these Restated Consolidated Financial Information.

(a) Disclosure of Accounting Policies - Amendment to Ind AS 1 Presentation of financial statements

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments have had an impact on the disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Restated Consolidated Financial Information.

(b) Definition of Accounting Estimates – Amendments to Ind AS 8 Accounting policies, changes in accounting estimates and errors

The amendment to Ind AS 8, which added the definition of accounting estimates, clarifies that the effects of a change in an input or measurement technique are changes in accounting estimates, unless resulting from the correction of prior period errors. These amendments clarify how entities make the distinction between changes in accounting estimate, changes in accounting policy and prior period errors. The distinction is important, because changes in accounting estimates are applied prospectively to future transactions and other future events, but changes in accounting policies are generally applied retrospectively to past transactions and other past events as well as the current period.

The amendments are not expected to have a material impact on these Restated Consolidated Financial Information.

(c) Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to Ind AS 12 Income taxes

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases.

The Group previously recognised for deferred tax on leases on a net basis. As a result of these amendments, the Group has recognised a separate deferred tax asset in relation to its lease liabilities and a deferred tax liability in relation to its right-of-use assets. Since, these balances qualify for offset as per the requirements of paragraph 74 of Ind AS 12, there is no impact in the balance sheet. There was also no impact on the opening retained earnings as at April 1, 2022.

4.1 Recent pronouncements

The Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the three months period ended June 30, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Group.

5 First-time adoption of Ind AS

A First time adoption

For periods up to and including the year ended March 31, 2023, the Group has prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Previous-GAAP or Indian-GAAP)

The consolidated financial statements, for the year ended March 31, 2024, were the first statutory financial statements of the Group prepared in accordance with Ind AS. In preparing the first Ind AS financial statements, the Group's Ind AS opening balance sheet was prepared as at April 01, 2022, the Group's Statutory date of transition to Ind AS.

The Special Purpose Consolidated Financial Statements as at and for the year ended March 31, 2023 and March 31, 2022 have been prepared after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) consistent with that used at the date of transition to Ind AS (April 01, 2022) and as per the presentation, accounting policies and grouping/classifications including revised Schedule III disclosure followed as at and for the year ended March 31, 2024 pursuant to the SEBI communication.

This note below explains exemptions availed by the Group in restating its Previous GAAP Consolidated Financial Statements and the GAAP adjustments which includes:

a) Reconciliation of Equity and Total Comprehensive Income and Cash flows for the year ended March 31, 2023 with the Audited Indian GAAP consolidated financial statements of year ended March 31, 2023 as presented in the Statutory Ind AS consolidated financial statements for year ended March 31, 2024.

b) Reconciliation of Equity and Total Comprehensive Income and Cash flows of Special Purpose Consolidated Financial Statements for year ended March 31, 2022 with the Audited Indian GAAP consolidated financial statements for the year ended March 31, 2022.

c) Reconciliation of Equity for April 01, 2021 (Opening balance sheet date for Special Purpose Consolidated Financial Statements) with the Indian GAAP Audited Consolidated Financial Statements for the year ended March 31, 2021.

B Exemptions availed on first time adoption of Ind AS

Ind AS 101, First-time Adoption of Indian Accounting Standards, allows first-time adopters certain exemptions and certain optional exceptions from the retrospective application of certain requirements under Ind AS. The Group has accordingly applied the following exemptions.

(i) Optional

Deemed Cost of property plant and equipment and intangible assets

Ind AS 101 permits a first time adopter to elect to continue with the carrying value for all its property, plant and equipment as recognised in the consolidated financial statement as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets. Accordingly, the Group has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.

(ii) Mandatory Exceptions on first-time adoption of Ind AS

(a) Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with Indian GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at April 1, 2022 are consistent with the estimates as at the same date made in conformity with Indian GAAP. The Group made estimates for following items in accordance with Ind AS at the date of transition as these were not required under Indian GAAP:

(i) Impairment of financial assets based on expected credit loss model.
(ii) FVTPL – debt securities
(iii) Effective interest rate used in calculation of security deposit.

(b) Derecognition of financial assets and financial liabilities

Ind AS 101 requires a first time adopter to apply the derecognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. Accordingly, the Group has applied the derecognition requirement for financial assets and financial liabilities in Ind AS 109 prospectively for transactions occurring on or after date of transition to Ind AS.

(c) Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of facts and circumstances that exist on the date of transition to Ind AS. Accordingly, the Group has applied the above requirement prospectively.

(All amount are in Rs. millions, unless otherwise stated)

5 First-time adoption of Ind AS (cont'd)

(C) Reconciliation of total equity as at March 31, 2023, March 31, 2022 and April 1, 2021

Particulars	Notes to first-time adoption	As at March 31, 2023	As at March 31, 2022	As at April 1, 2021
Equity share capital		69.00	69.00	69.00
Preference share capital		16.29	16.29	16.29
Securities premium		483.71	483.71	483.71
Retained earnings		1,033.39	930.74	693.24
		1,602.39	**1,499.74**	**1,262.24**
Add/(Less): Adjustment				
Fair valuation of security deposit	(i)	(0.61)	-	-
Impact on account of adoption of Ind AS 116	(ii)	(51.56)	-	-
Impairment allowance for expected credit losses	(iii)	(4.03)	(8.36)	(7.64)
Remeasurement (gain)/loss of net defined benefit plan	(iv)	0.32	-	-
Deferred tax impact on Ind AS Adjustments	(v)	16.15	2.47	(5.23)
Others		(8.05)	-	-
Total adjustments (B)		**(47.78)**	**(5.89)**	**(12.87)**
Shareholder's equity as per Ind AS (A-B)**		**1,554.61**	**1,493.85**	**1,249.37**

**Refer note 49 for reconciliation of equity between Audited Special Purpose Consolidated Financial Statements for year end March 31, 2022 which was prepared by the Holding Company, in response to SEBI Letter and audited statutory consolidated financial statements with the Ind AS transition date of April 01, 2022.

(D) Reconciliation of total comprehensive income for the year ended March 31, 2023

Particulars	Notes to first-time adoption	As at March 31, 2023	As at March 31, 2022
Net Profit as per Indian GAAP (A)		**102.65**	**237.49**
Add/(Less): Adjustment			
Fair valuation of security deposit	(i)	(0.61)	(0.86)
Impact on account of adoption of Ind AS 116	(ii)	(51.57)	(49.34)
Impairment allowance for expected credit losses	(iii)	4.33	(0.72)
Remeasurement (gain)/loss of net defined benefit plan	(iv)	0.21	(0.89)
Deferred tax impact on Ind AS Adjustments	(v)	13.69	22.56
Others	(vi)	(8.05)	-
Total Ind AS adjustments (B)		**(42.00)**	**(29.25)**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurement (gain)/loss of net defined benefit plan		(0.15)	(0.89)
Reclassification of deferred tax due to OCI		0.04	0.22
Total comprehensive income as per Ind AS (C-D)		**60.76**	**208.91**

(All amount are in Rs. millions, unless otherwise stated)

5 First-time adoption of Ind AS (cont'd)

(E) Impact of Ind AS adoption on the statement of cash flows for the year ended March 31 ,2023

Particulars	Indian GAAP	Adjustment on Transition to Ind AS	Ind AS
Net cash flow from operating activities	260.64	180.32	440.96
Net cash flow used in investing activities	(201.72)	(6.23)	(207.95)
Net cash flow used in financing activities	(63.04)	(180.24)	(243.28)
Net (decrease) in cash and cash equivalents	**(4.12)**	**(6.15)**	**(10.27)**
Cash and cash equivalents as at March 31, 2022	**25.74**	**6.15**	**31.89**
Cash and cash equivalents as at March 31, 2023	**21.62**	**-**	**21.62**

Impact of Ind AS adoption on the statement of cash flows for the year ended March 31 ,2022

Particulars	Indian GAAP	Adjustment on Transition to Ind AS	Ind AS
Net cash flow from operating activities	423.40	154.83	578.23
Net cash flow used in investing activities	(437.85)	5.04	(432.81)
Net cash flow used in financing activities	10.87	(153.72)	(142.85)
Net (decrease)/Increase in cash and cash equivalents	**(3.58)**	**6.15**	**2.57**
Cash and cash equivalents as at April 1, 2021	**29.32**	**-**	**29.32**
Cash and cash equivalents as at March 31, 2022	**25.74**	**6.15**	**31.89**

(F) Notes to first-time adoption

(i) <u>Security deposit</u>

Under Previous GAAP, interest free lease security deposits are recorded at it's transaction value. Under Ind AS 109 "Financial Instruments", all financial assets are required to be initially recognized at fair value. The Group has fair valued a security deposit under Ind AS at its initial recognition. Difference between the fair value and transaction value of the security deposit has been recognized as prepayment lease rental (part of ROU asset) which has been amortised over it's lease term. The discounted value of the security deposits is increased over the period of lease term by recognising the notional interest income grouped under 'other income'.

(ii) <u>Impact of Ind AS 116 -Lease accounting</u>

Under Previous GAAP, a lease is classified as a finance lease or an operating lease. Operating lease payments are recognised as an operating expense in the statement of profit or loss on a straight-line basis over the lease term. Under Ind AS 116, a lessee applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets and recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets. At the date of transition to Ind AS, the Group applied the modified retrospective approach and measured lease liabilities at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate at the date of transition to Ind AS. Right-of-use assets were measured at the amount equal to the lease liabilities.

(iii) <u>Impairment allowance for expected credit losses</u>

Under Previous GAAP, the Group has created provision for impairment of receivables based on the incurred loss model. Under Ind AS, impairment loss has been determined as per Expected Credit Loss (ECL) model. The difference between the provision amount as per previous GAAP and Ind AS - ECL is recognized as retained earnings on date of transition and subsequently in the statement of profit and loss.

(iv) <u>Remeasurement gain/(loss) of net defined benefit plan</u>

Under Previous GAAP the Group recognised actuarial gains and losses in the Statement of Profit and Loss. Under Ind AS, all actuarial gains and losses are recognised in the other comprehensive income. Further to the above, the deferred tax impact on above transaction has also been regrouped from Statement of Profit and Loss to other comprehensive income as per guidance under Ind AS 12 'Income taxes'.

(v) <u>Deferred Tax</u>

Retained earnings and statement of profit and loss has been adjusted consequent to the Ind AS transition adjustments with corresponding impact to deferred tax, wherever applicable.

Suraksha Diagnostic Limited (Formerly known as Suraksha Diagnostic Private Limited)
CIN- U85110WB2005PTC102265
Annexure VI - Statement of Adjustments to Restated Consolidated Financial Information
(All amount are in Rs. millions, unless otherwise stated)

Part A: Statement of Restatement Adjustments to Audited Special Pupose Ind AS Interim Consolidated Financial Statements/ Audited Consolidated Financials Statements/Audited Special Purpose Consolidated Financial Statements

Reconciliation between audited total comprehensive income/(loss) and restated total comprehensive income/(loss)*:

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
A. Total Comprehensive Income as per Audited Consolidated Financial Statements	73.70	229.83	60.76	208.91
B. Material restatement adjustments				
(i) Audit qualifications	-	-	-	-
(ii) Other material adjustments				
- Change in Accounting policies	-	-	-	-
- Other adjustments	-	-	-	-
Total impact of Adjustments				
C. Total Comprehensive Income as per Restated Consolidated Financial Information	**73.70**	**229.83**	**60.76**	**208.91**

*Amounts pertaining to audited Total Comprehensive Income for the year ended March 31, 2022 is as per the Special Purpose Consolidated Financial Statements for the year ended March 31, 2022, which was prepared by the Holding Company, in response to SEBI communication. These Special Purpose Consolidated Financials Statements have been prepared as per basis of preparation as mentioned in Note 2 (a) of Annexure V to the Restated Consolidated Financial Information.

Reconciliation between audited total equity (including NCI) and restated total equity*:

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
A. Total Equity as per Audited Consolidated Financial Statements *	1,866.17	1,791.47	1,554.61	1,458.28
B. Material restatement adjustments				
(i) Audit qualifications	-	-	-	-
(ii) Other material adjustments				
- Change in Accounting policies	-	-	-	-
- Other adjustments	-	-	-	-
Total impact of Adjustments				
C. Total Equity as per Restated Consolidated Financial Information	**1,866.17**	**1,791.47**	**1,554.61**	**1,458.28**

*Amounts pertaining to audited equity as at March 31, 2022 is as per the Special Purpose Consolidated Financial Statements as at March 31, 2022, which was prepared by the Holding Company, in response to SEBI Letter. These Special Purpose Consolidated Financials Statements have been prepared as per basis of preparation as mentioned in Note 2.1 of Annexure V to the Restated Consolidated Financial Information.

Refer note 49 for reconciliation of total equity as per special purpose consolidated financial statements as at March 31, 2022 and total equity as at the transition date i.e., April 01, 2022.

Part B:Non-Adjusting Events

(I) Audit qualifications matter paragraph for the respective years, which do not require any adjustments in the restated consolidated financial information are as follows:

For the year ended March 31, 2023

Consolidated Financial Statements - Basis for Qualification

(a) As described in Note 49 to the Special Purpose Consolidated Financial Statements, in contravention of the provisions of section 185 of the Act, during the previous year, the Holding Company had given a guarantee and created a charge on its Land and Building and certain items of medical equipments which form part of Property Plant and Equipment amounting to Rs. 336.78 millions, as security in favour of, a lender against the personal loans of Rs. 670.00 millions advanced to the Whole Time Directors of the Holding Company. Further, the Holding Company has made adequate provision against the said contravention in the Special Purpose Consolidated Financial Statements for the year ended March 31, 2023.

(b) In relation to the multiple emails alleging financial irregularities by the Holding Company/directors over the period 2021 to 2024, as described in Note 50 to the Special Purpose Consolidated Financial Statements, we were unable to obtain sufficient appropriate audit evidence with respect to certain Property, Plant & Equipment items purchased from a vendor, since there were concerns regarding the existence and validity of the procurement transactions, which aggregated to Rs. 9.58 millions during the period from April 1, 2021 till March 31, 2024.
Further, the Board of Directors of the Holding Company appointed an independent firm of Chartered Accountants to investigate certain allegations stated in these emails. The report submitted by the said firm did not observe any negative findings other than an incorrect charge of Goods and Service Tax ('GST') by the abovementioned vendor against the purchase of certain Property, Plant & Equipment, in respect of which GST has remained unrecovered till date.
In view thereof, we are unable to opine on the nature of these transactions and its impact, if any, on these Special Purpose Consolidated Financial Statements including any adjustments, other disclosures and compliances that may be required.

Consolidated Financial Statements - Qualified Opinion on Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of section 143 of the Act

According to the explanations given to us and based on our audit, the following material weaknesses have been identified as at March 31, 2023:
(i) The Company did not have an appropriate internal control with reference to standalone financial statements for vendor onboarding and continuance on an ongoing basis (Company being unaware of commercial and statutory matters at the vendors) which could potentially result in material misstatement in the Company's purchases.
(ii) The Company's internal financial controls regarding documentation for receipt of capital goods, including material used in construction of leasehold improvements were not operating effectively which could potentially result in material misstatement in items of Property Plant and Equipment.
(iii) The Company's internal financial controls relating to monitoring compliance of applicable laws and regulations were not operating effectively which could potentially result in misstatement of rates and taxes, other current liabilities and consequent disclosures in the Company's financial statements.

(II) Emphasis of Matters paragraph for the respective period/years, which do not require any adjustments in the restated consolidated financial information are as follows:

For the three months period ended June 30, 2024

Special Purpose Ind AS Interim Consolidated Financial Statements - Emphasis of matter-Basis of Accounting and Restriction on Distribution and Use

We draw attention to Note 2.1 to Special Purpose Ind AS Interim Consolidated Financial Statements which describes the purpose and basis of accounting the Special Purpose Ind AS Interim Consolidated Financial Statements. These Special Purpose Ind AS Interim Consolidated Financial Statements are prepared by the management and approved by the Board of Directors of the Holding Company solely for the purpose of preparation of restated consolidated financial information of the Holding Company to be included in the Draft Red Herring Prospectus ("DRHP"), Red Herring Prospectus ("RHP") and Prospectus (collectively referred to as "Offer Documents") in connection with its proposed initial public offering of equity shares of Holding Company as required by Section 26 of Part I of Chapter III of the Act, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations"), the SEBI Communications and the Guidance Note on Reports in Company Prospectuses (Revised 2019) ("the Guidance Note") issued by the ICAI. As a result, the Special Purpose Ind AS Interim Consolidated Financial Statements may not be suitable for any other purpose.

Our report is addressed to the Board of Directors of the Holding Company solely for the purpose as specified above and should not be distributed to or used by other parties. M S K A & Associates shall not be liable to the Holding Company or to any other concerned for any claims, liabilities or expenses relating to this assignment. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For the year ended March 31, 2024

Consolidated Financial Statements - Emphasis of matters

We draw attention to Note 50 to the Consolidated Financial Statements, which describes receipt of multiple emails alleging financial irregularities by the Holding Company/ Directors over the period from 2021 to 2024, in respect of which we were unable to obtain sufficient appropriate audit evidence with regard to existence and validity of certain Property, Plant & Equipment items purchased from a vendor which aggregated to Rs. 9.58 millions during the period April 1, 2021 till March 31, 2024.
Further, the Board of Directors of the Holding Company had appointed an independent firm of Chartered Accountants to investigate certain allegations stated in these emails. The report submitted by the said firm did not observe any negative findings other than an incorrect charge of Goods and Service tax ('GST') by the abovementioned vendor against the purchase of certain Property, Plant & Equipment, aggregating to Rs. 1.88 millions, in respect of which GST has remained unrecovered till date.
Pending substantiation of the capital payments including GST, made to the said vendor, as a matter of prudence, the management of the Holding Company has written off the carrying value of the Property, Plant & Equipment purchased from the said vendor including the GST thereon, amounting to Rs. 7.79 millions, and presented it as an exceptional item in the Statement of Profit & Loss for the year ended March 31, 2024.

Our opinion is not modified in respect of the above matter.

Part B:Non-Adjusting Events (cont'd)

(II) Emphasis of Matters paragraph for the respective years, which do not require any adjustments in the restated consolidated financial information are as follows (cont'd)

For the year ended March 31, 2023

Special Purpose Consolidated Financial Statements - Emphasis of matter-Basis of Accounting and Restriction on Distribution and Use

Without modifying our opinion, we draw attention to Note 2.1 to Special Purpose Consolidated Financial Statements which describes the purpose and basis of accounting the Special Purpose Consolidated Financial Statements. These Special Purpose Consolidated Financial Statements are prepared by the management of the Holding Company and approved by the Board of Directors of the Holding Company solely for the purpose of preparation of restated consolidated financial information to be included in the Draft Red Herring Prospectus ("DRHP"), Red Herring Prospectus ("RHP") and Prospectus (collectively referred to as "Offer Documents") in connection with its proposed initial public offering of equity shares of Holding Company as required by Section 26 of Part I of Chapter III of the Act, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations"), the SEBI Communications and the Guidance Note on Reports in Company Prospectuses (Revised 2019) ("the Guidance Note") issued by the ICAI. As a result, the Special Purpose Consolidated Financial Statements may not be suitable for any other purpose.

Our report is intended solely for the use of Holding Company Board of Directors for the purpose as specified above and should not be distributed to or used by other parties. M S K A & Associates shall not be liable to the Holding Company or to any other concerned for any claims, liabilities or expenses relating to this assignment. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For the year ended March 31, 2022

Special Purpose Consolidated Financial Statements - Emphasis of matter-Basis of Accounting and Restriction on Distribution and Use

Without modifying our opinion, we draw attention to Note 2.1 to Special Purpose Consolidated Financial Statements which describes the purpose and basis of accounting the Special Purpose Consolidated Financial Statements. These Special Purpose Consolidated Financial Statements are prepared by the management of the Holding Company and approved by the Board of Directors of the Holding Company solely for the purpose of preparation of restated consolidated financial information to be included in the Draft Red Herring Prospectus ("DRHP"), Red Herring Prospectus ("RHP") and Prospectus (collectively referred to as "Offer Documents") in connection with its proposed initial public offering of equity shares of Holding Company as required by Section 26 of Part I of Chapter III of the Act, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations"), the SEBI Communications and the Guidance Note on Reports in Company Prospectuses (Revised 2019) ("the Guidance Note") issued by the ICAI. As a result, the Special Purpose Consolidated Financial Statements may not be suitable for any other purpose.

Our report is intended solely for the use of Holding Company Board of Directors for the purpose as specified above and should not be distributed to or used by other parties. M S K A & Associates shall not be liable to the Holding Company or to any other concerned for any claims, liabilities or expenses relating to this assignment. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

(III) Other Matters paragraph for the respective years, which do not require any adjustments in the restated consolidated financial information are as follows:

For the three month period ended June 30, 2024

Special Purpose Ind AS Interim Consolidated Financial Statements - Other Matters

We did not audit the financial statements of four subsidiaries, whose financial statements reflect total assets of Rs. 205.03 millions as at June 30, 2024, total revenues of Rs. 4.56 millions and net cash outflows amounting to Rs. 0.67 millions for the three months period ended on that date, as considered in the consolidated financial statements. The said financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

For the year ended March 31, 2024

(a) Consolidated Financial Statements - Other Matters

We did not audit the financial statements of four subsidiaries, whose financial statements reflect total assets of Rs. 78.08 millions as at March 31, 2024, total revenues of Rs. 5.61 millions and net cash outflows amounting to Rs. 0.04 millions for the year ended on that date, as considered in the Consolidated Financial Statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

The comparative financial information of the Group for the year ended March 31, 2024 included in these consolidated financial statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2021, specified under Section 133 and other relevant provisions of the Act audited by the predecessor auditor whose report for the year ended March 31, 2023 dated January 31, 2024 expressed a modified audit opinion on those consolidated financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us.

The financial information of the Group, for the transition date opening balance sheet as at April 1, 2022 included in these consolidated financial statements are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2021, specified under Section 133 and other relevant provisions of the Act for the year ended March 31, 2022 on which we issued an unmodified audit opinion vide our report dated September 30, 2022 on those consolidated financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have also been audited by us.

Our opinion is not modified in respect of the above matters.

(b) Consolidated Financial Statements - Report on Other Legal and Regulatory Requirements paragraphs

Reporting on Audit Trail

Based on our examination, the Group has used accounting software for maintaining its books of account for the year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility. However, the audit trail feature has not been enabled and operated throughout the year for all transactions recorded in the accounting software throughout the year (refer note 52 to the consolidated financial statements).

For the year ended March 31, 2023

Special Purpose Consolidated Financial Statements - Other Matters

(i) The Holding Company has prepared a separate set of Statutory Consolidated Financial Statements for the year ended March 31, 2023, in accordance with the Accounting Standards prescribed under Section 133 of the Act, read with the Companies (Accounting Standards) Rules, 2021 and other accounting principles generally accepted in India which were audited by M/s. Deloitte Haskins & Sells LLP ("Predecessor Auditors") who have issued a modified auditor's report to the members of the Holding Company dated January 31, 2024.

(ii) We did not audit the financial statements of two subsidiaries, whose financial statements reflect total assets of Rs. 23.49 millions as at March 31, 2023, total revenues of Rs. 3.10 millions and net cash flows amounting to Rs. 4.14 millions for the year ended on that date, as considered in the Special Purpose Consolidated Financial Statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the Special Purpose Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

(iii) On account of our appointment as auditor subsequent to March 31, 2023, it was impracticable for us to attend the physical verification of inventory carried out by management. Consequently, we have performed alternate procedures to audit the existence of inventory as per the guidance provided in SA 501 "Audit Evidence Specific Considerations for Selected Items", which includes inspection of supporting documentation relating to purchases, results of cyclical count performed by the Management through the period and have obtained sufficient appropriate audit evidence over the existence of inventory amounting to Rs. 61.62 millions as on March 31, 2023.

Our opinion is not modified in respect of the above matters.

For the year ended March 31, 2022

Special Purpose Consolidated Financial Statements - Other Matters

(i) The Holding Company has prepared a separate set of Statutory Consolidated Financial Statements for the year ended March 31, 2022, in accordance with the Accounting Standards prescribed under Section 133 of the Act, read with the Companies (Accounting Standards) Rules, 2021, and other accounting principles generally accepted in India on which we have issued a separate unmodified auditor's report to the members of the Holding Company dated September 30, 2022.

(ii) We did not audit the financial statements of two subsidiaries, whose financial statements reflect total assets of Rs. 3.61 millions as at 31 March 2022, total revenues of Rs. Nil and net cash outflows amounting to Rs. 0.82 millions for the year ended on that date, as considered in the Special Purpose Consolidated Financial Statements. These financial statements are unaudited and have been furnished to us by the Management of the Holding Company and our opinion on the Special Purpose Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion is not modified in respect of the above matters.

(IV) Auditor's Comment in Annexure to Auditors' Report for the respective years, which do not require any corrective adjustments in the restated consolidated financial information are as follows:

For the year ended March 31, 2024
Clause iv of CARO, 2020 Order
According to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, in respect of loans, investments, guarantees and security made except for certain non-compliances as noted below:
Non-compliance with Section 185 of the Act:

Name of the Party	Relationship	Nature of non- compliance	Maximum amount outstanding during the year	Amount as at March 31, 2024
Dr. Somnath Chatterjee and Ritu Mittal	Whole time directors & promoters of the Company	Guarantee and Security given in respect of loan taken by directors in earlier years	Guarantee given for Rs. 670.00 millions and Security given for loan taken is Rs. 393.20 millions	Nil

Clause vii(a) of CARO, 2020 Order
According to the information and explanations given to us and the records of the Company examined by us, in our opinion, undisputed statutory dues including Goods and Services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess, and other statutory dues have generally been regularly deposited with the appropriate authorities during the year, though there has been a slight delay in a few cases.

Clause xi(a) of CARO, 2020 Order
We have noted a suspected fraud on the Company for transactions with a vendor for capital goods. The vendor has charged Goods Service Tax (GST) to the Company despite not having a valid GST registration. Except for this matter, no fraud was noticed by the Company and no material fraud on the Company has been reported during the year. Also, refer to the Emphasis of Matter paragraph section of our report on the Audit of the Standalone Financial Statements.

For the year ended March 31, 2023
Clause (i)(a)(A) of CARO, 2020 Order
Except for the possible effects of the matter stated in sub-paragraph 2 of the Basis for Qualified Opinion section of our Report on the Audit of the Standalone Financial Statements, the Company has generally maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment except that these are in the process of updation in respect of some of the assets.

Clause (i)(a)(B) of CARO, 2020 Order
The Company has maintained proper records showing full particulars of intangible assets. The Company has a program of verification of Property, Plant and Equipment, so as to cover all the items once every two years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, items of Property, Plant and Equipment were due for physical verification during the year and were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification except for the to the extent updation is in progress in respect of some of the assets and possible effects of matter stated in sub-paragraph 2 of the Basis for Qualified Opinion section of our Report on the Audit of the Standalone Financial Statements.

Clause iii(b) of CARO, 2020 Order
The investment made and the terms and conditions of the above-mentioned loan granted during the year are, in our opinion, prima facie, not prejudicial to the Company's interest. Considering that the guarantee in the previous year and security provided in the previous and current year and outstanding as at March 31, 2023 are not in compliance with the provisions of the Act, these are in our opinion prejudicial to the interest of the Company. Refer sub-paragraph 1 of the basis for qualified opinion paragraph in the Auditors' Report.

Clause iv of CARO, 2020 Order
The Company has complied with the provisions of sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees, and securities provided, as applicable, except in respect of the following which is a non-compliance of section 185 of the Companies Act, 2013:

Non-compliance with Section 185 of the Act:

Particulars (Guarantee and security)	Amount as at the year end (Rs. In millions)	Maximum Amount outstanding during the year (Rs. In millions)	Remarks
Dr. Somnath Chatterjee and Ritu Mittal	Guarantee given for Rs. 670.00 millions and Security given for loan taken is Rs. 393.20 millions	Guarantee given for Rs. 670.00 millions and Security given for loan taken is Rs. 393.20 millions.	Refer note and 32 (i) (b) and sub paragraph 1 of basis of qualified opinion paragraph of the Auditors' Report

Clause xi(a) of CARO, 2020 Order
We refer to matter described in sub-paragraph 2 of the Basis for Qualified Opinion section of our Report on the Audit of the Standalone Financial Statements. We have reported a suspected fraud on the Company to the Board of Directors for transactions with a vendor for capital goods, which is not traceable at the address included in its invoices and has charged GST to the Company despite not having a GST registration. Except for this matter and the possible impact of whistleblower emails insofar as they relate to the earlier years, fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

Clause xi(c) of CARO, 2020 Order
There were whistle blower complaints received by us and by the Company subsequent to the end of the year. Refer note 39 to the financial statements. We have considered the same during the course of conduct of our audit.

Clause xiii of CARO, 2020 Order
Except for the possible effects of the matters described in sub-paragraph 1 of Basis for Qualified Opinion section of our Report on the Audit of the Standalone Financial Statements, in our opinion, the Company is in compliance with sections 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards. The Company is a private company and hence the provisions of section 177 of the Act are not applicable to the Company.

For the year ended March 31, 2022
Clause (i)(a)(A) of CARO, 2020 Order
The Company has not maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment. The details of the same are as below:

Description of Property, Plant and Equipment	Amount
Plant & Machinery	Rs. 43.99 millions
Computer Hardware	Rs. 10.58 millions
Furniture and fixtures	Rs. 236.54 millions
Laboratory Equipment	Rs. 753.71 millions
Vehicles	Rs. 18.72 millions
Computer Server	Rs. 0.31 millions
Office Equipment	Rs. 10.07 millions

Clause vii(a) of CARO, 2020 Order
According to the information and explanations given to us and the records of the Company examined by us, in our opinion, undisputed statutory dues including goods and service tax, provident Fund, employees' state insurance, income-tax, and any other statutory dues have not generally been regularly deposited by the Company with the appropriate authorities though delay in deposit have not been serious. There was no liability towards excise duty. custom duty and cess during the year and hence not commented upon.

Part C:Material Regrouping
There are no material regroupings made in the Audited Special Pupose Ind AS Interim Consolidated Financial Statements/ Audited Consolidated Financial Statements/Audited Special Purpose Consolidated Financial Statements on account of restatement to any of the years presented in these Restated Consolidated Financial Information.

(All amount are in Rs. millions, unless otherwise stated)

6 Property, plant and equipment

Particulars	Freehold land	Buildings	Plant and equipments	Computer	Furniture and fixtures	Laboratory Equipment	Vehicles	Office Equipment	Total
Gross carrying Amount (deemed cost)									
Balance as at April 1, 2021 (Refer note (d) below)	7.93	94.20	41.30	7.26	205.16	782.02	19.53	11.76	**1,169.16**
Additions	-	1.04	11.68	8.02	64.13	76.81	4.21	3.18	**169.07**
Disposals	-	-	(0.63)	-	-	(17.59)	(0.96)	-	**(19.18)**
Balance as at March 31, 2022	**7.93**	**95.24**	**52.35**	**15.28**	**269.29**	**841.24**	**22.78**	**14.94**	**1,319.05**
Accumulated depreciation									
Balance as at April 1, 2021	-	-	-	-	-	-	-	-	**-**
Depreciation charge during the year (Refer note 33)	-	1.56	8.80	4.38	32.75	88.56	4.17	4.87	**145.09**
Disposals	-	-	(0.44)	-	-	(1.03)	(0.11)	-	**(1.58)**
Balance as at March 31, 2022	**-**	**1.56**	**8.36**	**4.38**	**32.75**	**87.53**	**4.06**	**4.87**	**143.51**
Net carrying amount as at March 31, 2022	**7.93**	**93.68**	**43.99**	**10.90**	**236.54**	**753.71**	**18.72**	**10.07**	**1,175.54**
Gross carrying Amount									
Balance as at March 31, 2022	7.93	95.24	52.35	15.28	269.29	841.24	22.78	14.94	**1,319.05**
Ind AS restated adjustment for deemed cost**	-	(1.56)	(8.36)	(4.38)	(32.75)	(87.53)	(4.06)	(4.87)	**(143.51)**
Restated Opening Balance as at April 1, 2022	7.93	93.68	43.99	10.90	236.54	753.71	18.72	10.07	**1,175.54**
Additions	-	-	4.16	2.37	36.84	86.87	2.13	3.44	**135.81**
Disposals	-	-	(3.49)	(0.31)	(4.03)	(25.78)	(0.42)	(0.29)	**(34.32)**
Balance as at March 31, 2023	**7.93**	**93.68**	**44.66**	**12.96**	**269.35**	**814.80**	**20.43**	**13.22**	**1,277.03**
Accumulated depreciation									
Balance as at March 31, 2022	-	1.56	8.36	4.38	32.75	87.53	4.06	4.87	143.51
Ind AS restated adjustment for deemed cost**	-	(1.56)	(8.36)	(4.38)	(32.75)	(87.53)	(4.06)	(4.87)	**(143.51)**
Restated Opening Balance as at April 1, 2022	-	-	-	-	-	-	-	-	**-**
Depreciation charge during the year (Refer note 33)	-	1.56	9.83	3.62	37.21	91.57	4.62	4.12	**152.53**
Disposals	-	-	(0.49)	(0.01)	(0.92)	(1.69)	(0.16)	(0.12)	**(3.39)**
Balance as at March 31, 2023	**-**	**1.56**	**9.34**	**3.61**	**36.29**	**89.88**	**4.46**	**4.00**	**149.14**
Net carrying amount as at March 31, 2023	**7.93**	**92.12**	**35.32**	**9.35**	**233.06**	**724.92**	**15.97**	**9.22**	**1,127.89**
Gross carrying Amount									
Balance as at March 31, 2023	7.93	93.68	44.66	12.96	269.35	814.80	20.43	13.22	1,277.03
Additions	-	-	19.17	7.09	61.01	324.48	12.00	4.83	**428.58**
Disposals	-	-	(0.53)	-	(11.52)	(36.99)	(12.95)	-	**(61.99)**
Balance as at March 31, 2024	**7.93**	**93.68**	**63.30**	**20.05**	**318.84**	**1,102.29**	**19.48**	**18.05**	**1,643.62**
Accumulated depreciation									
Balance as at March 31, 2023	-	1.56	9.34	3.61	36.29	89.88	4.46	4.00	**149.14**
Depreciation charge during the year (Refer note 33)	-	1.56	10.03	4.49	39.04	96.78	3.03	4.07	**159.00**
Disposals	-	-	(0.10)	-	(1.54)	(8.62)	(4.76)	-	**(15.02)**
Balance as at March 31, 2024	**-**	**3.12**	**19.27**	**8.10**	**73.79**	**178.04**	**2.73**	**8.07**	**293.12**
Net carrying amount as at March 31, 2024	**7.93**	**90.56**	**44.03**	**11.95**	**245.05**	**924.25**	**16.75**	**9.98**	**1,350.50**
Gross carrying Amount									
Balance as at April 01, 2024	7.93	93.68	63.30	20.05	318.84	1,102.29	19.48	18.05	1,643.62
Additions	-	-	0.14	2.45	18.52	35.16	-	5.90	**62.17**
Disposals	-	-	-	-	-	-	-	-	**-**
Balance as at June 30, 2024	**7.93**	**93.68**	**63.44**	**22.50**	**337.36**	**1,137.45**	**19.48**	**23.95**	**1,705.79**
Accumulated depreciation									
Balance as at April 01, 2024	-	3.12	19.27	8.10	73.79	178.04	2.73	8.07	**293.12**
Depreciation charge during the period (Refer note 33)	-	0.39	2.27	2.57	11.28	29.23	0.61	0.99	**47.34**
Disposals	-	-	-	-	-	-	-	-	**-**
Balance as at June 30, 2024	**-**	**3.51**	**21.54**	**10.67**	**85.07**	**207.27**	**3.34**	**9.06**	**340.46**
Net carrying amount as at June 30, 2024	**7.93**	**90.17**	**41.90**	**11.83**	**252.29**	**930.18**	**16.14**	**14.89**	**1,365.33**

Notes:

(a) For assets pledged as security (Refer note 21)

(b) The Group has created a first and exclusive charge by the way of mortgage over its land and building along with certain medical equipments having a net block of Rs. 186.73 millions (March 31, 2024: Rs. 248.35 millions March 31, 2023: Rs. 378.54 millions; March 31, 2022: Rs. 282.62 millions) against the personal loan taken by the directors and term loan taken for medical equipments. Also, refer note 37 for details.

(c) Refer note 37 for details of capital commitment.

(d) On transition to Ind AS (i.e. April 1, 2021), the group had elected to continue with the net carrying value of all property, plant and equipment measured as per the Previous GAAP and use that net carrying value as the deemed cost of property, plant and equipment.

Particulars	Freehold land	Buildings	Plant and equipments	Computer	Furniture and fixtures	Laboratory Equipment	Vehicles	Office Equipment	Total
Gross Block as on April 1, 2021	7.93	97.47	100.14	71.17	349.96	1,235.85	36.45	33.52	1,932.49
Accumulated Depreciation upto April 1, 2021	-	(3.27)	(58.84)	(63.91)	(144.80)	(453.83)	(16.92)	(21.76)	(763.33)
Deemed cost as on April 1, 2021	**7.93**	**94.20**	**41.30**	**7.26**	**205.16**	**782.02**	**19.53**	**11.76**	**1,169.16**

** The adjustment relates to the reconciliation of gross carrying amount between the Audited Special Purpose Consolidated Financial Statements for year end March 31, 2022 and audited statutory consolidated financial statements for the year ended March 31, 2024 with the Ind AS transition date of April 01, 2022.

(All amount are in Rs. millions, unless otherwise stated)

7 Capital work-in-progress

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Opening balance	13.13	23.91	12.35	0.09
Add: Addition during the period/ year	69.89	184.49	34.62	75.46
Less: Capitalisation during the period/ year	(11.20)	(195.27)	(23.06)	(63.20)
Closing balance	**71.82**	**13.13**	**23.91**	**12.35**

(a) Ageing of capital work-in-progress

(i) Projects in progress	Amounts in capital work-in-progress for				
Particulars	**Less than one year**	**1 - 2 years**	**2 - 3 years**	**More than 3 years**	**Total**
June 30, 2024	71.82	-	-	-	71.82
March 31, 2024	13.13	-	-	-	13.13
March 31, 2023	23.91	-	-	-	23.91
March 31, 2022	12.35	-	-	-	12.35

(b) There are no projects where completion is overdue or costs have exceeded the original plan or where activity has been suspended.

(All amount are in Rs. millions, unless otherwise stated)

8 Right to use & Lease Liability

The Group has leasing arrangement for a number of properties in the jurisdictions from which it operates. In some jurisdictions it is customary for lease contracts to provide for payments to increase each year by inflation and in others to be reset periodically to market rental rates. In some jurisdictions, for property leases the periodic rent is fixed over the lease term. These leases have terms ranging from two to nine years.

The Group also has leasing arrangement for certain items of plant and equipment (Medical equipments). Leases of plant and equipment have in substance fixed and variable payments.

The Group also has entered into certain leases of equipment with lease term up to 12 months and certain leases of office equipment of low value. The Group applies the recognition exemptions relating to short-term leases and lease of low-value assets for these leases

The weighted average incremental borrowing rate applied to lease liabilities as at June 30, 2024 is 10.05% and as at March 31, 2024, March 31, 2023 and March 31, 2022 is 9.25% for premises and medical equipments.

(a) Right-of-use asset

Particulars	Medical Equipments	Premises	Total
Gross carrying amount (deemed cost)			
Balance as at April 1, 2021	96.06	809.45	**905.51**
Additions	-	20.74	**20.74**
Balance as at March 31, 2022	**96.06**	**830.19**	**926.25**
Accumulated Amortisation as at April 1, 2021	**-**	**-**	**-**
Amortisation for the year (Refer note 33)	4.62	128.42	**133.04**
Balance as at March 31, 2022	**4.62**	**128.42**	**133.04**
Net carrying amount as at March 31, 2022	**91.44**	**701.77**	**793.21**
Gross carrying amount at March 31, 2022	**96.06**	**830.19**	**926.25**
Ind AS adjustments**	25.14	(79.13)	(53.99)
Gross Carrying Amount as at April 1, 2022	121.20	751.06	872.26
Additions	-	97.96	97.96
Balance as at March 31, 2023	**121.20**	**849.02**	**970.22**
Accumulated amortisation as at March 31, 2022	4.62	128.42	133.04
Ind AS adjustments**	(4.62)	(128.42)	(133.04)
Accumulated amortisation as at April 1, 2022	-	-	-
Amortisation for the year (Refer note 33)	17.62	142.91	160.53
Balance as at March 31, 2023	**17.62**	**142.91**	**160.53**
Net carrying amount as at March 31, 2023	**103.58**	**706.11**	**809.69**
Gross carrying amount at April 1, 2023	121.20	849.02	970.22
Additions	-	107.36	107.36
Balance as at March 31, 2024	**121.20**	**956.38**	**1,077.58**
Accumulated Amortisation	17.62	142.91	160.53
Amortisation for the year (Refer note 33)	18.07	144.89	162.96
Balance as at March 31, 2024	**35.69**	**287.80**	**323.49**
Net carrying amount as at March 31, 2024	**85.51**	**668.58**	**754.09**
Gross carrying amount at April 1, 2024	121.20	956.38	1,077.58
Additions	-	26.88	26.88
Balance as at June 30, 2024	**121.20**	**983.26**	**1,104.46**
Accumulated Amortisation	35.69	287.80	323.49
Amortisation for the period (Refer note 33)	4.49	37.29	41.78
Balance as at June 30, 2024	**40.18**	**325.09**	**365.27**
Net carrying amount as at June 30, 2024	**81.02**	**658.17**	**739.19**

(b) Lease liabilities

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Balance of lease liability at the beginning of the period/ year	818.39	828.67	807.68	869.42
Ind AS adjustments**	-	-	28.84	-
Restated Balance of lease liability at the beginning of the period/ year	**818.39**	**828.67**	**836.52**	**869.42**
Add: Additions during the period/ year	23.08	106.23	94.57	18.85
Add: Interest on lease liabilities	19.93	79.04	77.70	73.20
Less: Lease payments	(51.79)	(195.55)	(180.12)	(153.79)
Balance of lease liability at the end of the period/ year	**809.61**	**818.39**	**828.67**	**807.68**
Current portion of lease liabilities	103.94	115.33	109.39	99.21
Non-current portion of lease liabilities	705.67	703.06	719.28	708.47

**The Group had applied Ind AS 116 for preparing its audited statutory consolidated financial statements for the year beginning from April 01, 2022. For the purpose of preparing Audited Special Purpose Consolidated Financial Statements of the Group for year end March 31, 2022, Ind AS 116 has been applied with effect from April 01, 2021. The adjustment relates to the reconciliation of gross carrying value of right-of-use assets between the Audited Special Purpose Consolidated Financial Statements for year end March 31, 2022 and audited statutory consolidated financial statements with the Ind AS transition date of April 01, 2022.

(c) Amounts recognised in the statement of profit and loss

The statement of profit or loss shows the following amounts relating to leases:

Particulars	Refer note	For the Period ended June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Amortisation charge of right-of-use assets	33	41.78	162.96	160.53	133.04
Interest expense (included in finance costs)	32	19.93	79.04	77.70	73.20
Expense relating to short-term leases , low value and variable payment not included in lease liability (included in rent expenses under other expenses)	34	8.26	25.02	39.10	32.86

(d) Amounts recognised in the statement of cash flow

The cash flow statement shows the following amounts relating to leases:

Particulars	For the Period ended June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Payment of lease liabilities	(51.79)	(195.55)	(180.12)	(153.79)

Refer note 44 for disclosure on contractual maturities of lease liabilities.

(All amount are in Rs. millions, unless otherwise stated)

9 Other intangible assets

Particulars	Computer Software	Total
Gross carrying amount (deemed cost)		
Balance as at April 1, 2021 (Refer note (a) below)	20.79	**20.79**
Additions	2.56	**2.56**
Disposals	-	**-**
Balance as at March 31, 2022	**23.35**	**23.35**
Accumulated Amortisation		
Balance as at April 1, 2021 (Refer note (a) below)	-	**-**
Amortisation charge during the year (Refer note 33)	5.82	**5.82**
Disposals	-	**-**
Balance as at March 31, 2022	**5.82**	**5.82**
Net carrying amount as at March 31, 2022	**17.53**	**17.53**
Gross Carrying Amount		
Balance as at March 31, 2022	23.35	**23.35**
Ind AS restated adjustment for deemed cost**	(5.82)	**(5.82)**
Restated Balance as at April 1, 2022	17.53	**17.53**
Additions	0.68	**0.68**
Disposals	(1.09)	**(1.09)**
Balance as at March 31, 2023	**17.12**	**17.12**
Accumulated Amortisation		
Balance as at March 31, 2022	5.82	**5.82**
Ind AS restated adjustment for deemed cost**	(5.82)	**(5.82)**
Restated Balance as at April 1, 2022	-	**-**
Amortisation charge during the year (Refer note 33)	3.65	**3.65**
Disposals	(1.02)	**(1.02)**
Balance as at March 31, 2023	**2.63**	**2.63**
Net carrying amount as at March 31, 2023	**14.49**	**14.49**
Gross Carrying Amount		
Balance as at March 31, 2023	17.12	**17.12**
Additions	0.29	**0.29**
Disposals	-	**-**
Balance as at March 31, 2024	**17.41**	**17.41**
Accumulated Amortization		
Balance as at March 31, 2023	2.63	**2.63**
Amortisation charge during the year (Refer note 33)	4.02	**4.02**
Disposals	-	**-**
Balance as at March 31, 2024	**6.65**	**6.65**
Net carrying amount as at March 31, 2024	**10.76**	**10.76**
Gross Carrying Amount		
Balance as at April 01, 2024	17.41	**17.41**
Additions	4.31	**4.31**
Disposals	-	**-**
Balance as at June 30, 2024	**21.72**	**21.72**
Accumulated Amortization		
Balance as at April 01, 2024	6.65	**6.65**
Amortisation charge during the period (Refer note 33)	0.80	**0.80**
Disposals	-	**-**
Balance as at June 30, 2024	**7.45**	**7.45**
Net carrying amount as at June 30, 2024	**14.27**	**14.27**

(a) The group has availed the deemed cost exemption as per Ind AS 101 in relation to intangible assets as on the date of transition i.e. April 1, 2021 and hence the net block carrying amount has been considered as the gross block carrying amount on that date. Refer note below for the gross block value and the accumulated amortization on April 1, 2021 under the previous GAAP:

Particulars	Computer Software	Total
Gross Block as on April 1, 2021	43.34	43.34
Accumulated Amortization upto April 1, 2021	(22.55)	(22.55)
Deemed cost as on April 1, 2021	**20.79**	**20.79**

** The adjustment relates to the reconciliation of gross carrying amount between the Audited Special Purpose Consolidated Financial Statements for year end March 31, 2022 and audited statutory consolidated financial statements with the Ind AS transition date of April 1, 2022.

(b) Intangible assets under development

Particulars	Total
Balance as at March 31, 2024	-
Add: Addition during the period	2.41
Less: Capitalisation during the period	-
Balance as at June 30, 2024	**2.41**

(a) Ageing of intangible assets under development

(i) Projects in progress	Amounts in intangible assets under development for				
Particulars	**Less than one year**	**1 - 2 years**	**2 - 3 years**	**More than 3 years**	**Total**
June 30, 2024	2.41	-	-	-	**2.41**

(b) There are no projects where completion is overdue or costs have exceeded the original plan or where activity has been temporarily suspended.

(All amount are in Rs. millions, unless otherwise stated)

10 Other financial assets (non current)

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good				
Security Deposits (at amortised cost)	66.91	77.73	81.18	72.26
Bank deposit with maturity for more than 12 months	17.64	6.76	50.38	51.39
Total	**84.55**	**84.49**	**131.56**	**123.65**

Bank deposits of Rs. 3.00 millions (March 31, 2024: Rs. 4.16 millions, March 31, 2023: Rs. 20.31 millions and March 31, 2022: Rs. 4.20 millions) has been pledged by way of security for loan granted to the Group or bank guarantee given, which are not encashable within next year.

11 Non-current tax assets (Net)

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Advance tax and tax deducted at sources, net of provision	5.14	18.31	21.41	3.21
Total	**5.14**	**18.31**	**21.41**	**3.21**

12 Other non current assets

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Capital advances	43.77	46.29	2.49	4.05
Total	**43.77**	**46.29**	**2.49**	**4.05**

13 Inventories

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Consumables - Stores (At lower of cost and net realisable value)	63.20	66.78	61.62	62.25
Total	**63.20**	**66.78**	**61.62**	**62.25**

14 Trade Receivable

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Unsecured				
Trade receivables considered goods - unsecured	114.82	110.45	67.16	92.00
Less : Allowance for expected credit loss	(21.49)	(21.70)	(20.36)	(24.69)
Total	**93.33**	**88.75**	**46.80**	**67.31**
Further classified as:				
Receivable from related parties (Refer Note No. 39)	14.96	11.76	13.64	12.54
Receivable from others	78.37	76.99	33.16	54.77
Total	**93.33**	**88.75**	**46.80**	**67.31**

Refer Note 44(B) for expected credit loss allowance movement

Trade receivables are non-interest bearing and are generally on credit terms of 30 to 60 days. The Group does not hold any collateral security. Refer note 44 for information about the Group's exposure to financial risks, and details of impairment losses for the trade receivable and fair values.

June 30, 2024	Current						
		Outstanding for following periods from due date of Receipts					
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivables							
- considered good	0.54	88.95	7.46	-	-	-	**96.95**
- considered good					-	-	**-**
- which have significant increase in credit risk	-	-	-	5.20	-	-	**5.20**
- credit impaired	-	-	-	-	1.82	10.85	**12.67**
Disputed trade receivables	-	-	-	-	-	-	
- considered good	-	-	-	-	-	-	**-**
- which have significant increase in credit risk	-	-	-	-	-	-	**-**
- credit impaired	-	-	-	-	-	-	**-**
Subtotal	0.54	88.95	7.46	5.20	1.82	10.85	**114.82**
Less: Allowance for expected credit loss	(0.01)	(3.45)	(1.77)	(3.59)	(1.82)	(10.85)	**(21.49)**
Total	**0.53**	**85.50**	**5.69**	**1.61**	**-**	**-**	**93.33**

March 31, 2024	Current						
		Outstanding for following periods from due date of Receipts					
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivables							
- considered good	0.69	85.71	5.69	-	-	-	**92.09**
- which have significant increase in credit risk	-	-	-	5.23	-	-	**5.23**
- credit impaired	-	-	-	-	3.18	9.95	**13.13**
Disputed trade receivables	-	-	-	-	-	-	
- considered good	-	-	-	-	-	-	**-**
- which have significant increase in credit risk	-	-	-	-	-	-	**-**
- credit impaired	-	-	-	-	-	-	**-**
Subtotal	0.69	85.71	5.69	5.23	3.18	9.95	**110.45**
Less: Allowance for expected credit loss	(0.03)	(3.66)	(1.41)	(3.47)	(3.18)	(9.95)	**(21.70)**
Total	**0.66**	**82.05**	**4.28**	**1.76**	**-**	**-**	**88.75**

March 31, 2023	Current						
		Outstanding for following periods from due date of Receipts					
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivables							
- considered good	2.61	37.90	7.96	-	-	-	**48.47**
- which have significant increase in credit risk	-	-	-	7.69	-	-	**7.69**
- credit impaired	-	-	-	-	5.04	5.96	**11.00**
Disputed trade receivables	-	-	-	-	-	-	**-**
- considered good	-	-	-	-	-	-	**-**
- which have significant increase in credit risk	-	-	-	-	-	-	**-**
- credit impaired	-	-	-	-	-	-	**-**
Subtotal	2.61	37.90	7.96	7.69	5.04	5.96	**67.16**
Less: Allowance for expected credit loss	(0.15)	(3.36)	(1.65)	(4.20)	(5.04)	(5.96)	**(20.36)**
Total	**2.46**	**34.54**	**6.31**	**3.49**	**-**	**-**	**46.80**

(All amount are in Rs. millions, unless otherwise stated)

14 Trade Receivable (cont'd)

March 31, 2022	Current						
	Not Due	Outstanding for following periods from due date of Receipts					
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivables							
- considered good	5.46	47.92	16.70	-	-	-	**70.08**
- which have significant increase in credit risk	-	-	-	10.12	-	-	**10.12**
- credit impaired	-	-	-	-	11.80	-	**11.80**
Disputed trade receivables	-	-	-	-	-	-	**-**
- considered good	-	-	-	-	-	-	**-**
- which have significant increase in credit risk	-	-	-	-	-	-	**-**
- credit impaired	-	-	-	-	-	-	**-**
Subtotal	5.46	47.92	16.70	10.12	11.80	-	**92.00**
Less: Allowance for expected credit loss	(0.36)	(4.07)	(3.36)	(5.10)	(11.80)	-	**(24.69)**
Total	**5.10**	**43.85**	**13.34**	**5.02**	**-**	**-**	**67.31**

15 Cash and cash equivalents

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Balances with banks				
In current accounts	37.29	19.15	15.99	21.37
Deposits with maturity of less than 3 months	-	-	-	6.08
Cash on hand	6.92	6.05	5.63	4.44
Total	**44.21**	**25.20**	**21.62**	**31.89**

16 Bank balances other than cash and cash equivalents

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Bank deposits having original maturity of more than 3 months but less than 12 months	548.85	525.03	528.77	419.50
Total	**548.85**	**525.03**	**528.77**	**419.50**

Bank deposits of Rs. 16.99 millions (March 31, 2024: Rs. 34.27 millions, March 31, 2023: Rs. 27.60 millions and March 31, 2022: Rs. 38.50 millions) has been pledged by way of security for loan granted to the Group or bank guarantee given, which are encashable within next year.

17 Other Current Financial Assets

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Other receivables (**)	24.46	-	-	-
Total	**24.46**	**-**	**-**	**-**

** The Holding Company has filed the Draft Red Herring Prospectus (DRHP) with Securities and Exchange Board of India (SEBI) in connection with its proposed initial public offering (IPO) of equity shares. The Holding Company has incurred IPO related expenses of Rs. 24.46 millions till June 30, 2024, which shall be reimbursed by the Selling Shareholders in accordance with the agreement dated July 23, 2024. Also, refer note 39 for RPT disclosure.

18 Other current assets

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Advance to vendors	24.71	12.44	7.11	17.17
Prepaid expenses	9.91	6.23	14.53	31.24
Other receivables	0.17	0.07	0.06	0.69
Security Deposits	8.46	-	-	-
Less: Allowance for expected credit loss	(1.79)	-	-	-
Total	**41.46**	**18.74**	**21.70**	**49.10**

(All amount are in Rs. millions, unless otherwise stated)

19 Equity share capital

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Authorised share capital				
Equity Shares				
6,10,00,000 (March 31, 2024 : 12,20,000, March 31, 2023: 12,20,000, March 31, 2022: 12,20,000 Equity Shares of Rs. 100 each) Equity Shares of Rs. 2 each	122.00	122.00	122.00	122.00
Instruments Entirely Equity in Nature				
1,80,000 (March 31, 2024: 1,80,000, March 31, 2023: 1,80,000, March 31, 2022: 1,80,000) 0.0001% Compulsorily Convertible Preference Shares of Rs.100/- each	18.00	18.00	18.00	18.00
	140.00	**140.00**	**140.00**	**140.00**
Issued, subscribed and paid up				
Equity Shares				
4,31,24,997 (March 31, 2024 : 690,000, March 31, 2023: 690,000, March 31, 2022: 690,000 Equity Shares of Rs. 100 each fully paid) Equity Shares of Rs. 2 each fully paid	86.25	69.00	69.00	69.00
Instruments Entirely Equity in Nature				
1,62,859 (March 31, 2024 : 1,62,859 ; March 31, 2023 : 1,62,859 ; March 31, 2022 : 1,62,859) 0.0001% Compulsory Convertible Cumulative Preference Share of Rs.100/-each	16.29	16.29	16.29	16.29
Total	**102.54**	**85.29**	**85.29**	**85.29**

(A) Reconciliation of number of shares and amount outstanding at the beginning and at the end of the reporting period/ year

(i) Equity Shares

Particulars	As at June 30, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
Outstanding at the beginning of the period/ year	6,90,000	69.00	6,90,000	69.00	6,90,000	69.00	6,90,000	69.00
Add: Share issued during the period on account of stock split	3,38,10,000	-	-	-	-	-	-	-
Add: Share issued during the period on account of Bonus Issue	86,24,997	17.25	-	-	-	-	-	-
Outstanding at the end of the period/ year	**4,31,24,997**	**86.25**	**6,90,000**	**69.00**	**6,90,000**	**69.00**	**6,90,000**	**69.00**

(ii) Instruments Entirely Equity in Nature : 0.0001% Compulsorily Convertible preference shares outstanding at the beginning and at the end of the period/ year

Particulars	As at June 30, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
Outstanding at the beginning of the period/ year	1,62,859	16.29	1,62,859	16.29	1,62,859	16.29	1,62,859	16.29
Add: Issued during the period/ year	-	-	-	-	-	-	-	-
Outstanding at the end of the period/ year	**1,62,859**	**16.29**	**1,62,859**	**16.29**	**1,62,859**	**16.29**	**1,62,859**	**16.29**

(B) Rights, preferences and restrictions attached:

The Holding company has only one class of equity share having face value of Rs.2/- each. Each equity shareholder is entitled to one vote per share held. The Holding Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders In the General Meeting. The above shareholding represent the legal ownership of shares

In the event of liquidation of the Holding Company, the equity shareholders shall be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. Equity Shares held by OrbiMed Asia II Mauritius Limited (surviving entity pursuant to amalgamation of Orbimed Asia II Mauritius FDI Investment Limited) in the Holding Company carry certain protective rights under the terms of the Shareholders Agreement.

Rights, preferences and restrictions attached to 0.0001% Compulsorily Convertible Preference Shares

Each 0.0001% Compulsorily Convertible Preference Shares has a face value of Rs 100/- each and are convertible into 1(One) Equity Share of Rs 100 each at such time as required but mandatorily convertible after 19 years. The preference shares carry a dividend of 0.0001% per annum on the face value to be paid out of profits of the Company. The preference shares were issued on March 27, 2017.

(C) Details of shares held by shareholders holding more than 5% of the aggregate equity shares in the Holding Company

(i) Equity Shares

Name of shareholder	As at June 30, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding
Legal heir(s) of late Mr. Kishan Kumar Kejriwal (*)	48,09,062	11.15%	76,945	11.15%	76,945	11.15%	76,945	11.15%
Dr. Somnath Chatterjee	41,25,000	9.57%	66,000	9.57%	66,000	9.57%	66,000	9.57%
Ritu Mittal	98,60,562	22.87%	1,57,769	22.87%	1,57,769	22.87%	1,57,769	22.87%
Satish Verma	83,55,562	19.38%	1,33,689	19.38%	1,33,689	19.38%	1,33,689	19.38%
Tinni Investment Limited	24,07,000	5.58%	38,512	5.58%	38,512	5.58%	38,512	5.58%
OrbiMed Asia II Mauritius Limited (surviving entity pursuant to amalgamation of Orbimed Asia II Mauritius FDI Investment Limited)	84,11,687	19.51%	1,34,587	19.51%	1,34,587	19.51%	1,34,587	19.51%

(*) The Management of the Holding Company is in the process of transferring these shares to the legal heirs of Late Mr. Kishan Kumar Kejriwal, post his demise on November 05, 2023.

(ii) Instruments Entirely Equity in Nature : Details of 0.0001% Compulsorily Convertible Preference Shares:

Name of shareholder	As at June 30, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding
OrbiMed Asia II Mauritius Limited (surviving entity pursuant to amalgamation of Orbimed Asia II Mauritius FDI Investment Limited)	1,62,859	100.00%	1,62,859	100.00%	1,62,859	100.00%	1,62,859	100.00%

(D) Details of Equity shares held by Promoters at the end of the Period

Promoter name	As at June 30, 2024			As at March 31, 2024			As at March 31, 2023			As at March 31, 2022	
	No. of shares	% holding	% change during the Period	No. of shares	% holding	% change during the year	No. of shares	% holding	% change during the year	No. of shares	% holding
Legal heir(s) of late Mr. Kishan Kumar Kejriwal (*)	-	-	-	-	-	100.00%	76,945	11.15%	-	76,945	11.15%
Dr. Somnath Chatterjee	41,25,000	9.57%	-	66,000	9.57%	-	66,000	9.57%	-	66,000	9.57%
Ritu Mittal	98,60,562	22.87%	-	1,57,769	22.87%	-	1,57,769	22.87%	-	1,57,769	22.87%
Satish Verma	83,55,562	19.38%	-	1,33,689	19.38%	-	1,33,689	19.38%	-	1,33,689	19.38%

(*) The Management of the Holding Company is in the process of transferring these shares to the legal heirs of Late Mr. Kishan Kumar Kejriwal, post his demise on November 05, 2023. Pursuant to the resolution passed by our Board dated March 30, 2024, Dr. Somnath Chatterjee, Ritu Mittal and Satish Verma have been identified as promoters of the Company in line with the provisions of Companies Act, 2013.

(E) The holding company has allotted 86,24,997 equity shares of Rs. 2 each in proportion of 1 bonus equity shares of face value of Rs. 2 each for every four equity share of INR 2 each. There are no shares bought back during the period of five years immediately preceding the reporting date.

(All amount are in Rs. millions, unless otherwise stated)

20(a) Other equity

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Retained earnings	1,301.50	1,225.08	990.26	889.42
Securities premium	466.46	483.71	483.71	483.71
Total	**1,767.96**	**1,708.79**	**1,473.97**	**1,373.13**

(A) Retained earnings

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Opening balance	1,225.08	990.26	889.42	680.51
Ind AS adjustment (Refer note 49)	-	-	35.57	-
Restated Opening Balance	**1,225.08**	**990.26**	**924.99**	**680.51**
Add: Restated Profit for the period/ year	79.39	236.26	65.16	208.24
Add: Other comprehensive income for the period/ year	(2.97)	(1.44)	0.11	0.67
Closing balance	**1,301.50**	**1,225.08**	**990.26**	**889.42**

(B) Securities premium

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Securities Premium	483.71	483.71	483.71	483.71
Less : Utilised for issuance of bonus shares*	(17.25)	-	-	-
Total	**466.46**	**483.71**	**483.71**	**483.71**

* The Board of Directors and shareholders of the holding company have approved issue of bonus issue at its meeting held on May 15, 2023 and May 17, 2024 respectively. Accordingly, the holding company has allotted 86,24,997 equity shares of Rs. 2 each in proportion of 1 bonus equity shares of face value of Rs. 2 each for every four equity share of Rs. 2 each.
Further, the Board of Directors and shareholders of the holding company have approved split up of each equity share of face value of Rs. 100 of the holding company into fifty equity shares of face value of Rs. 2 each at its meeting held on May 15, 2023 and May 17, 2024 respectively. Accordingly, the issued, subscribed and paid up capital of the holding company has been subdivided from 6,90,000 equity shares of face value of Rs. 100 each to 3,45,00,000 equity shares of face value of Rs. 2 each.

Nature and purpose of other reserves

Retained earnings	Retained earnings are the profits that the Group has earned till date, less any dividends or other distributions paid to shareholders. Retained earnings is a free reserve available for distribution to shareholders and includes remeasurement loss/(gain) on defined benefit plans, net of taxes that will not be reclassified to profit and loss.
Securities Premium	Securities premium is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.
Other comprehensive Income	OCI reserve represents the balance in equity for the items accounted in other comprehensive income. OCI is classified into (i) The items that will not be classified into Profit and loss (ii) The items that will be reclassified to profit and loss

20(b) Non controlling interest

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Opening Balance	**(2.61)**	**(4.65)**	**(0.14)**	**(0.14)**
Share of Loss for the period/ year	(2.72)	(4.99)	(4.51)	-
Non-controlling interests on further acquisition	1.00	7.03	-	-
Total	**(4.33)**	**(2.61)**	**(4.65)**	**(0.14)**

21 Borrowings

(a) Non-current borrowings

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Secured				
Term loan from banks (refer note 21.1 below)	40.84	47.80	77.90	110.46
Term loan under Emergency Credit Line Guarantee Scheme (ECLGS) (refer note 21.2 below)	-	-	3.58	8.99
Car Loan (refer note 21.3 below)				
- From banks	3.71	4.03	2.65	1.92
- From financial institution	-	-	0.23	1.52
Total	**44.55**	**51.83**	**84.36**	**122.89**

(b) Current borrowings

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Secured				
Term loan from banks (refer note 21.1 below)	29.89	29.78	48.44	60.89
Term loan under Emergency Credit Line Guarantee Scheme (ECLGS) (refer note 21.2 below)	-	3.57	5.42	5.06
Car Loan (refer note 21.3 below)				
- From Banks	1.22	1.19	0.56	0.27
- From Financial Institution	-	-	1.29	1.16
Total	**31.11**	**34.54**	**55.71**	**67.38**

Notes:

21.1 **Details of rate of interest, repayment and securities with respect to term loans for Medical Equipment's**
The aforesaid term loans are secured against the hypothecation over medical equipment's and personal guarantee of directors. Such loans are repayable in equal monthly instalment over a period varying from 36 months to 84 months along with interest in the range of 6.90% to 10.05% per annum

21.2 **Details of rate of interest, repayment and securities with respect to working capital term loan under Emergency Credit Line Guarantee Scheme (ECLGS)**
The aforesaid working capital term loan under Emergency Credit Line Guarantee Scheme (ECLGS) is secured and guaranteed by National credit guarantee trustee company limited (NCGTC). It is repayable in equal monthly instalment over a period of 12 to 36 months along with interest of 8.25% per annum.

21.3 **Details of rate of interest, repayment and securities with respect to Car Loans**
The aforesaid term loans are secured against the hypothecation over vehicle's against which such loans have been taken. Such loans are repayable in equal monthly instalment over a period of 12 to 72 months along with interest in the range of 7.10% to 8.50% per annum.

22 Non current provisions

	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Provision for Gratuity	6.92	1.73	0.24	0.10
Compensated absences	6.46	5.98	4.27	3.01
Total	**13.38**	**7.71**	**4.51**	**3.11**

Refer note 38 for disclosure on Employee benefits

(All amount are in Rs. millions, unless otherwise stated)

23 Trade payables

	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Total outstanding dues of micro enterprises and small enterprises	14.28	32.26	34.53	22.25
Total outstanding dues of creditors other than micro enterprises and small enterprises	144.91	111.67	105.86	114.91
Total	**159.19**	**143.93**	**140.39**	**137.16**

Disclosure relating to suppliers registered under MSMED Act based on the information available with the Group:

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(i) The amounts remaining unpaid to micro and small suppliers as at the end of the period/ year:				
- Principal	14.26	32.24	34.52	22.25
- Interest	0.02	0.02	0.01	-
(ii) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-	-	-
(iii) The amount of payments made to micro and small suppliers beyond the appointed day during each accounting year.	-	-	-	-
(iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond appointed day during the year) but without adding the interest specified under MSMED Act, 2006.	-	-	-	-
(v) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-	-	-
(vi) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise.	-	-	-	-

Trade Payables ageing schedule

As at June 30, 2024	Current						
			Outstanding for following periods from due date of payment				
	Unbilled Dues	Payables Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade payables							
- MSME	-	14.23	-	0.05	-	-	14.28
- Others	58.14	76.57	6.31	1.43	1.72	0.74	144.91
Disputed trade payables							-
- MSME	-	-	-	-	-	-	-
- Others	-	-	-	-	-	-	-
Total	**58.14**	**90.80**	**6.31**	**1.48**	**1.72**	**0.74**	**159.19**

As at March 31, 2024	Current						
			Outstanding for following periods from due date of payment				
	Unbilled Dues	Payables Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade payables							
- MSME	-	21.92	10.28	0.06	-	-	32.26
- Others	20.15	58.57	29.47	1.35	1.57	0.56	111.67
Disputed trade payables							-
- MSME	-	-	-	-	-	-	-
- Others	-	-	-	-	-	-	-
Total	**20.15**	**80.49**	**39.75**	**1.41**	**1.57**	**0.56**	**143.93**

As at March 31, 2023	Current						
			Outstanding for following periods from due date of payment				
	Unbilled Dues	Payables Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade payables							
- MSME	0.93	32.31	1.28	0.01	-	-	34.53
- Others	16.40	80.47	6.58	1.44	0.93	0.03	105.86
Disputed trade payables							
- MSME	-	-	-	-	-	-	-
- Others	-	-	-	-	-	-	-
Total	**17.33**	**112.78**	**7.86**	**1.45**	**0.93**	**0.03**	**140.39**

As at March 31, 2022	Current						
			Outstanding for following periods from due date of payment				
	Unbilled Dues	Payables Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade payables							
- MSME	-	21.82	0.43	-	-	-	22.25
- Others	6.84	75.20	24.22	8.65	-	-	114.91
Disputed trade payables							
- MSME	-	-	-	-	-	-	-
- Others	-	-	-	-	-	-	-
Total	**6.84**	**97.02**	**24.65**	**8.65**	**-**	**-**	**137.16**

24 Other current financial liabilities

	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Interest accrued but not due on borrowings	0.29	0.43	0.67	0.74
Security deposits	6.65	6.95	7.21	6.55
Capital creditors	82.69	32.03	17.05	2.32
Payable to employees	40.09	38.27	39.78	34.82
Total	**129.72**	**77.68**	**64.71**	**44.43**

25 Other current liabilities

	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Revenue received in advance	1.79	0.46	1.52	6.59
Statutory dues payable	14.42	12.82	8.29	13.37
Other payables	4.27	4.19	2.60	0.06
Total	**20.48**	**17.47**	**12.41**	**20.02**

26 Current provisions

	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Liabilities for compensated absences (Refer Note No. 38)	1.19	-	0.79	0.64
Total	**1.19**	**-**	**0.79**	**0.64**

27 Current tax liability

	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Provision for tax (net of advance tax)	16.18	5.19	0.01	14.63
Total	**16.18**	**5.19**	**0.01**	**14.63**

(All amount are in Rs. millions, unless otherwise stated)

28 Revenue from operations

Particulars	For the period April 01, 2024 to June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue from contract with customer				
Sales of diagnostic services	607.32	2,187.09	1,901.34	2,231.93
Total	**607.32**	**2,187.09**	**1,901.34**	**2,231.93**

Refer note 42 for additional revenue disclosure

29 Other income

Particulars	For the period April 01, 2024 to June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest income on :				
- Bank deposits	8.45	31.90	25.37	17.17
Income tax refund	0.20	0.31	-	1.77
Net gain on sale of current investments	-	-	-	0.09
Unwinding of discount on security deposits	0.80	2.97	3.24	2.71
Liabilities/ provisions no longer required written back	1.62	-	5.91	3.71
Miscellaneous other income	0.10	0.33	1.01	0.30
Total	**11.17**	**35.51**	**35.53**	**25.75**

30 Cost of materials consumed

Particulars	For the period April 01, 2024 to June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Inventories at the beginning of the period/ year (Refer Note 13)	66.78	61.62	62.25	44.45
Add: Purchases	62.79	277.67	273.41	621.85
Less : Inventories at the end of the period/ year (Refer Note 13)	63.20	66.78	61.62	62.25
Total	**66.37**	**272.51**	**274.04**	**604.05**

31 Employee benefit expenses

Particulars	For the period April 01, 2024 to June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries, wages and bonus (inclusive of director's remuneration)	95.48	366.42	365.99	315.42
Contribution to provident fund and other funds (Refer Note 38)	5.78	22.42	21.85	18.81
Post employment benefit plan (Refer Note 38)	1.22	4.76	4.73	4.04
Staff welfare expenses	1.31	7.07	5.62	4.02
Total	**103.79**	**400.67**	**398.19**	**342.29**

32 Finance cost

Particulars	For the period April 01, 2024 to June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest expense on:				
- Term Loan	1.57	8.19	11.80	14.16
- Working capital loan	0.62	0.62	1.05	1.05
- Overdraft facility	0.03	0.03	0.05	0.05
- Lease liabilities	19.93	79.04	77.70	73.20
Total	**22.15**	**87.88**	**90.60**	**88.46**

33 Depreciation and amortisation expense

Particulars	For the period April 01, 2024 to June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation of property, plant and equipment (Refer Note 6)	47.34	159.00	152.53	145.09
Amortisation on right-of-use asset (Refer Note 8)	41.78	162.96	160.53	133.04
Amortisation of Intangibles (Refer Note 9)	0.80	4.02	3.65	5.82
Total	**89.92**	**325.98**	**316.71**	**283.95**

(All amount are in Rs. millions, unless otherwise stated)

34 Other expenses

Particulars	For the period April 01, 2024 to June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Advertisement	9.86	34.01	44.40	28.22
Rent expense	6.58	17.41	36.05	32.23
Rent on medical equipment	1.68	7.61	3.05	0.63
Bank charges	1.25	8.17	5.00	5.78
Power and fuel	20.81	69.07	67.42	54.81
Rates and taxes	1.34	7.07	8.30	7.34
Professional fees paid to doctors	103.49	314.24	277.32	209.73
Repairs and maintenance:				
- plant and machinery	16.06	72.62	82.42	83.98
- other	2.24	8.88	14.71	12.86
Printing, stationary, postage and courier charges	0.75	3.56	2.12	1.98
Insurance	2.13	5.37	9.63	8.00
Information technology expenses	11.07	48.28	51.35	30.15
Legal and professional fees	4.07	15.49	14.57	16.98
Loss on sale/disposal of property, plant and equipment	-	21.45	24.32	14.15
Membership and subscription expenses	2.61	11.60	7.77	8.38
Security and housekeeping charges	13.09	55.17	50.88	41.27
Payments to auditors	0.48	2.54	1.95	1.43
Provision for credit allowances (Refer Note 14)	1.59	1.34	-	0.72
Security Deposits written off	0.67	-	-	-
Bad debts written off	2.68	4.02	-	-
Commission to collection centers/ channel partners	8.03	31.99	19.00	14.67
Sample testing and collection charges	8.39	28.65	24.16	26.34
Travelling and conveyance	3.59	12.82	15.01	19.56
Communication costs	2.03	7.65	9.20	9.20
Corporate social responsibility expenditure (Refer Note 46)	1.44	3.55	4.04	3.37
Miscellaneous expenses	5.20	20.68	17.18	27.03
Total	**231.12**	**813.24**	**789.85**	**658.81**

(All amount are in Rs. millions, unless otherwise stated)

35 Tax expense

(A) Income tax expense:

Particulars	For the period April 01, 2024 to June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Current tax	30.92	94.70	35.38	92.25
Tax related to earlier years	-	-	3.72	-
Deferred tax	(2.45)	(11.44)	(32.27)	(20.37)
Total Income tax expense	**28.47**	**83.26**	**6.83**	**71.88**

(B) Income tax expense charged to Other Comprehensive income (OCI)

Particulars	For the period April 01, 2024 to June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Items that will not be reclassified to restated statement of profit and loss				
Deferred tax on remeasurement of net defined benefit liability	1.00	0.48	(0.04)	(0.22)
Income tax charged to OCI	**1.00**	**0.48**	**(0.04)**	**(0.22)**

(C) Reconciliation of tax charge

Particulars	For the period April 01, 2024 to June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit before tax	105.14	314.53	67.48	280.12
Enacted income tax rate applicable to the Group**	25.17%	25.17%	25.17%	29.12%
Current tax expenses/(Credit) on profit/(loss) before tax at the enacted income tax rate	**26.46**	**79.16**	**16.98**	**81.57**
Tax related to earlier years	-	-	3.72	-
Impact due to change in enacted tax rate	-	-	(13.30)	-
Impact due to deductions claimed under Income-tax Act	-	-	(4.44)	(2.38)
Tax impact of unabsorbed losses and depreciation of subsidiaries	1.78	-	-	-
Tax impact of expenses not deductible	0.36	1.00	1.67	0.99
Others	(0.13)	3.10	2.20	(8.30)
Income tax expense	**28.47**	**83.26**	**6.83**	**71.88**

** The tax rate used for reconciliation above is the corporate tax rate payable by corporate entities in India on taxable profits under the Indian tax law. The Group has elected to exercise the option permitted under Section 115BAA of the Income-tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019 which gives a one time irreversible option to domestic companies for payment of corporate tax at reduced rates effective from financial year ended March 31, 2023. Accordingly, the Group has re-measured its deferred tax asset (net) basis the rate prescribed in the said section.

(D) Deferred tax balances:

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Deferred tax liability				
Property, plant and equipment	85.40	84.48	85.21	106.29
Right-of-use assets	182.97	186.54	199.83	225.59
Total deferred tax liability (A)	**268.37**	**271.02**	**285.04**	**331.88**
Deferred tax assets				
Unwinding of financial instruments	4.67	3.79	4.25	5.03
Provision for credit allowances on trade receivables	5.86	5.46	5.12	7.19
Lease liabilities	203.76	205.97	208.56	235.20
Provision for employee benefits	3.67	1.94	1.33	1.09
Total deferred tax assets (B)	**217.96**	**217.16**	**219.26**	**248.51**
Deferred tax liability	**50.41**	**53.86**	**65.78**	**83.37**

Movement in deferred tax assets and deferred tax liabilities from April 1, 2024 to June 30, 2024:

Particulars	As at April 1, 2024	Recognised in profit or loss	Recognised in OCI	As at June 30, 2024
Deferred tax liability				
Property, plant and equipment	84.48	0.92	-	85.40
Right-of-use assets	186.54	(3.57)	-	182.97
Total deferred tax liability (A)	**271.02**	**(2.65)**	**-**	**268.37**
Deferred tax assets				
Unwinding of financial instruments	3.79	0.88	-	4.67
Provision for credit allowances on trade receivables	5.46	0.40	-	5.86
Lease liabilities	205.97	(2.21)	-	203.76
Provision for employee benefits	1.94	0.73	1.00	3.67
Total deferred tax assets (B)	**217.16**	**(0.20)**	**1.00**	**217.96**
Deferred tax Liability [Net]	**53.86**	**(2.45)**	**(1.00)**	**50.41**

Movement in deferred tax assets and deferred tax liabilities from April 1, 2023 to March 31, 2024:

Particulars	As at April 1, 2023	Recognised in profit or loss	Recognised in OCI	As at March 31, 2024
Deferred tax liabilities				
Property, plant and equipment	85.21	(0.73)	-	84.48
Right-of-use assets	199.84	(13.30)	-	186.54
Total deferred tax liability (A)	**285.05**	**(14.03)**	**-**	**271.02**
Deferred tax Assets				
Unwinding of financial instruments	4.25	(0.46)	-	3.79
Provision for credit allowances on trade receivables	5.13	0.33	-	5.46
Lease liabilities	208.56	(2.59)	-	205.97
Provision for employee benefits	1.33	0.13	0.48	1.94
Total deferred tax assets (B)	**219.27**	**(2.59)**	**0.48**	**217.16**
Deferred tax Liability [Net]	**65.78**	**(11.44)**	**(0.48)**	**53.86**

Movement in deferred tax assets and deferred tax liabilities from April 1, 2022 to March 31, 2023:

Particulars	As at March 31, 2022	Ind AS Adjustment (Refer note 49)	As at April 1, 2022	Recognised in profit or loss	Recognised in OCI	As at March 31, 2023
Deferred tax liabilities						
Property, plant and equipment	106.29	-	106.29	(21.08)	-	85.21
Right-of-use assets	225.59	23.04	248.63	(48.79)	-	199.84
Total deferred tax liability (A)	**331.88**	**23.04**	**354.92**	**(69.87)**	**-**	**285.05**
Deferred tax Assets						
Unwinding of financial instruments	5.03	-	5.03	(0.78)	-	4.25
Provision for credit allowances on trade receivables	7.19	-	7.19	(2.06)	-	5.13
Lease liabilities	235.20	8.40	243.60	(35.04)	-	208.56
Provision for employee benefits	1.09	-	1.09	0.28	(0.04)	1.33
Total deferred tax assets (B)	**248.51**	**8.40**	**256.91**	**(37.60)**	**(0.04)**	**219.27**
Deferred tax Liability [Net]	**83.37**	**14.64**	**98.01**	**(32.27)**	**0.04**	**65.78**

35 Tax expense (cont'd)

Movement in deferred tax assets and deferred tax liabilities from April 1, 2021 to March 31, 2022:

Particulars	As at April 1, 2021	Recognised in profit or loss	Recognised in OCI	As at March 31, 2022
Deferred tax liabilities				
Property, plant and equipment	110.50	(4.21)	-	106.29
Right-of-use assets	258.44	(32.85)	-	225.59
Total Deferred Tax liability (A)	**368.94**	**(37.06)**	**-**	**331.88**
Deferred tax Assets				
Unwinding of financial instruments	5.27	(0.24)	-	5.03
Provision for credit allowances on trade receivables	6.98	0.21	-	7.19
Lease liabilities	253.18	(17.98)	-	235.20
Provision for employee benefits	(0.01)	1.32	(0.22)	1.09
Total Deferred Tax Assets (B)	**265.42**	**(16.69)**	**(0.22)**	**248.51**
Deferred tax Liability [Net]	**103.52**	**(20.37)**	**0.22**	**83.37**

36 (i) Earning per share

Particulars	For the period April 01, 2024 to June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Restated Profit attributable to ordinary equity holders	79.39	236.26	65.16	208.24
Weighted average number of equity shares outstanding (Nos.)	4,31,24,997	4,31,24,997	4,31,24,997	4,31,24,997
Add: Weighted average number of compulsorily convertible preference shares outstanding (Nos.)	1,01,78,688	1,01,78,688	1,01,78,688	1,01,78,688
Total of Weighted average number of shares outstanding (Nos.)	**5,33,03,685**	**5,33,03,685**	**5,33,03,685**	**5,33,03,685**
Face Value per share	2.00	2.00	2.00	2.00
Basic earnings per share (Rs.)	**1.49***	**4.43**	**1.22**	**3.91**
Diluted earnings per share (Rs.)	**1.49***	**4.43**	**1.22**	**3.91**

*(Not Annualized)

(ii) Reconciliation of earnings used in calculating earnings per equity share

Particulars	For the period April 01, 2024 to June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit for the period/ year as presented in the Restated Consolidated Statement of Profit and Loss	76.67	231.27	60.65	208.24
Less: (Loss) for the period/ year attributable to non-controlling interests	(2.72)	(4.99)	(4.51)	-
Restated Consolidated Profit attributable to ordinary equity holders	**79.39**	**236.26**	**65.16**	**208.24**

(All amount are in Rs. millions, unless otherwise stated)

37 Contingent liabilities and commitments

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
CONTINGENT LIABILITIES	**-**	**15.00**	**685.00**	**685.00**
Claims against the Group not acknowledged as debt (Refer note (a) below)	-	15.00	15.00	15.00
Corporate Guarantee to financial institution against loan taken by directors (Refer note (b) below)	-	-	670.00	670.00
COMMITMENTS				
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	87.69	79.88	13.78	5.38

(a) The Holding Company had given an earnest money deposit by way bank guarantee of Rs. Nil (March 31, 2024 : 15 millions, March 31, 2023: Rs. 15 millions, March 31, 2022: Rs. 15 millions) to Bihar State Heath Society in 2014-15 which had been encashed by the other party on grounds of non-compliance of the term of agreement. The Holding Company has filled writ petition before the Patna High Court which is pending disposal. The Group is hopeful of succeeding in appeal and as such does not expect any liability to materialise.

(b) During the previous years, the Holding Company had given guarantee of Rs. 670 millions to the extent of security provided to Kotak Mahindra Investments Ltd against personal loan taken by Directors of the Company. Accordingly, the Holding Company has created a first and exclusive charge by way of mortgage over its entire land and building along with hypothecation of certain medical equipment owned by the Company (refer note 6(c)). The Corporate Guarantee and the charge against loan taken by directors have been released on March 30, 2024.

38 Employee benefits

(A) Defined contribution plans

The Group makes contributions, determined as a specified percentage of employees salaries, in respect of qualifying employees towards provident fund, which is a defined contribution plan. The Group has no further obligations towards specified contributions. The contributions are charged to the Restated Consolidated Statement of Profit and Loss as and when they accrue.

During the Period, the Group has recognized the following amounts in the Restated Consolidated Statement of Profit and Loss:

Particulars	For the period April 01, 2024 to June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Employers' Contribution to Provident Fund	4.49	17.21	16.55	14.26
Employers' Contribution to State Insurance Scheme	1.29	5.21	5.30	4.55
	5.78	**22.42**	**21.85**	**18.81**

(B) Defined benefit plans

I. Gratuity:

The Group provides Gratuity for employees in India as per the Payment of Gratuity Act, 1972. All employees are entitled to gratuity benefits on exit from service due to retirement, resignation or death. There is a vesting period of 5 years on exits due to retirement or resignation. This defined benefit plans expose the Group to actuarial risks, such as longevity risk, interest rate risk and market (investment) risk. The present value of the defined benefit obligation and the relevant current service cost are measured using the Projected Unit Credit Method, with actuarial valuations being carried out at each Balance sheet date. The gratuity benefit is provided through a Gratuity Fund administered and managed by the Life Insurance Corporation of India. The annual contributions are charged to Restated Consolidated Statement of profit and loss.

i) Net defined benefit liability/ (asset) recognised as at balance sheet date:

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Present value of obligation as at the end of the period/ year	37.96	33.34	29.26	26.47
Fair Value of plan assets at the end of the period/ year	31.04	31.61	29.02	26.37
Net (asset) / liability recognized in Balance Sheet	**6.92**	**1.73**	**0.24**	**0.10**
Current liability	-	-	-	-
Non-current liability	6.92	1.73	0.24	0.10
Total	**6.92**	**1.73**	**0.24**	**0.10**

ii) Changes in the present value of defined benefit obligation

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Present value of obligation at the beginning of the period/ year	33.34	29.26	26.47	25.08
Included in restated consolidated profit or loss				
Interest cost	0.58	2.11	1.93	1.73
Current service cost	1.19	4.74	4.72	4.12
Past service cost	-	-	-	-
	1.77	**6.85**	**6.65**	**5.85**
Included in Restated Consolidated Other Comprehensive Income				
Actuarial (gain)/ loss - Demographic Assumptions	0.22	0.90	-	-
Actuarial (gain)/ loss - Financial Assumptions	-	-	0.34	(1.34)
Actuarial (gain)/ loss - Experience	3.81	1.10	(0.44)	(0.08)
	4.03	**2.00**	**(0.10)**	**(1.42)**
Other				
Benefit payments directly by the Group	(1.18)	(4.77)	(3.76)	(3.04)
Present value of obligation at the end of the period/ year	**37.96**	**33.34**	**29.26**	**26.47**

iii) Changes in the fair value of plan assets

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Fair value of plan assets as at the beginning of the period/ year	31.61	29.02	26.37	26.26
Included in restated consolidated profit or loss				
Interest income on plan assets	0.55	2.09	1.92	1.81
	0.55	**2.09**	**1.92**	**1.81**
Included in restated consolidated other comprehensive income				
Return on plan assets greater / (lesser) than discount rate	0.06	0.08	0.05	(0.53)
	0.06	**0.08**	**0.05**	**(0.53)**
Other				
Employer contributions	-	5.19	4.44	1.87
Benefits paid	(1.18)	(4.77)	(3.76)	(3.04)
Fair value of plan assets as at the end of the period/ year	**31.04**	**31.61**	**29.02**	**26.37**

(All amount are in Rs. millions, unless otherwise stated)

I. Gratuity (cont'd)

iv) Reconciliation of balance sheet amount

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Opening net (asset)/liability	1.73	0.24	0.10	(1.18)
Expense/(income) recognised in profit and loss	1.22	4.76	4.73	4.04
Expense/(income) recognised in other comprehensive income	3.97	1.92	(0.15)	(0.89)
Employers contribution	-	(5.19)	(4.44)	(1.87)
Balance sheet (Asset)/Liability at the end of period/ year	**6.92**	**1.73**	**0.24**	**0.10**

v) Expense recognized in the restated consolidated statement of profit and loss

Particulars	For the period April 01, 2024 to June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Current service cost	1.19	4.74	4.72	4.12
Net Interest cost	0.03	0.02	0.01	(0.08)
Total expenses recognized in the restated consolidated statement of profit and loss	**1.22**	**4.76**	**4.73**	**4.04**

vi) Expense recognized in restated consolidated other comprehensive income

Particulars	For the period April 01, 2024 to June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Actuarial (gains)/ losses arising from:				
- Experience	3.81	1.10	(0.44)	(0.08)
- Assumptions changes	0.22	0.90	0.34	(1.34)
Return on plan assets excluding interest income	(0.06)	(0.08)	(0.05)	0.53
Change in asset ceiling	-	-	-	-
Net actuarial (gains) / losses recognised in Restated Consolidated OCI	**3.97**	**1.92**	**(0.15)**	**(0.89)**

vii) Principal assumptions used for the purpose of the actuarial valuation

Particulars	For the period April 01, 2024 to June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Mortality	100% of IALM 2012-14	100% of IALM 2012-14	100% of IALM 2012-14	100% of IALM 2012-14
Discount Rate	6.97%	6.97%	7.20%	7.30%
Salary increase rate	5.25%	5.25%	5.25%	5.25%
Attrition rate				
Upto 30 years	3.00%	3.00%	3.00%	3.00%
31-40 years	2.00%	2.00%	2.00%	2.00%
More than 44 years	1.00%	1.00%	1.00%	1.00%
Retirement age	60.00	60.00	60.00	60.00

viii) Major categories of plan assets are as follows:

Particulars	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Funds managed by Life Insurance Corporation of India	100.00%	100.00%	100.00%	100.00%

ix) Sensitivity analysis

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The changes would have affected the defined benefit obligation as below:

Particulars	For the period April 01, 2024 to June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Change in Discount rate				
Delta effect + 1%	-10.72%	-10.93%	-10.84%	-11.19%
Delta effect - 1%	12.86%	13.12%	12.99%	13.42%
Change in rate of salary increase				
Delta effect + 1%	12.52%	12.98%	13.38%	13.83%
Delta effect - 1%	-10.82%	-11.31%	-11.32%	-11.69%

The sensitivity analysis presented above may not be representative of the actual change in the Defined Benefit Obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

x) Maturity profile of benefit payments

Year	For the period April 01, 2024 to June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
1 Year	2.44	2.25	1.58	1.03
2 to 5 years	8.34	6.58	6.56	5.25
6 to 10 years	14.18	13.17	10.05	9.60
More than 10 years	80.38	72.45	67.62	64.92

The weighted average duration of defined benefit obligation is 13 years (March 31, 2024 : 13 years, March 31, 2023: 13 years, March 31, 2022: 13 years).

Gratuity is a defined benefit plan and entity is exposed to the Following Risks:

i) **Interest rate Risk:** The plan exposes the Group to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability.

ii) **Salary Risk:** The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

iii) **Liquidity Risk:** This is the risk that the Group is not able to meet the short-term gratuity payouts. This may arise due to non-availability of enough cash / cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

iv) **Demographic Risk:** The Group has used certain mortality and attrition assumptions in valuation of the liability. The Group is exposed to the risk of actual experience turning out to be worse compared to the assumption.

v) **Regulatory Risk:** Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act , 1972 (as amended from time to time). There is a risk of change in regulations requiring higher gratuity payouts (e.g. Increase in the maximum limit on gratuity of Rs. 2 millions).

(C) Other long term employee benefit plans

The excess contribution for compensated absences (Privilege Leave) as at the period end June 30, 2024 is Rs. 5.40 Millions (year end March 31, 2024 : Rs. 4.25 millions, March 31, 2023: Rs. 3.47 millions; March 31, 2022: Rs. 2.39 millions). The provision for compensated absences (Sick leave) as at the period end June 30, 2024 is Rs. 2.25 millions (year end March 31, 2024 : Rs. 1.73 millions March 31, 2023: Rs. 1.59 millions; March 31, 2022: Rs. 1.25 millions).

(All amount are in Rs. millions, unless otherwise stated)

39 Related party disclosures

A. Details of related parties:

Description of relationship	Names of related parties
Key Management Personnel (KMPs)	Dr Somnath Chatterjee - Chairman and Joint Managing Director (w.e.f October 3, 2024)
	Ritu Mittal - Joint Managing Director and Chief Executive Officer (w.e.f July 16, 2024)
	Karan Kanika Verma - Director (Resigned w.e.f 16 July 2024)
	Satish Kumar Verma - Director (w.e.f 16 July 2024)
	Arun Sadhanandham - Director
	Amit Saraf - Chief Financial Officer (w.e.f June 03, 2024)
	Mamta Jain - Company Secretary (w.e.f April 15, 2024)
Entities over which KMPs/ directors and/ or their relatives are able to exercise significant influence	Suraksha Diagnostic & Eye Centre Private Limited
	Oscar Enclave Private Limited
	R.A. Enterprises
	Kejriwal Constructions
	Sahayta Clinic LLP
	Suresh Enterprise
	Kejriwal Electronics Ltd
	Calcutta Cosmopolitan Club Ltd
Relative of KMPs	Pragati Kejriwal
	Raghavi Mittal
	Dr Aparajita Chatterjee
	Dr Tandra Chatterjee
	Munna Lal Kejriwal
	Santosh Kumar Kejriwal

B. Details of related party transactions during the period/ year:

Particulars	For the period April 01, 2024 to June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Sale of Services				
Suraksha Diagnostic & Eye Centre Private Limited	7.93	32.50	34.34	24.41
Purchase of Consumables				
R.A. Enterprises	19.94	115.96	148.31	153.61
Kejriwal Electronics Ltd	0.00	0.06	0.06	-
Rent Expense				
Oscar Enclave Private Limited	11.52	41.98	44.71	44.48
Kejriwal Constructions	1.55	6.22	6.22	6.22
Suresh Enterprise	0.86	3.43	3.43	3.12
Sales Promotion expenses to relative of KMP				
Raghavi Mittal	0.23	0.23	0.05	0.09
Professional Fees to relative of KMP				
Pragati Kejriwal	-	0.30	0.90	0.60
Dr Aparajita Chatterjee	0.53	0.79	0.51	-
Dr Tandra Chatterjee	0.03	0.01	0.03	-
Guarantee fees				
Dr. Somnath Chatterjee	-	-	-	0.28
Ritu Mittal	-	-	-	0.55
Commission Paid				
Sahayta Clinic LLP	0.04	0.15	0.06	0.02
Sponsorship Charges				
Calcutta Cosmopolitan Club Ltd	-	-	0.12	-
Remuneration paid to KMPs:				
Dr. Somnath Chatterjee	5.40	18.00	14.40	14.40
Ritu Mittal	5.40	18.00	14.40	14.40

(All amount are in Rs. millions, unless otherwise stated)

39 Related party disclosures (Cont'd)

C. Balances Outstanding as at the end of the period/ year:

Particulars	As at June 30, 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Trade Receivable				
Suraksha Diagnostic & Eye Centre Private Limited	14.96	11.76	13.64	12.54
Sahayta Clinic	0.02	-	-	-
Security Deposits receivable				
Oscar Enclave Private Limited	11.46	11.46	11.46	11.46
Suresh Enterprise	1.20	1.20	1.20	1.20
Advance to Suppliers				
Suraksha Diagnostic & Eye Centre Private Limited	-	-	-	0.34
Sahayata Clinic LLP	-	-	-	0.00
Trade Payables				
R.A. Enterprises	9.20	16.19	28.53	23.86
Oscar Enclave Private Limited	3.52	3.20	3.43	3.39
Kejriwal Constructions	0.47	0.47	0.47	0.47
Kejriwal Electronics Ltd	-	0.02	0.00	-
Suresh Enterprise	0.26	0.26	0.26	0.24
Dr Aparajita Chatterjee	0.14	0.17	0.00	-
Suraksha Diagnostic & Eye Centre Private Limited	-	0.07	0.07	-
Pragati Kejriwal	-	-	0.07	-
Sahayata Clinic LLP	0.05	0.05	0.01	-
Dr Tandra Chatterjee	0.02	-	-	-
Payable to employees				
Ritu Mittal	1.12	1.19	0.79	0.79
Dr. Somnath Chatterjee	1.12	1.19	0.79	0.79

Notes:

i) All transactions with these related parties are at arm's length basis and resulting outstanding receivables and payables including financial assets and financial liabilities balances are settled in cash. None of the balances are secured.

ii) Related parties have been identified by the Management and relied upon by the auditors.

iii) The remuneration to key Managerial personnel does not include provision for gratuity and leave encashment, as they are determined for the Group as a whole.

iv) Also, refer note 37 for disclosure of guarantee given.

v) Refer Note 17 for IPO related expenses which will be reimbursed by the selling shareholders in proportion to their respective shares offered for sale as a part of the IPO in accordance with the agreement dated July 23, 2024.

(All amount are in Rs. millions, unless otherwise stated)

40 Additional information pursuant to schedule III of the Companies Act 2013

As at June 30, 2024

Name of the entity	Net assets		Share in profit or loss		Share in other comprehensive		Share in total comprehensive	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent								
Suraksha Diagnostic Limited	101%	1,889.43	109%	83.77	100%	(2.97)	110%	80.80
Subsidiaries								
Asian Institute of Immunology and Rheumatology LLP	0%	8.74	-3%	(1.94)	0%	-	-3%	(1.94)
Suraksha Radiology Private Limited	0%	(1.39)	-1%	(0.76)	0%	-	-1%	(0.76)
Suraksha Speciality LLP	0%	5.20	0%	0.07	0%	-	0%	0.07
Step down Subsidiary								
Suraksha Salvia LLP	0%	(8.41)	-2%	(1.74)	0%	-	-2%	(1.74)
Adjustments arising out of consolidation	-1%	(23.06)	0%	-	0%	-	0%	-
Non-controlling interests	0%	(4.34)	-4%	(2.73)	0%	-	-4%	(2.73)
Total	**100.00%**	**1,866.17**	**100.00%**	**76.67**	**100.00%**	**(2.97)**	**100.00%**	**73.70**

As at March 31, 2024

Name of the entity	Net assets		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent								
Suraksha Diagnostic Limited	101%	1,808.65	105%	243.84	100%	(1.44)	105%	242.40
Subsidiaries								
Asian Institute of Immunology and Rheumatology LLP	0%	5.71	0%	(0.79)	0%	-	0%	(0.79)
Suraksha Radiology Private Limited	0%	(0.45)	0%	(0.52)	0%	-	0%	(0.52)
Suraksha Speciality LLP	0%	5.18	0%	0.20	0%	-	0%	0.20
Step down Subsidiary								
Suraksha Salvia LLP	0%	(7.40)	-3%	(6.42)	0%	-	-3%	(6.42)
Adjustments arising out of consolidation	-1%	(17.61)	0%	(0.05)	0%	-	0%	(0.05)
Non-controlling interests	0%	(2.61)	-2%	(4.99)	0%	-	-2%	(4.99)
Total	**100.00%**	**1,791.47**	**100.00%**	**231.27**	**100.00%**	**(1.44)**	**100.00%**	**229.83**

As at March 31, 2023

Name of the entity	Net assets		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent								
Suraksha Diagnostic Limited	100.75%	1,566.25	118.58%	71.92	100.00%	0.11	118.55%	72.03
Subsidiaries								
Suraksha Speciality LLP	0.32%	4.98	0.05%	0.03	0.00%	-	0.05%	0.03
Step down Subsidiary								
Suraksha Salvia LLP	-0.06%	(0.97)	-11.18%	(6.78)	0.00%	-	-11.16%	(6.78)
Adjustments arising out of consolidation	-0.71%	(11.00)	-0.02%	(0.01)	0.00%	-	-0.02%	(0.01)
Non-controlling interests	-0.30%	(4.65)	-7.44%	(4.51)	0.00%	-	-7.42%	(4.51)
Total	**100.00%**	**1,554.61**	**100.00%**	**60.65**	**100.00%**	**0.11**	**100.00%**	**60.76**

As at March 31, 2022

Name of the entity	Net assets		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent								
Suraksha Diagnostic Limited	100.03%	1,458.68	100.00%	208.25	100.00%	0.67	100%	208.92
Subsidiaries								
Suraksha Speciality LLP	0.10%	1.51	0.00%	-	-	-	0%	-
Step down Subsidiary								
Suraksha Salvia LLP	0.09%	1.28	0.00%	(0.01)	-	-	0%	-0.01
Adjustments arising out of consolidation	-0.21%	(3.05)	0.00%	-	-	-	0%	-
Non-controlling interests	-0.01%	(0.14)	0.00%	-	-	-	0%	-
Total	**100.00%**	**1,458.28**	**100.00%**	**208.24**	**100.00%**	**0.67**	**100.00%**	**208.91**

(All amount are in Rs. millions, unless otherwise stated)

41 Segment information

The Group is engaged solely in the business of diagnostic centres for carrying out various pathology and radiology services. The entire operations are governed by the same set of risks and returns and hence is considered as representing a single business segment. As the Group operates in a single primary business segment, no separate segment information has been disclosed.

The Board of Directors of the Group, which has been identified as being the chief operating decision maker (CODM), evaluates the Group's performance, allocates resources based on the analysis of the various performance indicators of the Group as a single unit. Therefore there is no reportable segment for the Group, in accordance with the requirements of Indian Accounting Standard 108- 'Operating Segments', notified under the Companies (Indian Accounting Standard) Rules, 2015. The Board regularly reviews the performance reports and make decisions about allocation of resources.

(a) Information about geographical areas

The Group is domiciled in India and has revenue only from India. The Group operates within India and therefore there are no assets or liabilities outside India.

(b) Information about major customers

No single customer contributed more than 10% or more to the Group's revenue during the three months period ended June 30, 2024 and years ended March 31, 2024, March 31, 2023 and March 31, 2022.

42 Revenue as per Ind AS 115

A. Contract balances

a) The following table provides information about receivables, unbilled revenue and deferred revenue from contracts with customers:

Particulars	**As at June 30, 2024**	**As at March 31, 2024**	**As at March 31, 2023**	**As at March 31, 2022**
Trade Receivables	93.33	88.75	46.80	67.31
Contract liabilities				
Advances from customers	1.79	0.46	1.52	6.59

b) Significant changes in the contract balances during the period/ year are as follows:

Particulars	**Contract liabilities**			
	As at June 30, 2024	**As at March 31, 2024**	**As at March 31, 2023**	**As at March 31, 2022**
Opening balance	0.46	1.52	6.59	0.25
Revenue recognised during the period/ year	(0.46)	(1.52)	(6.59)	(0.25)
Advances received	1.79	0.46	1.52	6.59
At the end of the reporting period/ year	**1.79**	**0.46**	**1.52**	**6.59**

B. Reconciliation of revenue recognised vis-à-vis contracted price

Particulars	**For the period April 01, 2024 to June 30,**	**For the year ended March 31, 2024**	**For the year ended**	**For the year ended March 31, 2022**
Revenue as per contracted price	650.78	2,363.33	2,052.29	2,269.82
Adjustments made to contract price on account of :-				
Discount / Rebates	(43.46)	(176.24)	(150.95)	(37.89)
Revenue from operations	**607.32**	**2,187.09**	**1,901.34**	**2,231.93**

C. The Sales of Diagnostic Services includes the revenue from the Covid Tests and its vaccination for an amount of Rs. 0.21 millions, Rs. 3.94 millions, Rs. 35.46 millions and Rs. 737.87 millions for the period ended June 30, 2024 and years ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively.

(All amount are in Rs. millions, unless otherwise stated)

43 Fair value measurements

(A) Classification of financial assets and financial liabilities:

The following table shows the carrying amounts of financial assets and financial liabilities which are classified as amortised cost. There are no other financial assets or financial liabilities classified under Fair value through Profit and Loss (FVTPL) and Fair value through Other Comprehensive Income (FVOCI).

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
	Amortised Cost	Amortised Cost	Amortised Cost	Amortised Cost
Financial assets				
Non-current				
Other financial assets	84.55	84.49	131.56	123.65
Current				
Trade receivables	93.33	88.75	46.80	67.31
Cash and cash equivalents	44.21	25.20	21.62	31.89
Bank balances other than cash and cash equivalents	548.85	525.03	528.77	419.50
Other financial assets	24.46	-	-	-
Financial liabilities				
Non-current				
Borrowings	44.55	51.83	84.36	122.89
Lease liabilities	705.67	703.06	719.28	708.47
Current				
Borrowings	31.11	34.54	55.71	67.38
Lease liabilities	103.94	115.33	109.39	99.21
Trade payables	159.19	143.93	140.39	137.16
Other financial liabilities	129.72	77.68	64.71	44.43

(B) Fair value hierarchy

The following is the hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:
Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the ‘fair value hierarchy’):

- Level 1 - Quoted prices in active markets for identical items (unadjusted)
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 - Unobservable inputs (i.e. not derived from market data).

Fair value of Financial Assets and Liabilities measured at amortized cost:

The fair value of other current financial assets, cash and cash equivalents, trade receivables, other financial assets, trade payables and other financial liabilities approximate the carrying amounts because of the short-term nature of these financial instruments.

The amortized cost using effective interest rate (EIR) of non-current financial assets consisting of security deposits are not significantly different from the carrying amount.

(All amount are in Rs. millions, unless otherwise stated)

44 Financial risk management

The Group's financial risk management is an integral part of how to plan and execute its business strategies. The Group's financial risk management policy is set by the Managing Board. These risks are categorised into Market risk, Credit risk and Liquidity risk.

(A) Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables, payables and loans and borrowings.

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's borrowings with floating interest rates.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on variable borrowings. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Change in Interest Rates	For the period April 01, 2024 to June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Impact in profit before tax	100 bp increase	(0.02)	1.16	1.24	1.58
	100 bp decrease	0.02	(1.19)	(1.25)	(1.66)

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a different currency from the Group's functional currency).

The Group's exposure to the risk of change in foreign exchange rates is Nil as on June 30, 2024 (March 31, 2024: Nil; March 31, 2023: Nil ; March 31, 2022: Nil).

(B) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises principally from the Group's trade receivables, security deposits, bank balances and other financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Group assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

Trade receivables :

The Group applies the Ind AS 109 simplified approach for measuring expected credit losses which uses a lifetime expected loss allowance (ECL) for trade receivables. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The Group's trade receivable are generally having credit period from 30 to 60 days and historically, majority of trade receivables are recovered subsequently.
The Group uses a provision matrix to measure the ECLs of trade receivables. The provision matrix is initially based on the Group's historical observed default rates. Based on evaluation carried out and to the best estimate of management, historical loss sufficiently covers expected loss as well as future contingencies and adjustment for forward looking factors are not considered significant, hence no adjustment for forward looking factors is carried.

Computation of Allowance for impairment losses:

ECL is computed based on the trade receivable as at reporting period minus specific provision by applying the bucket wise lifetime loss rate (PDs) determined for each reporting period.

(All amount are in Rs. millions, unless otherwise stated)

44 Financial risk management (cont'd)

(B) Credit risk (cont'd)

Other financial assets:

Balances with banks are considered to have negligible risk or nil risk, as they are maintained with high rated banks / financial institutions as approved by the Board of directors. Other financial assets mainly includes deposit given. Based on assessment carried by the Group, entire receivable under this category is classified as "Stage 1". There is no history of loss and credit risk and the amount of provision for expected credit losses on other financial assets is negligible.

Ageing for Trade receivables under simplified approach

Undisputed- considered good

June 30, 2024	Not Due	Less than 6 months	6 months-1 year	More than 1 year	Total
Gross carrying amount	0.54	88.95	7.46	17.87	**114.82**
Provision for expected credit losses	(0.01)	(3.45)	(1.77)	(16.26)	**(21.49)**
Carrying amount of Trade receivable (net of impairment)	**0.53**	**85.51**	**5.69**	**1.61**	**93.33**
Expected loss rate	**-1.85%**	**-3.88%**	**-23.73%**	**-90.99%**	**-18.72%**

March 31, 2024	Not Due	Less than 6 months	6 months-1 year	More than 1 year	Total
Gross carrying amount	0.69	85.71	5.69	18.36	**110.45**
Provision for expected credit losses	(0.03)	(3.66)	(1.41)	(16.60)	**(21.70)**
Carrying amount of Trade receivable (net of impairment)	**0.66**	**82.06**	**4.28**	**1.76**	**88.75**
Expected loss rate	**-4.35%**	**-4.27%**	**-24.78%**	**-90.41%**	**-19.65%**

March 31, 2023	Not Due	Less than 6 months	6 months-1 year	More than 1 year	Total
Gross carrying amount	2.61	37.90	7.96	18.69	**67.16**
Provision for expected credit losses	(0.15)	(3.36)	(1.65)	(15.20)	**(20.36)**
Carrying amount of Trade receivable (net of impairment)	**2.46**	**34.54**	**6.31**	**3.49**	**46.80**
Expected loss rate	**-5.75%**	**-8.87%**	**-20.73%**	**-81.33%**	**-30.32%**

March 31, 2022	Not Due	Less than 6 months	6 months-1 year	More than 1 year	Total
Gross carrying amount	5.46	47.92	16.70	21.92	**92.00**
Provision for expected credit losses	(0.36)	(4.07)	(3.36)	(16.90)	**(24.69)**
Carrying amount of Trade receivable (net of impairment)	**5.10**	**43.85**	**13.34**	**5.03**	**67.31**
Expected loss rate	**-6.59%**	**-8.49%**	**-20.12%**	**-77.10%**	**-26.84%**

The movement in provision for expected credit loss is as follows:

Particulars	For the period April 01, 2024 to June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening provision	(21.70)	(20.36)	(24.69)	(23.97)
Impairment loss reversed	0.21	(1.34)	4.33	(0.72)
Closing provision	**(21.49)**	**(21.70)**	**(20.36)**	**(24.69)**

(C) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

Financing arrangements:

The Group has the following undrawn committed borrowing facilities at the end of the reporting period:

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Floating rate borrowing- expiry within one year	-	-	-	58.78
Unutilized bank overdraft facilities	20.00	20.00	20.00	20.00
Total	**20.00**	**20.00**	**20.00**	**78.78**

Maturities of financial liabilities:

The table below summarizes the undiscounted maturity profile of the Group's financial liabilities on an undiscounted basis:

Particulars	Carrying Value	Contractual cash flows			
		Total	Within 1 year	1-5 years	More than 5 years
As at June 30, 2024					
Borrowings	75.66	75.66	31.12	44.54	-
Lease liabilities	809.61	967.31	183.32	584.49	199.50
Trade payables	159.19	159.19	159.19	-	-
Other financial liabilities	129.72	129.72	129.72	-	-
Total	**1,174.18**	**1,331.88**	**503.35**	**629.03**	**199.50**
As at March 31, 2024					
Borrowings	86.37	86.37	31.54	54.83	-
Lease liabilities	818.39	1,076.53	193.61	781.87	101.05
Trade payables	143.93	143.93	143.93	-	-
Other financial liabilities	77.68	77.68	77.68	-	-
Total	**1,126.37**	**1,384.51**	**446.76**	**836.70**	**101.05**
As at March 31, 2023					
Borrowings	140.07	140.07	55.93	84.14	-
Lease liabilities	828.67	1,179.51	195.55	814.14	169.82
Trade payables	140.39	140.39	140.39	-	-
Other financial liabilities	64.71	64.71	64.71	-	-
Total	**1,173.84**	**1,524.68**	**456.58**	**898.28**	**169.82**
As at March 31, 2022					
Borrowings	190.27	190.27	122.89	67.38	-
Lease liabilities	807.68	1,195.79	180.13	776.18	239.48
Trade payables	137.16	137.16	137.16	-	-
Other financial liabilities	44.43	44.43	44.43	-	-
Total	**1,179.54**	**1,567.65**	**484.61**	**843.56**	**239.48**

(All amount are in Rs. millions, unless otherwise stated)

45 Capital management

For the purpose of the Group's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders. The primary objective of the Group's capital management is to maximize the shareholder value and to ensure the Group's ability to continue as a going concern.

The Group's objectives when managing capital are to:

a) safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and

b) provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt. Consistent with others in the industry, the Group monitors capital on the basis of the following ratio: Net debt divided by total equity.

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Net debt (Refer note (i) below)	292.21	354.53	418.35	546.56
Equity (Refer note (ii) below)	1,866.17	1,791.47	1,554.61	1,458.28
Net debt to equity	0.16	0.20	0.27	0.37

(i) Net Debt comprises of total borrowings (including interest accrued but not due) and lease liabilities reduced by Cash and cash equivalents and Bank balances other than cash and cash equivalents.

(ii) Equity comprises of equity share capital ,other equity and Non-Controlling Interest

Financial risk management objective and policies

This section gives an overview of the significance of financial instruments for the Group and provides additional information on the balance sheet. Details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 2.

46 Details of Corporate Social Responsibility expenses:

Particulars	For the period April 01, 2024 to June 30, 2024	For the year ended March 31 2024	For the year ended March 31 2023	For the year ended March 31 2022
(i) Gross amount required to be spent by the Group during the period/ year	1.44	3.55	4.04	3.37
(ii) Amount approved by the Board to be spent during the period/ year	-	3.55	4.04	3.37
(iii) Amount spent during the period/ year (in cash)				
- on construction/ acquisition of any asset	-	-	-	-
- on purpose other than above (in Health care initiatives)	1.44	3.55	4.04	3.37
(iv) Shortfall / (Excess) at the end of the period/ year	-	-	-	-
(v) Total of previous years shortfall	-	-	-	-
(vi) Details of related party transactions	-	-	-	-
(vii) Unspent amount in relation to:				
- Ongoing project	-	-	-	-
- Other than ongoing project	-	-	-	-

Note- The Group has not made any contribution to related parties towards CSR. The Group has not incurred any CSR expenditure with related

47 Other regulatory information

(i) Title deeds of Immovable Properties not held in name of the Group

The title deeds of all the immovable properties (other than properties where the Group is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Group.

(ii) Fair valuation of investment property

The Group does not have any investment property.

(iii) Revaluation of property, plant and equipment (including right-of-use assets) and intangible assets

The Group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both.

(iv) Loans or advances to specified persons

The Group has not given any loans or advances to specified persons.

(v) Details of benami property held

No proceedings have been initiated on or are pending against the Group for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

(vi) Wilful Defaulter

The Group has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(vii) Relationship with struck off companies

The Group does not have any transactions or balance outstanding with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

(viii) Registration of charges or satisfaction with Registrar of Companies (ROC)

The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(ix) Compliance with number of layers of companies

The Group has complied with the number of layers prescribed under section 2(87) of the Companies Act, 2013 read with Companies (Restriction on Number of Layers) Rules, 2017.

(x) Compliance with approved Scheme(s) of Arrangements

The Group has not entered into any scheme of arrangement which has an accounting impact.

(xi) Utilisation of Borrowed funds and share premium:

The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

(xii) Undisclosed income

The Group does not have any undisclosed income not recorded in the books of account that has been surrendered or disclosed as income during the period/ year in the tax assessments under the Income Tax Act, 1961.

(xiii) Details of Crypto Currency or Virtual Currency

The Group has not traded or invested in crypto currency or virtual currency.

(xiv) Utilisation of borrowings availed from banks and financial institutions

The borrowings obtained by the Group from banks and financial institutions have been applied for the purposes for which such borrowings were taken.

48 The Code on Social Security 2020 ('the Code') relating to employee benefits, during the employment and post-employment, has received Presidential assent on September 28, 2020. The Code has been published in the Gazette of India. Further, the Ministry of Labour and Employment has released draft rules for the Code on November 13, 2020. However, the effective date from which the changes are applicable is yet to be notified and rules for quantifying the financial impact are also not yet issued.

The Group will assess the impact of the Code and will give appropriate impact in the financial statements in the year in which, the Code becomes effective and the related rules to determine the financial impact are published.

49 Ind AS adjustment

The Group had applied Ind AS framework for preparing its audited statutory consolidated financial statements for the period beginning from April 1, 2022 ("the transition date"). For the purpose of preparing Audited Special Purpose Consolidated Financial Statements of the Group, Ind AS 116 and fair value of security deposits has been applied with effect from April 01, 2021. The adjustment relates to the reconciliation of other equity between the Audited Special Purpose Consolidated Financial Statements for year end March 31, 2022 and audited statutory consolidated financial statements has been explained below:

Reconciliation between audited special purpose consolidated financial statements other equity and restated other equity

Particulars	**Amount in Rs. Million**
Audited equity as per special purpose consolidated financial statements as at March 31, 2022	**1,458.28**
Nature of Ind AS adjustments:	
Impact on account of application of Ind AS 116 (net)	52.91
Interest on unwinding of security deposit	(2.70)
Deferred tax impact on above adjustment	(14.64)
Audited equity as per restated consolidated financial information as at April 1, 2022 (refer note 5(a))	**1,493.85**

50 The Holding Company had given a guarantee and created a charge on its Land and Building, and certain items of medical equipment's which were forming part of Property, Plant and Equipment balance of Rs. Nil as at June 30, 2024 (March 31, 2024 : Rs. Nil; March 31, 2023: Rs. 336.78 millions; March 31, 2022: Rs. 372.38 millions) in favour of a lender, against personal loans of Rs. 670.00 millions that were advanced to two Wholetime Directors of the Holding Company. On the basis of legal opinion obtained by the lender and interpretation of the law, the Holding Company was under bonafide belief that it was in compliance with section 185 of the Companies Act 2013 ("the Act"). However, basis the subsequent discussions, the Holding Company acknowledges that the transaction of giving guarantee and providing security for a personal loan taken by the two Wholetime directors of the Holding Company is a contravention of Section 185 of the Act. Therefore, during the year ended March 31, 2024, the said guarantee and the charge on the Property, Plant & Equipment of the Holding Company was released w.e.f. March 30, 2024. Further, an application under section 441 of the Act for compounding of the offence under Section 185 of the Act was filed before the Regional Director, Eastern Region, Ministry of Corporate Affairs ("MCA"), and the offence against the Holding Company and the Wholetime directors with regard to the contravention of the provisions of Section 185 of the Act has been compounded vide final order dated July 12, 2024 passed by the MCA. The Holding Company and the Wholetime directors are in the process of filing INC-28 with the Registrar of Companies within the stipulated time. The financial impact of the aforesaid compounding application and order thereon has been considered in these Restated Consolidated Financial Information.

51 During the financial year 2023-2024, the Holding Company and the predecessor statutory auditors of the Holding Company had received multiple emails alleging financial irregularities by the Holding Company/Directors of the Holding Company during the period from 2021 to 2024. The allegations related to amounts advanced to an employee for inappropriate purposes, payment made to doctors, debit of personal expenses as sales promotion expenses and payments made to vendors for the purchase of capital goods. Pursuant to the same, the management of the Holding Company appointed an independent Chartered Accountant firm to investigate these allegations. The report submitted by the said firm did not observe any negative findings other than an incorrect charge of GST by the vendor against the purchase of certain Property, Plant & Equipment, aggregating to Rs.1.88 millions, in respect of which the management of the Holding Company has already initiated the process of recovery of GST, and which has remained unrecovered till date. As a measure of prudence, the Management of the Holding Company has written off the carrying value of the Property, Plant & Equipment purchased from the said vendor including the GST thereon, amounting to Rs. 7.79 millions, and has presented it as an exceptional item in the Consolidated Statement of Profit & Loss for the year ended March 31, 2024. The Management of the Holding Company has further verified and confirmed that the remaining assets do not require any impairment. The management has also verified and confirmed that the expenses, including sales promotion expenses and payments made to doctors, are accurate, complete and legitimate business expenses. Further, the Holding Company has filed a First Information Report ('FIR') with the Bidhan Nagar Cyber Crime police station relating to the emails containing defamatory remarks against the senior management, officials and employees of the Company, and containing a series of false and malicious allegations and fraudulent information, regarding suspicious financial transactions against Holding Company / Directors of the Holding Company, which is in progress and pending further investigation.

52 Due to some operational challenges, the Holding Company was unable to conduct its Annual General Meeting ("AGM") in respect of the year ended March 31, 2023 in accordance with the provisions of Section 96 of the Companies Act, 2013 ("the Act"), and consequently, the Holding Company has not complied with Section 129(2) of the Act relating to laying the financial statements before every AGM, with Section 137 of the Act relating to the filing of financial statements with the Registrar of Companies ("ROC") and with Section 92 relating to the filing of its annual returns. The Holding Company had made an application to the ROC for the extension of the deadline for holding their AGM in respect of the year ended March 31, 2023, and got an approval up to December 30, 2023. The Holding Company had conducted the AGM on March 06, 2024, which was after the extended time granted by the ROC. In this regard, an application under section 441 of the Act for compounding of the offence under Section 96 of the Act was filed before the Regional Director, Eastern Region, Ministry of Corporate Affairs ("MCA"), and the offence against the Holding Company and its Wholetime directors with regard to the contravention of the provisions of Section 96 of the Act for the financial year 2022-23 has been compounded vide final order dated July 12, 2024 passed by the MCA. The Holding Company and the Wholetime directors are in the process of filing INC-28 with the Registrar of Companies within the stipulated time. Consequently, the financial impact of the aforesaid compounding application and the order thereon has been considered in these Restated Consolidated Financial Information.

53 Under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, Companies are required to comply with certain reporting obligations effective from April 1, 2023. The Holding Company is using Microsoft AX Dynamics, an ERP-based accounting software, for maintaining its books of accounts, which has a feature of recording audit trail (edit log) facility. However, the audit trail facility has not been operated throughout the year for all relevant transactions recorded in this accounting software as it was enabled only with effect from May 2024.

54 Subsequent Events after the reporting period

(i) The Holding Company had given an earnest money deposit by way bank guarantee of Rs.15.00 millions to Bihar State Heath Society in 2014-15 which had been encashed by the other party on grounds of non-compliance of the term of agreement, accordingly, the Holding Company has filed writ petition before the Patna High Court during previous years. Pursuant to the order dated August 9, 2024, the Patna High Court has passed order in the favour of the Holding Company and directed Bihar State Heath Society to refund the amount of Bank Guarantee along with 9% simple interest from the date of encashment which is awaited.

As per our report of even date
For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No: 105047W

For and on behalf of the Board of Directors of
Suraksha Diagnostic Limited
(formerly known as Suraksha Diagnostic Private Limited)

Dipak Jaiswal
Partner
Membership No: 063682

Dr Somnath Chatterjee
Chairman and Joint Managing Director
DIN: 00137075

Ritu Mittal
Joint Managing Director and Chief Executive Officer
DIN: 00165886

Amit Saraf
Chief Financial Officer

Mamta Jain
Company Secretary
M No: ACS25654

Place: Kolkata
Date: October 21, 2024

Place: Kolkata
Date: October 21, 2024

Place: Kolkata
Date: October 21, 2024

OTHER FINANCIAL INFORMATION

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

Particulars	As at and for three month period ended June 30, 2024	As at and for the Year ended March 31, 2024	As at and for the Year ended March 31, 2023	As at and for the Year ended March 31, 2022
Basic earnings per share (in ₹)	1.49#	4.43	1.22	3.91
Diluted earnings per share (in ₹)^	1.49#	4.43	1.22	3.91
Return on Net Worth (%)	4.33#	14.09	4.32	15.38
Net asset value per Equity Share (in ₹)	35.09	33.66	29.25	27.36
EBITDA (in ₹ million)	217.21	736.18	474.79	652.53

 # Not annualised

^ In accordance with the Restated Consolidated Financial Statements, the basic and diluted EPS was calculated assuming the conversion ratio of 1 CCPS into 62.5 Equity shares. However, subsequently on November 13, 2024 the CCPS was converted to equity shares in the ratio 1 CCPS for 54.99 equity shares.

For reconciliation of non-GAAP financial measures, see "– *Reconciliation of Non-GAAP Financial Measures*" on page 341.

Non-GAAP Financial Measures

This section includes Certain Non-GAAP financial measures and other statistical information relating to our operations and financial performance (together, "**Non-GAAP Measures**" and each a "**Non-GAAP Measure**"), as presented below. These Non-GAAP financial measures are not required by or presented in accordance with Ind AS.

Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS. In addition, these Non-GAAP Measures are not standardized terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance.

Reconciliation of Non-GAAP Financial Measures

Reconciliation for the various Non-GAAP Financial Measures included in this Red Herring Prospectus are given below.

Reconciliation for EBITDA

Particular's (Amount in ₹ Million)	Three month period ended June 30, 2024	FY 2023-24	FY 2022-23	FY 2021-22
Restated profit for the year (A)	76.67	231.27	60.65	208.24
Total tax expense (B)	28.47	83.26	6.83	71.88
Finance costs (C)	22.15	87.88	90.60	88.46
Depreciation and amortization expense (D)	89.92	325.98	316.71	283.95
Exceptional items (E)	-	7.79	-	-
EBITDA (F= A+B+C+D+E)	**217.21**	**736.18**	**474.79**	**652.53**

Reconciliation for EBITDA Margin

Particular's (Amount in ₹ Million, unless specified otherwise)	Three month	FY 2023-24	FY 2022-23	FY 2021-22

	period ended June 30, 2024			
EBIDTA (A)	217.21	736.18	474.79	652.53
Revenue from operations (B)	607.32	2,187.09	1,901.34	2,231.93
EBITDA Margin (C=A/B) (%)	**35.77%**	**33.66%**	**24.97%**	**29.24%**

Reconciliation for Return on Equity

Particular's (Amount in ₹ Million, unless specified otherwise)	**As at and for three month period ended June 30, 2024**	**FY 2023-24**	**FY 2022-23**	**FY 2021-22**
Restated profit for the year/period attributable to owners of the parent (A)	79.39	236.26	65.16	208.24
Closing Equity attributable to owners of the parent (B)	1,870.50	1794.08	1559.26	1458.42
Opening Equity attributable to owners of the parent (C)	1794.08	1559.26	1458.42	1249.51
Average Equity (D=(B+C)/2)	1832.29	1676.67	1508.84	1353.97
Return on Equity (E=A/D) (%)	**4.33%**	**14.09%**	**4.32%**	**15.38%**

Reconciliation for Return on Capital Employed

Particular's (Amount in ₹ Million, unless specified otherwise)	**As at and for three month period ended June 30, 2024**	**FY 2023-24**	**FY 2022-23**	**FY 2021-22**
Restated profit before Tax for the year/period (A)	105.14	314.53	67.48	280.12
Finance costs (B)	22.15	87.88	90.60	88.46
Earnings before Interest and Tax (C=A+B)	**127.29**	**402.41**	**158.08**	**368.58**
Total Equity (D)	1,866.17	1,791.47	1,554.61	1,458.28
Other Intangible Assets (E)	14.27	10.76	14.49	17.53
Intangible assets under development (E1)	2.41			
Right-of-use assets (F)	739.19	754.09	809.69	793.21
Tangible Net Worth (G=D-E-F – E1)	**1,110.30**	**1,026.62**	**730.43**	**647.54**
Borrowings (Current) (H)	31.11	34.54	55.71	67.38
Borrowings (Non - Current) (I)	44.55	51.83	84.36	122.89
Lease liabilities (Current) (J)	103.94	115.33	109.39	99.21
Lease liabilities (Non-Current) (K)	705.67	703.06	719.28	708.47
Deferred tax liabilities (L)	50.41	53.86	65.78	83.37
Closing Capital Employed (M=G+H+I+J+K+L)	**2,045.98**	**1,985.24**	**1,764.95**	**1,728.86**
Opening Capital Employed (N)	**1,985.24**	**1,764.95**	**1,728.86**	**1,460.32**
Average Capital Employed (O = (M+N)/2)	2015.61	1,875.10	1,746.91	1,594.59
Return on Capital employed (P=C/O) (%)	**6.32%**	**21.46%**	**9.05%**	**23.11%**

Reconciliation for Net Debt / Equity

Particular's (Amount in ₹Million, other than the ratio)	**As at June 30, 2024**	**FY 2023-24**	**FY 2022-23**	**FY 2021-22**
Borrowings (Current) (A)	31.11	34.54	55.71	67.38
Borrowings (Non - Current) (B)	44.55	51.83	84.36	122.89
Lease liabilities (Current) (C)	103.94	115.33	109.39	99.21
Lease liabilities (Non-Current) (D)	705.67	703.06	719.28	708.47
Total Borrowings (E=A+B+C+D)	**885.27**	**904.76**	**968.74**	**997.95**
Cash and Cash Equivalents (F)	44.21	25.20	21.62	31.89
Bank Balances other than cash and cash equivalents (G)	548.85	525.03	528.77	419.50
Total Cash and Bank Balances (H=F+G)	**593.06**	**550.23**	**550.39**	**451.39**

Net Debt (I = E-H)	**292.21**	**354.53**	**418.35**	**546.56**
Total Equity (J)	1,866.17	1,791.47	1,554.61	1,458.28
NET Debt / Equity (I/J)	**0.16**	**0.20**	**0.27**	**0.37**

Reconciliation for Net Asset Value per Equity Share

Particulars	**As at June 30, 2024**	**FY 2023-24**	**FY 2022-23**	**FY 2021-22**
Equity attributable to owners of the parent (A) (in ₹ million)	1870.50	1794.08	1559.26	1458.42
Weighted average number of equity shares outstanding during the year (B)	5,33,03,685	53,303,685	53,303,685	53,303,685
Net Asset Value per Share (C=A/B) (in ₹)	**35.09**	**33.66**	**29.25**	**27.36**

In accordance with the SEBI ICDR Regulations, the audited standalone financial statements of our Company for the financial years ended March 31, 2024, March 31, 2023, and March 31, 2022 (collectively, the "**Audited Financial Statements**") are available on our website at www.surakshanet.com/investor-relations.

Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements do not constitute, (i) a part of this Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document or recommendation or solicitation to purchase or sell any securities under the Companies Act, 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere. The Audited Financial Statements should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision.

None of our Company or any of its advisors, nor Book Running Lead Managers or the Selling Shareholders, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

RELATED PARTY TRANSACTIONS

For details of the related party transactions, as per the requirements under applicable Accounting Standards i.e. Ind AS 24 'Related Party Disclosures' for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, and as reported in the Restated Consolidated Financial Information, see "*Restated Consolidated Financial Information – Note 39 – Related Party Disclosures*" on page 332.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with our Restated Consolidated Financial Information included herein as of and for three month period ended June 30, 2024 and the Financial Years 2024, 2023 and 2022, including the related notes, schedules and annexures on page 292. Our Restated Consolidated Financial Information has been prepared in accordance with Ind AS, Section 26 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note.

We have included various operational and financial performance indicators in this Red Herring Prospectus, many of which may not be derived from our Restated Consolidated Financial Information or otherwise be subject to an examination, audit or review by our auditors or any other expert. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates used in such calculations, may vary from that used by other companies in India and other jurisdictions. Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision and should consult their own advisors and evaluate such information in the context of the Restated Consolidated Financial Information and other information relating to our business and operations included in this Red Herring Prospectus.

*Unless otherwise indicated, industry and market data contained in this section is derived from the Industry Report dated July 2024 (the "**CRISIL Report**") prepared by CRISIL Market Intelligence & Analytics ("**CRISIL MI&A**"), a division of CRISIL Limited ("**CRISIL**"), which has been exclusively commissioned and paid for by our Company in connection with the Offer pursuant to the CRISIL Letters. A copy of the CRISIL Report will be available on the website of our Company at www.surakshanet.com/investor-relations from the date of filing of this Red Herring Prospectus. Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar year. The information included in this section includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation.*

Our Financial Year commences on April 1 and ends on March 31 of the subsequent year, and references to a particular Financial Year are to the 12 months ended March 31 of that year. Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our "Restated Consolidated Financial Information" on page 292.

This discussion contains forward-looking statements that involve risks and uncertainties and reflects our current view with respect to future events and financial performance. Actual results may differ from those anticipated in these forward-looking statements as a result of factors such as those set forth under "Forward-looking Statements" and "Risk Factors" on pages 19 and 36, respectively.

Overview

We offer a one-stop integrated solution for pathology and radiology testing, and medical consultation services to our customers through our extensive operational network, consisting of our flagship central reference laboratory, 8 satellite laboratories (co-located with our diagnostic centers) and 215 customer touchpoints which include 49 diagnostic centres, and 166 sample collection centres (primarily franchised), as of June 30, 2024 across the states of West Bengal, Bihar, Assam, and Meghalaya. For details of our operational network, see "- *Our Operational Network*" on page 232. Our central reference laboratory has an accreditation from the College of American Pathologists, 3 of our laboratories hold National Accreditation Board for Testing and Calibration Laboratories ("**NABL**") and 3 of our advanced diagnostic centres hold National Accreditation Board for Hospitals & Healthcare Providers ("**NABH**") accreditations. As of June 30, 2024, 44 of our diagnostic centres also housed 126 polyclinic chambers hosting 750+ specialized doctors for patient convenience. . During the three months period ended 2024, we conducted approximately 1.58 million tests serving approximately 0.28 million patients and derived 95.34% of our revenue from operations from our core geography, Kolkata and the rest of West Bengal. During the Fiscal 2024, we conducted approximately 5.98 million tests serving approximately 1.14 million patients and derived 95.48% of our revenue from operations from our core geography, Kolkata and the rest of West Bengal. Our radiology equipment consists of 24 CT and 13 MRI machines. As of June 30, 2024, our operational network comprises a diagnostic center network of (i) 13 hub centres, which are equipped to conduct all pathology sample collections, basic and advanced radiology tests; and (ii) our 'spoke' diagnostic centres which include our 11 medium centers, 23 small centres and 2 centres operated under public-private partnership ("**PPP**") model, which are equipped to conduct all pathology sample collection and certain basic radiology tests, further supported by 166 sample collection centres (primarily franchised); and a laboratory network of (i) our flagship central reference laboratory; and (ii) 8 satellite laboratories which are co-located with certain hub centres. For details, see "- Operational Network" on page 232. Our Company's market share in the diagnostics services market in Eastern India was 1.15% to 1.30% in Fiscal 2024 whereas peers such as Dr. Lal Pathlabs Limited have a market share of 5.30% to 5.70% in its major market i.e north India and Vijaya Diagnostic Centre Limited, a market share of 2.20% to 2.50% in its major market, i.e. South India. (*Source: CRISIL Report, as replicated on page 201)* We offered a comprehensive range of 2,300+ tests that cover a range of specialties and disciplines, as of June 30, 2024. Our diagnostic test menu included (a) 788 routine pathology tests ranging from basic biochemistry and hematology to 664 specialized pathology tests such as advanced biochemistry, histopathology, and molecular pathology, and (b) 766 basic/intermediate radiology tests ranging from basic x-rays, ultrasonography ("**USG**"), and computerized tomography ("**CT**") scans to 119 advanced radiology tests such as magnetic resonance imaging ("**MRI**") scans and specialized CT scans, as of June 30, 2024.The table below depicts the revenue contribution of our services offered for the periods indicated:

Particulars	Three months period ended June 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue (in ₹ million)	% of Total Revenue from Operations (in %)	Revenue (in ₹ million)	% of Total Revenue from Operations (in %)	Revenue (in ₹ million)	% of Total Revenue from Operations (in %)	Revenue (in ₹ million)	% of Total Revenue from Operations (in %)
Radiology	282.52	46.52	1,006.72	46.03	841.31	44.25	697.32	31.24
Pathology	302.14	49.75	1,165.81	53.30	1,024.57	53.89	797.00	35.71
Doctor Consultation	22.45	3.70	10.62	0.49	-*	-	-*	-
Covid tests	0.21	0.03	3.94	0.18	35.46	1.87	737.60	33.05
Total	**607.32**	**100.00**	**2,187.09**	**100.00**	**1,901.34**	**100.00**	**2,231.93**	**100.00**

** Doctor Consultation services were offered but no revenue was generated for the relevant periods.*

We believe that the combination of our strong brand position driven by our long operating history in our core geography, extensive network and reputation for providing quality diagnostic services positions us well to continue to grow our business in Kolkata and remaining east and north-east Indian markets and take advantage of the growth of the industry.

We offered a comprehensive range of 2,300+ tests that cover a range of specialties and disciplines, as of June 30, 2024. Our diagnostic test menu included (a) 788 routine pathology tests ranging from basic biochemistry and hematology to 664 specialized pathology tests such as advanced biochemistry, histopathology, and molecular pathology, and (b) 766 basic/intermediate radiology tests ranging from basic x-rays, ultrasonography ("**USG**"), and computerized tomography ("**CT**") scans to 119 advanced radiology tests such as magnetic resonance imaging ("**MRI**") scans and specialized CT scans, as of June 30, 2024. Our radiology equipment consists of 24 CT and 13 MRI machines. For three month period ended June 30, 2024, we derived 49.75% of our revenue from pathology, 46.52% of our revenue from radiology and 0.03% of our revenue from COVID-19 tests. For Fiscal 2024, we derived 53.30% of our revenue from pathology, 46.03% of our revenue from radiology and 0.18% of our revenue from COVID-19 tests. We believe our combined offering of pathology and radiology tests enabled us to provide 5.26 tests per patient. We also provide vaccination services, and a broad spectrum of customized test packages, aimed at prediction/early detection of diseases.

In addition to integrated pathology and radiology testing services, we also offer omnichannel medical consultation services via online and offline modes to our customers under a single roof through 44 of our diagnostic centres which house 126 polyclinic chambers hosting 750+ doctors, as of June 30, 2024. The doctors at our polyclinics range across specialties and super-specialties such as cardiology, pediatrics, dermatology, rheumatology, oncology, and nephrology. Our model of polyclinic chambers housed in diagnostic centres providing medical consultation services enables patient convenience through holistic integration of services and offering us the first right to a patient's prescription leading to higher cross-selling opportunities to us.

We derive the majority of our revenues from the B2C segment (i.e., individual patients, who either walk into our customer touchpoints or use our home collection services or avail medical consultation services through our polyclinics. Our B2C segment contributed to 93.83% of our revenue from operations for the Fiscal 2024 and 93.48% of our revenue from operations for the three month period ended June 30, 2024, which we believe is due to the trust built among the public and the medical community while rendering, over decades, quality diagnostic services and experience gained. Over the years, we have received several awards that recognize the strength of our brand and our focus on offering superior diagnostic services. For example, we were recognized for 'excellence in exemplary trust & commitment towards diagnostic services' and 'excellence in quality diagnosis and convenient service in eastern India' by Zee 24Ghanta in 2023 and 2022 respectively, as 'business leader of the year' in 2021 by the World Leadership Congress & Awards, and for 'best customer service in healthcare' and 'best quality in service delivery' by ABP News in 2019 and 2017 respectively.

The diagnostics industry's hub-and-spoke model, especially in the field of pathology, refers to a centralised approach for diagnostic testing and laboratory services. In this model, a central laboratory acts as the hub that receives and processes samples and smaller satellite locations — or spokes — collect and send the samples to the central facility for analysis. (*Source: CRISIL Report, as replicated on page 169).* We have implemented a cluster based 'hub and spoke' model which provides greater economies of scale, enables increased consistency in testing procedures, and enhances our brand penetration through our ability to serve more customers in remote areas. Samples are collected across multiple locations within a cluster for delivery to our laboratories for diagnostic testing. All of our diagnostic centres offer integrated diagnostics services (pathology and radiology tests under one roof) with small and medium centres ("**spoke centres**") offering pathology tests and basic and intermediate radiology tests, and large centres ("**hub centres**") offering pathology tests, basic and advanced radiology tests.

As of June 30, 2024, our operational network comprises a diagnostic center network of (i) 13 hub centres, which are equipped to conduct all pathology sample collections, basic and advanced radiology tests; and (ii) our 'spoke' diagnostic centres which include our 11 medium centers, 23 small centres and 2 centres operated under public-private partnership ("**PPP**") model, which are equipped to conduct all pathology sample collection and certain basic radiology tests, further supported by 166 sample collection centres (primarily franchised); and a laboratory network of (i) our flagship central reference laboratory; and (ii) 8 satellite laboratories which are co-located with certain hub centres. For details, see "- *Operational Network*" on page 232.

Set out below are certain key performance indicators and other financial and operational indicators, as of and for the years indicated:

KPIs	Unit	For the three month period ended June 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Financial					
Revenue from operations[1]	(₹ in million)	607.32	2,187.09	1,901.34	2,231.93
Restated profit for the year[2]	(₹ in million)	76.67	231.27	60.65	208.24
EBITDA[3]	(₹ in million)	217.21	736.18	474.79	652.53
EBITDA Margin [4]	%	35.77	33.66	24.97	29.24
Return on Equity [5]	%	4.33[#]	14.09	4.32	15.38
Return on Capital Employed[6]	%	6.32[#]	21.46	9.05	23.11
Net debt/equity[7]	-	0.16	0.20	0.27	0.37
Average revenue per patient[8]	(₹)	2,146.01	1,922.44	1,711.58	1,317.81
Average revenue per centre[9]	(₹ in million)	12.39	45.56	44.22	54.44
EBITDA per patient[10]	(₹)	767.53	647.10	427.40	385.28
Operational					
Number of tests per patient[11]	Unit	5.58	5.26	4.65	2.95

Revenue generated from East India	%	100	100	100	100
B2C revenues	%	93.48	93.83	96.01	95.56
B2B revenues	%	6.52	6.17	3.99	4.44
Revenue from radiology	%	46.52	46.03	44.25	31.24
Revenue from pathology	%	49.75	53.30	53.89	35.71
Revenue from COVID-19 tests	%	0.03	0.18	1.86	33.05
Number of Centres	Unit	49	48	43	41
Number of Laboratories	Unit	9	9	8	7
Number of NABL accredited labs	Unit	3	3	3	3
Number of patients served	million	0.28	1.14	1.11	1.69
Number of patients served per centre	Unit	5,776	23,701	25,834	41,309
Number of tests performed	million	1.58	5.98	5.17	4.99
Number of Small centres[12]	Unit	23	23	19	18
Number of Medium centres[13]	Unit	11	10	10	10
Number of Large centres[14]	Unit	13	13	12	12
Number of public private partnerships[15]	Unit	2	2	2	1
Customer touch points					
- Number of Centres	Unit	49	48	43	41
- Collection Centres	Unit	161	142	123	111
- Company Owned Collection Centres	Unit	5	4	8	2
Total	Unit	215	194	174	154
Number of doctors (radiologists, pathologists and microbiologists)	Unit	278	283	234	186
- Radiologists	Unit	255	260	209	156
- Pathologists	Unit	19	19	22	27
- Microbiologists	Unit	4	4	3	3
Number of CT machines	Unit	24	24	23	23
Number of MRI machines	Unit	13	13	12	12

#Not annualised

Notes:

1. Revenue from operations = Revenue from operations

2. Restated profit for the year = Profit after Tax

3. EBITDA is calculated as restated profit for the year plus Exceptional items, tax expenses, finance costs, depreciation, and amortization expense

4. EBITDA Margin is the percentage of EBITDA divided by revenue from operations

5. Return on equity is calculated as restated profit for the year attributable to owners of the parent divided by average equity attributable to owners of the parent

6. Return on capital employed is calculated as a percentage of EBIT (i.e., calculated as restated profit for the year before tax expenses and finance costs) divided by average capital employed (i.e., total equity plus total borrowings, lease liabilities, deferred tax liabilities excluding right of use assets and other intangible assets and intangible assets under development).

7. Net Debt to equity is calculated as net debt (i.e., total borrowings and lease liabilities less cash and bank balances) divided by total equity

8. Average revenue per patient is calculated as revenue from operations divided by the number of patients served

9. Average revenue per centre is calculated as Revenue from operations divided by number of centers

10. EBIDTA per Patient is calculated as EBITDA divided by the number of patients served

11. Number of tests per patient visit is calculated as number of tests divided by number of patients served

12. Small centres means centres whose offerings include USG, X-ray, cardio, sample collection

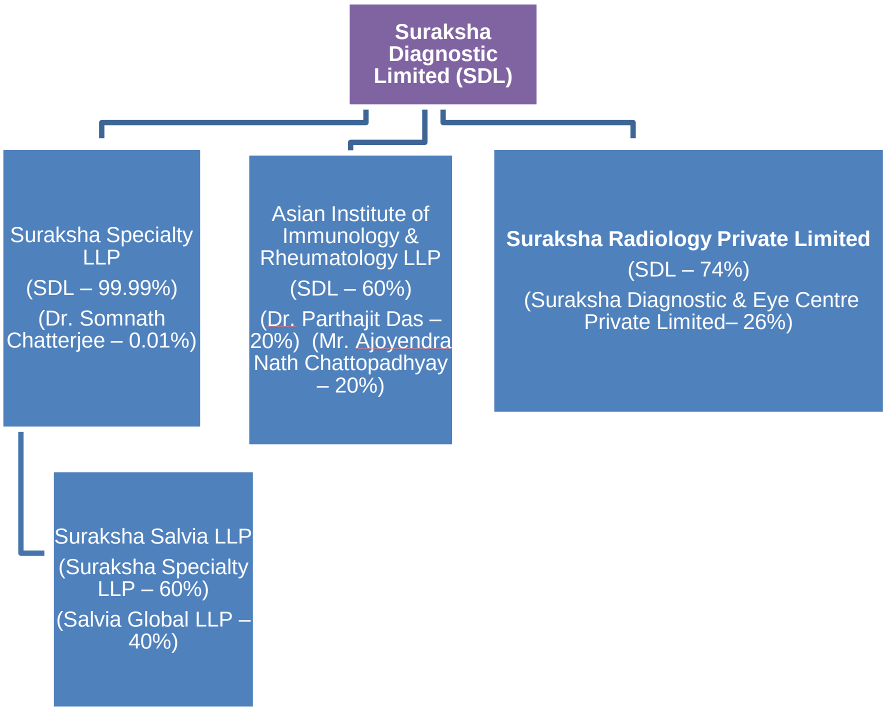
13. Medium centres means centres whose offerings include CT scan, USG, X-ray, cardio, sample collection

14. Large centres means centres whose offerings include MRI, CT scan, USG, X-ray, cardio, sample collection.

15. Our Company currently operates 2 centres under public-private partnership model: (i) in Shillong through our Subsidiary, Suraksha Salvia LLP that provides diagnostic services, and (ii) at Kolkata, West Bengal, through partnership between a medical college and hospital and our Promoter Group entity and Group Company, Suraksha Diagnostic & Eye Centre Private Limited, which is managed by our Company that provides diagnostic services.

Dr. Somnath Chatterjee along with late Kishan Kumar Kejriwal built a fully comprehensive diagnostic centre in Kolkata, under the 'Suraksha' brand in 1992. The centre enabled patients to avail radiology and pathology diagnostics under one roof. The diagnostic centre was operated under our Group Company, Suraksha Diagnostic & Eye Centre Private Limited, which was later acquired by our Company in 2013. Our Company is currently promoted by Dr. Somnath Chatterjee, our Chairman and Joint Managing Director, and Ritu Mittal, our Joint Managing Director and Chief Executive Officer. Dr. Somnath Chatterjee has more than 32 years and Ritu Mittal also has an experience of over 28 years in the field of medical and diagnostics business. Having worked in the diagnostics business under the 'Suraksha' brand since 1996, she is now our Chief Executive Officer and we have been guided by and benefitted from her experience.

The growth of our Company has also benefitted from our private equity investors such as Lighthouse Funds, through their investment entity, India 2020 Limited, associated with us from 2013 to 2016, and the OrbiMed group, through their investment entities, OrbiMed Asia II Mauritius FDI Investments Limited since amalgamated into OrbiMed Asia II Mauritius Limited, which is a healthcare-focused fund associated with us since 2016, providing us continuous support through our growth in business. We believe we have benefited significantly from the vision and leadership of our Promoters and shareholders, and they along with our board of directors and the senior management, have been instrumental in formulating and executing the core strategy of our Company. The below chart indicates our organization structure:



Significant Factors Affecting our Results of Operations

Number of Patients Served and Tests Conducted

The key drivers affecting the growth of our revenue from operations are the number of tests that we conduct as well as the number of patients served by us. During three months ended June 30, 2024 and Fiscals 2024, 2023, and 2022, we conducted approximately 1.58 million, 5.98 million, 5.17 million and 4.99 million tests serving 0.28 million, 1.14 million, 1.11 million and 1.69 million patients, respectively. We offer a comprehensive range of over 2,300 tests that cover a range of specialties and disciplines, as of June 30, 2024. As of June 30, 2024, our operational network comprises a diagnostic center network of (i) 13 hub centres, which are equipped to conduct all pathology sample collections, basic and advanced radiology tests; and (ii) our 'spoke' diagnostic centres which include our 11 medium centers, 23 small centres and 2 centres operated under public-private partnership ("**PPP**") model, which are equipped to conduct all pathology sample collection and certain basic radiology tests, further supported by 166 sample collection centres (primarily franchised); and a laboratory network of (i) our flagship central reference laboratory; and (ii) 8 satellite laboratories which are co-located with certain hub centres. The number of patients served is also dependent on our ability to maintain and improve our brand image, which in turn depends on several factors such as the quality and efficiency of our pathology tests, radiology tests, turnaround time and customer satisfaction, the performance of our service network, the introduction of new tests and services and our ability to maintain strong relationships with customers and vendors. While we expect to continue to serve a higher number of patients in the future, the diagnostics industry in India is highly competitive, and it is challenging to improve market share and profitability. Consequently, our ability to grow our revenues depends on our ability to compete successfully and attract new customers.

Cost of Materials Consumed

During our course of business, we regularly consume reagents, chemicals, radiology supplies and other related consumables. For the three months ended June 30, 2024 and financial years 2024, 2023 and 2022, our cost of materials consumed was ₹66.37 million, ₹272.51 million, ₹274.04 million and ₹604.05 million, or 10.73%, 12.26%, 14.15% and 26.76%, respectively of our total income. Our cost of materials as percentage of total revenue from operations is affected by various factors including repricing of vendor contracts of raw materials. We depend on third-party vendors and suppliers to procure our testing reagents, chemicals, radiology supplies. Further, the procurement cost of testing equipment and reagents produced outside India may increase due to depreciation of Indian Rupee, and the suppliers may therefore demand to re-negotiate the supply contracts with us. In the event of an increase in the price of such items, we cannot assure you that we will be able to correspondingly increase the price of our services.

Our operations in West Bengal and eastern India

While we have presence across 12 cities and towns in India across the states of West Bengal, Bihar, Assam, and Meghalaya, as of June 30, 2024, a significant portion of our operations are concentrated in West Bengal. We derived 95.34%, 95.48%, 96.74% and 97.05% of our revenue from operations from West Bengal for the three months ended June 30, 2024 and financial years 2024, 2023 and 2022, respectively. Further, as of June 30, 2024, 206 out of 215 of our customer touchpoints are in West Bengal. According to the CRISIL Report, the diagnostics market in West Bengal was estimated at approximately ₹61 to ₹63 billion in the Fiscal 2024 and is projected to grow at CAGR of around 10.50%-12.50% to reach approximately ₹95 to ₹100 billion by Fiscal 2028. Further, eastern and north-eastern India was estimated at approximately ₹170-₹180 billion in the Fiscal 2024 and is projected to grow at CAGR of around 10.50% to 12.50% to reach approximately ₹260-₹280 billion by Fiscal 2028. (*Source: CRISIL Report, as replicated on pages 196 and 198).* Our business, results of operations and financial condition, are largely dependent on the performance and other prevailing conditions affecting the economies of the state of West Bengal and remaining parts of eastern India.

Periods of major outbreaks of health epidemics

Our operations involve the visit of patients at our facilities, including for sample delivery, radiology tests, medical consultation services, who may act as carriers of a variety of infectious and communicable diseases. Further, our employees also routinely visit the homes of such patients for sample collection. In situations of a major outbreak, epidemic or pandemic, our employees and doctors visiting our polyclinics may contract serious communicable diseases as a result of constant exposure and susceptibility to such diseases, and their infection could significantly reduce the manpower at our facilities, thereby affecting our revenue. Further, individuals visiting our facilities or coming into contact with the personnel at our facilities may contract such communicable diseases, which could result in significant claims for damages against us and, as a result of media reports and press coverage, cause damage to our reputation. For example, diseases or infections such as tuberculosis and COVID-19 may pose risks. Additionally, our operations at our laboratories, collection centres and pick-up points may be hampered due to the lockdown/restrictions imposed on account of a major outbreak, epidemic or pandemic. The occurrence of any such event in the future could also cause us to lose our customers (including due to a reduction in walk-in patients as patients may defer non-urgent diagnostic tests) and may result in an increase in costs for logistics or inputs such as chemicals and reagents, non-availability of equipment, testing supplies and key personnel and delay in renewal or obtaining the necessary registrations, approvals, licenses and permits from statutory/ regulatory authorities in a timely manner. While we have not faced such instances which have led to any material adverse effect on our business and operations in the three months ended June 30, 2024 and Fiscals 2024, 2023 and 2022, we cannot predict the impact of any such outbreak of another highly infectious or contagious disease which may have a material adverse effect on our reputation, business, results of operations and financial condition.

Revenue mix between individual customers and institutional customers

Our results of operations are affected by the customer mix serviced by us. In general, a higher percentage of individual customers will have a positive impact on our revenues as services rendered to such customers tend to have higher profit margins than services rendered to institutional customers. A substantial majority of our customers are individual customers, with over 93.48% and 93.83% of our revenues from operations for the three months ended June 30, 2024 and financial year 2024, being directly attributed to our individual consumer business, as a result of the strength of our brand, our integrated services model, quality of our diagnostics, our centre infrastructure and customer experience, the convenience of our centre network and home collection in our core geographies. We intend to continue to focus on increasing the number of our individual customers through various initiatives such as expanding our service network to create visibility, increase our presence in the market, boost our home collection services and preventive and wellness services.

Material Accounting Policy Information

A full description of our material accounting policies adopted in the preparation of our Restated Consolidated Financial Information is provided in Annexure V to our Restated Consolidated Financial Information. See "*Restated Consolidated Financial Information – Material Accounting Policies*" on page 305. The critical accounting policies that our management believes to be the most significant are summarised below.

Basis of preparation and statement of compliance

The Restated Consolidated Financial Information of the Group has been specifically prepared for inclusion in the, Red Herring Prospectus (the "RHP") and the Prospectus to be filed by the Company with the Securities and Exchange Board of India ("SEBI") in connection with the proposed Initial Public Offer of equity shares ("IPO") of the Company (referred to as the "issuer"). The Restated Consolidated Financial Information comprises the Restated Consolidated Statement of Assets and Liabilities as at June 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Statement of Cash Flows and the material accounting policies and explanatory notes to Restated Consolidated Financial Information for three months period ended June 30, 2024 and the years ended March 31, 2024, March 31, 2023 and March 31, 2022 (hereinafter collectively referred to as "Restated Consolidated Financial Information").
These Restated Consolidated Financial Information have been prepared by the Management of the Company to comply with the requirements of:

a. Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");

b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations"); and

c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended (the "Guidance Note") and

d. Email dated October 28, 2021 received from Securities and Exchange Board of India (SEBI) to Association of Investment Bankers if India (the "SEBI Communication").

The Restated Consolidated Financial Information have been compiled by the Management from:

a. Audited special purpose Ind AS interim consolidated financial statements of the Group as at and for the three months period ended June 30, 2024 prepared by in accordance with the recognition and measurement principle under Indian Accounting Standard 34 "Interim Financial Reporting" (referred to as "Ind AS") as prescribed under Section 133 of the Act as amended and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on September 16, 2024. Further, the Company has not presented comparative information as those are not given in the Restated Consolidated Financial Information as per the option available to the Issuer under paragraph (A)(i) of clause 11(I) of Part A of Schedule VI of SEBI ICDR Regulation.

b. Audited consolidated financial statements of the Group as at and for the year ended March 31, 2024 prepared in accordance with the Indian Accounting Standards, as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended (referred to as "Ind AS"), and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on July 16, 2024.

c. Audited special purpose consolidated financial statements of the Group as at and for the year ended March 31, 2023 and the audited special purpose consolidated financial statements of the Group as at and for the year ended March 31, 2022, which were prepared by the management of the Company after taking into consideration the requirements of SEBI letter and were approved for issue in accordance with the resolution passed by the Board of Directors at their meeting held on July 16, 2024.

Pursuant to the Companies (Indian Accounting Standard) Second Amendment Rules, 2015, the Company voluntarily adopted March 31, 2024, as reporting date for first time adoption of Ind-AS – notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and consequently April 01, 2022, is the transition date for preparation of its statutory financial statements as at and for the year ended March 31, 2024. Hence, the financial statements as at and for the year ended March 31, 2024, were the first financials, prepared in accordance with Ind-AS. Upto the financial year ended March 31, 2023, the Company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with Companies (Accounting Standards) Rules, 2021 ("Indian GAAP" or "Previous GAAP") due to which the special purpose consolidated financial statements are prepared as per SEBI Communication. Further, these special purpose financial statements are not the statutory financial statements under the Act.

The Special Purpose consolidated financial statements as at and for the year ended March 31, 2023 and March 31, 2022 have been prepared after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) consistent with that used at the date of transition to Ind AS (1 April 2022) and as per the presentation, accounting policies and grouping/classifications including Revised Schedule III disclosures followed as at and for three months period ended June 30, 2024 pursuant to the SEBI Letter.

The special purpose Ind AS interim consolidated financial statements and the special purpose consolidated financial statements referred above have been prepared solely for the purpose of preparation of Restated Consolidated Financial Information for inclusion in RHP and Prospectus in relation to proposed IPO. Hence, these special purpose Ind AS interim consolidated financial statements and the special purpose consolidated financial statements are not suitable for any other purpose other than for the purpose of preparation of Restated Consolidated Financial Information.

These Restated Consolidated Financial Information were approved in accordance with a resolution of the Board of Directors on October XX, 2024.

All amounts disclosed in Restated Consolidated Financial Information are reported in nearest millions of Indian Rupees and are been rounded off to the nearest millions, except per share data and unless stated otherwise.

Basis of measurement

The Restated Consolidated Financial Information have been prepared on a historical cost convention on accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS:

i) Certain financial assets and liabilities measured at fair value (refer accounting policy on financial instruments)

ii) Net Defined Benefit obligations

Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- ► Expected to be realised or intended to be sold or consumed in normal operating cycle
- ► Held primarily for the purpose of trading
- ► Expected to be realised within twelve months after the reporting period, or
- ► Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period All other assets are classified as non-current.

A liability is current when:

- ► It is expected to be settled in normal operating cycle
- ► It is held primarily for the purpose of trading
- ► It is due to be settled within twelve months after the reporting period, or
- ► There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

Going Concern

The Group has prepared the Restated Consolidated Financial Information on the basis that it will continue to operate as a going concern.

Basis of preparation of Restated Consolidated Financial Information (cont'd)

Use of estimates

The preparation of Restated Consolidated Financial Information in conformity with Ind AS requires the Management to make estimate and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date.

The estimates and assumptions used in the Restated Consolidated Financial Information are based upon the Management's evaluation of the relevant facts and circumstances as at the date of the Restated Consolidated Financial Information. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates, if any, are recognized in the year in which the estimates are revised and in any future years affected. Refer Note 3 for details on estimates and judgments.

Basis of consolidation

The Restated Consolidated Financial Information comprise the financial statements of the Company and its subsidiaries as at June 30, 2024 March 31, 2024, March 31, 2023 and March 31, 2022.

Where the Group has control over an investee, it is classified as a subsidiary. The Group controls an investee if all three of the following elements are present:

(i) power over the investee,

(ii) exposure to variable returns from the investee, and

(iii) the ability of the investor to use its power to affect those variable returns.

Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

Restated Consolidated Financial Information are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the Restated Consolidated Financial Information for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the Restated Consolidated Financial Information to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Holding company, i.e., period ended June 30 and year ended on March 31.

Consolidation procedure:

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the Restated Consolidated Financial Information at the acquisition date.

(b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill

(c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the Restated Consolidated Financial Information.

(d) Profit or loss and each component of other comprehensive income ("OCI") are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-Group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

(e) The interest of non-controlling shareholders is initially measured either at fair value or at the non-controlling interests' proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity of subsidiaries.

(f) Profit or loss and each component of other comprehensive income are attributed to the owners of the Group and to the noncontrolling interests. Total comprehensive income of the subsidiaries is attributed to the owners of the Company and to the noncontrolling interests even if this results in the non-controlling interests having a deficit balance.

Sl. No.	Name of the entity	Country of incorporation/ establishment	Relationship	% ownership held either directly or through subsidiaries			
				As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
1	Asian Institute of Immunology and Rheumatology LLP	India	Subsidiary	60.00%	60.00 %	*	*
2	Suraksha Radiology Private Limited	India	Subsidiary	74.00%	74.00 %	*	*
3	Suraksha Speciality LLP	India	Subsidiary	99.99%	99.99 %	99.99 %	99.99 %
4	Suraksha Salvia LLP (Investment by Suraksha Speciality LLP)	India	Step down subsidiary	60.00%	60.00 %	60.00 %	60.00 %

* newly incorporated/ established during the year ended March 31, 2024

Summary of material accounting policies

Property, plant, and equipment

Property, plant and equipment, are stated at historical cost of acquisition or construction less accumulated depreciation and impairment losses, if any. The cost of property, plant and equipment comprises its purchase price net of any discounts and rebates, any import duties and other taxes (other than those subsequently recovered from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance of revenue nature are charged to Statement of Profit and Loss during the reporting year in which they are incurred.

Property, plant and equipment are tested for impairment whenever events or changes in circumstances indicate that an asset may be impaired. If an impairment loss is determined, the remaining useful life of the asset is also subject to adjustment. If the reasons for previously recognised impairment losses no longer exists, such impairment losses are reversed and recognised in income. Such reversal shall not cause the carrying amount to exceed the amount that would have resulted had no impairment taken place during the preceding periods.

Property, plant and equipment not ready for the intended use on the date of Balance Sheet are disclosed as "Capital work-in-progress". Such items are classified to the appropriate category of Property, plant and equipment when completed and ready for intended use. Advances given towards acquisition/construction of Property, plant and equipment outstanding at each Balance Sheet date are disclosed as Capital Advances under "Other non-current assets".

On transition to Ind AS, the Group has elected to continue with the carrying value of all of its property, plant and equipment recognized as at April 1, 2022 measured as per the Indian GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Depreciation method, estimated useful lives and residual value

Depreciation is provided for property, plant and equipment on a straight-line basis so as to expense the cost less residual value over their estimated useful lives as prescribed in Schedule II of the Companies Act, 2013. The estimated useful lives and residual values are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis.

Assets purchased during the year costing Rs. 5,000 or less are depreciated at the rate of 100%. Depreciation on sale/disposal of property plant and equipment is provided up to the date preceding the date of sale/disposal as the case may be. Gains and losses on disposals are determined by comparing the sale proceeds with carrying amount and accordingly recorded in the Statement of Profit and Loss during the reporting year in which they are sold/disposed.

The estimated useful lives are as mentioned below:

Asset Type	**Useful life**
Building	60 years
Plant and Equipments	5-15 years
Office Equipment	5 years
Furniture and Fixtures	10 years
Laboratory Equipments	13 years
Leasehold Improvements **	NA
Computers	3-6 years
Vehicles	8 years

**Leasehold improvements are amortised over the period of the lease.

Summary of material accounting policies (cont'd)

Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. The useful lives of all the intangible assets of the Group are assessed as finite.

Particulars	**Useful life**
Computer Software	5 years

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another assets.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

Leases

Identifying leases

The Group assesses at contract inception whether a contract is or contains a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Lease contracts entered by the Group majorly pertains for premises and equipments taken on lease to conduct its business in the ordinary course.

Group as a lessee

On April 1, 2022, the Group had adopted Ind AS 116 "Leases" using the modified retrospective approach by applying the standard to all leases existing at the date of initial application. The Group also elected to use the recognition exemption for lease contracts that, at the commencement date, have a lease term of twelve months or less and do not contain a purchase option ("short-term leases") and lease contracts for which the underlying asset is of low value other than land. ("low value assets"). The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section 2.2(d) "Impairment of non-financial assets".

Lease Liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Impairment of non financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Group extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the Group operates, or for the market in which the asset is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss.

Inventories

Inventories comprises of reagents, chemicals, surgical and laboratory supplies and stores are initially recognized at cost, and subsequently at the lower of cost and net realizable value. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in first out method (FIFO) basis.

Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less, and – for the purpose of the statement of cash flows - bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the restated consolidated balance sheet.

Share Capital

Financial instruments issued by the Group are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Group's ordinary shares are classified as equity instruments.

Summary of material accounting policies (cont'd)

Financial assets

Initial recognition and measurement

At initial recognition, financial asset is measured at its fair value plus the transaction cost directly attributable to the acquisition of the financial asset in the case of a financial asset measured not at fair value through profit or loss. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

a) at amortized cost; or

b) at fair value through other comprehensive income; or

c) at fair value through profit or loss.

The classification depends on the entity’s business model for managing the financial assets and the contractual terms of the cash flows.

The Group does not hold any Financial assets classified at fair value through other comprehensive income; or at fair value through profit or loss. Accordingly, the Group holds only financial assets measured at amortised cost , therefore accounting policy of financial assets classified at amortised cost stated below:

Amortized cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in finance income using the effective interest rate method (EIR).

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the Statement of Profit and Loss.

Impairment of financial assets

In accordance with Ind AS 109 “Financial Instruments”, the Group applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Trade receivables:

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables resulting from transactions within the scope of Ind AS 115 “Revenue from Contracts with Customers”. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

b) Other financial assets:

For recognition of impairment loss on financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent years, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12 month ECL.

Lifetime ECL is the expected credit loss resulting from all possible default events over the expected life of a financial instrument. The 12 month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after year end.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all cash flows that the entity expects to receive (i.e. all shortfalls), discounted at the original effective interest rate (EIR). When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including prepayment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

ECL impairment loss allowance (or reversal) recognized during the year is recognized as income/expense in the Statement of Profit and Loss. For financial assets measured at amortised cost, ECL is presented as an allowance, i.e. as an integral part of the measurement of those assets in the Balance Sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

Derecognition of financial assets

A financial asset is derecognised only when:

a) the contractual rights to receive cash flows from the financial asset is transferred or expired.

b) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the received cash flows in full without material delay to one or more recipients.

Where the financial asset is transferred then in that case financial asset is derecognised only if substantially all risks and rewards of ownership of the financial asset is transferred. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the financial asset is neither transferred, nor the entity retains substantially all risks and rewards of ownership of the financial asset, then in that case financial asset is derecognized only if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

On derecognition of a financial asset, the difference between the carrying amount and the consideration received is recognised in the Restated Consolidated Statement of Profit and Loss.

Financial liabilities and equity instruments

Classification as debt or equity

An instruments issued by a Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in Restated Consolidated Statement of Profit and Loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Dividend paid on equity instruments are directly reduced from equity.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or at amortized cost, as appropriate.

All financial liabilities being loans, borrowings and payables are recognised net of directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at amortised cost

Financial liabilities at fair value through profit or loss

The Group does not owe any financial liability which is either classified or designated at fair value though profit or loss. Accordingly, the Group holds only financial liabilities designated at amortised cost , therefore accounting policy of financial liabilities classified at amortised cost stated below:

Financial liabilities at amortised cost

All the financial liabilities of the Group are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the Restated Consolidated Statement of Profit and Loss when the liabilities are derecognised as well as through the EIR amortization process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the Restated Consolidated Statement of Profit and Loss.

Summary of material accounting policies (cont'd)

Financial liabilities (cont'd)

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Restated Consolidated Statement of Profit and Loss as finance costs.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the assets and settle liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

Financial instruments issued by the Group are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Group's ordinary shares are classified as equity instruments.

Fair value measurement

A number of assets and liabilities included in the Group’s financial statements require measurement at, and/or disclosure of, fair value.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- ► In the principal market for the asset or liability, or
- ► In the absence of a principal market, in the most advantageous market for the asset or liability accessible to the Group

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Restated Consolidated Financial Information are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- ► Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- ► Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- ► Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

Provisions, Contingent liabilities and Contingent Assets

Provisions are recognised only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that probability will not require an outflow of resources or where a reliable estimate of the obligation cannot be made. Contingent assets are neither recorded nor disclosed in the Restated Consolidated Financial Information.

Revenue from contract with customers

The Group's revenue is primarily generated from the business of diagnostic services comprises of amount billed (net of discounts) in respect of tests conducted. The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and when the underlying tests are conducted, samples are processed and test report is generated for requisitioned diagnostic tests.

Revenue is measured based on the consideration specified in a contract with a customer. Revenue is recognised at a point in time when the Group satisfies performance obligations by transferring the promised services to its customers. Generally, each test represents a separate performance obligation for which revenue is recognised when the test report is generated i.e. when the performance obligation is satisfied.

Revenue towards satisfaction of performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of services rendered is net of variable consideration on account of discounts and schemes offered to the customers by the Group.

For allocating the transaction price, the Group has measured the revenue in respect of each performance obligation of a contract at its relative consolidated selling price net of discounts. The price that is regularly charged for a test when registered separately is the best evidence of its consolidated selling price.

A contract liability is the obligation to transfer services to a customer for which the Group has received consideration from the customer. If a customer pays consideration before the Group transfer services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Group performs under the contract. Invoicing in excess of revenues are classified as contract liabilities.

Cost of obtaining the contract - Practical exemptions

The Group expenses the incremental costs of obtaining a contract since the amortisation period of the asset is one year or less.

Other Income

Interest Income from Bank Deposits

Interest income is accrued on a time proportion basis by reference to the principal outstanding and the effective interest rate.

Other items of income are accounted as and when the right to receive arises and it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably.

Earning per Share

Basic earnings per share (EPS) is calculated by dividing the net profit or loss attributable to equity holders of the Group (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period.

The weighted average number of shares classified as equity in nature outstanding is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders of the Group and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Employee benefits

Short-term employee benefits

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the year in which the employees render the related service are recognized in respect of employees' services up to the end of the year and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Other long-term employee benefit obligations

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

Defined contribution plans

A defined contribution plan is a post-employment benefit plan where the Group's legal or constructive obligation is limited to the amount that it contributes to a separate legal entity. The Group makes specified monthly contributions towards Government administered provident fund scheme and Employees' State Insurance ('ESI') scheme. Obligations for contributions to defined contribution plans are expensed as an employee benefits expense in statement of profit and loss in the period in which the related services are rendered by employees.

Summary of material accounting policies (cont'd)

Employee benefits (cont'd)

Defined Benefit Plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefits that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets. The defined benefit obligation is calculated annually by a qualified actuary using the projected unit credit method.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in OCI. They are included in retained earnings in the statement of changes in equity and in the balance sheet. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate determined by reference to market yields at the end of the reporting period on government bonds. This rate is applied on the net defined benefit liability (asset), both as determined at the start of the annual reporting period, taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Compensated Absences

Accumulated compensated absences are unused leaves which can be encashed only on discontinuation of service by employee. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end. The liabilities of earned leaves which are not expected to be settled within 12 months after the end of the year in which the employee render the related service, are measured at the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit cost method based on actuarial valuations. Actuarial gains/ losses are recognized in Restated Consolidated Statement of Profit and Loss.

Taxes

Income-tax expenses comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

Current Income Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted at the reporting date.

Tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred Income Tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is not recognised for temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Group recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised. Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Borrowing Costs

Borrowing costs comprise interest cost on borrowings, lease liabilities and amortization of initial costs incurred in connection with the arrangement of borrowings. Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that takes a substantial period of time to get ready for its intended use are capitalized. All other borrowing costs are recognised as expenditure in the period in which they are incurred.

Segment Reporting

The Group identifies segment basis of the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are regularly reviewed by the CODM ('chief operating decision maker'). The accounting policies adopted for segment reporting are in line with the accounting policies of the Group. The business of the Group falls within a single line of business i.e. business of diagnostic services. All other activities of the Group revolve around its main business. Hence no separate reportable primary segment.

Critical accounting Judgments, estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the year end date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the Restated Consolidated Financial Information were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Useful lives of property, plant and equipment and intangible assets

As described in the material accounting policies, the Group reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period. Useful lives of intangible assets is determined on the basis of estimated benefits to be derived from use of such intangible assets. These reassessments may result in change in the depreciation /amortization expense in future periods.

Actuarial Valuation

The determination of Group's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognised in the Statement of Profit and Loss and in Other Comprehensive Income. Such valuation depend upon assumptions determined after taking into account discount rate, salary growth rate, expected rate of return, mortality and attrition rate. Information about such valuation is provided in notes to the Restated Consolidated Financial Information.

Impairment of non-financial assets

In assessing impairment, management estimates the recoverable amount of each asset or cash-generating units based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

Contingencies

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/ claim/ litigation against Group as it is not possible to predict the outcome of pending matters with accuracy.

Critical accounting Judgments, estimates and assumptions (cont'd)

Provisions

Provisions are recognised in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgement to existing facts and circumstances which may be subject to change. The litigations and claims to which the Group is exposed are assessed by management and in certain cases with the support of external specialised lawyers.

Income taxes

Management judgment is required for the calculation of provision for income taxes and deferred tax assets and liabilities. The Group reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the Restated Consolidated Financial Information.

Leases

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgement. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Group determines the lease term as the non cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

Changes in accounting policy and disclosures

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated March 31 2023 to amend the following Ind AS which are effective for annual periods beginning on or after April 1 2023. The Group has applied these amendments for the first-time in these Restated Consolidated Financial Information.

Disclosure of Accounting Policies - Amendment to Ind AS 1 Presentation of financial statements

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments have had an impact on the disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Restated Consolidated Financial Information.

Definition of Accounting Estimates – Amendments to Ind AS 8 Accounting policies, changes in accounting estimates and errors

The amendment to Ind AS 8, which added the definition of accounting estimates, clarifies that the effects of a change in an input or measurement technique are changes in accounting estimates, unless resulting from the correction of prior period errors. These amendments clarify how entities make the distinction between changes in accounting estimate, changes in accounting policy and prior period errors. The distinction is important, because changes in accounting estimates are applied prospectively to future transactions and other future events, but changes in accounting policies are generally applied retrospectively to past transactions and other past events as well as the current period.

The amendments are not expected to have a material impact on these Restated Consolidated Financial Information.

Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to Ind AS 12 Income taxes

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases. The Group previously recognised for deferred tax on leases on a net basis. As a result of these amendments, the Group has recognised a separate deferred tax asset in relation to its lease liabilities and a deferred tax liability in relation to its right-of-use assets. Since, these balances qualify for offset as per the requirements of paragraph 74 of Ind AS 12, there is no impact in the balance sheet. There was also no impact on the opening retained earnings as at April 1, 2022.

Recent pronouncements

The Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the three months period ended 30 June 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Group.

First-time adoption of Ind AS

First time adoption

For periods up to and including the year ended March 31, 2023, the Group has prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Previous-GAAP or Indian-GAAP)

The consolidated financial statements, for the year ended March 31, 2024, were the first statutory financial statements of the Group prepared in accordance with Ind AS. In preparing the first Ind AS financial statements, the Group's Ind AS opening balance sheet was prepared as at April 01, 2022, the Group's Statutory date of transition to Ind AS.

The Special Purpose Consolidated Financial Statements as at and for the year ended March 31, 2023 and March

31, 2022 have been prepared after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) consistent with that used at the date of transition to Ind AS (April 01, 2022) and as per the presentation, accounting policies and grouping/classifications including revised Schedule III disclosure followed as at and for the year ended March 31, 2024 pursuant to the SEBI communication.

This note below explains exemptions availed by the Group in restating its Previous GAAP Consolidated Financial Statements and the GAAP adjustments which includes:

a) Reconciliation of Equity and Total Comprehensive Income and Cash flows for the year ended March 31, 2023 with the Audited Indian GAAP consolidated financial statements of year ended March 31, 2023 as presented in the Statutory Ind AS consolidated financial statements for year ended March 31, 2024.

b) Reconciliation of Equity and Total Comprehensive Income and Cash flows of Special Purpose Consolidated Financial Statements for year ended March 31, 2022 with the Audited Indian GAAP consolidated financial statements for the year ended March 31, 2022.

c) Reconciliation of Equity for April 01, 2021 (Opening balance sheet date for Special Purpose Consolidated Financial Statements) with the Indian GAAP Audited Consolidated Financial Statements for the year ended March 31, 2021.

Exemptions availed on first time adoption of Ind AS

Ind AS 101, First-time Adoption of Indian Accounting Standards, allows first-time adopters certain exemptions and certain optional exceptions from the retrospective application of certain requirements under Ind AS. The Group has accordingly applied the following exemptions.

Optional

Deemed Cost of property plant and equipment and intangible assets

Ind AS 101 permits a first time adopter to elect to continue with the carrying value for all its property, plant and equipment as recognised in the consolidated financial statement as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets. Accordingly, the Group has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.

Mandatory Exceptions on first-time adoption of Ind AS

Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with Indian GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at April 1, 2022 are consistent with the estimates as at the same date made in conformity with Indian GAAP. The Group made estimates for following items in accordance with Ind AS at the date of transition as these were not required under Indian GAAP:

(i) Impairment of financial assets based on expected credit loss model.

(ii) FVTPL – debt securities

(iii) Effective interest rate used in calculation of security deposit.

Derecognition of financial assets and financial liabilities

Ind AS 101 requires a first time adopter to apply the derecognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. Accordingly, the Group has applied the derecognition requirement for financial assets and financial liabilities in Ind AS 109 prospectively for transactions occurring on or after date of transition to Ind AS.

Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of facts and circumstances that exist on the date of transition to Ind AS. Accordingly, the Group has applied the above requirement prospectively.

Key Components of our Consolidated Statement of Profit and Loss

The following descriptions set forth information with respect to the key components of our consolidated statement of profit and loss.

Income

Income consists of revenue from operations and other income.

Revenue from operations. Revenue from operations comprises revenue from sale of services. For details of our services, please see "*Our Business – Our Diagnostic Services*" on page 236.

Set forth below is a breakdown of our revenue from operations based on our client categories for the Financial Years 2024, 2023 and 2022.

Particulars	**Three months ended June 30, 2024**		**Financial Year**					
			2024		**2023**		**2022**	
	(₹ in millions)	***% of Revenue from Operations***	***(₹ in millions)***	***% of Revenue from Operations***	***(₹ in millions)***	***% of Revenue from Operations***	***(₹ in millions)***	***% of Revenue from Operations***
Revenue from operations	607.32	100.00%	2,187.09	100.00%	1,901.34	100.00%	2,231.93	100.00%

The sale of diagnostic services includes the revenue from the covid tests and its vaccination for an amount of ₹0.21 million, ₹3.94 million, ₹35.46 million and ₹737.87 million for the three months ended June 30, 2024 and Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, respectively.

Other income. The key components of our other income are (i) interest income on bank deposits; (ii) net gain on sale of current investment; (iii) income tax refund; (iv) unwinding of discount on security deposits; (v) liabilities/provisions no longer required written back; and (vi) miscellaneous other income.

Expenses

Expenses consist of cost of material consumed, employee benefits expense, finance costs, depreciation and amortization expense and other expenses.

Cost of material consumed: Cost of material consumed primarily comprises of inventory at the beginning of the year, purchases during the year, excluding the inventory at the end of the year.

Employee benefit expenses: Employee benefit expenses include salaries, wages and bonus (including director's remuneration), contribution to provident fund and other funds, staff welfare expenses and post employee benefit plans.

Finance cost: Finance cost includes interest expense on term loan, working capital loan, overdraft facility and lease liabilities.

Depreciation and amortization expense: Depreciation and amortization expense includes depreciation of property, plant and equipment, depreciation on right of use ("**ROU**") asset, and amortization of intangibles.

Other expenses. Other expenses primarily comprise advertisement costs, rent expense, bank charges, power and fuel, rates and taxes, professional fees paid to doctors, repairs and maintenance of plant and machinery and others, printing, stationary, postage and courier charges, insurance, information technology expense, legal and professional fees, loss on sale or disposal of property, membership and subscription expenses, officer and administrative expenses, security and housekeeping expenses, expense in relation to acquisition and valuations, payment to auditors, provision for credit allowances, bad debts written off, rent on medical equipment, commission to collection centres/channel partners, sample testing and collection charges, travel and conveyance, communication costs, corporate social responsibility expenditure and other miscellaneous expenses.

Tax Expense

Tax expense consists of current tax, tax pertaining to earlier years and deferred tax.

Our Results of Operations

The following tables set forth select financial data from our restated consolidated statement of profit and loss for the three months ended June 30, 2024 and Financial Years 2024, 2023, and 2022, the components of which are also expressed as a percentage of total income for such periods:

(₹ in millions)

Particulars	**Three months period ended June 30, 2024**	**Financial Year**					
		2024		**2023**		**2022**	
		(₹ in millions)	***% of Total Income***	***(₹ in millions)***	***% of Total Income***	***(₹ in millions)***	***% of Total Income***
Income							
Revenue from operations	607.32	2,187.09	98.40%	1,901.34	98.17%	2,231.93	98.86%
Other income	11.17	35.51	1.60%	35.53	1.83%	25.75	1.14%
Total income	**618.49**	**2,222.60**	**100.00%**	**1,936.87**	**100.00%**	**2,257.68**	**100.00%**
Expenses							
Cost of materials consumed	66.37	272.51	12.26%	274.04	14.15%	604.05	26.76%
Employee benefits expense	103.79	400.67	18.03%	398.19	20.56%	342.29	15.16%
Finance costs	22.15	87.88	3.95%	90.60	4.68%	88.46	3.92%
Depreciation and amortisation expense	89.92	325.98	14.67%	316.71	16.35%	283.95	12.58%
Other expenses	231.12	813.24	36.59%	789.85	40.78%	658.81	29.18%
Total expenses	**513.35**	**1900.28**	**85.50%**	**1869.39**	**96.52%**	**1977.56**	**87.60%**
Profit before tax and exceptional items	**105.14**	**322.32**	**14.50%**	**67.48**	**3.48%**	**280.12**	**12.40%**
Exceptional items	**-**	**7.79**	**0.35%**	**-**	**-**	**-**	**-**
Profit before Tax	**105.14**	**314.53**	**14.15%**	**67.48**	**3.48%**	**280.12**	**12.40%**
Tax Expense							
Current tax expense	30.92	94.70	4.26%	35.38	1.83%	92.25	4.09%
Tax pertaining to earlier years	-	-	-	3.72	0.19%	-	-
Deferred tax credit	(2.45)	(11.44)	(0.51)%	(32.27)	(1.67)%	(20.37)	(0.90)%
Total tax expense	**28.47**	**83.26**	**3.75%**	**6.83**	**0.35%**	**71.88**	**3.18%**
Profit for the year	**76.67**	**231.27**	**10.40%**	**60.65**	**3.13%**	**208.24**	**9.22%**

For the period ended June 30, 2024

Total Income

Our total income for the three months period ended June 30, 2024, was ₹618.49 million, comprising revenue from operations of ₹607.32 million and other income of ₹ 11.17 million.

- *Revenue from Operations*

Our revenue from operations for the three months period ended June 30, 2024, was ₹607.32 million, being

98.19% of our total income for the same period, and comprised of sale of diagnostic services of ₹607.32 million.

- *Other Income*

  Our other income for the three months period ended June 30, 2024, was ₹11.17 million, being 1.81% of our total income for the same period, and comprised of interest income on bank deposits of ₹ 8.45 million, income tax refund of ₹0.20 million, unwinding of discount on security deposits of ₹ 0.80 million, liabilities/provisions no longer required which were written back of ₹1.62 million and miscellaneous other income on ₹0.10 million.

Total Expenses

Our total expenses for the three months period ended June 30, 2024, were ₹513.35 million, being 83.00% of our total income for the same period, and comprising of cost of materials consumed amounting to ₹66.37 million, employee benefits expense of ₹103.79 million, finance costs amounting to ₹22.15 million, depreciation and amortisation expenses amounting to ₹89.92 million and other expenses amounting to ₹231.12 million.

- *Cost of materials consumed*

  For the three months period ended June 30, 2024, our cost of materials consumed was ₹66.37 million, being 10.73% of our total income for the same period.

- *Employee benefits expense*

  For the three months period ended June 30, 2024, our employee benefits expense was ₹103.79 million, being 16.78% of our total income for the same period, comprising of salaries and wages of ₹95.48 million, contribution provident, gratuity and other funds of ₹5.78 million, post employment benefit plan of ₹1.22 million and staff welfare expenses of ₹1.31 million.

- *Finance cost*

  For the three months period ended June 30, 2024, our finance cost was ₹22.15 million, being 3.58% of our total income for the same period, comprising of interest on term loan of ₹1.57 million, interest on working capital facilities of ₹0.62 million interest expense on overdraft facility of ₹0.03 million and lease liabilities of ₹19.93 million.

- *Depreciation and amortisation expense*

  For the three months period ended June 30, 2024, our depreciation and amortisation expense was ₹89.92 million, being 14.54% of our total income for the same period, comprising of depreciation on property, plant and equipment of ₹47.34 million, amortisation of right of use assets of ₹41.78 million and amoritisation of intangibles of ₹0.80 million.

- *Other expenses*

  For the three months period ended June 30, 2024, our other expenses were ₹231.12 million, being 37.37% of our total income for the same period, comprising primarily of professional fees paid to doctors amounting to ₹ 103.49 million and power and fuel amounting to ₹20.81 million.

Profit before tax

For the three months period ended June 30, 2024, our profit before tax was ₹105.14 million, being 17.00% of our total income for the same period.

Profit after tax

For the three months period ended June 30, 2024, our profit after tax was ₹ 76.67 million, being 12.40% of our total income for the same period, and having considered current tax of ₹30.92 million and deferred tax credit of ₹2.45 million.

Financial Year 2024 compared to Financial Year 2023

Total income. Total income increased by 14.75% to ₹2,222.60 million for the Financial Year 2024 from ₹1,936.87 million for the Financial Year 2023 due to increases in revenue from operations.

Revenue from operations. Revenue from operations increased by 15.03% to ₹2,187.09 million for the Financial Year 2024 from ₹1,901.34 million for the Financial Year 2023 primarily due to growth in increase in revenue from customers on account of increase in the number of customer touch points from 174 as of March 31, 2023, to 194 as of March 31, 2024, and increase in the number of tests performed from 5.27 million in Financial Year 2023 to 6.19 million in Financial Year 2024.

Other income. Other income decreased by 0.06% to ₹35.51 million for the Financial Year 2024 from ₹35.53 million for the Financial Year 2023 primarily due to decrease in (i) unwinding of discount on security deposit to ₹2.97 million from ₹3.24 million; (ii) liabilities/provisions no longer required to be written back to nil from ₹5.91 million; and (iii) miscellaneous other income to ₹0.33 million from ₹1.01 million.

Total expenses. Total expenses increased by 1.65% to ₹1900.28 million for the Financial Year 2024 from ₹1869.39 million for the Financial Year 2023 primarily due to increases in depreciation and amortization expense and other expenses.

Cost of material consumed. Cost of material consumed decreased by 0.56% to ₹272.51 million for the Financial Year 2024 from ₹274.04 million for the Financial year 2023. The cost of material consumed as a percentage of the revenue from operations decreased from 14.41% in Financial Year 2023 to 12.46% in Financial Year 2024.

Employee benefit expenses. Employee benefit expenses increased by 0.62% to ₹400.67 million for the Financial Year 2024 from ₹398.19 million for the Financial Year 2023 due to increase in (i) salaries, wages and bonus ₹366.42 million for the Financial year 2024 from ₹365.99 million for the Financial year 2023; (ii) contribution to provident fund and other funds to ₹22.42 million for the Financial year 2024 from ₹21.85 million for the Financial year 2023; (iii) staff welfare expenses to ₹7.07 million for the Financial year 2024 from ₹5.62 million for the Financial year 2023; and (iv) post employment benefit plan expense to ₹4.76 million for the Financial year 2024 from ₹4.73 million for the Financial year 2023. The increase was primarily on account of increase in employee head count for new centers and the increase in cost of employment.

Finance costs. Finance costs decreased by 3.00% to ₹87.88 million for the Financial Year 2024 from ₹90.60 million for the Financial Year 2023 primarily due to a decrease in interest expense (i) on term loans to ₹8.19 million from ₹11.80 million; (ii) working capital loan to ₹0.62 million from ₹1.05 million; and (iii) overdraft facility to ₹0.03 million from ₹0.05 million, in each case on account of partial voluntary repayment of the borrowings. These were partially offset by an increase in lease liabilities to ₹79.04 million from ₹77.70 million on account of new leases entered into during the Financial Year 2024.

Depreciation and amortization expense. Depreciation and amortization expense increased by 2.93% to ₹325.98 million for the Financial Year 2024 from ₹316.71 million for the Financial Year 2023 due to increases in (i) depreciation on property, plant and equipment to ₹159.00 million from ₹152.53 million on account of new machinery purchased for our new centers ; (ii) depreciation on ROU to ₹162.96 million from ₹160.53 million on account of addition of lease liabilities on account of addition of new centers; and (iii) amortisation on other intangibles to ₹4.02 million from ₹3.65 million

Other expenses. Other expenses increased by 2.96% to ₹813.24 million for the Financial Year 2024 from ₹789.85 million for the Financial Year 2023 primarily due to increases in (i) professional fees paid to doctors to ₹314.24 million from ₹277.32 million due an increase in revenue from operations reflecting increase in services availed from doctors; (ii) commission to collection centres/channel partners to ₹31.99 million from ₹19.00 million on account of increase in revenue from operations and the addition of 19 franchised collection centers during the Financial Year 2024 (iii) membership and subscription expenses to ₹11.60 million from ₹7.77 million primarily on account of increase in the fees required to be paid for the College of American Pathologists accreditation process (iv) bank charges to ₹8.17 million from ₹5.00 million primarily on account of increased charges incurred on account of increase in revenue from operations from ₹1,901.34 million to ₹2,187.09 million and increase in usage of payment modes such as credit and debit cards by customers; (v) power and fuel to ₹69.07 million from ₹67.42 million on account of addition of 5 centres during the Financial Year 2024, and (vi) printing, stationary, postage and courier charges to ₹3.56 million from ₹2.12 million. These increases were partially offset by decreases primarily in (i) rent expenses to ₹17.41 million from ₹36.05 million due to the Group electing to use recognition exemption for short-term leases on April 1, 2022, and completion of the lease for one of our centers; (ii) advertising expenses to ₹34.01 million from ₹44.40 million since the expenses incurred during the Financial Year 2023 include certain one-time expenses on account of the 15th anniversary of our Company; and (iii) repairs and maintenance of plant and machinery to ₹72.62 million from ₹82.42 million, based on actuals incurred on maintenance and the warranties available on newly purchases equipment which did not require costs towards maintenance and maintenance contracts.

Tax expenses. Total tax expenses increased to ₹83.26 million for the Financial Year 2024 from ₹6.83 million for the Financial Year 2023. For the Financial Year 2024, we had a current tax expense of ₹94.70 million, tax pertaining to earlier years of nil and a deferred tax credit of ₹11.44 million. For the Financial Year 2023, we had a current tax expense of ₹35.38 million, tax pertaining to earlier years of ₹3.72 million and a deferred tax credit of ₹32.27 million. The increase in total tax expenses was primarily on account of increase in the restated profit before tax from ₹67.48 million to ₹314.53 million. Our net effective tax rate for Financial Years 2024 and 2023 each was 25.17%.

Profit for the year. As a result of the foregoing, our restated profit for the year increased by 281.32% to ₹231.27 million for the Financial Year 2024 from ₹60.65 million for the Financial Year 2023. The restated profit of the year for the Financial Year 2024 also took into account exceptional items of ₹7.79 million, incurred on account of write off of the written down value of certain capital goods purchased from a vendor, amounting to ₹7.79 millions, from whom the Company has initiated the process of recovery of GST determined to be incorrectly charged based on an investigation report by an independent chartered accountant and which remained unrecovered as at March 31, 2024.

Financial Year 2023 compared to Financial Year 2022

Compared to Financial Year 2023, Financial Year 2022 was exceptional on account of the impact of the COVID-19 pandemic. The revenue from operations of ₹1,901.34 million and ₹2,231.93 million for the Financial Years 2023 and 2022 included revenue from the COVID tests and its vaccinations for an amount of ₹35.46 million and ₹737.87 million respectively.

Total income. Total income decreased by 14.21% to ₹1,936.87 million for the Financial Year 2023 from ₹2,257.68 million for the Financial Year 2022 due to decrease in revenue from operations.

Revenue from operations. Revenue from operations decreased by 14.81% to ₹1,901.34 million for the Financial Year 2023 from ₹2,231.93 million for the Financial Year 2022 primarily due to decrease in revenue from customer on account of reduction in the number of Covid-19 tests and Covid-19 vaccinations. As mentioned above, Financial Year 2022 was exceptional on account of the impact of the COVID-19 pandemic. However, on a non-exceptional basis excluding revenue from the COVID tests and its vaccinations, the revenue from operations increased by 24.89% from ₹1,494.06 million in Financial Year 2022 to ₹1,865.88 million in Financial Year 2023.

Other income. Other income increased by 37.98% to ₹35.53 million for the Financial Year 2023 from ₹25.75 million for the Financial Year 2022 primarily due to increase in (i) interest income on bank deposits to ₹25.37 million from ₹17.17 million; (ii) unwinding of discount on security deposits to ₹3.24 million from ₹2.71 million (iii) liabilities/provisions no longer required to be written back to ₹5.91 million from ₹3.71 million; and (iv) miscellaneous other income to ₹1.01 million from ₹0.30 million.

Total expenses. Total expenses decreased by 5.47% to ₹1,869.39 million for the Financial Year 2023 from ₹1,977.56 million for the Financial Year 2022 primarily due to decrease in cost of materials consumed.

Cost of material consumed. Cost of material consumed decreased by 54.63% to ₹274.04 million for the Financial Year 2023 from ₹604.05 million for the Financial year 2022 primarily on account of COVID-19 related testing materials and vaccines required during Financial Year 2022.

Employee benefit expenses. Employee benefit expenses increased by 16.33% to ₹398.19 million for the Financial

Year 2023 from ₹342.29 million for the Financial Year 2022 due to increase in (i) salaries, wages and bonus to ₹365.99 million for the Financial year 2023 from ₹315.42 million for the Financial year 2022; (ii) contribution to provident fund and other funds to ₹21.85 million for the Financial year 2023 from ₹18.81 million for the Financial year 2022; (iii) staff welfare expenses to ₹5.62 million for the Financial year 2023 from ₹4.02 million for the Financial year 2022; and (iv) post employment benefit plan expense to ₹4.73 million for the Financial year 2023 from ₹4.04 million for the Financial year 2022. The increase was primarily on account of increase in the number of managerial personnel and the increase in cost of employment.

Finance costs. Finance costs increased by 2.42% to ₹90.60 million for the Financial Year 2023 from ₹88.46 million for the Financial Year 2022 primarily due to a increase in interest expense on lease liabilities to ₹77.70 million from ₹73.20 million. These were partially offset by decrease in interest expense on term loan to ₹11.80 million from ₹14.16 million on account of reduction of borrowings during Financial Year 2023.

Depreciation and amortization expense. Depreciation and amortization expense increased by 11.54% to ₹316.71 million for the Financial Year 2023 from ₹283.95 million for the Financial Year 2022 due to increases in (i) depreciation on property, plant and equipment to ₹152.53 million from ₹145.09 million on account of addition of 2 new centers during the Financial Year 2023; (ii) depreciation on ROU to ₹160.53 million from ₹133.04 million on account of increase in amortization expense to ₹17.62 million in Financial Year 2023 from ₹4.62 million in Financial Year 2022 for medical equipments and increase in amortization expense to ₹142.91 million in Financial Year 2023 from ₹128.42 million in Financial year 2022 for premises; and partially offset by decrease in amortisation on other intangibles to ₹3.65 million from ₹5.82 million primarily as a result of disposals of intangibles for an amount of ₹1.09 million in Financial Year 2023.

Other expenses. Other expenses increased by 19.89% to ₹789.85 million for the Financial Year 2023 from ₹658.81 million for the Financial Year 2022 primarily due to increases in (i) professional fees paid to doctors to ₹277.32 million from ₹209.73 million due to increase in non-covid revenue; (ii) advertising expenses to ₹44.40 million from ₹28.22 million since the expenses incurred during the Financial Year 2023 include certain one-time expenses on account of the 15th anniversary of our Company; (iii) commission to collection centres/channel partners to ₹19.00 million from ₹14.67 million on account of the addition of 12 franchised collection centers during the Financial Year 2023 (iv) rent expenses to ₹36.05 million from ₹32.23 million on account of addition of 2 centers and 6 company-owned collection centers during the Financial Year 2023; (v) power and fuel to ₹67.42 million from ₹54.81 million on account of addition of 2 centers and 6 company-owned collection centers during the Financial Year 2023, (vi) printing, stationary, postage and courier charges to ₹2.12 million from ₹1.98 million; and (vii) repairs and maintenance to ₹97.13 million from ₹96.84 million. These increases were partially offset by decreases primarily in (i) miscellaneous expenses to ₹17.18 million from ₹27.03 million primarily on account of ,decrease in medical waste and disposable charges and one time expenses related to due diligence costs in relation to possible acquisitions; (ii) sample testing and collection charges to ₹24.16 million from ₹26.34 million primarily on account of decreased collection services during COVID-19; (iii) legal and professional fees to ₹14.57 million from ₹16.98 million; (iv) membership and subscription expenses to ₹7.77 million from ₹8.38 million; (v) bank charges to ₹5.00 million from ₹5.78 million primarily on account of decrease in revenue from operations to ₹1,901.34 million from ₹2,231.93 million.

Tax expenses. Total tax expenses decreased by 90.50% to ₹6.83 million for the Financial Year 2023 from ₹71.88 million for the Financial Year 2022. For the Financial Year 2023, we had a current tax expense of ₹35.38 million, tax pertaining to earlier years of ₹3.72 million and a deferred tax credit of ₹32.27 million. For the Financial Year 2022, we had a current tax expense of ₹92.25 million, tax pertaining to earlier years of nil and a deferred tax credit of ₹20.37 million. The decrease in total tax expenses was primarily on account of decrease in the restated profit before tax to ₹67.48 million from ₹280.12 million and increased deferred tax credit for Financial Year 2023 and increase effective tax rate for Financial Year 2022. Our net effective tax rate for Financial Years 2023 and 2022 was 25.17 and 29.12% respectively.

Profit for the year. As a result of the foregoing, our restated profit for the year decreased by 70.87% to ₹60.65 million for the Financial Year 2023 from ₹208.24 million for the Financial Year 2022.

Liquidity and Capital Resources

Our primary sources of liquidity include cash generated from operating activities. As of June 30, 2024, we had cash and cash equivalents of ₹44.21 million.

Cash flows

The following table summarizes our cash flows data for the periods indicated:

(₹ in millions)

Particulars	Three month period ended June 30, 2024	For the Financial Year		
		2024	2023	2022
Net cash flows generated from operating activities *(A)*	183.52	604.84	440.96	578.23
Net cash flows (used in) investing activities *(B)*	(100.65)	(349.96)	(207.95)	(432.81)
Net cash flows used in financing activities *(C)*	(63.86)	(251.30)	(243.28)	(142.85)
Net (decrease) / increase in cash and cash equivalents *(A+B+C)*	19.01	3.58	(10.27)	2.57
Cash and cash equivalents at the beginning of the year	25.20	21.62	31.89	29.32
Cash and cash equivalents at the end of the year	44.21	25.20	21.62	31.89

Net cash flows generated from operating activities

Net cash flows generated from operating activities was ₹183.52 million for the three months ended June 30, 2024. We had an operating profit before working capital changes of ₹210.97 for the three months ended June 30 ,2024, which was primarily subject to adjustments for depreciation and amortization expense of ₹89.92 million and finance costs of ₹22.15 million. This was further adjusted for working capital changes, which primarily consisted , trade payables of ₹16.88 million, other liabilities of ₹3.01 million and provision including for payment of gratuity, taxes of ₹2.90 million, partially offset by an decrease in trade receivables of ₹7.06 million, other financial assets of ₹24.46 million, and other assets of ₹14.26 million. As a result, cash generated from operating activities for the three month period ended June 30, 2024 was ₹189.98 million before adjusting for income taxes paid (net of refunds) of ₹6.46 million.

Net cash flows generated from operating activities was ₹604.84 million for the Financial Year 2024. We had an operating profit before working capital changes of ₹727.81 million for the Financial Year 2024, which was primarily subject to adjustments for depreciation and amortization expense of ₹325.98 million and finance costs of ₹87.88 million. This was further adjusted for working capital changes, which primarily consisted in other financial assets of ₹5.29 million, other assets of ₹2.96 million, trade payables of ₹3.54 million, other liabilities of ₹5.06 million and provision including for payment of gratuity, taxes of ₹0.49 million, partially offset by an decrease in trade receivables of ₹47.29 million and inventories of ₹5.16 million. As a result, cash generated from operating activities for the Financial Year 2024 was ₹690.94 million before adjusting for income taxes paid (net of refunds) of ₹86.10 million.

Net cash flows generated from operating activities was ₹440.96 million for the Financial Year 2023. We had an operating profit before working capital changes of ₹464.60 million for the Financial Year 2023, which was primarily subject to adjustments for depreciation and amortization expense of ₹316.71 million and finance costs of ₹90.60 million. This was further adjusted for working capital changes, which primarily consisted in trade receivables of ₹24.82 million, inventories of ₹0.63 million, other assets of ₹27.40 million, trade payables of ₹4.81 million, other financial liabilities of ₹5.62 million and provision including for payment of gratuity and taxes of ₹1.70 million, partially offset by an decrease in other financial assets of ₹9.08 million and other liabilities of ₹7.61 million. As a result, cash generated from operating activities for the Financial Year 2023 was ₹512.89 million before adjusting for income taxes paid (net of refunds) of ₹71.93 million.

Net cash flows generated from operating activities was ₹578.23 million for the Financial Year 2022. We had an operating profit before working capital changes of ₹642.03 million for the Financial Year 2022, which was primarily subject to adjustments for depreciation and amortization expense of ₹283.95 million and finance costs of ₹88.45 million. This was further adjusted for working capital changes, which primarily consisted in trade payables of ₹16.51 million, other liabilities of ₹9.87 million, other financial liabilities of ₹0.24 million, partially offset by decrease in trade receivables of ₹15.71 million, provision for previous year including for gratuity, tax of ₹11.12 million, inventories of ₹17.81 million, other financial assets of ₹4.00 million and other assets of ₹13.82 million. As a result, cash generated from operating activities for the Financial Year 2022 was ₹606.19 million before adjusting for income taxes paid (net of refunds) of ₹27.96 million.

Net cash flows used in investing activities

Net cash flows used in investing activities was ₹100.65 million for the three month period ended June 30, 2024.

This was primarily due to redemption of deposits with banks of ₹183.61 million and interest received on bank deposit of ₹8.45 million, offset by purchase of property, plant and equipment and other intangible assets of ₹74.40 million, investment in deposits with banks of ₹218.31 million.

Net cash flows used in investing activities was ₹349.96 million for the Financial Year 2024. This was primarily due to redemption of deposits with banks of ₹461.06 million, interest received on bank deposit of ₹31.90 million and proceeds from sale of property, plant and equipment of ₹17.73 million, offset by purchase of property, plant and equipment and other intangible assets of ₹446.94 million, investment in deposits with banks of ₹413.71 million.

Net cash flows used in investing activities was ₹207.95 million for the Financial Year 2023. This was primarily due to redemption of deposits with banks of ₹302.25 million, interest received on bank deposit of ₹25.37 million and proceeds from sale of property, plant and equipment of ₹6.61 million, offset by purchase of property, plant and equipment and other intangible assets of ₹131.67 million, investment in deposits with banks of ₹410.51 million.

Net cash flows used in investing activities was ₹432.81 million for the Financial Year 2022. This was primarily due to sale of mutual fund investments of ₹54.12 million, interest received on bank deposit of ₹17.17 million and proceeds from sale of property, plant and equipment of ₹3.44 million, offset by purchase of property, plant and equipment and other intangible assets of ₹192.49 million, investment in deposits with banks of ₹315.05 million.

Net cash flows used in financing activities

Net cash flows used in financing activities was ₹63.86 million for the three month period ended June 30, 2024. This was primarily due to contribution from non-controlling interests of ₹1.00 million, offset by payment of lease liabilities of ₹51.79 million, repayment of borrowings of ₹10.71 million and finance cost paid of ₹2.36 million.

Net cash flows used in financing activities was ₹251.30 million for the Financial Year 2024. This was primarily due to contribution from non-controlling interests of ₹7.03 million, proceeds of borrowings of ₹5.00 million, offset by payment of lease liabilities of ₹195.55 million, repayment of borrowings of ₹58.70 million and finance cost paid of ₹9.08 million.

Net cash flows used in financing activities was ₹243.28 million for the Financial Year 2023. This was primarily due to contribution from proceeds of borrowings of ₹20.50 million, offset by payment of lease liabilities of ₹180.12 million, repayment of borrowings of ₹70.70 million and finance cost paid of ₹12.96 million.

Net cash flows used in financing activities was ₹142.85 million for the Financial Year 2022. This was primarily due to contribution from, proceeds of borrowings of ₹95.91 million, offset by payment of lease liabilities of ₹153.79 million, repayment of borrowings of ₹69.95 million and finance cost paid of ₹15.02 million.

Capital expenditures

Our historical capital expenditures have primarily related to property, plant and equipment and other intangible assets. For the three month period ended June 30, 2024 and Financial Years 2024, 2023, and 2022, our capital expenditure amounted to ₹66.48 million, ₹428.87 million, ₹136.49 million, and ₹171.63 million, respectively.

We intend to deepen our penetration and increase our customer base (i) by expanding our service network by opening additional diagnostic centres and enhancing our laboratory capacity and test menu to consolidate leading position in our core geography i.e. Kolkata and the rest of West Bengal and (ii) by augmenting and/or establishing our presence in adjacent geographies of eastern India and north-eastern India, which will require further capital expenditure. For further details, see "*Our Business – Strategies*" on page 228.

Financial indebtedness

As June 30, 2024, we had outstanding borrowings (current and non-current) amounting to ₹75.66 million, which primarily consisted of borrowings on account of term loan from banks, term loan under emergency credit line guarantee scheme and car loans. For further details related to our indebtedness, see "*Financial Indebtedness*" on page 378.

Contractual Obligations

The following table sets forth certain information relating contractual maturities of financial liabilities as of June 30, 2024. The amounts are gross and undiscounted contractual cash flows and include contractual interest payments and exclude the impact of netting agreements.

Particulars	Carrying amount	Total undiscounted contractual payments	0–12 months	1–5 years	More than 5 years
	(₹ in millions)				
Borrowings	75.66	75.66	31.12	44.54	-
Trade payables	159.19	159.19	159.19	-	-
Lease liabilities - Current and non-current	809.61	967.31	183.32	584.49	199.50
Other financial liabilities	129.72	129.72	129.72	-	-
Total	**1,174.18**	**1,331.88**	**503.35**	**629.03**	**199.50**

Contingent Liabilities, capital and Other Commitments

The contingent liabilities as at June 30, 2024 was Nil, March 31, 2024 was ₹15.00 million, March 31, 2023 was ₹685.00 million and March 31, 2022 was ₹685.00 million.

As at June 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, estimated amounts of commitments amounted to ₹87.69 million, ₹79.88 million, ₹13.78 million, and ₹5.38 million, respectively.

Off-Balance Sheet Commitments and Arrangements

We do not have any off-balance sheet arrangements, swap transactions or relationships with affiliates or other unconsolidated entities or financial partnerships that would have been established for the purpose of facilitating off-balance sheet arrangements.

Quantitative and Qualitative Analysis of Market Risks

In the course of our business, we are exposed to certain financial risks such as credit risk, liquidity and market risk.

Credit risk

Credit risk is the risk of financial loss if a customer or a counterparty to any financial instrument fails to meet its contractual obligations. Credit risk encompasses both the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. We are exposed to credit risk from our operating activities (primarily trade receivables) and from our investing activities, including deposits with banks, derivative financial instruments and security deposits.

Liquidity risk

Liquidity risk is the risk that we will encounter difficulty in meeting the obligations associated with our financial liabilities. Our approach to managing liquidity is to ensure that we have sufficient liquidity to meet our liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to our reputation.

Market risk

Market risk is the risk that changes in market prices (including foreign exchange rates) affect our income or the value of our holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

Unusual or Infrequent Events or Transactions

Except as disclosed in this Red Herring Prospectus, to our knowledge, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

Known Trends or Uncertainties

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in "—*Significant Factors Affecting our Results of Operations*" and the uncertainties described in "*Risk Factors*", on pages 349 and 36, respectively. Except as disclosed in this Red Herring Prospectus, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

Future Relationship between Cost and Revenue

Other than as described in "*Risk Factors*", "*Our Business*" and above in "– *Significant Factors Affecting our Results of Operations*" on pages 36, 220 and 349, respectively, to our knowledge, there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

New Products or Business Segments

Except as disclosed in this Red Herring Prospectus, there are no new products or business segments that have or are expected to have a material impact on our business prospects, results of operations or financial condition.

Competitive Conditions

We expect competition in our industry from existing and potential competitors to intensify. For details, please refer to the discussions of our competition in the sections "*Risk Factors*" and "*Our Business*" on pages 36 and 220, respectively, of this Red Herring Prospectus.

Seasonality

Our business is subject to a seasonality due to the outbreak of contagious diseases such as the COVID-19 pandemic. In addition, we also experience marginal seasonality during the monsoon season, as a result of a greater degree of prevalence of dengue and malarial. See also "*Risk Factors – Internal Risks – We are subject to seasonal fluctuations in operating results and cash flows, which could affect our business, results of operations and financial condition.*" on page 64.

Significant Developments Occurring after June 30, 2024

Except as disclosed below and otherwise in this Red Herring Prospectus, to our knowledge, there is no subsequent development after June 30, 2024, which materially and adversely affects, or is likely to affect, our trading or profitability, or the value of our assets, or our ability to pay our liabilities within the next twelve months.

The Company had given a guarantee and created a charge on its Land and Building, and certain items of medical equipment's which were forming part of Property, Plant and Equipment balance of Rs. 336.78 million as on March 31, 2023 and balance of Rs. 372.38 million as on March 31, 2022 in favour of a lender, against personal loans of Rs. 670.00 million that were advanced to two Wholetime Directors of the Company which is a contravention of Section 185 of the Companies Act, 2013. Therefore, during the year ended March 31, 2024, the said guarantee and the charge on the Property, Plant & Equipment of the Holding Company was released w.e.f. March 30, 2024. Further, an application under section 441 of the Act for compounding of the offence under Section 185 of the Act was filed before the Regional Director, Eastern Region, Ministry of Corporate Affairs ("MCA"), and the offence against the Company and the Wholetime directors with regard to the contravention of the provisions of Section 185 of the Act has been compounded vide final order dated July 12, 2024 passed by the MCA. The Company and the Wholetime directors have filed INC-28 with the Registrar of Companies on July 17, 2024.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at June 30, 2024, as derived from our Restated Consolidated Financial Information. This table should be read in conjunction with the sections titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Financial Information – Restated Consolidated Financial Information*" and "*Risk Factors*" beginning on pages 344, 292 and 36, respectively.

Particulars*	Pre-offer as at June 30, 2024 (in ₹ million)	As adjusted for the Offer (in ₹ million)
Total Borrowings:		
Non-current borrowings (including current maturities) **(A)**	75.66	[●]
Current borrowings **(B)**	-	[●]
Total Borrowings (C)	**75.66**	**[●]**
Total Equity: #		
Equity share capital	86.25	[●]
Instruments entirely equity in nature^	16.29	
Other equity	1,767.96	[●]
Equity attributable to the owners of the Company	**1,870.50**	**[●]**
Non-Controlling Interests	(4.33)	[●]
Total Equity (D)	**1,866.17**	[●]
Total non – current Borrowings (including current maturities) / Total Equity (A/D)	0.04	[●]
Total Borrowings / Total Equity (C/D)	0.04	[●]

**These terms shall carry the meaning as per Schedule III of the Companies Act, 2013 (as amended).*

*^Instruments entirely equity in nature' is a concept under the Indian Accounting Standards ("**Ind AS**"), provided for under the 'Guidance Note on Division II – Ind AS Schedule III to the Companies Act, 2013' issued by the Institute of Chartered Accountants of India ("Guidance Note"). The Guidance Note provides that instruments entirely equity in nature (which includes CCPS) may be presented as a separate line item on the face of the balance sheet under "Equity" after "Equity Share Capital" but before "Other Equity". The Ind AS Schedule III (i.e. Division II of Schedule III to the Companies Act, 2013) permits the additional line items to be presented when such presentation is relevant to an understanding of the company's financial position or performance.*

 # As the latest Restated Consolidated Financial Statements relate to the three months period ended on June 30, 2024, the conversion ratio of CCPS assumed in the latest Restated Consolidated Financial Statements relating to the three months period ended on June 30, 2024 is 1 CCPS into 62.5 equity shares. The same has been considered for calculation purpose. However, the 162,859 CCPS were converted to 89,55,761 equity shares on November 13, 2024 at the conversion ratio of 1 CCPS to 54.99 equity shares.

FINANCIAL INDEBTEDNESS

Our Company has entered into financing arrangements with various lenders in the ordinary course of business including borrowings. For details regarding the borrowing powers of our Board, see "*Our Management – Borrowing Powers of Board*" and "*Risk Factors*" on pages 272 and 36.

As on June 30, 2024, the total outstanding borrowings of our Company for loans availed from its lenders as per the Restated Consolidated Financial Information is ₹ 75.66 million. The details of the indebtedness of our Company and our Subsidiaries are provided in the table below:

(in ₹ million, unless otherwise specified)

Category of borrowing	Sanctioned amount as on June 30, 2024*	Outstanding amount as on June 30, 2024*
***Secured* (A)**		
Fund Based Facilities	224.68	70.73
Non-Fund Based Facilities	-	-
Vehicle loans	6.50	4.93
Total (A)	231.18	75.66
***Unsecured* (B)**		
Unsecured borrowings	-	-
Total (B)	-	-
Total (A+B)	231.18	75.66

**As certified by Manian and Rao, Chartered Accountants, pursuant to their certificate dated November 25, 2024.*

Principal terms of the borrowings availed by us:

The details provided below are indicative, and there may be additional terms, conditions and requirements under various documentation executed by our Company in relation to our indebtedness.

1. ***Tenor:*** The tenor of the term loans availed by our Company is typically between 12 months to 67 months and the tenor of working capital facilities availed by our Company is typically 12 months to 48 months.

2. ***Interest rate****:* In terms of the facilities availed by our Company, the interest rate typically comprises a base rate plus applicable margin of the specified lender. The spread varies between different facilities, ranging from 6.90% per annum to 10.05% per annum.

3. ***Pre-payment penalty****:* If our Company choose to pay some or all of the outstanding amount to the lender before its due date by serving notice to the lender, some of our loan agreements may require us to pay a pre-payment penalty between 2.00% to 4.00% of the amount paid before it is due. However, in respect of certain loans availed by us, we are restricted from pre-paying the loan without prior consent or intimation to the lender.

4. ***Security:*** In terms of the borrowings by the Company where security needs to be created, security is created by way of, among other things,

   (a) Guarantees by our Promoters, Dr. Somnath Chatterjee and Ritu Mittal.

   (b) Charge by way of Hypothecation on movable fixed assets, i.e., medical equipment.

   (c) Charge created in favor of National Credit Guarantee Trustee Company Limited (NCGTC) for providing a corporate guarantee in relation to certain of our outstanding borrowings.

   (d) Exclusive charge by way of hypothecation on three months card receivables.

   (e) Exclusive charge by way of hypothecation on each and all vehicles of the Company.

This is an indicative list and there may be additional requirements for creation of security under the various borrowing arrangements entered into by our Company.

5. ***Validity and Repayment:*** Our facilities are typically repayable on demand with an option for annual review for each of the sub-limits and there may exist certain exclusive provisions of repayment for each of the sub-limits, subject to the facility documentation for each lender.

6. ***Restrictive Covenants:*** Our financing arrangements entail various conditions and covenants restricting certain corporate actions and we are required to take prior approval of the lender before carrying out such activities, without which, it would result in an event of default under the financing arrangements. For instance, certain actions prior to which our Company is required to obtain written consent of the lenders before carrying out such activities, including, among others, for:

   (a) Permitting any transfer of the controlling interest of our Company or make any drastic change in the management set-up of our Company including resignation of Promoters, Directors or any change in the ownership or control of our Company whereby the effective beneficial ownership or control of our Company shall change.

   (b) Entering into any scheme of merger, amalgamation, de-merger, re-arrangement, compromise or reconstruction by our Company or investing in third parties.

   (c) Enter into any contractual obligation of a long term nature or, any obligation which in the reasonable assessment of the lender, is detrimental to its interest.

   (d) Opening or maintaining any new bank account or similar account with a financial institution.

   (e) Undertaking any new project, implement any scheme of expansion/diversification or capital expenditure or acquisition of fixed assets.

   (f) Making any changes in the Memorandum of Association and Articles of Association our Company.

   (g) Prepayment of loans prior to scheduled date of repayment by our Company.

   (h) Approaching the capital market for mobilizing additional resources either in the form of debt or equity.

   (i) Creating a pledge of the Promoter's shares in our Company in favour of any bank/NBFC/financial institution.

   (j) Changing the practice with regard to remuneration of Directors by means of ordinary remuneration or commission, scale of sitting fees etc.

   This is an indicative list and there may be additional restrictive conditions and covenants under the various borrowing arrangements entered into by our Company.

7. ***Events of default:*** Borrowing arrangements entered into by our Company, contain certain events, the occurrence of which, will constitute an event of default, including:

   (a) All or any part of the facility is not utilized for the relevant purpose for which it is sanctioned.

   (b) The occurrence of one or more events, conditions or circumstances which in the reasonable opinion of the lender, could have a material adverse effect on our Company, assets or the security created.

   (c) Any mis-representation, suppression of material records by our Company in respect of its assets and financial status.

   (d) The death, insolvency, winding up, failure in business, commission of an act of bankruptcy, general assignment for the benefit of creditors, if our Company suspends payment to any creditors or threatens to do so, filing of any petition in bankruptcy of by, or against our Company or filing up of any petition for winding up of our Company.

   (e) Breach of any of the terms, conditions, obligations, covenants and stipulations under the facility document or any other document entered into in relation thereto.

(f) Any change in ownership or management of our Company without the prior consent of the lenders.

(g) If our Company commits any default in the payment of principal or interest or any obligation of our Company to the lender when due and payable.

(h) If a receiver is appointed in respect of the whole or any part of the property/ assets of our Company.

This is an indicative list and there may be additional events that might constitute an event of default under the various borrowing arrangements entered into by our Company.

8. ***Consequences of occurrence of events of default:*** In terms of the loan facility, upon the occurrence of events of default, the lenders of our Company may:

(a) Declare the entire loan and outstanding balance, to have become due and payable by our Company to the lender forthwith thereupon, and recall the same from our Company, in which event our Company shall be liable to forthwith pay to the lender the entire outstanding balance;

(b) Initiate, pursue, defend such proceedings/actions, whether criminal, civil or otherwise in nature, against our Company or any other person, as deemed necessary by the lender, inter alia for recovery of dues and/or to enforce the security or any part thereof.

(c) Enforce any/all security provided to the lenders in terms of the facility documents including by invoking the guarantee(s) if any furnished;

(d) Cancel the undisbursed portion of the facility;

(e) Impose penal interest over and above the contracted rate on the amount in default;

(f) Declare the commitments to be cancelled or suspended and/or place the facilities on demand or declare all amounts payable by the Company in respect of the facilities to be due and payable immediately;

(g) Exercise any other rights/remedies available to the lender under any regulations/law or the facility documents.

This is an indicative list and there may be such other additional terms under the various borrowing arrangements entered into by our Company.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*We are, from time to time, involved in various litigation proceedings in the ordinary course of our business, including consumer disputes proceedings and labour disputes. Except as stated in this section, there are no outstanding (i) criminal proceedings; (ii) actions taken by regulatory or statutory authorities the non-disclosure of which may have bearing on the investment decision in the Offer; (iii) claims related to direct and indirect taxes (disclosed in a consolidated manner), provided that if the amount involved in any such claims exceeds the materiality threshold, such matter(s) shall be disclosed on an individual basis; and (iv) details of any other pending litigation (including civil litigation or arbitration proceedings) which are determined to be material as per a policy adopted by our Board ("**Materiality Policy**"), in each case involving our Company, Promoters, Directors and Subsidiaries ("**Relevant Parties**"), and disciplinary action including penalty imposed by the SEBI or stock exchanges against our Promoters in the last five financial years, including outstanding action.*

For the purpose of (iv) above, our Board in its meeting held on July 20, 2024, has considered and adopted a Materiality Policy for identification of material litigation involving the Relevant Parties and Group Companies.

In terms of the Materiality Policy, all pending litigation involving the Relevant Parties, other than criminal proceedings, actions (including all penalties, and show cause notices) by regulatory authorities and statutory authorities, disciplinary action including penalty imposed by SEBI or stock exchanges against our Promoters in the last five financial years including outstanding action and tax matters, would be considered 'material' for the purpose of disclosure in this Red Herring Prospectus:

a) *the aggregate monetary amount of claim involved, whether by or against the Relevant Parties, in any such pending litigation exceeds the lower of the following:*

    i. *two percent of revenue from operations, being ₹ 43.74 million as per the last Restated Consolidated Financial Information of our Company i.e. during Fiscal 2024;*
    ii. *two percent of net worth, being ₹ 37.41 million as per the last Restated Consolidated Financial Information of our Company i.e. as on June 30, 2024; or*
    iii. *five percent of the average of absolute value of profit or loss after tax, being ₹ 8.34 million as per the last three years' Restated Consolidated Financial Information of our Company i.e. during Fiscals 2024, 2023, and 2022. (the "**Materiality Threshold**");*

Accordingly, the Material Threshold for the Offer with respect to all pending civil litigation or arbitration proceedings involving Relevant Parties is ₹ 8.34 million

b) *pending litigations where the decision in one case is likely to affect the decision in similar cases such that the cumulative amount involved in such cases exceeds the Materiality Threshold, even though the amount involved in an individual litigation may not exceed the Materiality Threshold; or*

c) *such pending litigation the outcome of which is material from the perspective of the Company's business, operations, financial results, prospects or reputation, irrespective that the amount involved in such litigation may not meet the Materiality Threshold or that the monetary liability of such litigation is not quantifiable.*

Further, pre-litigation notices (other than those issued by governmental, statutory, or regulatory authorities) received by the Company, its Subsidiaries, Directors or Promoters shall not be considered as material litigation until such time that any of the Company, its Subsidiaries, Directors or Promoters, as the case may be, is made a party to proceedings initiated before any court, tribunal or governmental authority, or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced.

Except as stated in this section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board in its meeting held on July 20, 2024, has considered and adopted a policy of materiality for identification of material outstanding dues to creditors. In terms of this policy on materiality outstanding dues to any creditor of our Company having monetary value which exceed ₹ 7.96 million, which is 5% of the total outstanding dues (i.e., consolidated trade payables) of our Company at the end of the most recent period covered in the Restated Consolidated Financial Information of our Company included in this Red Herring Prospectus i.e. as on June 30, 2024, shall be considered as 'material'. Accordingly, for the purpose of this disclosure, any outstanding dues exceeding ₹ 7.96 million as on June 30, 2024 have been considered as material outstanding *dues for the purposes of disclosure in this section. Further, for outstanding dues to any party which is a micro, small or a medium enterprise ("MSME"), the disclosure will be based on information available with our Company regarding status of the creditor under section 2 of the Micro, Small and Medium Enterprises Development Act, 2006.*

All terms defined in a particular litigation disclosure pertain to that litigation only. Unless stated to the contrary, the information provided below is as of the date of this Red Herring Prospectus.

I. Litigation involving our Company

A. Outstanding criminal proceedings involving our Company

Criminal proceedings initiated against our Company

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Company.

Criminal proceedings initiated by our Company

For details in relation to the cybercrime complaint, please see "*Risk Factor- We may become subject to various operational, reputational, medical and legal claims, regulatory actions or other liabilities arising from the provision of healthcare services and may be subject to liabilities arising from claims of malpractice and medical negligence which could adversely affect our business, results of operations and financial condition*" on page 49.

B. Actions by statutory or regulatory authorities against our Company

Except as disclosed below, as on the date of this Red Herring Prospectus, there are no pending actions initiated by statutory or regulatory authorities against our Company:

1. Soma Datta, an employee of our Company filed an industrial dispute application bearing reference number 37/2021 under section 10(b)(d) of Industrial Disputes Act, 1947, against our Company before the first industrial tribunal, Kolkata, West Bengal dated July 18, 2023. She has prayed for our Company to rectify her date of birth in her provident fund account, link her universal account number with her Aadhar and unblock her provident fund access code. The matter is still pending as on the date of this Red Herring Prospectus.

2. Our Company has filed compounding applications dated July 20, 2024 with the Registrar of Companies, Kolkata at West Bengal ("**ROC**") under Section 621 of erstwhile Companies Act, 1956, and Section 441of the Companies Act, 2013, for compounding of the offences related to violation of section 383A of the Companies Act, 1956, and section 203 of the Companies Act, 2013, for failure to appoint a whole-time Company Secretary for periods between (a) January 31, 2008 to March 15, 2009; (b) April 12, 2011 to March 31, 2014; (c) June 9, 2014 to December 28, 2016; and (d) January 1, 2018 to February 28, 2019. Pursuant to the order passed by the Regional Director, Eastern Region, Ministry Of Corporate Affairs ("**Regional Director**") on November 18, 2024, our Company submitted penalty amounting to ₹0.30 million and our Promoters and Directors, Dr. Somnath Chatterjee and Ritu Mittal, paid a penalty of ₹0.20 million each for the period June 9, 2014 to December 28, 2016. Further, our Company paid penalty of ₹ 0.18 million, and our Promoters and Directors, Dr. Somnath Chatterjee and Ritu Mittal, paid a penalty of ₹0.14 million each for the non-compliance for the period from January 31, 2008 to March 15, 2009; and April 12, 2011 to March 31, 2014. Our Company shall undergo adjudication before appropriate authority for the default period from July 1, 2017 to February 2, 2019 due to decriminalisation of the offence w.e.f. November 2, 2018, as per the instructions from the Regional Director.

3. Inspector under Contract Labour (Regulation & Abolition) Act, 1970, State of West Bengal ("**Petitioner**") has filed a complaint dated March 2, 2019, before Additional Chief Judicial Magistrate, Barrackpore, West Bengal ("**Adjudicating Authority**") against our Company ("**Respondent**") for alleged violation of, (a) section 29(1) of Contract Labour (Regulation & Abolition) Act, 1970 ("**Act**") and rule 74 of Contract Labour (Regulation & Abolition) Central Rules, 1971 ("**Rules**") by not maintaining the register of the Contractors in form XII; (b) section 29(2) of the Act and rule 81 of the Rules by not displaying notices showing details in respect of the Contract Labour engaged and name address of the inspector having jurisdiction and by not sending copy of the said notices to the inspector concerned; and (c) section 35(2)(n) of the Act and rule 82(2) of the Rules by not submitting annual return in duplicate in Form-XXV for the year 2017. The matter is listed

for hearing on May 7, 2025 before the Adjudicating Authority.

4. Inspector under the West Bengal Shops And Establishment Act 1963 ("**Petitioner**") has filed a complaint dated March 18, 2019, before Additional Chief Judicial Magistrate, Barrackpore, West Bengal ("**Adjudicating Authority**") against our Company ("**Respondent**") for violation of, (a) rule 11(1) of West Bengal Shops And Establishment Act 1963 ("**Rules**") by not displaying Form G at the establishment; (b) rule 30 of the Rules by not producing the Register in Form M; (c) rule 48 of the Rules by not producing the visit book; (d) sections 16(3) of West Bengal Shops And Establishment Act 1963 ("**Act**") by not displaying the registration certificate; and (e) section 18 of the Act read with rule 53 of the Rules by not producing the appointed letters in Form X. The matter is listed for hearing on March 15, 2025 before the Adjudicating Authority.

C. Material outstanding litigation involving our Company

Material Civil litigation initiated against our Company

1. A consumer application dated August 9, 2018, bearing reference number CC/586/2018 was filed before the Consumer Dispute Redressal Commission, West Bengal against our Company. The applicant had purchased a HIV pathological test from our Company which tested positive for HIV I, after which she purchased another test from a different pathological lab which tested negative. The applicant has sought a compensation amounting to ₹ 9 million plus expenses incurred by the applicant. The said matter is currently pending.

2. A writ petition under Article 226 of the Constitution of India dated September, 2024, bearing reference number W.P.A. No. 24591 of 2024 was filed before the High Court at Calcutta by Wipro GE Healthcare Private Limited ("**Petitioner**") against the State of West Bengal ("**Respondent No. 1**") and others including Principal Secretary, Department of Health and Welfare, Suraksha Radiology Private Limited (our Subsidiary), Suraksha Diagnostic Limited, Suraksha Diagnostic & Eye Centre Private Limited (our Group Company), Union of India and Registration Committee, constituted by the DPIIT. The Petitioner alleged that the Respondent No. 1 issued a Notice Inviting Tender ("**NIT**") for selection for private partner for management of CT scanner in West Bengal under the Private Public partnership model ("**PPP**") in various districts which is governed by the General Financial Rules, 2017. The Petitioner alleges a violation of Clause 11 of the General Financial Rules, 2017 which was inserted via an office memorandum and was further justified by an order issued by the Ministry of Finance which required registration with the competent authority to be a compulsory condition for a bidder from a country that shares a land border with India to be eligible to bid in any procurement. The Petitioner has prayed for a writ of mandamus and certiorari. However, no monetary compensation has been claimed by the Petitioner against the Company and its Subsidiary. The court records indicate that this case has been dismissed, however we await the copy of the order passed in this regard.

Material Civil litigation initiated by our Company

1. Our Company and Dr. Somnath Chatterjee, Promoter and Director of our Company, have filed a consumer application bearing reference number CC/331/2022 and MA/383/2023 dated December 21, 2022 before the District Consumer Dispute Redressal Commission, Unit -1, Kolkata against Oriental Company Private Limited ("**Defendant**"). The Company insured a CT scanner with the Defendants for a period of one year. The Company filed an insurance claim pursuant to damage to the scanner, which was rejected by Defendant on grounds of replacement and removal of parts from the CT Scanner. A compensation of ₹16.35 million is being sought from the Defendant. The matter is still pending.

2. Our Company ("**Petitioner**") has filed a writ petition, before the High Court of Patna ("**High Court**") against the State of Bihar ("**Respondent**"), for initiating contempt proceedings against the Respondent, bearing reference MJC no. 3483/2024 in C.W.J.C. no. 15034/2014 in relation to enforcement of High Court's order dated August 9, 2024 with respect to refund of encashment of bank guarantee of ₹15 million along with interest, bearing reference number C.W.J.C. 15034/2014 dated September 1, 2014. The matter is currently pending.

II. Litigation involving our Directors

A. Outstanding criminal proceedings involving our Directors

Criminal proceedings against our Directors

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Directors.

Criminal proceedings initiated by our Directors

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Directors.

B. Pending action by statutory or regulatory authorities against our Directors

For details in relation to the compounding application for compounding violations under section 185 of the Companies Act, please see "- *Actions by statutory or regulatory authorities against our Company*" on page 382.

C. Material outstanding litigation involving our Directors

Material civil litigations initiated against our Directors

As on the date of this Red Herring Prospectus, there are no outstanding material civil litigation against our Directors.

Material civil litigations initiated by our Directors

For details in relation to the consumer application filed by our Director, Dr. Somnath Chatterjee, against Oriental Company Private Limited, please see "- *Material Civil litigation initiated by our Company*" on page 383.

III. Litigation involving our Promoters

A. Outstanding criminal proceedings involving our Promoters

Criminal proceedings against our Promoters

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our promoters.

Criminal proceedings initiated by our Promoters

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Promoters.

B. Pending action by statutory or regulatory authorities against our Promoter

As on the date of this Red Herring Prospectus, there are no pending actions by statutory or regulatory authorities against our Promoters.

C. Material outstanding litigation involving our Promoters

Material civil litigations against our Promoters

As on the date of this Red Herring Prospectus, there are no outstanding material civil litigation against our Promoters.

Material civil litigations initiated by our Promoters

For details in relation to the consumer application filed by our Promoter, Dr. Somnath Chatterjee, against Oriental Company Private Limited, please see "*Material Civil litigation initiated by our Company*" on page 383.

D. Disciplinary action including penalty imposed by SEBI or stock exchanges against our Promoters in the last five financial years immediately preceding the date of filing of this Red Herring Prospectus

There has been no disciplinary action including penalty imposed by SEBI or stock exchanges against the Promoters in the last five financial years immediately preceding the date of filing of this Red Herring Prospectus.

IV. Litigation involving our Subsidiaries

A. Outstanding criminal proceedings involving our Subsidiaries

Criminal proceedings against our Subsidiaries

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings against our Subsidiaries.

Criminal proceedings initiated by our Subsidiaries

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Subsidiaries.

B. Pending action by statutory or regulatory authorities against our Subsidiaries

As on the date of this Red Herring Prospectus, there are no pending actions taken by statutory or regulatory authorities against our Subsidiaries.

C. *Material outstanding litigation involving our Subsidiaries*

As on the date of this Red Herring Prospectus, there are no material outstanding litigation involving our Subsidiaries (except as stated below).

Material civil litigations initiated against our Subsidiaries

As on the date of this Red Herring Prospectus, there are no material outstanding litigation initiated against our Subsidiaries.

Other litigation filed against our Subsidiaries which may be considered material by our Company for the purposes of disclosure

Except as disclosed in the "*Material Civil litigation initiated against our Company*" on page 383, there are no litigation filed against our Subsidiaries which may be considered material by our Company for the purposes of disclosure.

Material civil litigations initiated by our Subsidiaries

As on the date of this Red Herring Prospectus there are no outstanding material civil litigation initiated by our Subsidiaries.

V. Litigation involving our Group Companies which may have a material impact on our Company

Except as disclosed in the "*Material Civil litigation initiated against our Company*" on page 383, none of our Group Companies are currently party to any pending litigations which would have a material impact on our Company.

VI. Tax claims

Except as disclosed below, there are no claims related to direct and indirect taxes, involving our Company, Directors, Promoters and Subsidiaries:

Nature of cases	No. of cases	Total amount involved (₹ in million) **
Litigation involving the Company		
Direct tax	Nil	Nil
Indirect tax	1	NA
Total	1	**NA**

Nature of cases	No. of cases	Total amount involved (₹ in million) **
Litigation involving the Directors*		
Direct tax	1	0.22
Indirect tax	Nil	Nil
Total	Nil	Nil
Litigation involving our Subsidiaries		
Direct tax	Nil	Nil
Indirect tax	Nil	Nil
Total	Nil	Nil
Litigation involving our Promoters		
Direct tax	1	0.22
Indirect tax	Nil	Nil
Total	Nil	Nil

**Also includes litigation involving our Promoter directors*

*** To the extent quantifiable*

VII. *Outstanding dues to creditors*

As of June 30, 2024, we had 1,394 creditors to whom an aggregate outstanding amount of ₹ 159.19 million was due. Further, based on available information regarding status of the creditor as a micro, small or a medium scale enterprise as defined under section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as of June 30, 2024, our Company owes an amount of ₹ 14.28 million to micro, small and medium enterprises (including amount of ₹ 9.20 million due to Material Creditors).

As per the policy of materiality for identification of material outstanding dues to any creditor of our Company having monetary value which exceed ₹ 7.96 million, which is 5 % of the consolidated trade payable of our Company as per the latest Restated Consolidated Financial Information of our Company included in this Red Herring Prospectus i.e. as on June 30, 2024, shall be considered as 'material'. As of June 30, 2024, there are two material creditors to whom our Company owes an aggregate amount of ₹ 17.62 million. The details pertaining to outstanding dues towards our material creditors and their names are available on the website of our Company at www.surakshanet.com/investor-relations. It is clarified that such details available on our website do not form a part of this Red Herring Prospectus.

Details of outstanding dues owed to micro, small and medium enterprises and other creditors as of June 30, 2024, is set out below:

S. No.	Type of creditor	No. of creditors	Amount outstanding (in ₹ million)
1.	Dues to micro, small and medium enterprises*	18	5.08
2.	Dues to Material Creditors	2	17.62
3.	Dues to other creditors	1,374	136.49
	Total	**1,394**	**159.19**

** Excludes balance of ₹ 9.20 million payable to micro, small and medium enterprises included in serial number 2, "Dues to Material Creditors"*

Material developments since the last balance sheet date

Except as stated in "*Management's Discussion and Analysis of Financial Condition and Results of Operation – Significant Developments Occurring after June 30, 2024*" on page 376, there have been no developments subsequent to June 30, 2024, that we believe are expected to have a material impact on the reserves, profits, earnings per share and book value of our Company.

GOVERNMENT AND OTHER APPROVALS

*Our business requires various approvals, consents, licenses, registrations, and permits issued by relevant governmental and regulatory authorities of the respective jurisdictions under various rules and regulations. We have set out below an indicative list of all approvals, consents, licenses, registrations, and permits required by our Company, for the purposes of undertaking their respective businesses and operations which are considered material and necessary for the purpose of undertaking business activities, and operations by our Company ("**Material Approvals**"). Except as disclosed herein, we have obtained all Material Approvals. Except as disclosed below, no further approvals are material for carrying on the present business operations of our Company. In the event any of the approvals and licenses that are required for our business operations expire in the ordinary course, we make applications for their renewal from time to time. Unless otherwise stated, these approvals are valid as on the date of this Red Herring Prospectus.*

We have also disclosed below (i) the Material Approvals that have expired and for which renewal applications have been made; (ii) the Material Approvals that have expired and for which renewal applications are yet to be made; (iii) Material Approvals applied for but not yet obtained by our Company; and (iv) Material Approvals required but not yet applied for.

For details in connection with the regulatory and legal framework within which our Company operate, see "Key Regulations and Policies" on page 246. For incorporation details of our Company, "History and Certain Corporate Matters" on page 254. For details of risk associated with not obtaining or delay in obtaining the requisite approvals, see "Risk Factors – We do not own the brand name "Suraksha" which is registered in the name of Suraksha Diagnostic & Eye Centre Private Limited. While we have entered into an assignment deed with Suraksha Diagnostic & Eye Centre Private Limited, however, the trademarks are yet to be registered in our name. In the event that the intellectual property rights to be assigned to us pursuant to the assignment deed are not registered in our name in a timely manner, our business and financial condition could be adversely affected" on page 59.

I. Approvals relating to the Offer

For details regarding the approvals and authorisations obtained by our Company in relation to the Offer, see "*Other Statutory and Regulatory Disclosures – Authority for this Offer*" on page 393.

II. Material Approvals in relation to our Company – General details of our Company

a) Incorporation Details

1. Certificate of incorporation dated March 15, 2005, issued to our Company, under the name Suraksha Diagnostic Private Limited by the Deputy Registrar of Companies, West Bengal at Kolkata, with corporate identity number 'U85110WB2005PTC102265'.

2. Fresh certificate of incorporation issued by the Registrar of Companies, Central Processing Centre at Gurgaon on July 16, 2024, pursuant to conversion of our Company from a 'private limited company' to a 'public limited company' and consequential change in our name from 'Suraksha Diagnostic Private Limited' to 'Suraksha Diagnostic Limited'. The new corporate identity number of our Company is U85110WB2005PLC102265.

b) Material approvals in relation to our business and operations

To operate our business in India, the Company requires approvals and/or licenses under various state and central laws, rules and regulations. These approvals and licenses, amongst others, include (a) registration under the Clinical Establishments (Registration and Regulations) Act, 2010 or under the respective State clinical establishment legislations and rules thereunder, as applicable, issued by the appropriate State authority; (b) trade license under applicable local municipality laws, issued by appropriate local municipality; (c) consent to operate and consent to establish under the Water (Prevention and Control of Pollution) Act, 1974 and Air (Prevention and Control of Pollution) Act, 1981, issued by the respective State Pollution Control Board; (d) biomedical waste authorisation under the Biomedical Waste (Management and Handling) Rules, 2016, issued by the respective State Pollution Control Board; (e) registration under the Pre-Conception and Pre-Natal Diagnostic Techniques (Prohibition of Sex Selection) Act, 1994 and the rules thereunder, issued by the appropriate State authority; (f) fire safety no objection certificate issued by the appropriate municipal authority fire department under the relevant State legislation; and (g) registration for operation of medical diagnostic X-ray equipment under the Atomic Energy Act, 1962 and the rules thereunder, issued by the Atomic Energy Regulatory Board.

Our Company has obtained the necessary permits, licenses and approvals from the appropriate regulatory and governing authorities required to carry out our operations. For details of the risks relating to the material approvals required for undertaking our business, see "*Risk Factors – Non-compliance with and changes in any of the applicable laws, rules or regulations, including pricing, safety, health and environmental laws, may adversely affect our business, results of operations and financial condition and cash flows.*" on page 50.

c) Material labour/employment related approvals

1. Except as disclosed below in "– *Material Approvals applied for but not yet obtained by our Company*" on page 389, our Company has obtained registration under applicable shops and establishments legislation for our laboratories, patient service centres and offices, issued by the ministry or department of labour of relevant State governments, wherever applicable.

2. Our Company has obtained registration under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, issued by the Employees' Provident Fund Organisation.

3. Our Company has obtained registration under the Employees' State Insurance Act, 1948, issued by the Regional Office, Employees State Insurance Corporation of the respective states.

d) Material tax related approvals

1. The permanent account number of our Company is AAJCS4356F issued by the Income Tax Department under the Income Tax Act, 1961. The updated permanent account number reflecting fresh certificate of incorporation issued by the Registrar of Companies, Central Processing Centre at Gurgaon on July 16, 2024, is currently awaited.

2. The tax deduction account number of our Company is CALS16806G issued by the Income Tax Department under the Income Tax Act, 1961. The updated tax deduction account number reflecting fresh certificate of incorporation issued by the Registrar of Companies, Central Processing Centre at Gurgaon on July 16, 2024, is currently awaited.

3. Our Company has obtained GST registration certificates issued by the Government of India and the state governments for GST payments in the states where our business operations are situated.

4. Importer-Exporter Code registration certificate of our Company issued by the Directorate General of Foreign Trade, Government of India under the Foreign Trade (Development and Regulation) Act, 1992.

III. Material Approvals that have expired and for which renewal applications have been made*:

Nature of approval	Issuing authority	Location	Type of Centre	Date of acknowledgement of application / date of application	Amount paid pursuant to application (in ₹)
Grant of authorization for handling biomedical waste	Assam State Pollution Control Board	Guwahati, Assam	Reference Laboratory	June 15, 2023	10,000
Registration as a clinical establishment	The Civil Surgeon cum CMO	Patna, Bihar	Reference Laboratory	April 15, 2024	Nil
Business License	Shillong Municipal Board	Shillong, Meghalaya	Diagnostic Centre and Reference Laboratory	May 10, 2024	Nil

*****Under the terms of our franchisee agreements, our franchisee partners are responsible for registering and renewing Material Approvals for the respective franchisee collection centres.*

IV. Material Approvals that have expired and for which renewal applications are yet to be made:

As on the date of this Red Herring Prospectus, there are no material approvals that have expired for but not yet applied by our Company.

V. Material Approvals applied for but not yet obtained by our Company:

As on the date of this Red Herring Prospectus, there are no material approvals that have been applied for but not yet obtained by our Company.

VI. Material Approvals required but not yet applied for by our Company:

Nature of approval	Location	Type of Centre	Status
Trade License	Afraz Diagnostic Centre, Barasat, West Bengal*****	Franchisee owned Collection Centre	Afraz Diagnostic Centre, Barasat West Bengal is a franchisee owned collection centre. Under the terms of our franchisee agreements, our franchisee partners are responsible for registering and renewing material approvals for the respective franchisee collection centres.

*****Under the terms of our franchisee agreements, our franchisee partners are responsible for registering and renewing Material Approvals for the respective franchisee collection centres.*

VII. Intellectual property rights

For details, see "*Our Business - Intellectual Property*" on page 243 and for risks associated with our intellectual property, see "*Risk Factors – We do not own the brand name "Suraksha" which is registered in the name of Suraksha Diagnostic & Eye Centre Private Limited. While we have entered into an assignment deed with Suraksha Diagnostic & Eye Centre Private Limited, however, the trademarks are yet to be registered in our name. In the event that the intellectual property rights to be assigned to us pursuant to the assignment deed are not registered in our name in a timely manner, our business and financial condition could be adversely affected*" on page 59.

OUR GROUP COMPANIES

In accordance with the SEBI ICDR Regulations, "group companies" shall include (i) such companies (other than Promoters and Subsidiaries) with which there were related party transactions during the period for which Restated Consolidated Financial Information have been disclosed in this Red Herring Prospectus, as covered under Ind AS 24; and (ii) any other companies which are considered material by our Board.

In respect of item (ii) above, our Board in its meeting held on July 20, 2024, has considered and adopted the Materiality Policy, inter alia, for identification of companies that shall be considered material and shall be disclosed as a group company in this Red Herring Prospectus. In terms of the Materiality Policy, a company shall be considered 'material' if a company is a member of the Promoter Group in terms of Regulation 2(1)(pp) of SEBI ICDR Regulations, and has entered into one or more transactions with our Company (on a consolidated basis) in the most recent financial year and/or the relevant stub period (covered in the Restated Consolidated Financial Information included in this Red Herring Prospectus) that cumulatively exceed 10.00% of the total revenue of our Company, as per the Restated Consolidated Financial Information of our Company for the most recent completed financial year.

Based on the above criteria, laid out by the SEBI ICDR Regulations and our Materiality Policy, our Board has identified Suraksha Diagnostic and Eye Centre Private Limited, Oscar Enclave Private Limited, Kejriwal Electronics Limited and Calcutta Cosmopolitan Club Limited as the group companies of our Company ("**Group Companies**") as on the date of this Red Herring Prospectus.

In accordance with the SEBI ICDR Regulations, certain financial information in relation to our Group Company for the previous three financial years, extracted from their respective financial statements, are required to be hosted on the websites of the respective Group Companies. As our Group Companies do not have a website of their own, the relevant financial information will be hosted on the website of our Company.

Our Company is providing a link to the aforementioned website(s) solely to comply with the requirements specified under the SEBI ICDR Regulations. Such financial information of our Group Companies and other information provided on the website(s) do not constitute a part of this Red Herring Prospectus. Such information should not be considered as part of information that any investor should consider before making any investment decision. None of our Company, the BRLMs or any of our Company's or the BRLMs' respective directors, employees, affiliates, associates, advisors, agents or representatives have verified the information available on the website indicated below.

Details of our Group Companies:

1. Suraksha Diagnostic & Eye Centre Private Limited

Registered Office

The registered office of Suraksha Diagnostic & Eye Centre Private Limited is situated at Plot 118, CIT Road Scheme VIM, Kolkata – 700054, West Bengal, India.

Financial Information

The summary financial information derived from the audited financial statements of Suraksha Diagnostic and Eye Centre Private Limited for Fiscals 2024, 2023 and 2022 and as required by the SEBI ICDR Regulations, are available on www.surakshanet.com/investor-relations. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. It is clarified that such details available on our website do not form a part of this Red Herring Prospectus. Anyone placing reliance on any other source of information, including our Company's website, www.surakshanet.com/investor-relations would be doing so at their own risk.

2. Oscar Enclave Private Limited

Registered Office

The registered office of Oscar Enclave Private Limited is situated at BB-99, Prafullakanan VIP Park, Kestopur, Kolkata – 700101, West Bengal, India.

Financial Information

The summary financial information derived from the audited financial statements of Oscar Enclave Private Limited for Fiscals 2024, 2023 and 2022 and as required by the SEBI ICDR Regulations, are available on www.surakshanet.com/investor-relations. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. It is clarified that such details available on our website do not form a part of this Red Herring Prospectus. Anyone placing reliance on any other source of information, including our Company's website, www.surakshanet.com/investor-relations would be doing so at their own risk.

3. Kejriwal Electronics Limited

Registered Office

The registered office of Kejriwal Electronics Limited is situated at 106, Narkeldanga Main Road, Mangal Bhawan, Kolkata – 700054, West Bengal, India.

Financial Information

The summary financial information derived from the audited financial statements of Kejriwal Electronics Limited for Fiscals 2024, 2023 and 2022 and as required by the SEBI ICDR Regulations, are available on www.surakshanet.com/investor-relations. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. It is clarified that such details available on our website do not form a part of this Red Herring Prospectus. Anyone placing reliance on any other source of information, including our Company's website, www.surakshanet.com/investor-relations would be doing so at their own risk.

4. Calcutta Cosmopolitan Club Limited

Registered Office

The registered office of Calcutta Cosmopolitan Club Limited is situated at 58/2 Ballygunge Circular Road, Kolkata – 700019, West Bengal, India.

Financial Information

The summary financial information derived from the audited financial statements of Calcutta Cosmopolitan Club Limited for Fiscals 2024, 2023 and 2022 and as required by the SEBI ICDR Regulations, are available on www.surakshanet.com/investor-relations. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. It is clarified that such details available on our website do not form a part of this Red Herring Prospectus. Anyone placing reliance on any other source of information, including our Company's website, www.surakshanet.com/investor-relations would be doing so at their own risk.

Common pursuits among Group Companies

Except for Suraksha Diagnostic & Eye Centre Private Limited, none of our Group Company have common pursuits similar to that of our Company. Suraksha Diagnostic & Eye Centre Private Limited have certain common objects as that of our Company, and we shall adopt necessary procedures and practices as permitted by law to address any instances of conflict of interest, if and when they may arise. Our Company currently operates a centre under public-private partnership model at Kolkata, West Bengal, through partnership between a medical college and hospital and Suraksha Diagnostic & Eye Centre Private Limited, which is managed by our Company. For further details, see "*Our Business*" beginning at page 220.

Nature and extent of interest of our Group Companies

a. Interest in the promotion of our Company

None of our Group Companies have any interest in the promotion of our Company.

b. Interest in the property acquired or proposed to be acquired by the Company

None of our Group Companies are interested, directly or indirectly, in the properties acquired by our Company in the preceding three years or proposed to be acquired by our Company.

c. Interest in transactions for acquisition of land, construction of building, or supply of machinery

None of our Group Companies are interested, directly or indirectly, in any transactions for acquisition of land, construction of building, supply of machinery, with our Company.

d. Interest in intellectual property involving our Company

Our Company is interested in the intellectual property of our Group Companies to the extent of the deed of assignment under Trademarks Act, 1999 between Suraksha Diagnostic & Eye Centre Private Limited and our Company dated April 1, 2024. For details with respect to the deed of assignment, see "*History and Certain Corporate Matters - Key terms of other subsisting material agreements"* at page 259.

Related business transactions with our Group Companies and their significance on the financial performance of our Company

Other than the transactions disclosed in the section "*Other Financial Information – Related Party Transactions*" on page 343, there are no related business transactions between the Group Companies and our Company.

Business interest of our Group Companies in our Company

Except as disclosed in the section "*Other Financial Information – Related Party Transactions*" on page 343, there our Group Companies have no business interests in our Company**.**

Litigation involving our Group Companies

For details with respect to litigation proceedings involving any of our Group Companies which will have a material impact on our Company, see "*Outstanding Litigation and Material Documents – Litigation involving our Group Companies which may have a material impact on our Company*" on page 385.

Other confirmations

The equity shares of our Group Companies are not listed on any stock exchange. Our Group Companies have not made any public / rights / composite issue in the last three years.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for this Offer

Our Board has approved the Offer pursuant to the resolutions passed at its meeting held on July 19, 2024. Further, our Board has taken on record the consent for the Offer for Sale by the Selling Shareholders pursuant to its resolution dated July 23, 2024. Further, the Draft Red Herring Prospectus has been approved by our Board pursuant to its resolution dated July 23, 2024 and this Red Herring Prospectus has been approved by our Board pursuant to its resolution dated November 25, 2024.

The Selling Shareholders, specifically confirm that the Equity Shares being offered by them comply with the requirements specified under Regulation 8 of the SEBI ICDR Regulations. Each of the Selling Shareholders have, severally and not jointly, confirmed and authorised its respective participation in the Offer for Sale, as set out below:

Sr. No.	Name of the Selling Shareholders	Date of resolution by board or committee of directors	Date of Consent Letter	Number of Equity Shares of face value ₹2 each proposed to be offered for sale
1.	Dr. Somnath Chatterjee	NA	July 23, 2024	2,132,148
2.	Ritu Mittal	NA	July 23, 2024	2,132,148
3.	Satish Kumar Verma^	NA	July 23, 2024	2,132,148
4.	OrbiMed Asia II Mauritius Limited^^	July 5, 2024	July 23, 2024	6,729,350
5.	Munna Lal Kejriwal	NA	July 23, 2024	799,556
6.	Santosh Kumar Kejriwal	NA	July 23, 2024	1,332,593

^Shares are jointly held with Suman Verma
^^ Surviving entity pursuant to amalgamation of OrbiMed Asia II Mauritius FDI Investments Limited, the erstwhile shareholder, into OrbiMed Asia II Mauritius Limited on November 11, 2022

The following table indicates the details of Equity shares being offered from conversion of CCPS in compliance with Regulation 5(2) and Regulation 8 of the SEBI ICDR Regulations:

Sr. No.	Name of the Selling Shareholders	Date of resolution by board or committee of directors	Date of Consent Letter	Number of Equity Shares of face value ₹2 each proposed to be offered for sale
1.	OrbiMed Asia II Mauritius Limited^	July 5, 2024	July 23, 2024	3,931,387

^ Surviving entity pursuant to amalgamation of OrbiMed Asia II Mauritius FDI Investments Limited, the erstwhile shareholder, into OrbiMed Asia II Mauritius Limited on November 11, 2022

In-principle Listing Approvals

Our Company has received in-principle approvals from the BSE and NSE for the listing of the Equity Shares pursuant to letters, each dated September 5, 2024.

Prohibition by SEBI, RBI or Governmental Authorities

Our Company, our Promoters, our Directors, the members of the Promoter Group, persons in control of our Company and each of the Selling Shareholders are not prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any other authority/court.

Our Directors and Promoters are not directors or promoters of any company which is debarred from accessing capital markets by SEBI.

Our Company, Promoters and Directors have not been declared as Wilful Defaulters.

Our Company, Promoters and Directors have not been declared as a 'Fraudulent Borrower' in terms of the circular no. RBI/DBS/2016-17/28 dated July 1, 2016 issued by the Reserve Bank of India.

Our Promoters or Directors have not been declared as Fugitive Economic Offenders.

Other confirmations

There are no findings or observations from any of the inspections by SEBI or any other regulatory body in relation to our Company which are material and need to be disclosed, or non-disclosure of which may have a bearing on the investment decisions of Bidders, except as disclosed in this Red Herring Prospectus.

Except for transactions with R.A. Enterprises, which was one of our top 10 suppliers of raw materials in Fiscal 2024 and is also a member of our Promoter Group, there are no conflicts of interest between suppliers of raw materials (to the extent applicable) and third party service providers crucial for the operations of our Company, and our Company, Promoters, Promoter Group, Key Managerial Personnel, Directors, Subsidiaries or the Group Company and its directors.

Except for transactions with Oscar Enclave Private Limited, a member of our Promoter Group in which our Promoters, Dr. Somnath Chatterjee, Ritu Mittal, and Satish Kumar Verma hold 5.00%, 10.00% and 15.63% of the shareholding respectively, there are no conflicts of interest between lessors of immovable properties crucial for the operations of our Company, and our Company, Promoters, Promoter Group, Key Managerial Personnel, Directors, Subsidiaries or the Group Company and its directors.

There have been no inspections of our Company by SEBI or any other regulatory authority governing the operations of the Company.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Promoters, members of our Promoter Group and each of the Selling Shareholders, severally and not jointly, are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable to them in relation to our Company and the Equity Shares, as on the date of this Red Herring Prospectus.

Directors associated with the Securities Market

None of our Directors are associated with the securities market in any manner. There are no outstanding actions initiated by SEBI in the last five years preceding the date of this Red Herring Prospectus against our Directors.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 6(1) of the SEBI ICDR Regulations as set out under the eligibility criteria calculated in accordance with the Restated Consolidated Financial Information, as indicated below:

a. Our Company has had net tangible assets of at least ₹30 million, calculated on a restated and consolidated basis, in each of the preceding three full years (of 12 months each) (i.e. Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022);

b. Our Company has an average operating profit of at least ₹150 million, calculated on a restated and consolidated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years;

c. Our Company has a net worth of at least ₹10 million in each of the preceding three full years (of 12 months each), calculated on a restated and consolidated basis; and

d. Our Company has not changed its name in the last one year.

Our Company's net tangible assets, monetary assets, monetary assets as a percentage of the net tangible assets, operating profits and net worth, derived from the Restated Consolidated Financial Information included in this Red Herring Prospectus as at and for the last three Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, are set forth below:

(in ₹ million, unless otherwise stated)

Particulars	Financial Year 2024	Financial Year 2023	Financial Year 2022
Net tangible assets, as restated	1,026.62	730.43	647.54
Monetary assets, as restated	556.99	600.77	502.78
Monetary assets, as a percentage of net tangible assets, as restated (in %)	54.25	82.25	77.64
Pre-tax operating profit, as restated	366.90	122.55	342.83
Net worth, as restated	1,794.08	1,559.26	1,458.42

Notes:

1. *Net tangible assets means the sum of all the assets of the Group, excluding goodwill (if any), right of use assets and other intangible assets as defined in Ind AS 38 "Intangible Assets" reduced by total liabilities.*
2. *Restated consolidated operating profit means restated consolidated profit before tax excluding other income and finance cost.*
3. *Net worth means 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 accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write back of depreciation and amalgamation.*

The average Operating Profit, as restated and consolidated for the last three Financial Years is ₹ 277.43 million.

The status of compliance of our Company with the conditions as specified under Regulations 5 and 7(1) of the SEBI ICDR Regulations are as follows:

(i) Our Company, Promoters, members of our Promoter Group, Directors and the Selling Shareholders are not debarred from accessing the capital markets by SEBI;

(ii) The companies with which our Promoters or Directors are associated as a promoter or director are not debarred from accessing the capital markets by SEBI;

(iii) Neither our Company, nor our Promoters or Directors is a Wilful Defaulter or Fraudulent Borrower;

(iv) None of our Promoters or Directors have been declared as a Fugitive Economic Offender;

(v) There are no outstanding warrants, options or rights to convert debentures, loans or other instruments into, or any other right which would entitle any person any option to receive Equity Shares as on the date of this Red Herring Prospectus;

(vi) Our Company, along with the Registrar to the Offer, has entered into tripartite agreements dated May 15, 2024, and May 10, 2024, with NSDL and CDSL, respectively, for dematerialization of the Equity Shares;

(vii) All the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Red Herring Prospectus;

(viii) There is no requirement for us to make firm arrangements of finance under Regulation 7(1)(I) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance; and

(ix) The Selling Shareholders, specifically confirm that the Equity Shares being offered by them comply with the requirements specified under Regulation 8 of the SEBI ICDR Regulations, and accordingly, are eligible for the Offer in accordance with the provisions of the SEBI ICDR Regulations.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED TO MEAN 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 OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, BEING ICICI SECURITIES LIMITED, NUVAMA WEALTH MANAGEMENT LIMITED AND SBI CAPITAL MARKETS LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE

GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS RED HERRING PROSPECTUS, EACH OF THE SELLING SHAREHOLDERS, SEVERALLY AND NOT JOINTLY, WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THE DRAFT RED HERRING PROSPECTUS IN RELATION TO ITSELF FOR ITS RESPECTIVE PORTION OF OFFERED SHARES, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDERS DISCHARGE THEIR RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED JULY 23, 2024 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

THE FILING OF THIS RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, AS AMENDED OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.

All applicable legal requirements pertaining to the Offer will be complied with at the time of filing this Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act. All applicable legal requirements pertaining to the Offer will be complied with at the time of registration of the Prospectus with the RoC in terms of Sections 26, 30, 32, 33(1) and 33(2) of the Companies Act.

Disclaimer from our Company, our Directors, the Selling Shareholders and the BRLMs

Our Company, our Directors, the BRLMs accept no responsibility for statements made otherwise than those confirmed in this Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance. Anyone placing reliance on any other source of information, including our Company's website www.surakshanet.com or any websites of our Promoters, Promoter Group, any affiliate of our Company, would be doing so at his or her or their own risk.

Unless required by law, the Selling Shareholders, and where applicable, trustees and their respective directors, affiliates, associates and officers accept no responsibility for any statements and undertakings, except such statements and undertakings made or confirmed by them in relation to itself and/or its Offered Shares in this Red Herring Prospectus.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement to be entered into between the Underwriters, the Selling Shareholders and our Company.

All information, to the extent required in relation to the Offer, shall be made available by our Company and the BRLMs to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding centres or elsewhere. Investors who Bid in the Offer will be required to confirm and will be deemed to have represented to our Company, BRLMs, the Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholders, Underwriters and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, the Selling Shareholders and their respective group companies, directors and officers, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Selling Shareholders and their respective group companies, directors and officers, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation. As used herein, the term 'affiliate' means any person or entity that controls or is controlled by or is under common control with another person or entity.

Disclaimer in respect of Jurisdiction

Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) at Kolkata, India only.

Bidders eligible under Indian law to participate in the Offer

The Offer is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, as amended, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in equity shares, domestic Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from RBI), NBFC SIs or trusts under applicable trust law and who are authorised under their respective constitutions to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) and pension funds registered with the Pension Fund Regulatory and Development Authority, 2013, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, NBFC-SIs and permitted Non-Residents including FPIs and Eligible NRIs, AIFs, FVCIs, and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares,

Bidders are advised to ensure that any Bid from them should not exceed investment limits or the maximum number of Equity Shares that could be held by them under applicable law.

Certain persons outside India are restricted from participating in the Offer. For details, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 437.

Selling restrictions and transfer restrictions

Invitations to subscribe to or purchase the Equity Shares in the Offer shall be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India. **No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.**

The Equity Shares offered in the Offer have not been and will not be registered, listed or otherwise qualified in any jurisdiction except India and may not be offered or sold to persons outside of India except in compliance with the applicable laws of each such jurisdiction. In particular, the Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or the securities laws of any state of the United States and may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. The Equity Shares offered in the Offer are being offered and sold only outside the United States in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act ("**Regulation S**").

Until the expiry of 40 days after the commencement of this Offer, an offer or sale of Equity Shares within the United States by a dealer (whether or not it is participating in this Offer) may violate the registration requirements of the U.S. Securities Act.

Each purchaser of the Equity Shares in the Offer who does not receive a copy of the preliminary offering memorandum shall be deemed to:

- Represent and warrant to our Company, the Selling Shareholders and the Members of the Syndicate that it was outside the United States (as defined in Regulation S) at the time the offer of the Equity Shares was made to it and it was outside the United States (as defined in Regulation S) when its buy order for the Equity Shares was originated.

- Represent and warrant to our Company, the Selling Shareholders and the Members of the Syndicate that it did not purchase the Equity Shares as a result of any "directed selling efforts" (as defined in Regulation S).
- Represent and warrant to our Company, the Selling Shareholders and the Members of the Syndicate that it bought the Equity Shares for investment purposes and not with a view to the distribution thereof. If in the future it decides to resell or otherwise transfer any of the Equity Shares, it agrees that it will not offer, sell or otherwise transfer the Equity Shares except in a transaction complying with Rule 903 or Rule 904 of Regulation S or pursuant to any other available exemption from registration under the U.S. Securities Act.
- Represent and warrant to our Company, the Selling Shareholders and the Members of the Syndicate that it will not sell or transfer any Equity Shares or any economic interest therein, including any offshore derivative instruments, such as participatory notes, issued against the Equity Shares, other than in accordance with applicable laws.
- Represent and warrant to our Company, the Selling Shareholders and the Members of the Syndicate that if it acquired any of the Equity Shares as fiduciary or agent for one or more investor accounts, it has sole investment discretion with respect to each such account and that it has full power to make the foregoing representations, warranties, acknowledgements and agreements on behalf of each such account.
- Represent and warrant to our Company, the Selling Shareholders and the Members of the Syndicate that if it acquired any of the Equity Shares for one or more managed accounts, that it was authorized in writing by each such managed account to subscribe to the Equity Shares for each managed account and to make (and it hereby makes) the representations, warranties, acknowledgements and agreements herein for and on behalf of each such account, reading the reference to "it" to include such accounts.
- Agree to indemnify and hold the Company, the Selling Shareholders and the Members of the Syndicate harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. It agrees that the indemnity set forth in this paragraph shall survive the resale of the Equity Shares.
- Acknowledge that our Company, the Selling Shareholders, the Members of the Syndicate and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements.

Disclaimer Clause of BSE

As required, a copy of the Draft Red Herring Prospectus was submitted to the BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of the Draft Red Herring Prospectus, is set forth below:

"**BSE Limited ("the Exchange") has given vide its letter dated September 05, 2024, permission to this Company to use the Exchange's name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner: -**
a. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
b. warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or
c. take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.
and it should not for any reason be deemed or construed that this offer document has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever."

Disclaimer Clause of NSE

As required, a copy of the Draft Red Herring Prospectus shall be submitted to the NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of the Draft Red Herring Prospectus, is set forth below:

"As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/4183 dated September 05, 2024, permission to the Issuer to use the Exchange's name in this Offer Document as one of

the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever."

Listing

The Equity Shares issued through this Red Herring Prospectus and the Prospectus are proposed to be listed on the BSE and NSE. Applications will be made to the Stock Exchanges for obtaining permission to deal in and for an official quotation of the Equity Shares to be issued and sold in the Offer. The BSE will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permissions to deal in, and for an official quotation of, the Equity Shares are not granted by any of the Stock Exchanges mentioned above, our Company will forthwith repay, all monies received from the applicants in pursuance of this Red Herring Prospectus, together with any interest on such monies in accordance with applicable law and the Selling Shareholders will be liable to reimburse our Company for any such repayment of monies, on its behalf, with respect to their Offered Shares. If such money is not repaid within the prescribed time, then our Company, the Selling Shareholders and every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law. Any expense incurred by our Company on behalf of any of the Selling Shareholders with regard to interest on such refunds will be reimbursed by such Selling Shareholder in proportion to its respective portion of the Offered Shares. For the avoidance of doubt, subject to applicable law, a Selling Shareholder shall not be responsible to pay and/or reimburse any expenses towards refund or any interest thereon for any delay, unless such delay is caused solely by, and is directly attributable to, an act or omission of such Selling Shareholder and in any other case the Company shall take on the responsibility to pay interest. It is clarified that such liability of a Selling Shareholder shall be limited in proportion to its respective portion of the Offered Shares.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within such time period as may be prescribed under applicable law. Each of the Selling Shareholders, confirm that they shall provide all required information, support and cooperation to our Company and the BRLMs for the completion of the necessary formalities in relation in this respect. If our Company does not Allot the Equity Shares within such timeline as prescribed by SEBI, all amounts received in the Public Offer Accounts will be transferred to the Refund Account and it shall be utilised to repay, without interest, all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period, subject to applicable law.

Consents

Consents in writing of (a) the Selling Shareholders, our Directors, Company Secretary and Compliance Officer, Statutory Auditor, the independent chartered accountant, the BRLMs, legal counsel, bankers/ lenders to our Company, CRISIL, the Registrar to the Offer in their respective capacities have been obtained; and consents in writing of (b) the Syndicate Members, the Escrow Collection Bank(s), Public Offer Account Bank(s) the Sponsor Banks and Refund Bank(s) to act in their respective capacities, will be obtained and filed along with a copy of this Red Herring Prospectus with the RoC as required under Sections 26 and 32 of the Companies Act, 2013. Further, consents received prior to filing of this Red Herring Prospectus have not been withdrawn up to the time of delivery of this Red Herring Prospectus with SEBI.

Expert to the Offer

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent from the Statutory Auditors to our Company being M S K A & Associates, Chartered Accountants, holding a valid peer review certificate from ICAI, to include their name as required under sections 26 (1) and section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their: (i) examination report, dated October 21, 2024, on the Restated Consolidated Financial Information; (ii) their report dated November 23, 2024 on the Statement of Special Tax Benefits available to the Company and its shareholders under direct and indirect tax laws in this RHP and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Our Company has received written consent dated November 25, 2024, from Manian and Rao, Chartered Accountants, holding a valid peer review certificate from ICAI, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of Companies Act, 2013 in respect of the certificates issued by them in their capacity as an independent chartered accountant to our Company and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Our Company has received written consent through their certificate dated November 25, 2024, from Manish Ghia & Associates, Company Secretaries, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus , and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of their certificate and search report in connection with the Offer and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Further, our Company has received written consent through their certificate dated November 25, 2024 , from Shwetendu Sharad Dhanuka, an independent chartered engineer, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus , and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of their certificate in connection with the Offer and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

However, the term "expert" and the consent thereof shall not be construed to mean an "expert" or consent within the meaning as defined under the U.S. Securities Act.

Public or rights issues by our Company during the last five years and performance vis-à-vis objects – our Company

Our Company has not made any public or rights issue during the five years immediately preceding the date of this Red Herring Prospectus.

Commission or brokerage paid on previous issues

Since this is an initial public offer of Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in the five years preceding the date of this Red Herring Prospectus.

Capital issue by our Company, listed group companies during the previous three years

As on the date of this Red Herring Prospectus, our Company does not have any listed group companies. For details in relation to the capital issuances by our Company in the three years preceding the date of filing this Red Herring Prospectus, see "*Capital Structure – Notes to the Capital Structure*" beginning on page 100.

Performance vis-à-vis objects – Last issue of Subsidiaries or Promoters

Our Subsidiaries are not listed on any stock exchange. Further, our Company does not have a corporate promoter.

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Price information of past issues handled by the BRLMs (during the current financial year and the two financial years preceding the current financial year)

1. I-Sec

Price information of past issues handled by I-Sec:

Sr. No.	Issue Name	Issue Size (Rs. Mn.)	Issue Price (Rs.)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Akums Drugs and Pharmaceuticals Limited^^	18,567.37	679.00(1)	06-Aug-24	725.00	+32.10% [+5.03%]	+23.99% [+0.89%]	NA*
2	Ceigall India Limited^^	12,526.63	401.00(2)	08-Aug-24	419.00	-4.89% [+3.05%]	-14.01% [+0.40%]	NA*
3	Ola Electric Mobility Limited^^	61,455.59	76.00(3)	09-Aug-24	76.00	+44.17% [+1.99%]	-2.11% [+0.48%]	NA*
4	Premier Energies Limited^	28,304.00	450.00(4)	03-Sept-24	991.00	+146.93% [+2.07%]	NA*	NA*
5	Northern Arc Capital Limited^^	7,770.00	263.00(5)	24-Sept-24	350.00	-7.15% [-5.80%]	NA*	NA*
6	Afcons Infrastructure Limited^^	54,300.00	463.00(6)	04-Nov-24	426.00	NA*	NA*	NA*
7	Sagility India Limited^^	21,064.04	30.00(7)	12- Nov -2024	31.06	NA*	NA*	NA*
8	Acme Solar Holdings Limited^^	29,000.00	289.00(8)	13- Nov -2024	251.00	NA*	NA*	NA*
9	Swiggy Limited^^	113,274.27	390.00(9)	13- Nov -2024	420.00	NA*	NA*	NA*
10	Niva Bupa Health Insurance Company Limited^^	22,000.00	74.00	14-Nov-2024	78.14	NA*	NA*	NA*

**Data not available*
^BSE as designated stock exchange
^^NSE as designated stock exchange

(1) Discount of Rs. 64 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 679.00 per equity share
(2) Discount of Rs. 38 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 401.00 per equity share
(3) Discount of Rs. 7 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 76.00 per equity share
(4) Discount of Rs. 22 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 450.00 per equity share
(5) Discount of Rs. 24 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 263.00 per equity share
(6) Discount of Rs. 44 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 463.00 per equity share
(7) Discount of Rs. 2 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 30.00 per equity share
(8) Discount of Rs. 27 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 289.00 per equity share
(9) Discount of Rs. 25 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 390.00 per equity share

Summary statement of price information of past public issues handled by I-Sec:

	Total	Total amount	No. of IPOs trading at discount - 30th calendar days from listing	No. of IPOs trading at premium - 30th calendar days from listing	No. of IPOs trading at discount - 180th calendar days from listing	No. of IPOs trading at premium - 180th calendar days from listing

Financial Year	no. of IPOs	of funds raised (Rs. Mn.)	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2024-25*	17	5,00,012.59	-	-	2	4	4	2	-	-	-	2	1	1
2023-24	28	2,70,174.98	-	-	8	5	8	7	-	1	4	10	5	8
2022-23	9	2,95,341.82	-	1	3	-	3	2	-	1	1	-	5	2

* This data covers issues up to year-to-date

Notes:

1. *Data is sourced either from www.nseindia.com or www.bseindia.com, as per the designated stock exchange disclosed by the respective Issuer Company.*
2. *Similarly, benchmark index considered is "NIFTY 50" where NSE is the designated stock exchange and "S&P BSE SENSEX" where BSE is the designated stock exchange, as disclosed by the respective Issuer Company.*
3. *30th, 90th, 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the previous trading day*

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2. Nuvama

Price information of past issues handled by Nuvama:

S. No.	**Issue Name	Issue Size (₹ million) #	Issue price (₹)	Listing Date	Opening Price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Acme Solar Holdings Limited	29,000.00	289.00^	November 13, 2024	251.00	NA	NA	NA
2.	Afcons Infrastructure Limited	54,300.00	463.00$$	November 4, 2024	426.00	NA	NA	NA
3.	P N Gadgil Jewellers Limited	11,000.00	480.00	September 17, 2024	830.00	61.14% [-1.76%]	NA	NA
4.	Allied Blenders and Distillers Limited	15,000.00	281.00$	July 02, 2024	320.00	9.68% [3.43%]	21.28% [8.52%]	NA
5.	Go Digit General Insurance Limited	26,146.46	272.00	May 23, 2024	286.00	22.83% [2.32%]	30.79% [7.54%]	16.25% [2.12%]
6.	Popular Vehicles and Services Limited	6,015.54	295.00^^	March 19, 2024	289.20	-15.59% [1.51%]	-13.67% [7.55%]	-23.43%[16.22%]
7.	Capital Small Finance Bank Limited	5,230.70	468.00	February 14, 2024	435.00	-25.25% [1.77%]	-26.09% [1.33%]	-31.44% [10.98%]
8.	Mediassist Healthcare Services Limited	11,715.77	418.00	January 23, 2024	465.00	22.32% [3.20%]	15.66% [3.86%]	33.86% [14.54%]
9.	Flair Writing Industries Limited	5,930.00	304.00	December 01, 2023	501.00	14.69% [7.22%]	-8.63% [8.31%]	1.12% [12.93%]
10.	Gandhar Oil Refinery (India) Limited	5,006.92	169.00	November 30, 2023	298.00	61.51% [7.94%]	41.57% [10.26%]	22.99% [13.90%]

Source: www.nseindia.com and www.bseindia.com

^Acme Solar Holdings Limited– A discount of ₹27 per equity share was offered to eligible employees bidding in the employee reservation portion. All calculations are based on the offer price of ₹289 per equity share

$$ Afcons Infrastructure Limited – A discount of ₹44 per equity share was offered to eligible employees bidding in the employee reservation portion. All calculations are based on the offer price of ₹463 per equity share

$Allied Blenders and Distillers Limited- A discount of ₹ 26 per equity share was offered to eligible employees bidding in the employee reservation portion. All calculations are based on the offer price of ₹281 per equity share

^^Popular Vehicles and Services Limited- A discount of ₹ 28 per equity share was offered to eligible employees bidding in the employee reservation portion. All calculations are based on the offer price of ₹295 per equity share

#As per Prospectus

***Pursuant to order passed by Hon'ble National Company Law Tribunal, Mumbai Bench dated April 27, 2023, the merchant banking business of Edelweiss Financial Services Limited ("Edelweiss") has demerged and now transferred to Nuvama Wealth Management Limited ("Nuvama") and therefore the said merchant banking business is part of Nuvama.*

Notes

1. *Based on date of listing.*
2. *% of change in closing price on 30^{th} / 90^{th} / 180^{th} calendar day from listing day is calculated vs issue price. % change in closing benchmark index is calculated based on closing index on listing day vs closing index on 30^{th}/ 90^{th} / 180^{th} calendar day from listing day.*
3. *Wherever 30^{th}/ 90^{th} / 180^{th} calendar day from listing day is a holiday, the closing data of the previous trading day has been considered.*
4. *Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information and benchmark index.*
5. *Not Applicable. – Period not completed*
6. *Disclosure in Table-1 restricted to 10 issues.*

Summary statement of price information of past public issues handled by Nuvama:

Fiscal Year	**Total no. of IPOs**	**Total amount of funds raised (₹ Mn.)#**	**No. of IPOs trading at discount - 30^{th} calendar days from listing**			**No. of IPOs trading at premium - 30^{th} calendar days from listing**			**No. of IPOs trading at discount - 180^{th} calendar days from listing**			**No. of IPOs trading at premium - 180^{th} calendar days from listing**		
			Over 50%	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**
2024-25*	5	1,35,446.46	-	-	-	1	-	2	-	-	-	-	-	1
2023-24	9	68,029.67	-	1	1	1	1	5	-	-	2	1	1	3
2022-23	3	28,334.49	**-**	**1**	-	-	1	1	**-**	**1**	**1**	-	**-**	**1**

The information is as on the date of this RHP

1. *Based on date of listing.*
2. *Wherever 30^{th} and 180^{th} calendar day from listing day is a holiday, the closing data of the previous trading day has been considered.*
3. *Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information and benchmark index.*

**For the financial year 2024-25, 3 issues have completed 30 calendar days, 2 issues have completed 90 calendar days and 1 issue has completed 180 calendar days..*

#As per Prospectus

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3. SBICAPS

Price information of past issues handled by SBICAPS:

Sr. No.	Issue Name	Issue Size (₹ Mn.)	Issue Price (₹)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Afcons Infrastructure Limited#	54,300.00	463.00	November 4. 2024	430.05	-	-	-
2	Godavari Biorefineries Limited@	5,547.50	352.00	October 30, 2024	310.55	-	-	-
3	Waaree Energies Limited#	43,214.40	1,493.00	October 28, 2024	2,500.00	-	-	-
4	Bajaj Housing Finance Limited#	65,600.00	70.00	September 16,2024	150.00	+ 99.86% [-1.29%]	-	-
5	Ola Electric Mobility Limited# (1)	61,455.59	76.00	August 9, 2024	76.00	+44.17% [+1.99%]	-2.11% [+0.48%]	-
6	Bansal Wire Industries Limited#	7,450.00	256.00	July 10, 2024	356.00	+37.40% [-0.85%]	+61.17% [+1.94%]	-
7	Stanley Lifestyles Limited@	5,370.24	369.00	June 28, 2024	499.00	+55.96% [+2.91%]	+31.29% [+7.77%]	-
8	Dee Development Engineers Limited(2) #	4,180.15	203.00	June 26, 2024	339.00	+81.16% [+2.25%]	+47.44% [+8.67%]	-
9	Aadhar Housing Finance Ltd(3)#	30,000.00	315.00	May 15, 2024	315.00	+25.56% [+5.40%]	+33.89% [+9.67%]	+45.76% [+8.77%]
10	Bharti Hexacom Ltd@	42,750	570.00	April 12,2024	755.20	+58.25% [-2.13%]	+85.03% [+7.65%]	+158.31% [+9.95%]

Source: www.nseindia.com and www.bseindia.com

Notes:

* *The 30th, 90th and 180th calendar day computation includes the listing day. If either of the 30th, 90th or 180th calendar days isa trading holiday, the previous trading day is considered for the computation. We have taken the issue price to calculate the % change in closing price as on 30th, 90th and 180th day. We have taken the closing price of the applicable benchmark index as on the listing day to calculate the % change in closing price of the benchmark as on 30th, 90th and 180th day.*

** *The information is as on the date of this document.*

* *The information for each of the financial years is based on issues listed during such financial year.*

@ *The S&P BSE SENSEX index is considered as the Benchmark Index, BSE being the designated stock exchange*

\# *The Nifty 50 index is considered as the Benchmark Index, NSE being the designated stock exchange*

Summary statement of price information of past public issues handled by SBICAPS:

Financial Year	Total no. of IPOs #	Total amount of funds raised (₹ Mn.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**
2024-25*	10	3,19,867.88	-	-	-	4	3	-	-	-	-	1	1	-
2023-24	12	1,32,353.46	-	-	6	2	3	1	-	-	1	5	1	2
2022-23	3	2,28,668.02	-	1	2	-	-	-	-	1	1	-	1	-

* *The information is as on the date of this Offer Document.*

\# *Date of Listing for the issue is used to determine which financial year that particular issue falls into*

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Track record of past issues handled by the BRLMs

For details regarding the track record of the BRLMs, as specified in circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the websites of the BRLMs, as set forth in the table below:

Sr. No	Name of the BRLM	Website
1.	ICICI Securities Limited	http://www.icicisecurities.com/
2.	Nuvama Wealth Management Limited	www.nuvama.com
3.	SBI Capital Markets Limited	https://www.sbicaps.com/

Stock Market Data of Equity Shares

This being an initial public offer of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The agreement between the Registrar to the Offer, our Company and the Selling Shareholders provides for retention of records with the Registrar to the Offer for a period of at least eight years after completion of the Offer or such later period as may be prescribed under applicable laws, on behalf of the Company and the Selling Shareholders, to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

All grievances in relation to the Bidding process may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, UPI ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder. Anchor Investors are required to address all grievances in relation to the Offer to the BRLMs. Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

For offer related grievance investors may contact Book Running Lead Managers, details of whom are given in "*General Information*" on page 88.

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders.

Our Company, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with their obligations under applicable SEBI ICDR Regulations.

Investors can contact the Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

In terms of SEBI Circular CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and the SEBI circular bearing number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022, SEBI ICDR Master Circular and subject to any applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs in accordance with SEBI Circular CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 in the events of delayed unblock for cancelled/ withdrawn/ deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially-allotted applications, for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the Book Running Lead Managers shall compensate the investors at the rate higher of ₹ 100 or 15% per annum of the application amount for the period of such delay. Further, in terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

The processing fees for applications made by UPI Bidders 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 CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the SEBI ICDR Master Circular and the SEBI RTA Master Circular.

The Company shall obtain authentication on the SCORES and comply with the SEBI circular no. CIR/OIAE/1/2013 dated April 17, 2013, SEBI circular bearing number CIR/OIAE/1/2014 dated December 18, 2014, SEBI circular no. SEBI/HO/OIAE/IGRD/CIR/P/2019/86 dated August 2, 2019, and SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2021/642 dated October 14, 2021, and any amendment thereto in relation to redressal of investor grievances through SCORES.

Our Company has constituted a Stakeholders' Relationship Committee which is responsible for redressal of grievances of security holders of our Company. For details, see "*Our Management*" on page 265.

Our Company has appointed Mamta Jain as our Company Secretary and Compliance Officer for the Offer who may be contacted in case of any pre-Offer or post-Offer related grievances. Her contact details are as follows:

Mamta Jain
Company Secretary and Compliance Officer
E-mail: investors@surakshanet.com
Tel.: +91 33 66059750

Our Company has not received any investor complaint during the three years preceding the date of this Red Herring Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of this Red Herring Prospectus.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 21 calendar days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Exemption from complying with any provisions of SEBI ICDR Regulations

Our Company has not made any application under Regulation 300(2) of the SEBI ICDR Regulations for seeking exemption from strict compliance with any provisions of securities laws, as on the date of this Red Herring Prospectus.

Other confirmations

No person connected with the Offer shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Offer, except for fees or commission for services rendered in relation to the Offer.

SECTION VII – OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued, offered and Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, the MoA, AoA, SEBI Listing Regulations, the terms of the Draft Red Herring Prospectus, this Red Herring Prospectus, the Prospectus, the abridged prospectus, Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Offer.

The Offer

The Offer is an Offer for Sale by the Selling Shareholders. Expenses for the Offer shall be shared amongst our Company and the Selling Shareholders in the manner specified in "*Objects of the Offer*" on page 122.

Ranking of the Equity Shares

The Equity Shares being offered/Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SEBI Listing Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares including in respect of the right to receive dividend, voting and other corporate benefits. For further details, see "*Main Provisions of Articles of Association*" beginning on page 439.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the Memorandum and Articles of Association and provisions of the SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, see "*Dividend Policy*" and "*Main Provisions of Articles of Association*" beginning on pages 291 and 439, respectively.

Face Value, Offer Price, Floor Price and Price Band

The face value of each Equity Share is ₹ 2 each and the Offer Price at the lower end of the Price Band is ₹[●] per Equity Share and at the higher end of the Price Band is ₹[●] per Equity Share. The Anchor Investor Offer Price is ₹[●] per Equity Share. The Offer Price, Price Band and the minimum Bid Lot size for the Offer, will be decided by our Company in consultation with the BRLMs, and advertised in all editions of Financial Express, an English national daily newspaper, all editions of Jansatta, a Hindi national daily newspaper and Kolkata edition of Dainik Statesman, a Bengali daily newspaper (Bengali being the regional language of West Bengal, where our Registered and Corporate Office is located), at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the respective websites of the Stock Exchanges. At any given point of time, there shall be only one denomination for the Equity Shares. There are no outstanding equity shares of the Company having superior voting rights compared to Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the equity shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our equity shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right of free transferability, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations and the Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see "*Main Provisions of Articles of Association*" beginning on page 439.

Allotment only in dematerialised form

Pursuant to Section 29 of the Companies Act, 2013 the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges. In this context, our Company has entered into the following agreements with the respective Depositories and Registrar to the Offer:

- Tripartite agreement dated May 15, 2024, amongst our Company, NSDL and Registrar to the Offer.
- Tripartite agreement dated May 10, 2024, amongst our Company, CDSL and Registrar to the Offer.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will be in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares of face value ₹2 each. For further details, see "*Offer Procedure*" beginning on page 418.

Joint Holders

Subject to the provisions of the Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered and Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or
b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized mode, there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

Bid/Offer Programme

BID/ OFFER OPENS ON*	**Friday, November 29, 2024**
BID/ OFFER CLOSES ON	**Tuesday, December 3, 2024(1)**

**Our Company in consultation with the BRLMs, may consider participation by Anchor Investors. The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date in accordance with the SEBI ICDR Regulations i.e. Thursday, November 28, 2024.*
(1)UPI mandate end time and date shall be at 5:00 p.m. on the Bid/Offer Closing Date, i.e., on December 3, 2024.

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Bid/Offer Closing Date	Tuesday, December 3, 2024
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about Wednesday, December 4. 2024
Initiation of refunds (if any, for Anchor Investors) / unblocking of funds from ASBA Account*	On or about Thursday, December 5. 2024
Credit of the Equity Shares to depository accounts of Allottees	On or about Thursday, December 5. 2024
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about Friday, December 6, 2024

** In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding three Working Days from the Bid/Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The Book Running Lead Managers shall, in its sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Book Running Lead Managers shall be liable for compensating the Bidder at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of receipt of the investor grievance until the date on which the blocked amounts are unblocked. The Bidder shall be compensated in the manner specified in the SEBI Circular CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular dated March 16, 2021, as amended pursuant to SEBI circulars dated June 2, 2021 and April 20, 2022 and the SEBI ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable.*

The processing fees for applications made by UPI 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 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI RTA Master Circular and the UPI Circulars..

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation or liability on our Company, our Selling Shareholders or the BRLMs.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within the time prescribed under applicable law, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Any circulars or notifications from SEBI after the date of this Red Herring Prospectus may result in changes to the listing timelines. Further, the Offer procedure is subject to change basis any revised SEBI circulars to this effect.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within the time prescribed under applicable law, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company in consultation with the BRLMs, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. Each of the Selling Shareholders confirm that they shall provide all required information, support and cooperation as may be required by our Company and the BRLMs for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within the time period as may be prescribed by SEBI.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("**IST**")
Bid/Offer Closing Date*	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For RIIs, other than QIBs and Non-Institutional Investors	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications of QIBs and Non-Institutional Investors	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/ Revision/cancellation of Bids	
Upward Revision of Bids by QIBs and Non-Institutional Investors categories#	Only between 10.00 a.m. on the Bid/Offer Opening Date and up to 4.00 p.m. IST on Bid/Offer Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIIs	Only between 10.00 a.m. on the Bid/Offer Opening Date and up to 5.00 p.m. IST on Bid/Offer Closing Date

**UPI mandate end time and date shall be at 5:00 p.m. on the Bid/Offer Closing Date.*
#QIBs and Non-Institutional Investors can neither revise their bids downwards nor cancel/ withdraw their Bids

On the Bid/ Offer Closing Date:

(i) In case of Bids by QIBs and Non-Institutional Bidders, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and uploaded by 4.00 p.m. IST, and

(ii) In case of Bids by UPI Bidders, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and uploaded until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by UPI Bidders.

On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by Retail Individual Bidders after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/ Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the Book Running Lead Managers and the RTA on a daily basis, as per the format prescribed in SEBI circular bearing reference number SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date. Any time mentioned in this Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under this Offer. Bids will be accepted only during Working Days.

Investors may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101-6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges.

Our Company in consultation with the BRLMs reserve the right to revise the Price Band during the Bid/Offer Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly, but the Floor Price shall not be less than the face value of the Equity Shares. In all circumstances, the Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price. The Floor Price shall not be less than the face value of the Equity Shares.

In case of revision in the Price Band, the Bid/Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the change on the terminals of the Syndicate Members and by intimation to the intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank(s), as applicable.

In case of discrepancy in data entered in the electronic book vis-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Minimum Subscription

As this is an offer for sale by the Selling Shareholders, the requirement of minimum subscription of 90% of the Offer under the SEBI ICDR Regulations is not applicable to this Offer. However, if (i) our Company does not make the minimum Allotment in the Offer as specified under Rule 19(2)(b) of the SCRR; (ii) subscription level falls below the aforesaid minimum subscription after the Bid/ Offer Closing Date due to withdrawal of Bids, or after technical rejections, or any other reason; (iii) in case of devolvement of Underwriting, aforesaid minimum subscription is not received within such period as prescribed under applicable law; or (iv) if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares in the Offer; or (v) in case of failure to reduce the post-Offer shareholding of OrbiMed Asia II Mauritius Limited* to not more than 24.99%, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond four days, our Company, to the extent applicable, shall pay interest at the rate of 15% per annum or such other amount prescribed under applicable law, including the RTA Master Circular and the SEBI Master Circular.
** Surviving entity pursuant to amalgamation of OrbiMed Asia II Mauritius FDI Investments Limited (the erstwhile shareholder) into OrbiMed Asia II Mauritius Limited on November 11, 2022*

It is clarified that, refunds made, interest borne, and expenses incurred (with regard to payment of refunds), by the Company on behalf of any of the Selling Shareholders will be adjusted or reimbursed by such Selling Shareholder to the Company as agreed among the Company and the Selling Shareholders in writing in the Offer Agreement and subject to and in accordance with applicable law. Provided that the Selling Shareholders shall not be liable or responsible to pay such interest unless such delay is solely and directly attributable to an act of omission of the respective Selling Shareholder, in which event the Company shall be liable to pay such interest, as required under applicable law.

Further, in the event of under-subscription in the Offer, subject to the terms of the Offer Agreement, the Equity Shares will be allocated for Allotment in the following order: (i) at the first instance to (a) OrbiMed Asia II Mauritius Limited (b) Dr. Somnath Chatterjee; and (c) Ritu Mittal, in proportion to their respective portion of the

Offered Shares, and (ii) any balance Offered Shares to be allocated shall be proportionately distributed among the remaining Selling Shareholders in the ratio of their respective Offered Shares.

Further, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000 in compliance with Regulation 49(1) of SEBI ICDR Regulations failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

Arrangements for Disposal of Odd Lots

There are no arrangements for disposal of odd lots since our Equity Shares will be traded in dematerialised form only and market lot for our Equity Shares will be one Equity Share.

New Financial Instruments

Our Company is not issuing any new financial instruments through this Offer.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for lock-in of the pre-Offer capital of our Company, lock-in of the Promoters' minimum contribution under the SEBI ICDR Regulations and the Anchor Investor lock-in as provided in "*Capital Structure*" on page 99 and except as provided under the Articles of Association, there are no restrictions on transfer of the Equity Shares. Further, there are no restrictions on transmission of any shares of our Company and on their consolidation or splitting, except as provided in the Articles of Association. For details, see "*Main Provisions of Articles of Association"* beginning on page 439.

Withdrawal of the Offer

Our Company, in consultation with the BRLMs, reserve the right not to proceed with the Offer for any reason at any time after the Bid/Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the same newspapers, in which the pre-Offer advertisements were published, within two days of the Bid/Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. Further, the Stock Exchanges shall be informed promptly in this regard by our Company. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank, in case of UPI Bidders using the UPI Mechanism, to unblock the bank accounts of the ASBA Bidders and shall notify the Escrow Collection Bank to release the Bid Amounts to the Anchor Investors, within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, the Offer is also subject to (i) filing of the Prospectus with the RoC; and (ii) obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment. If our Company, in consultation with the Book Running Lead Managers, withdraw the Offer after the Bid/Offer Closing Date and thereafter determine that they will proceed with a public offering of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with SEBI and the Stock Exchanges.

OFFER STRUCTURE

The Offer is of up to 19,189,330 Equity Shares of face value ₹2 each, for cash at a price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) is an Offer of Sale of up to 19,189,330 Equity Shares of face value of ₹ 2 each, aggregating to ₹ [●] million by the Selling Shareholders.

The Offer shall constitute up to 36.84%, respectively of the post-Offer paid-up Equity Share capital of our Company. The face value of each Equity Share is ₹ 2 each.

The Offer is being made through the Book Building Process.

Particulars	QIBs(1)	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment/ allocation*(2)	Not more than [●] Equity Shares of face value ₹2 each	Not less than [●] Equity Shares of face value ₹2 each available for allocation	Not less than [●] Equity Shares of face value ₹2 each available for allocation
Percentage of Offer Size available for Allotment/ allocation	Not more than 50% of the Offer shall be Allotted to QIBs. However, up to 5% of the Net QIB Portion (excluding Anchor Investor Portion) will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining Net QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be available for allocation to QIBs in the remaining Net QIB Portion.	Not less than 15% of the Offer or the Offer less allocation to QIB Bidders and RIBs will be available for allocation subject to the following: Further, one-third of the Non-Institutional Portion will be made available for allocation to Bidders with a Bid size of more than ₹0.20 million and up to ₹1.00 million and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with a Bid size of more than ₹1.00 million and under-subscription in either of these two subcategories of the Non-Institutional Portion may be allocated to Bidders in the other subcategory of the Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price	Not less than 35% of the Offer or Offer less allocation to QIBs and Non-Institutional Bidders will be available for allocation
Basis of Allotment/ allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): a) [●] Equity Shares of face value ₹2 each shall be available for allocated on a proportionate basis to Mutual Funds only; and b) [●] Equity Shares of face value ₹2 each shall be allotted on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to 60% of the QIB Portion Equity Shares may be allocated on a discretionary basis to Anchor Investors of	The Equity Shares available for allocation to Bidders in the Non-Institutional Portion shall be subject to the following: (a) One-third of the Non-Institutional Portion shall be available for allocation to Bidders with an application size more than ₹0.20 million upto ₹1.00 million; and (b) Two-thirds of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹1.00 million. Provided that the unsubscribed portion in either of these two sub-categories of Non-Institutional Portion may be allocated to the Bidders in the other sub-category of Non-Institutional Portion in accordance with SEBI ICDR Regulations. The allotment to each Non-Institutional Bidder shall not be less than the Minimum NIB Bid Size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis, in accordance with	The allotment to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details, see "*Offer Procedure*" beginning on page 418.

Particulars	QIBs[1]	Non-Institutional Bidders	Retail Individual Bidders
	which one-third shall be available for allocation to domestic Mutual Funds only, subject to valid Bid received from domestic Mutual Funds at or above the Anchor Investor Allocation Price	SEBI ICDR Regulations.	
Mode of Bid	Only through the ASBA process (except for Anchor Investors)SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹ 0.50 million, shall use UPI. Individual investors bidding under the Non-Institutional Portion bidding for more than ₹0.20 million and up to ₹ 0.50 million shall be required to use the UPI Mechanism.		
Minimum Bid	Such number of Equity Shares in multiples of [●] Equity Shares of face value ₹2 each so that the Bid Amount exceeds ₹0.20 million	Such number of Equity Shares in multiples of [●] Equity Shares of face value ₹2 each so that the Bid Amount exceeds ₹0.20 million	[●] Equity Shares of face value ₹2 each
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares of face value ₹2 each so that the Bid does not exceed the size of the Offer, subject to applicable limits, applicable to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares of face value ₹2 each so that the Bid does not exceed the size of the Offer, (excluding the QIB Portion), subject to applicable limits, applicable to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares of face value ₹2 each so that the Bid Amount does not exceed ₹0.20 million
Bid Lot	[●] Equity Shares of face value ₹2 each and in multiples of [●] Equity Shares of face value ₹2 each thereafter		
Mode of allotment	Compulsorily in dematerialised form		
Allotment lot	[●] Equity Shares of face value ₹2 each and in multiples of one Equity Share thereafter		
Trading lot	One Equity Share of face value ₹2 each		
Who can apply[3]	Public financial institutions as specified in section 2(72) of the Companies Act 2013, scheduled commercial banks, Mutual Funds, FPIs other than individuals, corporate bodies and family offices, VCFs, AIFs, FVCIs, multilateral and bilateral development financial institutions, state industrial development corporation, insurance companies registered with IRDAI, provident funds (subject to applicable law) with minimum corpus of ₹250 million, pension funds with minimum corpus of ₹250 million registered with the Pension Fund Regulatory and Development Authority, National Investment Fund set up by the	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions societies, trusts, family offices and FPIs who are individuals, corporate bodies and family offices	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the karta)

Particulars	QIBs[(1)]	Non-Institutional Bidders	Retail Individual Bidders
	Government, the insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and NBFC-SI		
Terms of payment	**In case of Anchor Investors:** Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids[**(4)**] **In case of all other Bidders**: Full Bid Amount shall be blocked in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank(s) through the UPI Mechanism (for Eligible Employees, RIBs or individual investors bidding under the Non – Institutional Portion for an amount of more than ₹0.20 million and up to ₹ 0.50 million, using the UPI Mechanism), that is specified in the ASBA Form at the time of submission of the ASBA Form		

* *Assuming full subscription in the Offer.*

(1) *Our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being made to other Anchor Investors. For details, see "Offer Procedure" beginning on page 418.*

(2) *Subject to valid Bids being received at or above the Offer Price. This Offer is being made in accordance with Rule 19(2)(b) of the SCRR and under Regulation 6(1) of the SEBI ICDR Regulations. Under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories.*

(3) *If the Bid is submitted in joint names, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the depository account held in joint names. The signature of only the First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.*

(4) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Form, provided that any difference between the price at which Equity Shares are allocated to the Anchor Investors and the Anchor Investor Offer Price, shall be payable by the Anchor Investor pay-in date as mentioned in the CAN.*

The Bids by FPIs with certain structures as described under "*Offer Procedure - Bids by FPIs*" on page 424 and having the same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see "*Terms of the Offer*" on page 409.

OFFER PROCEDURE

*All Bidders should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the "**General Information Document**") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer especially in relation to the process for Bids by the UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.*

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) Category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Bidders/Applicants; (v) Issuance of CAN and allotment in the Offer; (vi) General instructions (limited to instructions for completing the Bid Form); (vii) Submission of Bid cum Application Form; (viii) Other Instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (ix) disposal of application (x) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (xi) mode of making refunds; (xii) Designated Date and (xiii) interest in case of delay in allotment or refund.

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective till June 30, 2019.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds was discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 had extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders ("**UPI Phase III**") and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("**T+3 Notification**") and made effective on a mandatory basis for all issues opening on or after December 1, 2023. The Offer is being undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI from time to time.*

Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI ICDR Master Circular has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. Subsequently, vide the SEBI RTA Master Circular, consolidated the circulars no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 to the extent relevant for RTAs, and rescinded these circulars.

Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings whose application sizes are up to ₹0.5 million shall use the UPI Mechanism. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories). These circulars are effective for initial public offers opening on/or after May 1, 2021, and the provisions of these circulars, as amended, are deemed to form part of this Red Herring Prospectus

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at *a uniform rate of ₹100 per day for the entire duration of delay exceeding three Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. Additionally, SEBI vide the SEBI ICDR Master Circular has reduced the time period for refund of application monies from 15 days to four days. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.*

The BRLMs shall be the nodal entity for any issues arising out of the public issuance process. In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in the SEBI RTA Master Circular shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and the BRLMs shall continue to coordinate with intermediaries involved in the said process.

Our Company, the Selling Shareholders and the BRLMs do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus or as will be specified in, the Prospectus.

Further, our Company, the Selling Shareholders and the Members of the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.

Book Building Procedure

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations and in compliance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Offer shall be allocated on a proportionate basis to QIBs, provided that our Company, may in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders out of which (a) one third of such portion shall be reserved for Non-Institutional Bidders with Bid size exceeding ₹ 0.20 million and up to ₹ 1.00 million; and (b) two third of such portion shall be reserved for Non-Institutional Bidders with Bid size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to Non-Institutional Bidders in the other sub-category of Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories, at the discretion of our Company, in consultation with the Book Running Lead Managers, and the Designated Stock Exchange and subject to applicable laws. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification by the CBDT dated February 13, 2020 read with press releases dated June 25, 2021 and September 17, 2021, read with press release dated September 17, 2021. CBDT circular no.7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023 and any subsequent press releases in this regard.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account,

including DP ID, Client ID and PAN, and UPI ID in case of RIBs using the UPI Mechanism) and PAN, shall be treated as incomplete and will be rejected. However, they may get the Equity Shares rematerialised subsequent to Allotment of the Equity Shares in the Offer, subject to compliance with applicable laws.

Phased implementation of Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs (and subsequently, all UPI Bidders) through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continued to be six Working Days during this phase.

Phase III: SEBI vide press release bearing number 12/2023 announced approval of proposal for reducing the time period for listing of shares in public issue from existing six working days to three working days and pursuant to SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("**T+3 Notification**"), this phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Offer will be undertaken pursuant to the process and procedures as UPI Phase III as notified in the T+3 Notification, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars include appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law.

Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the BRLM responsible for post-offer activities will be required to compensate the concerned investor.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. The issuers will be required to appoint one of the SCSBs as a sponsor bank(s) to act as conduits between the Stock Exchanges and NPCI in order to facilitate collection of requests and /or payment instructions of the UPI Bidders using the UPI.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered and Corporate Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid/Offer Opening Date.

Copies of the Anchor Investor Application Form will be available with the BRLMs.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. Anchor Investors are not permitted to participate in the Offer through the ASBA process. The UPI Bidders can additionally Bid through the UPI Mechanism.

UPI Bidders using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain the UPI ID are liable to be rejected. UPI Bidders bidding using the UPI Mechanism may also apply through the SCSBs and Mobile Applications using the UPI handles as provided on the website of the SEBI.

ASBA Bidders (those not using UPI Mechanism) must provide bank account details and authorization to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected. The ASBA Bidders shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder pursuant to SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Banks, as applicable at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians, including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	White
Eligible NRIs, FVCIs, FPIs and registered bilateral and multilateral institutions applying on a repatriation basis	Blue
Anchor Investors	White

* *Excluding electronic Bid cum Application Forms*

Notes:

(1) Electronic Bid cum Application forms and the abridged prospectus will also be available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com)

(2) Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLMs

In case of ASBA forms, the relevant Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges. For ASBA Forms (other than UPI Bidders using UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

For UPI Bidders using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Banks on a continuous basis through API integration to enable the Sponsor Banks to initiate a

UPI Mandate Request to such UPI Bidders for blocking of funds. The Sponsor Banks shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective Mobile Applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Banks, NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the issuer bank. The Sponsor Banks and the Bankers to the Offer shall provide the audit trail to the BRLMs for analysing the same and fixing liability.

The processing fees for applications made by the UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such SCSBs provide a written confirmation in compliance with the SEBI RTA Master Circular, in a format prescribed by SEBI or applicable law.

Pursuant to NSE circular dated July 22, 2022 with reference no. 23/2022 and BSE circular dated July 22, 2022 with reference no. 20220722-30, it has been mandated that Trading Members, Syndicate Members, RTA and Depository Participants shall submit ASBA bids above ₹0.50 million and NIB & QIB bids above ₹0.20 million, through SCSBs only.

For all pending UPI Mandate Requests, the Sponsor Banks shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Offer Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders Bidding using through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

The Sponsor Banks will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Banks will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLMs in the format and within the timelines as specified under the UPI Circulars. Sponsor Banks and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

ELECTRONIC REGISTRATION OF BIDS

(a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the issue.

(b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in this Red Herring Prospectus.

(c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 5:00 pm on the next Working Day following the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

(d) QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bid

The Equity Shares issued in the Offer have not been and will not be registered under the U.S. Securities Act, and shall not be offered or sold within the United States, Accordingly, the Equity Shares are being offered and sold outside the United States in 'offshore transactions' in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such

jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Participation by Promoters and members of the Promoter Group of the Company, the BRLMs and the Syndicate Members

The BRLMs and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLMs and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither (i) the BRLMs or any associates of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associates of the BRLMs) nor (ii) any "person related to the Promoters/ Promoter Group" shall apply in the Offer under the Anchor Investor Portion.

For the purposes of this section, a QIB who has any of the following rights shall be deemed to be a "person related to the Promoters/ Promoter Group": (a) rights under a shareholders' agreement or voting agreement entered into with the Promoters or Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board. Further, an Anchor Investor shall be deemed to be an associate of the BRLMs, if: (a) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, amongst the Anchor Investor and the BRLMs.

The Promoters and members of the Promoter Group will not participate in the Offer except to the extent of the Offered Shares.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their respective SCSB to block their Non-Resident External ("**NRE**") accounts, or Foreign Currency Non-Resident ("**FCNR**") Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their respective SCSB to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

For details of investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 437. Participation of Eligible NRIs shall be subject to the FEMA Non-debt Instruments Rules.

Bids by HUFs

Hindu Undivided Families or HUFs should be made in the individual name of the Karta. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals.

Bids by FPIs

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Non-debt Instruments Rules, the total holding by each FPI, of an investor group, shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis and the aggregate limit for FPI investments shall be the sectoral caps applicable to our Company, which is 100% of the total paid-up Equity Share capital of our Company on a fully diluted basis.

In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. Bids by FPIs which utilise the multi investment manager structure, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs may not be treated as multiple Bids.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivate instruments is also required to ensure that any transfer of offshore derivative instruments issued by, or on behalf of it subject to, inter alia, the following conditions:

(a) such offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

The FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for non-residents.

Bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the operational guidelines for FPIs and designated Depository Participants issued to facilitate implementation of SEBI FPI

Regulations (such structure referred to as "**MIM Structure**"), provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.

Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation in the Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

Bids by SEBI registered VCFs, AIFs and FVCIs

The Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 ("**SEBI VCF Regulations**") as amended, inter alia prescribe the investment restrictions on VCFs, registered with SEBI. The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 ("**SEBI AIF Regulations**") prescribe, amongst others, the investment restrictions on AIFs. The Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000 as amended ("**SEBI FVCI Regulations**") prescribe the investment restrictions on FVCIs.

Accordingly, the holding in any company by any individual VCF or FVCIs registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offering.

Category I and II AIFs cannot invest more than 25% of the investible funds in one investee company. A Category III AIF cannot invest more than 10% of the investible funds in one investee company. VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

Participation of VCFs, AIFs or FVCIs in the Offer shall be subject to the FEMA Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Selling Shareholders or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars (Nos. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013) dated September 13, 2012 and January 2, 2013 respectively. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016, as amended ("**IRDAI Investment Regulations**"), based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Such Bidders are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time..

Bids by provident funds/pension funds

In case of Bids made by provident funds or pension funds registered with the Pension Fund Regulatory and Development Authority, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs reserves the right to reject any Bid, without assigning any reason thereof.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million (subject to applicable law) and pension funds registered with the Pension Fund Regulatory and Development Authority with a minimum corpus of ₹250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company, in consultation with the BRLMs in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form subject to the terms and conditions that our Company in consultation with the BRLMs may deem fit.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section the key terms for participation by Anchor Investors are provided below.

(a) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLMs.

(b) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 100 million.

(c) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

(d) Bidding for Anchor Investors will open one Working Day before the Bid/Offer Opening Date, and will be completed on the same day.

(e) Our Company in consultation with the BRLMs may finalise allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than: maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ 100 million; minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100 million but up to ₹ 2,500 million, subject to a minimum Allotment of ₹ 50 million per Anchor Investor; and in case of allocation above ₹ 2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500, and an additional 10 Anchor Investors for every additional ₹ 2,500, subject to minimum Allotment of ₹ 50 million per Anchor Investor.

(f) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the BRLMs before the Bid/Offer Opening Date, through intimation to the Stock Exchanges.

(g) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

(h) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Offer Price will be payable by the Anchor Investors on the Anchor Investor pay-in date specified in the CAN. If the Offer Price is lower than the Anchor Investor Offer Price, Allotment to successful Anchor Investors will be at the higher price.

(i) 50% of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining 50% of the Equity Shares shall be locked-in for a period of 30 days from the date of Allotment.

(j) Neither the BRLMs nor any associate of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs, other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the BRLMs or pension funds sponsored by the entities which are associate of the BRLMs) , nor any "person related to Promoters or Promoter Group" shall apply in the Offer under the Anchor Investor Portion.

(k) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids. The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in this Red Herring Prospectus or as will be specified in the Prospectus.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditors, and (iii) such other approval as may be required by the Systemically Important NBFCs, are required to be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof. Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

In accordance with existing regulations issued by the RBI, OCBs cannot participate in this Offer.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in this Red Herring Prospectus.

General Instructions

Do's:

1. Check if you are eligible to apply as per the terms of this Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals.

2. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

3. Ensure that you have Bid within the Price Band;

4. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;

5. Ensure that you have mentioned the correct ASBA Account number if you are not an UPI Bidder using the UPI Mechanism in the Bid cum Application Form and if you are an UPI Bidder using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;

6. UPI Bidders using UPI Mechanism through the SCSBs and Mobile Applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019;

7. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time;

8. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries;

9. If the first applicant is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;

10. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

11. Ensure that you request for and receive a stamped acknowledgement counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

12. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;

13. UPI Bidders Bidding in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for UPI Bidders using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

14. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

15. Do not Bid for a Bid Amount exceeding ₹0.20 million for Bids by Retail Individual Bidders;

16. The ASBA Bidders shall ensure that bids above ₹ 0.50, are uploaded only by the SCSBs

17. Ensure that you have correctly signed the authorisation/ undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Banks, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI

Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Banks for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

18. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular no. MRD/DoP/Cir-20/2008 dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

19. Ensure that the Demographic Details are updated, true and correct in all respects;

20. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

21. Ensure that the category and the investor status is indicated in the Bid cum Application Form;

22. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;

23. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;

24. Since the Allotment will be in demat form only, ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID (for UPI Bidders bidding through UPI mechanism) are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID (for UPI Bidders bidding through UPI mechanism) entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID (for UPI Bidders bidding through UPI mechanism) available in the Depository database;

25. In case of UPI Bidders, once the Sponsor Bank issues the Mandate Request, the UPI Bidders would be required to proceed to authorize the blocking of funds by confirming or accepting the UPI Mandate Request to authorize the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;

26. UPI Bidders bidding using the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the first Bidder (in case of joint account) in the Bid cum Application Form; UPI Bidders who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which UPI Bidders should ensure acceptance of the UPI Mandate Request received from the Sponsor Banks to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;

27. Anchor Investors should submit the Anchor Investor Application Forms to the BRLMs;

28. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Banks prior to 12:00 p.m. of the Working Day immediately after the Bid/ Offer Closing Date;

29. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification by the CBDT dated February 13, 2020 read with press releases dated June 25, 2021 and September 17, 2021, read with press release dated September 17, 2021. CBDT circular no.7 of 2022, dated March 30,

2022, read with press release dated March 28, 2023;

30. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;

31. UPI Bidders shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Banks to block the Bid Amount mentioned in the Bid Cum Application Form; and

32. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and UPI Bidders bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in).

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not Bid for a Bid Amount exceeding ₹0.20 million for Bids by Retail Individual Bidders;

3. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

5. Do not Bid at Cut-off Price for Bids by QIBs and Non-Institutional Bidders;

6. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

7. Do not submit the Bid for an amount more than funds available in your ASBA account.

8. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;

9. In case of ASBA Bidders (other than UPI Bidders using the UPI mechanism), do not submit more than one ASBA Forms per ASBA Account;

10. If you are a UPI Bidder and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID;

11. Anchor Investors should not Bid through the ASBA process;

12. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

13. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated

Intermediary;

14. Do not submit the General Index Register (GIR) number instead of the PAN;

15. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if you are a UPI Bidder Bidding through the UPI Mechanism, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;

16. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

17. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);

18. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;

19. Do not submit a Bid using UPI ID, if you are not a RIB;

20. Do not Bid on another ASBA Form or the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

21. If you are a QIB, do not submit your Bid after 3 p.m. on the QIB Bid/Offer Closing Date; (for online applications) and after 12:00 p.m. on the Bid/ Offer Closing Date (for physical applications).

22. Do not Bid for Equity Shares in excess of what is specified for each category;

23. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for, exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of this Red Herring Prospectus;

24. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders (subject to the Bid Amount being up to ₹ 0.2 million), can revise or withdraw their Bids on or before the Bid/Offer Closing Date;

25. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres; If you are a UPI Bidder and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;

26. UPI Bidders Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or a bank which is not mentioned in the list provided in the SEBI website is liable to be rejected;

27. Do not Bid if you are an OCB.

28. In case of ASBA Bidders, Syndicate Members shall ensure that they do not upload any bids above ₹ 0.50 million;

29. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism;

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-Offer or post Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer. For details of our Company Secretary and Compliance Officer, see "*General Information*" on page 88

Further, helpline details of the BRLMs pursuant to the SEBI RTA Master Circular, see "*General Information –*

Book Running Lead Managers” on page 91.

Grounds for Technical Rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids may be rejected on the following additional technical grounds:

1. Bid submitted without instruction to the SCSB to block the entire Bid Amount;

2. Bids which do not contain details of the Bid Amount and the bank account or UPI ID (for UPI Bidders using the UPI Mechanism) details in the ASBA Form;

3. Bids submitted on a plain paper;

4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSB and/or using a Mobile Applications or UPI handle, not listed on the website of SEBI;

5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID, subject to availability of information from the Sponsor Banks;

6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

7. Bids submitted without the signature of the First Bidder or sole Bidder;

8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

9. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI circular (reference number: CIR/MRD/DP/ 22 /2010) dated July 29, 2010;

10. Bids by Retail Individual Bidders with Bid Amount for a value of more than ₹0.20 million;

11. GIR number furnished instead of PAN;

12. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals; and

13. Bids accompanied by cheque(s), demand draft(s), stock invest, money order, postal order or cash.

14. Bids by QIBs uploaded after 4.00 pm on the QIB Bid/ Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Offer Closing Date, and Bids by UPI Bidders uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchanges.

Further, Bidders shall be entitled to compensation in the manner specified in the SEBI Circular CFD/DIL2/CIR/P/2018/22 dated February 15, 2018 and SEBI circular dated March 16, 2021 read with the SEBI ICDR Master Circular and SEBI RTA Master Circular in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLMs and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares offered through this Red Herring Prospectus and the Prospectus except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than one per cent of the Offer may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the Retail Individual Bidders, Non-Institutional Bidders and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Bidders Portion, and the remaining available shares, if any, shall be allotted on a proportionate basis. The Allotment of Equity Shares to Anchor Investors shall be on a discretionary basis. Not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders. The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders. The allotment to each Non-Institutional Bidder shall not be less than the Minimum NIB Application Size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares.

Payment into Escrow Account(s) for Anchor Investors

Our Company in consultation with the BRLMs, in their absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid in the Offer through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS, NACH or NEFT) to the Escrow Accounts. For Anchor Investors, the payment instruments for payment into the Escrow Account(s) should be drawn in favour of:

(a) In case of resident Anchor Investors: "Suraksha Diagnostic Limited – ANCHOR R"

(b) In case of Non-Resident Anchor Investors: "Suraksha Diagnostic Limited – ANCHOR NR"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Selling Shareholders and the members of Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing this Red Herring Prospectus with the RoC, publish a pre- Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in: (i) all editions of Financial Express, an English national daily newspaper, (ii) all editions of Jansatta, a Hindi national daily newspaper, and (iii) Kolkata edition of Dainik Statesman, a Bengali daily newspaper (Bengali being the regional language of West Bengal, where our Registered and Corporate Office is located) each with wide circulation.

In the pre-Offer advertisement, we shall state the Bid/Offer Opening Date and the Bid/ Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

The information set out above is given for the benefit of the Bidders/applicants. Our Company, the respective Selling Shareholders, and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Signing of the Underwriting Agreement and the Filing with the RoC

(a) Our Company, the Selling Shareholders and the Underwriters intend to enter into an Underwriting

Agreement on or immediately after the finalisation of the Offer Price but prior to the filing of Prospectus with the RoC, as applicable, in accordance with the nature of underwriting which is determined in accordance with Regulation 40 (3) of SEBI ICDR Regulations.

(b) After signing the Underwriting Agreement, the Company will file a Prospectus with the RoC in accordance with applicable law. The Red Herring Prospectus will not have complete particulars of the Offer Price and the size of the Offer. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, the Offer size, and underwriting arrangements and will be complete in all material respects.

Undertakings by our Company

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors;

- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

- the Company shall apply in advance for the listing of equities on the conversion of debentures/bonds;

- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within the period as may be prescribed by the SEBI;

- if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and applicable law for the delayed period;

- the funds required for making refunds to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the specified period of closure of the issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

- no further issue of the Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc other than as disclosed in accordance with Regulation 56 of SEBI ICDR Regulations;

- that adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Forms from Anchor Investors

- that the promoters' contribution in full, wherever required, shall be brought in advance before the Offer opens for public subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on public in accordance with applicable provisions in these regulations;

- Our Company, in consultation with the BRLMs, reserve the right not to proceed with the Offer for any reason at any time after the Bid/Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the same newspapers, in which the pre-Offer advertisements were published, within two days of the Bid/Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. Further, the Stock Exchanges shall be informed promptly in this regard by our Company; and

- If our Company, in consultation with the Book Running Lead Managers, withdraw the Offer after the

Bid/Offer Closing Date and thereafter determine that they will proceed with a public offering of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI and the Stock Exchanges.

Undertakings by the Selling Shareholders

Each Selling Shareholder undertakes, severally and not jointly, in respect of itself as a selling shareholder and its respective portion of its Offered Shares that:

- the Offered Shares are eligible for being offered in the Offer for Sale in terms of the SEBI ICDR Regulations;
- it shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid in the Offer;
- it is, and in the case of Satish Kumar Verma, jointly with Suman Verma, the legal and beneficial owner of the Offered Shares and the Offered Shares are free and clear of any pre-emptive rights, liens, mortgages, charges, pledges or any other encumbrances and shall be in dematerialized form at the time of transfer;
- it shall deposit its respective portion of the Offered Shares in an escrow demat in accordance with the share escrow agreement to be executed between the parties to such share escrow agreement;
- it shall provide such reasonable assistance to our Company and the BRLMs in redressal of such investor grievances that pertain to its respective portion of the Offered Shares;
- it shall provide such reasonable cooperation to our Company in relation to its respective portion of the Offered Shares for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges; and
- it shall not have recourse to the proceeds of the Offer which shall be held in escrow in favour of the selling shareholder, until final approval for trading of the Equity Shares from the Stock Exchanges has been received.

The decisions with respect to the Price Band, the minimum Bid lot, revision of Price Band, Offer Price, will be taken by our Company in consultation with the BRLMs.

Only the statements and undertakings in relation to each of the Selling Shareholders and its portion of the Equity Shares offered in the Offer for Sale which are specifically "confirmed" or "undertaken" by it in this Red Herring Prospectus, shall be deemed to be "statements and undertakings specifically confirmed or undertaken" by such Selling Shareholders. All other statements and/ or undertakings in this Red Herring Prospectus shall be statements and undertakings made by our Company even if the same relates to the Selling Shareholders.

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"*Any person who—*

(a) ***makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or***
(b) ***makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or***
(c) ***otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name***

***shall be liable for action under Section 447.*"**

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least

₹ 1.00 million or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹ 1.00 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹ 5.00 million or with both.

Utilisation of Offer Proceeds

Our Board of Directors certifies and declares that:

a. all monies received out of the Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act.
b. details of all monies utilised out of the Offer shall be disclosed, and continue to be disclosed till the time any part of the Offer proceeds remains un-utilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and
c. details of all un-utilised monies out of the Offer, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such un-utilised monies have been invested.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries / departments are responsible for granting approval for foreign investment. The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT, issued the Consolidated FDI Policy Circular of 2020 ("**FDI Policy**"), which, with effect from October 15, 2020, consolidated and supersedes all previous press notes, press releases, clarifications, circulars issued by the DPIIT, which were in force prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular.

The transfer of shares between an Indian resident and a Non-Resident does not require the prior approval of the RBI, provided that: (i) the activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the Non-Resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI / RBI.

On October 17, 2019, Ministry of Finance, Department of Economic Affairs, had notified the FEMA NDI Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017. Foreign investment in this Offer shall be on the basis of the FEMA NDI Rules. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government of India, as prescribed in the Consolidated FDI Policy and the FEMA NDI Rules. In the event such prior approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Offer Period. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction / purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. These investment restrictions shall also apply to subscribers of offshore derivative instruments.

As per the FDI Policy, FDI is permitted up to 100% of the paid-up share capital of our company under the automatic route.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer. For details of the aggregate limit for investments by NRIs and FPIs in our Company, see "*Offer Procedure – Bids by Eligible NRIs*" and "*Offer Procedure – Bids by FPIs*" on pages 423 and 424.

Each Bidder should seek independent legal advice about its to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Bid/Offer Period

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The Equity Shares issued in the Offer have not been and will not be registered under the U.S. Securities Act, and shall not be offered or sold within the United States, Accordingly, the Equity Shares are being offered and sold outside the United States in 'offshore transactions' in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such offers and sales occur.

The above information is given for the benefit of the Bidders. Our Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII - MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

The following articles comprised in the Articles of Association were adopted pursuant to Special Resolution passed at the Extraordinary General Meeting of the Company held on July 22, 2024, in substitution for, and to the entire exclusion of the earlier regulations comprised in the extant Articles of Association of the Company. There are no material clauses of the Articles of Association of our Company that have been left out from disclosure having bearing on the Offer, in this Red Herring Prospectus.

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. The main provisions of the Articles of Association of our Company are detailed below.
The Articles of Association of our Company include two parts, Part A and Part B, which parts shall, unless the context otherwise requires, co-exist with each other until the receipt of the final listing and trading approvals from the Stock Exchanges for commencement of trading of Equity Shares of the Company. In case of any inconsistency or contradiction, conflict or overlap between Part A and Part B, the provisions of Part B shall prevail until immediately prior to the date of filing of this Red Herring Prospectus with the RoC. All the articles of Part B shall automatically terminate and cease to have any force and effect immediately from the date of receipt of the final listing and trading approvals from the Stock Exchanges for commencement of trading of Equity Shares of the Company and the provisions of Part A shall continue to be in effect and be in force, without any further corporate or other action, by our Company or by its Shareholders.

PRELIMINARY
TABLE 'F' EXCLUDED

1. The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013, shall not apply to our Company, except in so far as the same are repeated, contained, or expressly made applicable in the Articles or by the said Act.

2. The regulations for the management of our Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of our Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, as amended from time to time, be such as are contained in the Articles.

3. The Articles of Association of the Company comprise of two parts, Part A and Part B, which parts shall, unless the context otherwise requires, co-exist with each other until the date of receipt of the final listing and trading approvals from the stock exchanges for commencement of trading of the equity shares of the Company in relation to the proposed initial public offering of the equity shares of the Company (the "**IPO**" of the "**Equity Shares**" of the Company). In case of any inconsistency or contradiction, conflict or overlap between Part A and Part B, the provisions of Part B shall, subject to applicable law, prevail and be applicable. All articles of Part B shall automatically terminate and cease to have any force and effect from the date of receipt of the final listing and trading approvals from the stock exchanges for commencement of trading of the equity shares of the Company in relation to the proposed IPO of the Company and the provisions of Part A shall continue to be in effect and be in force, without any further corporate or other action, by the Company or by its shareholders.

PART A

DEFINITIONS AND INTERPRETATION

In the Articles, the following words and expressions, unless repugnant to the subject, shall mean the following:

"***Act***" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in the Articles and any previous company law, so far as may be applicable.

"***Annual General Meeting***" means the annual general meeting of our Company convened and held in accordance with the Act.

"***Articles of Association***" **or** "***Articles***" mean the Articles of association of our Company, as may be altered from time to time in accordance with the Act.

"***Board***" or "***Board of Directors***" means the board of directors of our Company in office at applicable times.

"***Company***" means Suraksha Diagnostic Limited , a company incorporated under the laws of India.

"***Depository***" means a depository, as defined in clause (e) of sub-section (1) of Section 2 of the Depositories Act, 1996 and a company formed and registered under the Companies Act, 2013 and which has been granted a certificate of registration under sub-section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992.

"***Director***" shall mean any director of our Company, including alternate directors, Independent Directors and nominee directors appointed in accordance with and the provisions of the Articles.

"***Equity Shares or Shares***" shall mean the issued, subscribed and paid-up equity shares of the Company as per the Memorandum of Association;

"***Exchange***" shall mean BSE Limited and the National Stock Exchange of India Limited.

"***Extraordinary General Meeting***" means an extraordinary general meeting of our Company convened and held in accordance with the Act;

"***General Meeting***" means any duly convened meeting of the shareholders of our Company and any adjournments thereof;

"***IPO***" means the initial public offering of the Equity Shares of our Company;

"***Member***" means the duly registered holder from time to time, of the shares of our Company and includes the subscribers to the Memorandum of Association and in case of shares held by a Depository, the beneficial owners whose names are recorded as such with the Depository;

"***Memorandum***" or "***Memorandum of Association***" means the memorandum of association of our Company, as may be altered from time to time;

"***Office***" means the registered office, for the time being, of our Company;

"***Officer***" shall have the meaning assigned thereto by the Act;

"***Ordinary Resolution***" shall have the meaning assigned thereto by the Act;

"***Register of Members***" means the register of members to be maintained pursuant to the provisions of the Act and the register of beneficial owners pursuant to Section 11 of the Depositories Act, 1996, in case of shares held in a Depository; and

AUTHORISED SHARE CAPITAL

The authorised share capital of our Company shall be such amount, divided into such class(es), denomination(s) and number of shares in our Company as stated in Clause V of the Memorandum of Association, with power to increase or reduce such capital from time to time and power to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, convertible, deferred, qualified, or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with the Articles of our Company, subject to the provisions of applicable law for the time being in force.

NEW CAPITAL PART OF THE EXISTING CAPITAL

Except so far as otherwise provided by the conditions of issue or by the Articles, any capital raised by the creation of new shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

KINDS OF SHARE CAPITAL

Our Company may issue the following kinds of shares in accordance with the Articles, the Companies Act and other applicable laws:

(a) Equity Share capital:

(i) with voting rights; and/or

(ii) with differential rights as to dividend, voting or otherwise in accordance with the Act; and

(b) Preference share capital.

SHARES AT THE DISPOSAL OF THE DIRECTORS

Subject to the provisions of the Companies Act and the Articles, the shares in the capital of our Company shall be under the control of the Board of Directors who may issue, allot or otherwise dispose of all or any of such shares to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of our Company in General Meeting give to any person the option or right to call for any shares either at par or at a premium during such time and for such consideration as the Board of Directors think fit.

CONSIDERATION FOR ALLOTMENT

The Board of Directors may issue and allot shares of our Company as payment in full or in part, for any property purchased by our Company or in respect of goods sold or transferred or machinery or appliances supplied or for services rendered to our Company in the acquisition and/or in the conduct of its business; and any shares which may be so allotted may be issued as fully paid up shares and if so issued shall be deemed as fully paid up shares.

SUB-DIVISION, CONSOLIDATION AND CANCELLATION OF SHARE CERTIFICATE

Subject to the provisions of the Act, our Company in its general meetings may, by an Ordinary Resolution, from time to time:

(a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient;
(b) sub-divide or consolidate its shares, or any of them, and the resolution whereby any share is sub-divided, may determine that as between the holders of the shares resulting from such sub-division one or more of such shares have some preference or special advantage in relation to dividend, capital or otherwise as compared with the others;
(c) cancel shares which at the date of such General Meeting have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled;
(d) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; provided that any consolidation and division which results in changes in the voting percentage of Members shall require applicable approvals under the Act; and
(e) convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of any denomination.

FURTHER ISSUE OF SHARES

(1) Where at any time the Board or our Company, as the case may be, propose to increase the subscribed capital by the issue of further shares then such shares shall be offered, subject to the provisions of section 62 of the Act, and the rules made thereunder:

(i) to the persons who at the date of the offer are holders of the Equity Shares of our Company, in proportion as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the conditions mentioned in (ii) to (iv) below;

(ii) The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days (or such lesser number of days as may be prescribed under applicable law) and not exceeding thirty days from the date of the offer, within which the offer if not accepted, shall be deemed to have been decline.

Provided that the notice shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing shareholders at least three days before the opening of the issue;

(iii) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in sub-clause (ii) shall contain a statement of this right;

(iv) After the expiry of time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that the person declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the Members and our Company;

(v) to employees under any scheme of employees' stock option subject to Special Resolution passed by the shareholders of our Company and subject to the rules and such other conditions, as may be prescribed under applicable law; or

(vi) to any person(s), if it is authorised by a Special Resolution, whether or not those persons include the persons referred to in clause (A) or clause (B) above either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed under the Act and the rules made thereunder; provided that in respect of issue of shares as aforesaid, subsequent to listing of the equity shares of our Company on the Exchange(s) pursuant to the IPO, the price of the shares shall be determined in accordance with applicable provisions of regulations made by Securities and Exchange Board of India and/or other applicable laws and the requirement for determination of price through valuation report of a registered valuer under the Act and the rules made thereunder shall not be applicable.

(2) Nothing in sub-clause (iii) of Clause (1)(A) shall be deemed:

(i) To extend the time within which the offer should be accepted; or

(ii) To authorize any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.

(3) Nothing in this Article shall apply to the increase of the subscribed capital of our Company caused by the exercise of an option as a term attached to the debentures issued or loans raised by our Company to convert such debentures or loans into shares in our Company or to subscribe for shares of our Company. Provided that the terms of issue of such debentures or loans containing such an option have been approved before the issue of such debentures or the raising of such loans by a Special Resolution passed by our Company in a General Meeting.

(4) Notwithstanding anything contained in Article 12(3) hereof, where any debentures have been issued, or loan has been obtained from any government by our Company, and if that government considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in our Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion.

Provided that where the terms and conditions of such conversion are not acceptable to our Company, it may, within sixty days from the date of communication of such order, appeal to National Company Law Tribunal which shall after hearing our Company and the Government pass such order as it deems fit.
A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the rules made thereunder.

ALLOTMENT ON APPLICATION TO BE ACCEPTANCE OF SHARES

Any application signed by or on behalf of an applicant for shares in our Company followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of the Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register of Members, shall, for the purpose of the Articles, be a Member.

RIGHT TO CONVERT LOANS INTO CAPITAL

Notwithstanding anything contained in sub-clauses(s) of Article 8 of Articles of Association, but subject, however, to the provisions of the Act, our Company may increase its subscribed capital on exercise of an option attached to the debentures or loans raised by our Company to convert such debentures or loans into shares or to subscribe for shares in our Company.

VARIATION OF SHAREHOLDERS' RIGHTS

(a) If at any time the share capital of our Company is divided into different classes of shares, the rights attached to the shares of any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to provisions of the Act and whether or not our Company is being wound up, be varied with the consent in writing of the holders of not less than three-fourth of the issued shares of that class or with the sanction of a Special Resolution passed at a separate meeting of the holders of the issued shares of that class, as prescribed by the Act.

(b) Subject to the provisions of the Act, to every such separate meeting, the provisions of the Articles relating to meeting shall mutatis mutandis apply.

PREFERENCE SHARES

(a) **Redeemable Preference Shares**

Our Company, subject to the applicable provisions of the Act and the consent of the Board, shall have the power to issue on a cumulative or non-cumulative basis, preference shares liable to be redeemed in any manner permissible under the Act, and the Directors may, subject to the applicable provisions of the Act, exercise such power in any manner as they deem fit and provide for redemption of such shares on such terms including the right to redeem at a premium or otherwise as they deem fit.

(b) **Convertible Redeemable Preference Shares**

Our Company, subject to the applicable provisions of the Act and the consent of the Board, shall have power to issue on a cumulative or non-cumulative basis convertible redeemable preference shares liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power as they deem fit and provide for redemption at a premium or otherwise and/or conversion of such shares into such securities on such terms as they may deem fit.

(c) Compulsorily Convertible Preference Shares

Our Company, subject to the applicable provisions of the Act and the consent of the Board, shall have power to issue on a cumulative or non-cumulative basis compulsorily convertible preference shares, subject to the applicable provisions of the Act, exercise such power as they deem fit and provide for conversion of such shares into such securities on such terms as they may deem fit.

PAYMENTS OF INTEREST OUT OF CAPITAL

Our Company shall have the power to pay interest out of its capital on so much of the shares which have been issued for the purpose of raising money to defray the expenses of the construction of any work or building for our Company in accordance with the Act.

COMPROMISE, ARRANGEMENTS AND AMALGAMATIONS

Subject to the applicable provisions of the Act, our Company is empowered to enter into any Schemes of Arrangement or compromises with its creditors and/or members of our Company and/or any class of such creditors or members, including but not limited to hive-off or demerger of any of its business or units and also to amalgamate or cause itself to be amalgamated with any other person, firm or body corporate.

ISSUE OF SHARE CERTIFICATE

Every Member shall be entitled, without payment, to one share certificate for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors so determine) to several share certificates, each for one or more of such shares and our Company shall complete and have ready for delivery such share certificates, unless prohibited by any provision of law or any order of court, tribunal or other authority having jurisdiction, within two (2) months from the date of allotment, or within one (1) month of the receipt of application of registration of transfer, transmission, sub division, consolidation or renewal of any of its shares as the case maybe or within a period of six (6) months from the date of allotment in the case of any allotment of debenture. In respect of any share or shares held jointly by several persons, our Company shall not be bound to issue more than one share certificate, and delivery of a share certificate for a share to one of several joint holders shall be sufficient delivery to all such joint holders.
New share certificates shall also be issued in the event of consolidation or sub-division of shares of our Company. Every such share certificate shall be issued in the manner prescribed under Section 46 of the Act and the rules framed thereunder.

Particulars of every share certificate issued shall be entered in the register of members against the name of the person, to whom it has been issued, indicating the date of issue. Every share certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two Directors or by a Director and our Company secretary, wherever our Company has appointed a company secretary.

ISSUE OF NEW SHARE CERTIFICATE IN PLACE OF ONE DEFACED, LOST OR DESTROYED

If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to our Company, a new share certificate may be issued in lieu thereof, and if any share certificate is lost or destroyed then upon proof thereof to the satisfaction of our Company and on execution of such indemnity as our Company deem adequate, being given, a new share certificate in lieu thereof shall be given to the party entitled to such lost or destroyed share certificate. Every share certificate under the Article shall be issued upon on payment of Rupees 20 for each share certificate.

Provided that notwithstanding what is stated above, the Directors shall comply with such rules or regulation or requirements of any Exchanges or the rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956 or any other act or rules applicable in this behalf. The provision of this Article shall *mutatis mutandis* apply to debentures of our Company.

COMMISSION FOR PLACING SHARES, DEBENTURES, ETC.

(a) Subject to the provisions of the Act and other applicable laws, our Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) to any shares or debentures of our Company or underwriting or procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares or debentures of our Company and provisions of the Act shall apply.

(b) Our Company may also, in any issue, pay such brokerage as may be lawful.

(c) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

COMPANY'S LIEN ON SHARES / DEBENTURES

Our Company shall subject to applicable law have a first and paramount lien:

(a) on every share / debenture (not being a fully paid share / debenture) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called, or payable at a fixed time, in respect of that share / debenture and no equitable interest in any share shall be created upon the footing and condition that this Article will have full effect; and

(b) on all shares/debentures (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to our Company. Unless otherwise agreed, the registration of transfer of shares / debentures shall operate as a waiver of our Company's lien, if any, on such shares / debentures.

Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this Article.

The fully paid up shares shall be free from all lien and in the case of partly paid up shares our Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.

DIRECTORS MAY REFUSE TO REGISTER TRANSFER

Subject to the provisions of these Articles and other applicable provisions of the Act or any other applicable law for the time being in force, the Board may (at its own absolute and uncontrolled discretion) decline or refuse by giving reasons, whether in pursuance of any power of the Company under these Articles or otherwise, to register or acknowledge any transfer of, or the transmission by operation of law of the right to, any securities or interest of a Member in the Company, after providing sufficient cause, within a period of thirty days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company. Provided that the registration of transfer of any securities shall not be refused on the ground of the transferor being alone or jointly with any other person or persons, indebted to the Company on any account whatsoever except where the Company has a lien on shares. Transfer of shares/debentures in whatever lot shall not be refused.

RULES TO ISSUE SHARE CERTIFICATES

The Act shall be complied with in respect of the issue, reissue, renewal of share certificates and the format and signing of the share certificates and records of the share certificates issued shall be maintained in accordance with the said Act.

LIEN TO EXTEND TO DIVIDENDS, ETC.

The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares / debentures.

ENFORCING LIEN BY SALE

The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

Provided that no sale shall be made—

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen (14) days' after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise.

No Member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

APPLICATION OF SALE PROCEEDS

The proceeds of any such sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the Shares before the sale) be paid to the person entitled to the shares at the date of the sale.

OUTSIDER'S LIEN NOT TO AFFECT COMPANY'S LIEN

In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by law) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

PROVISIONS AS TO LIEN TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.

The provisions of the Articles relating to lien shall *mutatis mutandis* apply to any other securities, including debentures, of the Company.

BOARD TO HAVE RIGHT TO MAKE CALLS ON SHARES

The Board may subject to the provisions of the Act and any other applicable law, from time to time, make such call as it thinks fit upon the Members in respect of all moneys unpaid on the shares (whether on account of the nominal value of the shares or by premium) and not by the conditions of allotment thereof made payable at fixed times. Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. A call may be revoked or postponed at the discretion of the Board. The power to call on shares shall not be delegated to any other person except with the approval of the shareholders' in a General Meeting.

PROVISIONS AS TO CALLS TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.

The provisions of the Articles relating to calls shall *mutatis mutandis* apply to any other securities, including debentures, of the Company.

TRANSMISSION OF SHARES

Subject to the provisions of the Act and the Articles, any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any Members, or by any lawful means other than by a transfer in accordance with the Articles, may with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence as the Board thinks sufficient, that he sustains the character in respect of which he proposes to act under this Article, or of his title, elect to either be registered himself as holder of the shares or elect to have some person nominated by him and approved by the Board, registered as such holder or to make such transfer of the share as the deceased or insolvent Member could have made. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. Provided, nevertheless, if such person shall elect to have his nominee registered, he shall testify that election by executing in favour of his nominee an instrument of transfer in accordance with the provision herein contained and until he does so he shall not be freed from any liability in respect of the shares. Further, all limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfer of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the Member had not occurred and the notice or transfer were a transfer signed by that Member.

TITLE TO SHARES OF DECEASED MEMBERS

The executors or administrators or the holders of a succession certificate issued in respect of the shares of a deceased Member and not being one of several joint holders shall be the only person whom the Company shall recognize as having any title to the shares registered in the name of such Members and in case of the death of one or more of the joint holders of any registered share, the survivor or survivors shall be entitled to the title or interest in such shares but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person. Provided nevertheless that in case the Directors, in their absolute discretion think fit, it shall be lawful for the Directors to dispense with the production of a probate or letters of administration or a succession certificate or such other legal representation upon such terms (if any) (as to indemnify or otherwise) as the Directors may consider necessary or desirable.

TRANSFER AND TRANSMISSION OF DEBENTURES

The provisions of the Articles, shall, *mutatis mutandis*, apply to the transfer of or the transmission by law of the right to any securities including, debentures of the Company.

NOTICE FOR FORFEITURE OF SHARES

The notice aforesaid shall:

(a) name a further day (not being earlier than the expiry of fourteen days from the date of services of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

ENTRY OF FORFEITURE IN REGISTER OF MEMBERS

When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting Member and any entry of the forfeiture with the date thereof, shall forthwith be made in the Register of Members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.

EFFECT OF FORFEITURE

The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by the Articles expressly saved.

VALIDITY OF SALES

Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the shares sold and after his name has been entered in the Register of Members in respect of such shares the validity of the sale shall not be impeached by any person.

BOARD TO HAVE A RIGHT TO FORFEIT SHARES

If a Member fails to pay any call, or installment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or installment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by our Company by reason of non-payment.

REGISTER OF TRANSFERS

Our Company shall keep a "Register of Transfers" and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any shares. Our Company shall also use a common form of transfer, as prescribed under the Act and rules notified thereunder and as per applicable requirements specified by the Exchanges.

INSTRUMENT OF TRANSFER

(a) The instrument of transfer of any share shall be in writing and all the provisions of the Act, and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof. Our Company shall use the form of transfer, as prescribed under the Act, in all cases. In case of transfer of shares, where our Company has not issued any share certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act, 1996 shall apply.

(b) The Board may decline to recognize any instrument of transfer unless-

(i) the instrument of transfer is in the form prescribed under the Act;

(ii) the instrument of transfer is accompanied by the certificate of shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(iii) the instrument of transfer is in respect of only one class of shares.

(c) No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document.

RIGHTS TO ISSUE SHARE WARRANTS

Our Company may issue share warrants subject to, and in accordance with provisions of the Act. The Board may, in its discretion, with respect to any share which is fully paid up on application in writing signed by the person registered as holder of the share, and authenticated by such evidence (if any) as the Board may from time to time require as to the identity of the person signing the application, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require having been paid, issue a warrant.

BOARD TO MAKE RULES

The Board may, from time to time, make rules as to the terms on which it shall think fit, a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

SHARES MAY BE CONVERTED INTO STOCK

Where shares are converted into stock:

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

(b) Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose;

(c) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage;

(d) such of the Articles of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder”/”Member” shall include “stock” and “stock-holder” respectively.

REDUCTION OF CAPITAL

Our Company may, by a Special Resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act—

(a) its share capital; and/or
(b) any capital redemption reserve account; and/or
(c) any share premium account

and in particular without prejudice to the generality of the foregoing power may be: (i) extinguishing or reducing the liability on any of its shares in respect of share capital not paid up; (ii) either with or without extinguishing or reducing liability on any of its shares, cancel paid up share capital which is lost or is unrepresented by available assets; or (ii) either with or without extinguishing or reducing liability on any of its shares, pay off any paid up share capital which is in excess of the wants of our Company; and may, if and so far as is necessary, alter its Memorandum, by reducing the amount of its share capital and of its shares accordingly.

DEMATERIALISATION OF SECURITIES

(a) Our Company shall recognise interest in dematerialised securities under the Depositories Act, 1996.

Subject to the provisions of the Act, either our Company or the investor may exercise an option to issue (in case of our Company only), deal in, hold the securities (including shares) with a Depository in electronic form and the share certificates in respect thereof shall be dematerialized, in which event, the rights and obligations of the parties concerned and matters connected therewith or incidental thereof shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time or any statutory modification(s) thereto or re-enactment thereof, the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and other Applicable Law.

(b) Dematerialisation/Re-materialisation of securities

Notwithstanding anything to the contrary or inconsistent contained in the Articles, our Company shall be entitled to dematerialise its existing securities, re materialise its securities held in Depositories and/or offer its fresh securities in the dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.

(c) Option to receive security certificate or hold securities with the Depository

Every person subscribing to or holding securities of our Company shall have the option to receive the security certificate or hold securities with a Depository. Where a person opts to hold a security with the Depository, our Company shall intimate such Depository of the details of allotment of the security and on receipt of such information, the Depository shall enter in its Record, the name of the allottees as the beneficial owner of that Security.

(d) Securities in electronic form

All securities held by a Depository shall be dematerialized and held in electronic form. No certificate shall be issued for the securities held by the Depository.

(e) Beneficial owner deemed as absolute owner

Except as ordered by a court of competent jurisdiction or by applicable law required and subject to the provisions of the Act, our Company shall be entitled to treat the person whose name appears on the applicable register as the holder of any security or whose name appears as the beneficial owner of any security in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity, equitable contingent, future, partial interest, other claim to or interest in respect of such securities or (except only as by the Articles otherwise expressly provided) any right in respect of a security other than an absolute right thereto in accordance with the Articles, on the part of any other person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any security in the joint names of any two or more persons or the survivor or survivors of them.

(f) Register and index of beneficial owners

Our Company shall cause to be kept a register and index of Members with details of securities held in materialised and dematerialised forms in any media as may be permitted by law including any form of electronic media. The register and index of beneficial owners maintained by a Depository under the Depositories Act, 1996 shall be deemed to be a register and index of Members for the purposes of this Act. Our Company shall have the power to keep in any state or country outside India, a Register of Members, resident in that state or country.

BUY BACK OF SHARES

Notwithstanding anything contained in the Articles, but subject to all applicable provisions of the Act or any other law for the time being in force, our Company may purchase its own shares or other specified securities.

ANNUAL GENERAL MEETINGS

(a) Our Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year.

(b) An Annual General Meeting of our Company shall be held in accordance with the provisions of the Act.

EXTRAORDINARY GENERAL MEETINGS

All General Meetings other than the Annual General Meeting shall be called "Extraordinary General Meeting". Provided that, the Board may, whenever it thinks fit, call an Extraordinary General Meeting.

EXTRAORDINARY MEETINGS ON REQUISITION

The Board shall, on the requisition of Members, convene an Extraordinary General Meeting of our Company in the circumstances and in the manner provided under the Act.

NOTICE FOR GENERAL MEETINGS

All General Meetings shall be convened by giving not less than clear twenty one (21) days' notice, in such manner as is prescribed under the Act, specifying the place, date and hour of the meeting and a statement of the business proposed to be transacted at such a meeting, in the manner mentioned in the Act. Notice shall be given to all the Members and to such persons as are under the Act and/or the Articles entitled to receive such notice from our Company but any accidental omission to give notice to or non-receipt of the notice by any Member or other person to whom it should be given shall not invalidate the proceedings of any General Meetings.

The Members may participate in General Meetings through such modes as permitted by applicable laws.

SHORTER NOTICE ADMISSIBLE

Upon compliance with the relevant provisions of the Act, an Annual General Meeting or any General Meeting may be convened by giving a shorter notice than twenty one (21) days.

SPECIAL AND ORDINARY BUSINESS

(a) Subject to the provisions of the Act, all business shall be deemed special that is transacted at the Annual General Meeting with the exception of declaration of any dividend, the consideration of financial statements and reports of the Directors and auditors, the appointment of Directors in place of those retiring and the appointment of and fixing of the remuneration of the auditors. In case of any other meeting, all business shall be deemed to be special.

(b) In case of special business as aforesaid, an explanatory statement as required under the applicable provisions of the Act shall be annexed to the notice of the meeting.

QUORUM FOR GENERAL MEETING

Five (5) Members or such other number of Members as required under the Act or the applicable law for the time being in force prescribes, personally present shall be quorum for a General Meeting and no business shall be transacted at any General Meeting unless the requisite quorum is present at the commencement of the meeting.

TIME FOR QUORUM AND ADJOURNMENT

Subject to the provisions of the Act, if within half an hour from the time appointed for a meeting, a quorum is not present, the meeting, if called upon the requisition of Members, shall be cancelled and in any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine. If at the adjourned meeting also a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be quorum and may transact the business for which the meeting was called.

CHAIRMAN OF GENERAL MEETING

The chairman, if any, of the Board of Directors shall preside as chairman at every General Meeting of our Company.

ELECTION OF CHAIRMAN

Subject to the provisions of the Act, if there is no such chairman or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the Directors present shall elect another Director as chairman and if no Director be present or if all the Directors decline to take the chair, then the Members present shall choose a Member to be the chairman.

ADJOURNMENT OF MEETING

Subject to the provisions of the Act, the chairman of a General Meeting may, with the consent given in the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn that meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When the meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as nearly to the original meeting, as may be possible. Save as aforesaid and as provided in Section 103 of the Act, it shall not be necessary to give any notice of adjournment of the business to be transacted at an adjourned meeting.

VOTING AT MEETING

At any General Meeting, a demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded. The demand for a poll may be withdrawn at any time by the person or persons who made the demand. Further, no objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General Meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the General Meeting, whose decision shall be final and conclusive.

DECISION BY POLL

If a poll is duly demanded in accordance with the provisions of the Act, it shall be taken in such manner as the chairman directs and the results of the poll shall be deemed to be the decision of the meeting on the resolution in respect of which the poll was demanded.

CASTING VOTE OF CHAIRMAN

In case of equal votes, whether on a show of hands or on a poll, the chairman of the General Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote in addition to the vote or votes to which he may be entitled to as a Member.

PASSING RESOLUTIONS BY POSTAL BALLOT

(a) Notwithstanding any of the provisions of the Articles, our Company may, and in the case of resolutions relating to such business as notified under the Act, to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of our Company.

(b) Where our Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under the Act.

(c) If a resolution is assented to by the requisite majority of the shareholders by means of postal ballot, it shall be deemed to have been duly passed at a General Meeting convened in that behalf.

VOTING RIGHTS OF MEMBERS

Subject to any rights or restrictions for the time being attached to any class or classes of shares:

(a) On a show of hands every Member holding Equity Shares and present in person shall have one vote.

(b) On a poll, every Member holding Equity Shares therein shall have voting rights in proportion to his share in the paid up Equity Share capital.

(c) A Member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.

VOTING BY JOINT-HOLDERS

In case of joint holders the vote of first named of such joint holders in the Register of Members who tender a vote whether in person or by proxy shall be accepted, to the exclusion of the votes of other joint holders.

PROXY

Any Member entitled to attend and vote at a General Meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.

NUMBER OF DIRECTORS

Unless otherwise determined by General Meeting, the number of Directors shall not be less than three (3) and not more than fifteen (15), and at least one (1) Director shall be resident of India in the previous year.

Provided that our Company may appoint more than fifteen (15) Directors after passing a Special Resolution.

SHARE QUALIFICATION NOT NECESSARY

Any person whether a Member of our Company or not may be appointed as Director and no qualification by way of holding shares shall be required of any Director.

REMUNERATION OF DIRECTORS

(a) A Director (other than a managing Director or whole-time Director) may receive a sitting fee not exceeding such sum as may be prescribed by the Act or the Central Government from time to time for each meeting of the Board of Directors or any committee thereof attended by him. The remuneration of Directors including managing Director and/or whole-time Director may be paid in accordance with the applicable provisions of the Act.

(b) The Board of Directors may allow and pay or reimburse any Director who is not a bona fide resident of the place where a meeting of the Board or of any committee is held and who shall come to such place for the purpose of attending such meeting or for attending its business at the request of our Company, such sum as the Board may consider fair compensation for travelling, and out-of-pocket expenses and if any Director be called upon to go or reside out of the ordinary place of his residence on our Company's business he shall be entitled to be reimbursed any travelling or other expenses incurred in connection with the business of our Company.

(c) The managing Directors/ whole-time Directors shall be entitled to charge and be paid for all actual expenses, if any, which they may incur for or in connection with the business of our Company. They shall be entitled to appoint part time employees in connection with the management of the affairs of our Company and shall be entitled to be paid by our Company any remuneration that they may pay to such part time employees.

ONE-THIRD OF DIRECTORS TO RETIRE EVERY YEAR

At the Annual General Meeting of our Company to be held in every year, one third of such of the Directors as are liable to retire by rotation for time being, or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-election. Provided nevertheless that the managing director appointed or the Directors appointed as a debenture director under Articles hereto shall not retire by rotation under this Article nor shall they be included in calculating the total number of Directors of whom one third shall retire from office under this Article.

MEETINGS OF THE BOARD

(a) The Board of Directors shall meet at least once in every three (3) months with a maximum gap of four (4) months between two (2) meetings of the Board for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit in accordance with the Act, provided that at least four (4) such meetings shall be held in every year. Place of meetings of the Board shall be at a location determined by the Board at its previous meeting, or if no such determination is made, then as determined by the chairman of the Board.

(b) The chairman may, at any time, and the secretary or such other Officer of our Company as may be authorised in this behalf on the requisition of Director shall at any time summon a meeting of the Board. Notice of at least seven (7) days in writing of every meeting of the Board shall be given to every Director and every alternate Director at his usual address whether in India or abroad, provided always that a meeting may be convened by a shorter notice to transact urgent business subject to the condition that at least one independent director, if any, shall be present at the meeting and in case of absence of independent directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the Directors and shall be final only on ratification thereof by at least one independent director, if any.

(c) The notice of each meeting of the Board shall include (i) the time for the proposed meeting; (ii) the venue for the proposed meeting; and (iii) an agenda setting out the business proposed to be transacted at the meeting.

(d) To the extent permissible by applicable law, the Directors may participate in a meeting of the Board or any committee thereof, through electronic mode, that is, by way of video conferencing i.e., audio visual electronic communication facility. The notice of the meeting must inform the Directors regarding the availability of participation through video conferencing. Any Director participating in a meeting through the use of video conferencing shall be counted for the purpose of quorum.

QUORUM

Subject to the provisions of the Act, the quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher and the participation of the Directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum.

At any time the number of interested Directors is equal to or exceeds two-thirds of total strength, the number of remaining Directors, that is to say the number of Directors who are not interested, present at the meeting being not less than two, shall be the quorum during such time. The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of the resolution or meeting, that is to say, the total strength of Board after deducting there from the number of Directors, if any, whose places are vacant at the time. The term 'interested director' means any Director whose presence cannot, by reason of applicable provisions of the Act be counted for the purpose of forming a quorum at meeting of the Board, at the time of the discussion or vote on the concerned matter or resolution.

QUESTIONS HOW DETERMINED

(a) A committee may meet and adjourn as it thinks proper.

(b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present as the case may be and in case of equality of vote, the chairman shall have a second or casting vote, in addition to his vote as a member of the committee.

MAINTENANCE OF FOREIGN REGISTER

The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of those Sections) make and vary such regulations as it may think fit respecting the keeping of any register.

BORROWING POWERS

(a) Subject to the provisions of the Act and the Articles, the Board may from time to time at their discretion raise or borrow or secure the payment of any such sum of money for the purpose of our Company, in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by promissory notes or by receiving deposits and advances with or without security or by the issue of bonds, debentures, perpetual or otherwise, including debentures convertible into shares of this Company or any other company or perpetual annuities and to secure any such money so borrowed, raised or received, mortgage, pledge or charge the whole or any part of the property, assets or revenue of our Company present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off any such securities;

provided however, that the moneys to be borrowed, together with the money already borrowed by our Company apart from temporary loans obtained from our Company's bankers in the ordinary course of business shall not, without the sanction of our Company by a Special Resolution at a General Meeting, exceed the aggregate of the paid up capital of our Company and its free reserves. Provided that every Special Resolution passed by our Company in General Meeting in relation to the exercise of the power to borrow shall specify the total amount up to which moneys may be borrowed by the Board of Directors.

(b) The Directors may by resolution at a meeting of the Board delegate the above power to borrow money otherwise than on debentures to a committee of Directors or managing Director or to any other person permitted by applicable law, if any, within the limits prescribed.

(c) To the extent permitted under the applicable law and subject to compliance with the requirements thereof, the Directors shall be empowered to grant loans to such entities at such terms as they may deem to be appropriate and he same shall be in the interests of our Company.

(d) Any bonds, debentures, debenture-stock or other securities may if permissible under applicable law be issued at a discount, premium or otherwise by our Company and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of our Company, and on the condition that they or any part of them may be convertible into Equity Shares of any denomination, and with any privileges and conditions as to the redemption, surrender, allotment of shares, attending (but not voting) in the General Meeting, appointment of Directors or otherwise. Provided that debentures with rights to allotment of or conversion into Equity Shares shall not be issued except with, the sanction of our Company in General Meeting accorded by a Special Resolution.

NOMINEE DIRECTORS

(a) Subject to the provisions of the Act, so long as any moneys remain owing by our Company to Financial Institutions regulated by the Reserve Bank of India, State Financial Corporation or any financial institution owned or controlled by the Central Government or State Government or any Non-Banking Financial Company regulated by the Reserve Bank of India or any such company from whom our Company has borrowed for the purpose of carrying on its objects or each of the above has granted any loans / or subscribes to the debentures of our Company or so long as any of the aforementioned companies of financial institutions holds or continues to hold debentures /shares in our Company as a result of underwriting or by direct subscription or private placement or so long as any liability of our Company arising out of any guarantee furnished on behalf of our Company remains outstanding, and if the loan or other agreement with such institution/ corporation/ company (hereinafter referred to as the "**Corporation**") so provides, the Corporation may, in pursuance of the provisions of any law for the time being in force or of any agreement, have a right to appoint from time to time any person or persons as a Director or Directors whole-time or non whole-time (which Director or Director/s is/are hereinafter referred to as "**Nominee Directors/s**") on the Board of our Company and to remove from such office any person or person so appointed and to appoint any person or persons in his /their place(s).

(b) The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board meetings and of the meetings of the committee of which Nominee Director/s is/are member/s as also the minutes of such Meetings. The Corporation shall also be entitled to receive all such notices and minutes.

(c) Our Company may pay the Nominee Director/s sitting fees and expenses to which the other Directors of our Company are entitled, but if any other fees commission, monies or remuneration in any form is payable to the Directors of our Company the fees, commission, monies and remuneration in relation to such Nominee Director/s may accrue to the nominee appointer and same shall accordingly be paid by our Company directly to the Corporation.

(d) Provided that the sitting fees, in relation to such Nominee Director/s shall also accrue to the appointer and same shall accordingly be paid by our Company directly to the appointer.

COMPANY IN GENERAL MEETING MAY DECLARE DIVIDENDS

Our Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

INTERIM DIVIDENDS

Subject to the provisions of the Act, the Board may from time to time pay to the Members such interim dividends of such amount on such class of shares and at such times as it may think fit and as appear to it to be justified by the profits of our Company.

RIGHT TO DIVIDEND AND UNPAID OR UNCLAIMED DIVIDEND

(a) Where capital is paid in advance of calls, such capital, whilst carrying interest, shall not confer a right to dividend or to participate in the profits.

(b) Where our Company has declared a dividend but which has not been paid or claimed within thirty (30) days from the date of declaration, our Company shall within seven (7) days from the date of expiry of the said period of thirty (30) days, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of thirty (30) days, to a special account to be opened by our Company in that behalf in any scheduled bank to be called "Unpaid Dividend Account of Suraksha Diagnostic Limited ".

(c) Any money transferred to the unpaid dividend account of our Company which remains unpaid or unclaimed for a period of seven (7) years from the date of such transfer, shall be transferred by our Company to the fund known as Investor Education and Protection Fund established under the Act.

(d) No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes barred by law.

(e) All other provisions under the Act will be complied with in relation to the unpaid or unclaimed dividend.

CAPITALISATION OF PROFITS

(a) Our Company in General Meeting, may, on recommendation of the Board resolve:

  (i) that it is desirable to capitalise any part of the amount for the time being standing to the credit of our Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution; and

  (ii) that such sum be accordingly set free for distribution in the manner specified in the sub-clause (b) amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportion.

(b) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in sub-clause (c) below, either in or towards:

  (i) paying up any amounts for the time being unpaid on shares held by such Members respectively;

  (ii) paying up in full, unissued share of our Company to be allotted and distributed, credited as fully paid up, to and amongst such Members in the proportions aforesaid; or

  (iii) partly in the way specified in sub-clause (i) and partly that specified in sub -clause (ii).

  (iv) A securities premium account and a capital redemption reserve account or any other permissible reserve account may be applied as permitted under the Act in the paying up of unissued shares to be issued to Members of our Company as fully paid bonus shares.

  (v) The Board shall give effect to the resolution passed by our Company in pursuance of the Articles.

POWER OF DIRECTORS FOR DECLARATION OF BONUS ISSUE

(a) Whenever such a resolution as aforesaid shall have been passed, the Board shall:

  (i) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or other securities, if any; and

(ii) generally do all acts and things required to give effect thereto.

(b) The Board shall have full power:

(i) to make such provisions, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of shares or debentures becoming distributable in fractions; and

(ii) to authorize any person to enter, on behalf of all the Members entitled thereto, into an agreement with our Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or other securities to which they may be entitled upon such capitalization or as the case may require, for the payment by our Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized, of the amount or any parts of the amounts remaining unpaid on their existing shares.

(c) Any agreement made under such authority shall be effective and binding on such Members.

INSPECTION BY DIRECTORS

The books of account and books and papers of the Company, or any of them, shall be open to the inspection of Directors in accordance with the applicable provisions of the Act.

INSPECTION BY MEMBERS

No Member (not being a Director) shall have any right of inspecting any account or books or documents of the Company except as conferred by law or authorised by the Board.

WINDING UP

Subject to the applicable provisions of the Act–

(a) If our Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of our Company and any other sanction required by the Act, divide amongst the Members, in specie or kind, the whole or any part of the assets of our Company, whether they shall consist of property of the same kind or not.

(b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members.

(c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability.

(d) Any person who is or has been a Director or manager, whose liability is unlimited under the Act, shall, in addition to his liability, if any, to contribute as an ordinary Member, be liable to make a further contribution as if he were at the commencement of winding up, a Member of an unlimited company, in accordance with the provisions of the Act.

DIRECTOR'S AND OTHERS' RIGHT TO INDEMNITY

Subject to the provisions of the Act, every Director and Officer of our Company shall be indemnified by our Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the tribunal. Provided, however, that such indemnification shall not apply in respect of any cost or loss or expenses to the extent it is finally judicially determined to have resulted from the negligence, wilful misconduct or bad faith acts or omissions of such Director.

GENERAL POWER

Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its Articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

At any point of time from the date of adoption of the Articles, if the Articles are or become contrary to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**Listing Regulations**") or of the Act or of the Secretarial Standard issued by the Institute of Company Secretaries of India ("**Secretarial Standards**"), the provisions of the Listing Regulations or the Act or the Secretarial Standards shall prevail over the Articles to such extent and the Company shall discharge all of its obligations as prescribed under the Listing Regulations or the Act or the Secretarial Standards, from time to time.

PART B

Part B of the Articles of Association provides for, amongst other things, the rights of certain shareholders pursuant to the Shareholders' Agreement. For more details in relation to the Shareholders' Agreement, see "*History and Certain Corporate Matters – Details of Shareholders' agreements"* on page 257.

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following documents and contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Red Herring Prospectus) which are or may be deemed material have been entered or to be entered into by our Company. These contracts, copies of which were attached to the copy of this Red Herring Prospectus, and delivered to the Registrar of Companies for filing and also the documents for inspection referred to hereunder, may be inspected at our Registered and Corporate Office from 10.00 am to 4.00 pm on Working Days from the date of this Red Herring Prospectus until the Bid/ Offer Closing Date, except for such contracts and documents that will be executed subsequent to the completion of the Bid/Offer Closing Date. These contracts and documents will also be available at the following web-link – www.surakshanet.com/investor-relations

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

Material Contracts to the Offer

1. Offer Agreement among our Company, the Selling Shareholders and the BRLMs dated July 23, 2024 and amendment to the Offer Agreement among our Company, the Selling Shareholders and the BRLMs dated November 21, 2024.

2. Registrar Agreement among our Company, the Selling Shareholders and Registrar to the Offer dated July 23, 2024.

3. Cash Escrow and Sponsor Bank Agreement dated November 22, 2024 among our Company, the Selling Shareholders, the BRLMs, the Escrow Collection Bank, Public Offer Account Bank, Refund Bank, the Sponsor Banks, Syndicate Members and the Registrar to the Offer.

4. Share Escrow Agreement dated November 20, 2024 between the Company, the Selling Shareholders and the Share Escrow Agent.

5. Syndicate Agreement dated November 22, 2024 among our Company, the Selling Shareholders, the BRLMs, the Syndicate Members and the Registrar to the Offer.

6. Underwriting Agreement dated [●] among our Company, the Selling Shareholders and the Underwriters.

Material Documents

1. Certified copies of the Memorandum of Association and Articles of Association of our Company as amended from time to time.

2. Our certificate of incorporation dated March 15, 2005.

3. Our fresh certificate of incorporation dated July 16, 2024, consequent to conversion from private to public limited company.

4. Resolutions of the Board of Directors dated July 19, 2024, authorising the Offer.

5. Resolutions of the Board dated July 23, 2024, and November 25, 2024 approving the Draft Red Herring Prospectus and this Red Herring Prospectus, respectively.

6. Resolution of the Board dated July 23, 2024, taking on record the Offer for Sale.

7. Consent letters from the Selling Shareholders for participating in the Offer for Sale.

8. Copies of the auditor's reports of our Company in respect of our audited financial statements for the Fiscal Years 2024, 2023 and 2022.

9. Copies of directors reports of our Company for Fiscal Years 2024, 2023 and 2022.

10. Examination report of our Statutory Auditors dated October 21, 2024 on the Restated Consolidated Financial Information included in this Red Herring Prospectus.

11. Statement of special tax benefits available to our Company and its shareholders under direct and indirect tax laws in India from our Statutory Auditors, dated November 23, 2024.

12. Certificate dated November 25, 2024 from Manian and Rao, Chartered Accountants, with respect to key performance indicators of our Company.

13. Resolution of the Audit Committee dated November 25, 2024 approving our key performance indicators

14. Certificate dated November 25, 2024 from Manian and Rao, Chartered Accountants, with respect to average cost of acquisition of shares acquired by the promoters and selling shareholders and weighted average price at which equity shares of the Company were acquired.

15. Certificate dated November 25, 2024 from Manian and Rao, Chartered Accountants, with respect to financial indebtedness of our Company.

16. Certificate dated November 25, 2024 from Manish Ghia & Associates, Company Secretaries, with respect to issuance of securities.

17. Certificate dated July 23, 2024 from Manish Ghia & Associates, Company Secretaries, with respect to their search report in relation to certain corporate records of the Company.

18. Consent letter dated October 23, 2024, issued by CRISIL to rely on and reproduce part or whole of the CRISIL report titled "*Assessment of the diagnostics industry in India*" dated October, 2024 and include their name in this Red Herring Prospectus.

19. Industry report titled "Assessment of the diagnostics industry in India" dated October, 2024 prepared and issued by CRISIL and commissioned by our Company for an agreed fee.

20. Written consent dated November 25, 2024, from M S K A & Associates, Chartered Accountants, to include their name as required under section 26 (1) and 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors to our Company, and in respect of their (i) examination report, dated October 21, 2024, on our Restated Consolidated Financial Information; (ii) their report dated November 23, 2024 on the Statement of Special Tax Benefits available to the Company and its equity shareholders under the direct and indirect tax laws, in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this RHP. However, the term "expert" and the consent thereof shall not be construed to mean an "expert" or consent within the meaning as defined under the U.S. Securities Act.

21. Written consent dated November 25, 2024, from Manian and Rao, Chartered Accountants, holding a valid peer review certificate from ICAI, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of Companies Act, 2013 in respect of the certificates issued by them in their capacity as an independent chartered accountant to our Company.

22. Written consent dated November 25, 2024, from Shwetendu Sharad Dhanuka, an independent chartered engineer, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of their certificate in connection with the Offer.

23. Employment agreements each dated October 1, 2020, between our Company with Dr. Somnath Chatterjee and Ritu Mittal and the addendum to the employment agreement entered into on July 16, 2024, between our Company with each of Dr. Somnath Chatterjee and Ritu Mittal respectively.

24. Business Transfer Agreement dated March 20, 2020 amongst our Company, Future Medical and Research Trust, Silajit Ghosh, Mousumi Ghosh, Mritikka Ghosh and Future Education and Research Trust.

25. Business Transfer Agreement dated December 15, 2014 between our Company and Suraksha Imaging and PathLab LLP.

26. Share Purchase Agreement dated October 8, 2021, entered into amongst our Company, Satish Kumar Verma and Panorama Electronics Private Limited and Dr. Somnath Chatterjee and Ritu Mittal.

27. Scheme of amalgamation of Sunwell Diagnostic Private Limited with Suraksha Diagnostic Private Limited approved by the High Court at Calcutta on September 5, 2016.

28. Valuation report dated April 1, 2016 issued by Shashi Agarwal & Co, Chartered Accountants.

29. Shareholders' agreement dated December 5, 2016, entered into amongst our Company, OrbiMed Asia II Mauritius Limited (*Surviving entity pursuant to amalgamation of OrbiMed Asia II Mauritius FDI Investments Limited, the erstwhile shareholder, into OrbiMed Asia II Mauritius Limited*) and our Dr. Somnath Chatterjee, Ritu Mittal, Kishan Kumar Kejriwal*, Munna Lal Kejriwal, Santosh Kumar Kejriwal, Suraksha Diagnostic and Eye Centre Private Limited, Dneema Overseas Private Limited, Tinni Investments Limited, Satish Verma, Joydeep Chowdhury, Panorama Electronics Private Limited, Sandeep Kejriwal ("**SHA**").

**As on the date of this RHP, Kishan Kumar Kejriwal is deceased. The process in relation to the transmission of all Equity Shares held by late Kishan Kumar Kejriwal to his successor, Sarla Kejriwal, is pending and subject to completion of probate. Notwithstanding, the transmission formalities under process, the said shares being part of the pre holding of the promoters group shall be locked in as per the provisions of SEBI ICDR Regulations.*

30. Amendment to the SHA dated March 28, 2024 amongst our Company, OrbiMed Asia II Mauritius Limited (*Surviving entity pursuant to amalgamation of OrbiMed Asia II Mauritius FDI Investments Limited, the erstwhile shareholder, into OrbiMed Asia II Mauritius Limited*) and our Dr. Somnath Chatterjee, Ritu Mittal, Sarla Kejriwal (nominee and legal heir of Kishan Kumar Kejriwal)*, Munna Lal Kejriwal, Santosh Kumar Kejriwal, Suraksha Diagnostic and Eye Centre Private Limited, Dneema Overseas Private Limited, Tinni Investments Limited, Satish Verma, Joydeep Chowdhury, Panorama Electronics Private Limited, Sandeep Kejriwal.

**As on the date of this RHP, Kishan Kumar Kejriwal is deceased. The process in relation to the transmission of all Equity Shares held by late Kishan Kumar Kejriwal to his successor, Sarla Kejriwal, is pending and subject to completion of probate. Notwithstanding, the transmission formalities under process, the said shares being part of the pre holding of the promoters group shall be locked in as per the provisions of SEBI ICDR Regulations.*

31. Second amendment to the existing SHA dated July 20, 2024 amongst our Company, OrbiMed Asia II Mauritius Limited (Surviving entity pursuant to amalgamation of OrbiMed Asia II Mauritius FDI Investments Limited, the erstwhile shareholder, into OrbiMed Asia II Mauritius Limited) and our Dr. Somnath Chatterjee, Ritu Mittal, Sarla Kejriwal (legal heir and successor of Kishan Kumar Kejriwal)*, Munna Lal Kejriwal, Santosh Kumar Kejriwal, Dneema Overseas Private Limited, Tinni Investments Limited, Satish Kumar Verma, and Sandeep Kejriwal.

**As on the date of this RHP, Kishan Kumar Kejriwal is deceased. The process in relation to the transmission of all Equity Shares held by late Kishan Kumar Kejriwal to his successor, Sarla Kejriwal, is pending and subject to completion of probate. Notwithstanding, the transmission formalities under process, the said shares being part of the pre holding of the promoters group shall be locked in as per the provisions of SEBI ICDR Regulations.*

32. Deed of assignment dated April 1, 2024 under Trademarks Act, 1999 between Suraksha Diagnostic & Eye Centre Private Limited and our Company.

33. Consents of the Bankers to our Company, the BRLMs, Syndicate Members, Registrar to the Offer, Escrow Collection Bank, Sponsor Banks, Directors of our Company, Company Secretary and Compliance Officer for the Offer, Public Offer Account Bank, Legal Advisor to the Issuer and Refund Bank as referred to, in their respective capacities.

34. In-principle listing approvals each dated September 5, 2024, received from NSE and the BSE, respectively.

35. Tripartite agreement dated May 15, 2024 amongst our Company, NSDL and Registrar to the Offer.

36. Tripartite agreement dated May 10, 2024, amongst our Company, CDSL and Registrar to the Offer.

37. Due diligence certificate dated July 23, 2024, to SEBI from the BRLMs.

38. SEBI observation letter bearing reference number SEBI/HO/CFD/RAC-DIL2/P/OW/2024/30948/1 and dated September 30, 2024.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India and the rules, regulations and guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended and the rules made and the guidelines and regulations issued thereunder, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Dr. Somnath Chatterjee
Chairman and Joint Managing Director

Place: Kolkata

Date: November 25, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India and the rules, regulations and guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended and the rules made and the guidelines and regulations issued thereunder, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Ritu Mittal
Joint Managing Director and Chief Executive Officer

Place: Kolkata

Date: November 25, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India and the rules, regulations and guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended and the rules made and the guidelines and regulations issued thereunder, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Satish Kumar Verma
Non-Independent, Non-Executive Director

Place: New Delhi

Date: November 25, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India and the rules, regulations and guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended and the rules made and the guidelines and regulations issued thereunder, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Arun Sadhanandham
Non-Executive, Non-Independent (Nominee) Director

Place: Mumbai

Date: November 25, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India and the rules, regulations and guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended and the rules made and the guidelines and regulations issued thereunder, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Pradip Kumar Dutta
Independent Director

Place: Bengaluru

Date: November 25, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India and the rules, regulations and guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended and the rules made and the guidelines and regulations issued thereunder, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Ishani Ray
Independent Director

Place: Kolkata

Date: November 25, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India and the rules, regulations and guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended and the rules made and the guidelines and regulations issued thereunder, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Siddhartha Roy
Independent Director

Place: Kolkata

Date: November 25, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India and the rules, regulations and guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended and the rules made and the guidelines and regulations issued thereunder, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Dharam Chand Dharewa
Independent Director

Place: Kolkata

Date: November 25, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India and the rules, regulations and guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended and the rules made and the guidelines and regulations issued thereunder, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY CHIEF FINANCIAL OFFICER OF OUR COMPANY

Amit Saraf

Place: Kolkata

Date: November 25, 2024

DECLARATION

I, Dr. Somnath Chatterjee, acting as a Promoter Selling Shareholder, hereby confirm and declare that all statements, disclosures and undertakings made or confirmed by me in this Red Herring Prospectus in relation to myself, as one of the Selling Shareholders and my respective portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including, any of the statements and undertakings made or confirmed by or relating to the Company or any other Selling Shareholder, or any other person(s) in this Red Herring Prospectus.

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Dr. Somnath Chatterjee

Place: Kolkata

Date: November 25, 2024

DECLARATION

I, Ritu Mittal, acting as a Promoter Selling Shareholder, hereby confirm and declare that all statements, disclosures and undertakings made or confirmed by me in this Red Herring Prospectus in relation to myself, as one of the Selling Shareholders and my respective portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including, any of the statements and undertakings made or confirmed by or relating to the Company or any other Selling Shareholder, or any other person(s) in this Red Herring Prospectus.

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Ritu Mittal

Place: Kolkata

Date: November 25, 2024

DECLARATION

I, Satish Kumar Verma, acting as a Promoter Selling Shareholder, hereby confirm and declare that all statements, disclosures and undertakings made or confirmed by me in this Red Herring Prospectus in relation to myself, as one of the Selling Shareholders and my respective portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including, any of the statements and undertakings made or confirmed by or relating to the Company or any other Selling Shareholder, or any other person(s) in this Red Herring Prospectus.

Satish Kumar Verma

Place: New Delhi

Date: November 25, 2024

DECLARATION

We, OrbiMed Asia II Mauritius Limited, acting as an Investor Selling Shareholder, hereby confirm and declare that all statements, disclosures and undertakings made or confirmed by us in this Red Herring Prospectus in relation to ourself, as one of the Selling Shareholders and our respective portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings, including, any of the statements and undertakings made or confirmed by or relating to the Company or any other Selling Shareholder, or any other person(s) in this Red Herring Prospectus.

For and on behalf of OrbiMed Asia II Mauritius Limited

Name: Harish Sumsurooah

Designation: Director

Place: Ebene, Mauritius

Date: November 25, 2024

DECLARATION

I, Munna Lal Kejriwal, acting as an Individual Selling Shareholder, hereby confirm and declare that all statements, disclosures and undertakings made or confirmed by me in this Red Herring Prospectus in relation to myself, as one of the Selling Shareholders and my respective portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including, any of the statements and undertakings made or confirmed by or relating to the Company or any other Selling Shareholder, or any other person(s) in this Red Herring Prospectus.

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Munna Lal Kejriwal

Place: Kolkata

Date: November 25, 2024

DECLARATION

I, Santosh Kumar Kejriwal, acting as an Individual Selling Shareholder, hereby confirm and declare that all statements, disclosures and undertakings made or confirmed by me in this Red Herring Prospectus in relation to myself, as one of the Selling Shareholders and my respective portion of the Offered Shares, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including, any of the statements and undertakings made or confirmed by or relating to the Company or any other Selling Shareholder, or any other person(s) in this Red Herring Prospectus.

Santosh Kumar Kejriwal

Place: Kolkata

Date: November 25, 2024